

37th ANNUAL REPORT 2025-2026



NPR FINANCE LIMITED





CIN: L65921WB1989PLC047091

REGISTERED OFFICE

6th floor, Unit No. 611, Adventz Infinity@5,
Street No. 18, BN Block, Sector V,
Bidhannagar, Kolkata 700091
Phone : (033) 4849-6490
E-mail: npr1@nprfinance.com
Website: www.nprfinance.com

COMPANY SECRETARY

Ms. Ritika Varma

CHIEF FINANCIAL OFFICER

Mr. Ashok Kumar Shah

BOARD OF DIRECTORS

Managing Director

Mr. Pawan Kumar Todi

Directors

Mr. Ashok Kumar Singhanian (C)

Mr. Ashok Dhirajlal Kanakia

Mr. Rishi Todi

Ms. Sarika Mehra

COMMITTEES

Audit Committee

Mr. Ashok Kumar Singhanian (C)

Mr. Ashok Dhirajlal Kanakia

Ms. Sarika Mehra

Stakeholders Relationship Committee

Mr. Ashok Kumar Singhanian (C)

Mr. Pawan Kumar Todi

Mr. Rishi Todi

Mr. Ashok Dhirajlal Kanakia

Nomination & Remuneration Committee

Mr. Ashok Dhirajlal Kanakia (C)

Mr. Rishi Todi

Mr. Ashok Kumar Singhanian

Risk Management Committee

Mr. Ashok Kumar Singhanian (C)

Mr. Pawan Kumar Todi

Mr. Rishi Todi

Mr. Shankar Birjuka

Fair Practice Code Committee

Mr. Pawan Kumar Todi (C)

Mr. Rishi Todi

Ms. Sarika Mehra

IT Strategy Committee

Mr. Pawan Kumar Todi (C)

Ms. Sarika Mehra

Mr. Rishi Todi

Mr. Ashim Karmakar

[Note: "(C)" refers to Chairperson.]

BRANCHES

Bagdah Branch

Vill – Baichidanga, P.O. Helencha, P.S. Bagdah,
North 24 Parganas, Pincode – 743270,
Phone : (033) 4849-6490

Cooch Behar Branch

Centre I

Goal Bagan, Patakura,
Harendra Narayan Road,
Post Office- Coochbehar,
Police Station- Kotwali,
Dist- Coochbehar, Pincode – 736101.
Phone : (033) 4849-6490

Centre II

Sitalkuchi Road, Baishguri, P.O. – Bara Kawardara,
P.S. –Mathabhanga, Near R G Lodge,
Kawardara, Cooch Behar – 736146
Phone : (033) 4849-6490

Duttapukur Branch

Ground Floor, Plot No.-2,
Mouza – Duttapukur
Police Station – Duttapukur, District – North 24 Parganas,
Pincode – 743248
Phone : (033) 4849-6490

Lakshmikantapur Branch

Ground floor, Mouza –Lakshikantapur,
Police Station – Mandir Bazar, District – South 24 Parganas,
Pincode – 743345
Phone : (033) 4849-6490

AUDITORS

Statutory Auditor

M/s Deoki Bijay & Co.,
Chartered Accountants
Sneha Garden, A Block, 1st Floor,
Flat No. A1C, 28 Rai Bahadur Road, Kolkata 700 053.
E- mail: info.kolkata@dbcca.co.in

Secretarial Auditor

M Shahnawaz & Associates
Practicing Company Secretary
Chitrakoot Building, 4th Floor, Room No. 45,
230A. A J C Bose Road, Kolkata – 700 020
Ph: 033 3584 8874; Mob: 9831338937
E-mail: csmdshah@gmail.com

Internal Auditor

CS Anshika Shroff
Practicing Company Secretary
AA/7, Rajarhat Road,
Kolkata – 700 059
E-mail: anshikashroff@gmail.com

BANKERS

Indian Bank

ICICI Bank Limited
Federal Bank Limited
State Bank of India

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DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 37th Annual Report of the Company together with Financial Statements for the year ended 31st March, 2026.

1. Financial Summary or Highlights.

The highlights of the financial performance of the Company for the financial year ended 31st March, 2026, as compared to the previous financial year are as under:-

₹ in Lakhs		
Particulars	2025-26	2024-25
Revenue from Operations	504.46	716.80
Other Income	9.09	48.42
Gross Profit before depreciation, Finance Cost, Tax& Exceptional items.	37.29	126.76
Add/(Less):Exceptional Items	-	-
(Less):Depreciation	(8.53)	(13.59)
(Less): Finance Cost	(2.61)	(37.38)
(Less):Provision for current Tax	(3.14)	(22.37)
Add/(Less):Provision for Deferred Tax	(5.32)	5.86
Add/(Less): Provision for MAT Credit Entitlement	3.14	-
Net profit after Tax	20.83	59.28
Other Comprehensive Income	(119.56)	197.89
Total Comprehensive Income (comprising profit & Other Comprehensive Income)	(98.73)	257.17
Add : Brought forward from previous year	2,909.47	2,638.03
Add (Less) : Income Tax adjustment of earlier years	0.49	26.13
Profit available for appropriation	2,811.23	2,921.33
APPROPRIATIONS		
Statutory Reserve	4.17	11.86
Surplus carried to Balance Sheet	2807.06	2,909.47
Total	2811.23	2,921.33



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2. Dividend.

During the financial year under review, the Company reported a Profit after Tax of ₹20.83 lakhs, compared to ₹59.28 lakhs in the previous financial year. In line with its strategic focus on sustainable growth and future expansion, the Company intends to retain the earnings to support ongoing operations and explore viable business opportunities. Accordingly, the Board of Directors (the 'Board') has decided not to recommend any dividend for the year under review.

3. The amount proposed to be carried to reserves.

The Company has transferred ₹4.17 lakhs to the Statutory Reserve maintained under section 45 IA of the Reserve Bank of India Act, 1934.

4. Change in Share Capital.

During the year under review, there has been no change in the Authorised or Paid-up Share Capital.

The Authorised Share Capital of the Company stands at ₹7,00,00,000/- divided into 70,00,000 Equity Shares of ₹10/- each.

The issued, subscribed and Paid-up Share Capital of the Company is ₹5,98,96,000 divided into 59,89,600 Equity Shares of ₹10/- each.

Further, during the financial year under review, there was no instance of:

- a. reclassification or sub-division of the authorised share capital;
- b. reduction of share capital or buy back of shares;
- c. change in the capital structure resulting from restructuring;
- d. change in voting rights.
- e. Issue of shares or other convertible securities
- f. Issue of equity shares with differential rights
- g. Issue of Sweat Equity Shares
- h. Employee Stock Options
- i. Shares held in trust for the benefit of employees where the voting rights are not exercised directly by the employees
- j. Issue of debentures, bonds or any non-convertible securities
- k. Issue of warrants

5. Listing.

The equity shares continue to be listed on the BSE Ltd. which has nation-wide terminals and therefore, shareholders/investors are not facing any difficulty in trading in the shares of the Company from any part of the country. The Company has paid the annual listing fee for the financial year 2025-26 to BSE Ltd.



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6. Corporate Governance Report.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a separate report on Corporate Governance is furnished as a part of the Directors' Report.

Further, in terms of Schedule V of the Listing Regulations, Certificate issued by a Company Secretary in whole time practice regarding compliance of condition of Corporate Governance is annexed to the Directors' Report.

7. Annual Return.

In accordance with the Companies Act, 2013 ("the Act"), the Annual Return in the prescribed format is uploaded on the website of the Company and can be viewed via the link: <https://nprfinance.com/annual-return-as-provided-under-section-92-of-the-companies-act-2013-and-the-rules-made-thereunder/>

8. Directors & Key Managerial Personnel.

a. Board of Directors

As on 31st March, 2026, the composition of the Board is as under:

- a. Mr. Ashok Kumar Singhanian (DIN-00589725) – Chairperson - Independent Non-Executive Director;
- b. Mr. Pawan Kumar Todi (DIN-00590156) – Managing Director & Non-Independent Director (Promoter);
- c. Mr. Rishi Todi (DIN-00590337) – Non-Executive Non-Independent Director (Promoter Group);
- d. Mr. Ashok Dhirajlal Kanakia (DIN-00738955) – Independent Non-Executive Director;
- e. Ms. Sarika Mehra (DIN-06935192) – Whole time Director.

Mr. Ashok Kumar Singhanian (DIN-00589725) was appointed as an Additional Director (Independent Non-Executive category) with effect from 12th August 2024. His tenure as an Additional Director expired at the 35th AGM where he was appointed as an Independent Director for a term of five years. He was appointed as the chairperson of the Board of Directors with effect from the cessation of term of the previous Chairperson dated 14th September, 2024.

Ms. Sarika Mehra (DIN-06935192), Executive Director was re-appointed for a term of 3 (three) years upon the expiry of her present term of office with effect from 19th September, 2025 at the 36th AGM.

Thus your Board considers her re-appointment as prudent.

She is retiring by rotation at the ensuing 37th AGM where she has presented herself for re-appointment. Ms. Sarika Mehra (DIN-06935192) has several years of experience in the fields of Finance, Accounts, Taxation and Secretarial matters.

Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, was re-appointment, as the Managing Director for a term of 3 (three) years upon the expiry of his present term of



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office, with effect from 1st November, 2025, at the 36th AGM. Mr. Pawan Kumar Todi (DIN 00590156) continues to play the pivotal role in shaping the Company's future with his administrative skills, leadership qualities and work experience.

Ms. Sarika Mehra (DIN-06935192) has several years of experience in the fields of Finance, Accounts, Taxation and Secretarial matters.

Mr. Rishi Todi (DIN-00590337), Non-Executive Non-Independent Director, retired by rotation at the 36th AGM where he was re-appointed. His enriched experience is expected to take the Company to new heights in future.

b. Company Secretary.

Ms. Ritika Varma is the Company Secretary.

c. Chief Financial Officer.

Mr. Ashok Kumar Shah is the Chief Financial Officer of the Company.

9. Number of Meetings of the Board.

The Board met four (4) times during the Financial Year under review. The details thereof, including the attendance of the Directors, is provided in the Corporate Governance Report which is annexed to this Report.

All the meetings were held in accordance with the provisions of the Act, Listing Regulations and the Secretarial Standard-1 (SS-1).

10. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION / COMPENSATION FOR DIRECTORS, SENIOR MANAGEMENT PERSONNEL, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES.

The Company's Nomination and Remuneration Policy, contains, inter-alia, policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 of the Act and the Listing Regulations.

The Policy defines the basic principles and procedure of nomination and determination of remuneration of all the Directors, Key Managerial Personnel and the senior management. It is further intended to ensure that the Company is able to attract, develop and retain high-performing Directors, Key Managerial Personnel and other employees and that their remuneration is aligned with the Company's business strategies, values and goals. The policy is based on the following pillars:

a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

b. The relationship of remuneration to performance is clear and meets appropriate benchmarks; and

c. The remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.



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The Policy is available on the website of the Company via the link:

<https://nprfinance.com/nomination-and-remuneration-policy/>

11. Opinion of the Board with regard to integrity, expertise and experience (including proficiency) of the Independent Directors appointed during the year.

During the year there was no new appointment of any Independent Director on the Board.

Pursuant to Rule 8(5) (iia) of the Companies (Accounts) Rules, 2014, the Board hereby declares that:

In the opinion of the Board of Directors, the integrity, expertise and experience (including the proficiency) of the Independent Directors of the Company is adequate and commensurate with the size, structure, and business requirement of the Company.

Further, the Independent Directors have registered their names in the Independent Directors' databank.

12. Declaration by the Independent Directors and statement on compliance of Code of Conduct.

All the Independent Directors have furnished the Statement on Declaration of Independence under section 149 (7) of the Act and Regulation 16 of the Listing Regulations. Further, the Independent Directors have complied with the Code of Independent Directors prescribed in Schedule IV to the Act.

13. Statement on compliance of Code of Conduct.

The Corporate Governance Report contains a Declaration on compliance to the Code of Conduct by the Directors and Senior Management Personnel of the Company.

