

#MuthootBlue

# Growing Sustainably



# Turning Wheels, Changing Lives.



## Your One Stop Solution For Mobility Loans.

Two Wheeler Loan, Pre Owned Car Loan, Used Commercial Vehicle Loan  
and Loyalty Loan.

T&C Apply. Some products are available in selected branches only.

For more details,  
give a missed call to  
**62354 00400**



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download the  
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Founder

## Sri Pappachan Muthoot

(1927 - 2004)



He was a simple and devout man, who espoused a nine point formula that stood by him in realizing his goals. Love. Peace. Happiness. Kindness. Helpfulness. Patience. Pleasantness. Faithfulness and Self-control. At Muthoot Pappachan Group, these values are quintessential to our being and act as a source of constant guidance.



The Real progress of a country is in the transformation of the life of its common man.



Financial Services | Hospitality | Automotive | Real Estate |  
IT Services | Precious Metals | Alternate Energy |  
Sports Academies | Muthoot Pappachan Foundation



Transparency



Trust



Truth



Growth



Customer Satisfaction

## About Muthoot Pappachan Group

The Muthoot Pappachan Group is recognised for its high-quality practices, unwavering commitment to customer satisfaction, and round-the-clock endeavors to achieve business growth. Its success can be attributed to the ethical values of trust, truth, transparency, and tradition that have been instilled in it since its incubation. Being one of the exemplary business houses in India, it not only produces tangible numbers but also applies a morally sound approach while tending to all stakeholders' needs. The primary aim of the organisation is to make practical strides towards improving the local communities and environment. This sustainable outlook has become commonplace for them; they consider it their duty rather than simply 'how we do business'.

Since its inception in 1887, Late Muthoot Ninan Mathai's focused business principles, transparent and fair practices, and customer commitment have sustained the group's steady growth for over 138 years. It all began humbly as a retail and wholesale grain trader at Kozhencherry. Chit Funds were also offered with philanthropic intent, and as the decades went on, the business continued to expand. In the 1950s, Muthoot Ninan Mathai transitioned

Our family is  
**47,000+**  
in numbers

We are accessible through  
**5,200+**  
branches nationwide

We have a legacy of  
**138+**  
years in customer delight

into the gold loan sector and soon became the biggest player in both Chit Funds and Gold Loans.

From an early age, the sons of Muthoot Ninan Mathai have been involved in business. Notably, the Late Mathew M. Thomas (Muthoot Pappachan) has greatly contributed to the company's success. Since the time he branched out in 1979, the Muthoot Pappachan Group (MPG) has achieved numerous accomplishments. Presently, his three sons Thomas John Muthoot, Thomas George Muthoot, and Thomas Muthoot - lead the Organizations in the Group. The young successors of the visionary share responsibility alongside their three promoters, supported by their guidance.

MPG is a diversified company with operations in several sectors, such as Financial Services, Hospitality, Automotive, Realty, IT Services, Healthcare, Precious Metals, Global Services, and Alternate Energy. It has more than 47,000 Muthootians serving over a million customers through its 5,200-plus branches nationwide. Its innovative products and use of the latest technology have earned it the patronage of valued customers while upholding core principles and values.

The Muthoot Pappachan Group strives for complete transparency, integrity, and fair dealings in its ventures. We understand that customer satisfaction is not possible without a motivated and devoted workforce; thus, we are devoted to creating an environment of creativity, cooperation, and commitment that instills job satisfaction and joy in our staff.

The Muthoot Pappachan Group understands that no business can thrive without engaging with its surrounding environment and communities. On a broader scale, they also accept the fact that bigger businesses have a greater responsibility to promote sustainable development, protect the environment, and ensure the well-being of those they serve.

The Muthoot Pappachan Group (MPG) has established the Muthoot Pappachan Foundation (MPF), a public charitable trust and its corporate social responsibility wing, and through its broad range of initiatives, it has positively impacted thousands of lives. MPG's CSR campaigns are centred around the word 'HEEL', which stands for Health, Education, Environment and Livelihood. MPG highly values each individual associated with them and draws from their experiences.



## Vision

To be the most trusted financial service provider, at the doorstep of the common man, satisfying him immediately with easy and simple products.



## Mission

To provide timely small credit to millions of ordinary people, and also provide them with simple options to save their hard earnings.



## Values

We will do everything to gain and maintain the trust of all the stakeholders and will not do anything to lose their trust.

## Culture Codes



HONESTY



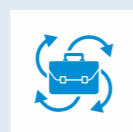
EMPOWERMENT



FRESH THINKING &  
CONTINUOUS RENEWAL



HUMILITY



AGILITY



INCLUSION



EMPATHY



OWNERSHIP



WORK-LIFE BALANCE

### #PurposeMuthootBlue

To transform the life of the common man  
by improving their financial well-being

## Across the Pages

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#### AGM NOTICE

31st Annual General Meeting on  
September 19, 2025 at 11:00 a.m. (IST)  
through Video Conferencing (VC) / Other  
Audio Visual Means (OAVM)

## Our Core Values



INTEGRITY



COLLABORATION



EXCELLENCE

# About The Company

Established in 1994, **Muthoot Capital Services Limited (MCSL)** stands as a trusted and forward-looking Non-Banking Financial Company (NBFC) in India. A proud member of the **Muthoot Pappachan Group**, MCSL is registered with the **Reserve Bank of India (RBI)** as a Deposit Taking Non - Banking Financial Company and is publicly listed on both **BSE Limited** and the **National Stock Exchange of India (NSE)**. Our debt instruments are actively traded on BSE, reflecting robust market confidence in our financial stability.

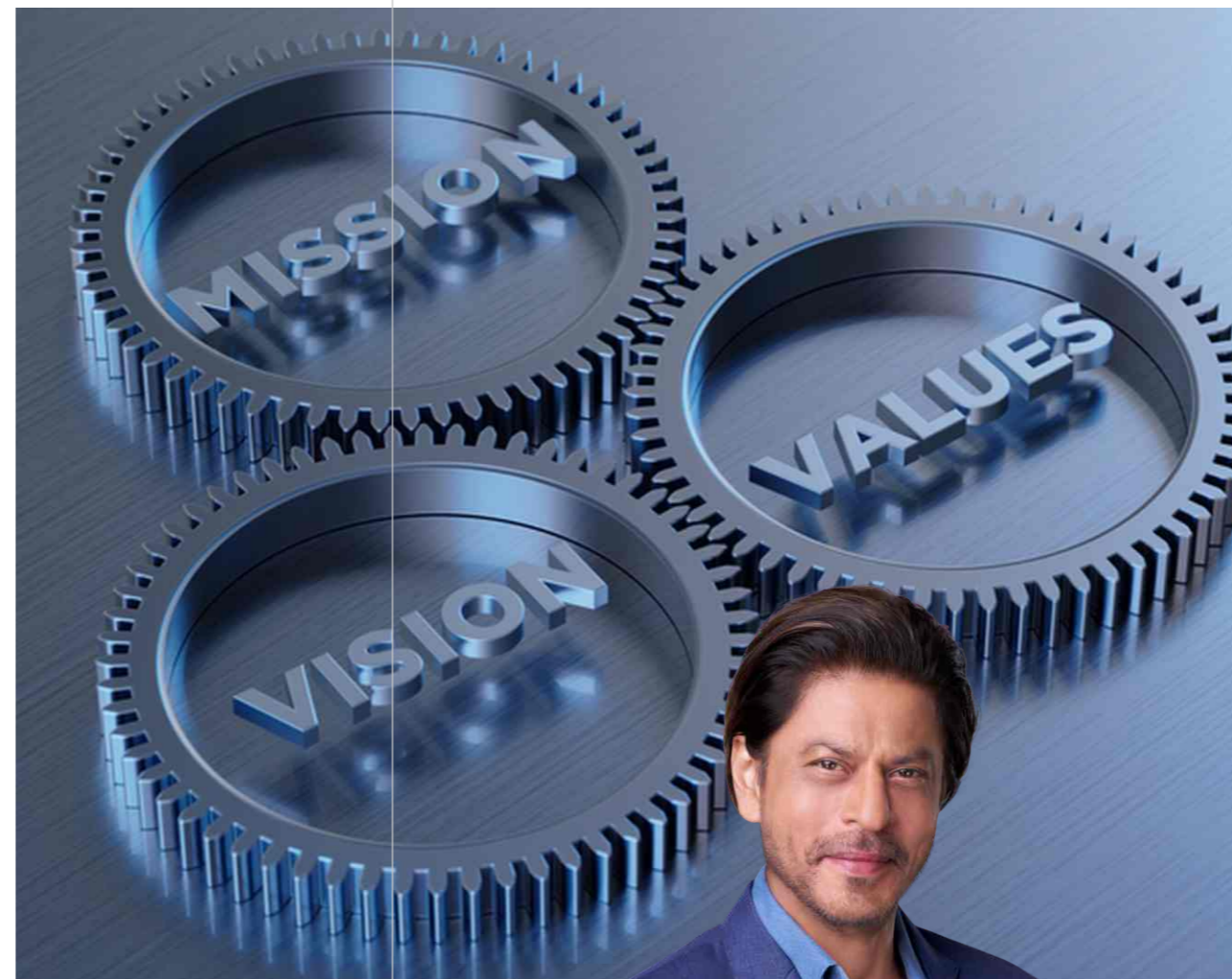
For over three decades, we have been enabling financial inclusion across India by offering **easy, timely, and customer-centric credit solutions**. Through the extensive branch network of **Muthoot FinCorp Limited**, along with dealership tie-ups and digital platforms, we serve a diverse customer base-including retail, corporate, and institutional clients.

Our portfolio features a growing mix of fund-based offerings such

as **Two-Wheeler Loans, Used Car Loans, Business Loans, and Investment Products** including **Fixed Deposits** and **Subordinated Debentures**. Each of these is tailored to support the evolving aspirations of our customers-whether it's mobility, entrepreneurship, or wealth creation.

At MCSL, our singular purpose is to be **the most trusted financial partner** for every Indian household. Every interaction, every product, and every branch is designed to deliver **simple, transparent, and accessible financial services at the customer's doorstep**.

Guided by the values of the **Muthoot Pappachan Group** and rooted in the philosophy of **#PurposeMuthootBlue**, we remain committed to **transforming the life of the common man by improving their financial well-being**. In all our endeavours, **stakeholder trust remains our highest priority**-a principle we uphold with uncompromising integrity.



## Vision

To be the most trusted financial solutions partner, driving the wheels of progress and empowering every individual, family, and community across India.



## Mission

Our mission is to provide timely and trusted credit and savings solutions that drive the wheels of progress for every individual, family, and community across India.



## Values

We are guided by a strong foundation of integrity and remain committed to earning, building, and protecting the trust of all our stakeholders.

# Corporate Information

Registered Office

**Muthoot Capital Services Limited**  
3rd Floor, Muthoot Towers, M. G. Road, Kochi - 682 035, Kerala  
Tel : +91 484 6619600  
Email : secretarial@muthootcap.com  
Website : www.muthootcap.com

Corporate Identification Number (CIN)

L67120KL1994PLC007726

BSE Code

511766

Chief Executive Officer

Mr. Mathews Markose

Company Secretary & Compliance Officer

Ms. Deepa Gopalakrishnan

Management Team

Mrs. Umadevi Pazhoor Unnikrishnan  
Chief Risk Officer

Mrs. Daisy K J  
Chief Compliance Officer

Mr. Vijayan T  
Head - Operations

Mr. Ajay Muchhal  
Head - Credit

Mr. Sooraj Mohan M  
Head - Collections

Mr. Sandip Pal  
National Head - Two Wheeler Dealer Vertical

ISIN

INE296G01013

NSE Code

MUTHOOTCAP

Chief Financial Officer

Mr. Ramandeep Singh

Mrs. Ciby Babu  
Head - People & Culture

Mr. Anoop K G  
Head - Business Intelligence & Strategy

Mr. Ram Pratap Singh  
Head - Information and Technology

Mr. Sonu Gujral  
National Head - Commercial Vehicles

Mrs. Sredevi S D  
National Head - Retail Liabilities & Alternate Channels

Mrs. Jalaja Viswanath  
Head - Legal

Statutory Auditors

M/s. Sundaram & Srinivasan  
Chartered Accountants  
New No: 4, (23), C. P. Ramaswamy Road,  
Alwarpet, Chennai - 600 018, Tamil Nadu

Chief Internal Auditor

Mr. Vijaya Kumar V

Secretarial Auditors

M/s. SEP & Associates  
Company Secretaries  
Building No. CC31/1590, Felix Road, Thammanam  
Kochi - 682 032, Kerala

Registrar and Transfer Agents

Integrated Registry Management Services  
Private Limited  
2nd Floor, "Kences Towers" No.1 Ramakrishna  
Street, North Usman Road, T. Nagar,  
Chennai - 600 017, Tamil Nadu

Trustees

1) Vardhman Trusteeship Private Limited  
Turner Morrison Building, (East), Mumbai  
Unit No. 15, 6, Lyons Range, Kolkata 700 001,  
West Bengal  
Telephone: + 91 33 4001 6345  
E-Mail: compliance@vardhmantrustee.com

3) IDBI Trusteeship Services Ltd.  
Asian Building, Ground Floor, 17, R, Kamani  
Marg, Ballard Estate, Mumbai - 400 001  
(For listed debentures & public deposits)  
Telephone: (22) 40807062  
E-mail: itsl@idbitrustee.com

2) Mr. A. Gopalakrishnan  
M/s. K. Venkatachalam Aiyer & Co.  
Chartered Accountants, Building No. 41/3647 B,  
Providence Road, North End, Kochi - 682 018  
(For unlisted debentures)

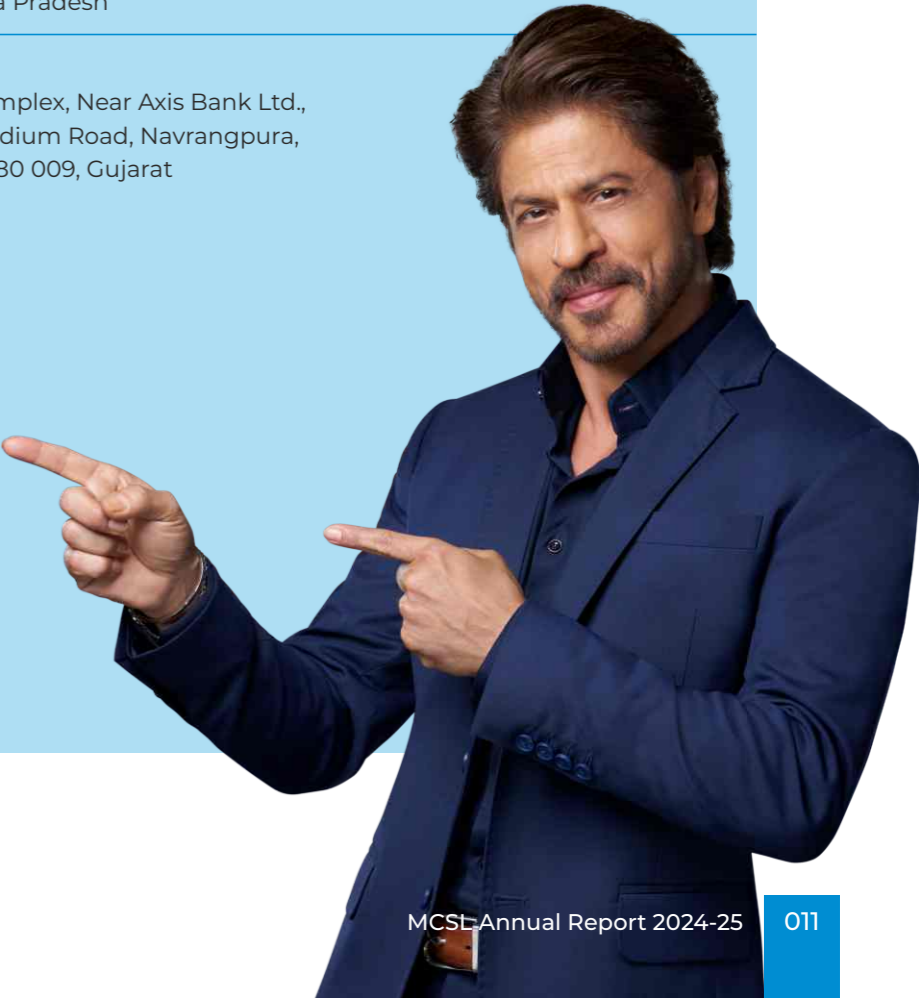
Our Financiers

- |                                      |   |                                     |
|--------------------------------------|---|-------------------------------------|
| • AU Small Finance Bank              | • HDFC Bank                                   | • OXYZO Financial Services Pvt. Ltd |
| • Axis Bank                          | • IDBI Bank                                   | • Poonawalla Fincorp Ltd            |
| • Central Bank of India              | • IDFC First Bank                             | • Punjab National Bank              |
| • City Union Bank Ltd                | • Indian Bank                                 | • SBM Bank (India) Limited          |
| • DCB Bank Ltd                       | • Indian Overseas Bank                        | • State Bank of India               |
| • Dhanlaxmi Bank Ltd                 | • IndusInd Bank                               | • TamilNadu Mercantile Bank         |
| • Equitas Small Finance Bank Limited | • Kissetu Saison Finance (India) Private Ltd. | • Utkarsh Small Finance Bank        |
| • Federal Bank                       | • Northern Arc Capital Limited                | • Union Bank of India               |

# Our Branches












|            |   |
|------------|---|
| Kerala     | <b>Kochi</b><br>3rd Floor, Muthoot Towers, M.G. Road, Kochi - 682 035, Kerala   |
|            | <b>Alappuzha</b><br>2nd Floor, Niza Center, East of General Hospital Junction, Alappuzha - 688 001, Kerala  |
|            | <b>Kozhikode</b><br>Door No. 27 / 383 / A-3, 2nd Floor, Soubhagya Shopping Complex, Near Aryadathupadam, Mavoor Road, Kozhikode - 673 004, Kerala |
|            | <b>Kollam</b><br>1st Floor, S. M. Towers, Madan Nada, Kollam - 691 016, Kerala  |
|            | <b>Kottayam</b><br>4th Floor, Payyil Kohinoor Arcade, Samkranthi Junction, M. C. Road, Kottayam - 686 017, Kerala                                 |
|            | <b>Kalpetta</b><br>2nd Floor, Kainatty Arcade, Kainatty Junction, North Kalpetta Post, Wayanad - 673 121, Kerala                                  |
|            | <b>Palakkad</b><br>RRK Towers, 1st Floor, Shornur Road, Pallipuram Post, Melamuri, Palakkad - 678 006, Kerala                                     |
|            | <b>Thrissur</b><br>1st Floor, Pvk Complex, Opp. Amala Hospital, Amala Nagar, Thrissur - 680 555, Kerala   |
|            | <b>Trivandrum</b><br>2nd Floor, Mansions Chelsma Heights, Chengalloor Junction, Poojappura, Trivandrum - 695 012, Kerala                          |
|            | <b>Kesavadasapuram</b><br>Shop No. 1, 2 & 3, Kedaram Shopping Complex, Kesavadasapuram, Thiruvananthapuram - 695 004, Kerala                      |
| Tamil Nadu | <b>Chennai</b><br>New No. 609-C, "Spencer Plaza" 6th Floor, Door No. 769, Anna Salai, Chennai - 600 002, Tamil Nadu                               |
|            | <b>Coimbatore</b><br>Ground Floor, #62, Dr. N.R.N. Layout, Pappanaikenpalayam, Coimbatore - 641 037, Tamil Nadu                                   |
|            | <b>Salem</b><br>1st Floor, N.V. Arcade, 5/259A, Junction Main Road, Salem - 636 004, Tamil Nadu   |
|            | <b>Trichy</b><br>3rd Floor, United Arcade, Above Spencer Super Market, Karur Bye Pass Road, Trichy - 620 018, Tamil Nadu                          |

|                |   |
|----------------|---|
| Karnataka      | <b>Bangalore</b><br>No. 29, "Shree Krishna" Opp. Raheja Park Apartment, Magadi Main Road, Vijayanagar, Bangalore - 560 040, Karnataka |
|                | <b>Hubli</b><br>1st Floor, Above Vijayalakshmi TVS Showroom, Gokul Main Road, Hubli, Dharwad - 570 011, Karnataka                     |
|                | <b>Mysore</b><br>No. 12, Buddha Marga, Opp: DFRL QUTRESS, T. N. Pura Road, Siddartha Nagar, Mysore - 570 011, Karnataka               |
|                | <b>Shimoga</b><br>No. 44/44/44, Satish Arcade, 2nd Floor, Savalanga Road, Shimoga - 577 204, Karnataka                                |
| Telangana      | <b>Hyderabad</b><br>Door No. 2-2-1130/24/D/1, 1st Floor, above Axis Bank, Shivam Road, Prasanth Nagar, Hyderabad - 500 044, Telangana |
| Andhra Pradesh | <b>Thirupathi</b><br>Door No. 19-4-121/13/D1, First Floor, STV Nagar, Thirupathi - 517 501, Andhra Pradesh                            |
|                | <b>Vijayawada</b><br>Door No. 31-11-1, Shriyans Plaza, Hindu College Road, Machavaram, Vijayawada - 520 004, Andhra Pradesh           |
| Gujarat        | <b>Ahmedabad</b><br>402, Ashoka Complex, Near Axis Bank Ltd., Sardar Patel Stadium Road, Navrangpura, Ahmedabad - 380 009, Gujarat    |



# Our Journey

Completing 30+ remarkable years is more than just a milestone - it's a reflection of the trust our clients place in us, the passion of our team, and the values that guide us. As we look back on our journey, we also look ahead with renewed energy to continue delivering excellence in everything we do.

|   |  |   |  |  |  |   |   |
|---|--|---|--|--|--|---|---|
| <br>Started Operations | <br>Acquired Deposit-Taking NBFC Licence from RBI | <br>Started to accept Fixed Deposits | <br>Listed on National Stock Exchange | <br>MCSL ranks among Top 50 NBFC across India | <br>Rated CRISIL A+               | <br>India's Most Trusted Companies Award. International Brand Consulting Corp. | <br>AUM crosses ₹ 3000 Crores                      |
| 1994<br>1995  | 1998<br>2008   | 2013<br>2014  | 2015<br>2016   | 2018<br>2019   | 2022<br>2022   | 2023<br>2024  | 2025<br>2025  |
| Listed on BSE<br>    | Entered the Two-Wheeler financing segment<br>   | AUM crosses ₹ 500 Crores<br>      | AUM crosses ₹ 1000 Crores<br>       | AUM crosses ₹ 2000 Crores<br>               | Started Co-Lending business<br> | Best Vehicle Financer of the Year Award - Lendtech<br>                       | Acquired Corporate Agency Licence from IRDAI<br> |

# Our Growth is Sustainable and Inclusive

Turnover for FY 2025

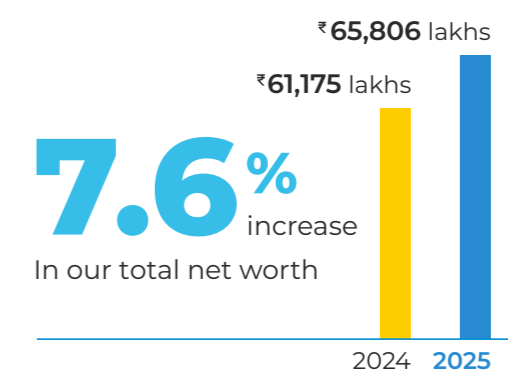
₹ **476**  
Crores

PAT for FY 2025

₹ **46**  
Crores

At Muthoot Capital Services Limited, growth is more than just numbers-it's about resilience, responsibility, and a vision for the future. We take immense pride in fostering a path that is not only strong but also sustainable, ensuring long-term value for our stakeholders, employees, and customers alike. The fiscal year 2024-25 stands as a testament to this commitment. We have not only built upon our strong foundation but also aligned our strategies with sustainable, long-term progress. But growth isn't just about financial success-it's about creating a lasting impact.

We have strengthened our progress with strategic investments in technology, market expansion, and a diversified product portfolio, all while delivering exceptional customer service. Our commitment to sustainability drives us to make responsible business decisions that benefit not just our Company, but also the communities we serve. None of this would be possible without the relentless dedication of our team and the unwavering trust of our stakeholders. As we look ahead, we remain focused on scaling new heights responsibly, inclusively, and future-ready. Because at Muthoot Capital, **we're not just growing-we're Growing Sustainably.**



These milestones reinforce our ability to drive consistent financial performance while upholding our values of integrity, innovation, and responsibility.

NNPA as on  
31st March 2025

**2.30%**

CRISIL Rating

**A+/Stable**



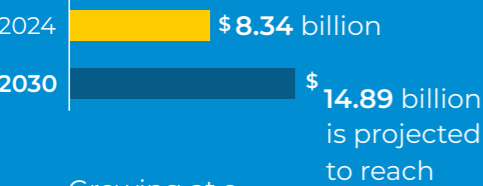
# Growth and Sustainability Derived from Strengthening Indian Markets

India's economic landscape is evolving at an accelerated pace, unlocking unparalleled opportunities for sustainable growth. As financial accessibility improves and consumer aspirations rise, the demand for affordable personal mobility continues to surge, positioning the two-wheeler loan market for significant expansion.

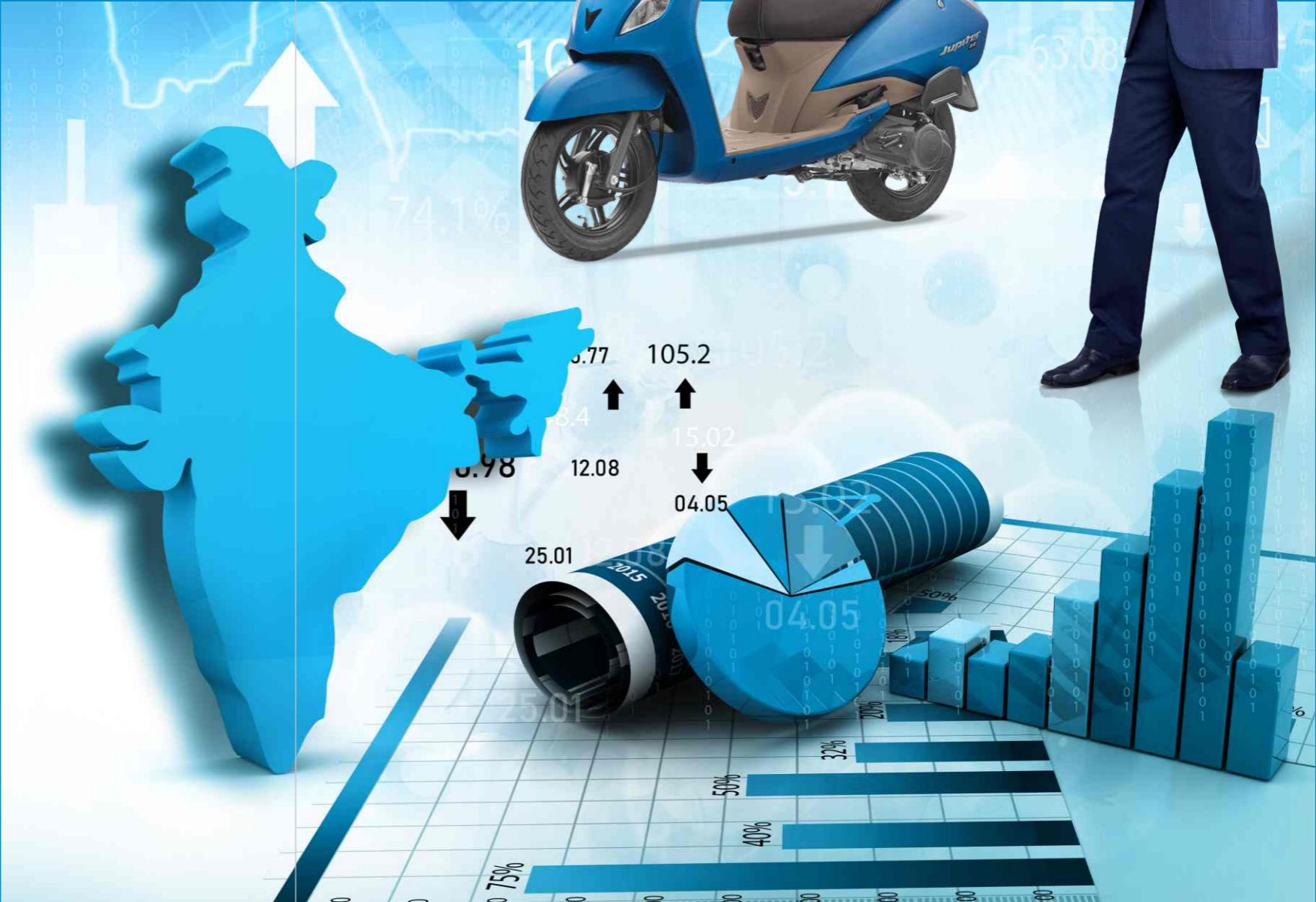
Beyond two-wheelers, our diversified product suite-**Used Car Loans, Used Commercial Vehicle Loans, Loyalty Loans,** and **Fixed Deposits**-has positioned us to meet the expanding needs of a transforming population. These offerings cater to both first-time borrowers and loyal customers, while Fixed Deposits enhance our liability profile, ensuring a balanced and sustainable business model.

According to TechSci Research, the Indian Two-Wheeler Loan Market was valued at USD 8.34 billion in 2024 and is projected to reach USD 14.89 billion by 2030, growing at a CAGR of 6.78%. With public transport congestion and the need for faster, more convenient commuting solutions, two-wheelers have become the preferred choice for millions. Furthermore, attractive loan schemes with lower interest rates and flexible repayment options from banks and NBFCs have enhanced accessibility, driving further adoption. Government-led initiatives promoting financial inclusion and easy credit availability have also played a pivotal role in supporting this market expansion.

As India's financial and mobility landscape continues to strengthen, Muthoot Capital Services Limited remains at the forefront of this transformation-one that fuels prosperity while safeguarding the future.



Growing at a CAGR of  
**6.78%**



|   |  |  |
|---|--|--|
| Two wheelers sold<br>in India in FY 24-25 | Loans Disbursed<br>in Muthoot Capital<br>in FY 23-24 | Loans Disbursed<br>in Muthoot Capital<br>in FY 24-25 |
| 18.88<br>Million                          | ₹1,229.58<br>Crores                                  | ₹2,417.42<br>Crores                                  |



## Growth and Sustainability Derived from Strategic Vision

Our strategic roadmap for the next three years aligns business expansion with environmental responsibility and inclusive development. The theme **"Growing Sustainably"** reflects this balance—a synergy between ambition and accountability, numbers and impact.

In FY 2024-25, we grew by design. Each initiative—be it market entry, digital investment, or employee engagement—was structured around sustainable principles. Our goals were not only about numbers, but about creating an ecosystem of trust, inclusion, and value.

**Our Target:** Achieve a 35% CAGR in Assets Under Management (AUM) by leveraging a

combination of diversified financial products and an expansive distribution strategy—including branch networks, digital platforms, and strategic partnerships. This approach allows us to reach broader markets, serve varied customer needs, and build a balanced, future-ready portfolio.

Target **35%** CAGR in AUM



# Growth and Sustainability Derived from Business Expansion

This year, we reduced our dependence on a single product and embraced a more diversified portfolio. In addition to our core two-wheeler loans, we introduced used cars, used commercial vehicles, loyalty loans, and top-ups to broaden our customer offering.

Geographically, we expanded our presence significantly in North and Central India, entering high-potential markets like **Bihar, Jharkhand, Uttar Pradesh, and Rajasthan**, which are underserved and poised for growth. This helps us ensure national-level inclusion while managing concentration risk.



Non-two-wheeler loans contributed  
**10%**  
of portfolio

Expansion into  
**4**  
new States in  
FY 2024-25



We expanded  
our presence

**Bihar | Jharkhand |  
Uttar Pradesh | Rajasthan**



Digital Loan Applications  
**100%**

## Growth and Sustainability Derived from Digital First

With the goal of becoming a fully digital NBFC, we launched several platforms to reimagine loan origination, customer interaction, and collections. Our Digital Assisted Model has emerged as a dominant sourcing engine, with substantial uptake.

Our mobile-first, AI-driven systems enhance inclusion in rural areas while optimizing efficiency and reducing risk. We also offer a seamless customer journey by integrating onboarding, payment, and servicing across physical and digital channels.

**Omni-channel convenience**  
Loans can be availed through 4000+ Muthoot Fincorp branches and digital platforms.

**100% digital onboarding**  
With Aadhaar, PAN, and voter ID-based KYC for compliance and speed.

**Mobile app support**  
Customers can access services through the Muthoot Fincorp One application.

**Flexible repayment**  
Via BBPS-enabled apps, payment gateways, and the MCollect app.

**Customer connect**  
Automated welcome calls, IVR support, WhatsApp banking, and payment reminders.

**Risk-based pricing**  
Interest rates linked to customer profiles based on internal and external data.

**Faster decisions**  
Scorecard-based credit underwriting and real-time verification ensure quick approvals.

# Growth and Sustainability Derived from Channel Diversification



We scaled through alternate channels-group company referrals, digital aggregators, business correspondents, and DSAs. This vertical was institutionalized and now contributes a significant portion of our disbursements.

By diversifying sourcing, we opened up access to new customers and reduced operating costs. These models are agile, scalable, and help us maintain lean infrastructure while expanding aggressively.

Channel diversification has also enhanced our ability to respond to market dynamics with greater agility. By building deeper integration with digital partners and leveraging data from referral

ecosystems, we've strengthened risk assessment and improved customer targeting. These channels not only boost topline growth but also future-proof our sourcing strategy through adaptability, visibility, and reduced dependency on traditional footfall.



Alternate channels contributed  
**17%**  
of business

Our objective is to scale this to  
**40%**



# Growth and Sustainability Derived from Sustainable Development Goals

We are actively aligning operations with the **UN Sustainable Development Goals (SDGs)**. Our green finance initiatives supported EV adoption, reduced emissions, and encouraged responsible consumption through incentives and tie-ups.

Blockchain documentation, digital sourcing, and paperless operations further reduced our carbon footprint. Gender equity and inclusive leadership training were reinforced internally as part of our social equity goals.

## MCSL ESG initiatives aligned with 13 UN (SDGs)



EV financing  
grew by  
**₹ 250**  
Crores

More than 30 houses handed over to socially and economically backward groups under Chellanam Housing Project.

100% employees are covered under Mediclaim Insurance and Group Term Life Insurance.

We have schemes to cater to all categories of customers - Women / With Income Proof / No-Income proof / Asset proof & New To Credit.

Working for the betterment of under privileged through organizations like Aashiana Rehab Centre.

Partnership with Greaves for EV funding. ₹ 100 Cr funding from GurantCo for EV lending.

Digital first approach. Implemented Origination score card / collection scorecard / propensity models etc

Created our own EV vertical to cater to the growing needs of this segment. Our waste management project contributes towards making the city more sustainable.

Scholarships for under privileged children by working through institutions Guardian of Dreams.

Secured a credit line of ₹ 1 billion through GuarantCo was an appreciation of our sustainability initiatives.

GNPA reduced  
by over

**52%**  
YoY

NPA provisioning  
with

**60%**  
coverage.



## Growth and Sustainability Derived from Asset Quality and Portfolio Health

Our growth was grounded in strong credit quality. GNPA and NNPA saw substantial improvement through targeted analytics, internalized collections, and predictive risk models.

With real-time portfolio monitoring and field intelligence,

our teams could act preemptively, reducing bounce rates and losses. As a result, our risk profile improved across all regions and product categories.

We also implemented a multi-tiered collection strategy that prioritized early intervention and borrower engagement. By segmenting delinquencies and customizing follow-up mechanisms, we improved recovery rates while ensuring a customer-centric approach. Our in-house teams collaborated seamlessly with external partners to create a robust, responsive recovery framework.

Technology played a pivotal role in enhancing our portfolio health. From automated risk flags to machine learning-based behavioural insights, our digital backbone enabled proactive decision-making. This not only safeguarded asset quality but also built resilience into our operations, positioning us for sustainable expansion without compromising on risk standards.



# Growth and Sustainability Derived from People and Governance

We onboarded new talent across functions, implemented a full-scale HRMS, and reimagined performance management. Our people-first culture emphasizes leadership, transparency, and equity.

In FY 2024–25, Muthoot Capital was certified as a **Great Place To Work®**, a prestigious recognition that reflects our employee-centric policies, inclusive work culture, and commitment to professional growth. This accolade reaffirms our belief that a motivated and engaged workforce is central to sustainable growth.

Board engagement was deepened with quarterly strategy reviews, better audit processes, and stronger ESG oversight. These measures elevated our governance maturity and stakeholder confidence.

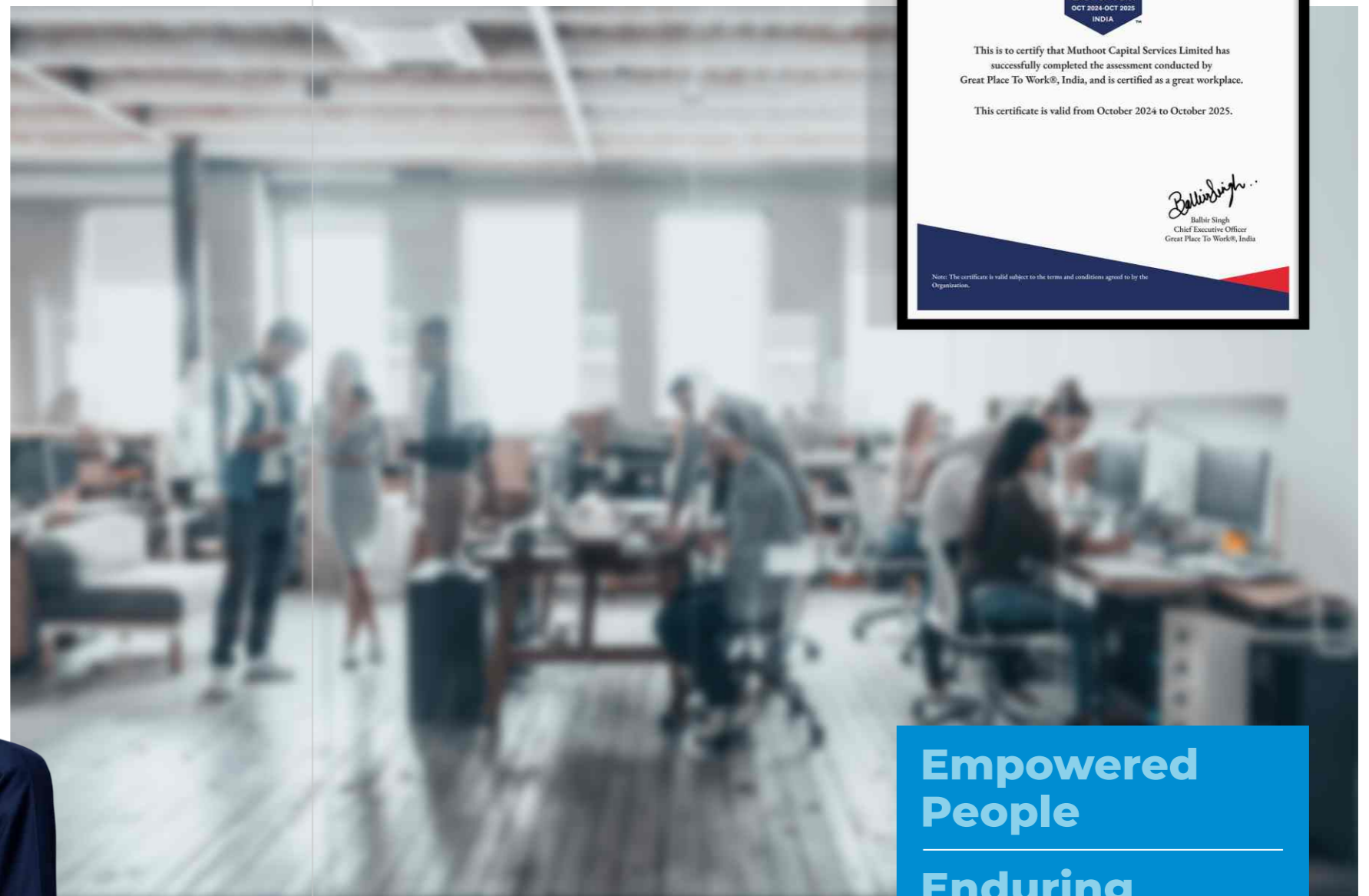


Attrition Rate

**34%**

New hires

**1,076**



**Empowered  
People**

**Enduring  
Growth**

**Transparent  
Governance**

# Growth and Sustainability Derived from Strengthened Processes

During the year, your Company achieved a significant milestone by obtaining the Corporate Agency License from the Insurance and Regulatory Development Authority of India (IRDAI). This development marks an important step in the Company's journey of sustainable growth and complements our existing NBFC operations. With this licence, the Company can now distribute insurance products alongside its



existing offerings, thereby providing customers with a comprehensive suite of financial solutions. This strategic initiative strengthens customer engagement, opens new avenues for revenue generation, and enhances the Company's market presence. By integrating insurance distribution into its business model, your Company continues to move towards building a resilient, customer-centric, and sustainable financial ecosystem.



credibility in the financial services sector. The certification not only demonstrates the Company's proactive approach towards governance and risk management but also provides a sustainable foundation for secure growth in an increasingly digital ecosystem.

Your Company has been awarded the ISO/IEC 27001:2022 Certification, a globally recognized standard for Information Security Management System (ISMS). This certification underscores the Company's strong commitment to safeguarding sensitive customer and business data, mitigating cyber risks, and ensuring compliance with evolving regulatory requirements. By implementing globally benchmarked security practices, your Company has strengthened its operational resilience, enhanced stakeholder confidence, and reinforced its



# Growth and Sustainability Derived from Social Responsibility

Our HEEL initiative-**Health, Education, Environment, and Livelihood**-integrated social goals into business objectives. From micro-loans for e-rickshaw owners to school and housing support, we ensured community upliftment alongside profitability.

Through rural outreach, sustainable livelihood creation, and support for women-led enterprises, we transformed everyday lives. HEEL remains our platform for purpose-led action.

Our Major Social Initiatives

| Sr. No.     | Program head                          |
|-------------|---------------------------------------|
| Health      |                                       |
| 1           | Aashiana Rehabilitation Centre        |
| 2           | Chemo Treatment with General Hospital |
| Education   |                                       |
| 3           | Guardian of Dreams                    |
| 4           | Scholarships                          |
| Environment |                                       |
| 5           | Metro Median Project                  |
| Livelihood  |                                       |
| 6           | Chellanam Housing Project             |
| 7           | House Renovation Initiatives          |



## Health

At Muthoot Capital Services Limited, we recognise that rebuilding health and physical ability after critical illness involves far more than medical treatment - it requires expert guidance, structured care and unwavering support. Through our CSR initiative, **Aashiana**, we are committed to providing a barrier-free, accessible and inclusive environment designed for individuals with mobility impairments.

The Aashiana Rehab Centre delivers comprehensive multidisciplinary rehabilitation services, focusing on individuals with physical impairments or functional limitations. To date, Muthoot Capital Services Limited has supported over 500 beneficiaries, through Aashiana, helping them progress towards a better quality of life. Each individual's journey reflects our continued commitment to not only treatment but also holistic recovery - addressing physical, emotional, and social well being with compassion, dignity and hope.



The Company is also committed to supporting individuals battling life-threatening conditions by providing aid to cancer patients undergoing chemotherapy and extending support for a wide range of critical illnesses. These include heart surgeries, kidney and liver transplants, dialysis, neurological disorders, stroke rehabilitation, spinal injuries, pediatric congenital conditions, severe trauma cases, and advanced respiratory and cardiac illnesses.



**This initiative underscores our belief in inclusive growth and our dedication to making a meaningful impact on the lives of those we serve.**

## Education

The Company is committed to support underprivileged students and communities by improving access to quality education. As part of this effort, educational scholarships were provided to academically deserving students from economically weaker sections, helping them overcome financial barriers and continue their learning journey.



To celebrate their achievements and inspire others, the Company organised the "Guardians of Dreams" event. During the event, outstanding students from marginalized communities were honoured with the Guardians Scholastic Award and awarded scholarships. The event also recognised the collective efforts of the community in nurturing young talent.

**These initiatives are aimed at empowering students through education and creating long-term, positive social impact in underserved communities.**

## Environmental



As part of our ongoing commitment to environmental stewardship under the 'HEEL' framework, we have successfully implemented an innovative eco-friendly green garden system across selected metro medians in Kochi. This soilless garden initiative exemplifies the integration of sustainable urban infrastructure with effective waste management.

By repurposing biodegradable waste to cultivate plants in a soilless medium, the initiative has transformed otherwise underutilized urban spaces into vibrant, green corridors. These metro median gardens not only enhance the city aesthetic appeal but also serve as living



examples of how urban spaces can be reimaged to support environmental sustainability and innovation.

This project reflects our belief that small-scale interventions, when rooted in sustainability and driven by innovation, can create a lasting impact. With continued support and awareness, such models can reshape cityscapes and contribute meaningfully to environmental restoration.

## Livelihood

Under the Livelihood pillar of our CSR initiative 'HEEL', we extended support to families affected by the devastating floods and high sea tides in the coastal region of Chellanam, Kochi. These extreme weather events underscored the urgent need for reconstruction, particularly for households that had lost their homes.

In response, we undertook a disaster-resilient housing project aimed at providing safe and secure homes to a defined number of flood-affected families. A thorough needs assessment was conducted in the affected community,



with beneficiary selection based on critical factors such as the extent of damage, economic vulnerability and social disadvantage. Priority was given to marginalized groups, including women-headed households and families from economically weaker sections.

Complemented by a livelihood support initiative, this project not only provided housing but also contributed to long-term rehabilitation and socio-economic stability for the impacted families. The initiative highlights our commitment to inclusive growth and the transformational role of CSR in disaster relief and community resilience.



# Growth and Sustainability derived from Environment, Social and Governance



At Muthoot Capital Services Limited, sustainability is a way of life-rooted in Environmental, Social and Governance (ESG) and reflected in how we work, serve, and grow every day.

We focus on **five key areas**:

- **Environmental Sustainability:** From wind energy and reforestation to paperless processes, we reduce our footprint through mindful resource use.
- **Social Sustainability:** Our financial services empower millions-enabling education, entrepreneurship, housing, and healthcare for underserved communities.

- **Economic Sustainability:** We promote responsible, inclusive growth by supporting jobs, MSMEs, and tech-led access to finance-aligned with 8 UN SDGs.
- **Cultural & Sports Sustainability:** We celebrate local traditions and invest in grassroots sports, building future-ready athletes and careers.
- **Well-being & Governance:** We care for our people's wellness through MHT, and uphold ethical governance with fairness, transparency, and tech-driven services.

## Sustainability Beyond Green

**Sustainability at Muthoot means:**

- Caring for the planet
- Uplifting communities
- Ensuring financial access
- Preserving culture
- Leading with trust

It's not just a goal - it's how we build better futures.

This is not just growth plan.  
This is **Growing Sustainably**.

ICRA  
ESG Rating **73**



**Environmental**

The Company has promoted financing of fuel-efficient and electric two-wheelers and used cars, encouraging environmentally conscious mobility. Operational processes were digitized to reduce paper usage, and energy-efficient measures were implemented across offices to minimize resource consumption.

**Rating 72**



**Governance**

Your Company strengthened its governance framework by enhancing board oversight, ensuring regulatory compliance and maintaining ethical standards. Transparent reporting and robust risk management practices have reinforced stakeholder trust and supported long-term value creation.

**Rating 70**

In its inaugural ESG assessment, your Company achieved a commendable ESG Impact Rating of 73, marking a significant milestone in its journey towards sustainable and responsible business practices. This rating reflects the Company's proactive efforts across Environmental, Social and Governance domains during FY 2024-25.



**Social**

Through its lending operations, the Company has advanced financial inclusion by supporting first-time and underserved borrowers, particularly in semi-urban and rural areas. It has invested in employee training, health, safety, while also contributing to community development through initiatives in education and financial literacy, reinforcing its commitment to social impact beyond business.

**Rating 78**



# Growth and Sustainability Derived from Future Readiness

Our future roadmap continues to prioritize impact-led innovation. We will double green finance adoption, expand alternate channels, and strengthen governance while delivering superior stakeholder value.

Growth will be benchmarked not only by disbursements but by the number of lives improved, emissions reduced, and communities empowered.

**MCSL-Strategic Objectives for next three years (2025-2028)**

|     |  |
|-----|--|
| 1.  | <b>Achieve AUM of ₹ 10,000 crores</b> with an <b>ROA of &gt;4%</b> and <b>AA+</b> credit rating  |
| 2.  | <b>Be Digital First, Customer Centric, Data Driven</b>   |
| 3.  | <b>Be Financier of Choice</b> by attaining a Market Share of: <ul style="list-style-type: none"><li>■ New Two-Wheeler: <b>3% PAN India &amp; 7.5% in operational locations</b></li><li>■ <b>6.5% on Used Two-Wheeler</b></li></ul> |
| 4.  | <b>Become a multiproduct company</b> by achieving <b>40% of overall disbursement</b> through alternate products  |
| 5.  | <b>Achieve 30% of overall MCSL business</b> through <b>MPG Companies</b>   |
| 6.  | <b>Build digital channel</b> and achieve <b>5% disbursement share</b> from this  |
| 7.  | <b>Strengthen asset quality</b> by bringing down <b>GNPA below 4.5%</b>  |
| 8.  | <b>Robust Corporate Governance</b> and aligning with <b>Sustainable Development Goals</b>  |
| 9.  | <b>Be an Employer of Choice:</b> <ul style="list-style-type: none"><li>■ <b>Attrition below 20%</b></li><li>■ <b>Talent pool</b> to be created with <b>10% of staff</b></li><li>■ <b>Digitization of HR processes</b></li></ul>    |
| 10. | <b>Leverage 10% existing customer base</b> for cross-sell  |

# Awards and Accolades



## 2nd Lend Tech X-Factor Awards 2024

Category : Best Vehicle Financer of the Year  
Winner : Muthoot Capital Services Limited  
Date : October, 2024

## Great Place To Work, India

Category : Great Place To Work  
Winner : Muthoot Capital Services Limited  
Date : October, 2024



## 19th NBFC & Fintech Award 2025

Category : Most Influential NBFC of the Year  
Winner : Muthoot Capital Services Limited  
Date : February, 2025



## Kerala Leadership Award

Category : Exemplary Leader of the Year  
Winner : Mr. Mathews Markose, Chief Executive Officer  
Date : March, 2025

## Kerala Management Association

Category : Manager of the Year Award  
Winner : Mr. Ramandeep Singh, Chief Financial Officer  
Date : May, 2025



## TUV SUD South Asia Private Limited

Category : ISO/IEC 27001:2022  
Winner : Muthoot Capital Services Limited  
Date : June, 2025

## ICRA ESG Rating Ltd

Category : ESG Rating  
Winner : Muthoot Capital Services Limited  
Date : July, 2025



# Dear Shareholder,

As I step down as Managing Director after an incredible 30-year journey, I write with profound gratitude and fond remembrance of the trust and collaboration we've shared. From our humble beginnings to the strong and respected institution that Muthoot Capital Services ('MCSL' or 'the Company') is today, your unwavering confidence in its vision has been the catalyst for every milestone achieved.



Over these three decades, Your Company has navigated diverse economic landscapes - times of challenge and opportunity alike. It is your steadfast patronage that enabled us to persevere through testing moments and pursue an ambitious yet prudent course. I fondly recall the loyalty you showed during the most critical phases - your belief empowered your Company to not only survive, but thrive.

I remain deeply humbled by the privilege of leading alongside an exceptional management team. Together, we built a culture rooted in integrity, innovation, and responsibility - an ethos reflected in your Company's strong balance sheet, disciplined governance frameworks, and long-term commitment to sustainability. These pillars speak to the importance of thoughtful leadership and robust governance - values I believe will continue to steer your Company successfully into the future.

But beyond the numbers, it is the personal stories of trust - from families who depended on your Company's support, to small entrepreneurs whose dreams were brought to life - that define the true impact of this journey. These are the moments that filled me with pride and purpose every single day.

As I now prepare to pass the baton to the next generation from our family, I do so with confidence. Your Company is well-positioned to meet the challenges ahead - guided by capable leadership, anchored in sound governance, and strengthened by the continued trust of loyal shareholders like you. This transition is not an end, but a continuation of a legacy - one shaped by your faith, stewardship, and shared ambition.

To each of you, I extend my deepest thanks. It has been an honour to serve as Managing Director and to witness the unfolding of a collective vision that spanned three transformative decades.

As I turn the page to a new chapter, I remain an enthusiastic supporter of your Company's mission. My faith in its future - and in your continued involvement - is steadfast. The best is yet to come, and I look forward to watching this extraordinary journey unfold with you.

With heartfelt appreciation and warmest regards,

**Thomas George Muthoot**  
Ex - Managing Director

# Letter from Executive Director

Dear Shareholder,

It is with great honor and a deep sense of responsibility that I write to you for the first time as a member of the Board of Directors. I am truly grateful for the trust you have placed in me, and I am committed to working diligently to uphold and enhance the value of your investment.

Highest ever disbursements

₹ **2,642cr**

New loans disbursed

₹ **2,611cr**

(Excluding Loyalty Loan disbursed to existing customers)

As I look back on the year, I'm humbled by how our ambition to become the financier of choice has consistently guided our decisions. This goal was more than a slogan - it's a guiding principle that drives your Company to deliver consistent, sustainable value.

Muthoot Capital Services Limited ('MCSL' or 'the Company') endeavours to provide the freedom of mobility to every Indian, through our vehicle finance products, whether it be two-wheelers, new and pre-owned cars, and pre-owned commercial vehicles.

I would like to highlight MCSL's approach in working towards this aspiration.

## Building a Digital-First, Customer-Centric Institution

Our transformation is anchored in a digital-first, customer-centric, and data-driven approach. We have reimagined the customer experience - from onboarding to servicing - into a seamless, technology-enabled journey. With data analytics at the core, we are tailoring solutions, anticipating needs, and enhancing personalization to build deeper and more enduring relationships.

## Making our presence felt in Two-Wheeler Financing

We continue to focus on where we can make the most meaningful difference, and that is to be a market leader in vehicle finance. We are expanding across the two-wheeler finance market, including expanding into financing EVs and used two-wheeler vehicles, aiming for a disproportionate share across urban and rural India. This strategy is not simply about expanding scale - it's about delivering accessible, dependable financing that helps customers move forward in their lives and livelihoods.

## Diversifying into other vehicle financing: Car and Commercial Vehicle

A core element of our strategy is diversification - across products, geographies and channels. This ensures that our growth is both scalable and resilient.

While two-wheeler financing continues to be our present flagship offering, your Company has expanded into car and commercial vehicle financing to strengthen portfolio balance.

Car loans are associated with relatively higher-income customers, larger ticket sizes, and better asset durability.

Commercial vehicle financing, while inherently cyclical, provides strong asset backing and stable yields. These asset classes not only diversify the Company's revenue streams but also help mitigate concentration risk and reduces volatility.

#### **Tapping into the Muthoot Pappachan Group ('MPG') Ecosystem:**

We are strategically leveraging synergies within MPG to drive your Company's business through partnerships across the group companies. This collaboration allows us to tap into well-established distribution channels and a broad, engaged customer base spanning gold loans, housing finance, mortgage finance, and microfinance.

Tapping into MPG's customer base and distribution network allows your Company to gain faster market reach, better lead quality, and reduced customer acquisition costs, enabling efficient expansion without heavy new infrastructure investment.

This multi-product, multi-partner approach strengthens MCSL's ability to balance risk and optimize returns by diversifying across customer segments and geographies. It also enhances scalability and resilience, helping us serve a wider range of customers while maintaining disciplined growth and long-term sustainability.

#### **Discipline at the Core: Asset Quality**

Financial discipline remains our non-negotiable foundation. Central to this is our unwavering commitment to maintaining asset quality.

To achieve this, your Company has implemented robust risk management and credit assessment frameworks that prioritize lending to the right customers. Our enhanced credit appraisal process incorporates advanced data analytics, strict verification protocols, and multi-layered credit checks. This allows us to better evaluate borrower creditworthiness, reduce default risk, and make informed lending decisions.

We also continuously monitor portfolio performance using predictive tools to identify early warning signals, enabling proactive intervention before delinquencies escalate. By blending disciplined underwriting with ongoing portfolio surveillance, we ensure our growth is both sustainable and responsible.

#### **Assets under Management**

₹ **3,060cr**

#### **Customer Base**

**5,39,841**

#### **Profit after Tax (PAT)**

₹ **46.31cr**

#### **GNPA**

**4.88%**

#### **Beyond Numbers: Governance and Sustainability**

Your Company's vision transcends commercial success. At the core of MCSL's identity lies strong governance, strict adherence to compliance and regulatory standards, and ethical conduct. Guided by clear ESG principles, your Company is committed not only to profitability but also to accountability, social progress, and environmental stewardship - principles that resonate deeply with all our stakeholders and anchor our long-term relevance. Ethical lending that respects customer dignity and CSR aligned with community well-being remain MCSL's key priorities.

Speaking of our social initiatives, your Company has extended livelihood assistance to survivors of life-threatening illnesses, helping them rebuild their lives, as well as offering comprehensive rehabilitation services to empower paraplegic patients in their recovery journey by partnering with Aashiana Rehab Centre.

Our commitment to providing housing for the economically disadvantaged has been further strengthened with the construction and delivery of more than 30 homes in Chellanam, a flood rampaged community in Kerala. We are dedicated to continuing this effort with a commitment to deliver an additional 15 homes in the coming year.

In closing, I am humbled by the opportunity to serve at such a pivotal time in your Company's journey. By God's grace, we have made meaningful progress - but we are acutely aware that we have miles to go. What gives me confidence is not just how far we've come, but the clarity of our purpose and the strength of our collective resolve. We are already on that path - steadily, intentionally, and with a deep commitment to the people we serve. I pledge to walk this journey with sincerity and dedication, working tirelessly to uphold your trust and help shape a future that reflects the full promise of Muthoot Capital Services Limited.

**Tina Suzanne George**  
Executive Director

# CEO's Message



Dear Shareholders,

It is with great humility and optimism that I present to you our annual report for the Financial Year 2024–25, a year that has been both transformative and deeply reaffirming for us.

We began this year with a clear vision to grow responsibly, innovate meaningfully, and create lasting value for all our stakeholders. Today, I am proud to share that we have taken significant strides on all these fronts.

We recorded our highest-ever disbursement of ₹ 2,600 crore and grew our Assets Under Management by over 50% to cross ₹ 3,000 crore. These numbers represent more than financial progress; they reflect the trust placed in us by our customers and the dedication of muthootians across the organisation.

Equally important is the quality of growth we have pursued. Through strengthened credit practices and operational rigor, we brought down our Gross NPA from 11% to 4.8%, a milestone that underscores our commitment to building a resilient and sustainable portfolio.

But growth for us is not just about size but it's about creating a better, more inclusive experience for our customers. This year, we digitised the entire loan journey, making it faster, simpler, and more accessible. Our introduction of origination scorecards has enabled real-time credit decisions, bringing us closer to our vision of financial services that are truly responsive and customer centric.

We also laid the groundwork for the future by entering new product lines like Used Car Loans and Used Commercial Vehicles, segments that hold great potential and align with India's growing aspirations. Our collaboration with Group companies to start Alternate Channel vertical has further strengthened our distribution footprint.

While we focused on customers and business growth, we also invested deeply in our people and culture. Being recognised as a 'Great Place to Work' is both a proud and humbling validation of the environment we strive to create, one where talent thrives, values endure, and everyone is empowered to contribute meaningfully.

Recorded our highest-ever disbursement

**₹ 2,600 cr**

Grew our Assets Under Management by over

**50%** to cross  
**₹ 3,000 cr**

We brought down our Gross NPA from

**10.2% to 4.9%**

Recognition followed us in many ways this year as we were honoured with the 'Lend Tech Award for Best NBFC' and acknowledged among 'India's Most Trusted Companies.' These accolades serve as encouragement to stay grounded, stay innovative, and to always stay true to our purpose.

Our long-term vision is to create impact beyond financial returns. We deepened our commitment to e-mobility, secured impact funding from GuarantCo, and aligned ourselves closely with the United Nations Sustainable Development Goals. We believe that finance can be a powerful catalyst for change, and we are determined to lead with responsibility and vision.

As we look ahead, we do so with a strong sense of purpose and quiet confidence. We are aware of the challenges that lie ahead but we are equally certain of the opportunities waiting to be unlocked. With the right foundations in place, a passionate team behind us, and your continued trust, we are poised to scale new heights thoughtfully and responsibly.

Thank you for walking this journey with us, for your belief, your encouragement, and your partnership.

**Mathews Markose**  
Chief Executive Officer

## Meet our Board of Directors



**Mrs. Tina Suzanne George**  
Executive Director



**Mrs. Ritu Elizabeth George**  
Non-Executive Director



**Ms. Susan John**  
Non-Executive Director



**Mr. Thomas Mathew**  
Independent Director



**Mrs. Shirley Thomas**  
Independent Woman Director



**Mrs. Divya Abhishek**  
Independent Woman Director



**Mr. Robin Tommy**  
Independent Director

# Report of the Board of Directors

Dear Members,

Your Directors take pleasure in presenting the **31st Annual Report** on your Company's Business and Operations together with Audited Financial Statements of the Company for the Financial Year ended March 31, 2025.

1. PERFORMANCE HIGHLIGHTS

A snapshot on key performance highlights of your Company showcasing the progress across Business and Operational parameters and Financial performance is detailed below. The consistent growth in income and operational resilience highlight the Company's strengthened fundamentals and continued progress.

a. Financial Results

The summarized financial results of your Company for FY 2024-25 are given below:

| (₹ in lakhs, except earnings per share) |           |            |
|---|-----------|------------|
| Particulars                             | 2024-2025 | 2023-2024  |
| Total Income                            | 47,649.53 | 40,140.78  |
| Total Expenses                          | 41,609.76 | 33,291.55  |
| Profit Before Exceptional Items and Tax | 6,039.77  | 6,849.23   |
| Exceptional Items                       | -         | (9,584.65) |
| Profit Before Tax (PBT)                 | 6,039.77  | 16,433.88  |
| Tax Expenses                            | 1,465.17  | 4,168.09   |
| Profit After Tax (PAT) (including OCI)  | 4,631.47  | 12,249.46  |
| Basic Earnings Per Share (EPS)          | 27.81     | 74.58      |

b. Business Growth

Your Company has demonstrated substantial performance enhancement through strategic investments in technology, expansion into new markets and diversification of its product portfolio. Throughout this growth phase, the Company has remained steadfast in its commitment to delivering exceptional customer service. These initiatives culminated in a successful conclusion to the fiscal year March 31, 2025, marked by an impressive additional disbursement of ₹ 1,20,367 lakhs and sustained asset quality. Notably, the Company achieved a commendable growth rate of 83.68% during the reporting year.

c. Profitability

During the Financial Year 2024-25, your Company achieved a net profit of ₹ 4,631 lakhs as compared to ₹ 12,249 lakhs for the previous Financial Year. Profit Before Tax was at ₹ 6,040 lakhs for the year ended March 31, 2025 as compared to ₹ 16,434 lakhs for the year ended March 31, 2024. Total Income has increased from ₹ 40,141 lakhs for the year ended March 31, 2024 to ₹ 47,650 lakhs for the year ended March 31, 2025. The Net Interest Margin (NIM) is reported at 53% for the Financial Year 2024-25 as against 58% in Financial Year 2023-24.

d. Asset Quality

As on March 31, 2025, the gross NPA and net NPA in the books of your Company stood at ₹ 14,920 lakhs and ₹ 6,835 lakhs respectively. The Provision Coverage on the entire on-book loan stood at 3.5%

as on March 31, 2025 against 8.1% as on March 31, 2024. The Asset quality was the parameter which was given the top-most significance throughout the past few financial years. A considerable reduction can be seen in the year-on-year numbers. The Company's Non-performing asset as of March 31, 2025 stood at ₹ 14,920 lakhs while the same were ₹ 20,504 lakhs as of March 31, 2024. The overall collection efficiencies have significantly improved in all the buckets. Despite overall improvement, the Company is carrying management overlay of ₹ 3,738 lakhs where in NNPA is 2.30%.

e. Net Worth and Capital Adequacy Ratio

The Net Worth of your Company stood at ₹ 65,806 lakhs as against ₹ 61,175 lakhs in the previous year. It increased on account of profit earned during the year amounting to ₹ 4,631 lakhs. Your Company's total Capital Adequacy Ratio (CRAR) as on March 31, 2025 stood at 22.25% of the aggregate risk weighted assets on the Balance Sheet and risk adjusted value of the Balance Sheet items, which is significantly above the statutory minimum of 15%. Out of the above, Tier I CRAR stood at 22.06% and Tier II CRAR stood at 0.19%. The CRAR as on March 31, 2024 was at 31.30%.

f. Earnings Per Share

Earnings Per Share of your Company during the year under review is reported at ₹ 27.81 against earning of ₹ 74.58 as on March 31, 2024. Return on Equity was at 7.29% for the Financial Year 2024-25.

2. DIVIDEND

To ensure availability of capital for the future growth of the Company, your Board of Directors are of the view that ploughing back of profit after tax into the business is a necessity of time. Hence, the Board does not recommend any dividend for the Financial Year 2024-25.

The Dividend Distribution Policy containing the requirements mentioned in Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is available on the website of the Company at <https://www.muthootcap.com/wp-content/uploads/2021/12/Policy-on-Distribution-of-Dividends.pdf>. The details relating to the unclaimed dividends is available on the Company's website at <https://www.muthootcap.com/investors/#tab1> Shareholders may note that both the unclaimed dividend and corresponding shares transferred to IEPF, including all benefits accruing on such shares, if any, can be claimed from IEPF following the procedure prescribed in the IEPF Rules.

Investor Education and Protection Fund

During the Financial Year 2024-25, there was neither any dividend nor any shares due to be transferred to Investor Education and Protection Fund (IEPF) Authority. As per the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the shareholder may lodge the claim to the IEPF Authority for such dividends and shares by submitting an online application in Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in).

3. RESERVES

Your Company has transferred an amount of ₹ 930 lakhs to the Statutory Reserves maintained under Section 45-IC of the Reserve Bank of India Act, 1934. The Company has not transferred any amount to the General Reserve for the Financial Year ended March 31, 2025. Post transfer of profits to reserves, your Board has decided to retain ₹ 3,605.41 Lakhs as surplus in the profit & loss account.

4. RESOURCE MOBILISATION

a. Share Capital

The authorized share capital of the Company is ₹ 2,500 lakhs and the paid-up share capital of the Company is ₹ 1,645 lakhs. Your Company had not issued any equity shares either with or without

differential rights during the Financial Year 2024-25. Hence, the disclosure requirements under Section 43 of the Companies Act, 2013 and Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable.

During the period under review, no stock options have been issued by the Company. Hence, disclosure pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 shall not apply.

#### b. Debentures

During the year under review, your Company issued Non-Convertible Debentures (NCDs) amounting to ₹ 79,100 lakhs and redeemed NCDs aggregating to an amount of ₹ 21,325 lakhs (including the repayment of Market Linked Debentures). The NCDs are listed on the debt market segment of the BSE Limited. As specified in the respective offer documents, the funds raised from NCDs are being utilized for various financing activities, onward lending, to repay existing indebtedness, working capital and general corporate purposes of the Company. Details of the end-use of funds were furnished to the Audit Committee on a quarterly basis. The Company is in compliance with the applicable guidelines issued by the Reserve Bank of India, as amended from time to time. Your Company has been regular in making payments of interest on all the NCDs issued by the Company on a private placement basis as and when due. As on March 31, 2025, the residual portion of Secured Redeemable Non-Convertible Principal Protected Market Linked NCDs under private placement including those issued during earlier years along with interest accrued is ₹ 1,00,002 lakhs. The debentures issued are secured by way of pari-passu charge on the current assets of the Company. The NCDs of your Company are rated as A+ / Stable by CRISIL and A+(Stable) by ICRA.

Trustees for Debenture Holders for ensuring and protecting the interests of debenture holders are as follows:

1. Mr. A. Gopalakrishnan, Chartered Accountant, M/s. K. Venkatachalam Aiyer & Co., Chartered Accountants, Building No. 41/3647 B, First Floor, Blue Bird Towers, Providence Road, Kochi - 682 018, Kerala;
2. Vardhman Trusteeship Private Limited, The Capital, A Wing, 412A, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra.

#### c. Fixed Deposits

Your Company is a Non - Banking Financial Company (NBFC) registered with Reserve Bank of India (RBI), having a Deposit Taking License. The Company started accepting fixed deposits during FY 2013-14. The fixed deposits of your Company are rated as A+ / Stable by CRISIL.

The outstanding number of fixed deposits as on March 31, 2025, received by the Company including interest accrued at that date is ₹ 4,364 lakhs.

As on March 31, 2025, there are 30 accounts of fixed deposits amounting to ₹ 45 lakhs which have become due for payment but have not been claimed by the depositors.

Being an NBFC registered with RBI, the provisions of Chapter V of the Act, relating to acceptance of deposits by Companies, is not applicable to the Company.

**Communication to Deposit Holders:** The Company has the practice of sending communication by registered post to the deposit holders whose accounts are about to mature, fourteen days prior to the date of maturity. If the deposit holders do not respond to the communication, the Company contacts the depositors in person, instructing them to surrender the fixed deposit certificate and claim the amount. In case, the depositors are not traceable due to change in address / phone

numbers, another regular communication is sent to the deposit holder and other modes to contact the deposit holders are also initiated till the deposits are repaid.

**Trustees for Deposit Holders:** Based on the RBI Guidelines for trustees of deposit holders of the NBFC, your Company has appointed IDBI Trusteeship Services Limited as trustees for protecting the interests of deposit holders.

In compliance with the Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 dated August 25, 2016, your Company has created a floating charge on the Statutory Liquid Assets in favour of IDBI Trusteeship Services Limited as trustee on behalf of the depositors as required under the extant provisions.