14. Disclosure pursuant to Section 177(8) of the Act - Audit Committee.

As on 31st March, 2026, the composition of the Audit Committee is as under:

- a. Mr. Ashok Kumar Singhania (DIN-00589725) – Chairperson & Independent, Non-Executive Director;
- b. Mr. Ashok Dhirajlal Kanakia (DIN-00738955) – Independent, Non-Executive Director;
- c. Ms. Sarika Mehra (DIN-06935192) –Executive Director;

The Company Secretary is the Secretary to the Committee.

During the Financial Year under review, the Audit Committee met four (4) times and all such meetings were held in accordance with the provisions of the Act readwith the Rules made thereunder and the Listing Regulations. Details of the same, including the meeting dates and the attendance of the Committee members, are provided in the Corporate Governance Report.

Further, the Board has accepted all the recommendations of the Audit Committee in the Financial Year 2025-26.



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15. Composition of the Nomination and Remuneration Committee.

As on 31st March, 2026, the composition of the Nomination and Remuneration Committee is as under:

- a. Mr. Ashok Dhirajlal Kanakia (DIN-00738955)– Chairperson & Independent, Non-Executive Director;
- b. Mr. Ashok Kumar Singhanian (DIN-00589725) – Independent, Non-Executive Director;
- c. Mr. Rishi Todi (DIN-00590337)– Non-Executive and Non-Independent Director;

The Company Secretary is the Secretary to the Committee.

The detail of the Committee, including the meeting dates and the attendance of the Committee members, is provided in the Corporate Governance Report.

16. Composition of the Stakeholders Relationship Committee.

As on 31st March, 2026, the composition of the Stakeholders Relationship Committee is as under:

- a. Mr. Ashok Kumar Singhanian (DIN-00589725) – Chairperson & Non-Executive, Independent Director;
- b. Mr. Ashok Dhirajlal Kanakia (DIN-00738955)– Independent, Non-Executive Director;
- c. Mr. Pawan Kumar Todi (DIN-00590156)– Executive, Non-Independent Director (Managing Director); and
- d. Mr. Rishi Todi (DIN-00590337) – Non-Executive, Non-Independent Director.

The Company Secretary is the Secretary to the Committee.

The detail of the Committee, including the meeting dates and the attendance of the Committee members, is provided in the Corporate Governance Report.

17. Directors' Responsibility Statement.

Pursuant to the provisions of Section 134 (3) (c) read with section 134 (5) of the Act, the Directors hereby confirm and state that:

- a. In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any.
- b. The Directors have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the Financial Year ended on 31st March, 2026 and of the profit of the Company for the year under review.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for



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safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- d. The Directors have prepared the annual accounts on a going concern basis.
- e. The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively.
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

18. Details in respect of frauds reported by the Auditors under sub-section (12) of section 143 other than those which are reportable to the Central Government.

No such fraud was detected during the financial year under review.

19. Auditors & Auditors' report.

A. Statutory Auditor

M/s Deoki Bijay & Co. (Firm Registration No. 313105E), Chartered Accountants, were re-appointed at the 33rd Annual General Meeting (AGM) for a second term of five years to hold office from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting (AGM) to be held in the calendar year 2027.

The Company has received confirmation from M/s Deoki Bijay & Co. (Firm Registration No. 313105E), in terms of section 139 of the Act, to the effect that it continues to satisfy the criteria provided in section 141 of the Companies Act, 2013 and that its appointment is within the limits prescribed in the said section.

B. Independent Auditors' Report.

The Self Explanatory Independent Auditors' Report does not contain any adverse remarks or qualification.

C. Secretarial Auditor.

M/s. M Shahnawaz & Associates (Membership No. 21427, C.P. No: 15076) - Practicing Company Secretary having Firm Regn. No.: S2015WB331500, Membership No. 21427, C.P. No: 15076 and Office at Chitrakoot Building, 4th Floor, Room No. 45, 230A, A.J.C. Bose Road, Kolkata 700 020, is the Statutory Auditor of the Company and holds office till the conclusion of the 41st Annual General Meeting for conducting Secretarial Audit of the Company and the issuance of the Secretarial Audit Report thereof.

D. Secretarial Audit Report.

The Secretarial Audit Report in Form No.MR-3 does not contain any adverse remarks and is appended to the Directors' Report in Annexure-I.

E. Internal Auditor.

CS Anshika Shroff (C.P. No. 15055, Membership No. A38390), Company Secretary in whole-time Practice is the Internal Auditor of the Company.



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F. Internal Audit Report.

The Internal Audit Report does not contain any adverse remarks.

20. Secretarial Compliance Report.

Pursuant to Regulation 24A of the Listing Regulations, Company has obtained the Secretarial Compliance Report for the year ended 31st March, 2026, from M/s M Shahnawaz & Associates (Membership No. 21427, C.P. No: 15076), Practicing Company Secretary having Firm Regn. No.: S2015WB331500, Membership No. 21427, C.P. No: 15076, confirming compliance of SEBI Regulations / Circulars / Guidelines issued thereunder and applicable to the Company. There are no observations or adverse remarks in the said report.

21. Maintenance of Cost Records/Cost Audit.

Maintenance of Cost Records/Cost Audit was not applicable on the Company during the financial year under review.

22. Particulars of Loans, guarantees or investments under Section 186 of the Act.

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company, as applicable, have been disclosed in the financial statements.

23. Particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Act in the prescribed form.

All related party transactions, contracts or arrangements that were entered into, during the financial year under review, were on an arms-length basis and in the ordinary course of business. The Company has adhered to its “Policy on Related Party Transactions and Materiality of Related Party Transactions”, as amended (from time to time in-line with the requirement of the Listing Regulations) while pursuing all Related Party transactions.

Requisite disclosure on Related Party Transactions in Form No. AOC-2 in terms of Section 134 of the Act read with the Rules made thereunder is enclosed by way of *Annexure – II*.

Approval of the shareholders was obtained at the 36th Annual General Meeting held on 11th September, 2025, for approval/ratification of various related party transactions. Further, the Audit Committee at its Meeting held on 12th February, 2026, accorded omnibus approval in line with the Company's Policy on Related Party Transactions, to pursue such transactions subject to the maximum permissible threshold limit as per applicable provisions of the laws in force.

24. State of Company Affairs & Future Outlook.

The Company recorded revenue from operations of ₹504.46 lakhs during the financial year under review, as compared with ₹716.80 lakhs in the previous financial year. The decline was primarily attributable to lower proceeds from the sale of shares and securities and reduced interest income resulting from a decrease in the volume of Group Loan Financing activities.



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Other income amounted to ₹9.09 lakhs during the year, mainly comprising interest on income-tax refunds and provisions no longer required and written back, as compared with ₹48.42 lakhs in the previous year, which primarily comprised interest on income-tax refunds.

Profit before tax stood at ₹26.15 lakhs, as compared with ₹75.79 lakhs in the previous financial year. The decline was mainly attributable to the reduction in revenue from operations, as explained above.

Operating profit for the year was ₹17.06 lakhs, as against ₹27.37 lakhs in the previous year, representing a decrease of approximately 37.66%.

Profit after tax stood at ₹20.83 lakhs, as compared with ₹59.28 lakhs in the previous financial year. In accordance with Ind AS, the Company recorded a total comprehensive loss of ₹98.73 lakhs during the year under review, as against total comprehensive income of ₹257.17 lakhs in the previous financial year.

The Owned Fund of the Company stood at ₹4,909.81 lakhs as at 31st March 2026, as compared with ₹5,008.05 lakhs as at 31st March 2025.

Income from financing activities declined by approximately ₹60.07 lakhs during the financial year under review, primarily due to lower interest income resulting from a reduction in the volume of financing activities.

During the year, the Company closed the following branches following the discontinuation of business operations at the respective locations:

- Siliguri Branch, with effect from 1st December 2025
- Bardhaman Branch, with effect from 1st December 2025
- Nimtala Branch, with effect from 1st December 2025
- Ahmedabad Branch, with effect from 1st March 2026

The Company is looking forward to follow a steady and cautious approach in expanding its financing activities in near future.

25. 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 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 this Directors' Report.

26. Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo

Disclosure in terms of Rule 8(3) of the Companies (Accounts) Rules, 2014:

a. Conservation of Energy

The Company has no activity relating to conservation of energy.



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b. Technology Absorption

The Company has no activity relating to Technology Absorption. Further, the Company has not entered into any technology transfer agreement.

c. Foreign Exchange earnings and outgo

The Company does not have any Foreign Exchange earnings and outgo during the financial year under review.

27. Risk Management Policy

The Company has a Risk Management Policy which provides for the identification therein of elements of risk, which in the opinion of the Board may threaten the existence of the Company. The details pertaining to various types of risks are described in the Management Discussion and Analysis report which is annexed to the Directors' Report.

Pursuant to Schedule IV (II) (4) of the Act, the Independent Directors, inter-alia amongst others, review the system from time to time to ensure that Risk Management is robust and satisfactory.

As on 31st March, 2026, the Company is not required to have a Risk Management Committee in terms of the Listing Regulations - however has voluntarily complied with it. In terms of Regulation 17(9)(b) of the Listing Regulations, the Board of Directors is responsible for framing, implementing and monitoring the Risk Management Plan of the Company and has delegated the power of monitoring and reviewing of the risk management plan to the Risk Management Committee. The Risk Management Committee is inter-alia, responsible for laying down procedures to inform Board members about the risk assessment and minimization procedures.

28. Manner of formal annual evaluation of the performance of the Board, its Committees and that of its individual directors

The manner of formal annual evaluation of the performance of the Board, its committees and that of the individual directors as specified in Section 134(3) (p) of the Companies Act, 2013 is more fully described in the Corporate Governance Report which is annexed to the Directors' Report. The evaluation is perused on the basis of the Company's performance evaluation policy.

29. Change in the nature of business

There has been no change in the nature of business of the Company in the Financial Year under review.

30. Disclosures relating to Subsidiaries, Associates and Joint ventures

The Company neither has any Subsidiary or Associate Companies (as defined in Section 2(6) of the Act) nor is associated with any joint ventures and therefore the disclosure requirement pursuant to Rule 8 of the Companies (Accounts) Rules, 2014, is not applicable for the Company.



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Website: www.nprfinance.com

31. Details in respect of adequacy of internal financial controls with reference to the Financial Statements

The Audit Committee of the Company ensures that there is a direct relationship between the Company's objectives and the internal financial controls it implements, to provide reasonable assurance about their achievement.

In this connection, the Audit Committee in coordination with the Internal Audit Department periodically reviews the following:

- a. Transactions are executed in accordance with the management's general or specific authorization;
- b. All transactions are promptly recorded in the correct amount in the appropriate accounts and in the accounting period in which they are executed so as to permit preparation of financial information within a framework of recognized accounting policies and practices and relevant statutory requirements, if any;
- c. Accountability of assets is adequately maintained and assets are safeguarded from unauthorized access, use or disposition.

The Company has in place an Internal Financial Control Policy framed in accordance with the Companies Act, 2013, reads with the Rule thereunder, the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and other applicable laws in force.

There is a proper allocation of functional responsibilities within the Company and it is ensured that the quality of personnel commensurate with their responsibilities and duties. Further, proper accounting and operating procedures are followed to confirm the accuracy and reliability of accounting data, efficiency in operation and safety of the assets. The regular review of work of one individual by another minimizes the possibility of fraud or error in the absence of collusion.

A reference is made in this connection to the CEO & CFO Certification which forms part of the Annual Report.

32. Disclosure pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Company has no employee whose remuneration exceeds the limit prescribed under Section 197 of the Act read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- I. The disclosure pursuant to Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided herein below:

In computing the various parameters, the remuneration is as per the Income Tax Act, 1961.



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- (i) Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year.

Directors	Ratio of Remuneration to Median Remuneration
Pawan Kumar Todi	15.25 times(approx.)
Sarika Mehra	17.93 times(approx.)
Ashok Kumar Singhanian	Paid Sitting Fees only
Ashok Dhirajlal Kanakia	Paid Sitting Fees only
Rishi Todi	Paid Sitting Fees only

- (ii) The percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the Financial Year
Rishi Todi - Non-executive Director	-Paid Sitting Fees only
Ashok Kumar Singhanian - Non-executive Director	-Paid Sitting Fees only
Ashok Dhirajlal Kanakia	-Paid Sitting Fees only
Pawan Kumar Todi- Managing Director	Nil
Sarika Mehra- Executive Director	9.35%
Ashok Kumar Shah - Chief Financial Officer of the Company	4.79%
Ritika Varma-Company Secretary	11.73%

- (iii) The percentage increase/decrease in the median remuneration of the employees in the financial year.

There has been a decrease by 1.12% in the median remuneration of the employees in the Financial Year.

- (iv) The number of permanent employees on the rolls of the company.

As on 31st March, 2026, there are 37 employees on the roll of the Company.

- (v) A. Average percentile increase/decrease made in the salaries of employees other than the managerial personnel in the last financial year.

Percentile increase/ (Decrease) in the salary in 2025-2026	Percentile Increase / (decrease)in the salary in 2024-2025
11.63%	2.32 %



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B. Its comparison with the percentile increase in the managerial remuneration and justification thereof.

In comparison to the aforesaid increase by 11.63%, the salary of the Managerial Personnel increased by 5.76%. The same is attributable to the remuneration decisions and revisions applicable during the year, taking into consideration various relevant factors such as: profit availability, individual performance, inflationary impact, etc.

C. Whether there are any exceptional circumstances for increase in the managerial remuneration.

There are no exceptional circumstances prevalent for increase in the managerial remuneration.

(vi) Affirmation that the remuneration is as per the remuneration policy of the company.

The Board of Directors hereby affirms that the remuneration paid to all directors, Key Managerial Personnel is in accordance with the Nomination and Remuneration Policy of the Company.

II. The disclosure pursuant to Rule 5(2) & 5 (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided herein below:

Details of the top ten employees in terms of remuneration drawn:

Name of the employee	Designation	Remuneration (₹in Lakhs)	Nature of Employment, whether contractual or otherwise.	Qualification & Experience of the employee.
Sarika Mehra	Executive Director	35.26	Contractual	1.Qualification: B.Com.(Hons.) ACS, AICMA. 2.Experience: 26 years.
Pawan Kumar Todi	Managing Director	30.00	Contractual	1.Qualification: B.Com.(Hons.) 2.Experience: 44 years.
Ashok Kumar Shah	Chief Financial Officer	17.22	Permanent	1.Qualification: B.Com. (Hons.). 2.Experience: 51 years.
Shankar Birjuka	General Manager	17.70	Permanent	1.Qualification: B.Com. 2.Experience: 47 years.



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Ritika Varma	Company Secretary	13.58	Permanent	1.Qualification: M Sc. (Economics), FCS. 2.Experience: 12 years.
Tapas Adhikary	Area Manager	6.73	Permanent	1.Qualification: B. A. 2.Experience: 16 years
Uttam Kumar Majumdar	Manager (Finance)	7.02	Permanent	1.Qualification: B. Com. 2.Experience: 45 years
Ashim Karmakar	System In-charge	5.78	Permanent	1.Qualification: B.Com. 2.Experience: 32 years.
Umesh Kumar Sharma	Cashier	4.99	Permanent	1.Qualification: Higher Secondary 2.Experience: 35 years
Sajal Banerjee	Senior Officer Taxation	4.09	Permanent	1.Qualification: B.com, LLB 2.Experience: 45 years

Name of the employee	Date of commencement of employment	Age of such employee	Last Employment held by such employee before joining the company.	Percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
Sarika Mehra	17/04/2000	51	-	-
Pawan Kumar Todi	01/11/1994	73	-	1. Individual Capacity (16.51%) 2. Karta of Pawan Kumar Todi HUF (1.24%) 3. Karta of Pawan Kumar Raj Kumar Todi HUF (1.67%) 4. Karta of Pawan Kumar Nandlal Todi HUF (0.98%)

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Ashok Kumar Shah	01/07/1975	70	Ganesh Narayan Brijlal Private Limited	-
Shankar Birjuka	01/04/1995	69	Chinar Builders Pvt. Ltd.	-
Ritika Varma	01/05/2014	39	-	-
Tapas Adhikary	14/05/2019	39	Jana Small Finance Bank	-
Uttam Kumar Majumdar	02/05/1986	69	Bose Industries Pvt Ltd	-
Ashim Karmakar	01/06/1996	56	Minisoft Pvt. Ltd.	-
Umesh Kumar Sharma	01/04/1995	59	-	-
Sajal Banerjee	01/04/2007	62	NSG Estate Services Pvt. Ltd.	-

Mr. Pawan Kumar Todi (DIN-00590156), son of Late Mr. Nandlal Todi and Mr. Rishi Todi (DIN-00590337), son of Mr. Pawan Kumar Todi (DIN-00590156) – Member of the Board of Directors. None of the others above is a relative of any director or manager of the Company.

33. Vigil Mechanism/Whistle Blower Policy.

The Vigil Mechanism/Whistle Blower Policy of the Company is aimed to provide a vigilance mechanism for the directors and employees of the Company to raise concern of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The purpose of this Policy is to encourage the Company's directors and employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

No personnel have been denied access to the Audit Committee. There were no instances of reporting under the Whistle Blower Policy.

The details of the Vigil Mechanism/Whistle Blower Policy is explained in the Corporate Governance Report and also disclosed on the website of the Company via the weblink:

<https://nprfinance.com/vigil-mechanism-whistle-blower-policy/>

34. Insider Trading.

The Company has in place various Codes/policies pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.



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The aforesaid Codes have been disclosed on the website of the Company.

35. Transfer of amount to Investor Education and Protection Fund (IEPF).

Please note that, no claims shall lie against the Company in respect of unclaimed dividend amounts so transferred to the Investor Education and Protection Fund (IEPF).

Ms. Ritika Varma is the Nodal Officer of the Company. Claimants may contact the Nodal Officer through the dedicated e-mail Id for the said purpose: unclaimeddividend@nprfinance.com. Alternatively, the claimants may also write their concerns to the Nodal Officer, addressed at the Registered Office. The relevant details in the above matter, including the relevant notification of the Ministry, contact details of the Nodal Officer, access link to the refund webpage of the IEPF Authority website, etc., are available on the website of the Company via the following link:

<https://nprfinance.com/unclaimed-unpaid-dividend-public-deposit/>

36. Compliance to norms prescribed by RBI for NBFCs.

Your Company has been complying with all the requisite applicable norms prescribed by the Reserve Bank of India for NBFC- Base Layer.

37. Green Initiative.

To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors should register/update their e-mail addresses with the Company, by e-mailing request at: investors@nprfinance.com.

Electronic Copies of the Annual Report and Notice of the Annual General Meeting are sent to all members whose e-mail addresses are registered with the Company/Depository Participant(s). In the light of relaxations provided by the Ministry of Corporate Affairs & SEBI vide various circulars & notifications from time to time, Notice of the AGM along with the Annual Report 2025-2026 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter containing the web-link of the website of the Company from where the Annual Report 2025-26 can be accessed, is being dispatched to those members whose email address is not registered with the Company/RTA/Depository Participant(s).

In terms of Section 108 of the Act and Rule 20 of the Company's (Management and Administration) Rules 2014, the Company is providing remote e-voting facility to all the members to enable them to cast their votes electronically on all the resolutions set forth in the Notice.



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38. Important information for shareholders:

-  **Mandatory to furnish specified details to the Company / Registrar & Share Transfer Agent.**

As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI, vide its various Circulars from time to time, has prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. Further, with a view to promote ease of compliance and investor convenience, SEBI has notified inter alia the following:

- Non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts;
- Securityholders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the Registrar and Share Transfer Agent ("RTA") even if 'choice of nomination' is not submitted by these security holders;
- Payments including dividend, interest or redemption payment withheld presently by the Listed Companies/RTAs, only for want of 'choice of nomination' shall be processed accordingly.

Notwithstanding the above, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts). All existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market.

Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.nprfinance.com.

All shareholders holding shares in physical form have been duly notified of relevant information on the subject matter in the past by Postal mode of communication. The company shall further continue dissemination information amongst its shareholders as and when required. Further, all details in this regard alongwith necessary forms, are available on the website of the Company (www.nprfinance.com) via the link: <https://nprfinance.com/investor-services/>.

-  **Online Dispute Resolution Portal ("ODR Portal")**

SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market 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 at <https://smartodr.in/login>. In a move to enhance financial consumer protection alongside enhanced financial inclusion and financial literacy and in view of the recent developments in the securities market including introduction of Online Dispute Resolution (ODR) platform



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and SCORES 2.0, SEBI has issued updated Investor Charter. The same has been disseminated on the website of the Company and is available via the link: <https://nprfinance.com/investor-services/>

✚ OPENING OF SPECIAL WINDOW FOR TRANSFER AND DEMATERIALISATION OF PHYSICAL SECURITIES.

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 02/07/2025, had notified regarding the opening of a special window for a period of six months from 07/07/2025 till 06/01/2026 - only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 01/04/2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise.

Subsequently, SEBI vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/ 1/3750/2026 dated 30/01/2026, has notified the opening of another special window for transfer and dematerialisation ("demat") of physical securities which were sold/purchased prior to 01/04/2019.

The special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of 1 (one) year from the date of registration of transfer. Such securities shall not be transferred/lien-marked/pledged during the said lock-in period.

This special window shall be open for a period of one year from 05/02/2026 to 04/02/2027.

Eligible shareholders may kindly submit their transfer request along with the requisite documents to the Company's RTA – M/s Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017 (Contact No. (033) 2280 6616/17/18, E-mail: nichetechpl@nichetechpl.com, Website: www.nichetechpl.com), or to the Company at investors@nprfinance.com for further assistance, within the above mentioned period.

Details on the above mentioned SEBI Circular are available on the Company's website (www.nprfinance.com). Also, the Company has been publishing newspaper advertisement in this regard from time to time.

39. Compliance to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 read with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Rules, 2013.

The Company strives to provide a safe working environment to all its employees, including its women employees and is committed to the protection of women against sexual harassment.

In adherence to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 read with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Rules, 2013, the Company has in place a Policy for prevention of Sexual Harassment of Women. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.



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The Board of Directors do hereby confirm and state that, the Company has constituted an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to look into the matters relating to sexual harassment at workplace. More than one half of the members of the Committee are women. The Board hereby confirms that, the composition of the Committee is in line with the requirement of the aforementioned law in force. Ms. Sarika Mehra (DIN-06935192), Executive Director, is the Presiding Officer.

In the event of any sexual harassment at workplace, any woman employee of the Company may lodge complaint with Ms. Sarika Mehra (DIN-06935192), in writing or electronically through e-mail at: npr1@nprfinance.com .

During the period under review, no complaints pertaining to sexual harassment of women at workplace were received by the Company.

In terms of section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, readwith Rule 8 of the Companies (Accounts) Rules, 2014, a summary thereof is as under:

Particulars	No. of Complaints
Number of complaints/cases pending at the beginning of the year.	Nil
Number of complaints/cases of sexual harassment received/filed during the year	Nil
Number of complaints/cases disposed off during the year.	N.A.
Number of complaints pending for more than ninety days	N.A.
Number of cases pending at end of the year.	N.A.

40. Management's Discussion and Analysis Report.

The Management's Discussion and Analysis Report in terms of the Listing Regulations forms part of the Annual Report.

41. Affirmation on Compliance of Secretarial Standards.

The Board hereby affirms that, the Company has duly complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

42. Gender Diversity

The Company remains committed to promoting diversity, equity and inclusion across all levels of its workforce. Efforts are continuously made to ensure a welcoming and supportive environment for all individuals in a gender-neutral manner.

As at 31st March, 2026, the company had a total of 37 employees. The gender-wise distribution of employees was as follows:



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- | | | |
|----------------|---|----|
| a. Male | : | 30 |
| b. Female | : | 7 |
| c. Transgender | : | 0 |

43. Maternity Benefit Act, 1961

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961.