#### d. Subordinated Debts

Your Company in the current year has not raised money through issue of subordinated debts. As of March 31, 2025, the total amount of outstanding subordinated debts including accrued interest was ₹ 214 lakhs as against ₹ 1,138 lakhs in the previous year.

The subordinated debts and public deposits contribute to 1.6% of our total funding.

#### e. Commercial Paper

During the year under review, your Company has raised funds for its working capital requirements by issue of Commercial Papers. The Commercial Papers of your Company are rated as A1+ by CRISIL.

The outstanding amount of Commercial Papers as on March 31, 2025 was ₹ 21,832 lakhs.

#### f. Bank Finance

Your Company raises funds for its working capital requirements mainly from banks and financial institutions. As on March 31, 2025, the total outstanding amount of credit facilities from Banks and Financial Institutions were ₹ 1,22,041 lakhs as against ₹ 86,094 lakhs as on March 31, 2024, excluding accrued interest.

Apart from the above, your Company has been sourcing funds through Securitization. During the year under review, your Company has sourced ₹ 37,086 lakhs (previous year ₹ 14,449 lakhs). The same has been invested into by various kinds of entities and the value remaining outstanding as on March 31, 2025 was ₹ 38,952 lakhs (previous year ₹ 24,429 lakhs).

### 5. DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### Directors:

As on March 31, 2025, the Board of your Company consisted of the following 7 (Seven) Directors:

| DIN      | Name of Director           | Designation            | Date of Appointment |
|----------|----------------------------|------------------------|---------------------|
| 09775050 | Mrs. Tina Suzanne George   | Whole-Time Director    | 23.12.2024          |
| 10766726 | Mrs. Ritu Elizabeth George | Non-Executive Director | 23.12.2024          |
| 10763021 | Ms. Susan John             | Non-Executive Director | 23.12.2024          |
| 01277149 | Mr. Thomas Mathew          | Independent Director   | 01.04.2019          |
| 08586100 | Mrs. Shirley Thomas        | Independent Director   | 25.11.2021          |
| 08709050 | Mrs. Divya Abhishek        | Independent Director   | 08.08.2023          |
| 10896999 | Mr. Robin Tommy            | Independent Director   | 04.02.2025          |

The composition of the Board is in line with the requirements of the Act and the Listing Regulations. All the Directors have vast knowledge and experience in their relevant fields and the Company has benefited immensely by their presence on the Board. The key Board qualifications, expertise, attributes are given in detail in the Report on Corporate Governance which forms part of the Annual Report.

#### Key Managerial Personnel:

Mrs. Tina Suzanne George, Whole-Time Director; Mr. Mathews Markose, Chief Executive Officer; Mr. Ramandeep Singh, Chief Financial Officer and Ms. Deepa G, Company Secretary and Compliance Officer are the Key Managerial Personnel of your Company, as on March 31, 2025.

#### a) Changes in Directors and Key Managerial Personnel (KMP) during the Financial Year 2024-25

##### Appointments

All appointments of Directors and KMPs are made in accordance with the relevant provisions of the Act, the Listing Regulations, the RBI Directions and other laws, rules, guidelines as may be applicable to the Company. The Nomination & Remuneration Committee ("NRC") exercises due diligence inter-alia to ascertain the 'fit and proper' status of the individual who is proposed to be appointed on the Board of Directors of the Company, and if deemed fit, recommends their candidature to the Board of Directors for consideration.

During the year under review, Mr. Thomas Mathew (DIN: 01277149), Independent Director, was re-appointed as an Independent Director of the Company for a second term of 5 (Five) consecutive years w.e.f. April 01, 2024 till March 31, 2029 vide Special Resolution passed via Postal Ballot dated June 15, 2024.

Further, in line with succession planning for the Company and considering the knowledge, relevant expertise and experience and based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at its Meeting held on December 23, 2024, approved the appointment of Mrs. Tina Suzanne George (DIN: 09775050) as the Whole-Time Director and of Mrs. Ritu Elizabeth George (DIN: 10766726) and Ms. Susan John (DIN: 10763021) as the Non-Executive Non-Independent Directors, respectively, with effect from December 23, 2024. The appointments were approved by the Shareholders via Postal Ballot on February 12, 2025.

Also, the Board of Directors of your Company, on the recommendation of the NRC, appointed Mr. Robin Tommy (DIN: 10896999) as an Additional Non-Executive Independent Director on the Board on February 04, 2025, for a period of 5 years and his appointment as the Non - Executive Independent Director was approved by the Shareholders via Postal Ballot on March 29, 2025.

During the year under review, Ms. Deepa G was appointed as Company Secretary and Compliance Officer of your Company with effect from March 01, 2025.

##### Cessation

During the year under review, Mr. A. P. Kurian (DIN: 00008022), Independent Director, ceased to hold office as an Independent Director of the Company w.e.f. September 02, 2024. Further, Mr. Thomas George Muthoot (DIN: 00011552), Managing Director; Mr. Thomas John Muthoot (DIN: 00011618), Non-Executive Non-Independent Director; and Mr. Thomas Muthoot (DIN: 00082099), Non-Executive Non-Independent Director, ceased to hold their office as Directors of the Company w.e.f. December 23, 2024, respectively.

Mr. Srikanth G Menon, resigned as Company Secretary & Compliance Officer and Chief Compliance Officer of the Company with effect from February 28, 2025.

##### Director Retiring by Rotation

In terms of Section 152(6) of the Companies Act, 2013 read with relevant Rules made thereunder and the Articles of Association of the Company, Mrs. Ritu Elizabeth George (DIN: 10766726), Director of the

Company, shall retire by rotation and being eligible, has offered herself for re-appointment at the ensuing Annual General Meeting ("AGM") of the Company. The detailed profile of Mrs. Ritu Elizabeth George (DIN: 10766726) has been included in the Notice convening the ensuing 31st Annual General Meeting of the Company.

#### b) Declaration by Independent Directors and Statement on Compliance with the Code of Conduct

Pursuant to the provisions of Section 149 of the Act and Regulation 25(8) of the Listing Regulations, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company. Further, the Board is satisfied of the integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Act and applicable Rules thereunder) of all Independent Directors on the Board. The Independent Directors have confirmed that they have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013 and the Code of Conduct for Directors and Senior Management Personnel formulated by the Company.

A declaration by Whole-Time Director confirming the receipt of such declaration from Independent Directors is enclosed to this report as [Annexure I](#).

##### Non-Disqualification of Directors

A Certificate duly certified by Mr. Puzhankara Sivakumar, Managing Partner, M/s. SEP & Associates, Company Secretaries (C.P. No. 2210), confirming that none of the Directors on the Board of your Company as on March 31, 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 Report on Corporate Governance.

#### c) Policy on Board Diversity

The Policy on Board Diversity approved and adopted by the Company contains the following:

- Diversity is ensured through consideration of a number of factors, including but not limited to skills, regional and industry experience, background and other qualities.
- The Company shall also take into account factors based on its own business model and specific needs from time to time.
- The NRC shall lead the process of identifying and nominating candidates for appointment as Directors in the Board.
- The benefits of diversity continue to influence succession planning and continue to be the key criteria for the search and nomination of Directors to the Board.
- Board appointments are based on merit and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board, including gender.

#### d) Policy on Nomination & Remuneration

The management of your Company has immensely benefitted from the guidance, support and mature advice from members of the Board of Directors who are also members of various Committees. The Board consists of Directors possessing diverse skill, rich experience to enhance quality of its performance. The Policy on Nomination and Remuneration is framed in terms of

Section 178(3) of the Companies Act, 2013 which contains the criteria for determining qualifications, positive attributes, independence of a Director and other related matters. It also includes the details relating to the remuneration of Directors (Executive and Non-Executive), Key Managerial Personnel and Senior Management Personnel in line with the requirement of Section 178 of the Act, Regulation 19 read with Part D of Schedule II of the Listing Regulations and Directions issued by the RBI and as per the Guidelines on Compensation of Key Managerial Personnel and Senior Management in NBFCs issued by RBI. This Policy is available on the Company's website at the weblink:

<https://www.muthootcap.com/wp-content/uploads/2025/08/Policy-on-Nomination-and-Remuneration.pdf>. Your Company has formulated policy on Succession Planning for Directors and Key Managerial Personnel for continuity and smooth functioning of the Company.

#### e) Formal Annual Evaluation of Board and its Committees

Based on the Policy on Nomination and Remuneration, the Board has carried out an annual evaluation of its own performance, its Committees and Independent Directors, excluding the Director being evaluated. It may be noted that Mrs. Tina Suzanne George, Mrs. Ritu Elizabeth George, Ms. Susan John and Mr. Robin Tommy have not been subject to the evaluation in accordance with the Nomination and Remuneration Policy adopted by the Company, which states that performance evaluation of / by the Directors / Members of the Board / Committee of Board shall be carried out only after completion of six months from the date of appointment on the Board / Committee of Board of the Company.

The detailed note on the annual board evaluation process undertaken in compliance with the provisions of the Act and Listing Regulations is given in the Report on Corporate Governance.

#### f) Meetings of the Board

During the Financial Year 2024-25, your Board of Directors met 11 (Eleven) times. Further details about the Meetings of the Board are given in the Report on Corporate Governance.

#### g) Committees of the Board

The details of the Committees of the Board, their composition, terms of reference and the activities during the year are elaborated in the Report on Corporate Governance.

### 6. SUBSIDIARIES / JOINT VENTURE / ASSOCIATE COMPANY

Your Company has no Subsidiary / Joint Venture / Associate Company. Hence, consolidation and the provisions relating to the same under the Act and Rules made thereunder are not applicable to the Company.

There are no companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year.

### 7. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, there is no change in business of the Company. Your Company was primarily engaged in the business of financing for purchase of automobiles, mainly two wheelers, used four wheelers and commercial vehicles against hypothecation of the vehicles and granting of personal / business loans etc. The Company has also obtained the licence of corporate agent at the later part of the year from the Insurance Regulatory and Development Authority of India (IRDAI). During the year under review, your Company has disbursed retail loans to the extent of ₹ 2,62,108 lakhs and as on March 31, 2025, the total outstanding amount was ₹ 3,00,692 lakhs. The Company had disbursed business / corporate loans to the extent of ₹ 2,100 lakhs and as on March 31, 2025, the outstanding amount was ₹ 5,351 lakhs.

The sourcing of two-wheeler and used car business of the Company takes place mainly at the dealer points for two wheelers where Company representatives are present and through branches of its group company, Muthoot FinCorp Limited. The Company is sourcing its customers through its mobile app.

### 8. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of your Company between the end of the financial year and the date of this Report.

### 9. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS, COURTS AND TRIBUNALS

Your Directors confirm that there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

### 10. RISK MANAGEMENT

The Board oversees the risk management functions of your Company and a separate Risk Management Committee of the Board supervises the risk management functions. Apart from this, your Company has a separate Risk Management Department that co-ordinates and administers the risk management functions thereby setting up a top to down focus on the risk management.

The Risk Management Committee of the Company has not identified any elements of risk which in their opinion may threaten the existence of your Company. Details of the risks and concerns relevant to the Company are discussed in detail in the Management Discussion and Analysis Report which forms part of the Annual Report.

In order to ensure that your Company maintains high standards of risk management practices, the Chief Risk Officer (CRO) functions independently with no relationship with business verticals of the Company and reports to the Risk Management Committee. The CRO is inter-alia entrusted with the responsibility of identifying, measuring and mitigating risks which may affect the Company and putting in place and monitoring the risk management policies and practices of the Company.

The Company believes that risk resilience is key to achieving higher growth. To this effect, your Company has a well-defined Risk Management Policy in place to create and protect shareholder value by minimizing threats or losses and identifying and maximizing opportunities and thereby to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. The Policy lays down broad guidelines for timely identification, assessment and prioritization of risks affecting the Company in the short and foreseeable future. The Policy suggests framing an appropriate response action for the key risks identified, so as to make sure that risks are adequately addressed or mitigated. The said policy is approved by the Board and reviewed from time to time.

The risk management framework in the Company is periodically reviewed by the Risk Management Committee of the Board. The Internal Auditors are also having a complete review of risk assessments and associated management action plans. All material risks of the Company emerging in the course of its business are identified, assessed and monitored and necessary action are taken on a regular basis.

The Company conducts Internal Capital Adequacy Assessment Process (ICAAP) on annual basis to assess the sufficiency of its capital funds to cover the risks specified under Pillar II of Basel guidelines. The adequacy of Company's capital funds to meet the future business growth is also assessed in the ICAAP Document. Capital requirement for current business levels and framework for assessing capital requirement for future business levels has been made. Capital requirement and Capital optimisation are monitored periodically by the Committee of Senior Management (ALCO). The Senior Management

deliberates on various options available for capital augmentation in tune with business growth. Based on these reports submitted by Senior Management, the Board of Directors evaluates the available capital sources, forecasts the capital requirements and capital adequacy of MCSL and ensures that the capital available for the Company at all times is in line with the Risk Appetite of the Company.

#### Fraud Monitoring and Reporting

Pursuant to revised Master Directions - Reserve Bank of India (Fraud Risk Management in NBFCs) Directions, 2024 on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies) dated July 15, 2024 issued by Reserve Bank of India ("Master Directions"), your Company has constituted a Fraud Risk Monitoring Committee (FRMC) to monitor and review the cases of frauds to oversee the effectiveness of fraud risk management including root cause analysis and mitigating measures and strengthen the internal controls, risk management framework to prevent / minimize the incidence of frauds.

Your Company has prepared the Framework for Early Warning Signals (EWS) on Fraud that aims to establish a robust system for the early detection and prevention of fraud. The framework outlines the governance structure, key indicators, and reporting mechanisms to ensure timely identification and mitigation of fraudulent activities. The Company also has in place a Fraud Risk Management Policy.

The Risk Management Committee reviews incidents of fraud quarterly. Annual review of the frauds is also conducted and reported by the management to Board as per the Master Directions. Among other things, details reported includes modus operandi, amount involved, identity of the perpetrators of fraud, action taken against them and remedial actions taken to mitigate the risk. Further, the same is also reported to RBI and Auditors. The Auditors, in turn, have also brought these cases to the attention of the Audit Committee pursuant to Circular issued by National Financial Reporting Authority ('NFRA') dated June 26, 2023.

#### Cyber Security

Your Company adopted ISO 27001:2022 standards, practices its processes and upgrade its implementation on regular basis to maintain the information security as per the market trend. MCSL is an ISO 27001:2022 certified Company. On regular basis, different types of system audits are conducted by the external and internal auditors. Board constituted IT Strategy Committee governs the security policies and its implementation as per the Company's Corporate Governance process. To improve cyber security system, the Company continuously invests towards upgrading the technology, IT security related implementation, training and awareness programme.

During the year, new initiatives were taken in areas of Digital Platforms, API Security, Email Security and Attack Surface Management. The Company has also adopted a continuous Vulnerability Assessment and Penetration Testing (VAPT) to protect all our digital assets.

### 11. ADEQUACY OF INTERNAL AUDIT AND FINANCIAL CONTROLS

Your Company has in place a stabilized and effective Internal Audit and Financial Controls system calibrated to the risk appetite of the Company and aligned to the size, scale and complexity of the business operations of the Company. The said financial controls of the Company are evaluated by the Audit Committee as per Part C of Schedule II of the Listing Regulations.

Apart from Statutory Audit and Concurrent Audit, your Company is in compliance with Section 138 of the Companies Act, 2013. The Board of Directors at its Meeting held on March 26, 2024 appointed Mr. Vijayakumar Vuyyuru as the Chief Internal Auditor w.e.f. February 22, 2024, for a period of three years. The scope and authority of the Internal Audit function is defined in the Audit Policy of the Company, duly approved and recommended by the Audit Committee of the Board and approved and adopted by the Board of Directors. The Internal Audit function essentially validates and ensures that your Company has in place adequate controls, procedures and policies, ensuring orderly and efficient conduct of its

business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. The Internal Audit function provides independent assurance to the Board of Directors and Senior Management on the quality and effectiveness of the Company's internal control, risk management and governance systems and processes, thereby helping the Board and Senior Management to protect the Company and its reputation.

The Audit Committee oversees and reviews the functioning of the entire audit team and the effectiveness of internal control system at all levels and monitors the implementation of audit recommendations. During the year, such control systems were assessed and no reportable material weaknesses in the design or operation were observed. Improvements suggested are tracked with identified timelines for its completion. Accordingly, your Board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2024-25.

### 12. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Corporate Social Responsibility activities at Company encompasses much more than social outreach programmes. Your Company believes that CSR is a way of creating shared value and contributing to social and environmental good. With this philosophy, the CSR activities of your Company is centered around a theme called **HEEL** i.e., **H**ealth, **E**ducation, **E**nvironment and **L**ivelihood. Aligning with its vision, your Company has been continuing to increase value in the community in which it operates, through its services and CSR initiatives, so as to stimulate well-being for the community, in fulfillment of its role as a responsible corporate citizen. The Board has constituted a Corporate Social Responsibility Committee (CSR Committee) to oversee and monitor the CSR activities of the Company. The CSR Committee of the Company has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The Company's CSR Policy is committed towards CSR activities as envisaged in Schedule VII of the Companies Act, 2013. The CSR Policy is available on the website of the Company at <https://www.muthootcap.com/wp-content/uploads/2025/08/CSR-Policy.pdf>.

During the year, the Company spent an amount of ₹ 88.38 lakhs identified as CSR activities. The details of the CSR Policy and CSR Committee of the Company and the initiatives undertaken by the Company on CSR activities during the year under review are set out in **Annexure II** to this Report in the format prescribed as per the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The composition and other details of the CSR Committee and its meetings are detailed in the Report on Corporate Governance, forming part of the Annual Report of the Company.

### 13. AUDIT & AUDITORS

#### a. Statutory Auditors

During the year under review, the tenure of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, as Statutory Auditors of the Company expired at the 30th Annual General Meeting (AGM) of the Company held on September 25, 2024.

M/s. Sundaram & Srinivasan, Chartered Accountants (Firm Registration No.: 004207S), was thereafter appointed as the Statutory Auditors of the Company at the 30th AGM held on September 25, 2024 to hold office from conclusion of the 30th AGM till conclusion of the 33rd AGM of the Company to conduct audit of accounts of the Company during the said period. M/s. Sundaram & Srinivasan holds a valid peer review certificate as prescribed under the Listing Regulations. The same is in compliance with the RBI Guidelines on appointment of statutory auditor(s) by NBFC.

M/s. Sundaram & Srinivasan, the Statutory Auditors of the Company, had also prepared a separate report pursuant to Non - Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016, in addition to the report made under Section 143 of the Companies Act, 2013 which was duly

examined by the Board and submitted to RBI.

#### Recommendations of the Audit Committee

There was no instance during the year where the Board has not accepted the recommendations of the Audit Committee requiring disclosure pursuant to Section 177(8) of the Companies Act, 2013.

#### Audit qualifications, reservation or adverse remarks or disclaimer

The Board has duly examined the Statutory Auditors' Report to the accounts, which is self-explanatory. Clarifications, wherever necessary, have been included in the Notes to the Accounts to the Financial Statements. Further, your Directors confirm that there is no qualification, reservation or adverse remark or disclaimer in the Independent Auditor's Report provided by M/s. Sundaram & Srinivasan, the Statutory Auditors of the Company, for the Financial Year 2024-25. There is no incident of fraud reported by the Auditors under Section 143(12) of the Act.

#### b. Secretarial Auditors

The Board, at its Meeting held on May 23, 2024, re-appointed M/s. SEP & Associates, Company Secretaries, having Peer Review Certificate no. 3693/2023, as the Secretarial Auditors of the Company for FY 2024-25, to conduct the Secretarial Audit of the Company for the year ended March 31, 2025 in compliance with the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report in Form MR-3, submitted by the Secretarial Auditors for the FY 2024-25, is enclosed to this report as [Annexure III](#). The Directors of your Company confirms that there is no qualification, reservation or adverse remark or disclaimer in Secretarial Audit Report for the period under review. No offence of fraud was reported by the Secretarial Auditor of the Company.

Further, the Board at its Meeting held on August 05, 2025, based on the recommendation of the Audit Committee, has appointed M/s. S. Sandeep & Associates, Company Secretaries, having Peer Review Certificate No. 6526/2025, as Secretarial Auditors of the Company for a period of 5 (Five) financial years from FY 2025-26 till FY 2029-30, subject to Shareholder's approval at the ensuing Annual General Meeting of the Company.

#### c. Internal Auditor

Your Company has an independent internal audit department headed by Chief Internal Auditor, Mr. Vijayakumar Vuyyuru appointed w.e.f. February 22, 2024. The internal audit department broadly assesses and contribute towards the overall improvement of the organisation's governance, risk management and control processes using a systematic and disciplined approach. The internal audit team follows Risk Based Internal Audit which helps the organisation to identify the risks and address them accordingly based on the risk priority and direction provided by the Board of Directors.

#### 14. COMPLIANCE WITH THE SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

Your Company has duly complied with Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India.

#### 15. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Considering the nature of activities, the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to conservation of energy, technology absorption, foreign exchange earnings and outgo is not applicable to the Company. Your Company is, however, constantly pursuing its goal of technological upgradation in a cost-effective manner for delivering quality customer service.

#### 16. WHISTLE BLOWER POLICY OR VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

Your Company has in place, a comprehensive Whistle Blower Policy in compliance with Section 177(9) and 177(10) of the Companies Act, 2013 and Regulation 4(2)(d)(iv) & 34(3) read with Para 10 of Part C of Schedule V of the Listing Regulations.

A brief note on the highlights of the Whistle Blower Policy and compliance with the same is also provided in the Report on Corporate Governance, which forms part of the Annual Report.

#### 17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to Section 186(1)(a) of the Act read with Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, the loan made, guarantee given, or security provided in the ordinary course of business by a NBFC registered with RBI are exempt from the applicability of provisions of Section 186 of the Act.

The details of the investments of your Company are given in the Notes to the Financial Statements.

#### 18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Your Directors confirm that all contracts / arrangements / transactions entered into by the Company during the Financial Year 2024-25 with related parties were in compliance with the provisions of the Act and Listing Regulations. The Company had obtained prior approval of the Audit Committee for all the related party transactions during the Financial Year 2024-25 as envisaged in Regulation 23(2) of the Listing Regulations. Further, the Audit Committee had given prior omnibus approval under Regulation 23(3) of the Listing Regulations for related party transactions that are foreseen and repetitive in nature during the period under review and the required disclosures are made to the Committee on quarterly basis against the approval of the Committee.

In addition to the above, your Company had obtained the approval of the shareholders for related party transactions with Muthoot Fincorp Limited and Muthoot Bankers at the AGMs / vide Postal Ballot held on September 28, 2020 and June 15, 2024, respectively, for a period of five years even though the said transactions were not material in nature.

All related party transactions that were entered into during the financial year ended March 31, 2025 were on an arm's length basis and were in the ordinary course of business except the transaction with Muthoot Bankers on windmill business and the transaction with Muthoot Fincorp Limited on Cash Remittance, Space Sharing and Rent Deposit and payment towards airline and train ticketing, for which the Company had obtained the approval of shareholders.

Therefore, the Disclosures as per Form AOC-2 under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is detailed in [Annexure IV](#).

The disclosure of transactions with related parties during the year under review, as per IND-AS 24: Related Party Disclosures, is given in Notes to the Accounts to the Financial Statements. Also, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors or other designated persons which may have a potential conflict with the interest of the Company at large.

Further, your Company has generally complied with the provisions of Section 177 and 188 of the Companies Act, 2013 with respect to the related party transaction except in one instance where the transaction carried out by the Company is in line with the approved rates as per the prior specific approval taken by the Company in accordance with the provision of Section 177 and 188 of the Companies Act, 2013 but due to the surge in the business volume the transaction exceeded the omnibus limits approved by the Audit Committee and the monetary threshold prescribed under the proviso to Section 177(4) of the Act by ₹ 2.10 Crores. However, the terms and conditions of the said transaction was in accordance with the approval of the Audit Committee.

The Policy on dealing with Related Party Transactions as approved by the Board is uploaded on the Company’s website at the web link: <https://www.muthootcap.com/wp-content/uploads/2025/08/Related-Party-Transaction-Policy.pdf>

19. DISCLOSURE OF REMUNERATION & PARTICULARS OF EMPLOYEES

Disclosures required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing, inter-alia, the ratio of remuneration of each Director to median remuneration of employees, percentage increase in the median remuneration etc., forms part of this Report as Annexure V.

In terms of Section 136 of the Act, the said statement will be open for inspection upon request by the shareholders. Any shareholder interested in obtaining such particulars may write to Company Secretary at the Registered Office of the Company.

As the Company does not have any Holding Company or Subsidiary Company, no disclosure as required under Section 197(14) of the Act has been made.

20. LISTING

The Equity shares of your Company were listed on BSE Limited since April 24, 1995 and on National Stock Exchange of India Limited since August 24, 2015 and debt instruments are also listed on BSE Limited. Your Company has paid the required listing fees to both the Stock Exchanges for the Financial Year 2024-25.

21. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires the top one thousand listed entities based on market capitalization as on 31st March of every financial year to have a “Business Responsibility and Sustainability Report” as part of their Annual Report, containing the environmental, social and governance disclosures, in the format as may be specified by the Board from time to time. As your Company is not one amongst the top one thousand listed companies based on the market capitalisation as on March 31, 2025, this Report is not applicable to the Company.

22. FAIR PRACTICE CODE (FPC)

Your Company has in place, a Fair Practice Code approved by the Board on April 02, 2012, last being reviewed on May 23, 2024, in compliance with the guidelines issued by the RBI, to ensure better service and provide necessary information to customers to take informed decisions. The FPC is available on the website of the Company at: <https://www.muthootcap.com/wp-content/uploads/2024/06/Fair-Practice-Code.pdf>. The FPC is also reviewed by the Board at frequent intervals to ensure its level of adequacy and appropriateness.

23. CUSTOMER GRIEVANCE

Your Company has a dedicated Customer Grievance Cell for receiving and handling customer complaints / grievances and ensuring that the customers are treated fairly and without bias at all times. All issues raised by the customers are dealt with courtesy and redressed expeditiously.

24. ANNUAL RETURN

In accordance with the provisions of Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of Companies (Management and Administration) Rules, 2014, the Annual Return of the Company in Form MGT-7 is hosted on website of the Company at [https://www.muthootcap.com/investors/?data\\_tab=tab-26/#tab6](https://www.muthootcap.com/investors/?data_tab=tab-26/#tab6)

25. DIRECTORS' RESPONSIBILITY STATEMENT

- In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, your Directors state that:
- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
  - b) They had 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 at the end of the financial year and of the profit of the Company for that period;
  - c) They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
  - d) They had prepared the annual accounts on a going concern basis;
  - e) They 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
  - f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. CREDIT RATING

The Credit Ratings enjoyed by the Company as on March 31, 2025 is as given below:

| Credit Rating Agency | Instrument   | Rating as on March 31, 2025 | Date on which the credit rating was obtained | Revision during the year ended March 31, 2025 |
|----------------------|--|-----------------------------|--|---|
| CRISIL               | ₹ 2500 crores Bank loan facilities                                 | CRISIL A+ / Stable          | December 23, 2024                            | No Revision                                   |
| CRISIL               | Fixed Deposits   | CRISIL A+ / Stable          | December 23, 2024                            | No Revision                                   |
| CRISIL               | ₹ 1000 crores Non-Convertible Debentures                           | CRISIL A+ / Stable          | December 23, 2024                            | No Revision                                   |
| CRISIL               | ₹ 80 crores Long Term Principal Protected Market Linked Debentures | CRISIL PPMLD A+ / Stable    | December 23, 2024                            | No Revision                                   |
| CRISIL               | ₹ 400 crores Commercial Paper                                      | CRISIL A1+                  | December 23, 2024                            | No Revision                                   |
| ICRA                 | ₹ 200 crores Non-Convertible Debentures                            | [ICRA] A+(Stable)           | February 17, 2025                            | Assigned                                      |

27. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company is committed to create an environment in which all individuals are treated with respect and dignity and promote a gender sensitive and safe work environment. Accordingly, the Board of Directors adopted a Policy for Prevention of Sexual Harassment of Women at Workplace. An Internal Complaints Committee has been constituted in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH'). During the year under review, there were no cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Details of cases reported to Internal Complaints Committee during the financial year 2024-25 are as under:

|   |     |
|---|-----|
| Number of Sexual Harassment Complaints received during the financial year 2024-25               | NIL |
| Number of Sexual Harassment Complaints disposed off during the financial year 2024-25           | NIL |
| Number of Sexual Harassment Complaints pending beyond 90 days during the financial year 2024-25 | NIL |

28. COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

Your Company upholds its ongoing commitment in maintaining a supportive and legally compliant work environment for all employees. During the financial year 2024-25, your Company has complied with all the applicable provisions of the Maternity Benefit Act, 1961. Eligible women employees were extended with all the statutory benefits under the Act including paid maternity leave, nursing breaks, and crèche facilities.

During the year under review, a total of 14 women employees availed maternity benefits. Your Company ensured timely facilitation and disbursement of these benefits in accordance with the provisions of the Maternity Benefit Act, 1961. Additionally, no complaints or grievances were received in connection with the provisions of the Maternity Benefit Act, 1961.

29. COMPLIANCE

Your Company is registered with the Reserve Bank of India ("RBI") as an NBFC-D. As per the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 dated October 19, 2023, the Non-Banking Finance Companies are categorised into four layers, NBFC - Base Layer (NBFC - BL), NBFC - Middle Layer (NBFC - ML), NBFC - Upper Layer (NBFC - UL) and NBFC - Top Layer (NBFC - TL) based on size, activity and risk perceived. According to the said regulation, your Company has been categorised as NBFC - ML. The Company has listed its equity shares on BSE Limited and National Stock Exchange of India Limited and has also listed various Non-Convertible Debt Instruments on BSE Limited.

Your Company has complied with and continues to comply with all applicable Laws, Rules, Circulars, Regulations, etc. including Directions of RBI for NBFC-Ds and various SEBI Listing Regulations and does not carry on any activities other than those specifically permitted by RBI for NBFC-D.

30. OTHER DISCLOSURES

- Your Company, in the capacity of Financial Creditor, has not filed any applications with National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016 during the Financial Year 2024-25 for recovery of outstanding loans against any customer.
- The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof - Not Applicable.
- The provisions of Section 148 of the Act relating to maintenance of cost records and cost audit are not applicable to your Company.
- Your Company has not defaulted in repayment of loans from banks and financial institutions. There were no delays or defaults in payment of interest / principal of any of its debt securities and deposits accepted.
- The equity shares of your Company were not suspended from trading during the year.
- Disclosures pursuant to RBI Master Directions, unless provided in the Directors' Report and Corporate Governance Report, form part of the notes to the standalone financial statements.

- Disclosure regarding details relating to deposits covered under Chapter V of the Companies Act, 2013 is not applicable since your Company is an NBFC regulated by RBI. The Company accepts deposits as per the Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016.
- Your Company continues to comply with the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 and all the applicable laws, regulations, guidelines, etc. prescribed by RBI from time to time. The Board of Directors have framed various policies as applicable to the Company and periodically reviews the policies and approves amendments as and when necessary.
- A Compliance Certificate from M/s. SEP & Associates, Practicing Company Secretaries, regarding compliance of conditions of Corporate Governance forms part of this Report as [Annexure VI](#).

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation and sincerely acknowledge the contribution and support from Shareholders, Customers, Depositors, Debenture Holders, Central and State Governments, Bankers, Reserve Bank of India, Registrar of Companies, Kerala and Lakshadweep, Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar & Share Transfer Agents, Credit Rating Agencies and other Statutory and Regulatory Authorities for the kind co-operation and assistance provided to the Company.

Your Directors also extend their special appreciation to each Muthootians for their continuing support and unstinting efforts in ensuring an excellent all-round operational performance along with every well-wisher for their continued commitment, dedication and co-operation.

For and on behalf of the Board of Directors

Place: Kochi  
Date: August 05, 2025

Sd/-  
Tina Suzanne George  
Whole-Time Director  
DIN: 09775050

Sd/-  
Ritu Elizabeth George  
Director  
DIN: 10766726

ANNEXURE I

DECLARATION REGARDING RECEIPT OF CERTIFICATE OF INDEPENDENCE FROM ALL INDEPENDENT DIRECTORS

I, Mrs. Tina Suzanne George (DIN: 09775050), Whole-Time Director, hereby confirm that the Company has received declarations from all its Independent Directors, namely, Mr. Thomas Mathew (DIN: 01277149), Mrs. Shirley Thomas (DIN: 08586100), Mrs. Divya Abhishek (DIN: 08709050) and Mr. Robin Tommy (DIN: 10896999), affirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

Place: Kochi  
Date: August 05, 2025

Sd/-  
Tina Suzanne George  
Whole-Time Director  
DIN: 09775050

ANNEXURE II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

1. BRIEF OUTLINE OF THE COMPANY’S CSR POLICY

The Corporate Social Responsibility (CSR) Policy of Muthoot Capital Services Limited (“MCSL” / “the Company”) embodies the Company’s philosophy on its social commitment and mission which is designed to portray its obligation to be a responsible corporate citizen. The Policy articulates the Company’s strategic approach to social development, focusing on the well-being and sustainable progress of the communities in which it operates. It applies to all CSR initiatives and activities undertaken across various locations and work centers of the Company, with a particular emphasis on supporting underprivileged segments of society.

Each CSR activity / project of the Company are undertaken / executed either directly by the Company or channelized through implementing agencies. During the Financial Year 2024-25, the emphasis of CSR activities of the Company was mainly on providing housing support to the financially backward community. In addition to this, the Company continued its healthcare initiatives, offering medical assistance to patients in need, including support for chemotherapy and other cancer treatments under the guidance of the General Hospital in the district. The Company also extended educational support to students from financially weaker backgrounds, contributed to environmental protection through the installation of soilless medians, and supported animal welfare through assistance to local animal care centers.

These initiatives were further strengthened through the efforts of Muthoot Pappachan Foundation, the CSR arm of the Company, which operates under the thematic framework of **“HEEL: Health; Education; Environment and Livelihood”**. This guiding philosophy continues to shape the Company’s CSR strategy, ensuring that its contributions are impactful, inclusive, and aligned with its long-term commitment to social responsibility.

2. COMPOSITION OF THE CSR COMMITTEE

| Sr.No. | Name of Director             | Designation                        | Number of Meetings of CSR Committee held during the year | Number of Meetings of CSR Committee attended during the year |
|--------|------------------------------|------------------------------------|--|--|
| 1.     | Mr. Thomas Muthoot*          | Chairman                           | 3  | 2  |
| 2.     | Mr. Thomas Mathew            | Member                             | 4  | 4  |
| 3.     | Mrs. Shirley Thomas          | Member                             | 4  | 4  |
| 4.     | Mrs. Divya Abhishek          | Member                             | 4  | 4  |
| 5.     | Mrs. Tina Suzanne George**   | Member                             | 1  | 1  |
| 6.     | Mrs. Ritu Elizabeth George** | Chairperson<br>(w.e.f. 23.12.2024) | 1  | 1  |
| 7.     | Ms. Susan John**             | Member                             | 1  | 1  |
| 8.     | Mr. Robin Tommy***           | Member                             | -  | -  |

\*Mr. Thomas Muthoot ceased to be Chairman and Member of the Committee w.e.f. December 23, 2024.

\*\*Mrs. Tina Suzanne George, Mrs. Ritu Elizabeth George and Ms. Susan John were appointed as Members of the Committee w.e.f. December 23, 2024. Further, Mrs. Ritu Elizabeth George was appointed as the Chairperson of the Committee w.e.f. December 23, 2024.

\*\*\*Mr. Robin Tommy was appointed as Member of the Committee w.e.f. February 04, 2025.

3. WEB-LINK WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY:

- a) CSR Committee  
<https://www.muthootcap.com/wp-content/uploads/2025/02/Composition-of-Board-of-Directors-Board-Committees.pdf>
- b) CSR Policy  
<https://www.muthootcap.com/wp-content/uploads/2025/08/CSR-Policy.pdf>
- c) CSR Projects  
<https://www.muthootcap.com/wp-content/uploads/2024/11/CSRProjectsofMCSL-FY24.pdf>

4. EXECUTIVE SUMMARY ALONG WITH WEB-LINK(S) OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8, IF APPLICABLE:

Not applicable.

|   |              |
|---|--------------|
| 5.  | (₹ in Lakhs) |
| (a) Average Net Profit of the Company as per sub-section (5) of Section 135                             | : 1,914.23   |
| (b) Two percent of average Net Profit of the Company as per sub-section (5) of Section 135              | : 38.28      |
| (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years | : Nil        |
| (d) Amount required to be set off for the financial year, if any  | : Nil        |
| (e) Total CSR obligation for the financial year [(b) + (c) – (d)]                                       | : 38.28      |

|  |              |
|--|--------------|
| 6.   | (₹ in Lakhs) |
| (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) | : 88.38      |
| (b) Amount spent in Administrative overheads   | : Nil        |
| (c) Amount spent on Impact Assessment, if applicable                                   | : Nil        |
| (d) Total amount spent for the Financial Year [(a)+(b)+(c)]                            | : 88.38      |
| (e) CSR amount spent or unspent for the Financial Year:                                |              |

| Total amount spent for the financial year (₹ in Lakhs) | Amount Unspent (₹ in Lakhs)   |                  |   |        |                  |
|--|---|------------------|---|--------|------------------|
|  | Total amount transferred to Unspent CSR Account as per Section 135(6) |                  | Amount transferred to any Fund specified under Schedule VII as per second proviso to Section 135(5) |        |                  |
|  | Amount  | Date of Transfer | Name of the Fund  | Amount | Date of Transfer |
| 88.38  | -   | -                | -   | -      | -                |

| (f) Excess amount for set-off, if any: No |   |        | (₹ in Lakhs) |
|---|---|--------|--------------|
| Sr. No.                                   | Particulars   | Amount |              |
| (i)                                       | Two percent of Average Net Profit of the Company as per sub-section (5) of Section 135                      | 38.28  |              |
| (ii)                                      | Total amount spent for the Financial Year   | 88.38  |              |
| (iii)                                     | Excess amount spent for the Financial Year [(ii)-(i)]   | 50.10  |              |
| (iv)                                      | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | -      |              |
| (v)                                       | Amount available for set off in succeeding Financial Years  | -      |              |

7. DETAILS OF UNSPENT CORPORATE SOCIAL RESPONSIBILITY AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:

| Sr. No. | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (₹) | Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (₹) | Amount Spent in the Financial Year (₹) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any |                  | Amount remaining to be spent in succeeding Financial Years (₹) | Deficiency, if any |
|---------|-----------------------------|--|--|--|--|------------------|--|--------------------|
|         |                             |  |  |  | Amount (₹)   | Date of Transfer |  |                    |
| 1       | FY 2023-24                  | NIL  |  |  |  |                  |  |                    |
| 2       | FY 2022-23                  |  |  |  |  |                  |  |                    |
| 3       | FY 2021-22                  |  |  |  |  |                  |  |                    |

8. WHETHER ANY CAPITAL ASSETS HAVE BEEN CREATED OR ACQUIRED THROUGH CORPORATE SOCIAL RESPONSIBILITY AMOUNT SPENT IN THE FINANCIAL YEAR:

No

9. 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

Place: Kochi  
Date: May 14, 2025

Sd/-  
Tina Suzanne George  
Whole-Time Director  
DIN: 09775050

Sd/-  
Ritu Elizabeth George  
Chairperson, CSR Committee  
DIN: 10766726

## ANNEXURE III

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 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,  
**Muthoot Capital Services Limited**  
3rd Floor, Muthoot Towers,  
M. G. Road, Kochi - 682 035, Kerala

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Muthoot Capital Services Limited (CIN: L67120KL1994PLC007726)** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

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, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [Last amended on November 28, 2024]
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Last amended on March 12, 2025]
  - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 [Last amended on February 10, 2025]
  - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Last amended on May 01, 2025]

- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [Last amended on December 11, 2024]
  - f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [Last amended on March 08, 2025]
  - g) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- (vi) As informed to us, the following Regulations and Guidelines prescribed under the Reserve Bank of India Act, 1934 applicable to Non-Banking Financial Companies (Deposit Accepting or Holding) are specifically applicable to the Company:
- a) Master Direction – Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 [Last Updated as on July 17, 2025].
  - b) Master Direction – Reserve Bank of India (Filing of Supervisory Returns) Directions - 2024 dated February 27, 2024.
  - c) Master Direction – Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 [Last Updated as on February 27, 2025]
  - d) Prudential Framework for Resolution of Stressed Assets dated June 07, 2019.
  - e) Framework for Compromise Settlements and Technical Write-Offs dated June 08, 2023.
  - f) Guidelines for Appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021.
  - g) Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies) dated July 15, 2024
  - h) Master Direction - Know Your Customer (KYC) Directions, 2016 dated February 25, 2016 [Last Updated as on June 12, 2025].
  - i) Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 07, 2023
  - j) Master Direction on Outsourcing of Information Technology Services dated April 10, 2023
  - k) Master Direction - Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016 dated September 29, 2016.
  - l) Framework for Compliance Function and Role of Chief Compliance Officer (CCO) - NBFCs, RBI Circular dated April 11, 2022.
  - m) Master Direction – Reserve Bank of India (Commercial Paper and Non-Convertible Debentures of original or initial maturity upto one year) Directions, 2024 dated January 03, 2024
  - n) Reserve Bank - Integrated Ombudsman Scheme, 2021.
  - o) Reserve Bank of India (Digital Lending) Directions, 2025 dated May 08, 2025
  - p) Master Direction - Reserve Bank of India (Internal Ombudsman for Regulated Entities) Directions, 2023 dated December 29, 2023
- (vii) The Prevention of Money Laundering Act, 2002 and the Regulations and Bye-laws framed thereunder.
- (viii) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder.

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

- (i) Secretarial Standards relating to Board (SS 1) and General Meetings (SS 2) issued by the Institute of Company Secretaries of India.

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

**We further report that:**

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no further changes in the composition of the Board of Directors during the period under review except as mentioned below and the present composition of the Board of Directors is in compliance with the provisions of the Act.

Following changes have occurred in the Board during the period under review:

1. Mr. Thomas Mathew (DIN: 01277149), Non Executive Independent Director, was re-appointed for the second term as Independent Director of the Company effective from April 01, 2024 to March 31, 2029 vide Special Resolution dated June 15, 2024;
2. Mr. Kurian Peter Arattukulam (DIN: 00008022) ceased from the post of Non-Executive Independent Director of the Company with effect from September 02, 2024 due to retirement;
3. Mr. Thomas John Muthoot (DIN: 00011618) tendered his resignation from the position of Chairman and Non-Executive Director of the Company effective from the closure of the business hours of December 23, 2024;
4. Mr. Thomas George Muthoot (DIN: 00011552) tendered his resignation from the position of Managing Director of the Company effective from the closure of the business hours of December 23, 2024;
5. Mr. Thomas Muthoot (DIN: 00082099) tendered his resignation from the position of Non-Executive Director of the Company effective from the closure of the business hours of December 23, 2024;
6. Mrs. Tina Suzanne George (DIN: 09775050) was appointed as Whole Time Director of the Company effective from December 23, 2024 and subsequently approved by Members vide Special Resolution dated February 12, 2025;
7. Mrs. Ritu Elizabeth George (DIN: 10766726) was appointed as Additional Non-Executive Director of the Company effective from December 23, 2024 and subsequently approved by Members vide Ordinary Resolution dated February 12, 2025;
8. Ms. Susan John (DIN: 10763021) was appointed as Additional Non-Executive Director of the Company effective from December 23, 2024 and subsequently approved by Members vide Ordinary Resolution dated February 12, 2025;
9. Mr. Robin Tommy (DIN: 10896999) was appointed as Additional Non-Executive Independent Director of the Company effective from February 04, 2025 and subsequently approved by Members vide Special Resolution dated March 29, 2025.

Adequate notice is given to all Directors to schedule the Board Meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting except in the case of Shorter Notice.

Decisions at the meetings of the Board of Directors of the Company were carried out on the basis of majority and the same was captured and recorded as part of the minutes. There were no dissenting views by any member of the Board of Directors during the period under review.

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

**We further report that** during the audit period, allotment of the following securities has taken place:

| Sr. No. | Method of Issue   | Date of Allotment | Particulars  |
|---------|-------------------|-------------------|--|
| 1       | Private Placement | 16/05/2024        | Allotment of 5,000 Fully Paid, Rated, Listed, Senior, Secured, Redeemable, Taxable Non-Convertible Debentures of the face value of INR 1,00,000/- each, aggregating to ₹ 50,00,00,000/-          |
| 2.      | Private Placement | 12/06/2024        | Allotment of 10,000 Fully Paid, Rated, Listed, Senior, Secured, Redeemable, Taxable Non-Convertible Debentures of the face value of INR 1,00,000/- each, aggregating to ₹ 1,00,00,00,000/-       |
| 3.      | Private Placement | 02/09/2024        | Allotment of 5,000 Rated, Listed, Senior, Secured, Redeemable, Taxable, Transferable Non-Convertible Debentures of the face value of INR 1,00,000/- each, aggregating to ₹ 50,00,00,000/-        |
| 4.      | Private Placement | 12/09/2024        | Allotment of 5,000 Rated, Listed, Senior, Secured, Redeemable, Taxable, Transferable Non-Convertible Debentures of the face value of INR 1,00,000/- each, aggregating to ₹ 50,00,00,000/-        |
| 5.      | Private Placement | 29/10/2024        | Allotment of 1,00,000 Rated, Listed, Senior, Secured, Redeemable, Taxable Non-Convertible Debentures of the face value of INR 10,000/- each, aggregating to ₹ 1,00,00,00,000/-                   |
| 6.      | Private Placement | 05/11/2024        | Allotment of 6,000 Rated, Listed, Senior, Secured, Redeemable, Taxable Non-Convertible Debentures of the face value of INR 1,00,000/- each, aggregating to ₹ 60,00,00,000/-                      |
| 7.      | Private Placement | 21/11/2024        | Allotment of 50,000 Rated, Listed, Senior, Secured, Redeemable, Taxable Non-Convertible Debentures of the face value of INR 10,000/- each, aggregating to ₹ 50,00,00,000/-                       |
| 8.      | Private Placement | 02/12/2024        | Allotment of 11,000 Rated, Listed, Unsubordinated, Secured, Redeemable, Transferable Non-Convertible Debentures of the face value of INR 1,00,000/- each, aggregating to ₹ 1,10,00,00,000/-      |
| 9.      | Private Placement | 12/12/2024        | Allotment of 8,100 Rated, Listed, Senior, Secured, Principal Protected, Redeemable, Taxable Non-Convertible Debentures of the face value of INR 1,00,000/- each, aggregating to ₹ 81,00,00,000/- |
| 10.     | Private Placement | 27/12/2024        | Allotment of 5,000 Rated, Listed, Secured, Redeemable, Taxable Non-Convertible Debentures of the face value of INR 1,00,000/- each, aggregating to ₹ 50,00,00,000/-                              |
| 11.     | Private Placement | 28/01/2025        | Allotment of 50,000 Rated, Listed, Senior, Secured, Redeemable, Taxable Non-Convertible Debentures of the face value of INR 10,000/- each, aggregating to ₹ 50,00,00,000/-                       |
| 12.     | Private Placement | 27/02/2025        | Allotment of 4,000 Fully Paid, Rated, Listed, Senior, Secured, Redeemable, Taxable Non-Convertible Debentures of the face value of INR 1,00,000/- each, aggregating to ₹ 40,00,00,000/-          |

We further report that the Company has redeemed following debentures during the period under review:

| ISIN         | Issuance Date | Maturity Date | Coupon Rate | Amount Issued (in ₹) |
|--------------|---------------|---------------|-------------|----------------------|
| INE296G07119 | 06-10-2022    | 06-10-2024    | 10.20%      | 100,00,00,000        |
| INE296G07085 | 07-01-2023    | 06-04-2024    | 10.35%      | 20,00,00,000         |
| INE296G07077 | 07-01-2023    | 06-01-2025    | 10.35%      | 20,00,00,000         |
| INE296G07101 | 08-03-2023    | 31-05-2024    | 10.40%      | 35,00,00,000         |

We further report that:

- The Company vide special resolution dated 15.06.2024 altered object clause of Memorandum of Association of Company to include a clause relating to the business of solicitation and servicing of insurance business for any of the specified category of life, general and health insurance (i.e. to carry on the business of selling, distributing and marketing of all kinds of insurance products of various companies in various fields of insurance), so as to enable the Company to obtain a valid certificate of registration as "Corporate Agent" from the Insurance Regulatory and Development Authority of India.
- The Company vide special resolution dated 17.09.2024 has made amendments in 'MCSL Employee Stock Option Scheme 2018' – ESOP I 2018, ESOP II 2018, ESOP III 2018 and ESOP IV 2018' to align it with the current best industry practices and to ensure ease of administration and also facilitating provision of money by the Company to acquire its own shares by the trust under the 'MCSL Employee Stock Option Scheme, 2018'. However, no options were granted under the aforementioned scheme during the period under review.
- The Company vide special resolution dated 29.03.2025 amended the clause pertaining to affixing of Common Seal in Articles of Association of Company to provide flexibility in the affixation process, ensuring a more efficient procedure while maintaining the necessary safeguards. The subject Article is proposed to be amended to permit any One Director or Chief Executive Officer and Chief Financial Officer and Company Secretary to sign the instrument to which the common seal is affixed, in their presence.

We further report that during the audit period there were no instances of:

- Issuance of securities including Public / Right / Preferential issue of securities other than those mentioned above;
- Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013;
- Buy-back of securities;
- Merger / amalgamation / reconstruction;
- Foreign technical collaborations.

This report is to be read with Annexure A of even date and the same forms an integral part of this report.

Yours faithfully,

For SEP & Associates

UDIN: F006086G000842944

Company Secretaries

(Peer Review Certificate No. 6780/2025)

CS Syam Kumar R

Senior Partner

FCS: F6086 COP No.: 25735

Place: Kochi

Date: 23.07.2025

ANNEXURE A TO THE SECRETARIAL AUDIT REPORT OF EVEN DATE

To,  
The Members,  
**Muthoot Capital Services Limited**  
3rd Floor, Muthoot Towers,  
M. G. Road, Kochi - 682 035, Kerala

Our Secretarial Audit Report of even date is to be read along with this letter.

- The compliance of the provisions of all laws, rules, regulations, and standards applicable to **Muthoot Capital Services Limited** (hereinafter called the "Company") is the responsibility of management of the Company. Our examination was limited to the verification of the records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
- Maintenance of the Secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility as Secretarial Auditors is to issue a Secretarial Audit Report, based on the audit of the relevant record maintained and furnished to us by the Company, along with explanations where so required.
- During the audit, we have followed the practices and process as were appropriate, to obtain reasonable assurance about the correctness of the contents of the Secretarial and other records, legal compliance mechanism and corporate conduct. We believe that the process and practices we followed provide a reasonable basis for our Secretarial Audit Report.
- The correctness and appropriateness of financial records and Books of Accounts of the Company have not been verified.
- We have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc., wherever required. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
- While forming an opinion on compliance and issuing the Secretarial Audit Report, we have also taken into consideration the compliance related actions taken by the Company after March 31, 2025 but before issue of the Report.
- We have considered actions carried out by the Company based on independent legal / professional opinion as being in compliance with law, wherever there was scope for multiple interpretations.

Yours faithfully,

For SEP & Associates

Company Secretaries

(Peer Review Certificate No. 6780/2025)

CS Syam Kumar R

Senior Partner

FCS: F6086 COP No.: 25735

Place: Kochi

Date: 23.07.2025

UDIN: F006086G000842944

ANNEXURE IV

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of Particulars of Contracts / Arrangements entered into by the Company with Related Parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

| Name(s) of the related party and nature of relationship                  | Nature of contracts / arrangements / transactions   | Duration of the contracts / arrangements / transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Justification for entering into such contracts or arrangements or transactions  | Date(s) of approval by the Board, if any | Amount paid as advances, if any | Date on which the resolution was passed in general meeting as required under first proviso to Section 188 |
|--|---|---|--|---|--|---------------------------------|---|
| Muthoot Fincorp Limited (Group Company in which Promoters are Directors) | Availing / rendering of services and other recurring transactions for furtherance of business | 5 years w.e.f. April 01, 2024                           | Cash remittance<br>Transaction limit per annum - ₹ 2,000 Lakhs                             | The transaction is expected to help smoothen the business operations by reaping the benefits of economies of scale. Further, the transaction is considered to be commercially beneficial on account of cost-effectiveness | 26/03/2024                               | Nil                             | 15/06/2024  |
|  |   |   | Space Sharing<br>Transaction limit per annum - ₹ 100 Lakhs                                 |   |  |                                 |   |
|  |   |   | Rent Deposit<br>Transaction limit per annum - ₹ 100 Lakhs                                  |   |  |                                 |   |

| Name(s) of the related party and nature of relationship   | Nature of contracts / arrangements / transactions   | Duration of the contracts / arrangements / transactions | Salient terms of the contracts or arrangements or transactions including the value, if any   | Justification for entering into such contracts or arrangements or transactions  | Date(s) of approval by the Board, if any | Amount paid as advances, if any | Date on which the resolution was passed in general meeting as required under first proviso to Section 188 |
|---|---|---|--|---|--|---------------------------------|---|
| Muthoot Fincorp Limited, (Muthoot Travel Online) (Group Company in which Promoters are Directors) | Availing services   | 5 years w.e.f. May 26, 2020                             | Payment of professional charges towards airline and train ticketing (Domestic and International)<br><br>Transaction limit per annum - ₹ 25 Lakhs                 | The transaction is expected to help smoothen the business operations by reaping the benefits of economies of scale. Further, the transaction is considered to be commercially beneficial on account of cost-effectiveness | 28/05/2020                               | Nil                             | 28/09/2020  |
| Muthoot Bankers (Partnership Firm where the Promoters are Partners)                               | Availing / rendering of services and other recurring transactions for furtherance of business | 5 years w.e.f. April 01, 2024                           | Maintenance of windmill and related operations of Company owned windmill at Muppanthal, KK district, Tamil Nadu<br><br>Transaction limit per annum - ₹ 100 Lakhs | The transaction is expected to help smoothen the business operations by reaping the benefits of economies of scale. Further, the transaction is considered to be commercially beneficial on account of cost-effectiveness | 26/03/2024                               | Nil                             | 15/06/2024  |

2. Details of material contracts or arrangement or transactions at arm's length basis: Nil

For and on behalf of the Board of Directors

Place: Kochi  
Date: August 05, 2025

Sd/-  
Tina Suzanne George  
Whole-Time Director  
DIN: 09775050

Sd/-  
Ritu Elizabeth George  
Director  
DIN: 10766726

ANNEXURE V

Remuneration details pursuant to Section 197(12) 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 March 31, 2025

| Sr. No. | Name of Director / Key Managerial Personnel | Category                               | Ratio of remuneration of each Director to median remuneration of employees | % Increase in remuneration in FY 2024-25 |
|---------|---|--|--|--|
| 1.      | Mr. Thomas John Muthoot*                    | Chairman                               | -  | -  |
| 2.      | Mr. Thomas George Muthoot*                  | Managing Director                      | 120.85   | -  |
| 3.      | Mr. Thomas Muthoot*                         | Director                               | -  | -  |
| 4.      | Mr. A.P. Kurian**                           | Independent Director                   | -  | -  |
| 5.      | Mr. Thomas Mathew                           | Independent Director                   | -  | -  |
| 6.      | Mrs. Shirley Thomas                         | Independent Woman Director             | -  | -  |
| 7.      | Mrs. Divya Abhishek                         | Independent Woman Director             | -  | -  |
| 8.      | Mrs. Tina Suzanne George***                 | Whole Time Director                    | 1.74   | -  |
| 9.      | Mrs. Ritu Elizabeth George <sup>#</sup>     | Director                               | -  | -  |
| 10.     | Ms. Susan John <sup>#</sup>                 | Director                               | -  | -  |
| 11.     | Mr. Robin Tommy <sup>##</sup>               | Independent Director                   | -  | -  |
| 12.     | Mr. Mathews Markose                         | Chief Executive Officer                | -  | 16                                       |
| 13.     | Mr. Ramandeep Singh                         | Chief Financial Officer                | -  | 14.35                                    |
| 14.     | Ms. Deepa G <sup>###</sup>                  | Company Secretary & Compliance Officer | -  | NA                                       |
| 15.     | Mr. Srikanth G Menon <sup>@</sup>           | Company Secretary & Compliance Officer | -  | NA                                       |

\*Mr. Thomas Muthoot, Mr. Thomas John Muthoot and Mr. Thomas George Muthoot ceased to be Directors of the Company with effect from December 23, 2024.

\*\*Mr. A. P. Kurian ceased to be Director of the Company with effect from September 02, 2024.

\*\*\*Mrs. Tina Suzanne George was appointed as Whole-Time Director of the Company with effect from December 23, 2024.

<sup>#</sup>Mrs. Ritu Elizabeth George and Ms. Susan John were appointed as Directors of the Company with effect from December 23, 2024.

<sup>##</sup>Mr. Robin Tommy was appointed as an Independent Director of the Company with effect from February 04, 2025.

<sup>###</sup>Ms. Deepa G was appointed as the Company Secretary and Compliance Officer of the Company with effect from March 01, 2025.

<sup>@</sup>Mr. Srikanth G Menon resigned as Company Secretary and Compliance Officer of the Company with effect from February 28, 2025.

1) There has been an increase of 15.82% in the median remuneration of the employees in the Financial Year 2024-25 as compared to Financial Year 2023-24.

2) There were 2,376 permanent employees on the role of Company as on March 31, 2025.

3) For employees other than Managerial Personnel who were in employment for whole of the Financial Year 2023-24 and Financial Year 2024-25, the average increase in the remuneration was 10.40%. There has been no increase in remuneration for Managerial Personnel in Financial Year 2024-25.

4) **Key parameters for any variable component of remuneration received by the Directors**

**Executive Directors:** Nomination and Remuneration Committee and the Board of Directors determine the variable component of remuneration based on achievement of their individual performance parameters and the Company's performance.

**Independent Directors:** Not Applicable.

**Non-Executive and Non-Independent Directors:** Not Applicable.

5) It is hereby affirmed that the remuneration paid to the Directors, Key Managerial Personnel and employees is as per the Remuneration policy of the Company.

ANNEXURE VI

CERTIFICATE ON COMPLIANCE WITH THE REGULATIONS OF CORPORATE GOVERNANCE

To,  
The Members,  
**Muthoot Capital Services Limited**  
3rd Floor, Muthoot Towers, M. G. Road,  
Kochi, Kerala, India, 682035

1. We have examined the compliance of conditions of Corporate Governance by M/s. Muthoot Capital Services Limited (hereinafter referred as "the Company") for the Financial Year ended March 31, 2025, as prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs(s) C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations. Responsibility also includes collecting, collating and validating data and designing, implementing and monitoring of Corporate Governance process suitable for ensuring compliance with the above-mentioned Listing Regulations.

Our Responsibility

3. Pursuant to the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2025.

4. We have examined the compliance of conditions of Corporate Governance by the Company for the period April 1, 2024 to March 31, 2025 as per the Listing Regulations. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance for the period April 01, 2024 to March 31, 2025. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

5. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraph(s) C and D of Schedule V to the Listing Regulations during the financial year ended March 31, 2025.

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

Restriction on use

7. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations and it should not be used by any other person or for any other purpose.

For SEP & Associates  
Company Secretaries  
(Peer Review Certificate No. 6780/2025)

UDIN: F003050G001038073

CS Puzhankara Sivakumar  
Managing Partner  
FCS: 3050 COP: 2210

Place: Ernakulam  
Date: 05.08.2025

# Management Discussion and Analysis

OVERVIEW

Muthoot Capital Services Limited is pleased to present this year’s Management Discussion and Analysis Report, which elucidates the actions taken by the Company to move closer to its vision. It illustrates the strategic objectives and efforts invested in a bid to achieve long-term objectives. The management commits itself to creating value and this section analyzes the processes and procedures implemented to get optimum results.

This Report provides a comprehensive look into the organization's performance in light of the macroeconomic landscape. Through interpreted financial ratios and economic indicators, investors would gain insight into the views of management. These may be associated with some risks and uncertainties such as those involved in the Company's development, alterations in regulatory law, economic climate and other incidental business elements.

This section also outlines future goals and the strategies for upcoming projects.

1. Global Economic Environment

The global economy sustained moderate growth in 2024 and early 2025 with the International Monetary Fund’s World Economic Outlook projecting a global GDP rise of **3.3%** for 2025 and 2026. Advanced economies’ growth moderated to **1.4%**, while emerging economies, led by India and Southeast Asia, grew around **3.7%**. Global inflation remains above pre-pandemic averages, with the OECD expecting world inflation to touch **4.2%** in 2025, driven by prolonged supply chain disruptions and energy costs.

Geopolitical tensions (notably in Eastern Europe and the Middle East), realignment of supply chains (nearshoring, diversification), and tighter financial conditions have resulted in cautious monetary policy worldwide. The World Bank, in its 2025 outlook, highlighted a downward revision in global growth forecasts given persistent inflation and monetary policy tightening.

2. Indian Economy Overview

India continued to outperform, cementing its reputation as the world’s fastest-growing major economy. According to the National Statistical Office (NSO) and Deloitte Economic Outlook (May, 2025):

- India’s real GDP rose 7.2% in Q4 FY 24–25 development. Nominal GDP expanded by 9.8% for the period. Q4 ((Jan’25 - Mar’25) GDP growth was 7.4% year-on-year
- RBI projects FY 25–26 GDP growth at 6.5%, with nominal expansion nearing 10%.
- Unemployment declined with the Worker Population Ratio reaching 51.2% as of June, 2025.
- Domestic demand, infrastructure investments, and rapid digitalization fuelled growth.

India’s resilience owes much to strong private consumption, ongoing government infrastructure spend (notably roads, railways, logistics), robust FDI inflows and a healthy financial system, as seen in the last several quarters.

3. Reserve Bank of India (RBI) Insights

The RBI maintained its focus on macro-financial stability, keeping the policy repo rate at **6.50%** through FY 24–25 to contain inflation. Monetary policy continues in a “withdrawal of accommodation” stance, balancing the need for price stability (headline CPI inflation remained under 5%) with supportive growth.

Key highlights from the RBI Financial Stability Report (2025):

- Banking gross NPA ratio at **\*\*2.3%** as of March 2025\*\*--among the lowest in a decade-and likely to stay below 3% for the next two years.

- RBI intensified scrutiny on NBFCs, focusing on liquidity risk, asset quality, digital lending practices and consumer protection.
- Recent regulatory guidance also emphasizes responsible credit growth and technology adoption in the sector.

4. Non-Banking Financial Companies (NBFCs)

According to the KPMG 2025 NBFC Report, the sector saw outstanding credit reaching ₹ 52 trillion by December, 2024 and is set to cross ₹ 60 trillion by FY 2026. Credit growth moderated to 13–15% in FY 2025, down from previous peaks, reflecting tighter standards and more selective lending.

Additional NBFC sector themes:

- Digitalization: Over 96% customer satisfaction reported with digital onboarding and service transparency.
- Asset quality remains stable; NBFC GNPA ratios have remained contained compared to historical cycles.
- Vehicle, retail and MSME loans drive much of the NBFC asset growth because of reach in Tier 2 / 3 cities and underbanked regions.
- The liability mix as of Dec, 2024 is well diversified, supporting sustained growth.

NBFCs’ innovation in credit scoring, fintech collaborations, and focus on rural / semi-urban expansion powered much of the new credit origination, even as regulatory oversight increased in areas such as digital lending and fair practice codes.

5. Auto Loan Industry in India: Segmented Overview

| Segment                  | 2024–25 Market Size | CAGR / YoY Growth        | Key Data Points                                   |
|--------------------------|---------------------|--------------------------|---|
| Two Wheeler Loans        | USD 8.4bn           | 6.5% (projected to 2033) | FADA: 4.7% YoY growth in two-wheeler retail sales |
| Used Car Loans           | USD 8.8bn           | 13% (CAGR to 2033)       | 37% financing penetration in used car sales       |
| Commercial Vehicle Loans | NA                  | 12.7% YoY in MCVs        | FADA: MCV sales +12.7% YoY in April 2025          |

\*References: IMF World Economic Outlook (April 2025, data as of Q1 2025), World Bank Global Economic Prospects (Jan, 2025).\*

Ministry of Statistics and Programme Implementation (MoSPI) Press Release, May 30, 2025, PIB Press Release July 2025, BBC News May 2025, Deloitte India Economic Outlook May 2025.\*

\*References: RBI Monetary Policy Statement, March 2025; RBI Financial Stability Report Jan, 2025.\*

\*References: KPMG NBFC Report 2025 (data to March, 2025), RBI sector releases, Deloitte India 2025 Outlook.\*

COMPANY PERFORMANCE: REGAINING MOMENTUM

The Company has been making rapid strides towards realizing its strategic objectives of AUM growth, improved Asset quality and increasing market share. During the fiscal, disbursements have grown from ₹ 1,43,842 lakhs in FY 24 to ₹ 2,64,209 lakhs in FY 25 while GNPA reduced from ₹ 20,504 lakhs to ₹ 14,920 lakhs. The net profit for the year FY 25 stood at ₹ 4631.47 lakhs from ₹ 12,249.46 lakhs in FY 24.

Focused approach

One of the key strengths of the Company is its focus on core business. The Company anticipates success by deploying effective growth strategies to promote its current and future product offerings. Consumer durables, two-wheeler financing, top up loans and corporate loans have been specified for this purpose. The policies of the Company are adjusted to reach the desired goals in view of any probable eventualities. To achieve the desired objectives, the team will strive hard to identify where demand exists and compensate for any deficient supply.

This strategy has allowed the Company to raise disbursement numbers within Two-Wheeler Loan segment despite subdued two-wheeler sales by concentrating on expanding penetration among sub-dealers and multi-brand outlets. Geographically too, the portfolio is well spread out. Moving ahead, the Company will strive for a well-diversified mix of retail, consumer, and commercial business while also focusing on long term profitability through a combination of cross selling products to existing customers and building a sustainable commercial vertical. Finally, its key target population remains mid income self-employed people from semi-urban and rural regions.

Strengthened technology

The Company has scaled up its digital initiatives across the value chain and leveraging its existing physical presence to reduce overall costs and improve profitability.

The use of digital technology has revolutionized the way customers find, navigate, purchase and interact with products and brands. Because of this, most operations are completed using apps or NACH. This transformation has led to a marked increase in our digital sources and collections, which has been a major benefit for us as well as our customers. Our mobile-based loan approval process also offers a swift response time, meaning information is more readily available from any location at any time. Not only does this improve the customer experience but it also aids in improving the Company's reputation by enabling efficient operations in remote areas. To ensure regulatory compliance across all channels, we apply risk and compliance procedures. Last but not least, analytics are integral to optimizing the user experience and further boosting our brand image.

The Company has also utilized technology to boost engagement with channel partners and customers alike. AI, machine learning, and analytics are being applied to various products in order to boost customer lifetime value on the underwriting and collections end.

Improved Collections

The Company introduced pioneering solutions with the help of technology and analytics to enhance the effectiveness and efficiency of debt collection. Strategies-based methods were employed while data-driven actions were implemented to control the number of overdue accounts. Artificial intelligence was also utilized for reducing credit losses. Additionally, customers and debt collectors were divided into segments in accordance with local areas, in order to optimize the distribution of debt collection services.

The collection teams have been investing significantly in urging customers to make electronic payments via payment gateways, which has also contributed to improvement in recoveries.

Steadfast Financial Discipline

The Company has kept strong ties with its financial partners in order to guarantee availability of adequate credit for Company functions. Investors / lenders have been receptive even during difficult times, displaying their trust in us. Furthermore, efforts are being made to reduce operational costs and properly monitor credit transactions to minimize chances of fraud / default and related losses.

Quality based credit underwriting

The Company has been diligent in maintaining the quality of its portfolio through expanded prudent choice of customers. This prevents delinquencies which is evident in our reduced NPAs during FY 25.

Vigilant fraud detection and prevention

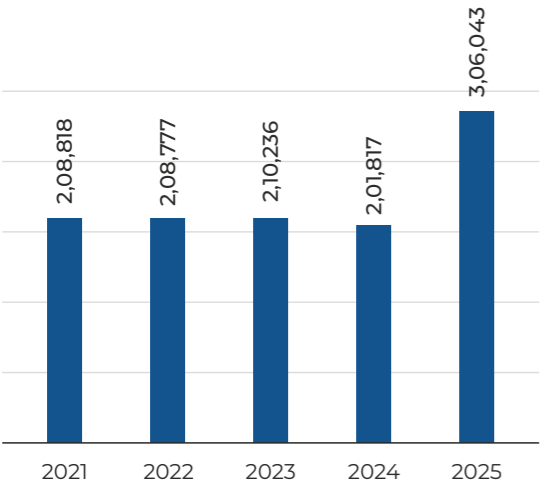
The Company has implemented several risk mitigation strategies to combat potential fraud. An alert system is in place at the customer, dealer and employee level as well as a fraud detection algorithm for enterprise operation. In addition, fraud identification techniques have been put into effect to prevent fraudulent activities from taking place.

FINANCIAL PERFORMANCE OF THE COMPANY

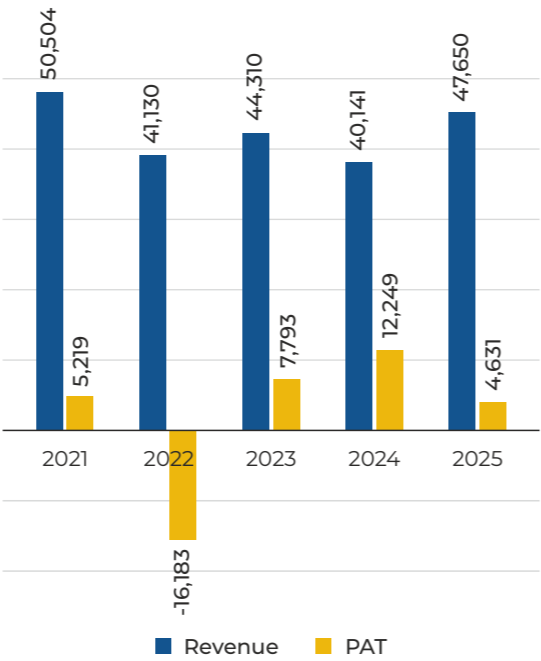
Financials for the last 5 years at a glance (₹ in Lakhs)

| Financial year ended March 31              | 2021     | 2022     | 2023     | 2024     | 2025     |
|--|----------|----------|----------|----------|----------|
| Operating Results                          |          |          |          |          |          |
| Disbursements                              | 75,034   | 1,14,710 | 1,31,828 | 1,43,842 | 2,64,209 |
| Total Revenue                              | 50,504   | 41,130   | 44,310   | 40,141   | 47,650   |
| Profit Before Tax (PBT)                    | 6,950    | -21,571  | 10,880   | 16,434   | 6,040    |
| Profit After Tax (PAT)                     | 5,219    | -16,183  | 7,793    | 12,249   | 4,631    |
| Assets                                     |          |          |          |          |          |
| Fixed Assets (including assets leased out) | 281      | 196      | 213      | 602      | 976      |
| Investments                                | 1,635    | 2,740    | 4,554    | 10,734   | 11,211   |
| Deferred tax asset                         | 2,144    | 9,978    | 9,240    | 5,538    | 3,979    |
| Net stock on hypothecation                 | 1,74,911 | 1,50,561 | 1,51,656 | 1,67,477 | 2,92,716 |
| Other loans (including interest accrued)   | 12,250   | 9,140    | 16,414   | 18,027   | 5,297    |
| Other assets                               | 64,761   | 37,237   | 805      | 29,038   | 44,271   |
| Total Assets                               | 2,55,982 | 2,09,852 | 1,82,882 | 2,31,417 | 3,58,450 |
| Liabilities                                |          |          |          |          |          |
| Equity                                     | 1,645    | 1,645    | 1,645    | 1,645    | 1,645    |
| Reserves and Surplus                       | 54,311   | 39,488   | 47,281   | 59,530   | 64,161   |
| Borrowings (including interest accrued)    | 1,94,699 | 1,62,468 | 1,89,127 | 1,66,009 | 2,85,257 |
| Other liabilities                          | 5,327    | 6,251    | 5,481    | 4,233    | 7,387    |
| Total Liabilities                          | 2,55,982 | 2,09,852 | 2,43,534 | 2,31,417 | 3,58,450 |
| Key Indicators                             |          |          |          |          |          |
| Earnings Per Share (in ₹)                  | 31.30    | -98.46   | 47.84    | 74.58    | 27.81    |
| Book Value Per Share (in ₹)                | 340.20   | 250.10   | 297.46   | 371.94   | 400.10   |
| CRAR (%)                                   | 31.78    | 19.73    | 27.92    | 31.30    | 22.25    |
| GNPA (%)                                   | 12.06    | 25.93    | 20.55    | 10.17    | 4.88     |
| NNPA (%)                                   | 6.18     | 5.81     | 2.58     | 3.40     | 2.30     |

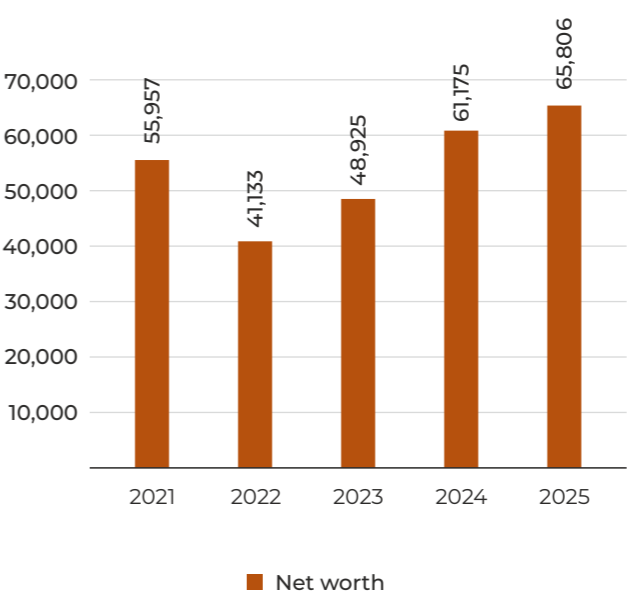
Assets under Management (₹ in lakhs)  
(Own Book + Direct Assignment Portfolio)



Revenue & PAT (₹ in lakhs)



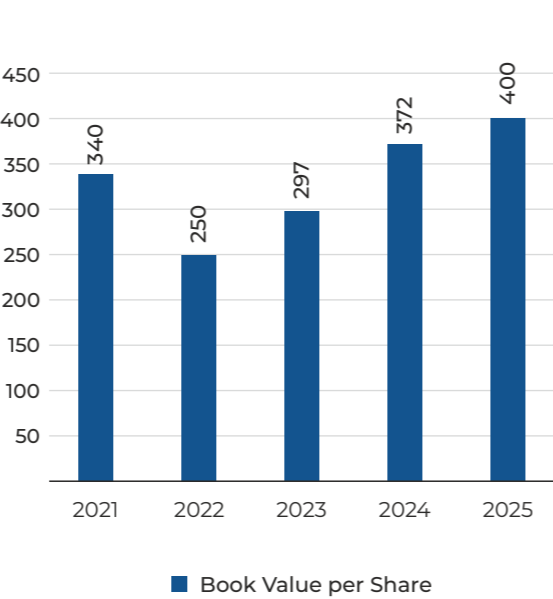
Net worth (₹ in lakhs)



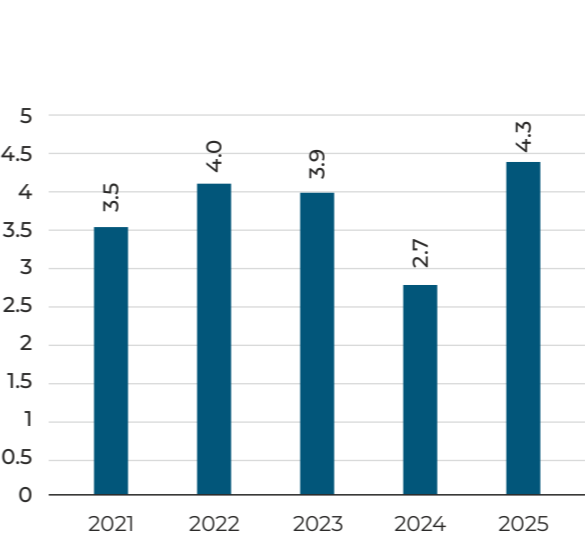
Earnings per Share (In ₹)



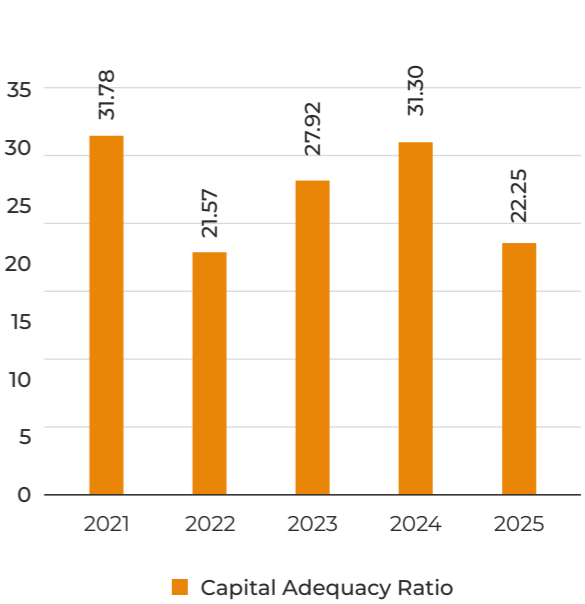
Book Value per share (In ₹)



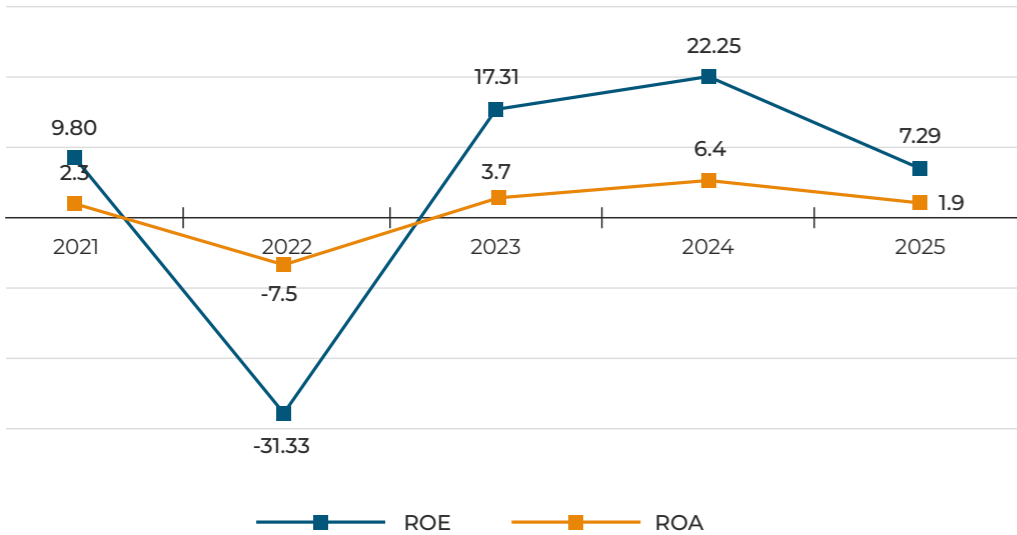
Debt to Equity Ratio



Capital Adequacy Ratio



Return on Asset (ROA) & Return on Equity (ROE)



Financial Performance

The Company's Assets under Management (AUM) primarily comprise vehicle loans, of which two-wheelers constitute the major portion. The Company also has a wholesale loan book, which as on March 31, 2025 is only 2% of the total book. Overall, AUM as on March 31, 2025 is ₹ 3,06,043 lakhs (including assigned loan of ₹ 266 lakhs), as against ₹ 2,01,817 lakhs (including assigned loan of ₹ 302 lakhs) at the end of the previous year (FY 24). The disbursements for the year ended March 31, 2025 is ₹ 2,64,209 lakhs as against ₹ 1,43,842 lakhs for the year ended March 31, 2024.

The Company's income comprises both income from vehicle financing and corporate loans. The Company has earned an income of ₹ 47,650 lakhs in the current year (FY 25), compared to ₹ 40,141 lakhs in the previous year. During the year, the expense of the Company has increased from ₹ 33,292 lakhs in previous year to ₹ 41,610 lakhs in current financial year. It comprises of various components, of which finance costs constitute the major portion, totaling at ₹ 22,356 lakhs, followed by other expenses of ₹ 9,266 lakhs (including ₹ 1,938 lakhs as impairment on financial instruments), employee costs of ₹ 9,511 lakhs, and depreciation and amortisation of ₹ 477 lakhs.

| Financial Snapshot                                    | Year Ended (₹ in Lakhs) |                | % Growth | Reasons for Variance  |
|---|-------------------------|----------------|----------|---|
|   | March 31, 2025          | March 31, 2024 |          |   |
| Disbursement (all Loans) [1]                          | 2,64,209.00             | 1,43,842.00    | 83.68%   | The overall market share has increased due to the significant increase in self-sourcing through dealer channel and alternate channels.      |
| AUM at the end of the period (own book) [2]           | 3,05,776.21             | 2,01,514.58    | 51.74%   | The overall increase in disbursements of two-wheeler, used cars and commercial vehicles has led to the growth in the portfolio by over 50%. |
| Average AUM (own-book excluding interest accrued) [3] | 2,94,973.90             | 1,92,968.67    | 52.86%   | The overall increase in disbursements of two-wheeler, used cars and commercial vehicles has led to the growth in the portfolio by over 50%. |

| Financial Snapshot  | Year Ended (₹ in Lakhs) |                | % Growth | Reasons for Variance  |
|---|-------------------------|----------------|----------|---|
|   | March 31, 2025          | March 31, 2024 |          |   |
| Total Debt [4]  | 2,85,323.23             | 1,66,142.09    | -71.73%  | Due to significant increase in disbursement, it has led to raising of funds through structured markets in the form of term-loan, NCDs, CPs and PTCs.  |
| Net worth [5]   | 65,806.36               | 61,174.90      | 7.57%    | With equity remaining unchanged, the reserves and surplus has increased due to increase in profitability.   |
| Total Interest and Fee Income [6]                               | 47,649.53               | 40,140.77      | 18.71%   | Increased income due to higher disbursement ensuring optimum IRR and processing fee.  |
| Finance Expenses [7]  | 22,356.03               | 16,756.41      | 33.42%   | Higher finance cost due to higher disbursement leads to increase in borrowing cost.   |
| Net Interest Income (NII) [8] = [6] - [7]                       | 25,293.50               | 23,384.36      | 8.16%    | As the overall self-sourced share of the Company increased, it has led to the increase in the blended IRR of the Company that has helped in improving the NII   |
| Operating Expenses [9]  | 17,315.78               | 15,782.97      | 9.71%    | Increase in expense on account of increase in sourcing fee and credit cost as a result of increase in disbursement, increase in software expense due to improved technology and ensure data security, increase in salary cost etc             |
| Loan Loss & Provisions [10]                                     | 1,937.95                | 752.16         | 157.65%  | As the portfolio increased, the delinquencies has proportionately increased for which the Company has provided the impairment provisions. The total provisioning of the Stage 3 assets remains at 60%   |
| Profit Before Exceptional Items And Tax [11] = [8] - [9] - [10] | 6,039.77                | 6,849.23       | -11.82%  | The Company has heavily invested on the software front and the employee front while introducing the two new SBUs, Used Cars and CVs. This has led to increase in the operational expenses which has marginally brought down the profitability |
| Exceptional Items [12]  | -                       | 9,584.65       |          |   |
| Profit/(Loss) Before Tax [13] = [11] + [12]                     | 6,039.77                | 16,433.88      | -63.25%  | The Company has heavily invested on the software front and the employee front while introducing the two new SBUs, Used Cars and CVs. This has led to increase in the operational expenses which has marginally brought down the profitability |

| Financial Snapshot   | Year Ended (₹ in Lakhs) |                | % Growth | Reasons for Variance  |
|--|-------------------------|----------------|----------|---|
|  | March 31, 2025          | March 31, 2024 |          |   |
| Profit/(Loss) After Tax [14]   | 4,631.47                | 12,249.46      | -62.19%  | The Company has heavily invested on the software front and the employee front while introducing the two new SBUs, Used Cars and CVs. This has led to increase in the operational expenses which has marginally brought down the profitability   |
| Ratios   |                         |                |          |   |
| Total OPEX to NII [15] = [9] / [8]   | 68.46%                  | 67.49%         |          | Growth in income at optimum cost leads to slight increase in income and increase in opex due to increase in sourcing, credit cost and technology related expenses.  |
| Loan loss to average AUM [16] = [10] / [3]                                 | 0.66%                   | 0.39%          |          | This is in direct relation to the seasoning of the portfolio, the new portfolio created last year has lower delinquency and the impact of seasoning on that portfolio can be seen in the later part of the current year. This led to the substantial increase in the percentage which is in line with the overall AUM growth. |
| Return on average AUM [17] = [14] / [3]                                    | 1.57%                   | 6.35%          |          | The Company has heavily invested on the software front and the employee front while introducing the two new SBUs, Used Cars and CVs. This has led to increase in the operational expenses which has marginally brought down the profitability   |
| Interest Coverage Ratio [18] = [11] + [7] / [7]                            | 1.27                    | 1.98           |          | The Company in this year as well has gone from strength to strength, and has been able to showcase a better interest coverage ratio which has instrumental in giving a comfort to the stakeholders.   |
| Current Ratio  | 1.07                    | 1.07           |          |   |
| Debt-Equity Ratio [19] = [4] / [5]   | 4.34                    | 2.72           |          | Due to significant increase in the borrowings for the purpose of meeting the disbursement requirement, the ratio has gone up.   |
| Operating Profit Margin/ Net Interest Margin on loan book [20] = [8] / [3] | 8.57%                   | 12.12%         |          | The impact of the increase in the operational cost due to new SUBs has resulted in the fall of this ratio.  |

| Financial Snapshot                  | Year Ended (₹ in Lakhs) |                | % Growth | Reasons for Variance   |
|-------------------------------------|-------------------------|----------------|----------|--|
|                                     | March 31, 2025          | March 31, 2024 |          |  |
| Net Profit Margin [21] = [15] / [6] | 9.72%                   | 30.52%         |          | Last year's profits and earnings were including the extraordinary income on account of sale of pool through ARCs which has significantly increased the previous year profits and earnings. This year profits were results of operational income net of operational expenses and no exceptional item has been booked. |
| Return on (Average) Net Worth       | 7.29%                   | 22.25%         |          |  |
| Earnings Per Share (in ₹)           | 27.81                   | 74.58          |          |  |

Capital Adequacy Ratio (CRAR)

As on March 31, 2025, the CRAR is 22.25% of the aggregate risk weighted assets on the Balance Sheet, which is comfortably above the regulatory minimum of 15%. Of the CRAR, 22.06% is from Tier-I Capital and Tier-II is 0.19%.

a) Borrowing Profile (excluding interest accrued)

| Particulars   | March 31, 2025      |            | March 31, 2024      |            |
|---|---------------------|------------|---------------------|------------|
|   | Amount (₹ in Lakhs) | % of Total | Amount (₹ in Lakhs) | % of Total |
| Loan from Bank  | 1,03,418.14         | 36.20%     | 78,822.26           | 48.1%      |
| Loan from Financial Institution                       | 18,597.20           | 6.51%      | 7,271.76            | 4.4%       |
| Subordinated Debts                                    | 142.24              | 0.05%      | 647.67              | 0.4%       |
| Non-Convertible Debentures / Market Linked Debentures | 98,675.00           | 34.54%     | 40,900.40           | 25.0%      |
| Public Deposit  | 4,045.111           | 1.42%      | 3,188.03            | 1.9%       |
| Securitization  | 38,951.83           | 13.64%     | 24,429.46           | 14.9%      |
| Commercial Paper                                      | 21,831.77           | 7.64%      | 7,860.17            | 4.8%       |
| Others  | 0                   | 0.00%      | 678.50              | 0.4%       |
| Total   | 2,85,661.29         | 100.00%    | 1,63,798.24         | 100.0%     |

The Company's total external borrowings (excluding interest accrued) has increased to ₹ 2,85,661 lakhs as of March 31, 2025 from ₹ 1,63,798 lakhs as of March 31, 2024, an increase of 74% to support the business and to ensure adequate liquidity.

With three consecutive increases in repo rates and corresponding hikes in MCLR rates, our average rate of interest has risen to 9.95% during the year. The Company explored different avenues to raise funds in meeting its disbursement requirement during the year and also maintained a positive outlook by increasing the long term exposures. To substantiate this, the Company during the year has been able to source ₹ 1,06,327.52 lakhs from Banks / OFI by way of Working Capital loans and securitization. Also, the Company has issued Non-Convertible Debentures worth ₹ 79,100 lakhs and Commercial paper amounting to ₹ 79,533.70 lakhs during the year.

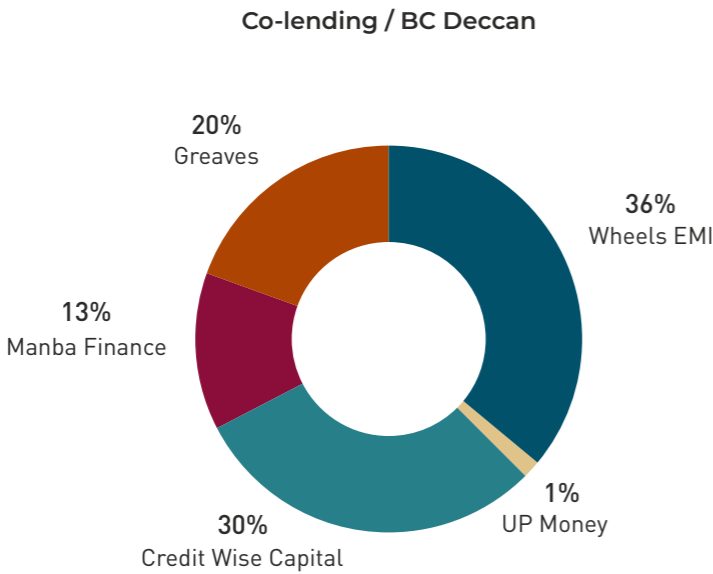
b) Assets under Management

The own-book AUM as on March 31, 2025 stood at ₹ 3,05,777 lakhs (i.e., ₹ 3,06,043 lakhs less assigned portfolio of ₹ 266 lakhs) against own-book AUM of ₹ 2,01,515 lakhs (i.e., ₹ 2,01,818 lakhs less assigned portfolio of ₹ 302 lakhs) as on March 31, 2024.

Today, the Company has presence for auto loan financing in 22 States. The geographical distribution of hypothecation loans (including securitized portfolio) is as given below:

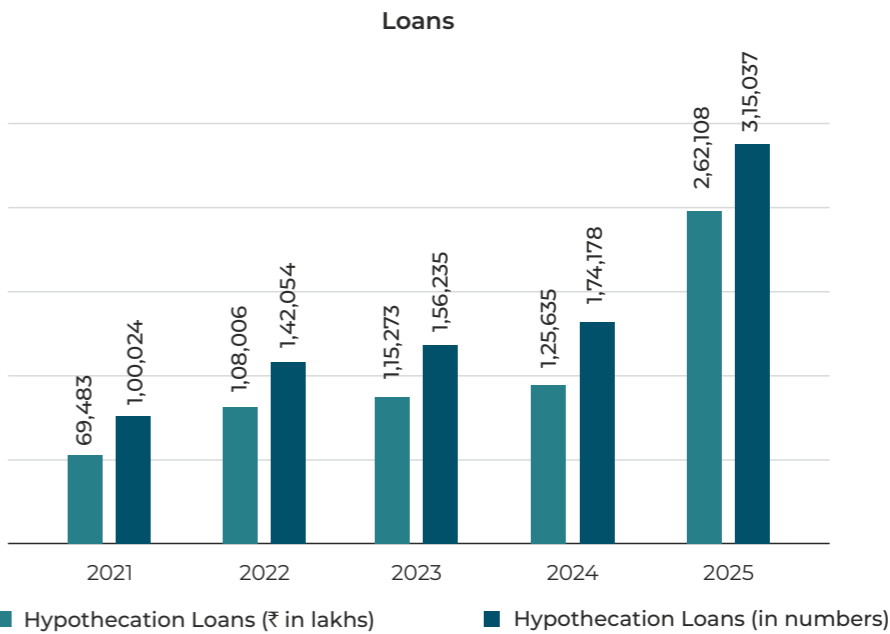
| Zone        | Active clients | Regular (₹) | NPA (₹)   | % of NPA | Zone wise % |
|-------------|----------------|-------------|-----------|----------|-------------|
| EAST        | 51,373         | 28,857.18   | 2,952.68  | 9.28%    | 10.59%      |
| NORTH       | 85,112         | 50,615.50   | 4,485.06  | 8.14%    | 18.34%      |
| SOUTH       | 1,74,678       | 97,551.71   | 5,800.27  | 5.61%    | 34.40%      |
| WEST        | 25,711         | 14,534.81   | 1,668.41  | 10.30%   | 5.39%       |
| CO LENDING  | 2,02,967       | 93,958.62   | -         | 0.00%    | 31.28%      |
| Grand Total | 5,39,841       | 2,85,517.82 | 14,906.42 | 4.96%    | 100.00%     |

The Company's extensive reach of distribution, through its own team, Co-lending, it's marketing agents, its franchisees.



MCSL is using 4,000+ branches of flagship Company of the Group, Muthoot FinCorp Limited, which enabled it to service its 5 lakh+ live customer base with ease along with 5,000+ dealer points in all states. The Company has further diversified its portfolio of vehicle financing and also moved to the used-car space and commercial vehicle space, aside from exploring other channels of distribution and maintaining a nominal proportion of corporate loan book.

The disbursements of hypothecation auto loans, along with number of loans, over the last 5 years is given in the chart below:



c) Cost and Profitability Analysis

The Cost and Profitability analysis shows that the Company has earned profit with improvement in collection and increase in disbursement. The finance expenses were higher than what was required in view of the Company having to draw additional funds than what was required to meet sanction norms and also maintain liquidity and thereby incurred higher finance costs. The Opex has reduced due to decrease in collection cost but employee benefit expenses has increased because of increase in manpower as well as incentivizing the employees for improved collection. The Company has not provided any extra provision during the year for ECL as there is improvement in collection resulted in maintains an NNPA of 2.30%.

d) Spread Analysis

The Company has been able to maintain its gross and net spread at reasonable levels:

| (₹ in Lakhs, excluding interest accrued)  |             |       |             |       |
|---|-------------|-------|-------------|-------|
| Particulars   | March, 2025 |       | March, 2024 |       |
| Daily Average Loan Book Size  | 2,94,974    |       | 1,92,969    |       |
| Income from Operations  | 47,650      | 16.2% | 40,141      | 20.8% |
| Direct expense (including interest, brokerage, dealer / MFL incentive, field investigation charges) | 28,721      | 9.7%  | 19,034      | 9.9%  |
| Gross Spread  | 18,929      | 6.4%  | 21,107      | 10.9% |
| Personnel Expenses  | 9,511       | 3.2%  | 7,997       | 4.1%  |
| OPEX (including depreciation etc.)  | 1,440       | 0.5%  | 5,508       | 2.9%  |
| Total Expenses  | 10,951      | 3.7%  | 13,505      | 7.0%  |
| Pre-Provision Profits   | 7,978       | 2.7%  | 7,602       | 3.9%  |
| Loan Loss and provisions  | 1,938       | 0.7%  | 752         | 0.4%  |
| Net Spread (before tax)   | 6,040       | 2%    | 6,849       | 3.5%  |

**e) Opportunities & Threats**

The overall economic recovery presents a notable chance to capitalize on the growth experienced by the Company in FY 25. We believe that demand for two-wheelers is poised to increase shortly, thus making way for financing companies. With diversified new products, the Company aims to build on its existing customer base while taking advantage of its MUTHOOT PAPPACHAN or MUTHOOT BLUE brand and dealer relationships. RBI's outlook of keeping an accommodative stance with regards to economic stimulation is likely to have a positive result on NBFCs' growth prospects. There is immense potential for market expansion as NBFCs are often seen as single-stop financiers provided they have sufficient funds.

Nevertheless, there are a few risks including weaker financial status, tighter regulation due to incidents of mismanagement and liquidity crisis at certain times which can hinder their progress. Moreover, Banks and other NBFCs offer stiff competition to this industry with diminishing entry barriers offering customers more options. Nevertheless, the Company manages to differentiate itself through customer services, digitization, and product features and strives to maintain this throughout.

**RISKS & CONCERNS****a) Credit Risk:**

Credit risk is basically the risk of loss due to the failure of a borrower / counterpart to meet the contractual obligation of repaying his debt. The risk could be on account of some erroneous sourcing done by the Company or because the customer might be facing some issues which do not permit him to make the repayment even if he wanted to.

**Measures:**

Before sanctioning loans, the Company performs a thorough background check of the potential customers to avoid any chances of fraud and default. The checks include field investigation, credit checks and tele-verification. Implementation of multistep Customer verification, Hygiene Dashboard, Early Warning System, PD-LGD Models, Portfolio management etc. can be measures to mitigate credit risk.

**b) Operational Risk:**

Operational risks are those which arise as a result of incompetent or failed internal processes, people and systems or from external events.

**Measures:**

The constant skill development and training programs form the core of the employees' training programmes. In line with the Company's objective to automate the processes thereby minimizing errors and strengthening the due-diligence mechanisms, the Company undertake digitalization initiatives at par with best of industry standards. The Company have CRMC, ORMC, OVRMC, PPAC Committees to have check on policies and to correct loopholes. Document Movement, Storage and Retrieval, Non-Compliance Reporting Policy, Internal audits, Technology Infrastructure etc. are other measures to control operational risk.

**c) Compliance Risk:**

Risk potential on account of changes in laws, regulations or interpretations that cause business losses.

**Measures:**

Compliance Risk mitigation is the process of developing and implementing controls such as standards, policies, procedures and guidelines to prevent or minimize compliance risks. The Company's operations would be affected by any changes in the regulatory environment. The process of mitigation includes Circulation of compliance checklist, Audit Committee and Board reviews on status of compliance, proactively monitoring and identifying new and changes in relevant laws, regulations, circulars, notifications, etc. reviewing of compliance policies, resolution of conflicts between policies and statutory enactments and / or regulations from time to time.

**d) Reputation Risk:**

Reputation Risk is the risk to earnings and capital arising from adverse perception of the image of the Company, on the part of customers, counterparties, shareholders, investors and regulators.

**Measures:**

Strict adherence to the Fair Practice Code, a well-defined Grievance Redressal Mechanism, good customer connects, and delinquency Management helps to mitigate the reputational risk.

**e) Strategic Risk:**

Strategic Risk is the risk to earnings and capital arising from lack of responsiveness to changes in the business environment and / or adverse business decisions, besides adoption of wrong strategies and choices.

**Measures:**

Major factors which cover in monitoring strategic risk are the changes in its competitive environment, Regulatory environment, Technology changes, Product profiling, Business planning and Strategic Planning. The factors mentioned above include how well the Company is adapting to new technology, pace of product diversification, pace of adapting to regulatory changes, resilience to competitor's changes, smooth budget allocation, governance, and involvement of the Board.

**f) Liquidity Risk:**

Liquidity Risk arises largely due to maturity mismatch associated with assets and liabilities of the Company. Liquidity risk stems from the inability of the Company to fund increase in assets, manage unplanned changes in funding sources and meet financial commitments when required.

**Measures:**

A well-defined contingency funding plan, maintaining a portfolio of high-quality liquid assets, employing rigorous cash flow forecasting and ensuring diversified funding sources to mitigate liquidity risk

**g) Capital and Leverage Risk:**

A high degree of leverage can severely impact the liquidity profile of the Company and lead to default in meeting its liabilities. Compliance of covenants of lenders and any operational delays in repayment of loans may have an impact in the liquidity of the Company.

**Measures:**

Strict adherence to sanction terms, prompt repayment of loans and monitoring of leverage ratio regularly mitigate the chances of capital and leverage risk.

**h) Information Technology Risk:**

IT risks include hardware and software failure, human error, spam, viruses and malicious attacks as well as natural disasters such as fires, cyclones or floods.

**Measures:**

A comprehensive risk assessment of IT systems is done on a semi-annual basis. The assessment make an analysis of the threats and vulnerabilities to the information technology assets and their existing security controls and processes. The outcome of the exercise are done to find out the risks present and to determine the appropriate level of controls necessary for appropriate mitigation of risks. To counter the risks related to information technology, the Company is contemplating a major revamp of its technology platform. Various IT policies are adhered to.

**i) Securitization and Off-Balance sheet Risk**

Securitization represents an alternative and diversified source of finance based on the transfer of credit risk (and possibly also interest rate and currency risk) from issuers to investors. Off-balance sheet Risk is a risk related to the excessive growth rate in contingencies.

**Measures:**

Thorough monitoring of Securitization and Off-balance sheet portfolio can mitigate the Securitization and Off-Balance sheet Risk to an extent possible.

**j) Other Risks**

Climate change risk, Political risk, Environment, Social and Governance Risk, Vendor Management Risk etc. are few other risks which affect a financial institution.

**Measures:**

Various risk assessments and stress testing forecast the effect that may occur during such adverse conditions, hence proper planning and implementation mitigate such risks to an extent.

**CORPORATE GOVERNANCE**

The Company upholds the highest standards of corporate governance, ensuring transparency, accountability and ethical conduct across all levels. As a responsible Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI), the Company has adopted robust governance practices that go beyond statutory compliance and reflect a deep commitment to transparency, accountability, fairness and ethical conduct.

The Board of Directors of the Company, comprising a balanced mix of executive and independent members, provides strategic oversight and ensures effective governance through well-structured committees such as the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and others. In compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Reserve Bank of India's Scale Based Regulations framework, the Company has adopted robust policies, internal controls and periodic board evaluations. A strong ethical framework is maintained through the Code of Conduct and Whistle Blower Policy.

Corporate Governance at the Company is not limited to regulatory adherence but is embedded in its culture, supporting sustainable growth and stakeholder trust.

**INVESTMENT PROPOSITION**

The organization is heading towards long-term sustainability prioritizing customer satisfaction and value addition for the stakeholders. Given the unhindered availability of inputs, the two-wheeler segment appears to be poised significant growth, despite an abysmally low performance this year.

The southern states still appears to possess enough space for market penetration. The Company is planning strategies to expand its presence across the country in a robust manner. The Group's Flagship Company, Muthoot Fincorp with its expanding infrastructure, is expected to lead to lower entry costs for the Company in new locations. The large network of branches of Muthoot Fincorp will aid in expanding rapidly with minimal operational costs. Ultimately, the decision will reap multiple benefits in medium to long-term basis.

The used four-wheeler segment is very different from the two-wheeler. In the used four-wheeler segment, the Company has been in operation in 20 centers and looks forward to increasing its penetration along with the 2W segment. With proper channels, better distribution networks and efficient teams in place, this segment would lead to higher growth and profitability in the longer term. Our digital technology and analytics would ensure quicker processing of accurate data to confirm the correctness in the sourcing and speedy completion of disbursement. This would ensure that the operational costs would be kept minimal.

The Company has diverse options for funding purposes and the confidence of the investors / lenders remains untethered. We are eager to build new partnerships with the lenders and preserve their trust under all circumstances. Raising funds at reasonable rates will not be a challenge, thanks to the Government's stimulus packages and RBI initiatives. The skilled workforce and proper sourcing and collection infrastructure will only improve our chances of growth and make our goals achievable.

**INTERNAL CONTROL SYSTEMS & ADEQUACY**

Secure and effective internal control helps in eliminating the risk of asset loss, protecting sensitive information, verifying the accuracy of important data within the stipulated time and conducting operations in a legal manner.

The Company has an in-house internal audit team which collaborates with an outsourced reputed audit firm to bring specialized expertise to the audit evaluation. The former handles verification of all financial transactions / operations / security on a constant basis while ensuring accuracy of data and compliance with the regulations. Any deviations in these tasks are relayed directly to the Management. In addition to this, regular transactions are verified by a concurrent audit team which is a separate in-house team actively works with the finance department.

Currently in-house internal audit team supported by reputed internal auditors, M/s. BDO India LLP, a popular and dignified firm of Chartered Accountant professionals. The Internal Auditors monitor the systems and business operations of the Company. Any weaknesses in the system, non-compliance with the regulations and any suggestions for improved performance are reported by the Internal Auditors.

Statutory auditors review the Internal Audit Report while conducting audit functions to verify that there are no transactions which fall out of the regulatory stipulations, and which are against the interests of the Company. The Audit Committee reviews the Internal Audit Report and the quarterly Compliance Report and they also ensure that the observations in the report were addressed within the right time and manner by the Management.

The in-house internal audit team is solely responsible for ensuring that overall internal controls are in place and adequately working. In-house team consolidates all open audit points and tracks with stakeholders till completion. The Audit Committee also reviews an Action Taken Report (ATR) which lists the points requiring correction and the relevant action needed.

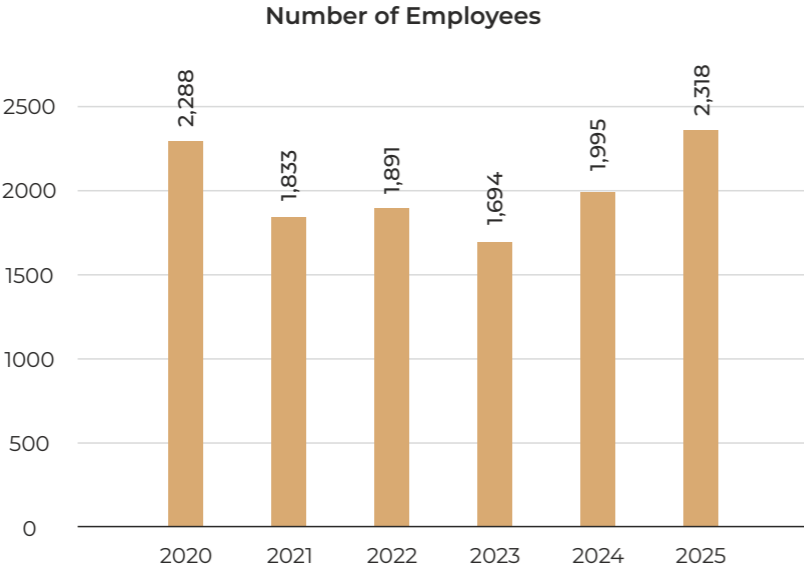
**MATERIAL DEVELOPMENTS IN HUMAN RESOURCE**

The PEOPLE & CULTURE division of the Company is one of its most important assets as it is crucial in developing, reinforcing and changing the culture of an organization. For better business success and enhanced workforce management, HR plays a vital role. With proven professionals spearheading the growth of the HR department in our Company, the employees are aligned with the Company's goals and objectives.

The Company understands that the efficiency of its employees will directly lead to the profitability of the organization. There is an increase in the workforce from 1,995 employees in 2024 to 2,318 employees in 2025. The Company have successfully maintained a low-cost strategy for manpower and enabled professional partnerships on a variable cost basis.

The Company had organized skill upgradation training programs aimed at up-skilling the employees to help utilize their potential in the best possible manner. Since all these factors contribute heavily to productivity, the Company ensures that the enthusiasm levels of the employees are high in all the offices. Continuing the automations in HR Process, this year we have automated Payroll, F&F, Performance Management System.

The Company offers salaries and incentives which are of industry standards to appropriately reward the efforts of the employees, help them form a shining career and continue retaining talent. We strive to create growth opportunities for the employees and recognize their achievements.



EMPLOYEE ENGAGEMENT

The Company continues to maintain its commitment towards ensuring a motivating and uplifting environment which ensures the focus and engagement of its workforce. To boost the morale of the employees, we consistently take initiatives which help in developing skills and promote team building. It is proven that motivated employees perform exceedingly well and feel valued as a part of the Company. We are dedicated to continue our efforts in the direction of making the Company a desirable working organization where everyone is pushed towards excellence and appreciated for their efforts.

As a testimony of the efforts, MCSL got certified as Great Place to Work in the month of October, 2024, with overall Trust Index Score – 82%. With 70% of our employees participating in the survey, this prestigious recognition is a reflection of our continued commitment to create a workplace that supports every individual to do their best work.

CAUTIONARY STATEMENT

The statements made in this report describes the Company's objectives and projections which may be forward looking statements within the meaning of applicable laws and regulations and should be read in conjunction with the financial statements included herein and the notes thereto. Important developments that could affect the Company's operations include a downtrend in the industry - global or domestic or both, significant changes in the political and economic environment in India or abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other factors. The actual result might differ materially from those expressed or implied. The Company is not under any obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events.

Report on Corporate Governance

This Report on Corporate Governance is prepared pursuant to Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has complied with the applicable requirements of the Listing Regulations and amendments thereto along with the directives issued by Reserve Bank of India and other applicable regulations.

COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

At Muthoot Capital Services Limited ("the Company"), Corporate Governance is deeply embedded in its core values and operational ethos. The Company's governance framework is built on a legacy of fairness, transparency and ethical conduct, reflecting the highest standards of professionalism, integrity and accountability. The Company firmly believes that robust corporate governance is essential for sustainable growth and long-term value creation. It views good governance not merely as a regulatory requirement but as a strategic imperative that drives sound decision-making, enhances stakeholder trust and ensures responsible corporate citizenship.

Corporate Governance at Muthoot Capital encompasses a comprehensive set of practices, policies and procedures that promote transparency, effective risk management and compliance with legal and regulatory obligations. These practices are designed to uphold the interests of all stakeholders, including shareholders, employees, customers and the broader community. The Company's governance philosophy is inspired by the rich cultural heritage and ethical foundation of the Muthoot Pappachan Group, which emphasizes strong leadership, social responsibility and environmental stewardship. This enduring commitment to principled governance continues to guide the Company in its pursuit of excellence and resilience in a dynamic business environment.

The Company's philosophy on Corporate Governance is aimed at:

- (a) enhancing long term shareholder value through assisting the top management in taking sound business decisions; and prudent financial management.
- (b) achieving transparency and professionalism in all decisions and activities of the Company.
- (c) achieving excellence in Corporate Governance by conforming to the prevalent guidelines on Corporate Governance, and excelling in, wherever possible and reviewing periodically the existing systems and controls for further improvements.

The Board of Directors of your Company are pleased to present this Report on Corporate Governance for the year ended March 31, 2025. The details of the Company's Board structure and various Committees that constitute the governance structure of the organisation are covered in this Report.

BOARD OF DIRECTORS

The Company's Board has an optimum combination of Executive and Non-Executive Directors, in line with the provisions of the Companies Act, 2013 ("Act"), Listing Regulations, RBI Guidelines and other statutory provisions.

As on March 31, 2025, the Board of the Company comprised of 7 (Seven) Directors, consisting of a Whole-Time Director, two Non-Executive Non-Independent Directors and four Non-Executive Independent Directors including two Independent Woman Directors. The detailed profile of each of the Director is available on the Company's website at [www.muthootcap.com](http://www.muthootcap.com) in 'About' section.

All the Directors fulfil the conditions as prescribed in the Company’s Policy on the Fit and Proper Criteria framed in accordance with the Master Directions issued by RBI in this regard. The Company has formulated a Policy on Board Diversity to have a competent and highly professional team of Board members from diverse backgrounds possessing skills and experience in critical areas of business management which would enable them to contribute effectively to the Company by providing valuable guidance and expert advice to the Management.

The Board of Directors of the Company consists of professionals from varied disciplines. The day-to-day management of the affairs of the Company is entrusted with the senior management personnel, headed by the Whole-Time Director, who function under the overall supervision, direction and control of the Board of Directors (“the Board”) of the Company. The Board meets regularly to discuss, review and decide upon the matters such as policy formulation, setting up of goals, appraisal of performances with the goals and control functions, etc.

Some of the powers of the Board have also been delegated to its Sub-Committee(s), which monitors the day-to-day affairs relating to the operational matters of the Company. The Board thus exercises control over the overall functioning of the Company with a view to enhance the stakeholders value.

In the opinion of the Board, the Independent Directors fulfil the conditions of independence as specified in the Listing Regulations and the Companies Act, 2013 and are independent of the Management.

The Independent Directors on the Board of the Company have submitted their respective declarations confirming that they meet the criteria of independence. They have also made the necessary disclosures confirming that there is no material, financial and / or commercial transactions between Independent Directors and the Company which could have potential conflict of interest with the Company at large.

The Board, as part of its functioning, annually reviews its role and evaluates the performance of the Directors and the Board Committees. The Board also reviews its strength and composition from time to time in order to ensure that it remains aligned with the statutory as well as business requirements.

a. Composition of the Board

The Board has been constituted in a manner as per Regulation 17 of the Listing Regulations, the Companies Act, 2013 and Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023. The Board has a mix of Executive and Non-Executive Directors, including Woman Independent Director to ensure proper governance and management.

The details of the Board of Directors during Financial Year ended March 31, 2025 is given below:

| Name of Directors                       | DIN      | Category  | No. of Shares and Convertible Instruments held |
|---|----------|---|--|
| Mr. Thomas George Muthoot*              | 00011552 | Promoter & Managing Director                      | 3133480  |
| Mr. Thomas John Muthoot*                | 00011618 | Promoter & Non-Executive Non-Independent Director | 3152964  |
| Mr. Thomas Muthoot*                     | 00082099 | Promoter & Non-Executive Non-Independent Director | 3076624  |
| Mr. A. P. Kurian**                      | 00008022 | Non-Executive Independent Director                | Nil  |
| Mrs. Tina Suzanne George***             | 09775050 | Whole-Time Director                               | 52991  |
| Mrs. Ritu Elizabeth George <sup>#</sup> | 10766726 | Non-Executive Non-Independent Director            | 64118  |
| Ms. Susan John <sup>#</sup>             | 10763021 | Non-Executive Non-Independent Director            | Nil  |

| Name of Directors             | DIN      | Category                           | No. of Shares and Convertible Instruments held |
|-------------------------------|----------|------------------------------------|--|
| Mr. Thomas Mathew             | 01277149 | Non-Executive Independent Director | Nil  |
| Mrs. Shirley Thomas           | 08586100 | Non-Executive Independent Director | Nil  |
| Mrs. Divya Abhishek           | 08709050 | Non-Executive Independent Director | Nil  |
| Mr. Robin Tommy <sup>##</sup> | 10896999 | Non-Executive Independent Director | Nil  |

*\*Mr. Thomas George Muthoot, Mr. Thomas John Muthoot and Mr. Thomas Muthoot ceased from the Directorship of the Company w.e.f. December 23, 2024*

*\*\*Mr. A. P. Kurian resigned as Independent Director of the Company w.e.f. September 02, 2024*

*\*\*\*Mrs. Tina Suzanne George was appointed as Whole-Time Director of the Company w.e.f. December 23, 2024*

*<sup>#</sup>Mrs. Ritu Elizabeth George and Ms. Susan John were appointed as Non-Executive and Non-Independent Directors of the Company w.e.f. December 23, 2024*

*<sup>##</sup>Mr. Robin Tommy was appointed as Non-Executive Independent Director of the Company w.e.f. February 04, 2025*

Notes:

- The erstwhile Directors i.e. Mr. Thomas George Muthoot, Mr. Thomas John Muthoot and Mr. Thomas Muthoot are brothers.
- Mrs. Tina Suzanne George and Mrs. Ritu Elizabeth are daughters of erstwhile Managing Director, Mr. Thomas George Muthoot.
- Ms. Susan John is the daughter of erstwhile Director, Mr. Thomas John Muthoot.
- Mrs. Tina Suzanne George and Mrs. Ritu Elizabeth George are sisters.
- None of the Independent Directors are related inter-se.

The following table gives the number of Directorships and Committee positions held by each of the Directors along with the Directorship as on March 31, 2025:

| Name of Directors          | No. of Directorship in other companies <sup>1</sup> | No. of Committee positions held in other companies <sup>2</sup> |        | Name of listed entities where the person is a Director and category of Directorship |
|----------------------------|---|---|--------|---|
|                            |   | Chairman  | Member |   |
| Mrs. Tina Suzanne George   | Nil   | Nil   | Nil    | -   |
| Mrs. Ritu Elizabeth George | Nil   | Nil   | Nil    | -   |
| Ms. Susan John             | Nil   | Nil   | Nil    | -   |
| Mr. Thomas Mathew          | Nil   | Nil   | Nil    | -   |
| Mrs. Shirley Thomas        | 3   | Nil   | 1      | Nitta Gelatin India Limited (Independent Director)                                  |
| Mrs. Divya Abhishek        | 2   | 1   | 2      | Tamil Nadu Steel Tubes Limited (Independent Director)                               |
| Mr. Robin Tommy            | Nil   | Nil   | Nil    | -   |

<sup>1</sup>The Directorships excludes his / her Directorship in the Company, Section 8 Company, Private limited companies and foreign companies

<sup>2</sup>Includes only Audit Committee and Stakeholders Relationship Committee of Indian public limited companies, whether listed or not, excluding this Company. The number of membership includes the number of chairmanships held by the Director.

b. Key Board Qualifications, Expertise and Attributes

The Board of the Company comprises of qualified members who possess the required skills, expertise and competence that ensures the effective functioning of the Company. The members of the Board are committed to ensure that the Board is in compliance with the highest standards of corporate governance and excellence. The Directors take an active part at the Board and Committee Meetings and provide valuable guidance to the senior management on various aspects of business and governance. The Directors possess necessary experience, skills / expertise / competence and ability relevant to the Company's business and affairs which enhances the quality of policy decisions.

The below table summarizes the key qualifications, skills, expertise and competencies identified by the Board of Directors as required in the context of the Business and sector of the Company to enable it to function effectively:

| Board Qualification Indicators |   |
|--------------------------------|---|
| Banking & Finance              | Being a Director in a Non-Banking Financial Company, proficiency in complex financial management, capital allocation and financial reporting processes is a must. The Director should have experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions. |
| Board Diversity                | Representation of gender, ethnic, geographic, cultural or other perspectives that expand the Board's understanding of the needs and viewpoints of the Company's customers, employees, governments, regulators and other stakeholders.   |

| Board Qualification Indicators |  |
|--------------------------------|--|
| Business Operations            | Vast experience in driving business successfully across the country with an understanding of diverse business environments, economic conditions, cultures and regulatory framework and a broad perspective on market opportunities.  |
| Leadership                     | Expertise in developing talent, planning succession, furthering representation and diversity and other strategic human resource advisories.  |
| Technology                     | Expertise or experience in the information technology business, technology consulting and operations, areas of integration and innovation technologies, digital, cloud and cyber security, technology domain and knowledge of technology trends.   |
| Board Governance               | Experience in developing governance practices, serving the best interest of all stakeholders, developing insights about management and accountability and driving corporate ethics and values, building long-term effective stakeholder engagements and the ability to understand, assess and manage risk. |
| Sales and Marketing            | Experience in developing strategies to grow sales and market shares in semi-urban and rural markets, understanding long term trends, building brand awareness and equity and leading management teams to make strategic choices.   |

The following table gives details of the skills / expertise / competence identified by the Board of Directors pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations and currently available with individual Board members.

| Name of Director                              | Key Board Qualifications                 |                 |                     |            |            |                  |                   |
|---|--|-----------------|---------------------|------------|------------|------------------|-------------------|
|   | Area of expertise, skills and attributes |                 |                     |            |            |                  |                   |
|   | Banking & Finance                        | Board Diversity | Business Operations | Leadership | Technology | Board Governance | Sales & Marketing |
| Tina Suzanne George, Whole Time Director      | ✓  | ✓               | ✓                   | ✓          | ✓          | ✓                | ✓                 |
| Ritu Elizabeth George, Non-Executive Director | ✓  | ✓               | ✓                   | ✓          |            | ✓                | ✓                 |
| Susan John, Non-Executive Director            |  | ✓               | ✓                   | ✓          |            | ✓                | ✓                 |
| Thomas Mathew, Independent Director           | ✓  | ✓               | ✓                   | ✓          | ✓          | ✓                |                   |
| Shirley Thomas, Independent Director          | ✓  | ✓               | ✓                   | ✓          | ✓          | ✓                |                   |
| Divya Abhishek, Independent Director          | ✓  | ✓               | ✓                   | ✓          | ✓          | ✓                |                   |
| Robin Tommy, Independent Director             | ✓  | ✓               | ✓                   | ✓          | ✓          | ✓                |                   |

c. Appointment, criteria and tenure of Independent Directors

Pursuant to Sections 149, 150 and 152 of the Act and Regulation 16(1)(b) and 17 of the Listing Regulations, there are 4 (Four) Independent Directors on the Board of the Company, as on March 31, 2025. The Board confirms that the Independent Directors fulfil the conditions specified in Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent of the Management as on March 31, 2025.

The terms and conditions setting out the criteria of appointment, independence, committee memberships, tenure of appointment, roles and duties, sitting fees and other related terms of appointment is available on the website of the Company at: <https://www.muthootcap.com/wp-content/uploads/2023/05/Terms-and-Conditions-of-Independent-Directors.pdf>

In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Mr. A. P. Kurian (DIN: 00008022) ceased from the position of Independent Director w.e.f. September 02, 2024, due to expiration of his tenure as Independent Director of the Company.

d. Meeting of Independent Directors

The Independent Directors of the Company met 4 (Four) times in the Financial Year 24-25 without the presence of the Non-Independent Directors and the Management team, in line with the requirement under Section 149(8) and Schedule IV of the Companies Act, 2013. Such meetings were conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views. The Independent Directors expressed their satisfaction with the level of the governance of the Board and the consistency in scores pertaining to various aspects of the Board meetings as captured in the Board Effectiveness Review exercise. The Independent Directors:

- (a) reviewed the performance of the Board of Directors as a whole.
- (b) assessed the quality, quantity and timeliness of flow of information between the Management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

e. Familiarisation Programme of Independent Directors

Pursuant to Regulation 25(7) of the Listing Regulations, the Company familiarises its Independent Directors on their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company and other important matters relating to the business of the Company at the time of appointment and on a continuous basis.

The programme is embedded in the regular meeting agenda where alongside the review of operations, information on the industry, competition and Company strategy are presented and deliberated on a quarterly basis. The Independent Directors get familiarised with workings of the Company during the deliberations and discussions on policies of the Company. They also participate in the discussions and deliberations in the Board meeting on challenges and opportunities while approving the annual budget.

Further, pursuant to Regulation 46 of the Listing Regulations, the Company disseminated on its website, details of familiarisation programme imparted to IDs including the details of i) number of programmes attended by IDs (during the year and on a cumulative basis till date), ii) number of hours spent by IDs in such programmes (during the year and on a cumulative basis till date) and iii) other relevant details.

During FY 24-25, 1 (One) familiarisation programme was conducted by the Company on May 23, 2024. The details of familiarisation programme imparted to Independent Director are available on the Company's website at <https://www.muthootcap.com/wp-content/uploads/2025/04/Familiarisation-Refresher-Development-Programme.pdf>

f. Performance Evaluation of Board, its Committees and Individual Directors

The Company has in place a Policy on Nomination and Remuneration which is in compliance with the provisions of Section 178(3) of the Act and the guidelines of the Reserve Bank of India. The Nomination and Remuneration Committee (NRC) carried out an Annual Evaluation on the performance of the Board as whole and its Committees along with the performance of individual Directors. A list of factors based on which evaluation of the individual Directors, the Board and the Committees was carried out including, Board structure and composition, degree of fulfilment of key responsibilities, effectiveness of

Board processes, information flow, functioning of the Board / Committees, Board culture and dynamics, quality of the relationship between the Board and Management, contribution to decisions of the Board and guidance etc. The overall recommendations based on the evaluation of the Committee were discussed by the Board and individual feedback from Directors were taken on record. The discussion quality was robust, well-intended and led to clear direction and decision. Based on the outcome of the evaluation, assessment and feedback of the Directors, the Board and the Management have agreed on various action points that would be implemented. It was noted that the Board Committees function professionally and smoothly and besides the Board Committees' terms of reference as mandated by law, important issues are brought up and discussed in the respective Board Committees. The Independent Directors discussed matters pertaining to the Company's affairs and presented their collective views to the Board of Directors.

It may be noted that Mrs. Tina Suzanne George, Mrs. Ritu Elizabeth George, Ms. Susan John and Mr. Robin Tommy have not been subject to the evaluation in accordance with the Nomination and Remuneration Policy adopted by the Company, which states that performance evaluation of / by the Directors / Members of the Board / Committee of Board shall be carried out only after completion of six months from the date of appointment on the Board / Committee of Board of the Company.

The major performance indicators of the Non-Executive Directors and Independent Directors are as follows:

- (i) Understanding and knowledge of the market in which the Company is operating.
- (ii) Ability to appreciate the working of the Company and the challenges it faces.
- (iii) Attendance of meeting.
- (iv) Extent of participation and involvement in the meetings.
- (v) Ability to convey his views and flexibility to work with others.

g. Board Meetings

During FY 2024-25, 11 (Eleven) Meetings of the Board of Directors of the Company were held on May 23, 2024; June 24, 2024; August 07, 2024; September 25, 2024; October 29, 2024; November 13, 2024; December 23, 2024; February 03, 2025; February 04, 2025; February 24, 2025 and March 24, 2025. The maximum gap between any two Board Meetings held during the year was not more than 120 days. All meetings had the requisite Quorum.

The details of the Meetings of the Board of Directors held during FY 2024-25 along with the attendance of each Director during such Board Meeting and last Annual General Meeting are as under:

| Name of Director                        | No. of Board Meeting eligible to attend | No. of Board Meetings attended | Whether attended last AGM held on September 25, 2024 (Through VC) |
|---|---|--------------------------------|---|
| Mr. Thomas John Muthoot*                | 7                                       | 7                              | Yes   |
| Mr. Thomas George Muthoot*              | 7                                       | 7                              | Yes   |
| Mr. Thomas Muthoot*                     | 7                                       | 5                              | Yes   |
| Mr. A. P. Kurian**                      | 3                                       | 2                              | NA  |
| Mr. Thomas Mathew                       | 11                                      | 11                             | Yes   |
| Mrs. Shirley Thomas                     | 11                                      | 11                             | Yes   |
| Mrs. Divya Abhishek                     | 11                                      | 10                             | Yes   |
| Mrs. Tina Suzanne George***             | 4                                       | 4                              | NA  |
| Mrs. Ritu Elizabeth George <sup>#</sup> | 4                                       | 3                              | NA  |
| Ms. Susan John <sup>#</sup>             | 4                                       | 3                              | NA  |
| Mr. Robin Tommy <sup>##</sup>           | 2                                       | 2                              | NA  |

*\*Mr. Thomas John Muthoot, Mr. Thomas George Muthoot and Mr. Thomas Muthoot ceased to be the Director of the Company w.e.f. the closing hours of December 23, 2024.*

*\*\* Mr. A. P. Kurian ceased to be the Director of the Company w.e.f. September 02, 2024.*

*\*\*\*Mrs. Tina Suzanne George was appointed as Whole-Time Director of the Company w.e.f. December 23, 2024 and her appointment was regularized via Postal Ballot on February 12, 2025.*

*\*Mrs. Ritu Elizabeth George and Ms. Susan John were appointed as Non-Executive Non-Independent Director of the Company w.e.f. December 23, 2024, respectively, and their appointments were regularized via Postal Ballot on February 12, 2025.*

*##Mr. Robin Tommy, was appointed as Non-Executive Independent Director w.e.f. February 04, 2025 and his appointment was regularized via Postal Ballot on March 29, 2025.*

#### h. Code of Conduct for Directors and Senior Management Personnel

In compliance with Regulation 17(5) of the Listing Regulations, the Company has put in place a Code of Conduct for Directors and Senior Management. This code aims to provide guidelines for Directors and Senior Management Personnel to help them identify and resolve ethical issues, providing mechanisms for reporting unethical conduct and fostering a culture of honesty and accountability. Each Director and Senior Management Personnel must comply with the letter and spirit of this Code. This Code stipulates that the Independent Directors of the Company must also comply with the provisions laid down in Schedule IV to the Act.

Pursuant to Regulation 26(3) of the Listing Regulations, all the members of the Board and Senior Management Personnel shall affirm the compliance with this Code on an annual basis and a declaration signed by the Chief Executive Officer (CEO) stating that the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct is attached to this Report as [Annexure I](#).

The Code of Conduct for Directors and Senior Management Personnel is available on the website of the Company at: <https://www.muthootcap.com/wp-content/uploads/2025/08/Code-of-Conduct-of-Board-of-Directors-and-Senior-Management-Personnel-1.pdf>

#### i. Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), as amended from time to time, the Board of Directors of the Company had adopted the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the Code). The Code is applicable to all Directors, Promoters, such identified Designated Persons and their Immediate Relatives and other Persons who are expected to have Unpublished Price Sensitive Information relating to the Company. The Company Secretary of the Company is the Compliance Officer under the Code.

The Code of Conduct for Prevention of Insider Trading is available on the website of the Company and can be accessed at: [https://www.muthootcap.com/wp-content/uploads/2020/07/Code\\_of\\_Conduct\\_to\\_RegulateMonitor\\_and\\_Report\\_Trading\\_by\\_Designated\\_Persons.pdf](https://www.muthootcap.com/wp-content/uploads/2020/07/Code_of_Conduct_to_RegulateMonitor_and_Report_Trading_by_Designated_Persons.pdf)

### COMMITTEES AND ITS TERMS OF REFERENCE

The Board has constituted various Committees, viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, Corporate Social Responsibility (CSR) Committee, IT Strategy Committee and Customer Service Committee, in addition to few internal Committees, and is authorised to constitute other functional committees, from time to time, depending on business needs and in compliance with the provisions of the Act, Listing Regulations and RBI Directions.

The terms of reference of the Committees are reviewed and updated from time to time depending upon

business needs. The Board of Directors reviewed the terms of reference of various Committees and in line with requirement of applicable laws and to facilitate ease of doing business amended the terms of reference of the Committees. The recommendations of the Committees are submitted to the Board for approval. During the year, all the recommendations of the Committees were accepted by the Board. Minutes of the proceedings of the Committee meetings are circulated to the respective Committee members and are also placed before the Board for its noting. The composition of the Board Committees is available on the Company's website <https://www.muthootcap.com/wp-content/uploads/2025/02/Composition-of-Board-of-Directors-Board-Committees.pdf>

Ms. Deepa G, Company Secretary and Compliance Officer of the Company, acts as a Secretary to all the Committees constituted by the Board.

The composition, role, meetings and other information of each of the Committees of the Board is detailed herein below:

#### A. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 read with Part C of Schedule II of the Listing Regulations. All the members of the Committee have wide experience in fields of Banking & Finance, Accounts, Regulatory and Financial service industry.

##### (i) Composition and Attendance

The Audit Committee of the Board comprised of 4 (Four) Non-Executive Directors and 1 (One) Executive Director, out of which 4 (Four) are Independent Directors as on March 31, 2025. All members are financially literate and possess relevant finance and / or audit exposure. Mr. Thomas Mathew, the Chairman of the Committee, has accounting and financial management expertise. The Company Secretary of the Company acts as the Secretary to the Committee.

During FY 2024-25, 6 (Six) Meetings of the Audit Committee were held on May 22, 2024; June 24, 2024; August 06, 2024; October 29, 2024; February 04, 2025 and March 24, 2025. All the recommendations made by the Audit Committee were accepted by the Board unanimously. The Quorum as required under Regulation 18(2) of the Listing Regulations was maintained at all the meetings.

Mr. Thomas Mathew, Chairman of the Audit Committee, was present at the last Annual General Meeting of the Company held on September 25, 2024.

The composition and attendance of the Members at the Audit Committee meetings held during the FY 2024-25 are as follows:

| Name of the Member           | Position | Number of Meetings during the tenure of Member |          |
|------------------------------|----------|--|----------|
|                              |          | Held   | Attended |
| Mr. Thomas Mathew            | Chairman | 6  | 6        |
| Mr. A. P. Kurian*            | Member   | 3  | 2        |
| Mr. Thomas Muthoot**         | Member   | 4  | 2        |
| Mrs. Divya Abhishek          | Member   | 6  | 6        |
| Mrs. Shirley Thomas          | Member   | 6  | 6        |
| Mrs. Tina Suzanne George***  | Member   | 2  | 2        |
| Mr. Robin Tommy <sup>#</sup> | Member   | 1  | 1        |

\*Mr. A. P. Kurian ceased to be the Member of the Committee w.e.f. September 02, 2024

\*\*Mr. Thomas Muthoot ceased to be the Member of the Committee w.e.f. December 23, 2024.

\*\*\*Mrs. Tina Suzanne George was inducted as Member of the Committee w.e.f. December 23, 2024

<sup>#</sup>Mr. Robin Tommy was inducted as Member of the Committee w.e.f. February 04, 2025.

## (ii) Terms of Reference

The terms of reference of Audit Committee of the Board in compliance with Section 177(4) of the Act, and Regulation 18(3) read with Part C of Schedule II of the Listing Regulations are given below:

- a) 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;
- b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval with particular reference to:
  - (i) Matters required to be included in Directors Responsibility Statement to be included in Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013;
  - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
  - (iii) Major accounting entries involving estimates based on the exercise of judgement by management;
  - (iv) Significant adjustments made in the financial statements arising out of audit findings.
  - (v) Compliance with listing and other legal requirements relating to financial statements;
  - (vi) Disclosure of any related party transactions; and
  - (vii) Modified opinion(s) in the draft audit report.
- e) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

- f) 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 or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this matter;
- g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the Company with related parties;
- i) Scrutiny of inter corporate loans and investments;
- j) Valuation of undertakings or assets of the Company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) Discussion with internal auditors of any significant findings and follow up thereon;
- o) 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;
- p) 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;
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non - payment of declared dividends) and creditors;
- r) To review the functioning of the Whistle Blower mechanism;
- s) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience, and background, etc. of the candidate;
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- u) Reviewing the utilization of loans and / or advances from / to investment by the holding Company in the subsidiary exceeding ₹ 100 crores or 10% of the asset size of the subsidiary, whichever is lower, including existing loans / advances / investments; and
- v) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

## (iii) Mandatory review by Audit Committee

- a) Management discussion and analysis of financial condition and results of operations;
- b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- c) Internal audit reports relating to internal control weaknesses;
- d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;

## e) Statement of deviations:

- (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); and
- (b) annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7).

**B. Nomination & Remuneration Committee**

The Nomination & Remuneration Committee (NRC) is set up by the Board in compliance with Section 178(1) of the Act and Regulation 19 of the Listing Regulations. The Committee is entrusted with responsibilities relating to the nomination for appointment or removal of Directors and Senior Management including Key Managerial Personnel and recommendation of remuneration policy. The Company Secretary of the Company acts as the Secretary to the Committee.

**(i) Composition and attendance**

As on March 31, 2025, the Nomination and Remuneration Committee comprised of 4 (Four) Non - Executive Directors, out of which 3 (Three) are Independent Directors. During FY 2024-25, 8 (Eight) Meetings of the Nomination and Remuneration Committee were held on May 22, 2024; June 24, 2024; August 06, 2024; September 02, 2024; October 25, 2024; December 23, 2024; February 03, 2025 and February 24, 2025.

The composition and attendance of the Members at the Nomination and Remuneration Committee meetings held during the FY 2024-25 are as follows:

| Name of the Member                      | Position                           | Number of Meetings during the tenure of Member |          |
|---|------------------------------------|--|----------|
|   |                                    | Held   | Attended |
| Mr. A. P. Kurian*                       | Chairman                           | 4  | 3        |
| Mr. Thomas Mathew                       | Member                             | 8  | 8        |
| Mrs. Shirley Thomas                     | Member                             | 8  | 8        |
| Mr. Thomas John Muthoot**               | Member                             | 6  | 5        |
| Mrs. Divya Abhishek***                  | Chairperson<br>(w.e.f. 03.09.2024) | 8  | 1        |
| Mrs. Ritu Elizabeth George <sup>#</sup> | Member                             | 2  | 1        |

\*Mr. A. P. Kurian ceased to be the Chairperson and Member of the Committee w.e.f. September 02, 2024.

\*\*Mr. Thomas John Muthoot ceased to be the Member of the Committee w.e.f. December 23, 2024.

\*\*\*Mrs. Divya Abhishek was designated as Chairperson of the Committee w.e.f. September 03, 2024.

<sup>#</sup>Mrs. Ritu Elizabeth George was inducted as a Member of the Committee w.e.f. December 23, 2024.

**(ii) Terms of Reference**

The terms of reference of the Nomination & Remuneration Committee in line with Section 178 of the Act and Regulation 19 read with Para A of Part D of Schedule II of the Listing Regulations are as under:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

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

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the commitments of the candidates.

- b) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;

- c) Devising a policy on diversity of Board of Directors;

- d) 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 of Directors for their appointment and removal;

- e) 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; and

- f) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

**(iii) Performance evaluation criteria for Independent Directors**

The Committee while evaluating the performance of the Independent Directors shall take into consideration various factors as mentioned below:

- a) Understanding and knowledge of the market in which the Company is operating;
- b) Ability to appreciate the working of the Company and the challenges it faces;
- c) Attendance of meeting;
- d) Extend of participation and involvement in the meetings;
- e) Ability to convey his views and flexibility to work with others.

Marks may be assigned for each of the above criteria and based on the score achieved, the Board may evaluate the performance of each Independent Director.

The Company has adopted the Policy on Board Diversity as required under Regulation 19 read with Part D of Schedule II of the Listing Regulations. The Nomination and Remuneration Committee works with the Board on succession planning for its Directors, KMPs and Senior Management Personnel.

**C. Stakeholders Relationship Committee**

In compliance with the provisions of Section 178(5) of the Act and Regulation 20 of the Listing Regulations, the Board has constituted a Stakeholders Relationship Committee to redress the grievances of shareholders, debenture holders and other stakeholders. The Company Secretary of the Company acts as the Secretary to the Committee.

**(i) Composition and attendance**

As on March 31, 2025, the Stakeholders Relationship Committee of the Company consists of 4 (Four) Directors. During FY 2024-25, 4 (Four) Meetings of Stakeholders Relationship Committee were held on May 22, 2024; August 06, 2024; October 25, 2024 and February 03, 2025.

The composition and attendance of the Members at the Stakeholders Relationship Committee meetings held during the FY 2024-25 are as follows:

| Name of the Member                      | Position                           | Number of Meetings during the tenure of Member |          |
|---|------------------------------------|--|----------|
|   |                                    | Held   | Attended |
| Mr. Thomas Muthoot*                     | Chairman                           | 3  | 2        |
| Mr. Thomas John Muthoot**               | Member                             | 3  | 2        |
| Mr. Thomas George Muthoot**             | Member                             | 3  | 3        |
| Mr. Thomas Mathew                       | Member                             | 4  | 4        |
| Mrs. Tina Suzanne George***             | Member                             | 1  | 1        |
| Mrs. Ritu Elizabeth George <sup>#</sup> | Chairperson<br>(w.e.f. 23.12.2024) | 1  | 1        |
| Mrs. Divya Abhishek***                  | Member                             | 1  | 1        |

\*Mr. Thomas Muthoot ceased to be the Chairperson and Member of the Committee w.e.f. December 23, 2024.

\*\*Mr. Thomas John Muthoot and Mr. Thomas George Muthoot ceased to be the Member of the Committee w.e.f. December 23, 2024.

\*\*\*Mrs. Tina Suzanne George and Mrs. Divya Abhishek was inducted as Members of the Committee w.e.f. December 23, 2024.

<sup>#</sup>Mrs. Ritu Elizabeth George was inducted as Chairperson and Member of the Committee w.e.f. December 23, 2024.