44. General.

No disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

a. Policy on Corporate Social Responsibility (CSR) Initiatives.

Since the Company does not fall within the criteria of net worth, turnover and/or Profit as prescribed under the provision of Section 135 of the Companies Act, 2013 read with the Rules framed thereunder for the Financial Year 2025-26 and therefore is not required to constitute a Corporate Social Responsibility Committee or to undertake any Corporate Social Responsibility (CSR) activities. Therefore, the Company is not required to make any disclosure as specified in Section 134(3) (o) of the Companies Act, 2013.

b. Details of deposits which are not in compliance with the requirements of Chapter V of the Act.

The Company has neither accepted any deposits during the financial year under review, nor has any outstanding deposits as on 31st March, 2026. Accordingly, the question of unpaid or unclaimed deposits does not arise.

c. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations

No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations.

d. Details of shares as per Employees Stock Option Scheme/Sweat Equity shares / Equity shares with differential voting rights.

The Company has not issued any shares as per Employees Stock Option Scheme/Sweat Equity shares / Equity shares with differential voting rights.

e. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year in terms of Rule 8(5) (xi) of the Companies (Accounts) Rules, 2014.

There were no such instances during the financial year under review.



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f. 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 thereto in terms of Rule 8(5) (xii) of the Companies (Accounts) Rules, 2014.

Not Applicable.

45. Acknowledgement.

Your Directors wish to place on record their gratitude for the valuable guidance and support rendered by the Government of India, various State Government departments, Financial Institutions, Banks and stakeholders, including, but not limited to, shareholders, customers and suppliers, among others.

The Directors look forward to the continued support of all the stakeholders in the future and appreciate and value the contribution made by every member of the Company.

On Behalf of the Board of Directors
For NPR Finance Ltd

Ashok Kumar Singhania
Director
DIN-00589725

On Behalf of the Board of Directors
For NPR Finance Ltd

Pawan Kumar Todi
Managing Director
DIN-00590156

Place: Kolkata
Date: 12.08.2026

ANNEXURE I TO DIRECTORS'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[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

NPR FINANCE LIMITED

CIN: L65921WB1989PLC047091

6th Floor, Unit No.611, Adventz

Infinity@5, Street No. 18 BN-Block,

Sector- V, Bidhannagar Kolkata,

Bidhan Nagar CK Market, North

24 Parganas, Saltlake, Kolkata - 700091.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NPR Finance Limited** (hereinafter referred as 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2026 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2026, 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 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018 – **No events / actions occurred during the Audit Period in pursuance of this regulation;** and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and
- (vi) Other specifically applicable laws to the Company, namely;
 - a. Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking Base Layer NBFC, which are specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including a Woman Director. There were no changes in the composition of the Board of Directors took place during the period under review.
- Adequate notice is given to all directors for the Board Meetings, including Committees thereof, along with agenda and detailed notes on agenda 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 by the directors.
- All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the Statutory Auditors, Tax Auditors and other designated professionals.

I further report that as per the explanations given to me and the representation made by the Management and relied upon by me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were following specific events / actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.:

1. The shareholders of the Company at their Annual General Meeting ("AGM") held on September 11, 2025, have approved:
 - a. Appointment of Secretarial Auditor for a term of five consecutive years.
 - b. Re-appointment of Mr. Pawan Kumar Todi (DIN—00590156) as a Managing Director for another term of three consecutive years w.e.f November 1, 2025.
 - c. Re-appointment of Ms. Sarika Mehra (DIN-06935192) as a Whole-time Director for another term of three consecutive years w.e.f September 19, 2025.
 - d. Approval of Material Related Party Transaction.

M Shahnawaz & Associates

Company Secretaries

Firm Regn. No: S2015WB331500

CS Md. Shahnawaz

Proprietor

Membership No.: 21427

CP No.: 15076

Peer Review Regn No. 6376/2025

UDIN: A021427H001087998

Place: Kolkata

Date: August 12, 2026

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

‘ANNEXURE A’

To,
The Members
NPR FINANCE LIMITED
CIN: L65921WB1989PLC047091
6th Floor, Unit No.611, Adventz
Infinity@ 5, Street No. 18 BN-Block,
Sector- V, Bidhannagar Kolkata,
Bidhan Nagar CK Market, North
24 Parganas, Saltlake- 700091.

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

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

M Shahnawaz & Associates
Company Secretaries
Firm Regn. No: S2015WB331500
CS Md. Shahnawaz
Proprietor
Membership No.: 21427
CP No.: 15076
Peer Review Regn No. 6376/2025
UDIN: A021427H001087998

Place: Kolkata
Date: August 12, 2026

Annexure II to the Directors' Report

FORM AOC-2

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

Form of 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.

During the year under review, the contracts or arrangements with related party were done at arm's length basis.

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

Name of related party and nature of relationship	Ganesh Narayan Brijlal Private Limited - Enterprise where Key Managerial Person and/or their relatives exercise significant influence. (Subsidiary of M/s Rani Leasings & Finance Pvt. Ltd. of which, NPR Finance Ltd is one of the associate companies.)	Indeen Bio Power Limited -Enterprise where Key Managerial Person and/or their relatives exercise significant influence.	Purti NPR Developers LLP (formerly, Yogadhipa Promoter LLP) -Enterprise where Key Managerial Person and/or their relatives exercise significant influence.
Nature of contracts/ arrangements/ transaction	Loan Given.	Loan Given.	Loan Given.
Duration of the contracts /arrangements/ transactions	1 year - renewable with mutual consent. Interest payable at the end of tenure.	1 year - renewable with mutual consent. Interest payable at the end of tenure.	1 year - renewable with mutual consent. Interest payable at the end of tenure.
Salient terms of the contracts/ arrangements/ transactions including the value, if any.	1. Loan given during the year: ₹15 Lakhs 2. Refund of Loan given during the year, including interest: ₹459.10 Lakhs 3. Gross Interest during the year: ₹49.16 Lakhs	Gross Interest during the year: ₹55 Lakhs	1. Refund of Loan given during the year, including interest: ₹23.88 Lakhs 2. Gross Interest during the year: ₹0.52 Lakhs
Date of the approval by the Board.	08.02.2024 & 14.08.2025	08.02.2024 & 14.08.2025	08.02.2024 & 14.08.2025
Amount paid as advances, if any.	-	-	-

Name of related party and nature of relationship	Star Wire (India) Vidyut Private Limited -Enterprise where Key Managerial Person and/or their relatives exercise significant influence. Subsidiary of M/s Leasings & Finance Pvt. Ltd. of which, NPR Finance Ltd is one of the associate companies.	Viewlink Highrise LLP -Enterprise where Key Managerial Person and/or their relatives exercise significant influence.	Ganesh Narayan Brijlal Private Limited - Enterprise where Key Managerial Person and/or their relatives exercise significant influence. (Subsidiary of M/s Leasings & Finance Pvt. Ltd. of which, NPR Finance Ltd is one of the associate companies.)
Nature of contracts/ arrangements/ transaction	Loan Given.	Loan Given.	Rent
Duration of the contracts /arrangements/ transactions	1 year - renewable with mutual consent. Interest payable at the end of tenure.	1 year - renewable with mutual consent. Interest payable at the end of tenure.	Rental Agreement for five years subject to renewal.
Salient terms of the contracts/ arrangements/ transactions including the value, if any.	1. Gross Interest during the year: ₹15 Lakhs	1. Loan given during the year: ₹1719.43 Lakhs 2. Refund of Loan given during the year, including interest: ₹1119.41 Lakhs 3. Gross Interest during the year: ₹15.87 Lakhs	Rent Paid during the year: ₹7.20 lakhs
Date of the approval by the Board.	08.02.2024 & 14.08.2025	12.08.2024 & 14.08.2025	30.05.2024
Amount paid as advances, if any.	-	-	-

Name of related party and nature of relationship	Frontline Associates -Enterprise where Key Managerial Person and/or their relatives exercise significant influence	NPR Housing LLP -Enterprise where Key Managerial Person and/or their relatives exercise significant influence.	Rani Leasings & Finance Private Limited -Promoter Group / Enterprise where Key Managerial Person and/or their relatives exercise significant influence (NPR Finance Ltd is one of its associate companies).
Nature of contracts/ arrangements/ transaction	Advance Recoverable	Loan Given.	Loan Given.
Duration of the contracts/ arrangements/ transactions	1 year - Renewable with mutual consent. Interest payable at the end of tenure.	1 year - Renewable with mutual consent. Interest payable at the end of tenure.	1 year - Renewable with mutual consent. Interest payable at the end of tenure.
Salient terms of the contracts/ arrangements/ transactions including the value, if any	Advance Recoverable during the year ₹25 Lakhs.	1. Loan given during the year: ₹80.78 Lakhs 2. Gross Interest during the year: ₹24.71 Lakhs	1. Loan given during the year: ₹1025 Lakhs 2. Refund of Loan given during the year, including interest: ₹605.80 Lakhs 3. Gross Interest during the year: ₹45.78 Lakhs
Date of the approval by the Board.	12.02.2025	08.02.2024 & 14.08.2025	08.02.2024 & 14.08.2025
Amount paid as advances, if any		-	-

Name of related party and nature of relationship	GNB Motors Private Limited -Enterprise where Key Managerial Person and/or their relatives exercise significant influence.	New Age Enclave Private Limited -Enterprise where Key Managerial Person and/or their relatives exercise significant influence.	GNB Motors Private Limited -Enterprise where Key Managerial Person and/or their relatives exercise significant influence.
Nature of contracts/ arrangements/ transactions	Loan Given	Loan Taken	Loan Taken
Duration of the contracts/ arrangements/ transactions	1 year - Renewable with mutual consent. Interest payable at	1 year - renewable with mutual consent. Interest payable at	1 year - renewable with mutual consent. Interest payable at

	the end of tenure.	the end of tenure.	the end of tenure.
Salient terms of the contracts/ arrangements/ transactions including the value, if any	1. Loan given during the year: ₹125 Lakhs 2. Refund of Loan given during the year, including interest: ₹821.40 Lakhs 3. Gross Interest during the year: ₹62.98 Lakhs	1. Repayment of Loan taken during the year, including interest: ₹21.42 Lakhs 2. Gross Interest during the year: ₹0.56 Lakhs	1. Loan taken during the year: ₹98.60 Lakhs 2. Repayment of Loan taken during the year, including interest: ₹98.67 Lakhs Gross Interest during the year: 0.08 lakhs
Date of the approval by the Board.	08.02.2024 & 14.08.2025	12.08.2024 & 14.08.2025	08.02.2024 & 14.08.2025
Amount paid as advances, if any	-	-	-

Name of related party and nature of relationship	Rishi Todi -Non-executive Non independent Director	Ashok Kumar Shah -Chief Financial Officer	Ms. Sarika Mehra -Whole-time Director /Executive Director
Nature of contracts/ arrangements/ transactions	Sitting Fees for attending Board Meeting(s) & Committee Meeting(s).	Remuneration.	Remuneration.
Duration of the contracts/ arrangements/ transactions	Attendance at the Board meeting(s) / Committee Meeting(s).	Remuneration paid for the year.	Remuneration paid for the year.
Salient terms of the contracts/ arrangements/ transactions including the value, if any	Sitting fee paid: ₹0.31 lakhs	Remuneration paid for the year: ₹17.22 Lakhs	Remuneration paid for the year: ₹35.26 Lakhs
Date of the approval by the Board.	09.02.2022	12.02.2026	12.02.2026
Amount paid as advances, if any	-	-	-

Name of related party and nature of relationship	Pawan Kumar Todi -Managing Director	Ritika Varma -Company Secretary
Nature of contracts/ arrangements/ transactions	Remuneration.	Remuneration.
Duration of the contracts/ arrangements/ transactions	Remuneration paid for the year.	Remuneration paid for the year.
Salient terms of the contracts/ arrangements/ transactions including the value, if any	Remuneration paid for the year: ₹30.00 Lakhs	Remuneration paid for the year: ₹13.58 Lakhs
Date of the approval by the Board.	30.05.2025	12.02.2026
Amount paid as advances, if any	-	-

Note:

All the transactions referred above are in the ordinary course of business and on an arm's length basis.