(ii) Terms of Reference

The terms of reference of Stakeholders Relationship Committee in accordance with Section 178(6) of the Act and Regulation 20 read with Para B of Part D of Schedule II of the Listing Regulations, include the following:

- a) Resolving the grievances of the security holders of the listed entity including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.;
- b) Review of measures taken for effective exercise of voting rights by shareholders;
- c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company; and
- e) Resolving grievances of debenture holders related to creation of charge, payment of interest / principal, maintenance of security cover and any other covenants.

The Company has in place an Investor Grievance Redressal Policy for the redressal of investor grievances / complaints on a timely manner. The Company maintains a designated email id [investorgrievance@muthootcap.com](mailto:investorgrievance@muthootcap.com) and its corporate email id [secretarial@muthootcap.com](mailto:secretarial@muthootcap.com) for handling investor grievances through which investors can lodge their complaints.

During the year under review, Mr. Srikanth G Menon resigned as Company Secretary and Compliance Officer of the Company with effect from closing of business hours of February 28, 2025 and Ms. Deepa G was appointed as Company Secretary and Compliance Officer of the Company with effect from March 01, 2025. Ms. Deepa G, Company Secretary of the Company acts as the Compliance Officer in terms of Listing Regulations. The Compliance Officer reviews the investor complaints on a regular basis to find out whether any complaints remain unresolved within the time specified in the Investor Grievance Redressal Policy of the Company.

Pursuant to Regulation 13(3) of Listing Regulations, the status of investor complaints received and redressed during FY 2024-25 are as follows:

| Sr. No. | Particulars  | No. of Complaints |
|---------|--|-------------------|
| 1.      | Number of Investor complaints pending at the beginning of the year (i.e. 01.04.2024)         | Nil               |
| 2.      | Number of Investor complaints received during the year (01.04.2024 - 31.03.2025)             | Nil               |
| 3.      | Number of Investor complaints redressed during year (01.04.2024 - 31.03.2025)                | Nil               |
| 4.      | Number of Investor complaints remaining unresolved at the end of the year (i.e., 31.03.2025) | Nil               |

D. Corporate Social Responsibility Committee

In compliance with the requirements of Section 135 read with Schedule VII of the Act, the Board of Directors of the Company had constituted a Corporate Social Responsibility (CSR) Committee to promote a culture that emphasizes and sets high standards for social responsibility of the Company and reviews corporate performance against those standards.

(i) Composition and attendance

As on March 31, 2025, the CSR Committee of the Company consists of 7 (Seven) Directors, out of which 4 (Four) are Independent Directors. The Company Secretary of the Company acts as the Secretary to the Committee.

The CSR Committee of the Company has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company in accordance with Schedule VII to the Companies Act, 2013, which has been approved by the Board.

The CSR Policy of the Company, as approved and adopted by the Board, is available on the website of the Company at <https://www.muthootcap.com/wp-content/uploads/2025/08/CSR-Policy.pdf>

During FY 2024-25, 4 (Four) Meetings of the CSR Committee were held on May 22, 2024; August 06, 2024; October 25, 2024 and February 03, 2025.

The composition and attendance of the Members at the CSR Committee meetings held during the FY 2024-25 are as follows:

| Name of the Member            | Position                           | Number of Meetings during the tenure of Member |          |
|-------------------------------|------------------------------------|--|----------|
|                               |                                    | Held   | Attended |
| Mr. Thomas Muthoot*           | Chairman                           | 3  | 2        |
| Mr. Thomas Mathew             | Member                             | 4  | 4        |
| Mrs. Shirley Thomas           | Member                             | 4  | 4        |
| Mrs. Divya Abhishek           | Member                             | 4  | 4        |
| Mrs. Tina Suzanne George**    | Member                             | 1  | 1        |
| Mrs. Ritu Elizabeth George*** | Chairperson<br>(w.e.f. 23.12.2024) | 1  | 1        |
| Ms. Susan John**              | Member                             | 1  | 1        |
| Mr. Robin Tommy <sup>#</sup>  | Member                             | -  | -        |

\*Mr. Thomas Muthoot ceased to be the Chairman and Member of the Committee w.e.f. December 23, 2024.

\*\*Mrs. Tina Suzanne George and Ms. Susan John was appointed as Members of the Committee w.e.f. December 23, 2024.

\*\*\*Mrs. Ritu Elizabeth George was inducted as Chairperson and Member of the Committee w.e.f. December 23, 2024.

<sup>#</sup>Mr. Robin Tommy was inducted as Member of the Committee w.e.f. February 04, 2025.

(ii) Terms of Reference

The terms of reference of the CSR Committee are in accordance with Section 135(3) of the Act are as given below:

- a) Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- b) Recommend to the Board the amount of expenditure to be incurred on the CSR activities referred to in (i) above; and
- c) Monitor the CSR policy of the Company from time to time.

The CSR Annual Report containing details of the CSR activities undertaken by the Company during the year along with the amount spent on CSR activities forms part of the Directors' Report.

E. Risk Management Committee

The Board of Directors had established a Risk Management Committee (RMC) for monitoring and assessing the Company's risk management policies and related practices, in accordance with the requirements of Rule 21 of Listing Regulations. The Company Secretary of the Company acts as the Secretary to the Committee.

(i) Composition and attendance

As on March 31, 2025, the Risk Management Committee of the Company consists of 6 (Six) Directors, out of which 4 (Four) are Independent Directors. During FY 2024-25, 4 (Four) Meetings of the Risk Management Committee were held on May 23, 2024; August 06, 2024; October 25, 2024 and February 03, 2025.

The composition and attendance of the Members at the Risk Management Committee meetings held during the FY 2024-25 are as follows:

| Name of the Member                      | Position                           | Number of Meetings during the tenure of Member |          |
|---|------------------------------------|--|----------|
|   |                                    | Held   | Attended |
| Mr. Thomas George Muthoot*              | Chairman                           | 3  | 3        |
| Mr. Thomas Muthoot**                    | Member                             | 3  | 2        |
| Mr. Thomas Mathew                       | Member                             | 4  | 4        |
| Mrs. Divya Abhishek                     | Member                             | 4  | 4        |
| Mrs. Shirley Thomas                     | Member                             | 4  | 4        |
| Mrs. Tina Suzanne George***             | Chairperson<br>(w.e.f. 23.12.2024) | 1  | 1        |
| Mrs. Ritu Elizabeth George <sup>#</sup> | Member                             | 1  | 1        |
| Mr. Robin Tommy <sup>#</sup>            | Member                             | -  | -        |

\*Mr. Thomas George Muthoot ceased to be the Chairman and Member of the Committee w.e.f. December 23, 2024.

\*\*Mr. Thomas Muthoot ceased to be the Member of the Committee w.e.f. December 23, 2024.

\*\*\*Mrs. Tina Suzanne George was inducted as Chairperson and Member of the Committee w.e.f. December 23, 2024.

<sup>#</sup>Mrs. Ritu Elizabeth George and Mr. Robin Tommy was inducted as Member of the Committee w.e.f. December 23, 2024 and February 04, 2025, respectively.

(ii) Terms of Reference

The terms of reference of Risk Management Committee in accordance with Regulation 21 of the Listing Regulations include the following:

- a) Oversee the development, implementation and maintenance of the Company's overall risk management framework and its appetite, strategy, principles and policies, to ensure they are in line with emerging regulatory, corporate governance and industry best practice;
- b) Oversee the Company's risk exposures, risk / return and proposed improvements to the Group's risk management framework and its risk appetite, strategy, principles, policies and standards;
- c) Provide formal sign - off for the board risk report and other risk related sections within the annual reports & accounts;
- d) Facilitate effective contribution and involvement of non - executives and aid their understanding of risk issues and the Company's risk management framework;
- e) Provide input to the Remuneration Committee on the alignment of remuneration to risk performance;
- f) Monitoring the cyber security of the Company and take appropriate actions / approach to combat cyber threats given the level of complexity of business and acceptable levels of risk;
- g) Review new risk principles and policy and material amendments to risk principles and policy recommended by the Chief Executive Officer and Chief Risk Officer ('CRO') for approval by the Board;

- h) Oversee adherence to Company's risk principles, policies and standards and any action taken resulting from material policy breaches, based upon reports from the Chief Executive Officer and the CRO;
- i) Review the appointment, resignation or dismissal of the CRO and make appropriate recommendation to the Board;
- ii) Review and discuss with the CRO the scope of work of the Company's Risk Division, its plans, the issues identified as a result of its work, how management is addressing these issues and the effectiveness of systems of risk management;
- iii) Review the adequacy of the Company's Risk Division's resources, and its authority and standing within the Company;
- iv) Review co-ordination between the Company's Risk Division and the external auditors;
- i) Periodically review and update its own terms of reference to reflect best practice, requesting Board approval for all proposed changes and, at appropriate intervals, evaluate its own performance against the terms of reference;
- j) Review periodically the report of Asset Liability Management Committee (ALCO) and to suggest on improvements, actions to be taken.

F. IT Strategy Committee

The IT Strategy Committee of the Committee was constituted in line with the requirements of the Reserve Bank of India (Information Technology Governance, Risk, Controls and Assurance Practices) Directions, 2023.

(i) Composition and Attendance

As on March 31, 2025, the IT Strategy Committee of the Company comprised of 5 (Five) Directors including 3 (Three) Independent Directors and 5 (Five) Company Executives. During FY 2024-25, 4 (Four) Meetings of the IT Strategy Committee were held on May 22, 2024; August 06, 2024; October 25, 2024 and February 03, 2025.

The composition and attendance of the Members at the IT Strategy Committee Meetings held during the FY 2024-25 are as follows:

| Name of the Member            | Position                        | Number of Meetings during the tenure of Member |          |
|-------------------------------|---------------------------------|--|----------|
|                               |                                 | Held   | Attended |
| Mrs. Shirley Thomas*          | Chairperson                     | 4  | 4        |
| Mr. Thomas George Muthoot**   | Member                          | 3  | 3        |
| Mrs. Tina Suzanne George      | Member                          | 4  | 4        |
| Mrs. Divya Abhishek           | Member                          | 4  | 4        |
| Mrs. Ritu Elizabeth George*** | Member                          | 1  | 1        |
| Mr. Robin Tommy#              | Chairman<br>(w.e.f. 04.02.2025) | -  | -        |
| Chief Executive Officer       | Member                          | 4  | 4        |
| Chief Financial Officer       | Member                          | 4  | 4        |
| Chief Risk Officer            | Member                          | 4  | 4        |

| Name of the Member                 | Position | Number of Meetings during the tenure of Member |          |
|------------------------------------|----------|--|----------|
|                                    |          | Held   | Attended |
| IT Head                            | Member   | 4  | 4        |
| Chief Information Security Officer | Member   | 4  | 4        |

\*Mrs. Shirley Thomas ceased to be the Chairperson of the Committee w.e.f. February 04, 2025.

\*\*Mr. Thomas George Muthoot ceased to be the Member of the Committee w.e.f. December 23, 2024.

\*\*\*Mrs. Ritu Elizabeth George was inducted as Member of the Committee w.e.f. December 23, 2024.

#Mr. Robin Tommy was inducted as the Chairperson and Member of the Committee w.e.f. February 04, 2025.

(ii) Terms of Reference

- The terms of reference of IT Strategy Committee in accordance with the Reserve Bank of India (Information Technology Governance, Risk, Controls and Assurance Practices) Directions, 2023 include the following:
- (I) Ensure that the Company has put an effective IT strategic planning process in place;
  - (ii) Guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the Company towards accomplishment of its business objectives;
  - (iii) Satisfy itself that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the organisation;
  - (iv) Ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks;
  - (v) Ensure that the budgetary allocations for the IT function (including for IT security), cyber security are commensurate with the Company's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives;
  - (vi) Review, at least on annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company;
  - (vii) Review the assessment of IT capacity requirements and measures taken to address the issues;
  - (viii) Periodically review and update the IT related risks, including the cyber security related risks in the Risk Management Policy of the Company in consultation with the Risk Management Committee;
  - (ix) Oversee the workings of the Information Security Committee formed inter alia for managing cyber / information security.

G. Customer Service Committee

The Customer Service Committee of the Company was constituted in line with the requirements of the Master Direction - Reserve Bank of India (Internal Ombudsman for Regulated Entities) Directions, 2023.

(i) Composition and Attendance

As on March 31, 2025, the Customer Service Committee of the Company comprised of 4 (Four) Directors out of which 3 (Three) are Independent Directors. The Internal Ombudsman of the Company acts as a permanent Invitee to the Committee meetings.

Mrs. Smija Poovangal Madhavan was the Internal Ombudsman of the Company during FY 2024-25. However, the tenure of Mrs. Smija expired on June 30, 2025. Mr. Mathew Tharakan T. T. was appointed as new Internal Ombudsman of the Company w.e.f. July 01, 2025.

During FY 24-25, 4 (Four) Meetings of the Customer Service Committee were held on May 22, 2024; August 06, 2024; October 25, 2024 and February 03, 2025.

The composition and attendance of the Members at the Customer Service Committee Meetings held during the FY 2024-25 are as follows:

| Name of the Member         | Position    | Number of Meetings during the tenure of Member |          |
|----------------------------|-------------|--|----------|
|                            |             | Held   | Attended |
| Mrs. Divya Abhishek        | Chairperson | 4  | 4        |
| Mr. Thomas Muthoot*        | Member      | 3  | 2        |
| Mr. Thomas Mathew          | Member      | 4  | 4        |
| Mrs. Shirley Thomas        | Member      | 4  | 4        |
| Mrs. Tina Suzanne George** | Member      | 1  | 1        |

\*Mr. Thomas Muthoot ceased to be the Member of the Committee w.e.f. December 23, 2024.

\*\*Mrs. Tina Suzanne George was inducted as Member of the Committee w.e.f. December 23, 2024.

## (ii) Terms of Reference

The terms of reference of Customer Service Committee in compliance with the RBI Directions include the following:

- To review the customer complaints / grievances received during the quarter;
- Discuss cases in which the decision of the Internal Ombudsman has been rejected by the Company with the approval of the Competent Authority;
- Consider the periodic reports (including the analysis of customer complaints) and make suggestions to the Board, as it may deem fit to effectively redress the customer grievances;
- To perform all such deeds, actions and things as may be deemed necessary for the effective redressal of customer grievances

## SENIOR MANAGEMENT

The particulars of Senior Management including the changes therein as per Regulation 16(1)(d) of the Listing Regulations during FY 2024-25 are as given below:

| Sr. No. | Name                              | Designation                            | Nature of Change | Date of Change | Reason of Change |
|---------|-----------------------------------|--|------------------|----------------|------------------|
| 1.      | Mr. Mathews Markose               | Chief Executive Officer                | -                | -              | -                |
| 2.      | Mr. Ramandeep Singh               | Chief Financial Officer                | -                | -              | -                |
| 3.      | Mr. Srikanth G Menon              | Company Secretary & Compliance Officer | Cessation        | 28.02.2025     | Resignation      |
| 4.      | Ms. Deepa G                       | Company Secretary & Compliance Officer | Appointment      | 01.03.2025     | -                |
| 5.      | Mrs. Daisy K J                    | Chief Compliance Officer               | Appointment      | 09.06.2025     | -                |
| 6.      | Mrs. Umadevi Pazhoor Unnikrishnan | Chief Risk Officer                     | -                | -              | -                |

| Sr. No. | Name                     | Designation                                      | Nature of Change | Date of Change | Reason of Change |
|---------|--------------------------|--|------------------|----------------|------------------|
| 7.      | Mr. Sooraj Mohan M       | Head - Collections                               | -                | -              | -                |
| 8.      | Mrs. Ciby Babu           | Head - People & Culture                          | -                | -              | -                |
| 9.      | Mr. Anoop K G            | Head - Business Intelligence & Strategy          | -                | -              | -                |
| 10.     | Mrs. Sredevi S D         | Head - Retail Liabilities and Alternate Channels | -                | -              | -                |
| 11.     | Mr. Sonu Gujral          | Head - Commercial Vehicles                       | -                | -              | -                |
| 12.     | Mr. Vijayan T            | Head - Operations                                | -                | -              | -                |
| 13.     | Mr. Vuyyuru Vijaya Kumar | Chief Internal Auditor                           | -                | -              | -                |
| 14.     | Mr. Ram Pratap Singh     | Head - Information and Technology                | -                | -              | -                |
| 15.     | Mr. Praveen A H          | Head - Credit                                    | Cessation        | 06.05.2024     | Resignation      |
| 16.     | Mr. Ajay Muchhal         | Head - Credit                                    | Appointment      | 25.09.2024     | -                |
| 17.     | Mr. Arun Singer          | National Head - Dealer Vertical                  | Cessation        | 16.08.2024     | Resignation      |
| 18.     | Mr. Sandip Pal           | National Head - Two-Wheeler Vertical             | Appointment      | 20.09.2024     | -                |
| 19.     | Mrs. Jalaja Viswanath    | Head - Legal                                     | -                | -              | -                |

## REMUNERATION OF DIRECTORS

The Company confirms that the remuneration paid to the Directors is as per terms laid out in the Policy on Nomination & Remuneration of the Company. The Independent Directors of the Company has no pecuniary relationship with the Company, its Promoters or Directors during the two immediately preceding financial years. Further, the Company has not paid any remuneration to the Non - Executive and Non - Independent Directors during the FY 2024-25. The Independent Directors are only eligible for sitting fees.

The Company is being benefited from the expertise, advice and inputs provided by the Independent Directors. The Independent Directors devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time.

The Company does not pay any salary, benefits, bonuses, stock options, etc., to the Non-Executive Directors. Remuneration is paid to Non-Executive Independent Directors only by the way of sitting fees in accordance with provisions of the Act, and other applicable rules.

The remuneration of Executive Directors is recommended by the NRC to the Board, within the overall limits approved by the shareholders of the Company.

The NRC, while deciding the basis for determining the remuneration of the Executive Directors, takes into consideration the Company's performance and the individual performance based on the pre-defined key performance indicators.

The details of the remuneration and sitting fees paid to Directors during FY 2024-25 are given below:

(₹ in Lakhs)

| Name of Director                        | Gross Salary | Perquisites | PF Contribution | Sitting Fees | Total  |
|---|--------------|-------------|-----------------|--------------|--------|
| <b>Executive Directors</b>              |              |             |                 |              |        |
| Mr. Thomas George Muthoot*              | 268.71       | 10.51       | 15.85           | 0            | 295.07 |
| Mrs. Tina Suzanne George**              | 22.81        | -           | 0.06            | -            | 22.87  |
| <b>Non-Executive Directors</b>          |              |             |                 |              |        |
| Mr. Thomas John Muthoot*                | -            | -           | -               | -            | -      |
| Mr. Thomas Muthoot*                     | -            | -           | -               | -            | -      |
| Mr. A. P. Kurian***                     | -            | -           | -               | 3.09         | 3.09   |
| Mrs. Ritu Elizabeth George <sup>#</sup> | -            | -           | -               | -            | -      |
| Ms. Susan John <sup>#</sup>             | -            | -           | -               | -            | -      |
| Mr. Thomas Mathew                       | -            | -           | -               | 9.30         | 9.30   |
| Mrs. Shirley Thomas                     | -            | -           | -               | 9.30         | 9.30   |
| Mrs. Divya Abhishek                     | -            | -           | -               | 6.10         | 6.10   |
| Mr. Robin Tommy <sup>##</sup>           | -            | -           | -               | 1.42         | 1.42   |

\*Mr. Thomas George Muthoot, Mr. Thomas John Muthoot and Mr. Thomas Muthoot ceased from the Directorship of the Company w.e.f. December 23, 2024.

\*\*Mrs. Tina Suzanne George was appointed as Whole-Time Director of the Company w.e.f. December 23, 2024.

\*\*\*Mr. A. P. Kurian ceased from the Directorship of the Company w.e.f. September 02, 2024.

<sup>#</sup>Mrs. Ritu Elizabeth George and Ms. Susan John was appointed as Non-Executive Director of the Company w.e.f. December 23, 2024.

<sup>##</sup>Mr. Robin Tommy was appointed as Non-Executive Independent Director of the Company w.e.f. February 04, 2025.

The broad terms of agreement of appointment are as under:

**a. Mr. Thomas George Muthoot, Managing Director:**

|                     |   |
|---------------------|---|
| Salary              | ₹ 4,20,00,000/- per annum (Rupees Four Crore Twenty Lakhs only) w.e.f. July 12, 2022 till July 11, 2025 (including perquisites and 15% variable incentive). |
| Period of agreement | Five years from July 12, 2021 to July 11, 2026.   |
| Notice Period       | The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent         |
| Perquisites         | Total perquisites shall be limited to ₹ 15,00,000/- per annum (Rupees Fifteen Lakhs only).  |

Perquisites includes benefits and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowance in respect of maintenance, utilities such as gas, electricity, water, furnishings and house repairs, medical reimbursement for himself and his family, medical insurance for himself and his family, and leave on full pay, leave travel concession for himself and his family, personal accident insurance, club fees, etc. and such other allowances, perquisites

and benefits in accordance with the rules of the Company or as may be allowed by the Board from time to time.

Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence, for official purpose, shall not be treated as perquisites.

He shall also be entitled to reimbursement of all entertainment and other expenses properly incurred for the business of the Company.

For the purpose of above monetary limits, the following perquisites shall not be included:

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity payable in terms of the provisions of the Payment of Gratuity Act, 1972 and the Gratuity Scheme adopted by the Company.
- Encashment of leave at the end of the tenure as per the leave encashment policy adopted by the Company.

No sitting fees shall be paid to the Managing Director for attending meeting of the Board of Directors or any Committee thereof.

Severance Fees: Nil

During the year under review, no stock options were issued to the Managing Director

Mr. Thomas George Muthoot resigned as the Managing Director of the Company w.e.f. closing hours of December 23, 2024.

**b. Mrs. Tina Suzanne George, Whole-Time Director**

|                     |   |
|---------------------|---|
| Salary              | ₹ 7,50,000/- per month (Rupees Seven Lakhs Fifty Thousand only)   |
| Period of agreement | Five years from December 23, 2024 to December 23, 2029  |
| Notice Period       | The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent |
| Perquisites         | Nil   |

No sitting fees shall be paid to the Whole-Time Director for attending meeting of the Board of Directors or any Committee thereof.

Severance Fees: Nil

During the year under review, no stock options were issued to the Whole-Time Director.

GENERAL MEETINGS

1. Details of General Meetings

The details of General Meetings held during the last three years are as follows:

| ACM     | FY ended       | Date               | Time      | Venue   |
|---------|----------------|--------------------|-----------|---|
| 30th*   | March 31, 2024 | September 25, 2024 | 2:30 p.m. | Through Video Conferencing (VC) / Other Audio Visual Means (OAVM) |
| 29th**  | March 31, 2023 | September 20, 2023 | 1:00 p.m. | Through Video Conferencing (VC) / Other Audio Visual Means (OAVM) |
| 28th*** | March 31, 2022 | September 27, 2022 | 1:00 p.m. | Through Video Conferencing (VC) / Other Audio Visual Means (OAVM) |

\*No Special Resolution was passed.

\*\*Two Special Resolutions were passed:

- Appointment of Mrs. Divya Abhishek (DIN: 08709050) as Independent Woman Director of the Company
- Adoption of fresh set of Articles of Association of the Company

\*\*\*Two Special Resolutions were passed:

- Approval of remuneration to Managing Director in the event of loss.
- Approval of remuneration to the Managing Director for a period of three years

2. Extra Ordinary General Meeting

No Extraordinary General Meeting of the Shareholders was held during the financial year 2024-25.

3. Postal Ballot

The Company had sought the approval of the Shareholders by way of Postal Ballot through remote e-Voting process during the financial year 2024-25, on the following Resolution(s):

a. Postal Ballot vide Notice dated May 15, 2024:

- Approval of Alteration of Object Clause of Memorandum of Association of the Company: as Special Resolution
- Approval of Related Party Transactions: as Ordinary resolution
- Re-appointment of Mr. Thomas Mathew (DIN: 01277149) as a Non-Executive Independent Director: as Special Resolution

Shareholders approved the resolutions, and the resolutions were deemed to be passed on June 15, 2024.

b. Postal Ballot vide Notice dated August 16, 2024:

- To consider and approve amendments in ‘MCSL Employee Stock Option Scheme 2018’ – ESOP I 2018, ESOP II 2018, ESOP III 2018 and ESOP IV 2018: as Special Resolution
- To consider and approve provision of money by the Company to acquire its own shares by trust under the ‘MCSL Employee Stock Option Scheme 2018’: as Special Resolution
- Approval of Related Party Transaction involving revised salary to Mrs. Tina Suzanne George, Deputy Vice President: as Ordinary Resolution

Shareholders approved the resolutions, and the resolutions were deemed to be passed on September 17, 2024.

c. Postal Ballot vide Notice dated January 13, 2025:

- Appointment of Mrs. Tina Suzanne George (DIN: 09775050) as Whole Time Director of the Company for a period of 5 years w.e.f. 23.12.2024 to 23.12.2029: as Special Resolution
- Appointment of Mrs. Ritu Elizabeth George (DIN: 10766726) as Non – Executive Director of the Company: as Ordinary Resolution
- Appointment of Ms. Susan John (DIN: 10763021) as Non – Executive Director of the Company: as Ordinary Resolution

Shareholders approved the resolutions, and the resolutions were deemed to be passed on February 12, 2025.

d. Postal Ballot vide Notice dated February 24, 2025:

- Approval of Alteration of Articles of Association of the Company: as Special Resolution
- Appointment of Mr. Robin Tommy (DIN: 10896999) as Non-Executive Independent Director of the Company: as Special Resolution

Shareholders approved the resolutions, and the resolutions were deemed to be passed on March 29, 2025.

Mr. Puzhankara Sivakumar, FCS, Managing Partner, M/s. SEP & Associates, Company Secretaries (C.P. No. 2210) acted as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

The procedure for Postal Ballot / electronic voting (e-voting) for aforesaid resolutions was mentioned in the said Postal Ballot Notice.

The details of voting results are available at <https://www.muthootcap.com/investors/#tab15>

There is no immediate proposal for passing any special resolution through the Postal Ballot. However, if required, the same shall be passed in compliance with the provisions of the Act, the Listing Regulations or any other applicable laws.

MEANS OF COMMUNICATION

|   |   |
|---|---|
| Quarterly results                                 | The Company's quarterly results are sent to the Stock Exchanges and published in prominent English newspaper having nationwide circulation as well as Malayalam newspaper and regularly hosted on the Company's website <a href="https://www.muthootcap.com/investors/#tab4">https://www.muthootcap.com/investors/#tab4</a>   |
| Newspaper in which results are normally published | Business Line, Business Standard and Mangalam   |
| Website, where results are displayed              | The results are displayed at the Company's website <a href="http://www.muthootcap.com">www.muthootcap.com</a>   |
| Whether it also displays official news releases   | Yes   |
| Website for investor complaints                   | The Company has in place an Investor Grievance Redressal Policy for the redressal of investor grievances / complaints on a timely manner. The Company maintains a designated email ID <a href="mailto:investorgrievance@muthootcap.com">investorgrievance@muthootcap.com</a> and its corporate email ID <a href="mailto:secretarial@muthootcap.com">secretarial@muthootcap.com</a> for handling investor grievances through which investors can lodge their complaints. |

|  |  |
|--|--|
| Presentations to institutional investors or analysts | Detailed presentations are made to institutional investors and financial analysts on the Company's quarterly, half-yearly as well as annual financial results and are sent to the Stock Exchanges. These presentations, audio recordings and transcripts of the meetings are available on the website of the Company <a href="https://www.muthootcap.com/investors/#tab5">https://www.muthootcap.com/investors/#tab5</a> |
|--|--|

GENERAL SHAREHOLDER INFORMATION

- a) **31st Annual General Meeting** : Friday, September 19, 2025 at 11:00 a.m. through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”)
- b) **Financial Year** : April 01, 2024 to March 31, 2025
- c) **Dividend Details** : Nil
- d) **Listing Details:**

| Name and address of the Stock Exchange   | Scrip Code | Status of Listing Fee for the Financial Year 2024-25 |
|--|------------|--|
| <b>BSE Limited</b><br>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra   | 511766     | Paid   |
| <b>National Stock Exchange of India Limited</b><br>Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra | MUTHOOTCAP | Paid   |

- e) **The Aggregate Non-promoter / Public Shareholding of the Company as on March 31, 2025 is as shown below:**  
**Number of Shares** : 61,48,641  
**Percentage to total holding** : 37.38 %

The ISIN details of debt instruments as on March 31, 2025 are as follows:

| Sr. No. | ISIN                               | Security Description | Allotment Date | Maturity Date | Listing Quantity | Coupon rate and frequency |
|---------|------------------------------------|----------------------|----------------|---------------|------------------|---------------------------|
| 1.      | INE296G07093<br>Scrip code: 974550 | Secured PPMLD        | 07.01.2023     | 06.01.2026    | 3500             | 10.35%<br>On Maturity     |
| 2.      | INE296G07127<br>Scrip code: 974915 | Secured NCD          | 19.06.2023     | 31.05.2025    | 4900             | 10.30%<br>Monthly         |
| 3.      | INE296G07135<br>Scrip code: 975282 | Secured NCD          | 28.12.2023     | 28.12.2026    | 10000            | 10%<br>Monthly            |
| 4.      | INE296G07143<br>Scrip code: 975513 | Secured NCD          | 19.03.2024     | 19.03.2027    | 5000             | 10%<br>Monthly            |
| 5.      | INE296G07150<br>Scrip Code: 975662 | Secured NCD          | 16.05.2024     | 16.05.2027    | 5000             | 10%<br>Monthly            |
| 6.      | INE296G07168<br>Scrip Code: 975739 | Secured NCD          | 12.06.2024     | 12.06.2026    | 10000            | 9.90%<br>Monthly          |

| Sr. No. | ISIN                               | Security Description | Allotment Date | Maturity Date | Listing Quantity | Coupon rate and frequency |
|---------|------------------------------------|----------------------|----------------|---------------|------------------|---------------------------|
| 7.      | INE296G07184<br>Scrip Code: 976006 | Secured NCD          | 12.09.2024     | 12.03.2026    | 5000             | 9.25%<br>Monthly          |
| 8.      | INE296G07176<br>Scrip Code: 975982 | Secured NCD          | 02.09.2024     | 02.03.2026    | 5000             | 9.25%<br>Monthly          |
| 9.      | INE296G07192<br>Scrip Code: 976146 | Secured NCD          | 29.10.2024     | 29.10.2026    | 100000           | 9.90%<br>Monthly          |
| 10.     | INE296G07200<br>Scrip Code: 976157 | Secured NCD          | 05.11.2024     | 05.12.2025    | 6000             | 9.97%<br>Yearly           |
| 11.     | INE296G07218<br>Scrip Code: 976183 | Secured NCD          | 21.11.2024     | 20.11.2026    | 4900             | 10%<br>Monthly            |
| 12.     | INE296G07226<br>Scrip Code: 976213 | Secured NCD          | 02.12.2024     | 02.12.2026    | 11000            | 10.40%<br>Monthly         |
| 13.     | INE296G07234<br>Scrip Code: 976233 | Secured NCD          | 12.12.2024     | 12.12.2026    | 8100             | 9.50%<br>Monthly          |
| 14.     | INE296G07242<br>Scrip Code: 976282 | Secured NCD          | 27.12.2024     | 27.06.2026    | 5000             | 10%<br>Monthly            |
| 15.     | INE296G07259<br>Scrip Code: 976363 | Secured NCD          | 28.01.2025     | 28.01.2027    | 5000             | 10%<br>Monthly            |
| 16.     | INE296G07267<br>Scrip Code: 976458 | Secured NCD          | 27.02.2025     | 25.02.2028    | 4000             | 10%<br>Yearly             |

- (f) No securities were suspended from trading during FY 2024-25 on account of corporate action or otherwise.
- (g) **Registrar and Transfer Agent:**  
In terms of Regulation 7 of the Listing Regulations, Integrated Registry Management Services Private Limited is the Registrar and Transfer Agent (RTA) of the Company, who manages all the relevant corporate registry services for the equity shares of the Company.  
  
The details of RTA is as follows:  
**Integrated Registry Management Services Private Limited**  
2nd Floor, “Kences Towers”, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017  
Ph: 044 - 28140801 - 803  
Fax: 044 – 28142479  
Email: einward@integratedindia.in
- (h) **Share Transfer System:**  
With regard to Regulation 40(1) of Listing Regulations, as amended, securities can be transferred only in dematerialized form. However, with effect from April 01, 2019, the shareholders are not allowed to transfer any shares in the physical form and hence, the dematerialisation of the shares is mandatory for transfer of shares. But it does not mean that the investor cannot hold the shares in physical form. Even after April 01, 2019, the investor has the option of holding shares in physical form. The shares held in dematerialized form can be transferred through the depositories without the Company’s involvement. All such transfers are processed by the Registrar and Transfer Agents of the Company and thereafter submitted to the Company.

Pursuant to SEBI Master Circular dated May 07, 2024, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

(i) **Distribution of Shareholding as on March 31, 2025:**

| Sr. No. | Category     | No. of Holders | % of Holders | No. of Shares   | % of Shares |
|---------|--------------|----------------|--------------|-----------------|-------------|
| 1       | Upto 500     | 21530          | 93.98        | 1435128         | 8.7255      |
| 2       | 501 - 1000   | 682            | 2.98         | 510272          | 3.1024      |
| 3       | 1001 - 2000  | 355            | 1.55         | 517840          | 3.1484      |
| 4       | 2001 - 3000  | 120            | 0.52         | 299884          | 1.8233      |
| 5       | 3001 - 4000  | 56             | 0.24         | 192734          | 1.1718      |
| 6       | 4001 - 5000  | 28             | 0.12         | 128536          | 0.7815      |
| 7       | 5001 - 10000 | 62             | 0.27         | 466940          | 2.8390      |
| 8       | Above 10000  | 77             | 0.34         | 12896199        | 78.4081     |
|         | <b>Total</b> | <b>22910</b>   | <b>100</b>   | <b>16447533</b> | <b>100</b>  |

(j) **Dematerialisation of Shares and Liquidity:**

In order to create electronic connection of our shares for scrip-less trading, the Company has agreements with both National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shares of the Company may be held by the shareholders with any depository participant registered with these depositories.

| Mode of Holding                              | % of Total Shares |
|--|-------------------|
| <b>a) Shares held in dematerialised mode</b> |                   |
| - CDSL                                       | 45.50             |
| - NSDL                                       | 53.14             |
| <b>b) Shares held in physical mode</b>       | 1.37              |
| <b>Total</b>                                 | <b>100.00</b>     |

The Company's equity shares are liquid and actively traded shares on BSE and NSE.

(k) **Categories of Shareholding as on March 31, 2025:**

| Sr. No. | Category                | Total              |                   |
|---------|-------------------------|--------------------|-------------------|
|         |                         | No. of Shares held | % of Shareholding |
| 1       | Promoters               | 10298892           | 62.62             |
| 2       | Alternative Investments | 224048             | 1.36              |
| 3       | Bank                    | 330                | 0.00              |
| 4       | Bodies Corporate        | 853284             | 5.19              |
| 5       | Clearing Member         | 14703              | 0.09              |
| 6       | Foreign Portfolio       | 228438             | 1.39              |
| 7       | HUF                     | 59069              | 0.36              |
| 8       | IEPF                    | 117850             | 0.72              |
| 9       | Limited Liability       | 48771              | 0.30              |
| 10      | N R I                   | 188999             | 1.15              |
| 11      | Resident Indian         | 4413149            | 26.83             |
|         | <b>Total</b>            | <b>16447533</b>    | <b>100</b>        |

(l) **Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:**

The Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments as on March 31, 2025.

(m) **Disclosure of commodity price risks and commodity hedging activities or foreign exchange risk:**

There is no exposure to commodity price risk, foreign exchange risk and there are no hedging activities undertaken.

(n) **Plant Locations:**

Being a financial service Company, Muthoot Capital Services Limited has no plant locations.

(o) **Address for correspondence:**

For any assistance with share transfers and transmissions, address changes, non-receipt of dividends or balance sheets, issuance of duplicate share certificates, or any other share-related questions, investors shall contact:

**i. Integrated Registry Management Services Private Limited**

2nd Floor, "Kences Towers", No.1, Ramakrishna Street,  
North Usman Road, T. Nagar, Chennai - 600 017  
Ph: 044 - 28140801 - 803  
Fax: 044 - 28142479  
Email: einward@integratedindia.in

**ii. Compliance Officer**

**Muthoot Capital Services Limited**

3rd Floor, Muthoot Towers, M.G. Road, Kochi - 682 035, Kerala  
Ph: 0484 - 6619672  
Email: investorgrievance@muthootcap.com / secretarial@muthootcap.com

For queries on financial statements, contact:

**iii. Chief Financial Officer**

**Muthoot Capital Services Limited**

3rd Floor, Muthoot Towers, M.G. Road, Kochi - 682 035, Kerala

Ph: 0484 - 6619603

Email: cfo@muthootcap.com

**CREDIT RATING**

The Credit Rating enjoyed by the Company as on March 31, 2025 is as given below:

| Credit Rating Agency | Instrument   | Rating as on March 31, 2025 | Date on which Credit Rating obtained | Revision in Rating during FY 24-25 |
|----------------------|--|-----------------------------|--------------------------------------|------------------------------------|
| <b>CRISIL</b>        | ₹ 2500 Crores Bank loan facilities                                 | CRISIL A+ / Stable          | December 23, 2024                    | No revision                        |
| <b>CRISIL</b>        | Fixed Deposits   | CRISIL A+ / Stable          | December 23, 2024                    | No revision                        |
| <b>CRISIL</b>        | ₹ 1000 crores Non-Convertible Debentures                           | CRISIL A+ / Stable          | December 23, 2024                    | No revision                        |
| <b>CRISIL</b>        | ₹ 80 Crores Long Term Principal Protected Market Linked Debentures | CRISIL PPMLD A+ / Stable    | December 23, 2024                    | No revision                        |
| <b>CRISIL</b>        | ₹ 400 Crores Commercial Paper                                      | CRISIL A1+                  | December 23, 2024                    | No revision                        |
| <b>ICRA</b>          | ₹ 200 Crores Non-Convertible Debentures                            | [ICRA] A+ Stable;           | February 17, 2025                    | Assigned                           |

**OTHER DISCLOSURES**

**(a) Related Party Transactions:**

During the year under review, besides the transactions reported in Notes forming part of the financial statements for the year ended March 31, 2025 in the Annual Report, there were no other material related party transactions of the Company with its Promoters, Directors or the Management or their relatives. These transactions do not have any potential conflict with the interest of the Company at large. All related party transactions are placed before the Audit Committee of the Board periodically and placed for Board's information, if required. Further, there are no material individual transactions that are not in the normal course of business or not on an arm's length basis. Certain transactions which were repetitive in nature, were approved through omnibus route.

The Policy on Related Party Transactions is uploaded on the Company's website and can be accessed at: <https://www.muthootcap.com/wp-content/uploads/2024/02/RPTPOLICY.pdf>

**(b) Details of Non-Compliance:**

There have been no instances of non-compliances by the Company and no penalties and / or strictures have been imposed by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years except the following:

| Sr. No.           | Action Taken by  | Details of violation   | Details of Action Taken                                   | Remarks   |
|-------------------|--|--|---|---|
| <b>FY 2021-22</b> |  |  |   |   |
| 1                 | National Stock Exchange of India Limited & BSE Limited | Delay in submission of disclosures on related party transactions as per Regulation 29 (3) of SEBI (LODR) Regulations, 2015.  | Fine of ₹ 1,60,000/- was imposed by each Stock Exchanges. | The Company has paid the fine and filed the necessary disclosures on August 23, 2021. |
| 2                 | BSE Limited  | Delay in submission of certificate signed by the Debenture Trustee as per Regulation 52 (5) of SEBI (LODR) Regulations, 2015.  | Fine of ₹ 31,000/- was imposed.                           | The Company has paid the fine and filed the necessary disclosures on August 16, 2021. |
| <b>FY 2022-23</b> |  |  |   |   |
| 1                 | BSE Limited  | Delay in disclose the extent and nature of security created and maintained with respect to its secured listed non-convertible debt securities for the quarter ended December 31, 2021. | Fine of ₹ 2,67,860/- was imposed.                         | The entity has disclosed and paid the fees levied by exchange.                        |
| 2                 | BSE Limited  | Delay in disclose the extent and nature of security created and maintained with respect to its secured listed non-convertible debt securities for the Quarter ended March 31, 2022.    | Fine of ₹ 1,43,960/- was imposed                          | The entity has disclosed and paid the fees levied by exchange on October 03, 2022.    |

| Sr. No.    | Action Taken by | Details of violation  | Details of Action Taken         | Remarks  |
|------------|-----------------|---|---------------------------------|--|
| FY 2022-23 |                 |   |                                 |  |
| 3          | BSE Limited     | There is one day delay in giving record date intimation before 7 days (excluding the date of intimation and the record date) to the recognised stock. The record date was on August 16, 2021 and the intimation was given on August 05, 2021.<br><br>The listed entity has intimated the exchange with one day delay. | Fine of ₹ 11,800/- was imposed. | The fine was imposed during the financial year under review since the delay happened during the previous year. |
| 4          | BSE Limited     | There is one day delay in giving record date intimation before 7 days (excluding the date of intimation and the record date) to the recognised stock. The record date was on September 06, 2021 and the intimation was given on August 28, 2021. The listed entity has intimated the exchange with one day delay.     | Fine of ₹ 11,800/- was imposed. | The fine was imposed during the financial year under review since the delay happened during the previous year. |
| 5          | BSE Limited     | There is one day delay in giving record date intimation before 7 days (excluding the date of intimation and the record date) to the recognised stock. The record date was on November 02, 2021 and the intimation was given on October 23, 2021. The listed entity has intimated the exchange with one day delay.     | Fine of ₹ 11,800/- was imposed. | The fine was imposed during the financial year under review since the delay happened during the previous year. |

| Sr. No.    | Action Taken by | Details of violation   | Details of Action Taken         | Remarks  |
|------------|-----------------|--|---------------------------------|--|
| FY 2022-23 |                 |  |                                 |  |
| 6          | BSE Limited     | There is one day delay in giving record date intimation before 7 days (excluding the date of intimation and the record date) to the recognised stock. The record date was on February 01, 2022 and the intimation was given on January 20, 2022.<br><br>The listed entity has intimated the exchange with one day delay. | Fine of ₹ 23,600/- was imposed. | The fine was imposed during the financial year under review since the delay happened during the previous year.       |
| 7          | BSE Limited     | There is three-day delay in giving record date intimation before 7 days (excluding the date of intimation and the record date) to the recognised stock. The record date was on May 03, 2022 and the intimation was given on April 26, 2022. The listed entity has intimated the exchange with 3-day delay.               | Fine of ₹ 23,600/- was imposed. | The fine was imposed during the financial year under review since the delay happened during the same financial year. |
| 8          | BSE Limited     | There is three-day delay in giving record date intimation before 7 days (excluding the date of intimation and the record date) to the recognised stock. The record date was on July 05, 2022 and the intimation was given on June 25, 2022. The listed entity has intimated the exchange with 3-day delay.               | Fine of ₹ 11,800/- was imposed. | The fine was imposed during the financial year under review since the delay happened during the same financial year. |

| Sr. No.           | Action Taken by | Details of violation  | Details of Action Taken        | Remarks   |
|-------------------|-----------------|---|--------------------------------|---|
| <b>FY 2022-23</b> |                 |   |                                |   |
| 9                 | BSE Limited     | Delay in giving intimation to the Stock Exchange 5 working days as per Reg 57(4) prior to beginning of first Quarter of the FY 2022-23.   | Fine of ₹ 2,360/- was imposed. | The fine was imposed by BSE on the Listed Entity during the financial year under review for delay happened for previous financial year. |
| 10                | BSE Limited     | Delay in giving intimation to the Stock Exchange 7 working days as per Reg 57(5) prior to beginning of first quarter of the FY 2022-23. The due date was April 11, 2022 however the same was intimated on October 03, 2022. | Fine of ₹ 1,180/- was imposed. | The fine was imposed by BSE on the Listed Entity during the financial year under review for delay happened for previous financial year. |
| <b>FY 2023-24</b> |                 |   |                                |   |
| 1                 | BSE Limited     | Delay in submission of related party transaction for the half year ended March 31, 2021 within due date.  | Fine of ₹ 15,000/-             | The fine was imposed by BSE on the Listed Entity during the financial year under review for delay happened for previous financial year. |
| 2                 | BSE Limited     | Delay in submission of disclosures relating to voting results w.r.t postal ballot conducted in December, 2018.  | Fine of ₹ 10,000/-             | The fine was imposed by BSE on the Listed Entity during the financial year under review for delay happened for previous financial year. |

**(c) Details of establishment of vigil mechanism / whistle blower policy and affirmation that no personnel has been denied access to the audit committee**

The Company has formulated a comprehensive Whistle Blower Policy in line with the provisions of Section 177(9) & 177(10) of the Act and Regulation 4(2)(d)(iv) and other relevant provisions of the Listing Regulations with a view to enable stakeholders, including directors, individual employees and their representative bodies to freely report their genuine concerns about illegal or unethical practices or actual / suspected case of fraud or suspected leak of Unpublished Price Sensitive Information to the Audit Committee of the Company. It outlines the method and process for various stakeholders to voice genuine concerns about unethical conduct that may be in breach with the employees' Code of Conduct.

The Vigil Mechanism as per Regulation 22 of Listing Regulations ensures standards of professionalism, honesty, integrity and ethical behaviour. The mechanism seeks to provide adequate safeguards to prevent the victimization of Directors or employees who use the mechanism and shall also provide for direct access to the Chairman of the Audit Committee. No personnel have been denied access to the Audit Committee in this regard.

The said Policy is available on the website of the Company at <https://www.muthootcap.com/wp-content/uploads/2023/08/Whistle-Blower-Policy.pdf>

**(d) Discretionary Requirements as specified in Part E of Schedule II**

The Company has complied with all mandatory requirements of the Listing Regulations for FY 2024-25 and the status of compliance with the discretionary requirements, as stated under Part E of Schedule II to the Listing Regulations, is as under:

|   |  |
|---|--|
| <b>The Board</b>  | <ul style="list-style-type: none"> <li>The Company does not maintain a separate office for the non-executive chairperson.</li> <li>The Company have Two (2) Woman Independent Director on its Board of Directors.</li> </ul>             |
| <b>Shareholder Rights</b>   | The quarterly / half yearly / yearly financial results are published in the newspapers of wide circulation. Financial Results are also available on the website of the Company, BSE Limited and National Stock Exchange of India Limited |
| <b>Modified opinion(s) in audit report</b>  | There is no audit modification in the Company's financial statements for the financial year ended March 31, 2025.  |
| <b>Separate posts of Chairperson and the Managing Director or the Chief Executive Officer</b> | A clear distinction exists between the roles and duties of the erstwhile Chairman and those of the Chief Executive Officer.  |
| <b>Reporting of Internal Auditor</b>  | The Internal Auditor functionally reports to the Audit Committee and makes detailed presentation at quarterly Meetings of the Audit Committee.   |
| <b>Independent Directors</b>  | The Independent Directors of the Company met 4 (Four) times during FY 2024-25 without the presence of non-independent directors and all the independent directors were present during such meetings.                                     |
| <b>Risk Management</b>  | The Company has a duly constituted Risk Management Committee in accordance with Regulation 21 of the Listing Regulations.  |

**(e)** The Company has no material subsidiaries as per the conditions laid down under the Listing Regulations. Hence, no policy on material subsidiary has been framed.

**(f) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):**

The Company has not raised any funds through preferential allotment or qualified institutions placement.

(g) Certificate from Company Secretary in Practice:

A 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 Board / Ministry of Corporate Affairs or any such statutory authority forms part of this Report as [Annexure II](#).

(h) Disclosure of non-acceptance of any recommendation of any Committee by the Board in the financial year 2024-25 and its reason:

There was no such instance during the financial year 2024-25 when the Board has not accepted any recommendation of any Committee of the Board.

(i) Fees paid to Statutory Auditor:

The details of total fees paid to Statutory Auditors during the FY 24-25 for all services rendered by them is given below:

| (₹ in lakhs)                         |        |
|--------------------------------------|--------|
| Particulars                          | Amount |
| Audit Fee (Including Limited Review) | 29.43  |
| Taxation Matters                     | -      |
| Other Service                        | 5.45   |
| Reimbursement of Expenses            | 14.41  |
| Total Fee                            | 49.29  |

(j) Disclosure under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has employed 282 women employees in various cadres as on March 31, 2025. The Company has in place a Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace and an Internal Complaint Committee in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder for reporting and conducting inquiry into the complaints made by the victim on the harassments at the workplace. The functioning of the Committee is carried out as per letter and spirit contained in the provisions of the Act.

During FY 24-25, the Company did not receive any complaint on sexual harassment. Hence, there are no complaints pending for redressal as on March 31, 2025.

(k) Unclaimed Dividends

During FY 24-25, the Company has not transferred any amount to Investor Education and Protection Fund (IEPF) Authority. As per the provisions of IEPF Authority (Accounting, inspection, Transfer and Refund) Rules, 2016 (as amended), the shareholder may lodge the claim to the IEPF Authority for such dividends and shares by submitting an online application in Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in).

(l) Disclosure with respect to Demat suspense account / unclaimed suspense account

The Company has 110 shares lying in the Suspense Escrow Demat Account or unclaimed suspense account.

| Particulars  | No. of Share holders | No. of Shares |
|--|----------------------|---------------|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year | 1                    | 110           |
| Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;      | 0                    | 0             |
| Number of shareholders to whom shares were transferred from suspense account during the year;                          | 0                    | 0             |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year       | 1                    | 110           |

Further, the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

(m) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

The Company does not have any material subsidiaries as on March 31, 2025.

(n) Disclosure by listed entity and its subsidiaries of loans and advances in the nature of loans to firms / companies in which Directors are interested by name and amount

As on March 31, 2025, there were no transactions involving grant of loans and advances to Companies in which Directors are interested.

(o) Disclosure of Information under clause 5A of Paragraph A of Part A of Schedule III of the Listing Regulations

There are no agreements whose purpose and effect are to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, which requires disclosure under this clause.

NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT

There has been no instance of non-compliance of any requirement of the Corporate Governance Report as prescribed under the Listing Regulations.

**DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS**

Pursuant to Schedule V of the Listing Regulations, the Company hereby confirms that it has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2), covering the subject matter, as may be applicable, are given below:

| Sr. No. | Particulars                           | Regulation | Compliance Status | Compliance Observed  |
|---------|---------------------------------------|------------|-------------------|--|
| 1       | Board of Directors                    | 17         | Yes               | <ul style="list-style-type: none"> <li>• Composition &amp; Meetings</li> <li>• Quorum of Board Meetings</li> <li>• Review of compliance reports &amp; compliance certificate</li> <li>• Plans for orderly succession for appointments</li> <li>• Code of Conduct</li> <li>• Fees / Compensation to Non-Executive Directors</li> <li>• Minimum information to be placed before the Board</li> <li>• Compliance Certificate to be provided by CEO and CFO</li> <li>• Risk assessment and management</li> <li>• Performance evaluation of Independent Directors</li> <li>• Recommendation of the Board to the shareholders</li> </ul> |
| 2       | Maximum Number of Directorships       | 17A        | Yes               | <ul style="list-style-type: none"> <li>• Directorship in listed entities whose equity shares are listed on a stock exchange</li> </ul>   |
| 3       | Audit Committee                       | 18         | Yes               | <ul style="list-style-type: none"> <li>• Composition &amp; Meetings</li> <li>• Quorum of the Committee</li> <li>• Powers of the Committee</li> <li>• Role of the Committee and review of information by the Committee</li> </ul>   |
| 4       | Nomination and Remuneration Committee | 19         | Yes               | <ul style="list-style-type: none"> <li>• Composition</li> <li>• Quorum of the Committee</li> <li>• Powers of the Committee</li> <li>• Role of the Committee</li> </ul>   |
| 5       | Stakeholders Relationship Committee   | 20         | Yes               | <ul style="list-style-type: none"> <li>• Composition</li> <li>• Quorum of the Committee</li> <li>• Powers of the Committee</li> <li>• Role of the Committee</li> </ul>   |
| 6       | Risk Management Committee             | 21         | NA                | -  |

| Sr. No. | Particulars  | Regulation | Compliance Status | Compliance Observed   |
|---------|--|------------|-------------------|---|
| 7       | Vigil Mechanism  | 22         | Yes               | <ul style="list-style-type: none"> <li>• Review of Vigil Mechanism for Directors and employees</li> <li>• Adequate safeguards against victimization of Directors and employees / personnel who avail the mechanism</li> <li>• Direct access to Chairperson of Audit Committee</li> </ul>  |
| 8       | Related Party Transactions                                     | 23         | Yes               | <ul style="list-style-type: none"> <li>• Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions</li> <li>• Approval including omnibus approval of Audit Committee and the Board</li> <li>• Review of Related Party Transactions</li> <li>• No material Related Party Transactions</li> <li>• Disclosure of Related Party Transactions to stock exchanges and publishing the same on Company website</li> </ul> |
| 9       | Corporate Governance requirements w.r.t. subsidiary of Company | 24         | NA                | -   |
| 10      | Secretarial Audit  | 24A        | Yes               | <ul style="list-style-type: none"> <li>• Secretarial Audit Report annexed to the Board's Report</li> <li>• No material unlisted subsidiary</li> <li>• Secretarial Compliance Report submitted to Stock Exchanges</li> </ul>   |
| 11      | Obligations w.r.t. Independent Directors                       | 25         | Yes               | <ul style="list-style-type: none"> <li>• No Alternate Director for Independent Directors</li> <li>• Maximum Directorship and tenure</li> <li>• Meetings of Independent Directors</li> <li>• Cessation and appointment of Independent Directors</li> <li>• Familiarisation of Independent Directors</li> <li>• Declaration by Independent Directors</li> <li>• Directors &amp; Officer's Insurance</li> </ul>  |

| Sr. No. | Particulars   | Regulation      | Compliance Status | Compliance Observed   |
|---------|---|-----------------|-------------------|---|
| 12      | Obligations w.r.t. employees including Senior Management, Key Managerial Personnel, Directors and Promoters | 26              | Yes               | <ul style="list-style-type: none"><li>Memberships / Chairmanships in Committees</li><li>Information to be provided by the directors about the committee positions held by them in other listed entities.</li><li>Affirmation on compliance of Code of Conduct by Directors and Senior Management</li><li>Disclosure of shareholding by Non-Executive Directors</li><li>Disclosures by Senior Management about potential conflicts of interest</li><li>No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by any employee (including Key Managerial Personnel, Director and Promoter)</li></ul> |
| 13      | Other Corporate Governance requirements   | 27              | Yes               | <ul style="list-style-type: none"><li>Compliance with discretionary requirements.</li><li>Filing of quarterly compliance report on Corporate Governance with stock exchanges</li></ul>  |
| 14      | Website   | 46(2)(b) to (i) | Yes               | <ul style="list-style-type: none"><li>Terms and conditions for appointment of Independent Directors</li><li>Composition of various Committees of the Board of Directors</li><li>Code of Conduct for Board of Directors and Senior Executives</li><li>Details of establishment of Vigil Mechanism / Whistle-blower policy</li><li>Criteria of making payment to Non-executive Director</li><li>Policy on dealing with Related Party Transactions</li><li>Policy for determining material subsidiaries</li><li>Details of familiarization programmes imparted to Independent Directors</li></ul>  |

Annexure I

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

To,  
The Members of Muthoot Capital Services Limited

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel of the Company, the affirmation that they have complied with the 'Code of Conduct for Board Members and Senior Management Personnel' in respect of the Financial Year 2024-25.

Place: Kochi  
Date: August 05, 2025

Sd/-  
Mathews Markose  
Chief Executive Officer

Annexure II

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
**Muthoot Capital Services Limited**  
3rd Floor, Muthoot Towers, M. G. Road,  
Kochi, Kerala, India, 682035

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Muthoot Capital Services Limited** having **CIN: L67120KL1994PLC007726** and having registered office at 3rd Floor, Muthoot Towers, M. G. Road, Kochi, Kerala, India, 682035 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

| Sr. No. | Name of the Directors | DIN      | Date of Appointment |
|---------|-----------------------|----------|---------------------|
| 1.      | Thomas Mathew         | 01277149 | 01/04/2019          |
| 2.      | Shirley Thomas        | 08586100 | 25/11/2021          |
| 3.      | Robin Tommy           | 10896999 | 04/02/2025          |
| 4.      | Tina Suzanne George   | 09775050 | 23/12/2024          |
| 5.      | Susan John            | 10763021 | 23/12/2024          |
| 6.      | Ritu Elizabeth George | 10766726 | 23/12/2024          |
| 7.      | Divya Abhishek        | 08709050 | 08/08/2023          |

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

For SEP & Associates  
Company Secretaries  
(Peer Review Certificate No. 6780/2025)

UDIN: F003050G000967211

CS Puzhankara Sivakumar  
Managing Partner  
FCS: 3050 COP: 2210

Place: Ernakulam  
Date: 05.08.2025

CEO & CFO CERTIFICATION

(Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
**The Board of Directors**  
**Muthoot Capital Services Limited**

We, hereby, certify that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the Financial Year 2024-25 and that to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee, that:

(1) there were no significant changes in internal control over financial reporting during the year;

(2) there were no significant changes in accounting policies during the year; and

(3) there have been certain instances of fraud which have been duly reported to the Reserve Bank of India.
- Place: Kochi  
Date: May 02, 2025
- Sd/-  
**Mathews Markose**  
Chief Executive Officer
- Sd/-  
**Ramandeep Singh**  
Chief Financial Officer
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# Independent Auditor’s Report

To the Members of Muthoot Capital Services Limited  
Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of Muthoot Capital Services Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 (“The Act”) in the manner so required and give a true and fair view in conformity with the 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 31st March, 2025, and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, 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. The following are the Key Audit Matters.

| Key Audit matter  | How our audit addressed the Key matter   |
|---|--|
| <p><b>Impairment Loss Allowance</b></p> <p>Management's judgements in the calculation of impairment allowances have significant impact on the financial statements. The estimates regarding impairment allowances are complex and require a significant degree of judgement, which increased with implementation of Expected Credit Loss (“ECL”) approach as required by Ind AS 109 relating to “Financial instruments.”</p> <p>Management is required to determine the expected credit loss that may occur over either a 12-month period or the remaining life of an asset, depending on the categorization of the individual asset.</p> <p>The key areas of judgement include:</p> <ol style="list-style-type: none"><li>1. Categorization of loans in Stage I, II and III based on identification of:<ol style="list-style-type: none"><li>(a) exposures with significant increase in credit risk since their origination and</li><li>(b) Individually impaired / default exposures.</li></ol></li><li>2. Techniques used to determine Loss Given Default ('LGD') and Probability of Default ('PD') to calculate an ECL based on experience.</li><li>3. The impact of different future macroeconomic conditions in the determination of ECL.</li></ol> <p>Management has made several interpretations and assumptions when designing and implementing models that are compliant with the standard.</p> <p>The accuracy of data flows and the implementation of related controls is critical for the integrity of the estimated impairment provisions. Given the significance of judgements and the high complexity related particularly to the calculation of ECL we considered this area as a Key Audit Matter.</p> | <ul style="list-style-type: none"><li>■ We obtained an understanding of management's assessment of impairment of loans and advances including the Ind AS109 implementation process, internal rating model, impairment allowance policy and ECL modelling methodology.</li><li>■ We assessed the design and implementation and tested the operating effectiveness of controls over the modelling process including governance over monitoring of the model and approval of key assumptions.</li><li>■ We also verified the key judgements and assumptions relating to the macro-economic scenarios and the associated probability weights.</li><li>■ We also assessed the approach of the Company for categorization the loans in various stages reflecting the inherent risk in the respective loans.</li><li>■ For a sample of financial assets, we tested the correctness of Staging, reasonableness of PD, accuracy of LGD and ECL computation.</li><li>■ We have also verified the compliance of circulars issued by Reserve Bank of India from time to time during the year on this subject.</li></ul> <p>As a result of the above audit procedures no material differences were noted. We confirm the adequacy of disclosures made in the financial statements</p> |

### Information Other than the Financial Statements and Auditor's Report Thereon

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

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes 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 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility for the Audit of 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

### Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure A" to this Report, a Statement on the matters specified in para 3 and 4 of the said Order.
- 2) As required by Section 143(3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) in our opinion, proper books of account as required by law have been kept by the Company in electronic mode so far as it appears from our examination of those books. Also, the back-ups of the core accounting systems are taken only on a weekly basis and such back-ups are maintained only in servers located in India. The Company is taking necessary steps to comply with the regulatory requirement in this regard;
  - (c) the Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;

- (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015;
- (e) On the basis of the written representations received from the Directors taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2025 from being appointed as a Director in terms of Section 164(2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **“Annexure B”**;
- (g) The Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to 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 does not have any pending litigations except as disclosed in the financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The derivate contracts being in the nature of the hedge contracts, the Company does not anticipate any material losses from the same.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.
    - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
    - b) The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to my / our notice that has caused me / us to believe that the representations under (iv) contain any material misstatement.
  - v. The Company has not declared or paid any Dividend during the year.

- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 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 the audit trail feature being tampered with.

**For Sundaram and Srinivasan**  
**Chartered Accountants**  
**Firm Registration No: 004207S**

**S. Usha**  
**Partner**  
**Membership Number: 211785**  
**UDIN: 25211785BMIUPO5486**

**Place: Chennai**  
**Date: 14th May 2025**

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

With reference to the Annexure A referred to in paragraph 1 under the heading “Report on other Legal and Regulatory Requirements” of the Independent Auditor's report to the members of **Muthoot Capital Services Limited** on the Financial Statements for the year ended 31st March, 2025, we report that:

- (i)

a)

(A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-assets.

(B) The Company is maintaining proper records showing full particulars of Intangible Assets

b)

Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed

c)

According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties disclosed in the financial statements are held in the name of the Company as at Balance Sheet date.

d)

The Company has not revalued its Property Plant and Equipment or Intangible assets or both during the year.

e)

Based on our examination of the Books of Accounts and other Records of the Company and based on the information and explanation provided by the management, no proceedings has been initiated or pending against the Company for holding any benami property under Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder. Hence reporting under this clause is not applicable.
- (ii)

a)

The Company does not have any inventory and hence reporting under this clause is not applicable.

b)

During the year, the Company had availed working capital limits in excess of ₹ 5 (Five) Crores from banks and financial institutions on the basis of security of current assets. The quarterly returns and the statements submitted to lenders are in agreement with the books of accounts.
- (iii)

a)

Clause 3(iii)(a) is not applicable to the Company since the Company's principal business is to give loans.

b)

Based on our examination of the Books of Accounts and other Records of the Company and based on the information and explanation provided by the management, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans are not prima facie prejudicial to the Company's interest.

c)

The schedule of repayment of principal and payment of interest has been stipulated for all Loans and advances in the nature of loans, The repayments of principal and payments of interest are regular except for loans amounting to ₹ 49,421.51 Lakhs for which repayment of principal and payments of interest are not regular.

| Bucket           | Amount (₹ in Lakhs) |
|------------------|---------------------|
| 1-90 DPD         | 36,180.80           |
| More than 90 DPD | 13,240.71           |

- d)

The amounts overdue for more than 90 days aggregating principal repayment and interest payments is ₹ 13,240.71 Lakhs. In our opinion reasonable steps have been taken by the Company for recovery of principal and interest.
- e)

Clause 3(iii)(e) is not applicable to the Company since the Company's principal business is to give loans
- f)

The Company has not given loans or advances in the nature of loans repayable on demand or without specifying the terms or period of repayment.

(iv)

Based on our audit procedures and according to the information and explanation given to us, the Company has neither given any loan, guarantees and security nor made any investment during the year covered under Section 185 and 186 of the Act. Therefore paragraph 3(iv) of the Order is not applicable to the Company.

(v)

In our opinion and according to the information and explanations given to us, the Company being a Non-Banking Financial Company registered with the Reserve Bank of India, the provisions of Section 73 to 76 or any other relevant provision of the Act and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted are not applicable to the Company. In respect of deposits accepted, in our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India, to the extent applicable, have been complied with. According to the information and explanations given to us by the management, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal in respect of the aforesaid deposits.

(vi)

The Central Government has not specified the maintenance of cost records under Section 148(1) of the Act. Therefore, the provisions of clause (vi) of paragraph 3 of the Order are not applicable to the Company.

(vii)

a)

The Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it during the year with appropriate authorities.

b)

According to the information and explanations given to us and the records of the Company examined by us, there were no undisputed amounts payable in respect of provident fund, income-tax, goods and services tax, cess and other statutory dues outstanding as at 31st March 2025 for a period of more than six months from the date they became payable

(viii)

There was no transaction which were not recorded in the books of accounts or surrendered as Income during the year in the tax assessments under Income Tax Act.

(ix)

a)

Based on our examination of the books of accounts and other records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

b)

Based on our examination of the Books of Accounts and other records of the Company and based on the information and explanation provided by the management, the Company has not been declared as a willful defaulter by any bank, financial institution, or any other lender.

c)

Based on our examination of the Books of Accounts and other records of the Company and based on the information and explanation provided by the management, Term Loans obtained were applied for the purposes for which it was obtained.

- d) Based on our examination of the Books of Accounts and other records of the Company and based on the information and explanation provided by the management, no funds raised on short term basis have been utilized for long term purposes.
- e) The Company does not have any Subsidiary, Joint Venture or Associate companies. Hence reporting under clauses 3(ix)(e) and 3(ix)(f) are not applicable.
- x) a) According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer during the year.
- b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Hence reporting under this clause is not applicable.
- xi) a) To the best of our knowledge and belief and according to the information and explanations given to us, during the year, no fraud by the Company or no material fraud on the Company were noticed or reported.
- b) No report under sub section (12) of Section 143 of the Companies Act in Form ADT-4 was filed as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) We have taken into consideration the whistle blower complaints received by the Company during the year and shared with us for reporting under this clause.
- xii) The Company is not a Nidhi Company. Hence, clauses 3(xii)(a),(b),(c) of the Order are not applicable.
- xiii) According to the information and explanations given to us and based on our audit procedures, the Company has generally complied with the provisions of Sections 177 and 188 of the Companies Act, 2013 with respect to related party transactions except in one related party transaction where the value of transactions exceeded the omnibus limits approved by the Audit Committee and monetary threshold prescribed under the proviso to Section 177(4) of the Act by ₹ 2.10 Crores. However, the terms and conditions of the said transaction were in accordance with approval of the Audit Committee.
- xiv) a) The Company has an Internal Audit System commensurate with the size and nature of its Business.
- b) We have considered the Reports of Internal Auditors for the financial year ended 31st March 2025.
- xv) According to the information and explanations given to us by the management, the Company has not entered into any non-cash transactions with Directors or Persons connected with the Directors during the year.
- xvi) a) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and has obtained registration.
- b) The Company has conducted Non-Banking Financial activities with valid Certificate of Registration from Reserve Bank of India.
- c) The Company is not a Core Investment Company, hence reporting under clause 3(xvi)(c) is not applicable
- d) The Group does not have any Core Investment Companies as a part of the group.