On Behalf of the Board of Directors
For NPR Finance Ltd
Ashok Kumar Singhania
Director
DIN-00589725

On Behalf of the Board of Directors
For NPR Finance Ltd
Pawan Kumar Todi
Managing Director
DIN-00590156



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MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry Structure and Developments

The Indian economy continued to demonstrate resilience amid an evolving global environment marked by geopolitical uncertainties, trade-related challenges, fluctuations in commodity prices and rapid technological developments. Domestic economic activity remained supported by infrastructure development, urbanisation, formalisation of the economy and continued policy emphasis on investment and sustainable growth. These developments have a bearing on both the financial services and real estate sectors in which the Company operates.

The financial services sector comprises banks and non-banking financial companies operating through diverse business models and at varying scales. NBFCs continue to supplement the banking system by meeting the financing requirements of businesses and other borrowers. During the year, the sector remained focused on asset quality, liquidity management, responsible lending, governance and regulatory compliance. The operating environment continued to be influenced by interest-rate movements, availability and cost of funds, creditworthiness of borrowers and the general level of economic activity.

The real estate sector continued to benefit from urbanisation, infrastructure development and demand for residential and commercial properties. The sector has also witnessed increasing emphasis on regulatory compliance, timely completion of projects, financial discipline, sustainable construction practices and the adoption of technology. At the same time, rising construction costs, changes in market demand, availability of finance and delays in regulatory approvals continue to present challenges.

2. Opportunities and threats

The Indian NBFC industry remains an integral part of the country's financial system and economic growth. The financing requirements of businesses and other borrowers continue to provide opportunities for NBFCs. However, liquidity management, credit risk, regulatory developments, technological changes and increasing competition remain some of the principal challenges for the sector.

By identifying the underlying challenges and adopting appropriate measures, NBFCs can manage operational complexities and pursue sustainable growth. Sound corporate governance, effective risk-management processes, prudent deployment of funds, appropriate skill development and responsible lending practices remain important for operating in an evolving financial ecosystem.

The prospects of the real estate sector are positively related to economic growth, urbanisation and infrastructure development. However, the sector remains exposed to fluctuations in demand and property prices, rising land and construction costs,



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regulatory compliance, availability of finance, project-execution risks, technological changes and changing market expectations.

3. Segment-wise or product-wise performance

Segment-wise or product wise performance data is enumerated in accordance with IND AS-108 in Note Nos. 33(a) & 33(b) of the “Notes to the Financial Statement” section of the Annual Report.

4. Outlook

The outlook for the Indian NBFC sector remains broadly positive, supported by economic growth and continuing demand for credit. However, the prospects of individual NBFCs vary depending on their scale, business model, borrower profile, funding pattern and risk-management capabilities.

The Company intends to continue with a cautious and selective approach towards fresh lending. Its immediate focus will remain on monitoring existing exposures, timely recovery of principal and interest, prudent deployment of available funds, maintenance of adequate liquidity and regulatory compliance.

The Company remains open to evaluating lending opportunities involving group entities as well as other corporate borrowers, subject to commercial viability, credit assessment, regulatory requirements and the Company's risk appetite. It may also explore other business segments and investment opportunities where considered feasible and beneficial.

5. Risks and concerns

The financing sector is influenced by changes in economic conditions, interest rates, regulatory requirements and the financial position and repayment capacity of borrowers. Delays in repayment may affect income recognition and cash flows. The Company seeks to manage these risks through appropriate credit assessment, monitoring of outstanding exposures, periodic review of recoverability and compliance with the applicable regulatory framework.

Liquidity and interest-rate risks are managed through regular monitoring of the maturity profile of financial assets and liabilities and maintenance of adequate liquidity. Regulatory and compliance risks are addressed through established policies, internal controls and periodic review of applicable requirements.

The real estate sector is subject to fluctuations in market demand and property prices, increases in land and construction costs, availability of finance, delays in statutory approvals and project-execution risks. Changes in government policies, taxation and the regulatory framework may also influence the performance of the sector.



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The Company follows a prudent approach towards its financing and real estate activities. Its risk-management framework is monitored by the Risk Management Committee in accordance with the Risk Management Policy of the Company.

6. Internal Control Systems and their Adequacy.

As NBFCs are empowering small businesses by offering a wide array of financial services, it requires disciplined environment through maintenance of an effective control system. Internal control is crucial for NBFCs in (i) enabling fraud detection; (ii) ensuring compliance; (iii) financial integrity; and (iv) operational reliability - thereby reducing credit and operational risks and strengthening transparency and board oversight.

The Company's internal controls framework ensures integrity in conducting its business, safeguarding its assets, timely preparation of reliable financial information, accuracy and completeness in maintaining accounting records and in detection of frauds and errors. The Company thus strives to continuously upgrade its Internal Control System to commensurate with its size and the nature of its operations.

7. Discussion on financial performance with respect to operational performance

■ **Turnover and Profit**

The Company recorded revenue from operations of ₹504.46 lakhs during the financial year under review, as compared with ₹716.80 lakhs in the previous financial year. The decline was primarily attributable to lower proceeds from the sale of shares and securities and reduced interest income resulting from a decrease in the volume of Group Loan Financing activities.

Other income amounted to ₹9.09 lakhs during the year, mainly comprising interest on income-tax refunds and provisions no longer required and written back, as compared with ₹48.42 lakhs in the previous year, which primarily comprised interest on income-tax refunds.

Profit before tax stood at ₹26.15 lakhs, as compared with ₹75.79 lakhs in the previous financial year. The decline was mainly attributable to the reduction in revenue from operations, as explained above.

Operating profit for the year was ₹17.06 lakhs, as against ₹27.37 lakhs in the previous year, representing a decrease of approximately 37.66%.

Profit after tax stood at ₹20.83 lakhs, as compared with ₹59.28 lakhs in the previous financial year. In accordance with Ind AS, the Company recorded a total comprehensive loss of ₹98.73 lakhs during the year under review, as against total comprehensive income of ₹257.17 lakhs in the previous financial year.



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The Owned Fund of the Company stood at ₹4,909.81 lakhs as at 31st March 2026, as compared with ₹5,008.05 lakhs as at 31st March 2025.

■ **Financing Segment**

Income from financing activities declined by approximately ₹60.07 lakhs during the financial year under review, primarily due to lower interest income resulting from a reduction in the volume of financing activities.

During the year, the Company closed the following branches following the discontinuation of business operations at the respective locations:

- Siliguri Branch, with effect from 1st December 2025
- Bardhaman Branch, with effect from 1st December 2025
- Nimtala Branch, with effect from 1st December 2025
- Ahmedabad Branch, with effect from 1st March 2026

■ **Employee Benefit Expenses, Finance Costs and Other Expenses**

Employee benefit expenses decreased by 6.08% during the year, primarily due to a reduction in employee strength following the scaling down of operations.

Finance costs decreased by ₹34.77 lakhs, representing a reduction of 93.02% compared with the previous financial year. The decrease was primarily attributable to the scheduled repayment of inter-corporate deposits.

Other expenses, excluding amounts written off, decreased by approximately 6.52% compared with the previous financial year.

8. Material developments in Human Resources / Industrial Relations front, including number of people employed

The success of an organization largely depends on the productivity of its employees. A positive work environment boosts employee productivity.

Employees' relations continued to be harmonious throughout the year with the management. Number of employees on roll was 37 as on 31st March, 2026(previous year: 58).

9. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year)

The details of the key financial ratios in which there has been a significant change (i.e. change of 25% or more) along with detailed explanations thereof:



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Sl. No.	Key Financial Ratios	2025-26	2024-25	Reason for significant change (i.e. change of 25% or more)
1.	Current Ratio (in times)	80.35	33.90	The increase in Current Ratio is on account of reduction in current liabilities - Inter Corporate Deposits.
2.	Inventory Turnover Ratio (in times)	0.10	0.04	The increase in Inventory Turnover is primarily due to increase in stock of shares and securities vis-à-vis reduction in Turnover.
3.	Debt Equity Ratio(in times)	0.0071	0.0126	Debt has gone down due to scheduled repayments of loan.
4.	Return on Net Worth Ratio (%)	0.42%	1.18%	Decrease in Return on Net worth is on account of lower Profit after Tax (PAT) vis-a-vis Net worth.
5.	Debtors Turnover Ratio(%)	1.47%	0.22%	Increase is due to significant reduction in Turnover coupled with increase in Trade Receivable.
6.	Net Profit Margin (%)	4.13%	8.27%	Decrease is on account of lower Profit after Tax (PAT) vis-à-vis Turnover.
7.	Interest Coverage Ratio(in times)	12.11	49.36	Decrease is on account of a significant decline in Earning before Interest & Tax (EBIT) vis-à-vis interest expense.

Further, there was no significant change (i.e. change of 25% or more) in the following financial ratio:

Sl. No.	Key Financial Ratios	2025-26	2024-25
1.	Operating Profit Margin (%)	3.38%	3.82%



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

Return on Net-worth (in %) :

- F.Y. 2025-26 : 0.42%
- F.Y. 2024-25 : 1.18%

The comparative decrease is on account of lower Profit after Tax (PAT) vis-à-vis Net-worth.

11. Cautionary Statement

This Management Discussion and Analysis Report contain statements which are based on certain assumptions, risks, uncertainties and expectations of future events. Investors are advised to exercise due care and caution while interpreting these statements. The actual results, performance or achievements can thus differ materially from those projected in any such statements depending on various factors including: the demand supply conditions, change in government regulations, tax regimes, economic development within the country and abroad and such other incidental factors over which, the Company does not have any direct control.

Behalf of the Board of Directors
For NPR Finance Ltd
Ashok Kumar Singhania
Director
DIN-00589725

On Behalf of the Board of Directors
For NPR Finance Ltd
Pawan Kumar Todi
Managing Director
DIN-00590156

Place: Kolkata
Date: 12.08.2026



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CORPORATE GOVERNANCE REPORT

1. Brief Statement on Company's Philosophy on Code of Governance.

Corporate Governance envisages commitment of the Company towards the attainment of high levels of transparency, accountability and equity with the ultimate objective of increasing long-term shareholders value, keeping in view the needs and interests of all the stakeholders.

Your Company also believes that good Corporate Governance makes good business sense and build up a good Corporate Image. As such your Company not only complies with all requirements of Corporate Governance laid by various bodies, but follows it in spirit also.

During the period under review, the Company has complied with applicable Corporate Governance norms as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter, the "Listing Regulations").

2. Board of Directors.

The Board of Directors (hereinafter referred to as "the Board") of the Company is a reflection of enriched experience, optimum diversity and vast knowledge. The Board of Directors have performed their role from time to time and have periodically reviewed the compliance reports as was required in terms of the applicable provisions of the Listing Regulations and other laws in force, if any. The Board has also sufficiently reviewed and acted upon the various agenda items placed before it.

2.1 The composition and category of the Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting (AGM) and also the number of shares and convertible instruments held by them in the Company alongwith their Directorship and Committee Membership /Chairpersonship in other Companies.

The Company's Board of Directors as on 31st March, 2026, comprises of one Managing Director (Promoter), one Executive Woman Director and three Non-Executive Directors, including two Independent Directors and one Director belonging to the Promoter Group.

Four Meetings of the Board were held during the financial year 2025-2026 i.e. on 30/05/2025, 14/08/2025, 14/11/2025 and 12/02/2026. The maximum time gap between any two Board Meetings was not more than 120 days.

Requisite quorum was present at all meetings and the Directors who were unable to attend any particular Board Meeting(s), had obtained leave of absence from the Board.



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The details are as under:

Name of Director	Category	No of shares held & % of shareholding in the Co.	No. of Board Meetings attended	Whether last AGM Attended	No. of Directorships in other companies Public/Private	No. of Committee(s) Membership/ Chairpersonship held in other Companies Member/Chairperson *
Mr. Ashok Kumar Singhania	Non Executive, Independent Director & Chairperson	...	4	Yes	... 3	
Mr. Ashok Dhirajlal Kanakia	Non Executive, Independent Director	...	4	Yes	1 6	2 ...
Mr. Pawan Kumar Todi	(Managing Director) Executive, Non-Independent, Promoter Director	9,88,710 shares (16.51%)	4	Yes	... 9	
Ms. Sarika Mehra	Executive, Non-Independent, Whole-time Director	...	4	Yes		
Mr. Rishi Todi	Non-Executive, Non-Independent Director belonging to the Promoter Group	6,55,552 shares (10.94%)	3	Yes	1 15	

*Committee memberships and Chairpersonship of Audit Committee and Stakeholders' Relationship Committee in public limited companies has been considered.

Note: None of the directors are holding the position of directorship in any other listed entities



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2.2 Disclosure of relationships between Directors inter-se.

Mr. Rishi Todi (DIN-00590337), non-executive, non independent Director and belonging to the Promoter Group, is the son of Mr. Pawan Kumar Todi (DIN-00590156), Managing Director and Promoter.

Also, Mr. Pawan Kumar Todi (DIN- 00590156) is the son of late Mr. Nandlal Todi, - past -Director (non-executive, non-independent Director and one of the Promoters') of the Company.

2.3 Invitees

The Chief Financial Officer (CFO) is invited to attend all the Board Meetings.

2.4 Independent Directors

(a) Confirmation

The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013 (hereinafter, the "Act") readwith the Listing Regulations.

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

(b) Separate meetings of the Independent Directors.

In terms of Regulation 25(3) of the Listing Regulations, read with Schedule IV of the Act, one exclusive meeting of the Independent Directors was held on 12th February, 2026, to discuss inter-alia amongst others, the agenda items as specified in Regulation 25(4) of the Listing Regulations, read with Schedule IV of the Companies Act, 2013. The attendance details are as under:

Sl. No.	Name of the Committee member	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Ashok Kumar Singhania	1	1
2.	Mr. Ashok Dhirajlal Kanakia	1	1

The quorum for the separate meeting of the Independent Directors is two (2).

(c) Tenure & Formal Letter of appointment to Independent Directors.

The first tenure of appointment of Mr. Ashok Dhirajlal Kanakia (DIN-00738955) as a Non-executive, Independent Director was completed at the conclusion of the 35th AGM held on 14/09/2024 - where he was re-appointed for another term of 5 years.

Mr. Ashok Kumar Singhania (DIN - 00589725) has been appointed for a term of 5 years at the 35th AGM held on 14/09/2024.



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The appointment letters containing the terms and conditions of appointment of the Independent Directors have been disclosed on the website of the Company.

(d) Familiarisation programme for Independent Directors.

In line with the Requirement of Regulation 25(7) of the Listing Regulations, various familiarization programmes were conducted during the Financial Year 2025-2026 and the details of such familiarization programmes has been disclosed on the website of the Company, viz: www.nprfinance.com, via the following link:

<https://nprfinance.com/familiarisation-programme-for-independent-directors-2/>

(e) Detailed reasons for the resignation of Independent Directors who resigned before the expiry of his/her tenure along with a confirmation by such director that there are no other material reasons other than those provided.

During the financial year under review, none of the Independent Directors of the Company have resigned.

(f) Requirement of Directors and Officers insurance ("D and O Insurance") in terms of Regulation 25(10) of the Listing Regulations.

Not applicable.

2.5 Profile of the Directors.

The profile of the Directors is as under. It is also provided on the website of the Company, viz: www.nprfinance.com

- (a) Mr. Pawan Kumar Todi has several years of experience in Financing of Commercial vehicle business. The company has grown with great pace under his supervision and guidance. It was because of his experience that today the organization has diversified its portfolio in different sectors. He is entrusted with great foresight and brilliant business acumen and it is his leadership skills that will take the company to soaring heights in the future.
- (b) Mr. Rishi Todi - a graduate in B.Sc. (Information System/ Management Study) from the University of Leeds, Mr. Rishi Todi has several years of experience in the administration and execution of Real Estate Projects.
- (c) Ms. Sarika Mehra has several years of Experience in the field of finance, Accounts, Taxation and secretarial matters. She graduated in Accountancy (Hons.) and is also a qualified member of the Institute of Company Secretaries of India (ICSI) and the Association of Cost and Management Accountants of India.
- (d) Mr. Ashok Dhirajlal Kanakia has several years of experience in business of manufacturing & setting up of manufacturing units in and around Kolkata since the year 1971 and has a vast experience in the field of marketing of chemicals and allied products.



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(e) Mr. Ashok Kumar Singhania is an Advocate by profession. He has been practicing advocacy since 1980 and accordingly, has several years of experience in legal arena.

2.6 Disclosure to the Board of Directors by the Senior Management, in terms of Regulation 26(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There have been no material, financial and commercial transactions in which, the senior management have such personal interest that may have a potential conflict with the interest of the Company.

2.7 Chart/matrix setting out the skills/expertise/competence of the Board of Directors.

The core skills / expertise / competences identified by the Board, as required in the context of its business (es) and sector(s) for it to function effectively and those actually available with the Board, alongwith, the names of Directors who have such skills / expertise / competence, are as under:

Name of the Directors as on 31.03.2026	Years of experience	Core skills / expertise / competences identified by the Board				
		Leadership & Governance	Financial	Corporate law	Use of Information Technology	Marketing
Mr. Ashok Kumar Singhania	46	✓	✓	✓	✓	-
Mr. Ashok Dhirajlal Kanakia	54	✓	✓	✓	✓	✓
Mr. Pawan Kumar Todi	51	✓	✓	✓	✓	✓
Ms. Sarika Mehra	26	✓	✓	✓	✓	✓
Mr. Rishi Todi	21	✓	✓	✓	✓	✓

2.8 Succession Planning

Pursuant to Regulation (4)(2)(f)(ii) read with Regulation 17(4) of the Listing Regulations, the Board has, during the financial year under review, satisfied itself that plans are in place for orderly succession for appointments to the Board and the senior management. The Company recognizes that succession planning will ensure that investors do not suffer due to sudden or unplanned gaps in leadership. Succession Planning will therefore ensure that the Company is well-prepared for expansion, loss of any key talent, business continuity and that there is an appropriate balance of skills, experience and expertise on the Board and Senior Management.



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2.9 Policy on Board Diversity

Based on the Company's Policy on Board Diversity, as formulated by the Nomination and Remuneration Committee, the Board has time and again ensured that, optimum diversity on the Board is attained and maintained.

3. Audit Committee

3.1 Brief description of the terms of reference.

The Audit Committee has the power to investigate any activity within its terms of reference, including the powers/duties/responsibilities entrusted on it by the Listing Regulations, to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary. The Audit Committee ensures that transparency, accuracy and quality of financial reporting is not compromised with.

The terms of reference of the Committee is in accordance with that specified in Regulation 18(3) of the Listing Regulations, read with Part C of Schedule II thereto, and also confirms to the requirements of Section 177 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014. The Committee was constituted on 29th July, 2000.

3.2 The composition of the Committee, meetings and attendance of the members during the year.

The composition of the Audit Committee reflects independence and comprises of members with enriched qualification and all members are financially literate. As on 31st March, 2026, it comprises of two non-executive independent directors and one executive director.

The Committee met 4 (Four) times during the year i.e. on 30/05/2025, 14/08/2025, 14/11/2025 and 12/02/2026. The maximum time gap between any two Audit Committee Meetings was not more than 120 days.

Requisite quorum was present at all meetings. The details are enumerated herein below:

Sl. No.	Name	Category	No. of Meetings entitled to attend	No. of Meetings Attended
1.	Mr. Ashok Kumar Singhania	Non Executive, Independent Director & Chairperson of the Committee	4	4
2.	Mr. Ashok Dhirajlal Kanakia	Non Executive, Independent Director	4	4
3.	Ms. Sarika Mehra	Executive Director	4	4

Ms. Ritika Varma is the Secretary to the Committee.



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3.3 Invitees

Apart from the Committee members and the Company Secretary, the CFO is invited to attend all the Audit Committee Meetings. The Internal auditor, representative of the statutory auditor, etc., are also called to provide additional inputs for the items being discussed by the Committee.

4. Nomination and Remuneration Committee

4.1 Brief description of the terms of reference.

The Remuneration Committee which was constituted on 30/10/2002 in accordance with Schedule XIII of the Companies Act, 1956 to carry out functions as envisaged under the said schedule, was reconstituted as the Nomination and Remuneration Committee at the meeting of the Board of Directors held on 16th May, 2014 pursuant to the requirements of Section 178 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014.

The Nomination and Remuneration Committee has performed its role in accordance with its terms of reference of the Listing Regulations read with Part D of Schedule II thereto and the Companies Act, 2013.

4.2 The composition of the Committee, meetings and attendance of the members during the year.

As on 31st March, 2026, the Nomination and Remuneration Committee of the Company comprises of two Non-Executive, Independent Directors and one Non-Executive, Non Independent Director.

The Committee met (2) twice during the year i.e. on 30/05/2025 and 12/02/2026 at which, requisite quorum was present throughout the meeting. All the committee members were present at the meeting and the member who was unable to attend any particular committee Meeting(s), had obtained leave of absence from the committee.

The details are as follows:

Sl. No.	Name	Status	No. of Meetings entitled to attend	No. of Meetings Attended
1.	Mr. Ashok Dhirajlal Kanakia	Non Executive, Independent Director & Chairperson	2	2
2.	Mr. Ashok Kumar Singhania	Non Executive, Independent Director	2	2
3.	Mr. Rishi Todi	Non-Executive, Non-Independent Director	2	2

Ms. Ritika Varma is the Secretary to the Committee.



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4.3. Remuneration of Directors

4.3.1. All pecuniary relationship or transactions of the non-executive directors vis-à-vis, the Company.

The Non-executive Directors draw sitting fees for attending various meetings - the details of which is provided in point no. 4.3.3(c).

4.3.2. Criteria of making payments to non-executive Directors.

The Remuneration payable to the Directors, Key Managerial Personnel and Senior Management Personnel is determined in accordance with the Nomination and Remuneration Policy of the Company.

The Nomination and Remuneration Policy is disclosed on the website of the Company: via the weblink:

<https://nprfinance.com/nomination-and-remuneration-policy/>

4.3.3. Disclosures with respect to remuneration

(a) Remuneration of the Non-Executive Directors.

During the financial year 2025-2026, all non-executive Directors of the Company, including the Independent Directors, were paid sitting fees for attending the Audit Committee Meetings & the Nomination and Remuneration Committee meetings apart from the Meetings of the Board of Directors. Further the independent directors were paid sitting fees for their separate meeting held in terms of Regulation 25(3) of the Listing Regulations, read with Schedule IV of the Act.

The sitting fees may be revised by the Board from time to time subject to the threshold limit prescribed in the Listing Regulations, Companies Act, 2013 and the Rules made thereunder, and any other applicable law(s) in force.

Further, the non-executive directors may receive such other remuneration as permissible under the provisions of the Companies Act, 2013 read with the Rules made thereunder and/or the provisions of the Listing Regulations.

Regulation 17(6) of the Listing Regulations provides that:

(i) The board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

(ii) The requirement of obtaining approval of shareholders in general meeting shall not apply to payment of sitting fees to non-executive directors, if made within the limits prescribed under the Companies Act, 2013, for payment of sitting fees without approval of the Central Government.

(iii) The approval of shareholders as mentioned in (i) above, shall specify the limits for the maximum number of stock options that may be granted to non-executive directors, in any financial year and in aggregate.



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(iv) The approval of shareholders by special resolution shall be obtained every financial year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

(v) Independent directors shall not be entitled to any stock option.

(vi) The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

(a) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or

(b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

(b) Remuneration of the Executive Directors including Whole-time Director and Managing Director.

The Managing Director and the Whole-time/Executive Director, receive monthly salary/remuneration.