- xvii) The Company has not incurred cash losses during the year and the immediately preceding financial year.
- xviii) There has been no case of resignation of Statutory Auditor during the year. Hence, reporting under clause 3(xviii) of the Order is not applicable
- xix) On the basis of our evaluation of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statement and our knowledge of Board of Directors and Management plans, we are of the opinion that, no material uncertainty exists as on the date of 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.
- xx) a) There is no unspent amount of Corporate Social Responsibility expenditure which requires to be transferred to a fund specified in Schedule VII to the Companies Act, 2013
- b) The Company does not have any ongoing project for CSR. Hence reporting under this clause is not applicable
- xxi) As the Company is not required to prepare the consolidated financial statements, the reporting under this clause is not applicable

**For Sundaram & Srinivasan**  
**Chartered Accountants**  
**Firm Registration Number: 0042075**

**S. Usha**  
**Partner**  
**Membership Number: 211785**  
**UDIN: 25211785BMIUPO5486**

**Place: Chennai**  
**Date: 14th May 2025**

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) of our Report of even date]

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

We have audited the internal financial controls over financial reporting of **Muthoot Capital Services Limited** ("the Company") as of 31st March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

A Company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Sundaram & Srinivasan  
Chartered Accountants  
Firm Registration Number: 004207S

S. Usha  
Partner  
Membership Number: 211785  
UDIN: 25211785BMIUPO5486

Place: Chennai  
Date: 14th May 2025

Balance Sheet  
as at 31<sup>st</sup> March 2025

| (₹ in lakhs)   |      |                      |                      |
|--|------|----------------------|----------------------|
| Particulars  | Note | As at<br>31-Mar-2025 | As at<br>31-Mar-2024 |
| <b>I. ASSETS</b>   |      |                      |                      |
| <b>1. Financial Assets</b>   |      |                      |                      |
| a. Cash and Cash Equivalents   | 8    | 29,691.39            | 18,098.81            |
| b. Bank Balance Other than Cash and Cash Equivalents                                       | 9    | 10,273.20            | 6,661.32             |
| c. Loans   | 10   | 2,98,012.74          | 1,85,504.28          |
| d. Investments   | 11   | 11,211.40            | 10,734.43            |
| e. Other Financial Assets  | 12   | 1,419.16             | 804.63               |
| <b>2. Non – Financial Assets</b>   |      |                      |                      |
| a. Current Tax Assets (Net)  | 13   | 2,004.47             | 2,793.67             |
| b. Deferred Tax Assets (Net)   | 40   | 3,978.95             | 5,538.23             |
| c. Property Plant and Equipment  | 14   | 450.81               | 214.85               |
| d. Right-of-use Assets   | 15   | 223.55               | -                    |
| e. Other Intangible Assets   | 16   | 302.01               | 386.70               |
| f. Other Non-Financial Assets  | 17   | 882.76               | 679.91               |
| <b>TOTAL ASSETS</b>  |      | <b>3,58,450.44</b>   | <b>2,31,416.83</b>   |
| <b>II. LIABILITIES AND EQUITY</b>  |      |                      |                      |
| <b>A. LIABILITIES</b>  |      |                      |                      |
| <b>1. Financial Liabilities</b>  |      |                      |                      |
| a. Payables  |      |                      |                      |
| <b>I. Trade Payables</b>   |      |                      |                      |
| i) Total Outstanding Dues of Micro Enterprises and Small Enterprises                       |      | -                    |                      |
| ii) Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises | 18   | 2,790.92             | 1,490.48             |
| b. Debt Securities   | 19   | 98,297.56            | 42,869.07            |
| c. Borrowings (Other than Debt Securities)   | 20   | 1,82,447.35          | 1,18,753.22          |
| d. Deposits  | 21   | 4,318.56             | 3,270.40             |
| e. Subordinated Liabilities  | 22   | 193.51               | 1,115.88             |
| f. Other Financial Liabilities   | 23   | 3,497.48             | 2,165.05             |
| g. Lease Liabilities   | 24   | 228.48               | -                    |

Balance Sheet  
as at 31<sup>st</sup> March 2025

| (₹ in lakhs)                        |      |                      |                      |
|-------------------------------------|------|----------------------|----------------------|
| Particulars                         | Note | As at<br>31-Mar-2025 | As at<br>31-Mar-2024 |
| <b>2. Non-Financial Liabilities</b> |      |                      |                      |
| a. Provisions                       | 25   | 417.62               | 313.53               |
| b. Other Non-Financial Liabilities  | 26   | 452.59               | 264.31               |
| <b>B. EQUITY</b>                    |      |                      |                      |
| a. Equity Share Capital             | 27   | 1,644.75             | 1,644.75             |
| b. Other Equity                     | 28   | 64,161.61            | 59,530.14            |
| <b>TOTAL LIABILITIES AND EQUITY</b> |      | <b>358,450.44</b>    | <b>2,31,416.83</b>   |

**Note:** The accompanying notes form an integral part of the financial statements (Note No: 1-82).  
As per our separate report of even date attached

**For M/s. Sundaram & Srinivasan**  
Chartered Accountants  
FRN No.: 004207S

Sd/-  
**S. Usha**  
Partner  
Membership No.: 211785

**Place: Kochi**  
**Date: 14<sup>th</sup> May 2025**

**For and on behalf of the Board of Directors of Muthoot Capital Servcies Limited**

Sd/-  
**Tina Suzanne George**  
Whole-Time Director  
DIN: 09775050

Sd/-  
**Mathews Markose**  
Chief Executive Officer

Sd/-  
**Ramandeep Singh**  
Chief Financial Officer

Sd/-  
**Deepa Gopalakrishnan**  
Company Secretary & Compliance Officer

# Statement of Profit and Loss

for the year ended 31<sup>st</sup> March 2025

(₹ in lakhs)

| Particulars  | Note | For the year ended<br>31-Mar-2025 | For the year ended<br>31-Mar-2024 |
|--|------|-----------------------------------|-----------------------------------|
| <b>I. Revenue from Operations</b>                          |      |                                   |                                   |
| a. Interest Income   | 29   | 44,659.43                         | 36,879.13                         |
| b. Dividend Income   |      | 3.41                              | 3.13                              |
| c. Fees and Charges Income                                 | 30   | 2,418.58                          | 2,725.42                          |
| d. Net Gain on Fair Value Changes                          | 31   | 3.96                              | 70.80                             |
| e. Other Operating Income                                  | 32   | 79.93                             | 161.54                            |
| <b>Total Revenue from Operations</b>                       |      | <b>47,165.31</b>                  | <b>39,840.02</b>                  |
| <b>II. Other Income</b>                                    | 33   | <b>484.22</b>                     | <b>300.76</b>                     |
| <b>III. Total Income (I+II)</b>                            |      | <b>47,649.53</b>                  | <b>40,140.78</b>                  |
| <b>IV. Expenses</b>  |      |                                   |                                   |
| a. Finance Costs   | 34   | 22,356.03                         | 16,756.41                         |
| b. Impairment on Financial Instruments                     | 35   | 1,937.95                          | 752.16                            |
| c. Employee Benefits Expenses                              | 36   | 9,510.92                          | 7,997.10                          |
| d. Depreciation, Amortization and Impairment               | 37   | 477.24                            | 86.42                             |
| e. Net Loss on Fair Value Changes                          | 38   | 18.69                             | -                                 |
| f. Other Expenses  | 39   | 7,308.93                          | 7,699.46                          |
| <b>Total Expenses</b>                                      |      | <b>41,609.76</b>                  | <b>33,291.55</b>                  |
| <b>V. Profit Before Exceptional Items And Tax (III-IV)</b> |      | <b>6,039.77</b>                   | <b>6,849.23</b>                   |
| <b>A. Less: Exceptional Items: (Refer note 78)</b>         |      |                                   |                                   |
| a. Loss from ARC   |      | -                                 | 4,286.97                          |
| b. Reversal Overlay  |      | -                                 | (13,871.62)                       |
| <b>Profit/(Loss) Before Tax (V- A)</b>                     |      | <b>6,039.77</b>                   | <b>16,433.88</b>                  |
| <b>VI. Tax Expenses:</b>                                   | 40   |                                   |                                   |
| a. Current Tax   |      | -                                 | 595.62                            |
| b. Deferred tax  |      | 1,540.16                          | 3,707.69                          |
| c. Taxes relating to prior years                           |      | (74.99)                           | (135.22)                          |
| <b>Total Tax expenses</b>                                  |      | <b>1,465.17</b>                   | <b>4,168.09</b>                   |
| <b>VII. Profit /(Loss) for the Year (V-VI)</b>             |      | <b>4,574.60</b>                   | <b>12,265.79</b>                  |

# Statement of Profit and Loss

for the year ended 31<sup>st</sup> March 2025

(₹ in lakhs)

| Particulars   | Note | For the year ended<br>31-Mar-2025 | For the year ended<br>31-Mar-2024 |
|---|------|-----------------------------------|-----------------------------------|
| <b>VIII. Other Comprehensive Income (OCI)</b>                                     |      |                                   |                                   |
| <b>[A] Items that will not be reclassified to Profit or Loss</b>                  |      |                                   |                                   |
| (i) Remeasurement of Defined Benefit Plans  |      | (52.38)                           | (96.49)                           |
| (ii) Fair value changes on Equity Instruments through Other Comprehensive Income  |      | 128.37                            | 74.66                             |
| (iii) Cost of Hedging   |      | -                                 | -                                 |
| (iv) Income Tax Relating to Items that will not be reclassified to Profit or Loss |      | (19.12)                           | 5.50                              |
| <b>Subtotal (A)</b>   |      | <b>56.87</b>                      | <b>(16.33)</b>                    |
| <b>[B] Items that will be reclassified to Profit or Loss</b>                      |      |                                   |                                   |
| (i) Cash Flow Hedging Reserve   |      | -                                 | -                                 |
| (ii) Income Tax Relating to Items that will be reclassified to Profit or Loss     |      | -                                 | -                                 |
| <b>Subtotal [B]</b>   |      | <b>-</b>                          | <b>-</b>                          |
| <b>Total Other Comprehensive Income (A+B)</b>                                     |      | <b>56.87</b>                      | <b>(16.33)</b>                    |
| <b>IX. Total Comprehensive Income for the year (VII+VIII)</b>                     |      | <b>4,631.47</b>                   | <b>12,249.46</b>                  |
| Earnings Per Equity Share (Face value of ₹ 10/- each)                             | 41   |                                   |                                   |
| Basic Earnings Per Equity Share (In Rupees)                                       |      | 27.81                             | 74.58                             |
| Diluted Earnings Per Equity Share (In Rupees)                                     |      | 27.81                             | 74.58                             |

**Note:** The accompanying notes form an integral part of the financial statements (Note No: 1-82).  
As per our separate report of even date attached

For **M/s. Sundaram & Srinivasan**  
Chartered Accountants  
FRN No.: 004207S

For and on behalf of the Board of Directors of  
**Muthoot Capital Servcies Limited**

Sd/-  
**S. Usha**  
Partner  
Membership No.: 211785

Sd/-  
**Tina Suzanne George**  
Whole-Time Director  
DIN: 09775050

Sd/-  
**Ritu Elizabeth George**  
Director  
DIN: 10766726

Place: Kochi  
Date: 14<sup>th</sup> May 2025

Sd/-  
**Mathews Markose**  
Chief Executive Officer

Sd/-  
**Ramandeep Singh**  
Chief Financial Officer

Sd/-  
**Deepa Gopalakrishnan**  
Company Secretary &  
Compliance Officer

# Statement of Cash Flows

for the year ended 31<sup>st</sup> March 2025

(₹ in lakhs)

| Particulars  | For the year ended<br>31-Mar-2025 | For the year ended<br>31-Mar-2024 |
|--|-----------------------------------|-----------------------------------|
| <b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>                              |                                   |                                   |
| Profit/(Loss) Before Tax   | 6,039.77                          | 16,433.88                         |
| <b>Adjustments to Reconcile Profit before Tax to Net Cash Flows:</b>       |                                   |                                   |
| Depreciation, Amortisation & Impairment                                    | 407.85                            | 86.42                             |
| Income recognised on credit impaired assets on change in accounting policy | -                                 | -                                 |
| Profit/Loss on sale of fixed assets  | (11.89)                           | (2.08)                            |
| Dividend Income  | (3.41)                            | (3.13)                            |
| Income from Investments  | (123.47)                          | (217.18)                          |
| Net gain on fair value changes   | (3.96)                            | (50.77)                           |
| Reversal Overlay   | -                                 | (13,871.62)                       |
| Impairment on Financial Instruments  | 256.72                            | (10,737.04)                       |
| Finance Cost   | 22,356.03                         | 16,756.41                         |
| <b>Operating Profit before Working Capital Changes</b>                     | <b>28,917.64</b>                  | <b>8,394.89</b>                   |
| <b>Adjustments for Net (Increase)/Decrease in Operating Assets:</b>        |                                   |                                   |
| Bank Balances other than Cash and Cash Equivalents                         | (3,611.89)                        | 585.52                            |
| Loans  | (1,12,765.18)                     | 7,174.64                          |
| Other Financial Assets   | (838.08)                          | 55.60                             |
| Other Non-Financial Assets   | 2,236.26                          | 1,882.32                          |
| <b>Adjustments for Net Increase/ (Decrease) in Operating Liabilities</b>   |                                   |                                   |
| Other Financial Liabilities  | 1,560.91                          | 338.39                            |
| Trade Payables   | 1,300.45                          | (1,487.33)                        |
| Other Non - Financial Liabilities  | 188.29                            | (33.30)                           |
| Provisions   | 51.71                             | (155.69)                          |
| <b>Net changes in working capital</b>                                      | <b>(1,11,877.53)</b>              | <b>8,360.15</b>                   |
| <b>Cash generated from Operations before Income Tax</b>                    | <b>(82,959.89)</b>                | <b>16,755.04</b>                  |
| Finance cost paid  | (25,115.35)                       | (14,804.77)                       |
| Direct Taxes paid  | (1,574.92)                        | (2,659.27)                        |
| <b>Net cash from / (used) in Operating Activities</b>                      | <b>(1,09,650.16)</b>              | <b>(709.00)</b>                   |
| <b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>                              |                                   |                                   |
| Purchase of Fixed Assets   | (401.80)                          | (89.78)                           |
| Increase in Work in progress   | (165.20)                          | (388.22)                          |
| Sale of Fixed Assets   | 19.78                             | 4.67                              |
| (Increase) / Decrease in Investment  | (344.65)                          | (6,055.20)                        |
| Interest on Investments  | 123.47                            | 217.18                            |
| Dividend Income  | 3.41                              | 3.13                              |
| <b>Net cash from / (used) in Investing Activities</b>                      | <b>(764.99)</b>                   | <b>(6,308.22)</b>                 |

# Statement of Cash Flows

for the year ended 31<sup>st</sup> March 2025

(₹ in lakhs)

| Particulars   | For the year ended<br>31-Mar-2025 | For the year ended<br>31-Mar-2024 |
|---|-----------------------------------|-----------------------------------|
| <b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>                         |                                   |                                   |
| Non Convertible Debentures  |                                   |                                   |
| Term loan from Bank and Other Financial Institution                   |                                   |                                   |
| Working Capital Demand Loan and Cash Credit                           |                                   |                                   |
| <b>Proceeds from:</b>   |                                   |                                   |
| Non Convertible Debentures  | 79,100.00                         | 19,900.00                         |
| Term loan from Bank and Other Financial Institution                   | 60,030.19                         | 17,000.00                         |
| Working Capital Demand Loan and Cash Credit                           | 9,210.79                          | 3.60                              |
| Securitisation  | 37,086.54                         | 13,632.82                         |
| Commercial Paper  | 79,533.70                         | 23,533.42                         |
| Public Deposits   | 1,633.44                          | 964.65                            |
| <b>Repayment of:</b>  |                                   |                                   |
| Non Convertible Debentures  | (7,325.00)                        | (5,000.00)                        |
| Market Linked Debentures  | (14,000.00)                       | -                                 |
| Term loan from Bank and Other Financial Institution                   | (21,188.64)                       | (16,183.05)                       |
| Loan from Director  | (678.50)                          | -                                 |
| Working Capital Demand Loan and Cash Credit                           | (12,105.02)                       | (24,369.80)                       |
| Securitisation  | (22,564.16)                       | (37,239.69)                       |
| Commercial Paper  | (65,562.10)                       | (15,673.25)                       |
| Public Deposits   | (669.58)                          | (1,452.25)                        |
| Subordinated Debt   | (493.93)                          | (187.30)                          |
| <b>Net Cash Generated from Financing Activities</b>                   | <b>1,22,007.73</b>                | <b>(25,070.85)</b>                |
| <b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b> | <b>11,592.58</b>                  | <b>(32,088.07)</b>                |
| Opening Balance of Cash and Cash Equivalents (Refer Note 8)           | 18,098.81                         | 50,186.88                         |
| <b>Closing Balance of Cash and Cash Equivalents (Refer Note 8)</b>    | <b>29,691.39</b>                  | <b>18,098.81</b>                  |

**Note:** The accompanying notes form an integral part of the financial statements (Note No: 1-82).  
As per our separate report of even date attached

For **M/s. Sundaram & Srinivasan**  
Chartered Accountants  
FRN No.: 0042075

For and on behalf of the Board of Directors of  
**Muthoot Capital Servcies Limited**

Sd/-  
**S. Usha**  
Partner  
Membership No.: 211785

Sd/-  
**Tina Suzanne George**  
Whole-Time Director  
DIN: 09775050

Sd/-  
**Ritu Elizabeth George**  
Director  
DIN: 10766726

**Place: Kochi**  
**Date: 14<sup>th</sup> May 2025**

Sd/-  
**Mathews Markose**  
Chief Executive Officer

Sd/-  
**Ramandeep Singh**  
Chief Financial Officer

Sd/-  
**Deepa Gopalakrishnan**  
Company Secretary &  
Compliance Officer

# Statement of Changes in Equity

for the year ended 31<sup>st</sup> March 2025

A. Equity Share Capital

| Particulars  | Number of Shares | (₹ in lakhs) |
|--|------------------|--------------|
| As at 1st April, 2023                                      | 1,64,47,533      | 1,644.75     |
| Changes in Equity Share Capital due to prior period errors | -                | -            |
| Restated balance as at 1st April, 2023                     | 1,64,47,533      | 1,644.75     |
| Increase / (decrease) during the year -                    | -                | -            |
| As at 31st March, 2024                                     | 1,64,47,533      | 1,644.75     |
| Changes in Equity Share Capital due to prior period errors | -                | -            |
| Restated balance As at 1st April, 2024                     | 1,64,47,533      | 1,644.75     |
| Increase / (decrease) during the year -                    | -                | -            |
| As at 31st March, 2025                                     | 1,64,47,533      | 1,644.75     |

B. Other Equity

(₹ in lakhs)

| Particulars  | Reserves and Surplus |                    |                 |                   | Other Comprehensive Income |                 |   | Total     |
|--|----------------------|--------------------|-----------------|-------------------|----------------------------|-----------------|---|-----------|
|  | Statutory Reserve    | Securities Premium | General Reserve | Retained Earnings | Equity Instruments         | Cost of Hedging | Remeas-urement of Defined Benefit Plans |           |
| Opening Balance as at 1st April,2023                 | 9,986.00             | 20,135.00          | 1,185.00        | 15,894.64         | 80.05                      | -               | -                                       | 47,280.69 |
| Changes in accounting policy or prior period items   | -                    | -                  | -               | -                 | -                          | -               | -                                       | -         |
| Restated balance as at 1st April, 2023               | 9,986.00             | 20,135.00          | 1,185.00        | 15,894.64         | 80.05                      | -               | -                                       | 47,280.69 |
| Profit/(Loss) for the Year                           | -                    | -                  | -               | 12,265.79         | -                          | -               | -                                       | 12,265.79 |
| Other Comprehensive Income for the Year              | -                    | -                  | -               | -                 | 74.66                      | -               | (96.49)                                 | (21.83)   |
| Income Tax on OCI                                    | -                    | -                  | -               | -                 | (18.79)                    | -               | 24.28                                   | 5.49      |
| Cost of Hedging transferred to Retained Earnings     | -                    | -                  | -               | -                 | -                          | -               | -                                       | -         |
| Retirement Benefits transferred to Retained Earnings | -                    | -                  | -               | (72.21)           | -                          | -               | 72.21                                   | -         |
| Transferred to/(from)                                | 2,450.00             | -                  | -               | (2,450.00)        | -                          | -               | -                                       | -         |
| Total Comprehensive Income for the Year              | 2,450.00             | -                  | -               | 9,743.58          | 55.87                      | -               | -                                       | 12,249.45 |
| Balance as at 31st March, 2024                       | 12,436.00            | 20,135.00          | 1,185.00        | 25,638.22         | 135.92                     | -               | -                                       | 59,530.14 |

(₹ in lakhs)

| Particulars  | Reserves and Surplus |                    |                 |                   | Other Comprehensive Income |                 |   | Total     |
|--|----------------------|--------------------|-----------------|-------------------|----------------------------|-----------------|---|-----------|
|  | Statutory Reserve    | Securities Premium | General Reserve | Retained Earnings | Equity Instruments         | Cost of Hedging | Remeas-urement of Defined Benefit Plans |           |
| Changes in accounting policy or prior period items   | -                    | -                  | -               | -                 | -                          | -               | -                                       | -         |
| Restated balance as at 1st April, 2024               | 12,436.00            | 20,135.00          | 1,185.00        | 25,638.22         | 135.92                     | -               | -                                       | 59,530.14 |
| Profit/(Loss) for the Year                           | -                    | -                  | -               | 4,574.60          | -                          | -               | -                                       | 4,574.60  |
| Other Comprehensive Income for the Year              | -                    | -                  | -               | -                 | 128.37                     | -               | (52.38)                                 | 75.98     |
| Income Tax on OCI                                    | -                    | -                  | -               | -                 | (32.31)                    | -               | 13.18                                   | (19.12)   |
| Cost of Hedging transferred to Retained Earnings     | -                    | -                  | -               | -                 | -                          | -               | -                                       | -         |
| Retirement Benefits transferred to Retained Earnings | -                    | -                  | -               | (39.20)           | -                          | -               | 39.20                                   | -         |
| Transferred to/(from)                                | 930.00               | -                  | -               | (930.00)          | -                          | -               | -                                       | -         |
| Total Comprehensive Income for the Year              | 930.00               | -                  | -               | 3,605.41          | 96.06                      | -               | -                                       | 4,631.47  |
| Balance as at 31st March, 2025                       | 13,366.00            | 20,135.00          | 1,185.00        | 29,243.63         | 231.98                     | -               | -                                       | 64,161.61 |

Note: The accompanying notes form an integral part of the financial statements (Note No: 1-82)

For M/s. Sundaram & Srinivasan

Chartered Accountants  
FRN No.: 004207S

Sd/-  
**S. Usha**  
Partner  
Membership No.: 211785

Place: Kochi  
Date: 14<sup>th</sup> May 2025

Sd/-  
**Mathews Markose**  
Chief Executive Officer

For and on behalf of the Board of Directors of  
**Muthoot Capital Servcies Limited**

Sd/-  
**Tina Suzanne George**  
Whole-Time Director  
DIN: 09775050

Sd/-  
**Ramandeep Singh**  
Chief Financial Officer

Sd/-  
**Ritu Elizabeth George**  
Director  
DIN: 10766726

Sd/-  
**Deepa Gopalakrishnan**  
Company Secretary &  
Compliance Officer

# Notes to Financial Statements

## for the year ended 31<sup>st</sup> March 2025

### 1. CORPORATE INFORMATION

Muthoot Capital Services Limited ('the Company') is a public company domiciled in India, governed by the Companies Act 2013 and is a Systemically Important Deposit Accepting Non-Banking Financial Company ("NBFC") registered with Reserve Bank of India. The shares of the Company are listed on the Bombay Stock Exchange and the National Stock Exchange. The Company is part of the Muthoot Pappachan Group. During the year, the Company was primarily engaged in the business of financing for purchase of automobiles, mainly two wheelers, used four wheelers and commercial vehicles against hypothecation of the vehicles and granting of personal/ business loans etc. The company has also obtained the licence of corporate agent at the later part of the year from the IRDA (CA 1022). The registration details are as follows:

RBI : 16.00024

Corporate Identity Number (CIN) : L67120KL1994PLC007726"

The registered office of the Company is at 3rd Floor, Muthoot Towers, M.G.Road, Kochi-682035. The financial statements of the Company for the year ended 31st March, 2025 were approved for issue in accordance with the resolution of the Board of Directors on 14th May, 2025.

### 2. BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The financial statements have been prepared under the historical cost convention, as modified by the application of fair value measurements required or allowed by relevant Accounting Standards. Accounting policies have been consistently applied to all periods presented, unless otherwise stated.

The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are material to the Company are discussed in Note 7 - Material Accounting Judgements, Estimates and Assumptions.

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest lakhs, except where otherwise indicated.

### 3. PRESENTATION OF FINANCIAL STATEMENT

The financial statements of the Company are presented as per Schedule III (Division III) of the Companies Act, 2013 applicable to NBFCs and Companies (Indian Accounting Standards) Rules 2015, as amended, as notified by the Ministry of Corporate Affairs (MCA).

### 4. STATEMENT OF COMPLIANCE

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

### 5. NEW AND AMENDED ACCOUNTING STANDARDS ADOPTED BY THE COMPANY

#### New Accounting Standards/Amendments notified but not yet effective:

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendment to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

### 6. MATERIAL ACCOUNTING POLICIES

#### 6.1 Financial instruments

##### (i) Business Model Assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management.
- The risks that affect the performance of the business model (and the financial assets held within that business model) and the way those risks are managed.
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- The expected frequency, value and timing of sales are also important aspects of the Company's assessment. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

##### (ii) The Solely Payments of Principal and Interest (SPPI) test

As a second step of its classification process the Company assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/ discount).

In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

The Company classifies its financial liabilities at amortised cost unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

**(iii) Financial Assets****a. Initial recognition and measurement**

All financial assets are recognized initially at fair value when the parties become 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.

**b. Subsequent measurement**

The Company classifies its financial assets into various categories for subsequent measurements. The classification depends on the contractual terms of the financial assets, cash flows and the company's business model for managing financial assets. The basis of classification and methodology for subsequent measurement is described below:

**(i) Financial assets measured at amortised cost**

A financial asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial assets measured at fair value through other comprehensive income (FVOCI)**

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(iii) Financial assets measured at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

**(iv) Financial Liabilities****a. Initial recognition and measurement**

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

**b. Subsequent Measurement**

Financial Liabilities are subsequently measured at amortized cost using the effective interest method, except those that are classified as FVTPL. Financial Liability is classified at FVTPL if it is held for trading or it is a derivative or it is designated as such on initial recognition.

**(v) Derecognition of financial assets and liabilities****a. Financial Asset**

The Company derecognises a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows from the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

An entity has transferred the financial asset if, and only if, either:

- i) It has transferred its contractual rights to receive cash flows from the financial asset or

- ii) It retains the rights to the cash flows, but has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement.

**b. Financial Liability**

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expired. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognized in profit or loss.

The Company's lease asset class consist of lease of buildings. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and ;
- (iii) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee for a period of twelve months or less (short-term leases). For short-term , the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The lease liability is the present value of the lease payments to be made over the lease term using the incremental borrowing rates. The right-of-use assets are initially recognized at adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs incurred. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use 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.

**(vi) Determination of Fair Value**

On initial recognition, all the Financial Instruments are measured at fair value. For subsequent measurement, the Company measures certain categories of Financial Instruments (eg. Derivatives) at fair value on each Balance Sheet date.

Fair value is the price that would be received on selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. In the principal market for the asset or liability, or
- ii. In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic interest.

A fair value measurement of a Non-Financial Asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

**Level 1 Financial Instruments** - These inputs used in the valuation are at unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regard to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the Balance Sheet date.

**Level 2 Financial Instruments** - These inputs used for valuation are significant, and are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Company will classify the instruments as Level 3.

**Level 3 Financial Instruments** - Those that include one or more unobservable input that is significant to the measurement as a whole.

#### (vii) Impairment of Financial Assets

In accordance with Ind AS 109, the company uses Expected Credit Loss model (ECL) for evaluating impairment of Financial Assets other than those measured at fair value through profit or loss.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since initial recognition, in which case, the allowance is based on the 12 months' expected credit loss.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is the portion of Lifetime ECL that represent the ECL that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both Lifetime ECLs and 12-month ECLs are calculated either on an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The Company does the assessment of significant increase in credit risk at a borrower level.

Pursuant to the Ind AS 109 - Financial Instruments, the Company is following the 'three-stage'

model to evaluate impairment of assets based on changes in credit quality since initial recognition which is summarized as below:

#### Stage 1 (Upto 30 days default)

Includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date; sub-categorized into "0" bucket and "1-30" bucket.

#### Stage 2 (31-90 days default)

Includes loan assets that have had a significant increase in credit risk since initial recognition, but that do not have objective evidence of impairment; sub categorized into "31-60" and "61-90" buckets.

#### Stage 3 (All accounts marked as credit-impaired in line with the revised RBI circular noted below)

In line with Reserve Bank of India Master Circular on Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances and Clarifications dated November 12, 2021 borrower accounts shall be flagged as overdue as part of the day-end processes for the due date, irrespective of the time of running such processes. Similarly, classification of borrower accounts as Non-Performing Asset / Stage 3 shall be done as part of day-end process for the relevant date i.e. more than 90 days overdue and NPA/Stage 3 classification date shall be the calendar date for which the day end process is run. In other words, the date of Non-Performing Asset / Stage 3 shall reflect the asset classification status of an account at the day-end of that calendar date. The Company has carried out the requirement in line with Reserve Bank of India Clarification and accordingly the change in accounting policy is effective financial year 2021-22. Upgradation of accounts classified as Stage 3/Non-performing assets (NPA) - The Company upgrades loan accounts classified as Stage 3/NPA to standard" asset category only if the entire arrears of interest, principal and other amount are paid by the borrower and there is no change in the accounting policy followed by the company in this regard.

#### Credit-impaired financial assets:

At each reporting date, the company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the borrower or issuer;
- A breach of contract such as a default or past due event;
- The restructuring of a loan or advance by the company on terms that the company would not consider otherwise;
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
- The disappearance of an active market for a security because of financial difficulties.

#### The Expected Credit Loss (ECL)

As per Ind AS 109, the loan losses are to be provided based on ECL method. ECL is measured at 12-month ECL for Stage 1 loan assets and at Lifetime ECL for Stage 2 and Stage 3 loan assets.

ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, i.e.,  $ECL = PD \times EAD \times LGD$

**PD:** Probability of Default ("PD") is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognized and is still in the portfolio. The PD is computed for Stage 1, Stage 2 and Stage 3 independently by determining default rates based on the historical data after giving due weightage for abnormal period and events, probability of roll back etc.

**EAD:** Exposure at Default ("EAD") is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected draw down on committed facilities, etc.

**LGD:** Loss Given Default ("LGD") 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. In respect of Financial Assets where historical information is not available, minimum provision as mandated under RBI guidelines would be made along with additional provision as considered necessary by the management.

#### Forward Looking Information

While estimating the expected credit losses, the Company reviews macro-economic developments occurring in the economy and the market it operates in. On a periodic basis, the Company analyses if there is any relationship between key economic trends like GDP, unemployment rates, benchmark rates set by the Reserve Bank of India, inflation etc. with the estimate of PD, LGD and EAD determined by the Company based on its internal data as described above. While the internal estimates of PD, LGD and EAD rates by the Company may not be always reflective of such relationships, temporary overlays, if any, are embedded in the methodology to reflect such macro-economic trends reasonably.

To mitigate its credit risks on Financial Assets, the Company seeks to use collateral where possible. The collateral comes in various forms such as vehicles, guarantees, securities etc. However, the fair value of collateral affects the calculation of ECL. The collateral is majorly the property for which the loan is given. The fair value of the same is based on historical data of recovery/management estimates provided by third party on management judgements.

#### (viii) Write-Offs

The Company reduces the gross carrying amount of a Financial Asset when the Company has no reasonable expectations of recovering a Financial Asset in its entirety or a portion thereof. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cashflows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the Statement of Profit and Loss.

## 6.2 Revenue from Operations

### 6.2.1 Interest Income

- i) Interest income is recognized by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets except for purchased or originated credit impaired Financial Assets and other credit impaired assets. The EIR in case of a Financial Asset is computed
  - a. At the rate that exactly discounts estimated future cash receipts through the expected life of a Financial Asset to the gross carrying amount of the Financial Asset.

- b. By considering all the contractual terms of the financial instrument in estimating the cash flows.
  - c. Including all fees received between parties to the contract that are an integral part of the Effective Interest Rate, transaction costs, and all other premiums or discounts.
- ii) Interest income on overdue interest levied on customers for delay in repayment of contractual cash flows are both recognized on receipt basis.
  - iii) Interest income on credit-impaired financial assets: the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

### 6.2.2 Recognition of revenue from sale of goods or services and Fees and Charges Income

Revenue (other than for Financial Instruments within the scope of Ind AS 109) is measured at an amount that reflects the considerations, to which an entity expects to be entitled in exchange for transferring goods or services to customer, excluding amounts collected on behalf of third parties.

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

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

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

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

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

**Step 5:** Recognise revenue when (or as) the respective company satisfies a performance obligation. Revenue from contract with customer for rendering services is recognized at a point in time when the performance obligation is satisfied.

### 6.2.3 Net Gain on Derecognition of Financial Instruments Under Amortized Cost Category

Net gain/loss arising on derecognition of Financial Instruments is recognised directly in the Statement of Profit and Loss and presented separately under the head Net Gain on Derecognition of Financial Instruments Under Amortized Cost Category.

### 6.2.4 Income for acting as Corporate Agent

The Company is acting as a corporate agent for its insurance service against its customers offered by the insurance partner. For this the company is getting an agreed commission.

## 6.3 Expenses

### 6.3.1 Finance Costs

Finance costs represents Interest expense recognized by applying the Effective Interest Rate

(EIR) to the gross carrying amount of financial liabilities other than financial liabilities classified as FVTPL.

The EIR in case of a financial liability is computed:

- a. At the rate that exactly discounts estimated future cash payments through the expected life of the Financial Liability to the gross carrying amount of the amortised cost of a Financial Liability.
- b. By considering all the contractual terms of the Financial Instrument in estimating the cash flows.
- c. Including all fees paid between parties to the contract that are an integral part of the Effective Interest Rate, transaction costs, and all other premiums or discounts.

Interest expense includes issue costs that are initially recognized as part of the carrying value of the Financial Liability and amortized over the expected life using the effective interest method. These include fees and commissions payable to advisors and other expenses such as external legal costs, rating fee etc, provided these are incremental costs that are directly related to the issue of a Financial Liability.

6.3.2 Taxes

a) Current Tax

Current Tax Assets and Liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Company operates and generates taxable income.

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

b) Deferred Tax

Deferred Tax Assets and Liabilities are recognized for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred Income Tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related Deferred Income Tax asset is realized or the Deferred Income Tax liability is settled.

Deferred Tax Assets are recognized for detectable temporary differences, carry forward, unused tax losses and unused tax credits if it is probable that future taxable amounts will arise to utilise those temporary differences and losses. Deferred Tax Assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred Tax Assets and Liabilities are offset where there is a legally enforceable right to offset Current Tax Assets and Liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle Current Tax Liabilities and assets on a net basis or their tax assets and liabilities are realised simultaneously.

6.4 Cash and Cash Equivalents

Cash and Cash Equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value, cheques on hand and balances with banks. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes).

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

6.5 Property, Plant and Equipment

Property, Plant and Equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, (if any). The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

6.5.1 Depreciation

Depreciation is calculated using the written down value method to write down the cost of Property, Plant and Equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013.

The estimated useful lives (in years) are as follows:

| Particulars            | Useful life as prescribed by Schedule II of the Companies Act, 2013 | Useful Life Estimated by Company |
|------------------------|---|----------------------------------|
| Motor Vehicles         |   |                                  |
| i) Car                 | 8   | 8                                |
| ii) Cycle, Scooters    | 10  | 10                               |
| Furniture and Fittings | 10  | 10                               |
| Office Equipment       | 5   | 5                                |
| Computer & Accessories |   |                                  |
| i) Computer            | 3   | 3                                |
| ii) Network & Servers  | 6   | 6                                |
| Windmill Generator     | 22  | 22                               |
| Building               | 60  | 60                               |

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Property, Plant and Equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in other income/ expense in the Statement of Profit and Loss in the year the asset is derecognised. The date of disposal of an item of Property, Plant and Equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

## 6.6 Intangible Assets

An intangible asset is recognized only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Company.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortisation period or methodology, as appropriate, which are then treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is presented as a separate line item in the Statement of Profit and Loss. Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis in the Statement of Profit and Loss from/upto the date of acquisition/sale.

Amortisation is calculated using the written down value method to write down the cost of intangible assets to their residual values over their estimated useful lives. Intangible assets comprising of software are amortised on a written down value basis over a period of 3 years, unless it has a shorter useful life.

The Company's intangible assets consist of computer software with definite life.

Gains or losses from derecognition of intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognized in the Statement of Profit and Loss when the asset is derecognised.

## 6.7 Contingent Liabilities and Provisions other than impairment on Loan Portfolio

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

## 7. MATERIAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of Financial Statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future

periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Financial Statements is included in the following notes:

### 7.1 Business Model Assessment

Classification and measurement of financial assets depends on the results of the Solely Payments of Principal and Interests (SPPI) and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement redirecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost or fair value through Other Comprehensive Income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

### 7.2 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 periodically review its models at the end of each reporting period in the context of actual loss experience, changes in macro economic variables etc. and make necessary adjustments or incorporate overlays to its ECL model so as to be in line with its estimate of the most likely loss allowance wherever considered necessary.

### 7.3 Effective Interest Rate (EIR) Method

The Company's EIR methodology, recognizes interest income/expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given/taken. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments.

### 7.4 Other Estimates

These include current /deferred taxes etc. In respect of current tax and deferred taxes, judgments / estimates are used for the purpose of ascertaining the respective current/deferred tax asset/liability in accordance with the income tax laws and ICDS framework. 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 utilized.

# Notes Forming Part of the Financial Statements

for the year ended 31<sup>st</sup> March 2025

Amounts in the Financial statements are presented in lakhs except for per share data and as otherwise stated

8. CASH AND CASH EQUIVALENTS

(₹ in lakhs)

| Particulars   | As at<br>31-Mar-2025 | As at<br>31-Mar-2024 |
|---|----------------------|----------------------|
| Cash In Hand  | 0.10                 | 0.15                 |
| Balances with Banks (nature of Cash and Cash Equivalents)   | 26,169.21            | 13,770.34            |
| Bank Deposit with original maturity less than three months* | 3,522.08             | 4,328.32             |
| Total   | 29,691.39            | 18,098.81            |

\*Short term deposits are made for the period varying between one day and three months, depending on the liquidity of the Company, the surplus balances were invested in short term deposits .

It also includes security against Bank Borrowings in the form of Fixed Deposits.

9. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in lakhs)

| Particulars   | As at<br>31-Mar-2025 | As at<br>31-Mar-2024 |
|---|----------------------|----------------------|
| <b>Balance with Banks</b>   |                      |                      |
| - Margin Money  | 103.25               | 108.44               |
| - Balance in escrow account with co-lender  | 629.08               | 995.97               |
| - Balance in escrow account with Axis Bank Ltd (GuarantCo)                                  | 410.00               | -                    |
| <b>Bank deposit</b>   |                      |                      |
| - Money or Security against the Borrowings, Guarantees, other Commitments. (Refer Note 9.1) | 5,439.77             | 5,551.15             |
| - Other Bank deposit (Refer Note 9.2)   | 3,691.10             | 5.76                 |
| Total   | 10,273.20            | 6,661.32             |

9.1 Includes deposits offered as collateral security against securitization transactions.

9.2 Includes security against Bank Borrowings in the form of Fixed Deposits.

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 |               |                        |   |          | As at 31-Mar-2024 |                |               |                        |   |          |             |
|--|-------------------|---------------|------------------------|---|----------|-------------------|----------------|---------------|------------------------|---|----------|-------------|
|  | Amortised Cost    | At Fair Value |                        |   | Subtotal | Total             | Amortised Cost | At Fair Value |                        |   | Subtotal | Total       |
|  |                   | Through OCI   | Through Profit or Loss | Designated at Fair Value Through Profit or Loss |          |                   |                | Through OCI   | Through Profit or Loss | Designated at Fair Value Through Profit or Loss |          |             |
|  |                   |               |                        |   |          |                   |                |               |                        |   |          |             |
| (A) i) Vehicle Loans   | 3,03,372.20       | -             | -                      | -   | -        | 3,03,372.20       | 1,83,616.33    | -             | -                      | -   | -        | 1,83,616.33 |
| ii) Term Loans   | 2,425.83          | -             | -                      | -   | -        | 2,425.83          | 6,823.03       | -             | -                      | -   | -        | 6,823.03    |
| iii) Others Loans  | 2,917.47          | -             | -                      | -   | -        | 2,917.47          | 11,306.44      | -             | -                      | -   | -        | 11,306.44   |
| Total (A) – Gross  | 3,08,715.50       | -             | -                      | -   | -        | 3,08,715.50       | 2,01,745.80    | -             | -                      | -   | -        | 2,01,745.80 |
| Less: Impairment Loss Allowance (Refer Note 10. (iii))         | 10,702.76         | -             | -                      | -   | -        | 10,702.76         | 16,241.52      | -             | -                      | -   | -        | 16,241.52   |
| Total (A) – Net  | 2,98,012.74       | -             | -                      | -   | -        | 2,98,012.74       | 1,85,504.28    | -             | -                      | -   | -        | 1,85,504.28 |
| (B) i) Secured by Tangible Assets / Others (Refer Note 10.(i)) | 3,08,702.27       | -             | -                      | -   | -        | 3,08,702.27       | 2,01,718.00    | -             | -                      | -   | -        | 2,01,718.00 |
| ii) Unsecured  | 13.23             | -             | -                      | -   | -        | 13.23             | 27.80          | -             | -                      | -   | -        | 27.80       |
| Total (B) - Gross  | 3,08,715.50       | -             | -                      | -   | -        | 3,08,715.50       | 2,01,745.80    | -             | -                      | -   | -        | 2,01,745.80 |
| Less: Impairment Loss Allowance (Refer Note 10. (iii))         | 10,702.76         | -             | -                      | -   | -        | 10,702.76         | 16,241.52      | -             | -                      | -   | -        | 16,241.52   |
| Total (B) – Net  | 2,98,012.74       | -             | -                      | -   | -        | 2,98,012.74       | 1,85,504.28    | -             | -                      | -   | -        | 1,85,504.28 |
| (C) Loans in India   |                   |               |                        |   |          | -                 |                |               |                        |   |          |             |
| i) Public Sector   | -                 | -             | -                      | -   | -        | -                 | -              | -             | -                      | -   | -        | -           |
| ii) Others   | 3,08,715.50       | -             | -                      | -   | -        | 3,08,715.50       | 2,01,745.80    | -             | -                      | -   | -        | 2,01,745.80 |
| Total (C) - Gross  | 3,08,715.50       | -             | -                      | -   | -        | 3,08,715.50       | 2,01,745.80    | -             | -                      | -   | -        | 2,01,745.80 |
| Less: Impairment Loss Allowance (Refer Note 10 (iii))          | 1,0702.76         | -             | -                      | -   | -        | 1,0702.76         | 16,241.52      | -             | -                      | -   | -        | 16,241.52   |
| Total (C) - Net  | 2,98,012.74       | -             | -                      | -   | -        | 2,98,012.74       | 1,85,504.28    | -             | -                      | -   | -        | 1,85,504.28 |

10(i) Includes loans secured against receivables of borrowers. Refer Note 50.2.9 "Quantitative information of Collateral".

10(ii) Includes an additional management overlay of ₹ 3,738 lakhs over and above the provision required as on 31st March 2025 (Corresponding figure as on 31st March 2024 - ₹ 6,150 Lakhs).

10.1 Credit quality of Financial Loans

The company has a comprehensive framework for reviewing of its retail and other loans primarily based on days past due monitoring at period end. Repayment by individual customers and portfolio is tracked regularly and required steps for recovery are taken through follow ups and legal recourse. The following table sets out information about loans measured at amortised cost based on days past due information. The amount represents gross carrying amount

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 |           |           |       |             | As at 31-Mar-2024 |          |           |       |             |
|--|-------------------|-----------|-----------|-------|-------------|-------------------|----------|-----------|-------|-------------|
|  | Collective        |           |           | POCI* | Total       | Collective        |          |           | POCI* | Total       |
|  | Stage 1           | Stage 2   | Stage 3** |       |             | Stage 1           | Stage 2  | Stage 3** |       |             |
| Neither Past due nor impaired<br>(0 days Past due) | 2,58,937.01       | -         | -         | -     | 2,58,937.01 | 1,63,112.90       | -        | -         | -     | 1,63,112.90 |
| Past due not impaired                              |                   |           |           |       | -           |                   |          |           |       |             |
| Upto 30 days past due                              | 23,382.88         | -         | -         | -     | 23,382.88   | 11,556.51         | -        | -         | -     | 11,556.51   |
| 31 to 90 days past due                             | -                 | 11,475.62 | -         | -     | 11,475.62   | -                 | 6,572.72 | -         | -     | 6,572.72    |
| Impaired more than 90 Days                         | -                 | -         | 14,919.99 | -     | 14,919.99   | -                 | -        | 20,503.67 | -     | 20,503.67   |
| Total  | 2,82,319.89       | 11,475.62 | 14,919.99 | -     | 3,08,715.50 | 1,74,669.41       | 6,572.72 | 20,503.67 | -     | 2,01,745.80 |

\*Purchased or Originated Credit Impaired.

\*\*The amount consists of Gross NPA amounting to ₹ 13,466.33 Lakhs (Corresponding figure as on 31st March 2024 - ₹ 18,846.90 Lakhs) and interest accrued and due of ₹ 1,453.66 Lakhs (Corresponding figure as on 31st March 2024 - ₹ 1,656.77 Lakhs).

10.2 An analysis of changes in the gross carrying amount as follows:

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025 |            |            |       |               | As at 31-Mar-2024 |            |             |       |               |
|---|-------------------|------------|------------|-------|---------------|-------------------|------------|-------------|-------|---------------|
|   | Collective        |            |            | POCI* | Total         | Collective        |            |             | POCI* | Total         |
|   | Stage 1           | Stage 2    | Stage 3**  |       |               | Stage 1           | Stage 2    | Stage 3**   |       |               |
| Gross Carrying amount Opening Balance   | 1,74,669.40       | 6,572.72   | 20,503.67  | -     | 2,01,745.79   | 1,52,899.80       | 9,671.58   | 46,349.05   | -     | 2,08,920.43   |
| New Assets Originated or Purchased  | 2,22,331.76       | 6,681.62   | 2,796.09   | -     | 2,31,809.47   | 1,24,623.03       | 1,642.97   | 656.14      | -     | 1,26,922.14   |
| Assets derecognised on payment/recovery through disposal of repossessed asset | (1,06,079.36)     | (4,340.93) | (4,800.77) | -     | (1,15,221.07) | (94,272.58)       | (5,296.12) | (11,019.05) | -     | (1,10,587.75) |
| Transfers to Stage 1  | 199.15            | (158.74)   | (40.41)    | -     | -             | 557.81            | (423.23)   | (134.58)    | -     | -             |
| Transfers to Stage 2  | (4,679.72)        | 4,695.07   | (15.35)    | -     | -             | (4,157.12)        | 4,225.09   | (67.97)     | -     | -             |
| Transfers to Stage 3  | (4,121.33)        | (1,974.12) | 6,095.45   | -     | -             | (4,981.53)        | (3,247.57) | 8,229.10    | -     | -             |
| Assets written off  | -                 | -          | (58.99)    | -     | (58.99)       | -                 | -          | -           | -     | -             |
| Transfer of loans to asset reconstruction company                             | -                 | -          | (9,559.70) | -     | (9,559.70)    | -                 | -          | (23,509.02) | -     | (23,509.02)   |
| Gross Carrying amount Closing Balance   | 2,82,319.90       | 11,475.62  | 14,919.99  | -     | 3,08,715.50   | 1,74,669.41       | 6,572.72   | 20,503.67   | -     | 2,01,745.80   |

\*Purchased or Originated Credit Impaired.

\*\*The amount consists of Gross NPA amounting to ₹ 13,466.33 Lakhs (Corresponding figure as on 31st March 2024 - ₹ 18,846.90 Lakhs) and interest accrued and due of ₹ 1,453.66 Lakhs (Corresponding figure as on 31st March 2024 - ₹ 1,656.77 Lakhs).

10.3 Reconciliation of ECL balance is given below

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 |          |            |       |            | As at 31-Mar-2024 |          |             |       |             |
|--|-------------------|----------|------------|-------|------------|-------------------|----------|-------------|-------|-------------|
|  | Stage 1           | Stage 2  | Stage 3**  | POCI* | Total      | Stage 1           | Stage 2  | Stage 3**   | POCI* | Total       |
| ECL Allowance - Opening Balance  | 1,518.87          | 586.26   | 14,136.39  | -     | 16,241.52  | 1,304.63          | 833.51   | 38,712.03   | -     | 40,850.17   |
| New Assets Originated or Purchased   | 1,499.21          | 411.99   | 1,567.44   | -     | 3,478.64   | 964.97            | 97.57    | 462.43      | -     | 1,524.97    |
| Assets derecognised on payment/recovery through disposal of repossessed asset  | (888.60)          | (313.53) | (3,072.56) | -     | (4,274.69) | (774.59)          | (431.34) | (8,096.07)  | -     | (9,302.00)  |
| Transfers to Stage 1   | 42.75             | (12.91)  | (29.84)    | -     | -          | 153.94            | (35.01)  | (118.93)    | -     | -           |
| Transfers to Stage 2   | (40.71)           | 52.10    | (11.39)    | -     | -          | (39.57)           | 99.86    | (60.29)     | -     | -           |
| Transfers to Stage 3   | (52.06)           | (216.95) | 269.01     | -     | -          | (50.31)           | (288.06) | 338.37      | -     | -           |
| Impact on year end ECL of exposures transferred between stages during the year | (41.26)           | 221.20   | 3,202.10   | -     | 3,382.04   | (141.65)          | 298.69   | 5,540.76    | -     | 5,697.80    |
| Impact of changes in credit risk of assets                                     | (148.69)          | (0.14)   | (770.74)   | -     | (919.57)   | 101.45            | 11.04    | (13,152.43) | -     | (13,039.94) |
| Assets written off   | -                 | -        | (35.40)    | -     | (35.40)    | -                 | -        | -           | -     | -           |
| Transfer of loans to asset reconstruction company                              | -                 | -        | (7,169.78) | -     | (7,169.78) | -                 | -        | (9,489.48)  | -     | (9,489.48)  |
| ECL allowance - Closing Balance  | 1,889.51          | 728.02   | 8,085.23   | -     | 10,702.76  | 1,518.87          | 586.26   | 14,136.39   | -     | 16,241.52   |

\*Purchased or Originated Credit Impaired.

\*\* Includes an additional management overlay provision of ₹ 3,738 lakhs over and above the provision required and made as on 31st March 2025 (Corresponding figure as on 31st March 2024 - ₹ 6,150 Lakhs).

10.4 Details of impairment of financial instruments disclosed in the Statement of Profit and Loss

(₹ in lakhs)

| Particulars  | 31-Mar-2025 | 31-Mar-2024 |
|--|-------------|-------------|
| (i) Net impairment loss allowance charge/(release) for the year                    | 256.72      | (1,247.55)  |
| (ii) Reversal of Additional Management overlay (As disclosed in exceptional items) | -           | (13,871.62) |
| (ii) Amounts written off & Waived during the year                                  | 199.91      | 469.99      |
| (iii) Loss on sale of assets   | 1,482.19    | 1,584.63    |
| Impairment on loans  | 1,938.82    | (13,064.55) |
| Add: Impairment on other assets  | (0.87)      | (54.91)     |
| Impairment on financial instruments  | 1,937.95    | (13,119.46) |

11. INVESTMENTS

| Particulars   | As at 31-Mar-2025 |                                    |                        |                  | As at 31-Mar-2024 |                                    |                        |                  |
|---|-------------------|------------------------------------|------------------------|------------------|-------------------|------------------------------------|------------------------|------------------|
|   | At Fair Value     |                                    |                        | Total            | At Fair Value     |                                    |                        | Total            |
|   | Amortised Cost    | Through Other Comprehensive Income | Through Profit or Loss |                  | Amortised Cost    | Through Other Comprehensive Income | Through Profit or Loss |                  |
| i) Government Securities                                    | 744.04            | -                                  | -                      | 744.04           | 1,148.88          | -                                  | -                      | 1,148.88         |
| ii) Mutual funds  | -                 | -                                  | 65.44                  | 65.44            | -                 | -                                  | 61.48                  | 61.48            |
| iii) Equity Instruments                                     | -                 | 338.38                             | -                      | 338.38           | -                 | 210.02                             | -                      | 210.02           |
| iv) Investments on own Securitised Pass-through certificate | 2,986.80          | -                                  | -                      | 2,986.80         | 2,882.67          | -                                  | -                      | 2,882.67         |
| v) Investments on Security Receipts                         | -                 | -                                  | 6,970.84               | 6,970.84         | -                 | -                                  | 6,306.79               | 6,306.79         |
| vi) Other (Alternate Investment Fund)                       | -                 | -                                  | 105.90                 | 105.90           | -                 | -                                  | 124.59                 | 124.59           |
| <b>Total Gross (A)</b>                                      | <b>3,730.84</b>   | <b>338.38</b>                      | <b>6,970.84</b>        | <b>11,211.40</b> | <b>4,031.55</b>   | <b>210.02</b>                      | <b>6,306.79</b>        | <b>10,734.43</b> |
| i) Investments Outside India                                | -                 | -                                  | -                      | -                | -                 | -                                  | -                      | -                |
| ii) Investments in India                                    | 3,730.84          | 338.38                             | 6,970.84               | 11,211.40        | 4,031.55          | 210.02                             | 6,306.79               | 10,734.43        |
| <b>Total Gross (B)</b>                                      | <b>3,730.84</b>   | <b>338.38</b>                      | <b>6,970.84</b>        | <b>11,211.40</b> | <b>4,031.55</b>   | <b>210.02</b>                      | <b>6,306.79</b>        | <b>10,734.43</b> |
| Less: Allowance for Impairment Loss (C)                     | -                 | -                                  | -                      | -                | -                 | -                                  | -                      | -                |
| <b>Total - Net D=(A)-©</b>                                  | <b>3,730.84</b>   | <b>338.38</b>                      | <b>6,970.84</b>        | <b>11,211.40</b> | <b>4,031.55</b>   | <b>210.02</b>                      | <b>6,306.79</b>        | <b>10,734.43</b> |

11.1 The Company received dividends of Rs. 3.41 lakhs (31st March 2024 Rs. 3.13 Lakhs) from its FVOCI securities, recorded as dividend income.

12. OTHER FINANCIAL ASSETS

| Particulars   | As at 31-Mar-2025 | As at 31-Mar-2025 |
|---|-------------------|-------------------|
| Security Deposit (unsecured, considered good) (Refer Note 12.1)   | 165.22            | 141.79            |
| <b>Other Financial Asset :</b>  | -                 | -                 |
| - unsecured, considered good (Refer Note 12.2 & 12.3)   | 1,253.94          | 662.84            |
| - unsecured, considered doubtful  | -                 | 239.63            |
| - provision provided for doubtful asset   | -                 | (239.63)          |
| Excess Interest Spread/Service asset receivable on assignment transaction (Net of ECL provision) (Refer Note 12.4 & 12.5) | -                 | -                 |
| <b>Total</b>  | <b>1,419.16</b>   | <b>804.63</b>     |

12.1 Includes security deposits with related parties ₹ 62.22 lakhs (31st March, 2024 ₹ 63.04 lakhs)

12.2 Includes receivables from related parties ₹ 9.99 lakhs (31st March, 2024 ₹ 18.31 lakhs)

12.3 Includes balance in bank account with Muthoot Pappachan Foundation ₹ 1.84 Lakhs (31st March 2024 ₹ 4.35 lakhs)

12.4 Includes income from acting as corporate agent amounting to ₹ 20.38 (31st March, 2024 ₹ Nil)

13. CURRENT TAX ASSETS

| Particulars           | As at 31-Mar-2025 | As at 31-Mar-2025 |
|-----------------------|-------------------|-------------------|
| Income Tax receivable | 2,004.47          | 2,793.67          |
| <b>Total</b>          | <b>2,004.47</b>   | <b>2,793.67</b>   |

The Company has made a Provision of ₹ 40.11 lakhs against refund receivable of AY 2019-2020.

**14. PROPERTY, PLANT & EQUIPMENT**

(₹ in lakhs)

| Particulars                                       | Furniture & Fixtures | Computer      | Vehicles-Car  | Windmill    | Office Equipment | Building     | Total         |
|---|----------------------|---------------|---------------|-------------|------------------|--------------|---------------|
| <b>Gross block As at 1st April, 2023</b>          | <b>140.87</b>        | <b>73.12</b>  | <b>272.00</b> | <b>4.00</b> | <b>86.39</b>     | <b>25.01</b> | <b>601.39</b> |
| Additions   | 23.79                | 55.52         | 0.38          | -           | 10.09            | -            | 89.78         |
| Disposal  | 0.34                 | -             | 8.92          | -           | 21.64            | -            | 30.90         |
| <b>As at 31st March, 2024</b>                     | <b>164.32</b>        | <b>128.64</b> | <b>263.46</b> | <b>4.00</b> | <b>74.84</b>     | <b>25.01</b> | <b>660.27</b> |
| Additions   | 30.14                | 317.27        | 35.70         | -           | 18.69            | -            | 401.80        |
| Disposal  | 45.05                | 24.27         | 28.07         | -           | 16.55            | -            | 113.95        |
| <b>As at 31st March, 2025</b>                     | <b>149.41</b>        | <b>421.64</b> | <b>271.09</b> | <b>4.00</b> | <b>76.98</b>     | <b>25.01</b> | <b>948.13</b> |
| <b>Accumulated Depreciation and Impairment</b>    |                      |               |               |             |                  |              |               |
| <b>As at 1st April, 2023</b>                      | 102.75               | 49.41         | 211.95        | -           | 32.44            | 0.42         | 396.97        |
| Charge for the Year                               | 9.87                 | 22.24         | 18.73         | -           | 24.01            | 1.91         | 76.76         |
| Disposals   | 0.32                 | -             | 8.48          | -           | 19.51            | -            | 28.31         |
| <b>As at 31st March, 2024</b>                     | <b>112.30</b>        | <b>71.65</b>  | <b>222.20</b> | <b>-</b>    | <b>36.94</b>     | <b>2.33</b>  | <b>445.42</b> |
| Charge for the Year                               | 12.61                | 102.21        | 23.04         | -           | 18.33            | 1.76         | 157.96        |
| Disposals   | 40.83                | 23.18         | 26.67         | -           | 15.38            | -            | 106.06        |
| <b>As at 31st March, 2025</b>                     | <b>84.08</b>         | <b>150.68</b> | <b>218.57</b> | <b>-</b>    | <b>39.89</b>     | <b>4.09</b>  | <b>497.32</b> |
| <b>Net Carrying Amount as at 31st March, 2024</b> | <b>52.02</b>         | <b>56.99</b>  | <b>41.26</b>  | <b>4.00</b> | <b>37.90</b>     | <b>22.68</b> | <b>214.85</b> |
| <b>Net Carrying Amount as at 31st March, 2025</b> | <b>65.33</b>         | <b>270.96</b> | <b>52.52</b>  | <b>4.00</b> | <b>37.09</b>     | <b>20.92</b> | <b>450.81</b> |

**15. RIGHT-OF-USE ASSETS**

| Particulars                                       | As at 31-Mar-2025 | As at 31-Mar-2024 |
|---|-------------------|-------------------|
| <b>Gross Block As at 1st April, 2024</b>          | <b>188.09</b>     | -                 |
| Additions   | 104.85            | -                 |
| Deletion on account of termination of leases      | 69.39             | -                 |
| Other Adjustments                                 | -                 | -                 |
| <b>Net carrying amount as at 31st March, 2025</b> | <b>223.55</b>     | -                 |

**16. OTHER INTANGIBLE ASSETS**

(₹ in lakhs)

| Particulars   | Computer Software | Total         |
|---|-------------------|---------------|
| <b>Gross Block As at 1st April, 2023</b>                            | <b>119.00</b>     | <b>119.00</b> |
| Additions   | 388.22            | 388.22        |
| Disposals   | -                 | -             |
| <b>As at 31st March, 2024</b>                                       | <b>507.22</b>     | <b>507.22</b> |
| Additions   | 165.20            | 165.20        |
| Disposals   | -                 | -             |
| <b>As at 31st March, 2025</b>                                       | <b>672.42</b>     | <b>672.42</b> |
| <b>Accumulated Amortisation and Impairment as at 1st April 2023</b> | <b>110.49</b>     | <b>110.49</b> |
| Charge for the year   | 9.66              | 9.66          |
| Disposals   | -                 | -             |
| <b>As at 31st March, 2024</b>                                       | <b>120.15</b>     | <b>120.15</b> |
| Charge for the year   | 249.89            | 249.89        |
| Disposals   | -                 | -             |
| <b>As at 31st March, 2025</b>                                       | <b>370.04</b>     | <b>370.04</b> |
| <b>Net carrying amount as at 31st March, 2024</b>                   | <b>386.70</b>     | <b>386.70</b> |
| <b>Net carrying amount as at 31st March, 2025</b>                   | <b>302.01</b>     | <b>302.01</b> |

**17. OTHER NON-FINANCIAL ASSETS**

(₹ in lakhs)

| Particulars                                      | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| Balance with Government Authorities              | 443.58            | 391.12            |
| Prepaid Expenses                                 | 413.08            | 251.54            |
| Stock of Stationery ,Promotional item and Others | 26.10             | 37.25             |
| <b>Total</b>                                     | <b>882.76</b>     | <b>679.91</b>     |

**18. TRADE PAYABLES**

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| Total Outstanding Dues of Micro Enterprises and Small Enterprises (Refer Note 18.1)                      | -                 | -                 |
| Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises (Refer Note 18.2) | 2,790.92          | 1,490.48          |
| <b>Total</b>   | <b>2,790.92</b>   | <b>1,490.48</b>   |

Trade payable ageing schedule as at 31<sup>st</sup> March, 2025

(₹ in lakhs)

| Particulars                 | Outstanding for following periods from due date of payments |           |           |                   |                 |
|-----------------------------|---|-----------|-----------|-------------------|-----------------|
|                             | Less than 1 year  | 1-2 years | 2-3 years | More than 3 years | Total           |
| (i) Undisputed - MSME       | -   | -         | -         | -                 | -               |
| (ii) Undisputed - Others    | 2,759.12  | 7.67      | 10.51     | 13.62             | <b>2,790.92</b> |
| (iii) Disputed Dues -MSME   | -   | -         | -         | -                 | -               |
| (iv) Disputed dues – Others | -   | -         | -         | -                 | -               |

Trade payable ageing schedule as at 31<sup>st</sup> March, 2024

(₹ in lakhs)

| Particulars                 | Outstanding for following periods from due date of payments |           |           |                   |                 |
|-----------------------------|---|-----------|-----------|-------------------|-----------------|
|                             | Less than 1 year  | 1-2 years | 2-3 years | More than 3 years | Total           |
| (i) Undisputed - MSME       | -   | -         | -         | -                 | -               |
| (ii) Undisputed - Others    | 1,440.10  | 21.61     | 14.13     | 14.64             | <b>1,490.48</b> |
| (iii) Disputed Dues -MSME   | -   | -         | -         | -                 | -               |
| (iv) Disputed dues – Others | -   | -         | -         | -                 | -               |

## 18.1 Amount Payable to Micro, Small and Medium Enterprises

Company has not identified any Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.

18.2 Trade payable includes amounts payable to related parties amounting to ₹ 374.20 lakhs. (31<sup>st</sup> March 2024 ₹ 96.61 lakhs)

## 19. DEBT SECURITIES

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 |                                      |   |                  | As at 31-Mar-2024 |                                      |   |           |
|--|-------------------|--------------------------------------|---|------------------|-------------------|--------------------------------------|---|-----------|
|  | At Amortised Cost | At Fair Value Through Profit or Loss | Designated at Fair Value Through Profit or Loss | Total            | At Amortised Cost | At Fair Value Through Profit or Loss | Designated at Fair Value Through Profit or Loss | Total     |
| Secured Redeemable Non Convertible Debentures & Market Linked Debentures | <b>98,297.56</b>  | -                                    | -   | <b>98,297.56</b> | 42,869.07         | -                                    | -   | 42,869.07 |
| <b>Total</b>   | <b>98,297.56</b>  | -                                    | -   | <b>98,297.56</b> | 42,869.07         | -                                    | -   | 42,869.07 |
| Debt Securities in India   | <b>98,297.56</b>  | -                                    | -   | <b>98,297.56</b> | 42,869.07         | -                                    | -   | 42,869.07 |
| Debt Securities outside India  | -                 | -                                    | -   | -                | -                 | -                                    | -   | -         |
| <b>Total</b>   | <b>98,297.56</b>  | -                                    | -   | <b>98,297.56</b> | 42,869.07         | -                                    | -   | 42,869.07 |

## 19.1 Privately placed redeemable debentures-Terms of Repayment

(₹ in lakhs)

| Redeemable at par from the date of Balance sheet | Non Convertible Debenture |                        | Principal Protected Market Linked |                        |
|--|---------------------------|------------------------|-----------------------------------|------------------------|
|  | As at 31st March, 2025    | As at 31st March, 2024 | As at 31st March, 2025            | As at 31st March, 2024 |
| 24-36 months                                     | <b>9,000.00</b>           | 15,000.00              | -                                 | -                      |
| 12-24 months                                     | <b>57,225.00</b>          | 2,450.00               | -                                 | 3,500.00               |
| Upto 12 months                                   | <b>28,950.00</b>          | 5,950.00               | <b>3,500.00</b>                   | 14,000.00              |
| Interest Accrued                                 | <b>522.37</b>             | 24.64                  | <b>804.93</b>                     | 2,584.03               |
| Impact of EIR                                    | <b>(1,648.34)</b>         | (361.56)               | <b>(56.41)</b>                    | (278.04)               |
| <b>Total</b>                                     | <b>94,049.03</b>          | <b>23,063.08</b>       | <b>4,248.52</b>                   | <b>19,805.99</b>       |

19.1 (i) Interest range for Non Convertible Debenture : Interest Rate range from 9.25% to 10.40% as at 31st March 2025 (As at 31st March 2024, 10.00% to 10.40%)

19.1 (ii) Interest range for Principal Protected Market Linked debenture-Interest Rate is 10.35% as at 31st March 2025 (As at 31st March 2024, 10.20% to 10.35%)

19.1 (iii) The Non-Convertible Debentures are secured by charge on receivables of the Company.

## 19.2.1 The principal portion of outstanding Secured Redeemable Non-Convertible Listed Debenture privately placed stood at ₹ 98,675 lakhs as on 31st March 2025.

(₹ in lakhs)

| Particulars  | Date of Allotment | Amount as at 31st March, 2025 | Redemption period from the date of allotment | Interest Rate |
|--|-------------------|-------------------------------|--|---------------|
| Principal Protected Market Linked Debenture - 2, Tranche 3** | 07-01-2023        | <b>3,500.00</b>               | 3 Years                                      | 10.35%        |
| Non-convertible Debenture-1 *                                | 19-06-2023        | <b>2,450.00</b>               | 1 Years 347days                              | 10.30%        |
| Non-convertible Debenture -2*                                | 28-12-2023        | <b>10,000.00</b>              | 3 Years                                      | 10.00%        |
| Non-convertible Debenture-3 *                                | 19-03-2024        | <b>5,000.00</b>               | 3 Years                                      | 10.00%        |
| Non-convertible Debenture-4 *                                | 16-05-2024        | <b>5,000.00</b>               | 3 Year                                       | 10.00%        |
| Non-convertible Debenture-5 *                                | 12-06-2024        | <b>10,000.00</b>              | 2 Year                                       | 9.90%         |
| Non-convertible Debenture-6 *                                | 02-09-2024        | <b>5,000.00</b>               | 1 Year 181 days                              | 9.25%         |
| Non-convertible Debenture -7*                                | 12-09-2024        | <b>5,000.00</b>               | 1 Year 181 days                              | 9.25%         |
| Non-convertible Debenture -8*                                | 29-10-2024        | <b>10,000.00</b>              | 2 Year                                       | 9.90%         |
| Non-convertible Debenture -9***                              | 05-11-2024        | <b>6,000.00</b>               | 1 Year 30 days                               | 9.97%         |
| Non-convertible Debenture -10*                               | 21-11-2024        | <b>5,000.00</b>               | 1 Year 364 days                              | 10.00%        |
| Non-convertible Debenture -11*                               | 02-12-2024        | <b>9,625.00</b>               | 2 Year                                       | 10.40%        |
| Non-convertible Debenture -12*                               | 12-12-2024        | <b>8,100.00</b>               | 2 Year                                       | 9.50%         |
| Non-convertible Debenture -13*                               | 27-12-2024        | <b>5,000.00</b>               | 1 Year 182 days                              | 10.00%        |
| Non-convertible Debenture -14*                               | 28-01-2025        | <b>5,000.00</b>               | 2 Year                                       | 10.00%        |
| Non-convertible Debenture -15***                             | 27-02-2025        | <b>4,000.00</b>               | 2 Year 363 days                              | 10.00%        |

\*Interest is payable on Monthly basis as per the terms of sanction.

\*\*Interest is payable on bullet repayment basis as per the terms of sanction.

\*\*\* Interest is payable annually as per the terms of the sanction

**19.2.2 The principal portion of outstanding Secured Redeemable Non-Convertible Listed Debenture privately placed stood at ₹ 40,900 lakhs as on 31st March 2024.**

(₹ in lakhs)

| Particulars  | Date of Allotment | Amount as at 31st March, 2024 | Redemption period from the date of allotment | Interest Rate |
|--|-------------------|-------------------------------|--|---------------|
| Principal Protected Market Linked Debenture - 1**            | 06th Oct 2022     | 10,000.00                     | 2 Years                                      | 10.20%        |
| Principal Protected Market Linked Debenture - 2, Tranche 1** | 07th Jan 2023     | 2,000.00                      | 1 Years 90 days                              | 10.35%        |
| Principal Protected Market Linked Debenture - 2, Tranche 2** | 07th Jan 2023     | 2,000.00                      | 2 Years                                      | 10.35%        |
| Principal Protected Market Linked Debenture - 2, Tranche 3** | 07th Jan 2023     | 3,500.00                      | 3 Years                                      | 10.35%        |
| Non-convertible Debenture -1*                                | 08th Mar 2023     | 3,500.00                      | 1 Years 85 days                              | 10.40%        |
| Non-convertible Debenture -2*                                | 19th June 2023    | 4,900.00                      | 1 Years 347 days                             | 10.30%        |
| Non-convertible Debenture -3*                                | 28th Dec 2023     | 10,000.00                     | 3 Years                                      | 10.00%        |
| Non-convertible Debenture -4*                                | 19th Mar 2024     | 5,000.00                      | 3 Years                                      | 10.00%        |

\*Interest is payable on Monthly basis as per the terms of sanction.

\*\*Interest is payable on bullet repayment basis as per the terms of sanction.

**19.3** All the secured non-convertible debentures of the Company including those issued during the year ended 31 March 2025 are fully secured by pari-passu charge on present and/or future receivables under Loan contracts/Hire Purchase/Lease, owned Assets and book debts. Further, the Company in respect of secured listed nonconvertible debt securities maintains 100% security cover or higher security cover as per the terms of Term Sheet/Offer document/Information Memorandum and/or Debenture Trust Deed, sufficient to discharge the principal amount and the interest thereon. The asset cover available as on 31st March 2025 in respect of listed secured debt securities is 1.38 (March 2024 - 1.41).

**20. BORROWINGS (Other than Debt Securities)**

(₹ in lakhs)

| Particulars                             | As at 31-Mar-2025  |                                      |   |                    | As at 31-Mar-2024  |                                      |   |                    |
|---|--------------------|--------------------------------------|---|--------------------|--------------------|--------------------------------------|---|--------------------|
|   | At Amortised Cost  | At Fair Value Through Profit or Loss | Designated at Fair Value Through Profit or Loss | Total              | At Amortised Cost  | At Fair Value Through Profit or Loss | Designated at Fair Value Through Profit or Loss | Total              |
| <b>Secured-Term Loans</b>               |                    |                                      |   |                    |                    |                                      |   |                    |
| From Banks                              | 43,061.72          | -                                    | -   | 43,061.72          | 15,596.99          | -                                    | -   | 15,596.99          |
| From Financial Institutions/ Corporates | 18,616.93          | -                                    | -   | 18,616.93          | 7,206.64           | -                                    | -   | 7,206.64           |
| <b>Secured-Loans from Others</b>        |                    |                                      |   |                    |                    |                                      |   |                    |
| From Securitisation                     | 38,873.88          | -                                    | -   | 38,873.88          | 24,355.24          | -                                    | -   | 24,355.24          |
| Secured-Demand Loans                    | -                  | -                                    | -   | -                  | -                  | -                                    | -   | -                  |
| From Banks                              | 60,121.40          | -                                    | -   | 60,121.40          | 63,055.68          | -                                    | -   | 63,055.68          |
| <b>Unsecured Loans from Others</b>      |                    |                                      |   |                    |                    |                                      |   |                    |
| Commercial paper                        | 21,773.42          | -                                    | -   | 21,773.42          | 7,860.17           | -                                    | -   | 7,860.17           |
| From Directors                          | -                  | -                                    | -   | -                  | 678.50             | -                                    | -   | 678.50             |
| <b>Total</b>                            | <b>1,82,447.35</b> | <b>-</b>                             | <b>-</b>  | <b>1,82,447.35</b> | <b>1,18,753.22</b> | <b>-</b>                             | <b>-</b>  | <b>1,18,753.22</b> |
| Borrowings in India                     | 1,82,447.35        | -                                    | -   | 1,82,447.35        | 1,18,753.22        | -                                    | -   | 1,18,753.22        |
| Borrowings Outside India                | -                  | -                                    | -   | -                  | -                  | -                                    | -   | -                  |
| <b>Total</b>                            | <b>1,82,447.35</b> | <b>-</b>                             | <b>-</b>  | <b>1,82,447.35</b> | <b>1,18,753.22</b> | <b>-</b>                             | <b>-</b>  | <b>1,18,753.22</b> |

**20.1 Secured Term Loan from Banks**

**20.1 (i) Terms of Repayment as at 31st March, 2025**

(₹ in lakhs)

| Tenure (from the Date of the Balance Sheet) | Rate of Interest | Repayment Details   | Amortised Cost   |
|---|------------------|---------------------|------------------|
| 36-60 Months                                | 8.60%            | Monthly Frequency   | 8.35             |
| 24-36 Months                                | 8.60% to 10.60%  | Monthly Frequency   | 4,746.79         |
| 12-24 Months                                | 10.30%           | Quarterly Frequency | 1,249.99         |
| 12-24 Months                                | 8.60% to 10.60%  | Monthly Frequency   | 16,082.33        |
| Upto 12 Months                              | 10.30% to 10.90% | Quarterly Frequency | 1,750.00         |
| Upto 12 Months                              | 8.60% to 11.75%  | Monthly Frequency   | 19,407.05        |
| Interest Accrued                            |                  |                     | 57.31            |
| Impact of EIR                               |                  |                     | (240.10)         |
| <b>Total</b>                                |                  |                     | <b>43,061.72</b> |

**20.1 (ii)** The term loans from Banks are secured by charge on the entire loan receivables and current assets (both present and future). Out of these, term loans worth ₹ 14,956.62 lakhs are backed by personal guarantee of the promoter of the Company, Mr. Thomas John Muthoot, Mr. Thomas George Muthoot and Mr. Thomas Muthoot. Term loan from Axis Bank amounting to ₹ 10,000 lakhs is backed by GuarantCo. under partial guarantee scheme.

**20.1 (iii)** Interest is payable on monthly basis as per the terms of sanction

**20.1 (iv) Secured Term Loan from Banks-Terms of Repayment as at 31st March, 2024**

(₹ in lakhs)

| Tenure (from the Date of the Balance Sheet) | Rate of Interest | Repayment Details   | Amortised Cost   |
|---|------------------|---------------------|------------------|
| 24-36 Months                                | 9.8% to 10.00%   | Monthly Frequency   | 1,474.95         |
| 12-24 Months                                | 10.50%           | Quarterly Frequency | 500.00           |
| 12-24 Months                                | 9.8% to 11.50%   | Monthly Frequency   | 4,897.99         |
| Upto 12 Months                              | 9.8% to 11.50%   | Monthly Frequency   | 5,961.71         |
| Upto 12 Months                              | 10.5% to 10.75%  | Quarterly Frequency | 2,893.75         |
| Interest Accrued                            |                  |                     | 29.46            |
| Impact of EIR                               |                  |                     | (160.87)         |
| <b>Total</b>                                |                  |                     | <b>15,596.99</b> |

**20.1 (v)** The term loans from Banks are secured by charge on the entire loan receivables and current assets (both present and future). These loans are also backed by personal guarantee of the promoter Directors of the Company, Mr. Thomas John Muthoot, Mr. Thomas George Muthoot and Mr. Thomas Muthoot.

**20.1 (vi)** 1 Interest is payable on monthly basis as per the terms of sanction

**20.2 Secured Term Loans from Financial Institutions/Corporates****20.2 (i) Terms of Repayment as at 31st March, 2025**

(₹ in lakhs)

| Tenure (from the Date of the Balance Sheet) | Rate of Interest | Repayment Details | Amortised Cost   |
|---|------------------|-------------------|------------------|
| Upto 12 months                              | 9.80% to 10.40%  | Monthly Frequency | 11,090.05        |
| 12-24 Months                                | 9.80% to 10.40%  | Monthly Frequency | 7,017.57         |
| 24-36 Months                                | 10.40%           | Monthly Frequency | 489.58           |
| Interest Accrued                            |                  |                   | 64.01            |
| Impact of EIR                               |                  |                   | (44.27)          |
| <b>Total</b>                                |                  |                   | <b>18,616.93</b> |

**20.2 (ii)** Interest is payable on monthly basis as per the terms of sanctions

**20.2 (iii) Terms of Repayment as at 31st March, 2024**

(₹ in lakhs)

| Tenure (from the Date of the Balance Sheet) | Rate of Interest | Repayment Details | Amortised Cost  |
|---|------------------|-------------------|-----------------|
| Upto 12 months                              | 9.80% to 9.90%   | Monthly Frequency | 4,108.91        |
| 12-24 Months                                | 9.80% to 9.90%   | Monthly Frequency | 3,162.85        |
| Interest Accrued                            |                  |                   | 23.67           |
| Impact of EIR                               |                  |                   | (88.79)         |
| <b>Total</b>                                |                  |                   | <b>7,206.64</b> |

**20.2 (v)** The term loans from other Financial Institutions/Corporates are secured by charge on the entire loan receivables and current assets (both present and future) of the Company. These loans are also backed by the personal guarantee of the promoter Directors of the Company, Mr. Thomas John Muthoot, Mr. Thomas George Muthoot and Mr. Thomas Muthoot.

**20.2 (vi)** Interest is payable on monthly basis as per the terms of sanctions.

**20.3 Secured Term Loan from Securitisation transaction.****20.3 (i) Terms of Repayment as at 31st March, 2025**

(₹ in lakhs)

| Tenure (from the Date of the Balance Sheet) | Rate of Interest | Repayment Details | Amortised Cost   |
|---|------------------|-------------------|------------------|
| 12-24 Months                                | 9.40% -11.00%    | Monthly Frequency | 12,024.31        |
| Upto 12 months                              |                  |                   | 26,927.51        |
| Interest Accrued                            |                  |                   | 141.11           |
| Impact of EIR                               |                  |                   | (219.05)         |
| <b>Total</b>                                |                  |                   | <b>38,873.88</b> |

**20.3 (ii)** Secured by assignment of underlying receivables relating to the securitisation transaction and credit enhancement offered by the Company by way of overcollateralization amounting to Rs. 3276.52 lakhs. Further, Company has maintained MRR by way of collateral fixed deposit (Refer Note 9) and interest spread accruing to the company under securitisation arrangement.

**20.3 (iii)** Interest is payable on monthly basis as per the terms of agreement.

**20.3 (iv) Terms of Repayment as at 31st March, 2024**

(₹ in lakhs)

| Tenure (from the Date of the Balance Sheet) | Rate of Interest | Repayment Details | Amortised Cost   |
|---|------------------|-------------------|------------------|
| 12-24 Months                                | 8.20% -10.00%    | Monthly Frequency | 4,864.70         |
| Upto 12 months                              |                  | Monthly Frequency | 19,564.76        |
| Interest Accrued                            |                  |                   | 81.67            |
| Impact of EIR                               |                  |                   | (155.89)         |
| <b>Total</b>                                |                  |                   | <b>24,355.24</b> |

**20.3 (v)** Secured by assignment of underlying receivables relating to the securitisation transaction and credit enhancement offered by the Company by way of overcollateralization amounting to ₹ 5,601.33 lakhs. Further, Company has maintained MRR by way of collateral fixed deposit (Refer Note 9) and interest spread accruing to the company under securitisation arrangement.

**20.3 (vi)** Interest is payable on monthly basis as per the terms of agreement

**20.4 Secured Demand Loan from Banks****20.4 (i) Terms of Repayment as at 31st March, 2025**

(₹ in lakhs)

| Tenure (from the Date of the Balance Sheet) | Rate of Interest | Repayment Details | Amortised Cost   |
|---|------------------|-------------------|------------------|
| Upto 12 months                              | 8.90% to 10.90%  | On Maturity       | 60,199.63        |
| Interest accrued                            |                  |                   | 112.29           |
| Impact of EIR                               |                  |                   | (190.52)         |
| <b>Total</b>                                |                  |                   | <b>60,121.40</b> |

**20.4 (ii)** The Demand loans from Banks are secured by charge on the entire loan receivables and current assets (both present and future). These loans are also backed by personal guarantee of the promoter of the Company, Mr. Thomas John Muthoot, Mr. Thomas George Muthoot and Mr. Thomas Muthoot

**20.4 (iii)** Interest is payable on monthly basis as per the terms of sanction.

**20.4 (iv) Terms of Repayment as at 31st March, 2024**

(₹ in lakhs)

| Tenure (from the Date of the Balance Sheet) | Rate of Interest | Repayment Details | Amortised Cost   |
|---|------------------|-------------------|------------------|
| Upto 12 months                              | 9.10% to 11.05%  | On Maturity       | 63,093.85        |
| Interest accrued                            |                  |                   | 115.21           |
| Impact of EIR                               |                  |                   | (153.38)         |
| <b>Total</b>                                |                  |                   | <b>63,055.68</b> |

**20.4 (v)** The Demand loans from Banks are secured by charge on the entire loan receivables and current assets (both present and future). These loans are also backed by personal guarantee of the promoter Directors of the Company, Mr. Thomas John Muthoot, Mr. Thomas George Muthoot and Mr. Thomas Muthoot

**20.4 (vi)** Interest is payable on monthly basis as per the terms of sanction.

**20.5 Unsecured Loan from Others - Commercial Paper****20.5 (i) Terms of Repayment as at 31st March, 2025**

(₹ in lakhs)

| Tenure (from the Date of the Balance Sheet) | Rate of Interest | Repayment Details | Amortised Cost   |
|---|------------------|-------------------|------------------|
| Upto 12 months                              | 9.10% to 10.20%  | On Maturity       | 21,831.78        |
| Discount                                    |                  |                   | (58.36)          |
| <b>Total</b>                                |                  |                   | <b>21,773.42</b> |

**20.5 (ii)** Interest is payable on redemption as applicable as per the terms of agreement

**20.5 (iii) Terms of Repayment as at 31st March, 2024**

(₹ in lakhs)

| Tenure (from the Date of the Balance Sheet) | Rate of Interest | Repayment Details | Amortised Cost  |
|---|------------------|-------------------|-----------------|
| Upto 12 months                              | 8.5% to 9.10%    | On Maturity       | 8,000.00        |
| Discount                                    |                  |                   | (139.83)        |
| <b>Total</b>                                |                  |                   | <b>7,860.17</b> |

**20.5 (iv)** Interest is payable on redemption as applicable as per the terms of agreement

**20.6 Unsecured Loan from Others - from Directors****20.6 (i) Terms of Repayment as at 31st March, 2024**

(₹ in lakhs)

| Tenure (from the Date of the Balance Sheet) | Rate of Interest | Repayment Details | Amortised Cost |
|---|------------------|-------------------|----------------|
| Upto 12 months                              | 10.85%           | On Maturity       | 678.50         |
| <b>Total</b>                                |                  |                   | <b>678.50</b>  |

**20.6 (ii)** Interest is payable on monthly basis as applicable as per the terms of agreement

**21. DEPOSITS**

(₹ in lakhs)

| Particulars                                | As at 31-Mar-2025 |                                      |   |                 | As at 31-Mar-2024 |                                      |   |                 |
|--|-------------------|--------------------------------------|---|-----------------|-------------------|--------------------------------------|---|-----------------|
|  | At Amortised Cost | At Fair Value Through Profit or Loss | Designated at Fair Value Through Profit or Loss | Total           | At Amortised Cost | At Fair Value Through Profit or Loss | Designated at Fair Value Through Profit or Loss | Total           |
| <b>Deposits</b>                            |                   |                                      |   |                 |                   |                                      |   |                 |
| Public Deposits (Refer Note 21.(i) & (ii)) | 4,318.56          | -                                    | -   | 4,318.56        | 3,270.40          | -                                    | -   | 3,270.40        |
| From Others                                | -                 | -                                    | -   | -               | -                 | -                                    | -   | -               |
| <b>Total</b>                               | <b>4,318.56</b>   | <b>-</b>                             | <b>-</b>  | <b>4,318.56</b> | <b>3,270.40</b>   | <b>-</b>                             | <b>-</b>  | <b>3,270.40</b> |

**21.(i)** Public Deposit includes ₹ 1.40 lakhs (31st March, 2024 ₹ 101.58 lakhs) taken from related parties

**21.(ii)** Refer Note 55 regarding security particulars on public deposit.

**21.1 Deposits from Public - Unsecured****21.1 (i) Terms of Repayment as at 31st March, 2025**

(₹ in lakhs)

| Redeemable at Par<br>(From the Date of the Balance Sheet) | As at 31st March 2025 |                 | As at 31st March 2024 |                 |
|---|-----------------------|-----------------|-----------------------|-----------------|
|   | Rate of Interest      | Total           | Rate of Interest      | Total           |
|   | < = 9%                |                 | < = 9%                |                 |
| 48-60 Months  | 78.80                 | 78.80           | 162.03                | 162.03          |
| 36-48 Months  | 162.03                | 162.03          | 256.63                | 256.63          |
| 24-36 Months  | 404.47                | 404.47          | 732.62                | 732.62          |
| 12- 24 Months (Refer 21.1.(ii))                           | 1,117.61              | 1,117.61        | 792.29                | 792.29          |
| Upto 12 Months  | 2,282.20              | 2,282.20        | 1,137.68              | 1,137.68        |
| Interest Accrued  | 273.45                | 273.45          | 189.15                | 189.15          |
| <b>Total</b>  | <b>4,318.56</b>       | <b>4,318.56</b> | <b>3,270.40</b>       | <b>3,270.40</b> |

**21.1 (ii)** Includes ₹ 1.40 lakhs (31st March, 2024 ₹ 101.58 lakhs) issued to related parties

**21.1 (iii)** Interest is payable on monthly / annual / maturity basis as per the term under respective schemes.

**22. SUBORDINATED LIABILITIES**

(₹ in lakhs)

| Particulars                      | As at 31-Mar-2025 |                                      |   |               | As at 31-Mar-2024 |                                      |   |                 |
|----------------------------------|-------------------|--------------------------------------|---|---------------|-------------------|--------------------------------------|---|-----------------|
|                                  | At Amortised Cost | At Fair Value Through Profit or Loss | Designated at Fair Value Through Profit or Loss | Total         | At Amortised Cost | At Fair Value Through Profit or Loss | Designated at Fair Value Through Profit or Loss | Total           |
| Subordinated Debts - Retail      | 193.51            | -                                    | -   | 193.51        | 1,115.88          | -                                    | -   | 1,115.88        |
| Subordinated Debts - Term Loans  | -                 | -                                    | -   | -             | -                 | -                                    | -   | -               |
| <b>Total</b>                     | <b>193.51</b>     | <b>-</b>                             | <b>-</b>  | <b>193.51</b> | <b>1,115.88</b>   | <b>-</b>                             | <b>-</b>  | <b>1,115.88</b> |
| Subordinated Debts in India      | 193.51            | -                                    | -   | 193.51        | 1,115.88          | -                                    | -   | 1,115.88        |
| Subordinated Debts Outside India | -                 | -                                    | -   | -             | -                 | -                                    | -   | -               |
| <b>Total</b>                     | <b>193.51</b>     | <b>-</b>                             | <b>-</b>  | <b>193.51</b> | <b>1,115.88</b>   | <b>-</b>                             | <b>-</b>  | <b>1,115.88</b> |

**22.1** Subordinated Liability - Subordinated Debts Retail Privately Placed Subordinated Debts of ₹ 1,000/- each

**22.1 (i) Terms of Repayment as at 31st March, 2025**

(₹ in lakhs)

| Redeemable at Par (From the Date of the Balance Sheet) | As at 31st March 2025 |              |               | As at 31st March 2024 |               |                 |
|--|-----------------------|--------------|---------------|-----------------------|---------------|-----------------|
|  | Rate of Interest      |              | Total         | Rate of Interest      |               | Total           |
|  | < = 9%                | > 9% < = 12% |               | < = 9%                | > 9% < = 12%  |                 |
| Over 60 Months   | 24.30                 | -            | 24.30         | 52.75                 | -             | 52.75           |
| 48-60 Months   | 28.45                 | -            | 28.45         | -                     | -             | -               |
| 36-48 Months   | -                     | -            | -             | 25.30                 | 0.25          | 25.55           |
| 24-36 Months   | 25.30                 | 0.25         | 25.55         | 6.75                  | 34.59         | 41.34           |
| 12-24 Months   | 6.75                  | 34.59        | 41.34         | 20.35                 | 2.25          | 22.60           |
| Upto 12 Months   | 20.35                 | 2.25         | 22.60         | 11.00                 | 482.93        | 493.93          |
| Interest Accrued                                       | 24.31                 | 26.96        | 51.27         | 16.98                 | 462.73        | 479.71          |
| <b>Total</b>   | <b>129.46</b>         | <b>64.05</b> | <b>193.51</b> | <b>133.13</b>         | <b>982.75</b> | <b>1,115.88</b> |

**22.1 (ii)** Interest is payable on monthly/annual/maturity basis as per the terms under respective schemes.

**23. OTHER FINANCIAL LIABILITIES**

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025 | As at 31-Mar-2024 |
|---|-------------------|-------------------|
| Unpaid (Unclaimed) Matured Deposits                               | 45.42             | 110.38            |
| Unpaid (Unclaimed) Matured Subordinated Debts                     | 20.57             | 22.08             |
| Unpaid (Unclaimed) Matured Debentures                             | 0.25              | 1.06              |
| Direct Assignment Portfolio Collection Payable                    | 5.07              | 7.68              |
| Collection Payable Collection Agency Security Deposit             | 146.73            | 353.26            |
| Collection Payable to Asset Reconstruction Company                | 370.16            | 540.82            |
| Co- Lending payable   | 1,140.86          | -                 |
| Installment Received In Advance from Hypothecation Loan Customers | 1,439.06          | 568.99            |
| CSR Expense Payable (Refer Note 23.1)                             | -                 | 2.03              |
| Employee Benefits Payable   | 563.04            | 450.71            |
| Security deposit -Auction   | 1.00              | 1.00              |
| Vehicle Insurance Payable-HYP                                     | (350.25)          | 38.26             |
| Unclaimed Bank credit   | 74.18             | 69.39             |
| KLI Insurance Amount Payable                                      | (0.01)            | (0.01)            |
| Other Payable   | 41.40             | (0.60)            |
| <b>Total</b>  | <b>3,497.48</b>   | <b>2,165.05</b>   |

**23.1 The movement in Unspent expenditure on Corporate Social Responsibility**

(₹ in lakhs)

| Particulars                 | Unspent expenditure on Corporate Social Responsibility |
|-----------------------------|--|
|                             | Total  |
| <b>As at April 01, 2023</b> | <b>35.30</b>   |
| Additions                   | -  |
| Reversed                    | -  |
| Utilised                    | 35.30  |
| <b>As at March 31, 2024</b> | <b>-</b>   |
| Additions                   | 88.38  |
| Reversed                    | -  |
| Utilised                    | 88.38  |
| <b>As at March 31, 2025</b> | <b>-</b>   |

**24. LEASE LIABILITIES**

(₹ in lakhs)

| Particulars                                       | As at 31-Mar-2025 | As at 31-Mar-2024 |
|---|-------------------|-------------------|
| <b>Gross Block As at 1st April, 2024</b>          | <b>181.99</b>     | -                 |
| Additions   | 100.31            | -                 |
| (-) Rent paid                                     | 75.78             | -                 |
| (+) Other Adjustments                             | 21.96             | -                 |
| <b>Net carrying amount as at 31st March, 2025</b> | <b>228.48</b>     | -                 |

**25. PROVISIONS**

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| For Gratuity (Refer Note 43)                         | 230.05            | 151.44            |
| For Accumulated Compensated Absences (Refer Note 43) | 147.46            | 122.00            |
| For Others*  | 40.11             | 40.09             |
| <b>Total</b>   | <b>417.62</b>     | <b>313.53</b>     |

\*The Company has made a provision of ₹ 40.11 lakhs against refund receivable of AY 2019-2020.

**26. OTHER NON-FINANCIAL LIABILITIES**

(₹ in lakhs)

| Particulars            | As at 31-Mar-2025 | As at 31-Mar-2024 |
|------------------------|-------------------|-------------------|
| Statutory Dues Payable | 451.34            | 263.37            |
| Others                 | 1.25              | 0.94              |
| <b>Total</b>           | <b>452.59</b>     | <b>264.31</b>     |

**27. EQUITY SHARE CAPITAL**

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| <b>Authorised Share Capital</b><br>2,50,00,000 (2,50,00,000)<br>Equity shares of ₹ 10/- each | <b>2,500.00</b>   | 2,500.00          |
| <b>Issued Share Capital</b><br>1,64,47,533 (1,64,47,533)<br>Equity shares of ₹ 10/- each     | <b>1,644.75</b>   | 1,644.75          |
| <b>Subscribed Share Capital</b><br>1,64,47,533 (1,64,47,533)<br>Equity shares of ₹ 10/- each | <b>1,644.75</b>   | 1,644.75          |
| <b>Paid Up (Fully Paid Up)</b><br>1,64,47,533 (1,64,47,533)<br>Equity shares of ₹ 10/- each  | <b>1,644.75</b>   | 1,644.75          |
| <b>Total Equity</b>  | <b>1,644.75</b>   | 1,644.75          |

**27.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year.**

| Particulars                   | Number of Shares   | ₹ in Lakhs      |
|-------------------------------|--------------------|-----------------|
| <b>As at 1st April, 2023</b>  | <b>1,64,47,533</b> | <b>1,644.75</b> |
| Issued During the Year        | -                  | -               |
| <b>As at 31st March, 2024</b> | <b>1,64,47,533</b> | <b>1,644.75</b> |
| Issued During the Year        | -                  | -               |
| <b>As at 31st March, 2025</b> | <b>1,64,47,533</b> | <b>1,644.75</b> |

**27.2 Terms/ rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders

**27.3 Details of Shareholders holding more than 5% equity shares in the Company**

| Name of the Shareholder | As at 31-Mar-2025            |                        | As at 31-Mar-2024            |                        |
|-------------------------|------------------------------|------------------------|------------------------------|------------------------|
|                         | No. of Shares held in 1,000s | % Holding in the Class | No. of Shares held in 1,000s | % Holding in the Class |
| <b>Equity Shares</b>    |                              |                        |                              |                        |
| Thomas John Muthoot     | 3,152.96                     | 19.17                  | 3,152.96                     | 19.17                  |
| Thomas George Muthoot   | 3,133.48                     | 19.05                  | 3,133.48                     | 19.05                  |
| Thomas Muthoot          | 3,076.62                     | 18.71                  | 3,076.62                     | 18.71                  |

- 27.3** (i) As per the records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.
- 27.3** (ii) Refer Note 48 - Capital for the company's objectives, policies and processes for managing capital
- 27.3** (iii) For the period of five years immediately preceding the date at which Balance Sheet is prepared
- Aggregate number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash - Nil.
  - Aggregate number and class of shares allotted as fully paid up by way of bonus shares - Nil
  - Aggregate Number and class of shares bought back - Nil

**27.4 Disclosure of shareholding of promoters and percentage of change during the year**

| Name of the Shareholder | As at 31-Mar-2025            |                        |                          | As at 31-Mar-2024            |                        |                          |
|-------------------------|------------------------------|------------------------|--------------------------|------------------------------|------------------------|--------------------------|
|                         | No. of Shares held in 1,000s | % Holding in the Class | % Change during the year | No. of Shares held in 1,000s | % Holding in the Class | % Change during the year |
| Thomas John Muthoot     | 3,152.96                     | 19.17                  | -                        | 3,152.96                     | 19.17                  | -                        |
| Thomas George Muthoot   | 3,133.48                     | 19.05                  | -                        | 3,133.48                     | 19.05                  | -                        |
| Thomas Muthoot          | 3,076.62                     | 18.71                  | -                        | 3,076.62                     | 18.17                  | -                        |
| Remmy Thomas            | 392.34                       | 2.39                   | -                        | 392.34                       | 2.39                   | -                        |
| Nina George             | 299.58                       | 1.82                   | -                        | 299.58                       | 1.82                   | -                        |
| Preethi John            | 243.91                       | 1.48                   | -                        | 243.91                       | 1.48                   | -                        |

**28. OTHER EQUITY**

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| <b>Statutory Reserve (Pursuant to Section 45-IC of the RBI Act, 1934)</b>      |                   |                   |
| Opening Balance  | 12,436.00         | 9,986.00          |
| Add: Transfer from Retained Earnings   | 930.00            | 2,450.00          |
| <b>Closing Balance</b>   | <b>13,366.00</b>  | 12,436.00         |
| <b>Securities Premium</b>  | <b>20,135.00</b>  | 20,135.00         |
| <b>General Reserve</b>   |                   |                   |
| Opening Balance  | 1,185.00          | 1,185.00          |
| Additions  | -                 | -                 |
| Deletions  | -                 | -                 |
| <b>Closing Balance</b>   | <b>1,185.00</b>   | 1,185.00          |
| <b>Other Comprehensive Income</b>  |                   |                   |
| Opening Balance  | 135.92            | 80.05             |
| OCI for the Current Year   | 56.86             | (16.34)           |
| Transfer to Retained Earnings  | 39.20             | 72.21             |
| <b>Closing Balance</b>   | <b>231.98</b>     | 135.92            |
| <b>Retained Earnings</b>   |                   |                   |
| Opening Balance  | 25,638.22         | 15,894.64         |
| Additions  | -                 | -                 |
| Deletions  | -                 | -                 |
| <b>Closing Balance</b>   | <b>25,638.22</b>  | 15,894.64         |
| Profit/(Loss) for the Current Year   | 4,574.61          | 12,265.79         |
| Transfer from OCI  | (39.20)           | (72.21)           |
| <b>Total of Retained Earnings Before Appropriation</b>                         | <b>30,173.63</b>  | 28,088.22         |
| Less: Transfer to Statutory Reserve As Per, Section 45-IC of The RBI Act, 1934 | (930.00)          | (2,450.00)        |
| <b>Retained Earnings</b>   | <b>29,243.63</b>  | 25,638.22         |
| <b>Total of the Other Equity</b>   | <b>64,161.61</b>  | 59,530.14         |

**28.1 Nature and purpose of Reserves**

- i) **Statutory reserve:** Every year the Company transfers a sum of not less than twenty per cent of net profit of that year as disclosed in the Statement of Profit and Loss to its Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934.

The conditions and restrictions for distribution attached to statutory reserves as specified in Section 45-IC(1) in The Reserve Bank of India Act, 1934

- (1) Every non-banking financial company (NBFC) shall create a reserve fund and transfer therein a sum of not less than twenty per cent of its net profit every year, as disclosed in the profit and loss account and before any dividend is declared.

- (2) No appropriation of any sum from the reserve fund shall be made by the NBFC except for the purpose as may be specified by the RBI from time to time and every such appropriation shall be reported to the RBI within twenty-one days from the date of such withdrawal, provided that the RBI may, in any particular case and for sufficient cause being shown, extend the period of twenty one days by such further period as it thinks fit or condone any delay in making such report.
- (3) Notwithstanding anything contained in sub-section (1) the Central Government may, on the recommendation of the RBI and having regard to the adequacy of the paid-up capital and reserves of a NBFC in relation to its deposit liabilities, declare by order in writing that the provisions of sub-section (1) shall not be applicable to the NBFC for such period as may be specified in the order, provided that no such order shall be made unless the amount in the reserve fund under sub-section (i) Together with the amount in the share premium account is not less than the paid-up capital of the NBFC.
- (ii) **Securities Premium:** The amount received in excess of face value of the equity shares on share issue is recognized in Securities Premium Reserve. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.
- (iii) **General Reserve:** Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.
- (iv) **Retained Earnings:** Retained earnings or accumulated surplus represent total of all the profits retained since company's inception. Retained earnings are credited with current year profits, reduced by losses if any, dividend pay-outs, transfers to General Reserve or any such other appropriation to specific reserves. The company is entitled to declare dividends only to the extent permitted under RBI guidelines

## 29. INTEREST INCOME

(₹ in lakhs)

| Particulars                      | For the Year Ended 31-Mar-2025                         |  |   |           | For the Year Ended 31-Mar-2024                         |  |   |           |
|----------------------------------|--|--|---|-----------|--|--|---|-----------|
|                                  | On Financial Assets Measured at Fair Value through OCI | On Financial Assets Measured at Amortised Cost | On Financial Assets Classified at Fair Value through Profit or Loss | Total     | On Financial Assets Measured at Fair Value through OCI | On Financial Assets Measured at Amortised Cost | On Financial Assets Classified at Fair Value through Profit or Loss | Total     |
| Interest on loans                | -  | 43,750.48                                      | -   | 43,750.48 | -  | 35,118.47                                      | -   | 35,118.47 |
| Interest income from Investments | -  | 123.47   | -   | 123.47    | -  | 197.16   | -   | 197.16    |
| Interest on Deposits with Banks  | -  | 785.48   | -   | 785.48    | -  | 1,563.41                                       | -   | 1,563.41  |
| Other interest Income            | -  | -  | -   | -         | -  | 0.09   | -   | 0.09      |
| <b>Total</b>                     | -  | 44,659.43                                      | -   | 44,659.43 | -  | 36,879.13                                      | -   | 36,879.13 |

## 30. FEES AND OTHER CHARGES

(₹ in lakhs)

| Particulars                     | For the Year Ended 31-Mar-2025 | For the Year Ended 31-Mar-2024 |
|---------------------------------|--------------------------------|--------------------------------|
| Collection and Recovery Charges | 2,262.76                       | 2,550.77                       |
| Foreclosure Charges             | 155.82                         | 174.65                         |
| <b>Total</b>                    | <b>2418.58</b>                 | <b>2,725.42</b>                |

### 30.1 Revenue from contract with customers

(₹ in lakhs)

| Particulars                     | For the Year Ended 31-Mar-2025 | For the Year Ended 31-Mar-2024 |
|---------------------------------|--------------------------------|--------------------------------|
| Collection and Recovery Charges | 2262.76                        | 2,550.77                       |
| Foreclosure Charges             | 155.82                         | 174.65                         |
| <b>Total</b>                    | <b>2418.58</b>                 | <b>2,725.42</b>                |

### 30.2 Geographical Markets

(₹ in lakhs)

| Particulars   | For the Year Ended 31-Mar-2025 | For the Year Ended 31-Mar-2024 |
|---------------|--------------------------------|--------------------------------|
| In India      | 2,418.58                       | 2,725.42                       |
| Outside India | -                              | -                              |
| <b>Total</b>  | <b>2,418.58</b>                | <b>2,725.42</b>                |

### 30.3 Timing of revenue recognition

(₹ in lakhs)

| Particulars                            | For the Year Ended 31-Mar-2025 | For the Year Ended 31-Mar-2024 |
|--|--------------------------------|--------------------------------|
| Service transferred at a point in time | 2,418.58                       | 2,725.42                       |
| Service transferred over time          | -                              | -                              |
| <b>Total</b>                           | <b>2,418.58</b>                | <b>2,725.42</b>                |

### 30.4 Receivables

(₹ in lakhs)

| Particulars                     | For the Year Ended 31-Mar-2025 | For the Year Ended 31-Mar-2024 |
|---------------------------------|--------------------------------|--------------------------------|
| Collection and Recovery Charges | -                              | -                              |
| Foreclosure Charges             | -                              | -                              |
| <b>Total</b>                    | <b>-</b>                       | <b>-</b>                       |

**31. NET GAIN ON FAIR VALUE CHANGES**

(₹ in lakhs)

| Particulars   | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|---|-----------------------------------|-----------------------------------|
| (A) Net Gain on Financial Instruments at Fair Value through Profit or Loss    |                                   |                                   |
| (i) On Trading Portfolio  |                                   |                                   |
| - Investments   | -                                 | -                                 |
| - Derivatives   | -                                 | -                                 |
| - Others  | -                                 | -                                 |
| (ii) On Financial Instruments designated at Fair Value through Profit or Loss | 3.96                              | 70.80                             |
| <b>Total Net Gain on Fair Value Changes</b>                                   | <b>3.96</b>                       | <b>70.80</b>                      |
| Fair Value changes:   |                                   |                                   |
| - Realised  | -                                 | -                                 |
| - Unrealised  | 3.96                              | 70.80                             |
| <b>Total</b>  | <b>3.96</b>                       | <b>70.80</b>                      |

**32. OTHER OPERATING INCOME**

(₹ in lakhs)

| Particulars                             | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|---|-----------------------------------|-----------------------------------|
| Collection against Bad dets written off | 74.13                             | 159.14                            |
| Collection Against Dpn Written Off      | 5.80                              | 2.40                              |
| <b>Total</b>                            | <b>79.93</b>                      | <b>161.54</b>                     |

**33. OTHER INCOME**

(₹ in lakhs)

| Particulars                          | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|--------------------------------------|-----------------------------------|-----------------------------------|
| Income from Windmill Operations      | 12.23                             | 8.58                              |
| Insurance Income*                    | 20.38                             | -                                 |
| Income from collection commission    | 89.47                             | 56.71                             |
| Reversal of Provision for RTO demand | -                                 | 168.75                            |
| Interest from Bank/Income Tax        | 119.00                            | -                                 |
| Profit on sale of Fixed Assets       | 15.81                             | 2.08                              |
| Profit on Redemption of Bonds        | 2.20                              | -                                 |
| Miscellaneous Income                 | 225.13                            | 64.64                             |
| <b>Total</b>                         | <b>484.22</b>                     | <b>300.76</b>                     |

\*Includes income from acting as corporate agent amounting to ₹ 20.38 (31st March, 2024 ₹ Nil)

**34. FINANCE COSTS**

(₹ in lakhs)

| Particulars   | For the Year Ended 31-Mar-2025                              |   |           | For the Year Ended 31-Mar-2024                              |   |           |
|---|---|---|-----------|---|---|-----------|
|   | On Financial Liabilities Measured at Fair Value Through OCI | On Financial Liabilities Measured at Amortised Cost | Total     | On Financial Liabilities Measured at Fair Value Through OCI | On Financial Liabilities Measured at Amortised Cost | Total     |
| <b>Interest on Deposits</b>                                 | -   | 326.38  | 326.38    | -   | 242.25  | 242.25    |
| <b>Interest on Borrowings (other than Debt Securities):</b> |   |   |           |   |   |           |
| - Loans from Banks  | -   | 9,714.49  | 9,714.49  | -   | 9,173.62  | 9,173.62  |
| - Loans from Institutions and Others                        | -   | 571.76  | 571.76    | -   | 410.18  | 410.18    |
| - From Securitisation transaction                           | -   | 2,089.21  | 2,089.21  | -   | 2,923.02  | 2,923.02  |
| <b>Interest on Debt securities:</b>                         |   |   |           |   |   |           |
| - Debentures  | -   | 7,395.17  | 7,395.17  | -   | 3,451.84  | 3,451.84  |
| <b>Interest on Subordinated Liabilities</b>                 | -   | 58.23   | 58.23     | -   | 112.90  | 112.90    |
| <b>Interest on Commercial Paper</b>                         | -   | 2,178.82  | 2,178.82  | -   | 442.60  | 442.60    |
| <b>Finance cost on lease liability</b>                      | -   | 21.97   | 21.97     | -   | -   | -         |
| <b>Total</b>  | -   | 22,356.03   | 22,356.03 | -   | 16,756.41   | 16,756.41 |

**35. IMPAIRMENT OF FINANCIAL INSTRUMENTS**

(₹ in lakhs)

| Particulars                        | For the Year Ended 31-Mar-2025                              |   |            | For the Year Ended 31-Mar-2024                              |   |             |
|------------------------------------|---|---|------------|---|---|-------------|
|                                    | On Financial Liabilities Measured at Fair Value Through OCI | On Financial Liabilities Measured at Amortised Cost | Total      | On Financial Liabilities Measured at Fair Value Through OCI | On Financial Liabilities Measured at Amortised Cost | Total       |
| Loans (Written Off/ Waived)        | -   | 199.91  | 199.91     | -   | 469.99  | 469.99      |
| Trade Advance Written off          | -   | 238.76  | 238.76     | -   | -   | -           |
| Provision for Trade Advance        | -   | (239.63)  | (239.63)   | -   | (4.60)  | (4.60)      |
| ECL Provision                      | -   | 1,631.02  | 1,631.02   | -   | (10,737.04)   | (10,737.04) |
| Loss on sale of Assets-ARC         | -   | (1,374.30)  | (1,374.30) | -   | 9,489.50  | 9,489.50    |
| Loss on sale of Assets-LCV         | -   | 0.75  | 0.75       | -   | -   | -           |
| Loss on Sale of Repossessed Assets | -   | 1,481.44  | 1,481.44   | -   | 1,584.62  | 1,584.62    |
| ECL Provision -Servicing Asset     | -   | -   | -          | -   | (50.31)   | (50.31)     |
| <b>Total</b>                       | -   | 1,937.95  | 1,937.95   | -   | 752.16  | 752.16      |

**36. EMPLOYEE BENEFITS EXPENSES**

(₹ in lakhs)

| Particulars                               | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|---|-----------------------------------|-----------------------------------|
| Salaries and Wages                        | 7,330.65                          | 6,026.07                          |
| Contribution to Provident and other Funds | 473.10                            | 396.54                            |
| Staff Welfare Expenses                    | 121.75                            | 76.02                             |
| Outsourced Manpower                       | 0.52                              | 356.42                            |
| Incentive to Employees                    | 1,303.76                          | 965.30                            |
| Leave Encashment                          | 64.13                             | 47.79                             |
| Bonus                                     | 121.79                            | 61.00                             |
| Gratuity Expenses                         | 95.22                             | 67.96                             |
| <b>Total</b>                              | <b>9,510.92</b>                   | <b>7,997.10</b>                   |

**37. DEPRECIATION, AMORTISATION, AND IMPAIRMENT**

(₹ in lakhs)

| Particulars                       | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|-----------------------------------|-----------------------------------|-----------------------------------|
| Depreciation of Tangible Assets   | 157.96                            | 76.76                             |
| Amortisation of Intangible Assets | 249.89                            | 9.66                              |
| Right-of-Use Asset                | 69.39                             | -                                 |
| <b>Total</b>                      | <b>477.24</b>                     | <b>86.42</b>                      |

**38. NET LOSS ON FAIR VALUE CHANGES**

(₹ in lakhs)

| Particulars                    | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|--------------------------------|-----------------------------------|-----------------------------------|
| Net loss on Fair Value Changes |                                   |                                   |
| - Realised                     | -                                 | -                                 |
| - Unrealised                   | 18.69                             | -                                 |
| <b>Total</b>                   | <b>18.69</b>                      | <b>-</b>                          |

**39. OTHER EXPENSES**

(₹ in lakhs)

| Particulars  | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|--|-----------------------------------|-----------------------------------|
| Rent, Taxes and Energy Costs   | 434.21                            | 463.03                            |
| Repairs and Maintenance  | 73.88                             | 33.91                             |
| Communication Expenses   | 159.29                            | 132.66                            |
| Printing and stationery  | 48.11                             | 28.81                             |
| Advertisement and Publicity  | 189.24                            | 91.02                             |
| Director's Fees, Allowances and Expenses   | 29.21                             | 19.29                             |
| Auditor's Fees and Expenses (Refer Note 39.1)                                    | 49.29                             | 35.39                             |
| Legal and Professional Charges   | 315.49                            | 427.28                            |
| Insurance  | 8.95                              | 10.26                             |
| Hypothecation Loan Collection Charges  | 3,458.37                          | 4,994.81                          |
| Travelling Expenses  | 210.70                            | 131.21                            |
| Expenditure against Corporate Social Responsibility Activities (Refer Note 39.2) | 88.38                             | 144.61                            |
| Software Usage Fee   | 1,293.36                          | 943.94                            |
| Miscellaneous Expenses   | 178.78                            | 156.74                            |
| Business Sourcing Incentive  | 628.04                            | 27.72                             |
| Credit Check   | 76.47                             | 9.56                              |
| Back Office Processing   | 67.16                             | 49.22                             |
| <b>Total</b>   | <b>7,308.93</b>                   | <b>7,699.46</b>                   |

**39.1 Auditor's Fees and Expenses**

(₹ in lakhs)

| Particulars                              | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|--|-----------------------------------|-----------------------------------|
| As Auditor                               |                                   |                                   |
| - Audit Fees (Including limited review)* | 29.43                             | 17.44                             |
| In Other capacity                        |                                   |                                   |
| - Taxation Matters                       | -                                 | -                                 |
| - Reimbursement of Expense               | 14.41                             | 15.77                             |
| - Certification services*                | 5.45                              | 2.18                              |
| <b>Total Payment</b>                     | <b>49.29</b>                      | <b>35.39</b>                      |

\* Including GST credit charged off

**39.2 Expenditure Against Corporate Social Responsibility Activities**

(₹ in lakhs)

| Particulars  | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|--|-----------------------------------|-----------------------------------|
| a) Gross Amount required to be spent by the Company during the year (includes CSR Unspent amount of previous year) | 38.28                             | 35.30                             |
| b) Amount approved by the Board to be spent during the year  | 150.00                            | 180.00                            |
| c) Amount spent during the year on:  |                                   |                                   |
| (i) Construction / Acquisition of any Asset  |                                   |                                   |
| - in Cash  | -                                 | -                                 |
| - yet to be paid in Cash   | -                                 | -                                 |
| (ii) On purposes other than (I) above  |                                   |                                   |
| - in Cash  | 88.38                             | 179.91                            |
| - yet to be paid in Cash   | -                                 | -                                 |
| - Shortfall/(Excess)   | (50.10)                           | (144.61)                          |

**39.2.1** Details of related party transactions in relation to CSR expenditure is given in Note 47.**39.2.2 Details of CSR Unspent Amount**

(₹ in lakhs)

| Particulars  | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|--|-----------------------------------|-----------------------------------|
| Opening Balance  | -                                 | 35.30                             |
| Amount deposited in Specified Fund of Schedule VII   | -                                 | -                                 |
| Amount required to be spent during the year (includes CSR Unspent amount of previous year) | 38.28                             | 35.30                             |
| Amount spent during the year   | 88.38                             | 35.30                             |
| Closing Balance (CSR Unspent Amount)   | -                                 | -                                 |

**39.2.3 Amounts Earmarked for Ongoing Projects**

(₹ in lakhs)

| Particulars                                 | For the Year Ended 31-March-2025 |                             |       |
|---|----------------------------------|-----------------------------|-------|
|   | With Company                     | In Separate CSR Unspent A/c | Total |
| Opening balance                             | -                                | -                           | -     |
| Amount required to be spent during the year | 38.28                            | -                           | 38.28 |
| Transfer to separate CSR Unspent account    | -                                | -                           | -     |
| Amount spent during the year                | 88.38                            | -                           | 88.38 |
| Closing balance                             | -                                | -                           | -     |

**40. INCOME TAX**

The components of income tax expense for the year ended 31st March, 2025 and 31st March, 2024 are:

(₹ in lakhs)

| Particulars   | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|---|-----------------------------------|-----------------------------------|
| Current Tax   | -                                 | 595.62                            |
| Deferred Tax Relating to Origination and Reversal of Temporary Differences        | 1,540.16                          | 3,707.69                          |
| Adjustment in respect of Current Income Tax of Prior Years                        | (74.99)                           | (135.22)                          |
| <b>Income Tax Expense / (Income) Reported in the Statement of Profit and Loss</b> | <b>1,465.17</b>                   | <b>4,168.09</b>                   |
| Income Tax Expense / (Income) Recognized in Other Comprehensive Income            | 19.12                             | (5.50)                            |

**40.1 Reconciliation of the Total Tax Charge**

The tax charge shown in the Statement of Profit and Loss differs from the tax charge that would apply if all profits had been charged at Indian corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended 31st March, 2025 and 31st March, 2024 is, as follows

(₹ in lakhs)

| Particulars  | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|--|-----------------------------------|-----------------------------------|
| Accounting Profit /(Loss) Before Tax                                       | 6,039.76                          | 16,433.88                         |
| At India's Statutory Income Tax Rate of 25.168% (31st March 2024: 25.168%) | 1,520.09                          | 4,136.08                          |
| Non-Deductible Expenses  |                                   |                                   |
| Corporate Social Responsibility Expenditure not allowable for tax purpose  | 22.24                             | 36.40                             |
| Others   | (77.16)                           | (4.39)                            |
| <b>Income Tax Expense Reported in the Statement of Profit and Loss</b>     | <b>1,465.17</b>                   | <b>4,168.09</b>                   |

**40.1.1** The effective income tax rate for financial year 2024-2025 is 25.168% (31st March 2024 25.168%)

**40.2 Deferred Tax**

The following table shows Deferred Tax recorded in the Balance Sheet and changes recorded in the Income tax expense:

(₹ in lakhs)

| Particulars  | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|--|-----------------------------------|-----------------------------------|
| <b>On timing differences in respect of:</b>                              |                                   |                                   |
| a) Depreciation on Property, Plant and Equipment/ Intangible assets      | 64.88                             | 36.24                             |
| b) Unamortised processing fees/ transaction costs of Financial Assets    | (739.76)                          | (58.19)                           |
| c) Unamortised processing fees/ transaction costs of Financial Liability | (618.39)                          | (301.64)                          |
| d) Expected Credit Loss provisions                                       | 2,660.68                          | 4,058.01                          |
| e) Net Income from Securitisation Transactions                           | (347.10)                          | (471.38)                          |
| f) Carry forward tax losses  | 2,861.97                          | 2,134.92                          |
| g) Others  | 96.67                             | 140.27                            |
| <b>Total</b>   | <b>3,978.95</b>                   | <b>5,538.23</b>                   |

**40.3 Reconciliation of Deferred Tax Assets/(Liabilities)**

(₹ in lakhs)

| Particulars   | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|---|-----------------------------------|-----------------------------------|
| <b>Opening Balance</b>  | <b>5,538.23</b>                   | <b>9,240.42</b>                   |
| Tax Income/(Expense) during the Period Recognised in Profit or Loss | (1,540.16)                        | (3,707.69)                        |
| Tax Income/(Expense) during the Period Recognised in OCI            | (19.12)                           | 5.50                              |
| <b>Closing Balance</b>  | <b>3,978.95</b>                   | <b>5,538.23</b>                   |

**41. EARNINGS PER SHARE (EPS)**

(₹ in lakhs)

| Particulars  | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|--|-----------------------------------|-----------------------------------|
| Net Profit After Tax as Per Statement of Profit and Loss (₹ in Lakhs) (A)                | 4,574.60                          | 12,265.79                         |
| Weighted Average Number of Equity Shares for Calculating Basic EPS (₹ in Lakhs) (B)      | 164.48                            | 164.48                            |
| Weighted Average Number of Equity Shares for Calculating Diluted EPS (₹ in Lakhs) (C)    | 164.48                            | 164.48                            |
| Basic Earnings per Equity share (₹ in Rupees) (Face Value of ₹ 10/- per Share) (A)/(B)   | 27.81                             | 74.58                             |
| Diluted Earnings per Equity Share (₹ in Rupees) (Face Value of ₹ 10/- per Share) (A)/(C) | 27.81                             | 74.58                             |

**42. CHANGE IN ESTIMATE W.R.T 'EXPECTED CREDIT LOSS MODEL (ECL)' DURING PREVIOUS YEAR:**

Company has reviewed its Expected credit loss model and the same was adopted from 1st April 2023. Key changes are as follows:

**Probability of default ('PD')**

For Stage 1 Accounts - the PD has been arrived at based on % of likely defaults in next 12 months.

For accounts with significant increase in credit risk – the PD is the % of loan becoming credit impaired i.e. 90 days past due.

For credit impaired accounts - the PD considered is 100%.

**Exposure at default ('EAD')**

As per Ind AS 109, EAD is estimation of the extent to which the financial entity may be exposed to counterparty in the event of default and at the time of counterparty's default. The EAD comprises of principal component, accrued interest for the outstanding exposure.

**Loss given default ('LGD')**

Loss given default LGD is an estimate of the loss from a transaction given that a default occurs. Various approaches are available to compute the LGD. The Company has considered the workout LGD approach by considering historical losses and recoveries. The following steps are performed to calculate the LGD:

- 1) Analysis of historical accounts
- 2) The computation consists of following components, which are:
  - a) Outstanding balance on the day of default
  - b) Recovery amount (discounted yearly) by initial contractual rate.

The formula for the computation is as below:

Recovery rate % = (Discounted recovery amount / Total exposure on the day of default)

LGD % = 1 – recovery rate

The company reviewed the model in first quarter by roll forwarding the data for one more year . As a result of improved collections, PD% and LGD% got reduced and an amount of 389.79 lakhs reversed from the provision.

The company had created an additional provision in March 22 for the stressed assets to keep the NNPA below 6% to comply with the PCA norms as prescribed by RBI. Since the majority of the stressed assets have since been recovered or have been sold to Asset reconstruction companies and considering the better asset quality of the current portfolio, in the Quarter 3 of the current financial year the company has decided to bring down its Provision Coverage ratio from 75% to 60% and released an amount of ₹ 1,810 lakhs from the provision.

**43. RETIREMENT BENEFIT PLAN****43.1 Defined Benefit Plan- Gratuity**

"The Company has a Defined Benefit Gratuity Plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. The Company has entered into an arrangement with the LIC of India to cover the liability payable to the employees towards the gratuity under a Gratuity Trust Scheme based on Group Gratuity Cum Assurance Scheme of the LIC of India which is a defined benefit scheme and the company has to make contributions under such scheme".

The following tables summarises the components of net benefit expense recognized in the Statement of Profit and loss and the funded status and amounts recognized in the Balance Sheet for the gratuity plan."

**A. Net Liability/(Assets) recognised in the Balance Sheet**

(₹ in lakhs)

| Particulars                                | As at<br>31-Mar-2025 | As at<br>31-Mar-2024 |
|--|----------------------|----------------------|
| Present Value of Obligations               | 652.89               | 601.22               |
| Fair Value of Plan Assets                  | (422.84)             | (449.78)             |
| <b>Defined Benefit Obligation/ (Asset)</b> | <b>230.05</b>        | <b>151.44</b>        |

**B. Net Benefit Expense recognised in Statement of Profit and Loss**

(₹ in lakhs)

| Particulars                | As at<br>31-Mar-2025 | As at<br>31-Mar-2024 |
|----------------------------|----------------------|----------------------|
| Current Service Cost       | 84.33                | 63.26                |
| Past Service Cost          | -                    | -                    |
| Net Interest Cost          | 10.89                | 4.70                 |
| <b>Net Benefit Expense</b> | <b>95.22</b>         | <b>67.96</b>         |

**C. Details of changes in Present Value of Defined Benefit Obligations as follows:**

(₹ in lakhs)

| Particulars  | As at<br>31-Mar-2025 | As at<br>31-Mar-2024 |
|--|----------------------|----------------------|
| <b>Opening Defined Benefit Obligations</b>         | <b>601.22</b>        | <b>586.18</b>        |
| Service Cost                                       | 84.33                | 63.26                |
| Interest Cost                                      | 43.23                | 43.14                |
| Benefit Paid                                       | (123.46)             | (178.21)             |
| <b>Actuarial (Gain)/Loss on total liabilities:</b> |                      |                      |
| - Due to Change in Financial Assumptions           | 19.92                | (4.54)               |
| - Due to Change in Demographic Assumptions         | -                    | -                    |
| - Due to Experience Variance                       | 27.65                | 91.39                |
| <b>Closing Defined Benefit Obligation</b>          | <b>652.89</b>        | <b>601.22</b>        |

**D. Details of changes In Fair Value of Plan Assets are as follows:**

(₹ in lakhs)

| Particulars                              | As at<br>31-Mar-2025 | As at<br>31-Mar-2024 |
|--|----------------------|----------------------|
| <b>Opening Fair Value of Plan Assets</b> | <b>449.79</b>        | <b>522.34</b>        |
| Actual Return on Plan Assets             | 27.52                | 28.80                |
| Employer Contribution                    | 68.99                | 76.85                |
| Benefit Paid                             | (123.46)             | (178.21)             |
| <b>Closing Fair Value of Plan Assets</b> | <b>422.84</b>        | <b>449.78</b>        |

**E. Gain/(Loss) in Other Comprehensive Income (OCI)**

(₹ in lakhs)

| Particulars                          | As at<br>31-Mar-2025 | As at<br>31-Mar-2024 |
|--------------------------------------|----------------------|----------------------|
| Actuarial Gain/(Loss) on Liabilities | (47.57)              | (86.85)              |
| Actuarial Gain/(Loss) on Assets      | (4.82)               | (9.64)               |
| <b>Total</b>                         | <b>(52.39)</b>       | <b>(96.49)</b>       |

**F. The principal assumptions used in determining gratuity obligations for the company's defined benefit plan are shown below:**

(₹ in lakhs)

| Particulars                             | As at<br>31-Mar-2025 | As at<br>31-Mar-2024                         |
|---|----------------------|--|
| Discount Rate                           | 6.54%                | 7.19% Per Annum                              |
| Rate of increase In Compensation Levels | 2.50% - 5.00%        | 2.50% - 5.00%                                |
| Rate of Return on Plan Assets           | 6.54% per annum      | 7.36% per annum                              |
| Average future service (in Years)       | 24.39 Years          | 24.66 Years                                  |
| Mortality Rate                          | 100% of IALM 2012-14 | Indian Assured Lives Mortality (2012-14) Ult |

**G. Investments quoted In active markets:**

(₹ in lakhs)

| Particulars             | As at<br>31-Mar-2025 | As at<br>31-Mar-2024 |
|-------------------------|----------------------|----------------------|
| Fund Managed by Insurer | 100%                 | 100%                 |
| <b>Total</b>            | <b>100%</b>          | <b>100%</b>          |

**H. Quantitative Sensitivity Analysis for significant assumptions are as shown below:\***

(₹ in lakhs)

| Items                              | 31-Mar-2025 | Impact (Absolute) | Impact % |
|------------------------------------|-------------|-------------------|----------|
| Base Liability                     | 652.89      |                   |          |
| Increase Discount Rate by 0.50%    | 637.46      | (15.43)           | -2.36%   |
| Decrease Discount Rate by 0.50%    | 669.13      | 16.24             | 2.49%    |
| Increase Salary Inflation by 1.00% | 686.35      | 33.46             | 5.13%    |
| Decrease Salary Inflation by 1.00% | 622.01      | (30.88)           | -4.73%   |
| Increase Withdrawal Rate by 1.00%  | 655.01      | 2.12              | 0.33%    |
| Decrease Withdrawal Rate by 1.00%  | 650.46      | (2.43)            | -0.37%   |

\*Based on actuarial valuation report

## 43.2 Defined Benefit Plan - Accumulated Compensated Absences

(₹ in lakhs)

| Particulars  | For the Year Ended<br>31-Mar-2025            | For the Year Ended<br>31-Mar-2024            |
|--|--|--|
| Maturity Profile                                       |  |  |
| Present Value of Obligation                            | 145.79                                       | 122.00                                       |
| Expense Recognised In the Statement of Profit and Loss | 62.46  | 44.17  |
| Discount Rate (p.a.)                                   | 6.54% per annum                              | 7.19% per annum                              |
| Salary Escalation Rate (p.a.)                          | 2.50% - 5.00% p.a                            | 2.50% - 5.00% p.a                            |
| Mortality Rate   | Indian Assured Lives Mortality (2012-14) Ult | Indian Assured Lives Mortality (2012-14) Ult |

## 44. MATURITY ANALYSIS OF ASSETS AND LIABILITIES

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025  |                    |                    | As at 31-Mar-2024  |                    |                    |
|---|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
|   | Within 12 Months   | After 12 Months    | Total              | Within 12 Months   | After 12 Months    | Total              |
| <b>Assets</b>   |                    |                    |                    |                    |                    |                    |
| <b>Financial Assets</b>   |                    |                    |                    |                    |                    |                    |
| Cash and Cash Equivalents   | 29,691.39          | -                  | 29,691.39          | 18,098.81          | -                  | 18,098.81          |
| Bank Balance other than Cash and Cash Equivalents   | 4,634.65           | 5,638.55           | 10,273.20          | 5,877.51           | 783.81             | 6,661.32           |
| Loans   | 1,53,363.59        | 1,55,351.91        | 3,08,715.50        | 1,07,412.61        | 94,101.97          | 2,01,514.58        |
| Adjustments on account of ECL/EIR   | -                  | -                  | (10,702.76)        | -                  | -                  | (16,010.30)        |
| Investments   | 5,757.11           | 5,454.29           | 11,211.40          | 7,344.27           | 3,390.16           | 10,734.43          |
| Other Financial Assets  | 1,394.09           | 25.07              | 1,419.16           | 785.12             | 19.51              | 804.63             |
| <b>Non – Financial Assets</b>   |                    |                    |                    |                    |                    |                    |
| Current Tax Assets (Net)  | 1,818.43           | 186.04             | 2,004.47           | 2,607.63           | 186.04             | 2,793.67           |
| Deferred Tax Assets (Net)   | -                  | 3,978.95           | 3,978.95           | -                  | 5,538.23           | 5,538.23           |
| Property Plant and Equipment  | -                  | 450.81             | 450.81             | -                  | 214.85             | 214.85             |
| Right-of-use Assets   | -                  | 223.55             | 223.55             | -                  | -                  | -                  |
| Other Intangible Assets   | -                  | 302.01             | 302.01             | -                  | 386.70             | 386.70             |
| Other Non-Financial Assets  | 882.76             | -                  | 882.76             | 638.78             | 41.13              | 679.91             |
| <b>Total Assets</b>   | <b>1,97,542.02</b> | <b>1,71,611.18</b> | <b>3,58,450.43</b> | <b>1,42,764.73</b> | <b>1,04,662.40</b> | <b>2,31,416.83</b> |
| <b>Liabilities</b>  |                    |                    |                    |                    |                    |                    |
| <b>Financial Liabilities</b>  |                    |                    |                    |                    |                    |                    |
| (i) Trade Payables  | -                  | -                  | -                  | -                  | -                  | -                  |
| (i) Total Outstanding Dues of Micro Enterprises and Small Enterprises                       | -                  | -                  | -                  | -                  | -                  | -                  |
| (ii) Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises | 2,790.92           | -                  | 2,790.92           | 1487.87            | 2.61               | 1,490.48           |
| Debt Securities   | 33,777.30          | 66,225.00          | 1,00,002.30        | 22,558.67          | 20,950.00          | 43,508.67          |
| Adjustments on account of EIR   |                    |                    | (1,704.74)         |                    |                    | (639.60)           |
| Borrowings (Other than Debt Securities)   | 1,41,580.72        | 41,618.93          | 1,83,199.65        | 1,04,411.64        | 14,900.49          | 1,19,312.13        |
| Adjustments on account of EIR   |                    |                    | (752.30)           |                    |                    | (558.91)           |
| Deposits  | 2,450.86           | 1,867.70           | 4,318.56           | 1,212.91           | 2,057.49           | 3,270.93           |
| Subordinated Liabilities  | 25.43              | 168.08             | 193.51             | 935.28             | 180.60             | 1,115.88           |
| Other Financial Liabilities   | 3,497.48           | -                  | 3,497.48           | 2,152.88           | 12.17              | 2,165.05           |
| Lease Liabilities   | -                  | 228.48             | 228.48             |                    |                    |                    |
| <b>Non-Financial Liabilities</b>  |                    |                    |                    |                    |                    |                    |
| Provisions  | 417.62             | -                  | 417.62             | 313.53             | -                  | 313.53             |
| Other Non-Financial Liabilities   | 452.59             | -                  | 452.59             | 264.31             | -                  | 264.31             |
| <b>Total Liabilities</b>  | <b>1,84,992.92</b> | <b>1,10,108.19</b> | <b>2,92,644.07</b> | <b>1,33,337.11</b> | <b>38,103.36</b>   | <b>1,70,241.94</b> |
| <b>Net</b>  | <b>12,549.10</b>   | <b>61,502.99</b>   | <b>65,806.36</b>   | <b>9,427.64</b>    | <b>66,559.04</b>   | <b>61,174.89</b>   |

**45. CHANGE IN LIABILITIES ARISING FROM FINANCING ACTIVITIES**

(₹ in lakhs)

| Particulars  | As at 1st April 2024 | Net Cash Proceeds / (repayments) | Others            | As at 31st March 2025 |
|--|----------------------|----------------------------------|-------------------|-----------------------|
| Debt Securities                                    | 42,869.07            | 57,133.23                        | (1,704.74)        | <b>98,297.56</b>      |
| Borrowings (other than debt securities)            | 1,18,753.22          | 64,446.43                        | (752.30)          | <b>1,82,447.35</b>    |
| Deposits   | 3,270.40             | 1,048.16                         | -                 | <b>4,318.56</b>       |
| Subordinated liabilities                           | 1,115.88             | (922.37)                         | -                 | <b>193.51</b>         |
| <b>Total Liabilities from Financing Activities</b> | <b>1,66,008.57</b>   | <b>1,21,705.45</b>               | <b>(2,457.04)</b> | <b>2,85,256.98</b>    |

(₹ in lakhs)

| Particulars  | As at 1st April 2023 | Net Cash Proceeds / (repayments) | Others          | As at 31st March 2024 |
|--|----------------------|----------------------------------|-----------------|-----------------------|
| Debt Securities                                    | 26,061.65            | 14,900.00                        | 1,907.42        | 42,869.07             |
| Borrowings (other than debt securities)            | 1,57,965.55          | (39,295.95)                      | 83.62           | 1,18,753.22           |
| Deposits   | 3,775.35             | (487.60)                         | (17.35)         | 3,270.40              |
| Subordinated liabilities                           | 1,325.25             | (187.30)                         | (22.07)         | 1,115.88              |
| <b>Total liabilities from Financing activities</b> | <b>1,89,127.80</b>   | <b>(25,070.85)</b>               | <b>1,951.62</b> | <b>1,66,008.57</b>    |

**46. CONTINGENT LIABILITIES, COMMITMENTS AND LEASING ARRANGEMENTS****A. Contingent Liabilities**

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025 | As at 31-Mar-2024 |
|---|-------------------|-------------------|
| a) Matters where the future cash outflows are determinable only on the receipt of pending judgements /conclusions |                   |                   |
| - Service Tax issues where Company is in appeal (Amount is fully paid)  | <b>13.56</b>      | 13.56             |
| <b>Total</b>  | <b>13.56</b>      | <b>13.56</b>      |

**B. Commitments not provided for**

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025 | As at 31-Mar-2024 |
|---|-------------------|-------------------|
| a) Estimated amount of contracts remaining to be executed on capital account, net of advances | <b>604.23</b>     | 141.00            |
| <b>Total</b>  | <b>604.23</b>     | <b>141.00</b>     |

**C. Leasing Arrangements**

The company has recognized right - of - use on asset and lease liability during the year. The Company has not given any assets on lease and accordingly has not earned any rental income during the year.