The remuneration of the Managing Director and the Executive Director is determined by the Board of Directors, subject to the Listing Regulations, statutory limits laid in the Act, read with the Rules and Schedules forming part thereto and the approval of the shareholders and/or Central Government, wherever required.

The remuneration is broadly divided into the following components:

(i) The Fixed Components- This broadly encompasses: Salary, allowances, perquisites, retirement benefits, etc.

(ii) The Variable Components- Performance based promotion and bonus are primarily included hereto.

Any annual increase in the remuneration of the Directors shall be at the sole discretion of the Board, based on the recommendation of the Nomination and Remuneration Committee.

Further, in determining the director's remuneration, their performance evaluation as duly carried out by the Board and/or Independent Directors, shall also be given due weightage.

(c) Details of Remuneration paid to the Directors.

During the Financial Year 2025-2026, the non-executive directors were paid sitting fees of ₹7,500/- for attending each meeting of the Board, ₹4,000/- for attending each Audit Committee meeting, ₹4,000/- for attending each Nomination and Remuneration Committee Meeting and ₹5,000 for the separate meeting of the Independent Directors.



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The details of remuneration paid to all the directors during the year ended 31st March, 2026, are given below:

(₹ in Lakhs)

Name	Salary & Allowances	Sitting Fees (Excluding Goods and Service Tax)	Total
Mr. Pawan Kumar Todi	30.00	...	30.00
Ms. Sarika Mehra	35.26	...	35.26
Mr. Rishi Todi	...	0.31	0.31
Mr. Ashok Dhirajlal Kanakia	...	0.59	0.59
Mr. Ashok Kumar Singhanian	...	0.59	0.59
Total	65.26	1.49	66.75

Further, the disclosure on remuneration in terms of section 178, 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Act, read with the Rules made thereunder, is disclosed in the Directors' Report.

(d) Service Contracts, notice period and severance fees.

Mr. Ashok Kumar Singhanian (DIN – 00589725) was appointed as an Additional Director with effect from 12/08/2024. His tenure as an Additional Director expired on the conclusion of the 35th AGM where he was appointed as a Non-Executive & Independent Director for a term of 5 years. He was also appointed as the Chairperson of the Board of Directors with effect from the conclusion of the 35th AGM held on 14/09/2024.

Mr. Ashok Dhirajlal Kanakia (DIN-00738955) was appointed as an Additional Director with effect from 14th February, 2019 in the category of Non-Executive Independent Director. The first term of appointment of Mr. Ashok Dhirajlal Kanakia (DIN-00738955) as a Non-executive, Independent Director was completed at the conclusion of the 35th AGM held on 14/09/2024 - where he was re-appointed for another term of 5 years.

Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, was re-appointed by the Members at 36th Annual General Meeting held on 11th September, 2025 for a term of three (3) years w.e.f. 1st November, 2025. Further his office is not liable to retire by rotation.

Ms. Sarika Mehra (DIN-06935192), Executive Director (Whole-time Director), was re-appointed by the Members at 36th Annual General Meeting held on 11th September, 2025 for a term of three (3) years w.e.f. 19th September, 2025. Further, her office is liable to retire by rotation in terms of provision 152 of the Companies Act, 2013 read with rules made thereunder.

Mr. Rishi Todi (DIN-00590337), was re-appointed in the category of Non-Executive non Independent Director by the members at 36th Annual General Meeting held on 11th September, 2025. His office is liable to retire by rotation in terms of the Companies Act, 2013.



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The tenure of the Managing Director and the Executive Director can be terminated by either party by giving ninety (90) days notice in writing and shall be subject to the approval of the Nomination and Remuneration Committee and the Board of Directors.

(e) Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.

Not applicable.

4.4. Annual evaluation of Performance:

Pursuant to Section 134(3)(p) of the Act read with Rule 8(4) of the Companies (Accounts) Rules, 2014, other applicable provisions of the Act, and in accordance with the applicable provisions of the Listing Regulations/Guidance Note issued by SEBI on evaluation, the disclosure regarding the manner of formal annual evaluation of the performance of the Board, its Committees and of individual directors are as under:

a. Role of the Nomination and Remuneration Committee (NRC).

i. The Role of the NRC inter-alia includes, the role stipulated in Part D of Schedule II of the Listing Regulations.

ii. NRC has formulated criteria for evaluation of performance of independent directors and the Board of Directors.

iii. NRC carries out evaluation of every director's performance.

iv. NRC determines whether to extend or continue the term of appointment of the independent directors, on the basis of the report of performance evaluation of independent directors.

b. Role of independent directors.

In the meeting of independent directors of the company (without the attendance of non-independent directors and management), such directors :

I. Review the performance of non-independent directors and the Board as a whole.

II. Review the performance of the Chairperson of the company, taking into account, the views of executive directors and non-executive directors.

III. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

IV. Bring an objective view in the evaluation of the performance of board and management.

c. Evaluation of independent directors.

The performance evaluation of independent directors is done by the entire Board of Directors, excluding the director being evaluated.



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d. Performance Evaluation of the Committee.

The Board of Directors evaluate the performance of all the Committees, based on the Company's Performance Evaluation Policy.

5. Stakeholders Relationship Committee.

The Share Transfer and Investors Grievance Committee which was constituted on 31st July, 2001, was subsequently reconstituted as the Stakeholders Relationship Committee at the meeting of the Board of Directors held on 16th May, 2014 pursuant to the requirements of Section 178 of the Companies Act, 2013 read with the Companies(Meetings of Board and its Powers) Rules,2014.

5.1. Composition of the Committee and Compliance Officer.

The Committee consists of two Non - Executive Independent Director, one Executive Non Independent Director and one Non-executive Non-independent Director, as on 31st March, 2026. The details are as follows:

Sl. No.	Name	Category
1.	Mr. Ashok Kumar Singhania	Non Executive, Independent Director – Chairperson
2.	Mr. Ashok Dhirajlal Kanakia	Non-Executive, Independent Director.
3.	Mr. Pawan Kumar Todi	Executive, Non- Independent, Promoter Director (Managing Director)
4.	Mr. Rishi Todi	Non-Executive, Non- Independent Director.

Ms. Ritika Varma, Company Secretary, is the Secretary to the Committee & the Compliance Officer.

5.2 Brief description of the terms of reference.

The Committee performs the role assigned to it in terms of Schedule II of the Listing Regulations.

The Committee deals with matters, which, inter-alia includes the following:

(1) 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.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) 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.

(4) 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.



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5.3. Committee meeting details during the financial year 2025-2026.

The Committee met (5) five times during the year on: 30/05/2025, 13/08/2025, 14/11/2025, 12/01/2026 and 28/02/2026. Requisite quorum was present at the meeting. The attendance detail is as under:

Sl. No.	Name of the Committee member	No. of meetings entitled to attend	No. of meetings attended
2.	Mr. Ashok Kumar Singhania	5	5
3.	Mr. Ashok Dhirajlal Kanakia	5	5
4.	Mr. Pawan Kumar Todi	5	5
5.	Mr. Rishi Todi	5	5

5.4 Status of Complaints received from the members and resolved during the year ended 31st March, 2026.

Particulars	No. of Complaints
Pending at the beginning of the Year	Nil
Number of shareholders' complaints received during the financial year	Nil
Disposed off during the Year	Nil
Number of shareholders' complaints not solved to the satisfaction of the shareholders	Nil
Number of pending complaints	Nil

6. Risk Management Committee.

6.1 Brief description of terms of reference

The Risk Management Committee of the Company monitors and reviews the risk management plan and also the adequacy of the risk management systems of the Company. It is responsible for laying down procedures to inform Board members about the risk assessment and minimization procedures. The Board shall be responsible for framing, implementing and monitoring the risk management plan for the Company.

Further, the Risk Management Committee also includes, inter-alia: to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.

The Company has a Risk Management Policy which is periodically reviewed by the Risk Management Committee and which provides for the identification therein of elements of risk, which in the opinion of the Board may threaten the existence of the Company. The details pertaining to various types of risks are described in the Management Discussion and Analysis report.

Pursuant to the provisions of the Listing Regulations, as on 31st March, 2026, the Company does not fall in the ambit of Companies which are mandatorily required to constitute the Risk



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Management Committee. However, on account of good governance norms, the Company has a Risk Management Committee in place.

6.2 Composition, name of members and Chairperson.

Majority of the members of the Committee are Board members. The Committee composition details as on 31st March, 2026 as follows:

Sl. No.	Name	Category
1.	Mr. Ashok Kumar Singhania	Non-Executive, Independent Director –Chairperson.
2.	Mr. Pawan Kumar Todi	Executive, Non-Independent, Managing Director.
3.	Mr. Rishi Todi	Non-Executive, Non-Independent Director
4.	Mr. Shankar Birjuka	General Manager – not a Director of the Company. He is a senior executive.

6.3. Committee meeting details and attendance during the financial year 2025-2026.

The Committee met four times during the year on: 30/05/2025, 13/08/2025, 14/11/2025 and 12/02./2026. Requisite quorum was present at all meetings. The attendance detail is as under:

Sl. No.	Name	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Ashok Kumar Singhania	4	4
2.	Mr. Pawan Kumar Todi	4	4
3.	Mr. Shankar Birjuka	4	4
4.	Mr. Rishi Todi	4	4

7. Fair Practice Code Committee.

The Fair Practice Code Committee strives to ensure transparency in the Company's dealings with its customers, to strengthen mechanisms for redressal of customer grievances and to ensure compliance with legal norms in matters relating to recovery of advances.

7.1 Composition.

The composition of the Fair Practice Code Committee is as under:

Sl. No.	Name	Category
1	Mr. Pawan Kumar Todi	Executive, Non-Independent, Promoter Director – Chairperson
2	Mr. Rishi Todi	Non-Executive, Non-Independent, Director.
3	Ms. Sarika Mehra	Executive Director

7.2. Committee meeting details during the financial year 2025-2026.

The Committee met four times during the year on: 30/05/2025, 13/08/2025, 14/11/2025 and 12/02/2026. The attendance detail is as under:



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Sl. No.	Name	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Pawan Kumar Todi	4	4
2.	Mr. Rishi Todi	4	4
3.	Ms. Sarika Mehra	4	4

8. IT Strategy Committee.

In terms of the RBI Master Direction on Information Technology Framework for the NBFC sector, the Company has an IT Strategy Committee which is required to act within the scope of the RBI Directions/Circulars as issued/to be further issued from time to time and to also perform such other roles as and when it may be empowered for the same by the Board of Directors.

8.1 Composition.

The composition of the Committee is as under:

Sl. No.	Name	Category
1	Mr. Pawan Kumar Todi	Executive, Non-Independent, Managing Director – Chairperson
2	Ms. Sarika Mehra	Executive, Non-Independent, Whole-time Director.
3	Mr. Rishi Todi	Non-Executive, Non-Independent Director
4	Mr. Ashim Karmakar	Member – not a Director of the Company. He is in-charge of the IT operations.

8.2. Committee meeting details during the financial year 2025-2026.

The Committee met 4 (Four) times during the year on: 30/05/2025, 13/08/2025, 14/11/2025 and 12/02/2026. The attendance detail is as under:

Sl. No.	Name	No. of meetings entitled to attend	No. of meetings attended
1	Mr. Pawan Kumar Todi	4	4
2	Ms. Sarika Mehra	4	4
3	Mr. Ashim Karmakar	4	4
4	Mr. Rishi Todi	4	4

9. Particulars of Senior Management and changes therein.

9.1. The details are as under:

Sl. No.	Name	Designation as on 31/03/2025	Designation as on 31/03/2026
1.	Mr. Ashok Kumar Shah	Chief Financial Officer	Chief Financial Officer
2.	Mr. Shankar Birjuka	General Manager	General Manager
3.	Ms. Ritika Varma	Company Secretary	Company Secretary



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9.2. Changes therein since the closure of the previous financial year.

No Changes

10. General Body Meetings

A. Annual General Meeting:

A.1. Location and time for last three Annual General Meetings.