(₹ in lakhs)

| Particulars          | As at 31-Mar-2025 | As at 31-Mar-2024 |
|----------------------|-------------------|-------------------|
| Right -Of-Use Assets | <b>223.55</b>     | -                 |
| Lease Liability      | <b>228.48</b>     | -                 |

**47. RELATED PARTY DISCLOSURES**

Related party disclosures as per Ind AS - 24 'Related Party Disclosures' for the year ended 31st March 2025, are given below:

**47.1 Particulars of companies / Firms / Limited Liability Partnerships / Trusts where control / significant influence exists: (with whom the Company had transactions)**

| Name of the Companies / Firms / LLP / Trusts |  |
|--|--|
| Sr. No.                                      | Companies                              |
| 1  | Muthoot Fincorp Limited                |
| 2  | Muthoot Pappachan Technologies Limited |
| Firms / LLPs / Trusts                        |  |
| 1  | Muthoot Bankers                        |
| 2  | Muthoot Estate Investments             |
| 3  | Muthoot Motors (Cochin)                |
| 4  | Muthoot Motors (Pathanamthitta)        |
| 5  | Muthoot Pappachan Foundation           |

**47.2 Related Parties Including Key Managerial Personnel (with whom the Company had transactions):**

| Sr. No. | Name of the Related Parties | Designation   |
|---------|-----------------------------|---|
| 1       | Thomas John Muthoot         | Chairman (till the closing hours of December 23, 2024)                            |
| 2       | Thomas George Muthoot       | Managing Director (till the closing hours of December 23, 2024)                   |
| 3       | Tina Suzanne George         | Whole-Time Director (w.e.f December 23, 2024)                                     |
| 4       | Thomas Muthoot              | Non-Executive Director (till the closing hours of December 23, 2024)              |
| 5       | Ritu Elizabeth George       | Non-Executive Director (w.e.f December 23, 2024)                                  |
| 6       | Susan John                  | Non-Executive Director (w.e.f December 23, 2024)                                  |
| 7       | Mathews Markose             | Chief Executive Officer   |
| 8       | Ramandeep Singh             | Chief Financial Officer   |
| 9       | Deepa G                     | Company Secretary & Compliance Officer (w.e.f March 01, 2025)                     |
| 10      | Srikanth G Menon            | Company Secretary & Compliance Officer (till the closing hours February 28, 2025) |

47.3 Relatives of Related Parties (with whom the Company had transactions):

| Sr. No. | Related Parties | Name of Relatives | Nature of Relationship |
|---------|-----------------|-------------------|------------------------|
| 1       | Thomas Muthoot  | Suzannah Muthoot  | Daughter               |

47.4 Details relating to transactions with parties referred to in Note 47.1:

(₹ in lakhs)

| Particulars  | Name of Related Party                          | For the<br>Year Ended<br>31-Mar-2025 | For the<br>Year Ended<br>31-Mar-2024 |
|--|--|--------------------------------------|--------------------------------------|
| <b>Income:</b>   |  |                                      |                                      |
| Income from Wind Mill Operations                       | Muthoot Bankers                                | 12.23                                | 8.58                                 |
| Interest Income on Term Loan                           | Muthoot Pappachan Technologies Ltd.            | -                                    | 8.18                                 |
| Interest Income on DPN Loan                            | MPG Security Group Pvt. Ltd.                   | -                                    | 0.62                                 |
| MFL gold loan sourcing incentive                       | Muthoot Fincorp Limited                        | 0.07                                 | 0.39                                 |
| <b>Expenses:</b>                                       |  |                                      |                                      |
| Business Sourcing Expense-<br>BC Model                 | (i) Muthoot Fincorp Limited                    | 360.88                               | -                                    |
|  | (ii) Muthoot Motors (Cochin)                   | 112.71                               | -                                    |
|  | (i) Muthoot Motors (Cochin)                    | -                                    | 82.91                                |
| Business Sourcing Incentive                            | (ii) Muthoot Motors Pvt Ltd                    | -                                    | 0.21                                 |
|  | (iii) Muthoot Fincorp Limited                  | -                                    | 250.05                               |
|  | Muthoot Fincorp Limited                        | 169.87                               | 258.95                               |
| Collection Charges                                     | Muthoot Fincorp Limited                        | 13.32                                | 10.78                                |
| Brokerage for canvassing for<br>Public deposits        | Muthoot Fincorp Limited                        | -                                    | 0.55                                 |
| Bank Guarantee Charges                                 | Muthoot Bankers                                | 5.30                                 | 4.86                                 |
| Wind Mill Expense                                      | Muthoot Pappachan Foundation                   | 88.38                                | 144.61                               |
| CSR Expenses   | Muthoot Fincorp Limited                        | 1.73                                 | 1.97                                 |
| Travelling Expense                                     | Muthoot Fincorp Limited                        | 23.03                                | 23.60                                |
| Rent on Space Sharing                                  | Muthoot Estate Investments                     | 107.13                               | 102.03                               |
| Rent   | Muthoot Estate Investments                     | 107.13                               | 102.03                               |
| Reimbursement of Expenses -<br>Repairs and Maintenance | Muthoot Motors (Cochin)                        | 9.05                                 | 2.79                                 |
| Software Usage Charges                                 | Muthoot Pappachan Technologies Ltd             | 57.69                                | 62.55                                |
| Annual Maintenance Charges                             | Muthoot Pappachan Technologies Ltd             | 14.56                                | 1.83                                 |
| <b>Assets:</b>   |  |                                      |                                      |
| Income from Windmill Receivable                        | Muthoot Bankers                                | 9.99                                 | 18.31                                |
| Debt Due from Related Party                            | (i) Muthoot Fincorp Limited                    | 32.90                                | -                                    |
| Rent Deposit   | (i) Muthoot Estate Investments                 | 30.17                                | 30.17                                |
|  | (ii) Muthoot Fincorp Limited                   | 7.05                                 | 7.87                                 |
|  | (i) Muthoot Pappachan Foundation               | 1.84                                 | 4.35                                 |
| Other Receivable                                       | (i) Muthoot Fincorp Limited                    | 0.19                                 | 0.12                                 |
| Prepaid  | (i) Muthoot Pappachan Technologies<br>Ltd      | 14.64                                | -                                    |
| <b>Liabilities:</b>                                    |  |                                      |                                      |
| Business Sourcing Incentive<br>Payable                 | (i) Muthoot Motors<br>(Cochin, Pathanamthitta) | -                                    | 10.71                                |
|  | (ii) Muthoot Motors Pvt Ltd TVM                | -                                    | 0.04                                 |
|  | (iii) Muthoot Fincorp Limited                  | -                                    | 28.22                                |
|  |  |                                      |                                      |

(₹ in lakhs)

| Particulars                             | Name of Related Party                | For the<br>Year Ended<br>31-Mar-2025 | For the<br>Year Ended<br>31-Mar-2024 |
|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Trade Advance -Payable                  | (i) Muthoot Motors (Cochin)          | 9.28                                 | 5.77                                 |
|   | (ii) Muthoot Motors (Pathanamthitta) | 4.19                                 | 3.71                                 |
| Brokerage Payable on Public<br>deposits | Muthoot Fincorp Limited              | 0.88                                 | 0.83                                 |
| Travelling Expense Payable              | Muthoot Fincorp Limited              | 5.65                                 | 13.80                                |
| Collection charges payable              | Muthoot Fincorp Limited              | 16.10                                | 22.51                                |
| BA Payout Payable                       | Muthoot Motors                       | 48.50                                | -                                    |
|   | Muthoot Fincorp Limited              | 287.88                               | -                                    |
| Software Usage & AMC Charges            | Muthoot Pappachan Technologies Ltd   | -                                    | 1.83                                 |
| Bank Guarantee Charges                  | Muthoot Fincorp Limited              | -                                    | 0.55                                 |
| Rent Payable                            | (i) Muthoot Estate Investments       | -                                    | 8.42                                 |
|   | (ii) Muthoot Fincorp Limited         | 1.72                                 | 0.22                                 |

47.5 Details Relating to Transactions with Parties referred to in Note 47.2 & 47.3:

(₹ in lakhs)

| Particulars                          | Name of Related Party      | For the<br>Year Ended<br>31-Mar-2025 | For the<br>Year Ended<br>31-Mar-2024 |
|--------------------------------------|----------------------------|--------------------------------------|--------------------------------------|
| <b>Expenses</b>                      |                            |                                      |                                      |
| Salaries, Perquisites and Incentives | (i) Thomas George Muthoot  | 268.71                               | 405.00                               |
|                                      | (ii) Madhu Alexiouse       | -                                    | 51.75                                |
|                                      | (iii) Mathew Markose       | 69.95                                | 60.13                                |
|                                      | (iv) Tina Suzanne George   | 43.28                                | 29.07                                |
|                                      | (v) Ramandeep Singh Gill   | 83.10                                | 72.67                                |
|                                      | (vii) Srikanth G Menon     | 15.33                                | 0.17                                 |
|                                      | (vi) Deepa G.              | 1.12                                 | 9.51                                 |
|                                      | (i) Thomas George Muthoot  | 15.85                                | 20.88                                |
| PF Contribution                      | (ii) Madhu Alexiouse       | -                                    | 1.30                                 |
|                                      | (iii) Mathew Markose       | 0.23                                 | 0.20                                 |
|                                      | (v) Tina Suzanne George    | 0.23                                 | 0.22                                 |
|                                      | (vi) Ramandeep Singh Gill  | 0.23                                 | 0.22                                 |
|                                      | (vii) Srikanth G Menon     | 0.21                                 | -                                    |
|                                      | (viii) Deepa G.            | 0.02                                 | 0.21                                 |
|                                      | (i) Thomas George Muthoot  | 10.51                                | 0.80                                 |
|                                      | (ii) Madhu Alexiouse       | -                                    | 1.12                                 |
| Reimbursement of Expenses            | Thomas George Muthoot      | 67.36                                | 73.01                                |
| Interest on Loan from Director       | (i) Suzannah Muthoot       | 5.54                                 | 7.75                                 |
|                                      | (ii) Thomas George Muthoot | 0.11                                 | 0.05                                 |
|                                      | (iii) Thomas Muthoot       | -                                    | -                                    |
| Interest on Public Deposit           | Thomas George Muthoot      | 180.43                               | 222.32                               |
| Rent Paid                            | Thomas George Muthoot      | 180.43                               | 222.32                               |
| Sitting Fees Paid                    | (i) AP Kurian              | 3.09                                 | 4.25                                 |
|                                      | (ii) Divya Sukumar         | 6.10                                 | 3.71                                 |
|                                      | (iii) Robin Tommy          | 1.42                                 | -                                    |
|                                      | (iv) Shirley Thomas        | 9.30                                 | 5.67                                 |
|                                      | (v) Thomas Mathew          | 9.30                                 | 5.67                                 |

(₹ in lakhs)

| Particulars                                    | Name of Related Party     | For the<br>Year Ended<br>31-Mar-2025 | For the<br>Year Ended<br>31-Mar-2024 |
|--|---------------------------|--------------------------------------|--------------------------------------|
| <b>Assets:</b>                                 |                           |                                      |                                      |
| Rent Deposit                                   | Thomas George Muthoot     | 25.00                                | 25.00                                |
| <b>Liabilities:</b>                            |                           |                                      |                                      |
| Loan from Directors                            | Thomas George Muthoot     | -                                    | 678.50                               |
| Provision for Incentive<br>(Refer Note 47.5.1) | (i) Thomas George Muthoot | 15.00                                | 57.00                                |
|  | (ii) Mathew Markose       | 5.00                                 | 4.83                                 |
|  | (ii) Tina Suzanne George  | 1.70                                 | -                                    |
|  | (iv) Ramandeep Singh Gill | 7.20                                 | 7.87                                 |
|  | (v) Deepa G               | 0.12                                 | -                                    |
| Leave encashment payable                       | (i) Srikanth G Menon      | 0.25                                 | -                                    |
| GTLI Payable                                   | (I) Thomas George Muthoot | 0.18                                 | -                                    |
|  | (ii) Srikanth G Menon     | -                                    | -                                    |
| Salary Payable                                 | Deepa G                   | -                                    | 0.70                                 |
| Public Deposit<br>(including interest accrued) | (i) Thomas George Muthoot | 1.40                                 | 1.30                                 |
|  | (ii) Suzannah Muthoot     | -                                    | 100.28                               |

47.5.1 Payment is subject to achievement parameters to be evaluated as at the end of the financial year.

47.6 Transaction with Related Parties referred to in Note 47.1, 47.2 & 47.3

(₹ in lakhs)

| Particulars                     | Name of Related Party              | For the<br>Year Ended<br>31-Mar-2025 | For the<br>Year Ended<br>31-Mar-2024 |
|---------------------------------|------------------------------------|--------------------------------------|--------------------------------------|
| <b>Incentive Paid</b>           |                                    |                                      |                                      |
| Incentive Paid during the year  | (i) Thomas George Muthoot          | 57.00                                | 57.00                                |
|                                 | (ii) Mathew Markose                | 4.82                                 | -                                    |
|                                 | (ii) Tina Suzanne George           | 2.40                                 | -                                    |
|                                 | (iv) Ramandeep Singh Gill          | 11.04                                | -                                    |
| Gratuity Paid                   | (i) Thomas George Muthoot          | 20.00                                | -                                    |
| Leave encashment Paid           | (i) Thomas George Muthoot          | 14.50                                | -                                    |
| Advertisement Expenses paid     | Muthoot Fincorp Ltd                | 0.57                                 | -                                    |
| <b>Unsecured Loan - DPN</b>     |                                    |                                      |                                      |
| Repaid during the period:       | MPG Security Group Pvt Ltd         | -                                    | 33.33                                |
| <b>Term Loan</b>                |                                    |                                      |                                      |
| Repaid during the period:       | Muthoot Pappachan Technologies Ltd | -                                    | 233.33                               |
| <b>Trade Advance Given</b>      | Muthoot Motors (Pathanamthitta)    | 2,205.07                             | 1,136.40                             |
|                                 | Muthoot Motors (Cochin)            | 1,337.91                             | 1,082.05                             |
| <b>Trade Advance Utilised</b>   | Muthoot Motors (Pathanamthitta)    | 2,205.55                             | 1,138.15                             |
|                                 | Muthoot Motors (Cochin)            | 1,341.42                             | 1,078.99                             |
| <b>Public Deposit</b>           |                                    |                                      |                                      |
| Accepted during the period      | Thomas George Muthoot              | -                                    | 1.25                                 |
| Repaid during the period        | Thomas George Muthoot              | -                                    | 1.25                                 |
|                                 | Suzannah Muthoot                   | 100.65                               | -                                    |
| <b>Loan from Directors</b>      |                                    |                                      |                                      |
| Repaid during the period        | Thomas George Muthoot              | 678.50                               | -                                    |
| <b>Collection at MFL Branch</b> |                                    |                                      |                                      |
| Collection from HYP Customers   | Muthoot Fincorp Ltd                | 32,834.35                            | 47,482.28                            |

47.7 Provisions for doubtful debts due from related parties at the Balance Sheet date - Nil (31st March 2024 - Nil)

47.8 Amounts written off or written back of debts due from or to related parties - Nil (31st March 2024 - Nil)

**47.9 Maximum amount with Related Parties referred to in Note 47.1, 47.2 & 47.3**

(₹ in lakhs)

| Name of the related party        | Parent (as per ownership or control) | Subsidiaries | Associates/ Joint ventures | Key Management Personnel | Others | For the year ended 31-03-2025 |
|----------------------------------|--------------------------------------|--------------|----------------------------|--------------------------|--------|-------------------------------|
| Borrowings                       | -                                    | -            | -                          | -                        | -      | -                             |
| Deposits                         | -                                    | -            | -                          | 1.40                     | -      | 1.40                          |
| Placement of deposits            | -                                    | -            | -                          | -                        | -      | -                             |
| Advances                         | -                                    | -            | -                          | -                        | -      | -                             |
| Investments                      | -                                    | -            | -                          | -                        | -      | -                             |
| Purchase of fixed / other assets | -                                    | -            | -                          | -                        | -      | -                             |
| Sale of fixed / other assets     | -                                    | -            | -                          | -                        | -      | -                             |
| Others                           | -                                    | -            | -                          | -                        | -      | -                             |

**47.10 Maximum amount with Related Parties referred to in Note 47.1, 47.2 & 47.3**

(₹ in lakhs)

| Name of the related party        | Parent (as per ownership or control) | Subsidiaries | Associates/ Joint ventures | Key Management Personnel | Others | For the year ended 31-03-2024 |
|----------------------------------|--------------------------------------|--------------|----------------------------|--------------------------|--------|-------------------------------|
| Borrowings                       | -                                    | -            | -                          | 678.50                   | -      | 678.50                        |
| Deposits                         | -                                    | -            | -                          | 1.30                     | 100.28 | 101.58                        |
| Placement of deposits            | -                                    | -            | -                          | -                        | -      | -                             |
| Advances                         | -                                    | -            | -                          | -                        | -      | -                             |
| Investments                      | -                                    | -            | -                          | -                        | -      | -                             |
| Purchase of fixed / other assets | -                                    | -            | -                          | -                        | -      | -                             |
| Sale of fixed / other assets     | -                                    | -            | -                          | -                        | -      | -                             |
| Others                           | -                                    | -            | -                          | -                        | -      | -                             |

**47.11 Outstanding amount with Related Parties referred to in Note 47.1,47.2,47.3**

(₹ in lakhs)

| Name of the related party        | Parent (as per ownership or control) | Subsidiaries | Associates/ Joint ventures | Key Management Personnel | Others | For the year ended 31-03-2025 |
|----------------------------------|--------------------------------------|--------------|----------------------------|--------------------------|--------|-------------------------------|
| Borrowings                       | -                                    | -            | -                          | -                        | -      | -                             |
| Deposits                         | -                                    | -            | -                          | 1.40                     | -      | 1.40                          |
| Placement of deposits            | -                                    | -            | -                          | -                        | -      | -                             |
| Advances                         | -                                    | -            | -                          | -                        | -      | -                             |
| Investments                      | -                                    | -            | -                          | -                        | -      | -                             |
| Purchase of fixed / other assets | -                                    | -            | -                          | -                        | -      | -                             |
| Sale of fixed / other assets     | -                                    | -            | -                          | -                        | -      | -                             |
| Others                           | -                                    | -            | -                          | -                        | -      | -                             |

**47.12 Outstanding amount with Related Parties referred to in Note 47.1,47.2,47.3**

(₹ in lakhs)

| Name of the related party        | Parent (as per ownership or control) | Subsidiaries | Associates/ Joint ventures | Key Management Personnel | Others | For the year ended 31-03-2024 |
|----------------------------------|--------------------------------------|--------------|----------------------------|--------------------------|--------|-------------------------------|
| Borrowings                       | -                                    | -            | -                          | 678.50                   | -      | 678.50                        |
| Deposits                         | -                                    | -            | -                          | 1.30                     | 100.28 | 101.58                        |
| Placement of deposits            | -                                    | -            | -                          | -                        | -      | -                             |
| Advances                         | -                                    | -            | -                          | -                        | -      | -                             |
| Investments                      | -                                    | -            | -                          | -                        | -      | -                             |
| Purchase of fixed / other assets | -                                    | -            | -                          | -                        | -      | -                             |
| Sale of fixed / other assets     | -                                    | -            | -                          | -                        | -      | -                             |
| Others                           | -                                    | -            | -                          | -                        | -      | -                             |

**48. CAPITAL**

The Company maintains an actively managed capital base to cover risks inherent in the business which includes issued equity capital, share premium and all other equity reserves attributable to equity holders of the Company. As an NBFC, the RBI requires the company to maintain a minimum capital to risk weighted assets ratio ("CRAR") consisting of Tier 1 and Tier 2 capital of 15% of our aggregate risk weighted assets. Further, the total of our Tier 2 capital cannot exceed 100% of our Tier 1 capital at any point of time. The capital management process of the Company ensures to maintain a healthy CRAR at all the times.

**Capital Management**

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

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

(₹ in lakhs)

| Particulars                 | As at 31-Mar-2025 | As at 31-Mar-2024 |
|-----------------------------|-------------------|-------------------|
| <b>Regulatory Capital</b>   |                   |                   |
| Tier 1 Capital              | 59,399.05         | 53,645.66         |
| Tier 2 Capital              | 505.16            | 1,134.85          |
| <b>Total Capital Funds</b>  | 59,904.21         | 54,780.51         |
| <b>Risk Weighted Asset</b>  | 2,69,321.50       | 1,75,000.11       |
| <b>Tier 1 Capital Ratio</b> | 22.06%            | 30.65%            |
| <b>Tier 2 Capital Ratio</b> | 0.19%             | 0.65%             |
| <b>Total Capital Ratio</b>  | 22.25%            | 31.30%            |

Regulatory capital consists of Tier 1 capital, which comprises of share capital, statutory reserves, general reserve, share premium and retained earnings including current year profit. The other component of regulatory capital is Tier 2 Capital, which subject to statutory limit includes subordinated debt and general provisions.

The Company is meeting the capital adequacy requirements of Reserve Bank of India (RBI)

#### 49. FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

##### 49.1 Fair Value Hierarchy of assets and liabilities

###### 49.1.1 The carrying amount and fair value measurement hierarchy for assets and liabilities as at 31st March, 2025 is as follows:

- i) At Fair Value through Profit and loss account (₹ in lakhs)

| Particulars                               | Level 1 | Level 2 | Level 3  |
|---|---------|---------|----------|
| Investments in security receipts          | -       | -       | 6,970.84 |
| Investments in alternate investment funds | -       | 105.89  | -        |

- ii) At Fair Value through Other Comprehensive Income (₹ in lakhs)

| Particulars                              | Level 1 | Level 2 | Level 3 |
|--|---------|---------|---------|
| Investments in quoted equity instruments | 338.38  | -       | -       |

###### 49.1.2 The carrying amount and fair value measurement hierarchy for assets and liabilities as at 31st March, 2024 is as follows

- i) At Fair Value through Profit and loss account (₹ in lakhs)

| Particulars                               | Level 1 | Level 2 | Level 3  |
|---|---------|---------|----------|
| Investments in security receipts          | -       | -       | 6,306.79 |
| Investments in alternate investment funds | -       | 124.59  | -        |

- ii) At Fair Value through Other Comprehensive Income (₹ in lakhs)

| Particulars                              | Level 1 | Level 2 | Level 3 |
|--|---------|---------|---------|
| Investments in quoted equity instruments | 210.02  | -       | -       |

##### 49.2 Fair Value Technique

###### 49.2.1 Investments at Fair Value Through Profit or Loss

- i. Investment in security receipts has been classified as Level 3. Since the investment value approximates the net asset value as at March 31, 2025 as confirmed by the Asset Reconstruction Company (ARC), disclosure of sensitivity of fair value measurement in unobservable inputs is not considered relevant.

- ii. Fair value of debt funds/ alternate investment funds are derived based on the latest available valuation report/ NAV/ statement communicated by the fund house and is classified as Level 2.

##### 49.2.2 Investments at Fair Value Through Other Comprehensive Income

For Investment at fair value through Other Comprehensive Income, valuation are done using quoted price from active markets at the measurement date. The equity instruments which are actively traded in public stock exchanges with readily available active prices on a regular basis are classified as Level 1.

##### 49.3 Fair value of Financial Instruments not measured at fair value

Set out below is a comparison, by class, of the carrying amounts and fair values of the Company's financial instruments that are initially measured at fair value and subsequently carried at amortised cost in the financial statements (Not measured at Fair value)

(₹ in lakhs)

| Particulars                                       | Carrying Value as at |                    |             | Fair Value as at   |             |
|---|----------------------|--------------------|-------------|--------------------|-------------|
|   | Level                | 31-Mar-2025        | 31-Mar-2024 | 31-Mar-2025        | 31-Mar-2024 |
| <b>Financial Assets</b>                           |                      |                    |             |                    |             |
| Cash and Cash Equivalents                         | 1                    | 29,691.39          | 18,098.81   | 29,691.39          | 18,098.81   |
| Bank Balance other than Cash and Cash Equivalents | 1                    | 10,273.20          | 6,661.32    | 10,273.20          | 6,661.32    |
| Loans   | 3                    | 2,98,012.74        | 1,85,504.28 | 2,98,012.74        | 1,85,504.28 |
| Investments in Govt. Securities                   | 2                    | 744.04             | 1,148.88    | 744.04             | 1,148.88    |
| Investments in PTC                                | 3                    | 2,986.80           | 2,882.67    | 2,986.80           | 2,882.67    |
| Other financial assets                            | 3                    | 1,419.15           | 804.63      | 1,419.15           | 804.63      |
| <b>Total Financial assets</b>                     |                      | <b>3,43,127.32</b> | 2,15,100.59 | <b>3,43,127.32</b> | 2,15,100.59 |
| <b>Financial Liabilities</b>                      |                      |                    |             |                    |             |
| Trade Payables                                    | 3                    | 2,790.92           | 1,490.48    | 2,790.92           | 1,490.48    |
| Debt Securities                                   | 2                    | 98,297.56          | 42,869.07   | 98,297.56          | 42,869.07   |
| Borrowings (other than debt securities)           | 2                    | 1,82,447.35        | 1,18,753.22 | 1,82,447.35        | 1,18,753.22 |
| Deposits  | 2                    | 4,318.56           | 3,270.40    | 4,318.56           | 3,270.40    |
| Subordinated liabilities                          | 2                    | 193.51             | 1,115.88    | 193.51             | 1,115.88    |
| Other financial liabilities                       | 3                    | 3,497.48           | 2,165.05    | 3,497.48           | 2,165.05    |
| Lease Liabilities                                 | 3                    | 228.48             | -           | 228.48             | -           |
| <b>Total Financial Liabilities</b>                |                      | <b>2,91,773.86</b> | 1,69,664.10 | <b>2,91,773.86</b> | 1,69,664.10 |

##### 49.4 Valuation techniques

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the company's financial statements. These fair values were calculated for disclosure purpose only.

###### 49.4.1 Short-term financial assets and liabilities

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include cash and cash equivalents, balances other than cash and cash equivalents and trade payables without a specific maturity. Such amounts have been classified as Level 1/Level 3 on the basis that no adjustments have been made to the balances in the Balance Sheet.

**49.4.2 Loans and advances to customers**

The fair value of loans and advances are calculated using a portfolio based approach, grouping loans as far as possible into homogeneous groups based on similar characteristics. The fair value is then extrapolated to the portfolio using discounted cash flow models that incorporate interest rates estimates considering all significant characteristics of the loan. The fair value is then reduced by impairment allowance which is already calculated in computing probability of default and loss given default to arrive at fair value net of risk.

**49.4.3 Financial assets at amortised cost**

The fair values of held-to-maturity investments are estimated using a discounted cash flow model based on contractual cash flows using actual or estimated yields and discounting by yields incorporating the counterparties credit risk.

**49.4.4 Financial liability at amortised cost**

The fair values of financial liability held-to-maturity are estimated using effective interest rate model based on contractual cash flows using actual yields.

**50. RISK MANAGEMENT**

Risk is inherent to any Company, more so to a NBFC, and MCSL is no exception. At MCSL we have a proper framework on Risk Management, in order to ensure that effective management of risks is an integral part of every employee's job. The process is designed in such a way that the work of one is effectively monitored by another and therefore ensures that any risk that the process can have is clearly verified and nullified by the team member handling the next process.

The main objective is to create and protect shareholder value by minimizing threats or losses and identifying and maximizing opportunities and thereby ensuring sustainable business growth with stability. The Risk Management systems also promote a proactive approach in reporting, evaluating and resolving risks associated with the business.

The Company is exposed to credit risk, liquidity risk and market risk. It is also subject to various operating and business risks such as compliance risk, reputational risk and strategy risk.

Through continuous enhancement of risk controls and governance structures, the Company is positioned to thrive amid challenges, ensuring long-term financial stability and resilience

**50.1 Risk Management Framework**

The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles. The Board has constituted the Risk Management Committee (RMCB) which is responsible for monitoring the overall risk process within the Company. The RMCB has the overall responsibility for the development of the risk strategy and implementing principles, frameworks, policies and limits. It is responsible for managing risk decisions and monitoring risk levels. The Chief Risk Officer is responsible for implementing and maintaining risk related procedures to ensure an independent control process is maintained. The risk owners are responsible for monitoring compliance with risk principles, policies and limits across the Company. Each department has its risk owner who is responsible for the control of risks, including monitoring the actual risk of exposures against authorised limits and the assessment of risks. The Company's treasury is responsible for managing its assets and liabilities and the overall financial structure. It is also primarily responsible for the funding and liquidity risks of the Company. The Company's policy is that risk management processes throughout the Company are audited annually by the internal audit function, which examines both the adequacy of the procedures and the Company's compliance with the procedures. Internal audit discusses the results of all assessments with management and reports its findings and recommendations to ACB.

- Risk Identification: Conducting in-depth analyses to identify the root cause of potential risks and assess their possible ramifications, thereby facilitating the development of precise and robust mitigation strategies.
- Risk Assessment: Undertaking a thorough evaluation of risks across various contingencies, ensuring a comprehensive understanding of their scope and potential consequences.
- Risk Response: Deploying tailored strategies to either mitigate, accept, transfer, or entirely eliminate risks based on their assessed severity and probability of occurrence.
- Ongoing Monitoring: Continuously tracking the risk landscape to identify emerging threats and ensure the prompt application of corrective measures.
- Process Evaluation & Improvement: Engaging in continuous review and refinement of risk management methodologies to increase their effectiveness and responsiveness to dynamic conditions.

**50.2 Identification of Risk and Analysis**

The Company has identified the following potential risks that could have an adverse impact on the Company:

1. Credit Risk
2. Liquidity Risk
3. Operational Risk
4. Compliance Risk
5. Reputational Risk
6. Strategic Risk
7. Fraud risk
8. Cyber security risk

While each of the risk has significance, all except the Credit Risk can be managed and controlled through internal processes. It is the Credit Risk management which needs both internal and external factors in equal measure to be effective and controlled.

The scope of the Internal Audit shall cover risk management (including fraud risk) and control monitoring review and advisory services, reviews of operational and financial processes and controls, documentation of various important processes and events, information technology reviews, governance and assurance reviews, operational compliance audits, verification on adherence to regulatory requirements and other ad hoc advisory or consulting services. Internal Auditors discusses the results of all assessments with management and reports its findings and recommendations to Audit Committee.

**50.2.1 Credit Risk**

This is the major risk anticipated in connection with the nature of operations of the company. While a lot would need to be done internally to monitor it and control it, the external factors also plays its role in the final impact of the credit risk. Credit risk is the risk of default or non-repayment of loan by a borrower, which involves monetary loss to the company, both in terms of principal and interest. In the portfolio of an NBFC, the losses stem from outright default due to the inability or unwillingness of a customer or counterparty to meet commitments in relation to repayment, trading, settlement and other financial transactions. Alternatively, losses result from reduction in portfolio value arising from actual or perceived deterioration in due to any event affecting the borrower/ a group of borrowers. The effective management and reporting of credit risk is a critical component of comprehensive risk management and is essential for the long-term success of any banking and financial services organization. It ensures that risks are identified in

advance and corrective action taken. Credit risk management encompasses identification, measurement, monitoring, control and reporting of the credit risk exposures.

The major risk that the Company faces is the default and / or delay in payment of EMIs (principal and interest) by the customers within the due time. To mitigate the said risk, the Company measures the credit history, capacity to repay, loan amount and loan conditions and associated collateral, if any, of the customer before sanctioning/ disbursing loan and has an efficient post disbursal monitoring mechanism to take corrective and timely action whenever required to minimise the probability of default/loss.

- 50.2.2 Methodology for assessment of Expected Credit loss on loan asset - Refer Note 6.1.(vii) of Material accounting policies
- 50.2.3 Credit quality of financial asset based on Stage 1 (No significant increase in the credit risk), Stage 2 (Significant increase in the credit risk but no impairment), and Stage 3 (Credit impaired asset) - Refer Note 10.1 of Financial Statements.
- 50.2.4 Reconciliation of expected credit loss balance - Refer Note 10.3 of Financial Statement
- 50.2.5 RBI disclosures requirement for restructured assets - Refer Note 76 of Financial Statement
- 50.2.6 Concentration of Credit Risk - Retail and Corporate Loans

The Company's portfolio can be broadly classified as following:

- 50.2.6.1 Vehicle Loan (predominantly backed up by 2-wheeler and used 4-wheeler assets)
- 50.2.6.2 Vehicle Loan (Securitised)
- 50.2.6.3 Secured Loans
- 50.2.6.4 Unsecured Loans

50.2.7 Maximum Exposure to Credit Risk

The maximum exposure to credit risk of loans is their carrying amount after considering effect of mitigation through collateral recovery and credit enhancements

50.2.8 Narrative Description of Collateral

Collateral primarily includes vehicles purchased by retail loan customers and in respect of other secured loans they represent specific/pari-passu charge on the receivables of the borrowers.

50.2.9 Quantitative Information of collateral

Gross Value of total secured loans to value of collateral (Before adjustment on account of ECL and EIR).  
(₹ in lakhs)

| Loan to Security Value | Gross Value of Secured Vehicle loans |                   | Gross Value of Secured business loans (Secured by Receivables) |                   |
|------------------------|--------------------------------------|-------------------|--|-------------------|
|                        | As at 31-Mar-2025                    | As at 31-Mar-2024 | As at 31-Mar-2025  | As at 31-Mar-2024 |
| 0-50%                  | 25,568.00                            | 18,045.90         | -  | -                 |
| 51-70%                 | 59,757.76                            | 47,421.07         | -  | -                 |
| 71-100%                | 1,34,614.20                          | 88,320.43         | 5,314.41   | 18,098.30         |
| Above 100%             | 83,432.25                            | 29,828.93         | -  | -                 |
| Total                  | 303,372.21                           | 1,83,616.33       | 5,314.41   | 18,098.30         |

The above is based on the asset cost of vehicle loans at origination as reduced by 20% p.a. on straight line method. The derived value is for disclosure purpose only and may not be representative of the recoverable value as the same is depended on the condition of the vehicle at the point of repossession. However the company has assessed LGD for ECL purpose based on actual loss incurred as per historical information on repossession/sale of collateral asset.

50.2.10 Liquidity Risk

Liquidity Risk arises largely due to maturity mismatch associated with assets and liabilities of the Company. Liquidity risk stems from the inability of the Company to fund increase in assets, manage unplanned changes in funding sources and meet financial commitments when required. The Asset Liability Committee (ALCO) meets regularly to review the liquidity portion based on future cash flows. The company also maintain adequate liquid assets and has access to funding the hedge against unexpected requirement.

50.2.10.1 Analysis of Financial Assets and Liabilities by Remaining Contractual Maturities

The below table shows as analysis of assets / liabilities and analysed accordingly to when they are expected to be recovered or settled and considering contract terms. For loans/ advances to customers maturity analysis is based on original contractual terms.

**Maturity Pattern of Financial Assets and Liabilities  
as on 31<sup>st</sup> March, 2025**

(₹ in lakhs)

| Particulars  | Less Than<br>3 Months | 3 months -<br>6 months | 6 months -<br>1 year | 1 year -<br>3 years | 3 years -<br>5 years | Over<br>5 Years | Not<br>Sensitive<br>to ALM<br>(Refer Note<br>50.2.10.1.(i)) | Total              |
|--|-----------------------|------------------------|----------------------|---------------------|----------------------|-----------------|---|--------------------|
| <b>Financial Assets</b>                              |                       |                        |                      |                     |                      |                 |   |                    |
| Cash and Cash Equivalents                            | 29,691.39             | -                      | -                    | -                   | -                    | -               | -   | <b>29,691.39</b>   |
| Derivative Financial Instruments                     | -                     | -                      | -                    | -                   | -                    | -               | -   | -                  |
| Bank Balance other than Cash<br>and Cash Equivalents | 2,755.70              | 546.12                 | 1,332.83             | 4,958.55            | 680.00               | -               | -   | <b>10,273.20</b>   |
| Loans  | 46,526.06             | 38,109.89              | 68,727.65            | 1,31,015.77         | 18,280.17            | 6,055.97        | (10,702.77)   | <b>298,012.74</b>  |
| Financial Investments at FVOCI                       | 338.38                | -                      | -                    | -                   | -                    | -               | -   | <b>338.38</b>      |
| Financial Investments at<br>Amortised Cost           | 956.80                | 383.07                 | 3,907.53             | 1,676.30            | 3,477.08             | 300.90          | -   | <b>10,701.68</b>   |
| Financial Investments at FVTPL                       | 171.34                | -                      | -                    | -                   | -                    | -               | -   | <b>171.34</b>      |
| Other Financial Assets                               | 1,266.73              | 32.51                  | 94.85                | 25.07               | -                    | -               | -   | <b>1,419.16</b>    |
| <b>Total Financial Assets</b>                        | <b>81,706.40</b>      | <b>39,071.59</b>       | <b>74,062.86</b>     | <b>1,37,675.69</b>  | <b>22,437.25</b>     | <b>6,356.87</b> | <b>(10,702.77)</b>  | <b>3,50,607.89</b> |
| <b>Financial Liabilities</b>                         |                       |                        |                      |                     |                      |                 |   |                    |
| Debt Securities                                      | 6,630.86              | 1,375.00               | 25,771.44            | 66,225.00           | -                    | -               | (1,704.74)  | <b>98,297.56</b>   |
| Deposits   | 413.53                | 951.65                 | 1,085.67             | 1,615.99            | 251.72               | -               | -   | <b>4,318.56</b>    |
| Borrowings<br>(Other than Debt Securities)           | 66,933.52             | 30,556.17              | 44,091.04            | 36,374.20           | 5,236.37             | 8.35            | (752.30)  | <b>1,82,447.35</b> |
| Subordinated Liabilities                             | -                     | -                      | 25.43                | 96.03               | 40.21                | 31.84           | -   | <b>193.51</b>      |
| Trade Payables                                       | 2,760.98              | 50.00                  | (20.06)              | -                   | -                    | -               | -   | <b>2,790.92</b>    |
| Other Financial Liabilities                          | 3,486.05              | -                      | 11.43                | -                   | -                    | -               | -   | <b>3,497.48</b>    |
| <b>Total Financial Liabilities</b>                   | <b>80,224.94</b>      | <b>32,932.82</b>       | <b>70,964.95</b>     | <b>1,04,311.22</b>  | <b>5,528.30</b>      | <b>40.19</b>    | <b>(2,457.04)</b>   | <b>2,91,545.38</b> |
| <b>Net Financial Assets/(Liabilities)</b>            | <b>1,481.46</b>       | <b>6,138.77</b>        | <b>3,097.91</b>      | <b>33,364.47</b>    | <b>16,908.95</b>     | <b>6,316.68</b> | <b>(8,245.73)</b>   | <b>59,062.51</b>   |

**50.2.10.1** (i) Represents adjustments on account of ECL / EIR

**50.2.10.1** (ii) While above table shows short fall in the assets compared to the liabilities in certain buckets, in actual practice, the loan accounts which are considered as being paid off in those buckets are normally renewed / rolled over within a day or two and the shortfall gets covered within the same bucket. This renewal / roll over is not considered in the above table.

**50.2.10.2 Maturity Pattern of Financial Assets and Liabilities as on 31st March, 2024**

(₹ in lakhs)

| Particulars  | Less Than<br>3 Months | 3 months -<br>6 months | 6 months -<br>1 year | 1 year -<br>3 years | 3 years -<br>5 years | Over<br>5 Years | Not<br>Sensitive<br>to ALM<br>(Refer Note<br>49.2.11.1.(i)) | Total              |
|--|-----------------------|------------------------|----------------------|---------------------|----------------------|-----------------|---|--------------------|
| <b>Note Financial Assets</b>                         |                       |                        |                      |                     |                      |                 |   |                    |
| Cash and Cash Equivalents                            | 18,086.74             | -                      | 12.07                | -                   | -                    | -               | -   | <b>18,098.81</b>   |
| Derivative Financial Instruments                     | -                     | -                      | -                    | -                   | -                    | -               | -   | -                  |
| Bank Balance other than Cash<br>and Cash Equivalents | 2,695.08              | 1,102.62               | 2,079.81             | 783.81              | -                    | -               | -   | <b>6,661.32</b>    |
| Loans (Refer Note 49.2.10.(iii))                     | 33,744.55             | 27,495.43              | 46,172.63            | 71,197.33           | 14,006.70            | 8,897.94        | (16,010.30)   | <b>1,85,504.28</b> |
| Financial Investments at FVOCI                       | 271.06                | -                      | -                    | -                   | -                    | -               | -   | <b>271.06</b>      |
| Financial Investments at<br>Amortised Cost           | 655.65                | 953.29                 | 539.23               | 1,254.11            | -                    | 629.26          | -   | <b>4,031.54</b>    |
| Financial Investments at FVTPL                       | 1,426.04              | 1,288.00               | 2,211.00             | 1,506.79            | -                    | -               | -   | <b>6,431.83</b>    |
| Other Financial Assets                               | 563.71                | 95.42                  | 125.99               | 19.06               | 0.07                 | 0.38            | -   | <b>804.63</b>      |
| <b>Total Financial Assets</b>                        | <b>57,442.83</b>      | <b>30,934.76</b>       | <b>51,140.73</b>     | <b>74,761.10</b>    | <b>14,006.77</b>     | <b>9,527.58</b> | <b>(16,010.30)</b>  | <b>2,21,803.47</b> |
| <b>Financial Liabilities</b>                         |                       |                        |                      |                     |                      |                 |   |                    |
| Debt Securities                                      | 5,524.64              | 2,584.03               | 14,450.00            | 20,950.00           | -                    | -               | (639.60)  | <b>42,869.07</b>   |
| Deposits   | 275.50                | 248.69                 | 688.72               | 1,622.36            | 435.13               | -               | -   | <b>3,270.40</b>    |
| Borrowings<br>(Other than Debt Securities)           | 62,741.53             | 23,505.84              | 18,164.28            | 14,900.49           | -                    | -               | (558.93)  | <b>1,18,753.22</b> |
| Subordinated Liabilities                             | 71.06                 | 588.34                 | 275.88               | 86.54               | 27.89                | 66.17           | -   | <b>1,115.88</b>    |
| Trade Payables                                       | 1,454.06              | 7.83                   | 25.98                | -                   | 2.61                 | -               | -   | <b>1,490.48</b>    |
| Other Financial Liabilities                          | 1,800.22              | 353.26                 | (0.60)               | 12.17               | -                    | -               | -   | <b>2,165.05</b>    |
| <b>Total Financial Liabilities</b>                   | <b>71,867.01</b>      | <b>27,288.00</b>       | <b>33,604.26</b>     | <b>37,571.56</b>    | <b>465.63</b>        | <b>66.17</b>    | <b>(1,198.53)</b>   | <b>1,69,664.10</b> |
| <b>Net Financial Assets/(Liabilities)</b>            | <b>(14,424.18)</b>    | <b>3,646.76</b>        | <b>17,536.47</b>     | <b>37,189.55</b>    | <b>13,541.14</b>     | <b>9,461.41</b> | <b>(14,811.79)</b>  | <b>52,139.37</b>   |

**50.2.10.2** (i) Represents adjustments on account of ECL / EIR

**50.2.10.2** (ii) While the above table shows shortfall in the Assets compared to the Liabilities in certain buckets, in actual practice, the loan accounts which are considered as being paid off in those buckets are normally renewed / rolled over within a day or two and the shortfall gets covered within the same bucket. This renewal / roll over is not considered in the above table.

**50.2.11 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 is primarily exposed to Interest rate risk as under:

**Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company is subject to interest rate risk, primarily since it lends to customers at fixed rates and for maturity periods different from the funding sources. Further, majority of company's borrowings are in the form of WCDL/ Cash Credit, on which company is exposed to Interest rate risk either during the tenure of the loan or at the time of renewal which is ordinarily within a period of 12

months. Interest rates are highly sensitive to many factors beyond control, including the monetary policies of the Reserve Bank of India, deregulation of the financial sector in India, domestic and international economic and political conditions, inflation and other factors. In order to manage interest rate risk, the company seek to optimize borrowing profile between short term and long-term loans. The company adopts funding strategies to ensure diversified resource-raising options to minimize cost and maximize stability of funds. Assets and liabilities are categorized into various time buckets based on their maturities and Asset Liability Management Committee supervises an interest rate sensitivity report periodically for assessment of interest rate risks. The Interest Rate Risk is mitigated by availing funds at very competitive rates through diversified borrowings and for different tenures.

The table below discloses the sensitivity impact analysis of changes in floating interest rates to the Company's pre tax profit

(₹ in lakhs)

| Impact on profit before taxes         | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|---------------------------------------|-----------------------------------|-----------------------------------|
| <b>On Short term Borrowings</b>       |                                   |                                   |
| Increase of 100 bps in interest rates | <b>820.00</b>                     | 710.00                            |
| Decrease of 100 bps in interest rates | <b>(820.00)</b>                   | (710.00)                          |

## 51. SEGMENT REPORTING

The Company is primarily engaged in the business of financing and there are no separate reportable segments identified as per the Ind AS 108 - Segment Reporting.

## 52. TRANSFERRED FINANCIAL ASSETS THAT ARE NOT DERECOGNISED IN THEIR ENTIRETY

**52.1** The Company has transferred certain pools of fixed rate loan receivables backed by underlying assets by entering into securitisation transactions through Special Purpose Vehicle Trusts ("SPV Trust").

The Company, being Originator of these loan receivables, also acts as Servicer with a responsibility of collection of receivables from its borrowers and depositing the same in Collection and Payout Account maintained by the SPV Trust for making scheduled payouts to the investors in Pass Through Certificates (PTCs) issued by the SPV Trust. These securitisation transactions also require the Company to provide for first loss credit enhancement in various forms, such as corporate guarantee, cash collateral, subscription to subordinated PTCs as credit support in the event of shortfall in collections from underlying loan contracts. By virtue of existence of credit enhancement, the Company is exposed to credit risk, being the expected losses that will be incurred on the transferred loan receivables to the extent of the credit enhancement provided.

In view of the above, the Company has retained substantially all the risks and rewards of ownership of the financial asset and thereby does not meet the derecognition criteria as set out in Ind AS 109. The consideration received under this securitisation arrangements are accounted as Financial Liability and the balance outstanding as at the end of the reporting date is disclosed as "Secured term loan from securitisation transaction" under Note 19.

The following table provides a summary of financial assets that have been transferred in such a way that part or all of the transferred financial assets do not qualify for derecognition, together with the associated liabilities.

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| <b>Securitisations</b>   |                   |                   |
| Carrying amount of Transferred Assets measured at amortised cost (including MRR) (Before ECL adjustments)        | <b>41,313.18</b>  | 28,825.77         |
| Carrying amount of Associated Liabilities (Borrowings (other than Debt Securities) - measured at amortised cost) | <b>38,873.89</b>  | 24,355.24         |
| Fair Value of Assets   | <b>41,313.18</b>  | 28,825.77         |
| Fair Value of Associated Liabilities   | <b>38,873.89</b>  | 24,355.24         |
| <b>Net Position at Fair Value</b>  | <b>2,439.29</b>   | 4,470.53          |

## 52.2 Interest in unconsolidated structured entity

These are entities which are not consolidated because the company does not control them through voting rights, contract, funding arrangements or other means. The following table describes the types of structured entities that the company does not consolidate but in which it holds interest.

| Type of Structured Entity        | Nature and Purpose   | Interest held by the company  |
|----------------------------------|--|---|
| Securitization Vehicle for Loans | To generate<br>- Funding for the Company's lending activities<br>- Spread through sale of assets to investors<br>- Fees for servicing loan | Servicing Fee<br>Credit enhancement provided by the company<br>Excess interest spread |

## 52.2.1 Exposure to Unconsolidated Structured Entity

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025      | As at 31-Mar-2024 |
|--|------------------------|-------------------|
| Credit enhancements offered in the form of collateral deposits                                       | <b>2,905.06</b>        | 5,165.65          |
| Carrying amount of assets transferred to securitisation SPV (including MRR) (Before ECL adjustments) | <b>41,313.18</b>       | 28,825.77         |
| Carrying amount of associated liabilities  | <b>38,873.89</b>       | 24,355.24         |
| Note on companies exposure to unconsolidated structured entity                                       | <b>Refer Note 52.2</b> | Refer Note 52.2   |

**53. MOVEMENT IN PROVISIONS**

(₹ in lakhs)

| Particulars                           | As at 31-Mar-2024 | Additional Provision made during the year | Utilisation / Reversal during the year | As at 31-Mar-2025 |
|---------------------------------------|-------------------|---|--|-------------------|
| For Employee Benefits (Refer Note 43) | 273.44            | 211.73                                    | 107.66                                 | <b>377.51</b>     |
| For Others (Refer Note 25)            | 40.09             | 0.11                                      | 0.09                                   | <b>40.11</b>      |
| <b>Total</b>                          | <b>313.53</b>     | <b>211.84</b>                             | <b>107.75</b>                          | <b>417.62</b>     |

**54. UPDATE ON COMPLIANCE MATTERS**

Board of Directors has approved a comprehensive policy for creation, retention and withdrawal of management overlay for provision for NPA. The policy stipulates minimum provision coverage ratio on credit impaired assets at 75% and NNPA being below 6%. The Company has further brought down its provision coverage ratio from 75% to 60% during Q3 of FY 25.

In accordance with the policy, company has written back a sum of ₹ 1810 Lakhs retaining ₹ 3330 lakhs as of 31st December 2024. As at 31st March 2025 the overlay stood at ₹ 3738 Lakhs.

**55. FLOATING CHARGE**

In accordance with the Master direction - Non-Banking Financial Companies Acceptance of Public deposits (Reserve Bank) directions, 2016 dated 25th August, 2016, the Company has created a floating charge on the Statutory Liquid Assets comprising of investment in Government Securities (face value) to the extent of ₹ 729.26 lakhs on 31st March 2025 (31st March 2024: ₹ 1,127.06 lakhs) in favour of trustees representing the public deposit holders of the Company.

**56. RATINGS ASSIGNED BY CREDIT RATING AGENCIES AND MIGRATION DURING THE YEAR**

| Rated Instruments          | Name of Credit Rating Agency | Ratings                  | Migration in Ratings during the year |
|----------------------------|------------------------------|--------------------------|--------------------------------------|
| Bank Facilities Long-term  | CRISIL                       | CRISIL A+/ Stable        | Nil                                  |
| Commercial Paper           | CRISIL                       | CRISIL A1+               | Nil                                  |
| Public Deposits            | CRISIL                       | CRISIL A+/ Stable        | Nil                                  |
| Non-Convertible Debentures | ICRA                         | ICRA A+(Stable)          | Nil                                  |
| Market Linked Debentures"  | CRISIL                       | CRISIL PPMLD A+ / Stable | Nil                                  |

**57. CAPITAL**

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| CRAR (%)   | <b>22.25%</b>     | 31.30%            |
| CRAR - Tier 1 Capital (%)  | <b>22.06%</b>     | 30.65%            |
| CRAR - Tier 2 Capital (%)  | <b>0.19%</b>      | 0.65%             |
| Amount of Subordinated Debt raised as Tier-2 Capital (Refer Note 57.1) | <b>162.81</b>     | 658.25            |
| Amount raised by issue of Perpetual Debt Instruments                   | -                 | -                 |

**57.1** Discounted Value of (principal) ₹ 65.55 lakhs (Corresponding figure as on 31/03/2024 ₹ 89.14 lakhs) considered for Tier 2 capital against the Book Value of (principal) ₹ 162.81 lakhs (Corresponding figure as on 31/03/2024 ₹ 658.25 lakhs).

**58. INVESTMENTS**

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025 | As at 31-Mar-2024 |
|---|-------------------|-------------------|
| <b>1. Value of Investments</b>  |                   |                   |
| i. Gross Value of Investments   |                   |                   |
| (a) In India  | <b>11,211.40</b>  | 10,734.43         |
| (b) Outside India   | -                 | -                 |
| ii. Provisions for Impairment   |                   |                   |
| (a) In India  | -                 | -                 |
| (b) Outside India   | -                 | -                 |
| iii. Net Value of Investments   |                   |                   |
| (a) In India  | <b>11,211.40</b>  | 10,734.43         |
| (b) Outside India,  | -                 | -                 |
| <b>2. Movement of Provisions held towards impairment on Investments</b> |                   |                   |
| i. Opening Balance  | -                 | -                 |
| ii. Add : Provisions made during the Year                               | -                 | -                 |
| iii. Less : Write-Off/Write-Back of Excess Provisions during the Year   | -                 | -                 |
| iv. Closing Balance   | -                 | -                 |

**59. DISCLOSURES RELATING TO SECURITISATION / DIRECT ASSIGNMENT****59.1 The information on securitisation of the Company as an originator in respect of outstanding amount of securitised assets is given below:**

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| No of SPVs sponsored by the NBFC for Securitisation transactions (Refer Note 59.1.1)               | 8                 | 9                 |
| Total Amount of Securitised Assets as per books of the SPVs sponsored                              | 38,951.83         | 24,429.46         |
| Total Amount of exposures retained by the NBFC to comply with MRR as on the date of Balance Sheet: |                   |                   |
| (a) Off-Balance Sheet Exposures First Loss -   | -                 | -                 |
| Others -   | -                 | -                 |
| (b) On-Balance Sheet Exposures First Loss - (Refer Note 59.1.2)                                    | 5,890.91          | 8,048.32          |
| Others -   | -                 | -                 |
| Amount of exposures to Securitisation Transactions other than MRR                                  | -                 | -                 |
| (a) Off-Balance Sheet Exposures  | -                 | -                 |
| i. Exposure To Own Securitisations First Loss -  | -                 | -                 |
| Others -   | -                 | -                 |
| ii. Exposure To Third Party Securitisations First Loss -   | -                 | -                 |
| Others -   | -                 | -                 |
| (b) On-Balance Sheet Exposures   | -                 | -                 |
| i. Exposure To Own Securitisations First Loss - (Refer Note 59.1.3)                                | 3,276.52          | 5,601.33          |
| Others -   | -                 | -                 |
| ii. Exposure To Third Party Securitisations First Loss -   | -                 | -                 |
| Others -   | -                 | -                 |

**59.1.1** Only the SPVs relating to outstanding securitization transactions are reported here**59.1.2** Current year amount includes first loss provided in the form of fixed deposits (₹ 2,905.06 lakhs), Equity tranche (₹ 2,985.85 lakhs)**59.1.3** Current year amount includes amount provided as over collateralisation other than MRR, as per the revised RBI circular dated 24th September, 2021.**59.2 The information on Direct Assignment transaction of the Company as an originator in respect of outstanding amount of assets assigned under par structure is given below:**

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| No. of transactions assigned by the Company  |                   |                   |
| Total amount outstanding   | 7.00              | 7.00              |
| Total amount of exposures retained by the Company to comply with MRR as on the date of Balance Sheet | 298.01            | 338.38            |
| (a) Off-Balance Sheet Exposures:   | -                 | -                 |
| First Loss   | -                 | -                 |
| Others   | -                 | -                 |
| (b) On-Balance Sheet Exposures First Loss  | -                 | -                 |
| Others   | 31.65             | 35.95             |
| Amount of exposures to Assigned Transactions other than MRR  | -                 | -                 |
| (c) Off-Balance Sheet Exposures  | -                 | -                 |
| i. Exposure to Own Securitisations First Loss  | -                 | -                 |
| Loss   | -                 | -                 |
| ii. Exposure to Third Party Securitisations First Loss   | -                 | -                 |
| Others   | -                 | -                 |
| (b) On-Balance Sheet Exposures   | -                 | -                 |
| i. Exposure to Own Securitisations First Loss  | -                 | -                 |
| Others   | -                 | -                 |
| ii. Exposure to Third Party Securitisations First Loss   | -                 | -                 |
| Others   | -                 | -                 |

**59.3 Details of financial assets sold to securitisation / reconstruction company for asset reconstruction:**

Details of stressed loans transferred during the year ended 31st March 2025

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025  | As at 31-Mar-2024   |
|---|--|---|
|   | To ARCs  | To ARCs   |
|   | NPA  | NPA   |
| No of accounts  | 40,283   | 84,319  |
| Aggregate principal outstanding of loans transferred                                  | 9,559.70   | 23,509.02   |
| Weighted average residual tenor of the loans transferred (in months)                  | 5.43   | 3.47  |
| Net book value of loans transferred (at the time of transfer)                         | 2,389.92   | 14,019.53   |
| Aggregate consideration   | 4,800.00   | 11,755.00   |
| Additional consideration realized in respect of accounts transferred in earlier years | -  | -   |
| Quantum of excess provision reversed  | -  | -   |
| Credit rating of SRs held by company  | Credit rating given by Brickwork Ratings India Pvt. Ltd - 'BWR RR1 | Credit rating given by India Ratings and Research (Fitch group) - 'Ind RR2' |

**59.4 Details of Assignment Transactions undertaken by NBFC**

(₹ in lakhs)

| Particulars  | For the Year Ended 31-Mar-2025 | For the Year Ended 31-Mar-2024 |
|--|--------------------------------|--------------------------------|
| i) No. of Accounts (in No.s)   | Nil                            | Nil                            |
| ii) Aggregate Value of accounts sold, gross exposure                                     | Nil                            | Nil                            |
| iii) Amount of Exposures retained by the company towards MRR                             | Nil                            | Nil                            |
| iv) Aggregate consideration (ii-iii)   | Nil                            | Nil                            |
| v) Additional consideration realized in respect of accounts transferred in earlier Years | Nil                            | Nil                            |
| vi) Aggregate Gain / (Loss) over Net Book Value  | Nil                            | Nil                            |

**59.4.1** The above disclosures are in respect of assignment transactions undertaken during the respective financial years.

**59.5 Disclosures pursuant to RBI Notification - RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated 24th September 2021**

a) Details of transfer through securitization in respect of loans not in default during the year ended 31st March, 2025

| Entity   | DCB Indigo 029                   | DCB Montana 09 2024              | Vivriti Asset Management /Others Azalea 2024 | Federal Bank Springfield 01 2025 | HDFC MF Indigo 041                                  | ICICI Newport 03 2025 A          |
|--|----------------------------------|----------------------------------|--|----------------------------------|---|----------------------------------|
| Count of Loan accounts transferred (nos.)          | 8,984.00                         | 3,998.00                         | 13,948.00                                    | 9,319.00                         | 16,143.00   | 10,729.00                        |
| Amount of Loan account transferred (in Lakhs)      | 5,431.12                         | 2,522.51                         | 7,867.73                                     | 5,742.20                         | 10,506.20   | 7,300.72                         |
| Retention of Bebeficial economic interest (OC) (%) | 6%                               | 6%                               | 5%   | 6%                               | 6%  | 6%                               |
| Weighted average maturity (residual maturity)      | 1.80 Years                       | 1.91 Years                       | 1.72 Years                                   | 1.76 Years                       | 1.87 Years  | 1.73 Years                       |
| Weighted average holding period                    | 0.98 Years                       | 0.87 Years                       | 1.07 Years                                   | 0.70 Years                       | 0.60 Years  | 0.45 Years                       |
| Coverage of tangible security coverage             | 100%                             | 100%                             | 100%   | 100%                             | 100%  | 100%                             |
| Rating wise distribution of acquired loans         | CRISIL AA (SO)<br>CRISIL A+ (SO) | CRISIL AA (SO)<br>CRISIL A+ (SO) | ICRA AAA (SO)<br>ICRA A (SO)                 | CRISIL AA (SO)<br>CRISIL A+ (SO) | CRISIL AAA (SO)<br>CRISIL AA (SO)<br>CRISIL A+ (SO) | CRISIL AA (SO)<br>CRISIL A+ (SO) |

**60. ASSET LIABILITY MANAGEMENT MATURITY PATTERN OF CERTAIN ITEMS OF ASSETS AND LIABILITIES AS AT 31st MARCH, 2025**

(₹ in lakhs)

| Particulars                  | Over 1 Day to 7 Days | Over 8 Days to 14 Days | Over 15 Days to 30 Days | Over 1 Month Upto 2 Months | Over 2 Months Upto 3 Months | Over 3 Months Upto 6 Months | Over 6 Months Upto 1 Year | Over 1 Year Upto 3 Years | Over 3 Years Upto 5 Years | Over 5 Years | Not sensitive to ALM (Refer Note 58.1) | Total       |
|------------------------------|----------------------|------------------------|-------------------------|----------------------------|-----------------------------|-----------------------------|---------------------------|--------------------------|---------------------------|--------------|--|-------------|
| Deposits                     | 44.95                | 6.45                   | 38.43                   | 131.09                     | 192.62                      | 951.65                      | 1,085.67                  | 1,615.99                 | 251.72                    | -            | -                                      | 4,318.56    |
| Advances                     | 15,898.86            | 3,399.19               | 740.05                  | 13,252.01                  | 12,986.54                   | 37,821.28                   | 68,078.33                 | 1,29,538.95              | 18,074.99                 | 5,986.01     | (7,763.47)                             | 2,98,012.74 |
| Investments                  | 525.45               | -                      | 313.69                  | 313.69                     | 313.69                      | 383.07                      | 3,907.53                  | 1,676.30                 | 3,477.08                  | 300.90       | -                                      | 11,211.40   |
| Borrowings                   | 3,233.89             | 839.00                 | 1,790.68                | 26,962.49                  | 34,107.46                   | 30,556.17                   | 44,091.04                 | 36,374.20                | 5,236.37                  | 8.35         | (752.30)                               | 1,82,447.35 |
| Foreign Currency Assets      | -                    | -                      | -                       | -                          | -                           | -                           | -                         | -                        | -                         | -            | -                                      | -           |
| Foreign Currency Liabilities | -                    | -                      | -                       | -                          | -                           | -                           | -                         | -                        | -                         | -            | -                                      | -           |

## 61. EXPOSURE TO REAL ESTATE SECTOR

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| <b>Direct Exposure</b>   |                   |                   |
| i) Residential Mortgages<br>Lending Fully Secured by Mortgages on Residential Property, that is or will be occupied by the borrower or that is rented  | -                 | -                 |
| ii) Commercial Real Estate<br>Lending Secured by Mortgages on Commercial Real Estates (office buildings, retail space, multi-purpose commercial premises, multi-family residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also Include Non-Fund based limits. | -                 | -                 |
| iii) Investments in Mortgage Backed Securities (MBS) and other Securitized Exposures   |                   |                   |
| (a) Residential  | -                 | -                 |
| (b) Commercial Real Estate   | -                 | -                 |
| ii) Indirect Exposure<br>Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.   | -                 | -                 |
| <b>Total Exposure to Real Estate Sector</b>  | -                 | -                 |

## 62. EXPOSURE TO CAPITAL MARKET

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| 1) 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;  | 403.83            | 271.50            |
| 2) 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;  | -                 | -                 |
| 3) 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;   | -                 | -                 |
| 4) 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; | -                 | -                 |
| 5) Secured and unsecured advances to stock brokers and guarantees issued on behalf of stock brokers and market makers;   | -                 | -                 |
| 6) 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;  | -                 | -                 |
| 7) Bridge loans to companies against expected equity flows / issues;   | -                 | -                 |
| 8) 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  | -                 | -                 |
| 9) Financing to stockbrokers for margin trading  | -                 | -                 |
| 10) All exposures to Alternative Investment Funds:   |                   |                   |
| i) Category I  | -                 | -                 |
| ii) Category II  | 105.89            | 124.59            |
| iii) Category III  | -                 | -                 |
| <b>Total Exposure to Capital Market</b>  | 509.72            | 396.09            |

**63. DETAILS OF SINGLE BORROWER LIMIT (SGL) / GROUP BORROWER LIMIT (GBL) EXCEEDED BY THE NBFC**

The Company has not exceeded the prudential exposure limits for Single Borrower Limit (SGL) / group Borrower Limit (GBL).

**64. UNSECURED ADVANCES**

Gross loans includes unsecured advances of ₹ 13.23 lakhs as on 31st March 2025. (31st March 2024 ₹ 27.80 lakhs).

**65. ADDITIONAL DISCLOSURES****65.1 Provisions and Contingencies**

The details of Provisions and Contingencies recognised in Statement of Profit and Loss is as under:  
(₹ in lakhs)

| Head in Statement of Profit and Loss                                    | For the Year Ended<br>31-Mar-2025 | For the Year Ended<br>31-Mar-2024 |
|---|-----------------------------------|-----------------------------------|
| Provision for depreciation on Investment                                | -                                 | -                                 |
| Provision towards NPA - Impairment on Financial Instruments             | 15,057.61                         | (15,093.15)                       |
| Provision towards Standard Assets - Impairment on Financial Instruments | (525.99)                          | (33.02)                           |
| Provision for Fraud   | (13.25)                           | 7.00                              |
| General Provision - Impairment on Financial Instruments                 | -                                 | -                                 |
| Provision made towards Income tax - Tax Expenses (Refer Note 65.1.1)    | 1,465.16                          | 4,168.09                          |
| Provision for Gratuity - Employee Benefit Expenses                      | 95.22                             | 67.96                             |
| Provision for Compensated absences - Employee Benefit Expenses          | 64.13                             | 44.17                             |
| Provision towards dealer advance - Impairment on Financial Instruments  | (239.63)                          | (4.60)                            |
| Provision for RTO demand - (ODISHA State) - Other Expenses              | -                                 | (168.75)                          |
| <b>Total</b>  | <b>15,903.25</b>                  | <b>(11,012.30)</b>                |

**65.1.1** Provision made towards income tax comprises of current tax, deferred tax and tax adjustment for earlier years.

**65.2 Drawdown from Reserves**

The drawdown from reserves was Nil.

**66. CONCENTRATION OF DEPOSITS, ADVANCES, EXPOSURES AND NPAs****66.1 Concentration of Deposits (for Deposit Taking NBFCs)**

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025 | As at 31-Mar-2024 |
|---|-------------------|-------------------|
| Total Deposits of Twenty Largest Depositors                                       | 879.37            | 841.21            |
| Percentage of Deposits of Twenty Largest Depositors to Total Deposits of the NBFC | 20.36%            | 24.88%            |

**66.2 Concentration of Advances**

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| Total Advances to Twenty Largest Borrowers                                       | 2,630.51          | 18,102.20         |
| Percentage of Advances to Twenty Largest Borrowers to Total Advances of the NBFC | 0.85%             | 8.97%             |

**66.3.1 Concentration of Exposures**

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025 | As at 31-Mar-2024 |
|---|-------------------|-------------------|
| Total Exposure to Twenty Largest Borrowers / Customers  | 2,630.51          | 18,102.20         |
| Percentage of Advances to Twenty Largest Borrowers / customers to total Exposure of the NBFC on Borrowers / Customers | 0.85%             | 8.97%             |

**66.3.2 Concentration of Intra Group Exposures**

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| Total amount of intra-group exposures  | Nil               | Nil               |
| Total amount of top 20 intra-group exposures   | Nil               | Nil               |
| Percentage of intra-group exposures to total exposure of the NBFC on borrowers / customers | Nil               | Nil               |

**66.4 Concentration of NPAs**

(₹ in lakhs)

| Particulars                             | As at 31-Mar-2025 | As at 31-Mar-2024 |
|---|-------------------|-------------------|
| Total exposure to top four NPA accounts | 36.44             | 14.09             |

## 66.5 Sector-wise NPAs

(₹ in lakhs)

| Sector                          | Percentage of NPAs to Total Advances in that |           |       |                |           |        |
|---------------------------------|--|-----------|-------|----------------|-----------|--------|
|                                 | 31-Mar-2025                                  |           |       | 31-Mar-2024    |           |        |
|                                 | Total Exposure                               | NPA Value | %     | Total Exposure | NPA Value | %      |
| Agriculture & Allied Activities | -  | -         | -     | -              | -         | -      |
| MSME                            | -  | -         | -     | -              | -         | -      |
| Corporate Borrowers             | 2,425.83                                     | -         | -     | 6,823.03       | -         | -      |
| Services                        | -  | -         | -     | -              | -         | -      |
| Unsecured Personal Loan         | 7.23   | -         | -     | 16.25          | -         | -      |
| Auto Loans                      | 3,03,372.20                                  | 14,906.42 | 4.91% | 1,83,616.33    | 20,503.67 | 11.17% |
| Micro Finance Buyout            | -  | -         | -     | -              | -         | -      |
| Others                          | 2,910.24                                     | 13.57     | 0.47% | 11,290.19      | -         | -      |

66.5.1 NPA accounts refer to stage 3 assets. Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date as stated in Note 6.1.(vii)

## 67. MOVEMENT OF NPAs

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| <b>I. Net NPAs to Net Advances (%)</b>   | 2.30%             | 3.40%             |
| <b>II. Movement of NPAs (gross)</b>  |                   |                   |
| (a) Opening Balance  | 20,503.67         | 46,349.05         |
| (b) Additions during the Year  | 8,891.53          | 8,885.24          |
| (c) Reductions during the Year   | (14,475.21)       | (34,730.62)       |
| (d) Closing Balance  | 14,919.99         | 20,503.67         |
| <b>III. Movement of Net NPAs</b>   |                   |                   |
| (a) Opening Balance  | 6,367.28          | 7,637.02          |
| (b) Additions during the Year  | 3,853.00          | 2,543.68          |
| (c) Reductions during the Year   | (3,385.52)        | (3,813.42)        |
| (d) Closing Balance  | 6,834.76          | 6,367.28          |
| <b>IV. Movement of Provisions for NPAs (Excluding provisions on Standard Assets)</b> |                   |                   |
| (a) Opening Balance  | 14,136.39         | 38,712.03         |
| (b) Provisions made during the Year  | 5,038.53          | 6,341.56          |
| (c) Write-Off / write-back of excess provisions                                      | (11,089.69)       | (30,917.20)       |
| (d) Closing Balance  | 8,085.23          | 14,136.39         |

67.1 NPA accounts refer to stage 3 assets. Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date as stated in Note No. 6.1.(vii)

68. Disclosure pursuant to RBI Notification - RBI / 2019 - 20 / 170 DOR (NBFC). CC. PD. No. 109 /22.10.106 / 2019-20 dated 13th March 2020 - A comparison between provisions required under Income recognition, asset classification and provisioning (IRACP) and impairment allowances as per Ind AS 109 'Financial instruments'

## 68.1 As at 31st March, 2025

(₹ in lakhs)

| Asset Classification as per RBI Norms   | Asset Classification as per Ind AS 109 | Gross Carrying Amount as per Ind AS | Loss Allowances (Provisions) as required under Ind AS 109 | Net Carrying Amount | Provisions required as per IRACP Norms | Difference Between Ind AS 109 Provisions and IRACP Norms |
|---|--|-------------------------------------|---|---------------------|--|--|
| (1)   | (2)                                    | (3)                                 | (4)   | (5)=(3)-(4)         | (6)                                    | (7)=(4)-(6)  |
| <b>Performing Assets</b>  |  |                                     |   |                     |  |  |
| Standard:   | Stage 1                                | 2,82,319.89                         | 1,889.51  | 2,80,430.38         | 1,129.28                               | 760.23   |
|   | Stage 2                                | 11,475.62                           | 728.02  | 10,747.60           | 45.90                                  | 682.12   |
| <b>Subtotal for Performing Assets</b>   |  | 2,93,795.51                         | 2,617.53  | 2,91,177.98         | 1,175.18                               | 1,442.35   |
| <b>Non-Performing Assets (NPA)</b>  |  |                                     |   |                     |  |  |
| Sub Standard  | Stage 3                                | 7,409.77                            | 4,143.43  | 3,266.33            | 690.58                                 | 3,452.85   |
| Doubtful - up to 1 year   | Stage 3                                | 2,352.07                            | 1,251.77  | 1,100.29            | 724.39                                 | 527.39   |
| 1 to 3 years  | Stage 3                                | 4,714.09                            | 2,444.95  | 2,269.14            | 2,934.66                               | (489.71)   |
| More than 3 years   | Stage 3                                | 444.07                              | 245.08  | 198.99              | 399.41                                 | (154.33)   |
| <b>Subtotal for Doubtful</b>  |  | 7,510.23                            | 3,941.80  | 3,568.42            | 4,058.46                               | (116.65)   |
| <b>Loss</b>   |  |                                     |   |                     |  |  |
| <b>Subtotal for NPA</b>   |  | 14,920.00                           | 8,085.23  | 6,834.75            | 4,749.04                               | 3,336.19   |
| Other items such as Guarantees, Loan Commitments, etc. which are in the Scope of Ind AS 109 but not Covered under Current Income Recognition, Asset Classification and Provisioning (IRACP) Norms |  | -                                   | -   | -                   | -                                      | -  |
| <b>Sub-total</b>  |  | 14,920.00                           | 8,085.23  | 6,834.75            | 4,749.04                               | 3,336.19   |
| <b>Total</b>  | Stage 1                                | 2,82,319.89                         | 1,889.51  | 2,80,430.38         | 1,129.28                               | 760.23   |
|   | Stage 2                                | 11,475.62                           | 728.02  | 10,747.60           | 45.90                                  | 682.12   |
|   | Stage 3                                | 14,920.00                           | 8,085.23  | 6,834.75            | 4,749.04                               | 3,336.19   |
|   | <b>Total</b>                           | 3,08,715.51                         | 10,702.76   | 2,98,012.74         | 5,924.22                               | 4,778.54   |

68.1.1 Provision required under IRACP norms for stage 3 Assets comprising of assets belonging to the Sub Standard and Doubtful categories specified under the IRACP norms has been complied on a collective basis and above sub - classification into these categories have been done for disclosure purpose only.

68.1.2 The aggregate impairment loss on application of Expected Credit Loss (ECL) as per Ind AS, as stated above, is more than the provisioning required under IRACP norms (including standard asset provisioning).

## 68.2 As at 31st March, 2024

(₹ in lakhs)

| Asset Classification as per RBI Norms   | Asset Classification as per Ind AS 109 | Gross Carrying Amount as per Ind AS | Loss Allowances (Provisions) as required under Ind AS 109 | Net Carrying Amount | Provisions required as per IRACP Norms | Difference Between Ind AS 109 Provisions and IRACP Norms |
|---|--|-------------------------------------|---|---------------------|--|--|
| (1)   | (2)                                    | (3)                                 | (4)   | (5)=(3)-(4)         | (6)                                    | (7)=(4)-(6)  |
| <b>Performing Assets</b>  |  |                                     |   |                     |  |  |
| Standard:   | <b>Stage 1</b>                         | 1,74,669.41                         | 1,518.87  | 1,73,150.54         | 698.79                                 | 820.08   |
|   | <b>Stage 2</b>                         | 6,572.72                            | 586.26  | 5,986.46            | 26.30                                  | 559.96   |
| <b>Subtotal for Performing Assets</b>   |  | <b>1,81,242.13</b>                  | <b>2,105.13</b>   | <b>1,79,137.00</b>  | <b>725.09</b>                          | <b>1,380.04</b>  |
| <b>Non-Performing Assets (NPA)</b>  |  |                                     |   |                     |  |  |
| <b>Sub Standard</b>   | <b>Stage 3</b>                         | <b>11,516.87</b>                    | <b>8,052.62</b>   | <b>3,464.25</b>     | <b>1,109.55</b>                        | <b>6,943.07</b>  |
| Doubtful - up to 1 year   | <b>Stage 3</b>                         | 4,689.50                            | 3,129.84  | 1,559.66            | 2,223.34                               | 906.50   |
| 1 to 3 years  | <b>Stage 3</b>                         | 3,676.04                            | 2,527.08  | 1,148.96            | 3,248.71                               | (721.63)   |
| More than 3 years   | <b>Stage 3</b>                         | 621.26                              | 426.85  | 194.41              | 554.15                                 | (127.30)   |
| <b>Subtotal for Doubtful</b>  |  | <b>8,986.80</b>                     | <b>6,083.77</b>   | <b>2,903.03</b>     | <b>6,026.20</b>                        | <b>57.57</b>   |
| <b>Loss</b>   | <b>Stage 3</b>                         | -                                   | -   | -                   | -                                      | -  |
| <b>Subtotal for NPA</b>   |  | <b>20,503.67</b>                    | <b>14,136.39</b>  | <b>6,367.28</b>     | <b>7,135.75</b>                        | <b>7,000.64</b>  |
| Other items such as Guarantees, Loan Commitments, etc. which are in the Scope of Ind AS 109 but not Covered under Current Income Recognition, Asset Classification and Provisioning (IRACP) Norms |  | -                                   | -   | -                   | -                                      | -  |
| <b>Sub-total</b>  |  | <b>20,503.67</b>                    | <b>14,136.39</b>  | <b>6,367.28</b>     | <b>7,135.75</b>                        | <b>7,000.64</b>  |
| <b>Total</b>  | <b>Stage 1</b>                         | <b>1,74,669.41</b>                  | <b>1,518.87</b>   | <b>1,73,150.54</b>  | <b>698.79</b>                          | <b>820.08</b>  |
|   | <b>Stage 2</b>                         | <b>6,572.72</b>                     | <b>586.26</b>   | <b>5,986.46</b>     | <b>26.30</b>                           | <b>559.96</b>  |
|   | <b>Stage 3</b>                         | <b>20,503.67</b>                    | <b>14,136.39</b>  | <b>6,367.28</b>     | <b>7,135.75</b>                        | <b>7,000.64</b>  |
|   | <b>Total</b>                           | <b>2,01,745.80</b>                  | <b>16,241.52</b>  | <b>1,85,504.28</b>  | <b>7,860.84</b>                        | <b>8,380.68</b>  |

**68.2.1** Provision required under IRACP norms for stage 3 Assets comprising of assets belonging to the Sub Standard and Doubtful categories specified under the IRACP norms has been complied on a collective basis and above sub - classification into these categories have been done for disclosure purpose only.

**68.2.2** The aggregate impairment loss on application of Expected Credit Loss (ECL) as per Ind AS, as stated above, is more than the provisioning required under IRACP norms(including standard asset provisioning).

## 69. DISCLOSURES AS REQUIRED FOR LIQUIDITY RISK

## 69.1 Funding Concentration based on Significant Counterparty (Both Deposits and Borrowings)

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025  |
|--|--------------------|
| Number of Significant Counter Parties (Refer Note 69.1.1) (In Numbers) | <b>20.00</b>       |
| Amount (In Lakhs)  | <b>1,17,359.17</b> |
| Percentage of Funding Concentration to Total Deposits                  | <b>2689.27%</b>    |
| Percentage of Funding Concentration to Total Liabilities               | <b>40.10%</b>      |

**69.1.1** Significant counterparty is as defined in RBI Circular RBI / 2019-20 / 88 DOR.NBFC (PD) CC.No.102/ 03.10.001 / 2019-20 dated 4th November 2019 on Liquidity Risk Management Framework for Non- Banking Financial Companies and Core Investment Companies.

**69.1.2** Borrowings from Banks and FI in the form of CC/ WCDL /TL.

## 69.2 Top 20 Deposits

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025 |
|---|-------------------|
| Total Amount of Top 20 Deposits (in lakhs)                | <b>515.98</b>     |
| Percentage of Amount of top 20 Deposits to Total Deposits | <b>11.82%</b>     |

## 69.3 Top 10 Borrowing

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 |
|--|-------------------|
| Total Amount of Top 10 borrowings (in lakhs) (Refer Note 69.3.1) | <b>68,103.76</b>  |
| Percentage of amount of top 10 Borrowings to Total Borrowings    | <b>23.87%</b>     |

**69.3.1** Borrowings from Banks and FI in the form of CC/ WCDL /TL

## 69.4 Funding Concentration based on significant instrument/product (Refer Note 69.4.1)

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025 | Percentage of total liabilities |
|---|-------------------|---------------------------------|
| Loan from Bank/ Other Financial Institution (Refer Note 69.4.2) | 1,60,673.94       | 54.90%                          |
| Commercial Paper  | 21,773.42         | 7.44%                           |
| Subordinated Debts (Refer 69.4.3)                               | 214.08            | 0.07%                           |
| Deposits (Refer Note No. 69.4.4)                                | 4,363.98          | 1.49%                           |
| Non-Convertible Debentures (Refer Note 69.4.5)                  | 94,049.03         | 32.14%                          |
| Principal Protected Market Linked Debentures                    | 4,248.52          | 1.45%                           |
| Loans from Directors and relatives                              | -                 |                                 |

**69.4.1** Significant instrument/product is as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC No.102/03.10.001/2019- 20 dated 4th November 2019 on Liquidity Risk Management Framework for Non- Banking Financial Companies and Core Investment Companies.

**69.4.2** Includes securitisation borrowings.

**69.4.3** Includes unclaimed matured subordinated liabilities.

**69.4.4** Includes unclaimed matured deposits.

**69.4.5** Includes unclaimed matured debenture.

#### 69.5 Stock Ratio

(₹ in lakhs)

| Particulars   | As at 31-Mar-2025 |
|---|-------------------|
| Commercial paper as a percentage of total public funds (Refer Note 69.5.1)                            | 7.63%             |
| Commercial paper as a percentage of total liabilities   | 7.44%             |
| Commercial paper as a percentage of total assets  | 6.07%             |
| Other short term liabilities as a percentage of total public funds                                    | 64.25%            |
| Other short term liabilities as a percentage of total liabilities                                     | 62.64%            |
| Other short term liabilities as a percentage of total assets  | 51.14%            |
| Non convertible debentures (original maturity less than 1 year) as a percentage of total public funds | -                 |
| Non convertible debentures (original maturity less than 1 year) as a percentage of total liabilities  | -                 |
| Non convertible debentures (original maturity less than 1 year) as a percentage of total assets       | -                 |

**69.5.1** Public funds is as defined in Master Direction - Non-Banking Financial Company - Systemically Important Non - Deposit taking Company and Deposit taking Company (Reserve Bank) Direction, 2016.)

**69.6** Institutional Setup for liquidity risk management (Refer Note 50.2.10)

**69.7 Definition of terms as per RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC No:102/03.10.001/2019-20 dated 4th November 2019 on Liquidity Risk Management Framework for Non- Banking Financial Companies and Core Investment Companies.**

- a) Significant counterparty** : counterparties accounting in aggregate for more than 1% of the NBFC's total liabilities.
- b) Significant instrument/product** : Significant instrument/product is defined as a single instrument/product of group of similar instruments/products which in aggregate amount to more than 1% of the NBFC's total liabilities
- c) Total Liabilities** : Total liabilities include all external liabilities (other than equity).
- d) Public funds** : "Public funds" includes funds raised either directly or indirectly through public deposits, intercorporate deposits, bank finance and all funds received from outside sources such as funds raised by issue of Commercial Papers, Debentures etc, but excludes funds raised by issue of instruments compulsorily convertible into equity shares within a period not exceeding 5 years from the date of issue. It includes total borrowings outstanding under all types of instruments/ products.
- e) Other short-term liabilities** : Other short-term liabilities represent all liabilities maturing within a year.

#### 70. CUSTOMER COMPLAINTS

##### 70.1 Summary information on complaints received from customers and from the Offices of Ombudsman

| Sr. No. | Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|---------|--|-------------------|-------------------|
|         | <b>Complaints received by the NBFC from its customers</b>  |                   |                   |
| 1       | Number of complaints pending at beginning of the year  | Nil               | 3                 |
| 2       | Number of complaints received during the year  | 934               | 1,815             |
| 3       | Number of complaints disposed during the year  | 934               | 1,818             |
| 3.1     | Of which, number of complaints rejected by the NBFC  | 32                | 30                |
| 4       | Number of complaints pending at the end of the year  | -                 | -                 |
|         | <b>Maintainable complaints received by the NBFC from Office of Ombudsman and Number of complaints pending at the end of the year</b> |                   |                   |
| 5       | Number of maintainable complaints received by the NBFC from Office of Ombudsman  | 62                | 74                |
| 5.1     | Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman   | 61                | 71                |
| 5.2     | Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman                          | 30                | 30                |
| 5.3     | Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC                                  | 1                 | 3                 |
| 6       | Number of Awards unimplemented within the stipulated time (other than those appealed)  | -                 | -                 |

70.2 Top five grounds of complaints received from customers for the year ended 31st March, 2025:

| Grounds of complaints,<br>(i.e. complaints relating to) | Number of complaints<br>pending at<br>the beginning of<br>the year<br>ending<br>beyond 30<br>days | Number of<br>complaints<br>received<br>during the<br>year | % increase/<br>decrease in<br>the number<br>of complaints<br>received over<br>the previous<br>year | Number of<br>complaints<br>pending at<br>the end of<br>the year | Of 5, number<br>of complaints<br>pending<br>beyond 30<br>days |
|---|---|---|--|---|---|
| 1   | 2   | 3   | 4  | 5   | 6   |
| Bureau Dispute related                                  | -   | 511   | -40%   | -   | -   |
| NACH related  | -   | 148   | -54%   | -   | -   |
| Dispute on Loan Closing - Waivers                       | -   | 70  | -51%   | -   | -   |
| Delay in remittance of cash collected<br>from customer  | -   | 31  | -73%   | -   | -   |
| Collection recovery process related                     | -   | 32  | -64%   | -   | -   |
| Others  | -   | 142   | -51%   | -   | -   |
| <b>Total</b>  |   | <b>934</b>  | <b>-49%</b>  | -   | -   |

70.3 Top five grounds of complaints received from customers for the year ended 31st March, 2024:

| Grounds of complaints,<br>(i.e. complaints relating to) | Number of complaints<br>pending at<br>the beginning of<br>the year<br>ending<br>beyond 30<br>days | Number of<br>complaints<br>received<br>during the<br>year | % increase/<br>decrease in<br>the number<br>of complaints<br>received over<br>the previous<br>year | Number of<br>complaints<br>pending at<br>the end of<br>the year | Of 5, number<br>of complaints<br>pending<br>beyond 30<br>days |
|---|---|---|--|---|---|
| 1   | 2   | 3   | 4  | 5   | 6   |
| Bureau Dispute related                                  | -   | 857   | 22%  | -   | -   |
| NACH related  | -   | 325   | -56%   | -   | -   |
| Dispute on Loan Closing – Waivers                       | -   | 142   | -51%   | -   | -   |
| Delay in remittance of cash collected<br>from customer  | -   | 114   | -44%   | -   | -   |
| Collection recovery process related                     | -   | 90  | -77%   | -   | -   |
| Others  | -   | 287   | -71%   | -   | -   |
| <b>Total</b>  | -   | <b>1,815</b>  | <b>-45%</b>  | -   | -   |

71. INFORMATION ON INSTANCES OF FRAUD

Instances of fraud for the year ended 31st March, 2025:

| Nature of Fraud   | Less than ₹ 1 lakh |             | More than ₹ 1 lakh |              | Recovery     | Amount<br>Provided/<br>Written-Off |
|---|--------------------|-------------|--------------------|--------------|--------------|------------------------------------|
|   | No. of Cases       | ₹ in lakhs  | No. of Cases       | ₹ in lakhs   |              |                                    |
| Cheating by concealment of facts                          | 3.00               | -           | -                  | -            | -            | -                                  |
| Forgery with the intension to<br>commit fraud             | 1.00               | -           | 4.00               | 37.71        | 7.25         | 30.46                              |
| Misappropriation of funds and<br>criminal breach of trust | 9.00               | 1.52        | 3.00               | 9.25         | 5.58         | 5.20                               |
| <b>Total</b>  | <b>13.00</b>       | <b>1.52</b> | <b>7.00</b>        | <b>46.96</b> | <b>12.83</b> | <b>35.66</b>                       |

Instances of fraud for the year ended 31st March, 2024:

| Nature of Fraud                                | Less than ₹ 1 lakh |            | More than ₹ 1 lakh |            | Recovery | Amount<br>Provided/<br>Written-Off |
|--|--------------------|------------|--------------------|------------|----------|------------------------------------|
|  | No. of Cases       | ₹ in lakhs | No. of Cases       | ₹ in lakhs |          |                                    |
| Cheating and Forgery                           | 8                  | 5.11       | 2                  | 4.22       | 1.69     | 2.53                               |
| Misappropriation & Criminal<br>breach of trust | 2                  | 0.98       | 2                  | 33.75      | 13.42    | 20.34                              |

72. PENALTIES:

1. Imposed by BSE during the year ended 31st March 2025 is ₹ Nil and during the year ended 31st March 2024 is ₹ Nil

**73. As required In Terms of Paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 by Reserve Bank of India.**

**Liabilities Side:**

**73.1 Loans and Advances availed by the NBFC, inclusive of interest accrued thereon but not paid**

(₹ in lakhs)

| Particulars  | Percentage of NPAs to Total Advances in that Sector |                |                    |                |
|--|---|----------------|--------------------|----------------|
|  | As at 31-Mar-2025                                   |                | As at 31-Mar-2024  |                |
|  | Outstanding amount                                  | Amount Overdue | Outstanding amount | Amount Overdue |
| a) Debenture: Secured (Refer Note 73.1.1) (Other than falling within the meaning of Public Deposits) | 98,297.81   | 0.25           | 42,870.13          | 1.06           |
| b) Deferred Credits Term Loans   | -   | -              | -                  | -              |
| c) Term Loan   | 1,00,552.53   | -              | 47,158.87          | -              |
| d) Inter - Corporate Loans and Borrowing   | -   | -              | -                  | -              |
| e) Commercial Paper  | 21,773.42   | -              | 7,860.17           | -              |
| f) Public Deposits (Refer Note 73.1.2)   | 4,363.98  | 45.42          | 3,380.78           | 110.38         |
| g) Other Loans   | -   | -              | -                  | -              |
| • Subordinated Debt (Refer Note 73.1.3)  | 214.08  | 20.57          | 1,137.96           | 22.08          |
| • Cash Credit  | -   | -              | -                  | -              |
| • Working Capital Demand Loan  | 60,121.40   | -              | 63,055.68          | -              |
| • Deposits from Corporates   | -   | -              | -                  | -              |
| • Loans and Advances from Directors (Unsecured)  | -   | -              | 678.50             | -              |
| • Senior Secured Notes   | -   | -              | -                  | -              |
| • Borrowings   | -   | -              | -                  | -              |
| Total  | 2,85,323.22   | 66.24          | 1,66,142.09        | 133.52         |

**73.1.1** Overdue for a sum of ₹ 0.25 lakhs (including interest) in respect of debentures represents debentures for which repayment could not be made as claims were not received from debenture holders

**73.1.2** Overdue of ₹ 45.42 lakhs (including interest) in respect of public deposit includes deposits for a sum of ₹ 14.61 lakhs pending renewal and deposits for a sum of ₹ 30.81 lakhs for which payment could not be made as claims were not received from deposit holders.

**73.1.3** Overdue of ₹ 20.57 lakhs in respect of subordinated liabilities represents liabilities for which repayment could not be made as claims were not received from holders

**73.2 Break-up of (1) (f) above (Outstanding Public Deposits inclusive of interest accrued thereon but not paid):**

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025  |                | As at 31-Mar-2024  |                |
|--|--------------------|----------------|--------------------|----------------|
|  | Outstanding amount | Amount Overdue | Outstanding amount | Amount Overdue |
| In the form of Unsecured Debentures  | -                  | -              | -                  | -              |
| In the form of Partly Secured Debentures i.e. debentures where there is a shortfall in the Value of Security | -                  | -              | -                  | -              |
| Other Public Deposits  | 4,363.98           | 45.42          | 3,380.78           | 110.38         |

**Assets Side:**

**73.3 Break-up of Loans and Advances including bills receivables (other than those included in 73.4 below)**

(₹ in lakhs)

| Particulars      | As at 31-Mar-2025 | As at 31-Mar-2024 |
|------------------|-------------------|-------------------|
| a) Secured       | 5,330.07          | 18,117.92         |
| b) Unsecured DPN | 13.23             | 11.55             |

**73.4 Break up of Leased Assets and Stock on Hire and other assets counting towards Asset financing activities.**

(₹ in lakhs)

| Particulars  | Outstanding Amount (Gross Value) |                   |
|--|----------------------------------|-------------------|
|  | As at 31-Mar-2025                | As at 31-Mar-2024 |
| i) Lease Assets Including Lease Rentals Under Sundry Debtors:  |                                  |                   |
| a) Financial Lease   | 28.77                            | -                 |
| b) Operating Lease   | 71.31                            | -                 |
| ii) Stock on Hire Including Hire Charges under Sundry Debtors: |                                  |                   |
| a) Assets on Hire  | -                                | -                 |
| b) Repossessed Assets  | -                                | -                 |
| iii) Others Loans counting towards Asset Financing Activities  |                                  |                   |
| a) Loans where Assets have been Repossessed                    | 541.14                           | 272.55            |
| b) Loans Other than (a) Above                                  | 3,02,831.06                      | 1,83,343.78       |

**73.5 Break-Up of Investments:**

(₹ in lakhs)

| Particulars                          | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--------------------------------------|-------------------|-------------------|
| <b>Current Investments</b>           |                   |                   |
| <b>Quoted:</b>                       |                   |                   |
| i. Shares: (a) Equity                | -                 | -                 |
| (b) Preference                       | -                 | -                 |
| ii. Debenture and Bonds              | -                 | -                 |
| iii. Units of Mutual Funds           | -                 | -                 |
| iv. Government Securities            | 14.79             | 21.82             |
| v. Others                            | -                 | -                 |
| <b>Long Term Investments</b>         |                   |                   |
| <b>Quoted:</b>                       |                   |                   |
| i. Shares: (a) Equity                | 338.38            | 210.02            |
| (b) Preference                       | -                 | -                 |
| ii. Debentures and Bonds             | -                 | -                 |
| iii. Units of Mutual Funds           | 65.45             | 61.48             |
| iv. Government Securities            | 729.26            | 1,127.06          |
| v. Other (Alternate Investment Fund) | 105.88            | -                 |
| <b>Unquoted:</b>                     |                   |                   |
| i. Shares: (a) Equity                | -                 | -                 |
| (b) Preference                       | -                 | -                 |
| ii. Debentures and Bonds             | -                 | -                 |
| iii. Units of Mutual Funds           | -                 | -                 |
| iv. Government Securities            | -                 | -                 |
| v. Investment in PTC Transaction     | 2,986.80          | 2882.67           |
| vi. Others                           | 6970.84           | 6431.38           |
| <b>Total</b>                         | <b>11,211.40</b>  | <b>10,734.43</b>  |

**73.6 Borrower group - wise classification of all Leased assets, Stock - on Hire and Loans and Advances financed as in Note 73.3 and 73.4 above:**

(₹ in lakhs)

| Particulars                       | Amount Net of ECL Provision<br>As at 31-Mar-2025 |              |                    | Amount Net of ECL Provision<br>As at 31-Mar-2024 |              |                    |
|-----------------------------------|--|--------------|--------------------|--|--------------|--------------------|
|                                   | Secured  | Unsecured    | Total              | Secured  | Unsecured    | Total              |
| <b>Related Parties</b>            |  |              |                    |  |              |                    |
| (a) Subsidiaries                  | -  | -            | -                  | -  | -            | -                  |
| (b) Companies in the same Group   | -  | -            | -                  | -  | -            | -                  |
| (c) Other Related Parties         | -  | -            | -                  | -  | -            | -                  |
| <b>Other than Related Parties</b> | 2,97,999.74                                      | 13.00        | 2,98,012.74        | 1,85,476.72                                      | 27.56        | 1,85,504.28        |
| <b>Total</b>                      | <b>2,97,999.74</b>                               | <b>13.00</b> | <b>2,98,012.74</b> | <b>1,85,476.72</b>                               | <b>27.56</b> | <b>1,85,504.28</b> |

**73.7 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):**

(₹ in lakhs)

| Particulars                          | As at 31-Mar-2025                            |                                | As at 31-Mar-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) |
| <b>1. Related Parties</b>            |  |                                |  |                                |
| a) Subsidiaries                      | -  | -                              | -  | -                              |
| b) Companies In the Same Group       | -  | -                              | -  | -                              |
| c) Other Related Parties             | -  | -                              | -  | -                              |
| <b>2. Other than Related Parties</b> | 11,211.40                                    | 11,211.40                      | 10,712.29                                    | 10,734.43                      |
| <b>Total</b>                         | <b>11,211.40</b>                             | <b>11,211.40</b>               | <b>10,712.29</b>                             | <b>10,734.43</b>               |

**73.8 Other information**

(₹ in lakhs)

| Particulars  | As at 31-Mar-2025 | As at 31-Mar-2024 |
|--|-------------------|-------------------|
| <b>Gross Non-Performing Assets (Refer Note 73.8.1)</b> |                   |                   |
| a) Related Parties                                     | -                 | -                 |
| b) Other Than Related Parties                          | 14,919.99         | 20,503.67         |
| <b>Net Non - Performing Assets</b>                     |                   |                   |
| a) Related Parties                                     | -                 | -                 |
| b) Other Than Related Parties                          | 6,834.76          | 6,367.28          |
| <b>Assets Acquired in Satisfaction of Debt</b>         | -                 | -                 |

**73.8.1** 1 NPA accounts refer to stage 3 assets. Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date as stated in Note 6.1. (vii).

74. Disclosure as per the format prescribed as per the notification no. RBI/2021-22/31 DOR.STR.  
REC.11/21.04.048/2021-22 dated 5th May 2021 for the year ended 31st March, 2025

(₹ in lakhs)

| Type of borrower             | (A)<br>Number of requests received for invoking resolution process under Part A | (B)<br>Number of accounts where resolution plan has been implemented under this window | (C)<br>exposure to accounts mentioned at (B) before implementation of the plan | (D)<br>of (C), aggregate amount of debt that was converted into other securities | (E)<br>Additional funding sanctioned, if any, including between invocation of the plan and implementation |
|------------------------------|---|--|--|--|---|
| Personal Loan                | -   | -  | -  | -  | -   |
| Corporate persons of which*: |   |  |  |  |   |
| MSMEs                        |   |  |  |  |   |
| Others                       |   |  |  |  |   |
| Total                        | -   | -  | -  | -  | -   |

\*As defined in Section 3 (7) of the Insolvency and Bankruptcy Code, 2016

Disclosure as per the format prescribed as per the notification no. RBI/2021-22/31 DOR.STR.  
REC.11/21.04.048/2021-22 dated 5th May 2021 for the year ended 31st March, 2024

(₹ in lakhs)

| Type of borrower             | (A)<br>Number of requests received for invoking resolution process under Part A | (B)<br>Number of accounts where resolution plan has been implemented under this window | (C)<br>exposure to accounts mentioned at (B) before implementation of the plan | (D)<br>of ©, aggregate amount of debt that was converted into other securities | (E)<br>Additional funding sanctioned, if any, including between invocation of the plan and implementation |
|------------------------------|---|--|--|--|---|
| Personal Loan                | 36,793.00   | 36,793.00  | 12,779.10  | -  | 0.45  |
| Corporate persons of which*: |   |  |  |  |   |
| MSMEs                        |   |  |  |  |   |
| Others                       |   |  |  |  |   |
| Total                        | 36,793.00   | 36,793.00  | 12,779.10  | -  | 0.45  |

\*As defined in Section 3 (7) of the Insolvency and Bankruptcy Code, 2016

75. Disclosure as per the circular no. RBI / 2019-20 / 88 DOR.NBFC (PD) CC No.102 / 03.10.001 / 2019-20 dated November 04, 2019 issued by Reserve Bank of India on “Liquidity Coverage Ratio (LCR)”

75.1 Quantitative Disclosure

(₹ in lakhs)

| Liquidity Coverage Ratio (LCR)  | As at 31-Mar-2025                |                                | As at 31-Dec-2024                |                                | As at 30-Sep-2024                |                                | As at 30-Jun-2024                |                                | As at 31-Mar-2024                |                                |
|---|----------------------------------|--------------------------------|----------------------------------|--------------------------------|----------------------------------|--------------------------------|----------------------------------|--------------------------------|----------------------------------|--------------------------------|
|   | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) |
| High Quality Liquid Assets  |                                  |                                |                                  |                                |                                  |                                |                                  |                                |                                  |                                |
| **A. Total High Quality Liquid Assets (HQLA)                                    | 23,962.01                        | 23,813.20                      | 18,299.00                        | 18,150.63                      | 23,623.10                        | 23,474.26                      | 11,113.94                        | 10,965.60                      | 21,546.85                        | 21,186.43                      |
| Cash Outflows   |                                  |                                |                                  |                                |                                  |                                |                                  |                                |                                  |                                |
| Deposits (for deposit taking Companies)   | 86.46                            | 99.42                          | 214.17                           | 246.30                         | 253.10                           | 291.06                         | 74.64                            | 85.83                          | 16.06                            | 18.47                          |
| Unsecured Wholesale Funding   | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              |
| Secured Wholesale Funding   | 21,358.86                        | 24,562.68                      | 26,277.21                        | 30,218.79                      | 21,313.15                        | 24,510.13                      | 17,491.99                        | 20,115.79                      | 14,293.41                        | 16,437.42                      |
| Additional requirements, of which   |                                  |                                |                                  |                                |                                  |                                |                                  |                                |                                  |                                |
| (i) Borrowing outflows  | 14,256.09                        | 16,394.50                      | 12,436.03                        | 14,301.44                      | 13,249.76                        | 15,237.23                      | 8,997.36                         | 10,346.97                      | 9,366.84                         | 10,771.87                      |
| (ii) Outflows related to derivative exposures and other collateral requirements | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              |
| (iii) Outflows related to loss of funding on debt products                      | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              |
| (iv) Credit and liquidity facilities  | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              |
| Other contractual funding obligations   | 4,884.12                         | 5,616.74                       | 4,606.10                         | 5,297.01                       | 5,627.03                         | 6,471.09                       | 3,492.66                         | 4,016.56                       | 2,819.78                         | 3,242.75                       |
| Other contingent funding obligations  | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              |
| B. Total Cash Outflows  | 40,585.53                        | 46,673.34                      | 43,533.51                        | 50,063.54                      | 40,443.04                        | 46,509.51                      | 30,056.65                        | 34,565.15                      | 26,496.09                        | 30,470.51                      |

| Liquidity Coverage Ratio (LCR)                                    | As at 31-Mar-2025                |                                | As at 31-Dec-2024                |                                | As at 30-Sep-2024                |                                | As at 30-Jun-2024                |                                | As at 31-Mar-2024                |                                |
|---|----------------------------------|--------------------------------|----------------------------------|--------------------------------|----------------------------------|--------------------------------|----------------------------------|--------------------------------|----------------------------------|--------------------------------|
|   | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) |
|   |                                  |                                |                                  |                                |                                  |                                |                                  |                                |                                  |                                |
| C. Stressed Cash Outflows (B*75%)                                 |                                  | 35,005.01                      |                                  | 37,547.65                      |                                  | 34,882.13                      |                                  | 25,923.86                      |                                  | 22,852.88                      |
| Cash Inflows  |                                  |                                |                                  |                                |                                  |                                |                                  |                                |                                  |                                |
| Secured lending   | 19,427.61                        | 14,570.71                      | 17,659.93                        | 13,244.95                      | 15,363.64                        | 11,522.73                      | 14,927.18                        | 11,195.38                      | 15,835.16                        | 11,876.37                      |
| Inflows from fully performing exposures                           | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              | -                                | -                              |
| Other cash inflows  | 24,927.19                        | 18,695.39                      | 25,967.15                        | 19,475.36                      | 25,662.35                        | 19,246.76                      | 16,529.96                        | 12,397.47                      | 10,038.95                        | 7,529.21                       |
| D. Total Cash Inflows   | 44,354.80                        | 33,266.10                      | 43,627.08                        | 32,720.31                      | 41,025.99                        | 30,769.49                      | 31,457.14                        | 23,592.85                      | 25,874.11                        | 19,405.58                      |
|   |                                  |                                |                                  |                                |                                  |                                |                                  |                                |                                  |                                |
| TOTAL HQLA  | As at 31-Mar-2025                |                                | As at 31-Dec-2024                |                                | As at 30-Sep-2024                |                                | As at 30-Jun-2024                |                                | As at 31-Mar-2024                |                                |
|   | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) | Total Unweighted Value (average) | Total Weighted Value (average) |
|   |                                  |                                |                                  |                                |                                  |                                |                                  |                                |                                  |                                |
| E. Minimum of (Stressed Inflows (D); 75% of Stressed Outflows(C)) |                                  | 23,813.20                      |                                  | 18,150.63                      |                                  | 23,474.26                      |                                  | 10,965.60                      |                                  | 21,186.43                      |
| F. Total net cash outflows over the next 30 days = (B-E)          |                                  | 33,266.10                      |                                  | 32,720.31                      |                                  | 30,769.49                      |                                  | 23,592.85                      |                                  | 19,405.58                      |
| LIQUIDITY COVERAGE RATIO (%) (A/F)                                |                                  | 178%                           |                                  | 105%                           |                                  | 149%                           |                                  | 100%                           |                                  | 191%                           |
| ** Components of HQLA as on the Reporting Date                    |                                  |                                |                                  |                                |                                  |                                |                                  |                                |                                  |                                |
| - Balance with Banks  | 23,217.97                        |                                | 17,557.17                        |                                | 22,878.94                        |                                | 10,372.27                        |                                | 20,149.78                        |                                |
| - Government Securities (with Haircut of 20%)                     | 595.23                           |                                | 593.46                           |                                | 595.32                           |                                | 593.33                           |                                | 901.65                           |                                |
| - Common Equity Shares (with Haircut of 50%)                      | -                                |                                | -                                |                                | -                                |                                | -                                |                                | 135.00                           |                                |
| Total HQLA  | 23,813.20                        |                                | 18,150.63                        |                                | 23,474.26                        |                                | 10,965.60                        |                                | 21,186.43                        |                                |

- 75.1. (i) Unweighted values are calculated as outstanding balances maturing or callable within 30 days(for Cash inflows and Cash outflows).
- 75.1. (ii) Weighted values are calculated after the application of respective haircuts and stress factor (on Cash Inflow / Cash Outflow).

**75.2 Qualitative Disclosure**

The Reserve Bank of India has prescribed Guidelines on Maintenance of Liquidity Coverage Ratio (LCR). All Non-Deposit taking NBFCs with asset size of Rs. 10,000 crore and above, and all deposit taking NBFCs irrespective of their asset size, is required to maintain a liquidity buffer in terms of LCR which will promote resilience of NBFCs to potential liquidity disruptions by ensuring that they have sufficient High Quality Liquid Asset (HQLA) to survive any acute liquidity stress scenario lasting for 30 days. The stock of HQLA to be maintained by the NBFCs shall be minimum of 100% of total net cash outflows over the next 30 calendar days.

The LCR requirement was applicable from December 1, 2020 with the minimum HQLAs to be held being 50% of the LCR, progressively reaching a level upto 60%, 70%, 85% and 100% by December 1, 2021, December 1, 2022, December 1, 2023, December 1, 2024 respectively.

Liquidity Coverage Ratio (LCR) comprises of High Quality Liquid Assets (HQLAs) as numerator and net cash outflows in 30 days as denominator. The average LCR is computed at as simple averages of daily observations over the previous quarter.

Major source of borrowing for the Company are Non-Convertible Debentures, Working Capital and Term loans from Banks, Commercial paper and Public deposits. Details of funding concentration from Significant counter party are given above under public disclosure.

The company has maintained LCR well above the regulatory requirement for all the quarters. The average LCR for the quarter ended 31st March 2025 is 177.61% (for the quarter ended 31st March 2024 - 191.74%), as against the regulatory requirement of 100% (85% for the corresponding period last year).

**76. Disclosure as per the format prescribed as per the notification no. RBI / 2020-21 / 17 DOR. No.BP.BC / 4 / 21.04.048 / 2020-21 on “Micro, Small and Medium Enterprises (MSME) Sector - Restructuring of Advances” having exposure less than or equal to ₹ 25 crores for the year ended 31st March, 2025**

| Number of Accounts Restructured |  | For the Year Ended 31-Mar-2025 |
|---------------------------------|--|--------------------------------|
| Nil                             |  | Nil                            |

77. ANALYTICAL RATIOS FOR THE YEAR ENDED 31ST MARCH 2025

(₹ in lakhs)

| Ratio  | Numerator | Denominator | As at<br>31-Mar-<br>2025 | As at<br>31-Mar-<br>2024 | Variance<br>% | Reason for Variance<br>(>25% only)  |
|--|-----------|-------------|--------------------------|--------------------------|---------------|---|
| Capital to Risk -Weighted<br>Assets Ratio (CRAR) | 59,904.21 | 2,69,321.50 | 22.25%                   | 31.30%                   | -28.92%       | The Company has<br>done a<br>disbursement of<br>2600 crores which<br>has increased out<br>AUM to more than<br>Rs3000 crores<br>Therefore marking a<br>growth of 52% in<br>AUM which has<br>increased our<br>RWA.The Company<br>has done<br>substantial amount<br>of Securitised<br>portfolio which has<br>resulted in<br>increased cash<br>collateral inturn<br>reduced from T1<br>and T2 ended up in<br>reduction of CRAR. |
| Tier I CRAR                                      | 59,399.05 | 2,69,321.50 | 22.06%                   | 30.65%                   | -28.05%       |   |
| Tier II CRAR                                     | 505.16    | 2,69,321.50 | 0.19%                    | 0.65%                    | -70.77%       |   |
| Liquidity Coverage Ratio                         | 23,813.20 | 13,407.25   | 177.61%                  | 191.47%                  | -7.04%        | RBI norms for LCR is<br>to maintain 100%<br>month on month<br>.However the<br>Company has<br>maintained 177.61%<br>which is over and<br>above the threshold<br>provided by the RBI<br>and it also helps the<br>company to reduce<br>negative carry cost.  |

78. EXCEPTIONAL ITEMS

78.1 The following items have been shown as exceptional items in financial statements for the year ended 31st March 2025.

(₹ in lakhs)

| Nature of item  | (Income) / Expense |
|---|--------------------|
| Impairment of financial instruments   | -                  |
| Net loss on derecognition of financial instruments under amortized<br>cost category | -                  |
| Total   | -                  |

78.2 The following items have been shown as exceptional items in financial statements for the year ended 31st March 2024.

(₹ in lakhs)

| Nature of item  | (Income) / Expense |
|---|--------------------|
| Impairment of financial instruments   | -13871.62          |
| Net loss on derecognition of financial instruments under amortized<br>cost category | 4,286.97           |
| Total   | -9,584.65          |

79. AUDIT TRAIL

The Company uses accounting software for maintaining its books of account which have a feature of audit trail (edit log) facility at the application level for each change made in the books of account along with such changes made. This feature of audit trail (edit log) facility was operated throughout the year for all the transactions recorded in such software.

However, Company has not enabled audit trail for direct database layer changes as access to the database of all accounting software is available only to database administrators for the limited purpose of its maintenance for which access and monitoring controls are enabled. Also, no changes have been made to any transaction recorded in the books of account, directly at the database level during the year. The audit trail (edit log) feature has not been tampered with during the year.

80. OTHER STATUTORY INFORMATION

- 80.1 No Benami Property are held by the Company and or no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 80.2 The company has searched transactions with Struck-off companies by comparing company's counter parties with publicly available database of struck of companies through a manual name search. Based on such a manual search, no party identified to be reported in the financial statements.
- 80.3 There is no charges or satisfaction in relation to any debt / borrowings yet to be registered with ROC beyond the statutory period.
- 80.4 The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- 80.5 Other than the transactions that are carried out as part of Company' normal lending business:
- A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall -
- (a) 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
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
- B) 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 -
- (a) 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
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- 80.6** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year
- 80.7** There are no transactions which have not been recorded in the books of accounts and has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Also, there are no previously unrecorded income and related assets.
- 80.8** The Company has in respect of the investments made, complied with no of layers as defined under section 2(87) of the Companies Act, 2013.
- 80.9** The Company has nothing to report on compliance with approved Scheme(s) of Arrangements.
- 80.10** There are no differences between the quarterly returns of assets given as security submitted to the banks and the books of account.

## 81. EVENTS AFTER THE REPORTING DATE / OTHER DEVELOPMENTS

- 81.1** Material events occurring after the balance sheet date are taken into cognizance and there are no other events after the reporting date that require disclosure in the financial statements.
- 81.2** The Code on Social Security, 2020 (the Code) has been enacted, which would impact contribution by the Company towards Provident Fund and Gratuity. The impact of changes if any arising on enactment of the Code will be assessed by the company after the effective date of the same and the rules thereunder are notified

- 82.** Previous year figures, unless otherwise stated, are given within brackets and have been reworked, regrouped, re-arranged and re-classified to conform to the current year presentation.

**Note:** The accompanying notes form an integral part of the financial statements (Note No: 1-82)

As per our separate report of even date attached

**For M/s. Sundaram & Srinivasan**

Chartered Accountants

FRN No.: 004207S

Sd/-

**S. Usha**

Partner

Membership No.: 211785

**For and on behalf of the Board of Directors of**

**Muthoot Capital Servcies Limited**

Sd/-

**Tina Suzanne George**

Whole-Time Director

DIN: 09775050

Sd/-

**Ritu Elizabeth George**

Director

DIN: 10766726

**Place: Kochi**

**Date: 14<sup>th</sup> May 2025**

Sd/-

**Mathews Markose**

Chief Executive Officer

Sd/-

**Ramandeep Singh**

Chief Financial Officer

Sd/-

**Deepa Gopalakrishnan**

Company Secretary &  
Compliance Officer



**MUTHOOT CAPITAL SERVICES LIMITED**

(CIN: L67120KL1994PLC007726)

Regd. Office: 3rd Floor, Muthoot Towers, M. G. Road, Kochi - 682 035, Kerala

Tel: +91 - 484 - 6619600; Email: secretarial@muthootcap.com; Website: www.muthootcap.com

## NOTICE OF THIRTY FIRST ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Thirty First (31st) Annual General Meeting ("AGM") of the Members of Muthoot Capital Services Limited ("MCSL" / "the Company") will be held on **Friday, September 19, 2025 at 11:00 a.m. (IST)**, through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2025, together with the Report of the Board of Directors and the Auditors thereon**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** the Audited Standalone Financial Statements including Balance Sheet of the Company as at March 31, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and Statement of Cash Flows for the Financial Year ended on that date together with all the Notes annexed and the Directors' and Auditors' Reports thereon, placed before the Meeting, be and are hereby considered and adopted."

- To appoint a Director in place of Mrs. Ritu Elizabeth George (DIN: 10766726), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself re-appointment**

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 152(6) of the Companies Act, 2013 read with relevant Rules made thereunder and the Articles of Association of the Company, Mrs. Ritu Elizabeth George (DIN: 10766726), Non-Executive Director, who retires by rotation and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

- Appointment of M/s. S. Sandeep & Associates, Practicing Company Secretaries, as Secretarial Auditors 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 Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) read with the Circulars, FAQs and other clarifications issued by SEBI and other entities in this regard (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, respectively, the consent of the Members, be and is hereby, accorded for the appointment of M/s. S. Sandeep & Associates, Practicing Company Secretaries, (FRN: P2025TN103600), holding a valid Peer Review Certificate (Certificate No. 6526/2025) issued by the Company Secretaries of India (“ICSI”), as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive financial years, commencing from FY 2025-26 till FY 2029-30;

**RESOLVED FURTHER THAT** the consent of the members, be and is hereby, accorded for payment of remuneration of an amount not exceeding ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only), in addition to any out of pocket expenses and taxes, as applicable, to M/s. S. Sandeep & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for FY 2025-26, and that the Board of Directors of the Company, be and is hereby, authorized to determine and approve revision in the remuneration of the Secretarial Auditor for the subsequent years of its term;

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby, authorised to revise, alter and vary the terms and conditions of their appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### 4. Continuation of Directorship of Mr. Thomas Mathew (DIN: 01277149) as a Non-Executive Independent Director on attaining the age of Seventy-Five Years

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members, be and is hereby, accorded for the continuation of Directorship of Mr. Thomas Mathew (DIN: 01277149) as a Non-Executive Independent Director of the Company, who would attain the age of 75 (Seventy Five) years on February 20, 2026, during his second term as an Independent Director of the Company;

**RESOLVED FURTHER THAT** any Director of the Company or Company Secretary of the Company, be and are hereby, severally authorised to file all necessary e-forms with the concerned Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

#### 5. Variation in Terms of Remuneration payable to Mrs. Tina Suzanne George (DIN: 09775050), Whole-Time Director of the Company

To consider, and if deemed fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with Section 196, 197 read with Part I and Section

I of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the provisions of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, as amended from time to time and / or other applicable provisions, if any, approval of the Members, be and is hereby, accorded for variation in terms of the remuneration payable to Mrs. Tina Suzanne George (DIN: 09775050), Whole-Time Director of the Company, w.e.f. December 23, 2024, consisting of a monthly Salary of ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only), Bonus / Performance Linked Incentive / Commission and other Perquisites as set out in the statement annexed to this Notice;

**RESOLVED FURTHER THAT** notwithstanding anything contained herein above, where in any financial year, during the tenure of Mrs. Tina Suzanne George (DIN: 09775050) as the Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to receipt of requisite approvals, if any, pay to the Whole-time Director, the Salary, Bonus / Performance Linked Incentive / Commission and other Perquisites as stated in explanatory statement, as the minimum remuneration subject to the provisions of Section 197 read with Section II and Section III of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

**RESOLVED FURTHER THAT** any of the Directors of the Company, Chief Executive Officer, Chief Financial Officer or the Company Secretary of the Company, be and are hereby, severally authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient or desirable to give effect to this resolution including filing of necessary forms and returns with the concerned Registrar of Companies (RoC) or submission of necessary documents with any other concerned authorities in connection with this resolution.”

For and on behalf of Board of Directors

Place: Kochi  
Date: August 05, 2025

Sd/-  
Deepa G  
Company Secretary & Compliance Officer  
Membership No.: A68790

**Notes:**

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read together with the circulars issued earlier in this regard ("MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, read together with the circulars issued earlier in this regard ("SEBI Circulars") have permitted the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means ("OAVM"), subject to compliance with various conditions specified thereon. Accordingly, in compliance with the provision of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), MCA Circulars and SEBI Circulars, the 31st AGM of the Company is being conducted through VC / OAVM. The procedure for participating in the Meeting through VC / OAVM is explained below and is also available on the website of the Company at [www.muthootcap.com](http://www.muthootcap.com).
2. The deemed venue for the 31st AGM shall be the Registered Office of the Company situated at Muthoot Towers, 3rd Floor, M. G. Road, Ernakulam - 682 035, Kerala.
3. An Explanatory Statement pursuant to Section 102(1) of the Act and SS-2, including additional information pursuant to the Listing Regulations and Circulars issued thereunder, in respect of the special businesses as set out above, is annexed hereto.
4. In terms of Section 152 of the Companies Act, 2013, Mrs. Ritu Elizabeth George (DIN: 10766726), Non-Executive Director of the Company, retires by rotation at the ensuing AGM of the Company and being eligible, offers herself for re-appointment. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and SS-2 issued by ICSI, in respect of Director seeking re-appointment at this AGM is annexed hereto.
5. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of the Members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members will not be available for the AGM and hence the Proxy form and Attendance Slip are not annexed to this Notice.
6. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to update in the e-voting portal i.e. [evoting@cdslindia.com](mailto:evoting@cdslindia.com), the scanned certified copy of the Board resolution / authorization letter to the Company together attested specimen signature(s) of the duly authorised representative(s) or alternatively to the email address of the scrutinizer at [sivarkn@sepmail.in](mailto:sivarkn@sepmail.in).
7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the Quorum under Section 103 of the Act.
8. In compliance with the aforesaid MCA Circulars and the Listing Regulations, Notice of the 31st AGM along with Annual Report for FY 2024-25 is being sent through electronic mode to those Members whose e-mail IDs are registered with the Company / Registrar and Share Transfer Agents (RTA) or the Depository Participant(s) (DPs). Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for FY 2024-25 is available has been sent to those Members whose e-mail IDs are not registered with the Company / RTA / DPs.
9. Members may please note that the Notice of the AGM and the Annual Report for FY 2024-25 has been uploaded on the Company's website at [www.muthootcap.com](http://www.muthootcap.com). The same can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock

Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). Any Member who desires to get a physical copy of the Annual Report for FY 2024-25, may request for the same by sending an e-mail to the Company at [secretarial@muthootcap.com](mailto:secretarial@muthootcap.com) mentioning their Folio No. / DP ID and Client ID.

10. Members holding shares in dematerialized (demat) mode are requested to register / update their e-mail IDs with their relevant Depository Participant(s) (DPs). In case of any queries / difficulties in registering the e-mail IDs with their DPs, Members may write to the Company's RTA at [einward@integratedindia.in](mailto:einward@integratedindia.in). Further, Members are requested to direct notifications about change of address, mobile number and e-mail IDs to their respective DPs and to quote Folio No. / DP ID and Client ID in all their correspondence with the Company / DP.
11. Those Members who are holding shares in physical form and have not updated their e-mail IDs with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card and self-attested copy of any document as address proof to the Company's RTA at [einward@integratedindia.in](mailto:einward@integratedindia.in).
12. Members seeking any information with regard to the financial statements or any other matters to be placed at the AGM are requested to write to the Company on [secretarial@muthootcap.com](mailto:secretarial@muthootcap.com) latest by Thursday, September 18, 2025 from their registered e-mail ID, mentioning their name, DP ID and Client ID / Folio No. The same will be replied by the Company suitably.
13. Dividends which has not been encashed for a period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company, have been transferred to the Investor Education and Protection Fund ("IEPF"). The Members whose unclaimed dividends and / or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of entitlement letter and other required documents and file Form IEPF-5 for claiming the dividend and / or shares.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. To eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA at [einward@integratedindia.in](mailto:einward@integratedindia.in) for assistance in this regard.
15. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
16. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing the facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of AGM will be provided by CDSL.
17. The remote e-voting period begins on **Monday, September 15, 2025 at 9:00 a.m. (IST)** and ends on **Thursday, September 18, 2025 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. The facility of voting through e-Voting system will also be made available at the AGM and the Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their voting right at the AGM through e-Voting. The process and

manner for e-voting and process of joining meeting through VC along with other details also forms part of the Notice. The Members, whose names appear in the Register of Members / Beneficial Owners maintained by the depositories, as on the **cut-off date i.e. Saturday, September 13, 2025**, may cast their votes electronically.

18. The voting right of the member shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only. Members who have acquired shares after this Notice is sent and holding shares as on the cut-off date, may approach CDSL for issuance of the User ID and Password for exercising their right to vote by electronic means and attend the meeting through VC / OAVM.
19. The Board of Directors has appointed M/s. SEP & Associates, Practicing Company Secretaries, as the Scrutinizer for scrutinizing the process of remote e-voting and e-voting during the meeting in a fair and transparent manner. The Scrutinizer shall, post conclusion of the meeting, unblock the votes cast through remote e-voting system and e-voting during the meeting and shall make a consolidated Scrutinizer's report and submit their report to the Company Secretary, who shall countersign the same.
20. The results of the remote e-voting and e-voting at the Meeting shall be declared by the Chairman of the Meeting or by any other Director or Company Secretary duly authorised in this regard. The results declared along with the report of the Scrutinizer shall be placed on the Company's website [www.muthootcap.com](http://www.muthootcap.com) and also be displayed on the Notice Board of the Company at its registered office and on the website of CDSL at <https://www.evotingindia.com/> immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Regulation 44(3) of the Listing Regulations. The resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, September 19, 2025, subject to receipt of the requisite number of votes in favour of the resolutions.
21. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal <https://smartodr.in/login>.
22. Members seeking to inspect such documents can send an email to the Company's investor e-mail ID mentioning their name, Folio No. / DP ID and Client ID and the documents that they seek to inspect, with a self-attested copy of their PAN card attached to the e-mail ID at [secretarial@muthootcap.com](mailto:secretarial@muthootcap.com).
23. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act read with Rules issued thereunder will be electronically available for inspection by the Members during the Meeting. A certificate from the Secretarial Auditors of the Company prepared in accordance with Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection by the members in electronic mode during the AGM. Furthermore, all documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. September 19, 2025 and shall be available for inspection upon login at CDSL e-Voting system at <https://www.evotingindia.com/>.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

25. SEBI has mandated furnishing of PAN, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details and latest specimen signature, etc.) and nomination details by holders of securities. SEBI also mandated compulsorily linking PAN with Aadhaar number, unless specifically exempt by the competent authority. In terms of the said SEBI mandate, folios, wherein any of the above mentioned document / details (except for nomination) are not available, such members will not be eligible to lodge any grievance or avail service request from the RTA. Relevant forms prescribed by SEBI in this regard are available on the website of the Company at [www.muthootcap.com](http://www.muthootcap.com)

#### Instructions for E-voting:

- (i) The voting period begins at **9:00 a.m. on Monday, September 15, 2025** and ends at **5:00 p.m. on Thursday, September 18, 2025**. During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the **cut-off date i.e. Saturday, September 13, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.  
  
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.  
  
In order to increase the efficiency of the voting process, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by listed entities, 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 e-mail ID in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, login method for e-voting for Individual shareholders holding securities in Demat mode with CDSL / NSDL is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <div>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</div> <div>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</div> <div>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</div> <div>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</div> |
| Individual Shareholders holding securities in demat mode with <b>NSDL</b> | <div>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</div> <div>2) Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</div>   |

| Type of shareholders   | Login Method  |
|--|---|
|  | <div>3) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></div> <div>4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</div> <div>5) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> 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 Muthoot Capital Services Limited or CDSL and you will be re-directed to <a href="http://www.evotingindia.com">www.evotingindia.com</a> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</div> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.  |

**Important Note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

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

| Login type  | Helpdesk details  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 21 09911</b> . |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at <b>022 - 4886 7000</b> .  |

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID

a) For CDSL: 16 digits beneficiary ID,

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

c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

|  | For Physical shareholders and other than individual shareholders holding Shares in Demat  |
|--|---|
| PAN  | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <div>• Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</div> |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <div>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</div>                        |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN to choose Muthoot Capital Services Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR / POA, if any, which will be made available to scrutinizer for verification.

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

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

**Procedure for Members attending the AGM through VC / OAVM are as under:**

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by CDSL at [www.evotingindia.com](http://www.evotingindia.com) following the steps mentioned above for login to CDSL e-voting system. After successful login, you can see VC / OAVM link placed under the Join meeting menu against the Company name. You are requested to click on VC / OAVM link placed under the "Join Meeting" menu.
2. 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 this Notice. Further, Members can also use the OTP based login for logging into the e-voting system of CDSL.
3. Facility of joining the AGM through VC / OAVM shall open 30 (Thirty) minutes before the time scheduled for the AGM. The facility of participation at the AGM through electronic mode will be made available for 1000 members on first come first serve basis. It may be noted that the large Shareholders (i.e. 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 are allowed to attend the AGM without restriction on account of first come first serve basis.
4. Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by accessing the link [https://docs.google.com/forms/d/e/1FAIpQLSdKqLykOrMAa0bAr9s3bTMnBUyqj6nazXspYD1g4bJa\\_MindQ/closedform](https://docs.google.com/forms/d/e/1FAIpQLSdKqLykOrMAa0bAr9s3bTMnBUyqj6nazXspYD1g4bJa_MindQ/closedform). Alternatively, the Members can send the request from their registered e-mail ID mentioning their Name, DP ID and Client ID / Folio Number, PAN and mobile number at [secretarial@muthootcap.com](mailto:secretarial@muthootcap.com). The Speaker Registration will be open from Monday, September 08, 2025 to Friday, September 12, 2025. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time for the AGM.
5. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.

**Procedure for E-voting during the AGM:**

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members, who will attend 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.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Process for those Shareholders whose Email / Mobile No. are not registered with the Company / Depositories:**

1. **For Physical shareholders:** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN Card and Aadhaar Card by e-mail to RTA at [einward@integratedindia.in](mailto:einward@integratedindia.in) or to the Company at [secretarial@muthootcap.com](mailto:secretarial@muthootcap.com).

2. **For Demat shareholders:** Please update your e-mail id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders:** Please update your e-mail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. **1800 21 09911**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. **1800 21 09911**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE “ACT”)

The following Explanatory Statement, pursuant to Section 102 of the Act, sets out all material facts relating to the business mentioned in the accompanying AGM Notice dated August 05, 2025:

Item No. 3: Appointment of M/s. S. Sandeep & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company

Pursuant to the provisions of Section 204 of the Companies Act 2013 (“Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, every listed company is required to annex with its Board’s Report, a Secretarial Audit Report, given by a Company Secretary in Practice, in prescribed form.

Further, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), every listed company shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Auditor shall be approved by the Members of the Company at the Annual General Meeting of the Company.

In view of the above, after evaluating and considering various factors such as industry experience, firm's capability to handle a diverse and complex business environment, the clientele it serves, technical expertise, independent assessment and in fulfilment of the eligibility criteria and qualification prescribed under the Listing Regulations and Circulars, the Audit Committee and the Board of Directors at their Meetings held on August 04, 2025 and August 05, 2025, respectively, had approved and recommended to the Shareholders of the Company, the appointment of M/s. S. Sandeep & Associates, Practicing Company Secretaries (FRN: P2025TN103600) as the Secretarial Auditors of the Company, for a period of 5 (Five) consecutive financial years, commencing from Financial Year 2025-26 until Financial Year 2029-30.

M/s. S. Sandeep & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India and has confirmed that the firm has not incurred any disqualification and is eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of the Listing Regulations and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The remuneration proposed to be paid to M/s. S. Sandeep & Associates, Company Secretaries, is reasonable and commensurate with their audit experience and hence, the same is recommended by the Audit Committee and the Board of Directors for approval of Members of the Company. Additional fees, if any, for statutory certifications and other professional services will be determined separately, in consultation with the Secretarial Auditor.

The eligibility letter and Peer Review Certificate from M/s. S. Sandeep & Associates shall be available for electronic inspection without any fee for the Members from the date of dispatch of this Notice up to the date of this AGM i.e. Friday, September 19, 2025. The Members seeking to inspect such documents can send an e-mail to [secretarial@muthootcap.com](mailto:secretarial@muthootcap.com).

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of this Notice.

Accordingly, your Board recommends passing of the resolution as set out under Item No. 3 of this Notice as Ordinary Resolution.

Disclosure under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Particulars  | Details  |
|--|--|
| Proposed Audit fee payable to Secretarial Auditors   | <p>The proposed fee to be paid to M/s. S. Sandeep &amp; Associates for FY 2025-26 is ₹ 1.50 lakhs (One Lakh Fifty Thousand only) excluding applicable taxes and out-of-pocket expenses.</p> <p>The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.</p>   |
| Terms of appointment   | <p>The Secretarial Auditor would be appointed for a period of 5 (Five) consecutive financial years commencing from FY 2025-26 till FY 2029-30.</p>   |
| Material changes in fee payable to auditor from that paid to the outgoing auditor along with the rationale for such change | <p>There is no material change in fee to be paid to the Secretarial Auditor proposed to be appointed from that paid to the outgoing auditor.</p>   |
| Basis of recommendation for appointment and auditor credentials  | <p>The Audit Committee and the Board of Directors, after taking into account the eligibility of the firm, qualification, experience, independent assessment and expertise of the partners in providing Secretarial Audit related services, competency of the staff, recommended the appointment of M/s. S. Sandeep &amp; Associates, Practising Company Secretaries, a Peer Reviewed Firm as the Secretarial Auditor of the Company.</p> <p><b>Brief Profile of M/s. S. Sandeep &amp; Associates:</b></p> <p>M/s. S. Sandeep &amp; Associates, Practicing Company Secretaries, is a distinguished professional services firm offering a comprehensive range of services related to corporate governance and compliance with over two decades of excellence in secretarial audits, compliance audits and due diligence across sectors like banking, financial services, IT / Telecom, pharmaceuticals, FMCG, and infrastructure, etc. Experienced team of professionals assists businesses in maintaining regulatory compliance and adopting best practices in corporate governance. It is a peer-reviewed unit (No.: 6526/2025) by the Institute of Company Secretaries of India (ICSI).</p> |

Item No. 4: Continuation of Directorship of Mr. Thomas Mathew as a Non-Executive Independent Director on attaining the age of Seventy-Five Years

Mr. Thomas Mathew (DIN: 01277149) was appointed as an Independent Non-Executive Director of the Company for a period of 5 (Five) years w.e.f. April 01, 2019 till March 31, 2024. He was further re-appointed as an Independent Director of the Company for a second term of 5 (Five) consecutive years from April 01, 2024 till March 31, 2029.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Non-Executive Director who has attained the age of seventy-five years requires the approval of shareholders by way of a special resolution.

### Justification for continuation of Directorship

Mr. Thomas Mathew will attain the age of 75 (Seventy Five) years on February 20, 2026 during his ongoing tenure and approval of Members is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his current term on March 31, 2029. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on August 05, 2025, has reviewed the performance and contributions of Mr. Thomas Mathew and is of the opinion that he continues to possess the integrity, expertise, and experience required for the role and has been actively contributing to the deliberations of the Board and its Committees.

Mr. Thomas Mathew has over 40 years of experience in the industry, having held leadership positions in various companies. His insights and strategic guidance have been instrumental in shaping the Company's governance framework, risk management practices and long-term growth strategy.

During his tenure with the Company, Mr. Thomas Mathew is serving as Chairperson of the Audit Committee, Member of the Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Risk Management Committee and various other committees of the Board and has demonstrated a high level of commitment and diligence in discharging his responsibilities.

The Board believes that his continued association would be beneficial to the Company and recommends the passing of the Special resolution for continuation of his directorship beyond the age of 75 years until the expiry of his current term on March 31, 2029.

Except Mr. Thomas Mathew, none of the Directors, Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of this Notice.

Accordingly, your Board recommends passing of the resolution as set out under Item No. 4 of this Notice as Special Resolution.

### Item No. 5: Variation in Terms of Remuneration payable to Mrs. Tina Suzanne George (DIN: 09775050), Whole-Time Director of the Company

The Board of Directors at its Meeting held on December 23, 2024 appointed Mrs. Tina Suzanne George (DIN: 09775050) as a Whole-Time Director of the Company, for a period of 5 (Five) years w.e.f. December 23, 2024 till December 23, 2029. Subsequently, the appointment was approved by the Members of the Company vide Special Resolution passed through Postal Ballot on February 12, 2025, on such terms and conditions as noted in the said Postal Ballot notice.

In view of the evolving business needs and the Executive Director's enhanced role and contributions, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on August 05, 2025, proposed a revision in the terms of remuneration payable to Mrs. Tina Suzanne George, Whole Time Director of the Company, to better reflect the responsibilities and performance expectations associated with the position and to entitle her with other specific components such as perquisites, benefits, allowances, other amenities in addition to the basic salary drawn and bonus / performance linked incentive and / or commission to be paid.

The Board is of the view that the revised remuneration proposal is critical and justified, considering the following factors:

- **Expanded Role and Responsibilities:** Over the course of her tenure, the Whole-Time Director has assumed additional strategic and operational responsibilities, including oversight of various business projects and compliances, which are critical to the Company's long-term growth and sustainability.
- **Performance Excellence:** Mrs. Tina has consistently demonstrated high levels of commitment, leadership and performance, contributing significantly to the Company's financial results, operational efficiency and stakeholder value.
- **Industry Benchmarking:** The proposed remuneration aligns with the industry standards and peer companies of similar size and complexity, ensuring competitiveness and fairness.

- **Compliance and Governance:** The proposed variation complies with the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 and has been reviewed and recommended by the Nomination and Remuneration Committee in accordance with the Company's remuneration policy.

The revised remuneration to be payable to Mrs. Tina Suzanne George is as proposed below:

**Salary:** Mrs. Tina Suzanne George be entitled to a salary of ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month, in addition to other perquisites, benefits and amenities as stated below, effective from the date of appointment.

The annual increment which will be effective from April 1, each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee not exceeding 15% every year, subject to Schedule V of the Companies Act, 2013. The recommendation of Nomination and Remuneration Committee will be based on the Company's performance and individual performance and as per the terms and conditions of the Company.

### Perquisites, Benefits and Amenities:

Mrs. Tina Suzanne George be entitled to the following perquisites, benefits and amenities:

- Medical Insurance:** shall be entitled to Mediclaim Policy for self, spouse & two children.
- Personal Accident Insurance and Group Term Insurance Coverage:** shall be entitled to Personal Accident Insurance and Group Term Insurance Coverage as per rules of the Company.
- Provident Fund:** shall be entitled to contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.
- Gratuity:** shall be entitled to Gratuity as per the rules of the Company.
- Reimbursement of Expenses:** shall be entitled to reimbursement of expenses incurred by her for the purpose of the business of the Company as per the rules of the Company.

Mrs. Tina Suzanne George shall be entitled to such other benefits, amenities and perquisites as the Board of Directors of the Company may determine from time to time.

The Company's contribution to provident fund to the extent not taxable under the Income Tax Act, 1961, gratuity payable at the rate not exceeding half a month's Salary for each completed year of service and encashment of leave at the end of tenure shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Schedule V of the Companies Act, 2013. The total remuneration payable to Whole-Time Director shall not exceed 5% of net profit of the Company as per Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### Minimum Remuneration:

Where in any financial year during the tenure of appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mrs. Tina Suzanne George, the salary, bonus / performance linked incentive / commission and other perquisites as stated herein above, as the minimum remuneration, subject to the limits specified under Section II and Section III of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). If such minimum remuneration is in excess of ceiling, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration payable to Mrs. Tina Suzanne George, Whole-Time Director, as decided by the Board of Directors is required to be approved by the Members. The Board of Directors, accordingly, recommends the variation in terms of remuneration payable to Mrs. Tina Suzanne George (DIN: 09775050), Whole-Time Director and the same is placed before the Members for their approval.

Thus, the Members are requested to consider revision of remuneration payable to Mrs. Tina Suzanne George (DIN: 09775050), Whole-Time Director of the Company. In accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations and relevant Rules made thereunder, consent of the Members is being sought by way of Ordinary Resolution.

Except Mrs. Tina Suzanne George and her relatives, to the extent of their shareholding, none of the Directors or Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set forth in this notice.

For and on behalf of Board of Directors

Sd/-  
Deepa G

Company Secretary & Compliance Officer  
Membership No.: A68790

Place: Kochi  
Date: August 05, 2025

Additional Information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM

Information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings for re-appointment of the Director is given hereunder:

| Particulars  | Details  |
|--|--|
| Name of the Director                                     | Mrs. Ritu Elizabeth George   |
| DIN  | 10766726   |
| Date of Birth  | November 13, 1991  |
| Age  | 33 years   |
| Qualification  | Masters' in Hospitality Management   |
| Brief Profile and Expertise in specific functional areas | <p>Mrs. Ritu Elizabeth George is the Associate Vice President of Human Resources at MFL One - a Special Business Unit of Muthoot Fincorp Limited, part of the Muthoot Pappachan Group, which has existed for more than 135 years. With a strong foundation in economics and hospitality management, Mrs. Ritu has built a diverse career across multiple industries, including hospitality, risk analysis, and entrepreneurship.</p> <p>Mrs. Ritu began her professional journey in the field of risk analysis at KPMG. As a risk analyst, she was responsible for conducting internal audits for various multinational companies, conducting compliance and process audits. This experience broadened her expertise in corporate governance and compliance, adding a new dimension to her professional portfolio.</p> <p>Following her time in corporate, Mrs. Ritu went on to pursue a Masters' in Hospitality Management from Le Cordon Bleu in Australia and transitioned to hospitality, gaining valuable experience at renowned organizations such as Hilton and Novotel in Australia. Here, she built her skills in guest relations and people management, fostering a deep passion for creating positive customer experiences and driving team engagement. In her current role at MFL One, Mrs. Ritu leverages her diverse background to lead human resources initiatives, focusing on employee engagement, performance management and learning and development. She was instrumental in single handedly planning and executing a 360-degree performance management method for MFL ONE in its first year of inception. Her ability to connect with people and her deep understanding of human behaviour have been pivotal in fostering a positive and dynamic workplace culture.</p> <p>Beyond her professional achievements, Mrs. Ritu is passionate about continuous learning and personal growth. Mrs. Ritu's entrepreneurial spirit led her to</p> |

| Particulars   | Details  |
|---|--|
|   | establish Asoy, a luxury scented candle brand. Her venture into entrepreneurship reflects her creative side and her keen aesthetic sense as well as her dedication to creating quality products. Mrs. Ritu embodies a blend of professional excellence, entrepreneurial spirit, and a genuine passion for people enabling her to make a positive impact in every endeavour she undertakes. |
| Terms and conditions of re-appointment  | Mrs. Ritu Elizabeth George was appointed as a Non-Executive Director of the Company w.e.f. December 23, 2024. In terms of Section 152(6) of the Companies Act, 2013, she is liable to retire by rotation.  |
| Remuneration last drawn   | Nil  |
| Designation   | Non-Executive Director   |
| Remuneration proposed to be paid  | Nil  |
| Date of first appointment on the Board  | December 23, 2024  |
| Number of Shares held in the Company as on March 31, 2025                                     | 64,118 Equity shares (0.39%)   |
| Relationship with other Directors / Manager and other Key Managerial Personnel of the Company | Related to Mrs. Tina Suzanne George, Whole-Time Director (Sister)  |
| Number of Meetings of the Board attended during the year 2024-25                              | 04 (Four)  |
| Directorships held in other Listed / Public Companies as on March 31, 2025                    | None   |
| Chairmanship / Membership of Committees of other Boards as on March 31, 2025                  | None   |
| Listed entities from which the Director has resigned in the past three years                  | None   |

**Additional Information required to be furnished under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India**

| Particulars  | Details   |
|--|---|
| Name   | Mrs. Tina Suzanne George  |
| DIN  | 09775050  |
| Date of Birth  | September 21, 1989  |
| Age  | 35 years  |
| Nationality  | Indian  |
| Qualification  | Chartered Accountant  |
| Brief Profile and Expertise in specific functional areas | <p>Mrs. Tina Suzanne George has been an integral part of the Company since October 03, 2017 and her tenure has been marked by significant contributions across various facets of the organization. Her upcoming transition to the role of Executive Director is a result of a carefully planned succession strategy, recognizing her extensive expertise and involvement.</p> <p>Her financial acumen is evident from her thorough understanding of tax and regulatory systems. She has consistently reviewed financial statements and conducted monthly assessments of financial performance, as well as monitored asset and liability positions since joining the Company.</p> <p>In the Strategy Department, she was instrumental in leading and shaping key initiatives. Her active participation in material committees and her strategic input have been crucial in aligning decisions with the Company's broader objectives and market demands. Her deep knowledge of financial markets, investment strategies, and regulatory requirements has been vital.</p> <p>Her previous experience in corporate lending provided her with valuable exposure to other NBFCs, enhancing her understanding of their operational and financial metrics. Mrs. Tina has demonstrated strong leadership skills, notably through her focus on technological transformation projects. As the project lead for HRMS implementation, she has overseen several key initiatives, including the Data Lake and Analytics projects, which aim to enhance the company's competitive edge.</p> <p>Her ability to foster innovation and embrace technological advancements has been a driving force behind MCSL's digital transformation. Her strategic networking skills have enabled her to build and maintain valuable relationships with key stakeholders and industry peers.</p> <p>Additionally, she played a crucial role in the Company's hiring practices. Her involvement in recruiting top talent and aligning new hires with the Company's vision and</p> |

| Particulars                         | Details   |
|-------------------------------------|---|
|                                     | <p>strategic goals has been a key factor in building a high-performing team that supports the company's long-term success.</p> <p>Her seamless integration across various business verticals, combined with her strategic insight and operational expertise, positions her exceptionally well for the role of Executive Director. Her hands-on experience and leadership underscore her readiness to guide the Company into its next phase of growth and success.</p>   |
| Terms and Conditions of Appointment | Mrs. Tina Suzanne George shall be appointed as Whole Time Director for a period of 5 years with effect from December 23, 2024. Mrs. Tina Suzanne George shall not be liable to retire by rotation. She shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time.  |
| Remuneration last drawn             | <p>₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month</p> <p>The annual increment which will be effective from April 1, each year, will be decided by the Board based on the recommendations of the NRC not exceeding 15% every year, subject to Schedule V of the Companies Act, 2013. The recommendation of NRC will be based on the Company's performance and individual performance and as per the terms and conditions of the Company</p>   |
| Designation                         | Whole-Time Director   |
| Remuneration proposed to be paid    | <p>In addition to the terms of remuneration as described above, the following terms of remuneration are also proposed:</p> <p><b>Perquisites, Benefits and Amenities:</b></p> <p>Mrs. Tina Suzanne George be entitled to the following perquisites, benefits and amenities:</p> <p><b>(a) Medical Insurance:</b> shall be entitled to Mediclaim Policy for self, spouse &amp; two children.</p> <p><b>(b) Personal Accident Insurance and Group Term Insurance Coverage:</b> shall be entitled to Personal Accident Insurance and Group Term Insurance Coverage as per rules of the Company.</p> <p><b>(c) Provident Fund:</b> shall be entitled to contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.</p> <p><b>(d) Gratuity:</b> shall be entitled to Gratuity as per the rules of the Company.</p> <p><b>(e) Reimbursement of Expenses:</b> shall be entitled to reimbursement of expenses incurred by her for the purpose of the business of the Company as per the rules of the Company.</p> |

| Particulars   | Details   |
|---|---|
|   | Mrs. Tina Suzanne George shall be entitled to such other benefits, amenities and perquisites as the Board of Directors of the Company may determine from time to time. Further details are more explicitly mentioned in the Explanatory Statement annexed to this Notice. |
| Date of appointment on the Board  | December 23, 2024   |
| Number of Shares held in the Company as on March 31, 2025                                     | 52,991 Equity Shares (0.32%)  |
| Relationship with other Directors / Manager and other Key Managerial Personnel of the Company | Related to Mrs. Ritu Elizabeth George, Non-Executive Non-Independent Director (Sister).   |
| Number of Meetings of the Board attended during FY 2024-25                                    | 04 (Four)   |
| Directorships held in other Listed / Public Companies as on March 31, 2025                    | None  |
| Chairmanship / Membership of Committees of other Boards as on March 31, 2025                  | None  |
| Listed entities from which the Director has resigned in the past three years                  | None  |

Notes

**Bring  
Your  
Own**



**Save  
a Ton**

It's not just a bottle. It's a statement.  
Of less waste, more care.

**Print  
Less**



**Think More**

Double-check, double-side  
but mostly, skip printing altogether.

**Watt  
Counts**



**We  
Count**

Unplug. Switch off.  
Set the temperature right.  
Because habits power change.

**Every  
Drop**



**Accounted**

Leaky taps. Excess wash. Mindless use.  
Let's fix what we can control.

**Fewer  
Prints**



**Deeper  
Impact**

Every digital form you use saves  
more than just time, it saves a tree.

**Sort Your  
Waste**



Don't just dump.  
Divide for the earth to thrive.



“

**SUCCESS IS THE SUM OF  
SMALL EFFORTS REPEATED DAILY**

”



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