Financial Year	Date of AGM	Venue	Time
2024-2025	11-09-2025	Through Video Conferencing / Other Audio Visual Means (Deemed venue: Registered Office of the Company at 6th Floor, Unit No.611, Adventz Infinity@5, Street No. 18, BN-Block, Sector V, Bidhannagar, Kolkata-700 091).	11.30 A.M.
2023-2024	14-09-2024	Through Video Conferencing / Other Audio Visual Means (Deemed venue: Registered Office of the Company at 6th Floor, Unit No.611, Adventz Infinity@5, Street No. 18, BN-Block, Sector V, Bidhannagar, Kolkata-700 091).	11.30 A.M.
2022-2023	26-09-2023	Through Video Conferencing / Other Audio Visual Means (Deemed venue: Registered Office of the Company at Todi Mansion, 9 th Floor, 1, Lu shun Sarani, Kolkata 700 073).	11.30 A.M.

A.2 Special Resolutions passed at the last three Annual General Meetings.

At the 36th Annual General Meeting held on 11/09/2025 : 1
 At the 35th Annual General Meeting held on 14/09/2024 : 2
 At the 34th Annual General Meeting held on 26/09/2023 : Nil

A.3 Details of Special Resolution passed through postal ballot during the financial year 2025-2026.

No Postal Ballot was conducted during the Financial Year 2025-2026.

A.4 Whether any Special Resolution proposed to be conducted through postal ballot in the forthcoming Annual General Meeting.

Presently, no special resolution is being proposed to be conducted through Postal Ballot.



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Website: www.nprfinance.com

11. Management Discussion and Analysis.

Management Discussion and Analysis Report forms part of the Directors' Report.

12. Means of Communications.

12.1 Quarterly results and Newspapers wherein the results are normally published.

Quarterly and Annual results of the Company were published in accordance with the Listing Regulations in:

- (i) Ekdin - Bengali (Kolkata edition) - and
- (ii) Business Standard - English (Kolkata edition)

The quarterly and the annual results of the Company are uploaded through the Listing Centre of the Exchange within the permitted time frame after the closure of the meeting of the Board of Directors.

12.2 Website where displayed.

The financial results of the Company are also posted on the website of the Company, viz. www.nprfinance.com, under the "Stakeholder Focus" section.

12.3 Official news release.

The Company was not required to make any official news release during the period under review.

12.4 Presentations made to institutional investors or to the analysts.

The Company was not required to hold any meeting with the institutional investors or analysts.

12.5 Annual Reports.

The Annual Reports are sent to every shareholder of the Company through the permitted mode within the stipulated time frame. In the light of relaxations provided by the Ministry of Corporate Affairs & SEBI, Notice of the 37th AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter containing the web-link of the website of the Company from where the Annual Report 2025-26 can be accessed, is being dispatched to those members whose email address is not registered with the Company/RTA/Depository Participant(s).

12.6 Outcome of the Annual General Meeting.

The voting results of the 36th Annual General Meeting were displayed on the website of the Company (www.nprfinance.com). The outcome of the Annual General Meeting was also uploaded through the Listing Centre of the Exchange. All resolutions were passed with requisite majority.



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13. General shareholder information

13.1 Annual General Meeting

- (a) Date : 24th September, 2026
 (b) Time : 11.30 a.m.
 (c) Venue : through Video Conferencing / Other Audio Visual Means

13.2 Financial Calendar: (Tentative)

Financial Year – 1 st April, 2026 to 31 st March, 2027	Relevant Dates
Board Meeting for consideration of accounts	30 th May, 2026
Dividend payment date	The Board of Directors has not recommended any Dividend for the Financial Year under review.
Posting of Annual Report along with notice of AGM	Atleast 21 clear days before the date of the Annual General Meeting.
Book Closure Period	18 th September, 2026 to 24 th September, 2026 (both days inclusive).
Last date for receipts of proxy forms	Not Applicable as AGM is being held through VC/OAVM.
Unaudited results for the quarter ended on June 30, 2026.	12 th August, 2026
Unaudited results for the quarter ended on September 30, 2026.	On or before 14 th November, 2026, or such other due date, if any, as may be prescribed by the Regulatory Authority in due course.
Unaudited results for the quarter ended on December 31, 2026.	On or before 14 th February, 2027, or such other due date, if any, as may be prescribed by the Regulatory Authority in due course.
Audited results for the year ended on March, 31, 2027.	On or before 30 th May, 2027, or such other due date, if any, as may be prescribed by the Regulatory Authority in due course.

13.3 Dividend payment date.

The Board of Directors has not recommended any dividend for the financial year 2025-2026.
 Ms. Ritika Varma is the Nodal Officer of the Company.

13.4 The name and address of the stock exchange at which the Company's securities are listed.

The BSE Ltd.
 Phiroze Jeejeebhoy Towers, Dalal Street,
 Mumbai - 400 001.

13.5 Annual Listing Fees.

The Company has paid the Annual listing fee to the BSE Ltd. for the year 2025-2026.



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13.6 Trading eligibility of the securities.

The Equity Shares are eligible for trading on the BSE Ltd. and have not been suspended from trading.

13.7 Registrar & Share Transfer Agent.

M/s. Niche Technologies Private Ltd.
3A, Auckland Place, 7th Floor,
Room No. 7A & 7B. Kolkata - 700 017
Phone No.: (033) 2280 6616/17/18
E- mail: nichetechpl@nichetechpl.com

13.8 Share Transfer System

The Company's shares are in compulsory demat mode. Further:

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 02/07/2025, had notified regarding the opening of a special window for a period of six months from 07/07/2025 till 06/01/2026 - only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 01/04/2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise.

Subsequently, SEBI vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated 30/01/2026, has notified the opening of another special window for transfer and dematerialisation ("demat") of physical securities which were sold/purchased prior to 01/04/2019.

The special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of 1 (one) year from the date of registration of transfer. Such securities shall not be transferred/lien-marked/pledged during the said lock-in period.

This special window shall be open for a period of one year from 05/02/2026 to 04/02/2027.

Eligible shareholders may kindly submit their transfer request along with the requisite documents to the Company's RTA – M/s Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017 (Contact No. (033) 2280 6616/17/18, E-mail: nichetechpl@nichetechpl.com, Website: www.nichetechpl.com), or to the Company at investors@nprfinance.com for further assistance, within the above mentioned period.

Details on the above mentioned SEBI Circular are available on the Company's website (www.nprfinance.com). Also, the Company has been publishing newspaper advertisement in this regard from time to time.



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As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI, vide its various Circulars from time to time, has prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. Further, with a view to promote ease of compliance and investor convenience, SEBI has notified inter alia the following:

- Non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts;
- Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the Registrar and Share Transfer Agent ("RTA") even if 'choice of nomination' is not submitted by these security holders;
- Payments including dividend, interest or redemption payment withheld presently by the Listed Companies/RTAs, only for want of 'choice of nomination' shall be processed accordingly.

Notwithstanding the above, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts). All existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market.

Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.nprfinance.com.

All shareholders holding shares in physical form have been duly notified of relevant information on the subject matter in the past by Postal mode of communication. The company shall further continue dissemination information amongst its shareholders as and when required. Further, all details in this regard alongwith necessary forms, are available on the website of the Company (www.nprfinance.com) via the link: <https://nprfinance.com/investor-services/>.

Total number of physical shares transferred during the financial year ended 31st March, 2026 was Nil. However there has been a transmission of 700 shares during the financial year ended 31st March, 2026.

13.9 Distribution of shareholding & shareholding pattern.

(a) Distribution of shareholding as on 31/03/2026.

Ordinary Shares held	Number of shareholders	% of shareholders	Number of shares held	% of shares held
Upto 500	3026	84.57	4,40,656	7.36
501-1000	286	7.99	2,37,777	3.97
1001-5000	203	5.68	4,89,441	8.17
5001-10000	29	0.81	2,07,096	3.46
10001-50000	19	0.53	4,63,156	7.73
50001-100000	8	0.22	4,91,510	8.21
100001 and above	7	0.20	36,59,964	61.10
Total	3,578	100.00	59,89,600	100.00



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(b) Shareholding Pattern as on 31/03/2026

Category	% of shareholding
Promoters Holding	68.02%
Public Holding	
Bodies Corporate	0.60%
Individuals	29.06%
NRIs	2.02%
Overseas Corporate Bodies	0.30%
Total	100.00%

Note: Clearing members hold 100 shares, therefore % of holding is negligible, not shown.

13.10 Dematerialization of shares and liquidity.

The Company's shares are tradable compulsorily in electronic form and are available for trading in the depository systems of both National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The International Securities Identification Number (ISIN) of the Company as allotted by NSDL and CDSL is INE446D01011. Nearly 93.60 % of total equity shares have been dematerialized as on 31.03.2026.

13.11 Outstanding American Depositary Receipt/Global Depositary Receipt/ Warrants/ convertible instruments, conversion date and likely impact on equity.

Not Applicable.

13.12 Commodity price risk or foreign exchange risk and hedging activities.

- (a) Commodity price risk, hedging activities – not applicable.
- (b) Foreign exchange risk – not applicable.

13.13 Plant Locations.

NIL

13.14 Address for correspondence.

- (a) Address for matters related to shares, any correspondence.

M/s. Niche Technologies Private Ltd.
 3A, Auckland Place, 7th Floor,
 Room No. 7A & 7B.
 Kolkata - 700 017
 Phone Nos.: (033) 2280 6616/17/18
 E- mail: nichetechpl@nichetechpl.com



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(b) Address for any kind of assistance/clarification.

Compliance Officer & Company Secretary:

Ms. Ritika Varma

Company Secretary

Email: - investors@nprfinance.com

Contact No.: Phone: 033 4849 6490

Correspondence Address: 6th Floor, Unit No.611, Adventz Infinity@5, Street No.18, BN-Block,
Sector-V, Bidhannagar, Kolkata-700 091.

(c) Dedicated email ID for Investors.

For the convenience of our investors, the Company has designated an exclusive email ID for investors i.e. investors@nprfinance.com.

(d) Website

www.nprfinance.com

14. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

Not Applicable.

15. Business Responsibility and Sustainability Report

As the Company does not fall in the list of top one thousand listed entities based on market capitalization, hence, Business Responsibility and Sustainability Reporting is not applicable on it, as per the requirement of Regulation 34(2)(f) of the Listing Regulations.

16. Other Disclosures

16.1 Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large.

Related Party transactions have been disclosed under note “61” of schedule to the Financial Statements for the year under review. Further, there were no such transactions with the related parties which may have potential conflict with the Company's interest. Further, during the financial year under review, there was no transaction involving payments made to a related party with respect to brand usage or royalty.

In terms of Regulation 23(9) of the Listing Regulations the Company has submitted with the BSE Ltd, disclosures of related party transactions within the prescribed time limit.



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16.2 Details of non-compliance by the Company, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.

During the last three financial years, the Company has duly complied with all the various applicable requirements and regulations of the Listing Regulations. No penalty has been imposed or strictures have been issued by SEBI or any other Stock Exchange or any statutory authority, on matters related to Capital Market, in the last three (3) years.

16.3 Details of establishment of vigil mechanism / whistle blower policy and affirmation that no personnel has been denied access to the audit committee.

The Board of Directors of the Company have adopted a Vigil Mechanism/Whistle Blower Policy with a view to provide a vigil mechanism for the directors and employees of the Company to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The purpose of this Policy is to encourage the Company's directors and employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

No personnel have been denied access to the Audit Committee. There were no instances of reporting under the Whistle Blower Policy.

The Vigil Mechanism/Whistle Blower Policy is disclosed on the website of the Company.

The details of the Policy are provided hereunder:

(a) Main Objectives

i. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and to attain high level of transparency, accountability and equity with the ultimate objective of providing maximum level of customer satisfaction & increasing long term shareholders value keeping in view the needs and interest of all stakeholders. For achieving the same, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

ii. The Vigil mechanism of the Whistle Blower Policy shall provide a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy and also to report instances of leak of Unpublished Price Sensitive Information("UPSI"). Further, this mechanism shall provide for adequate safeguards against the victimization of the director(s) / employee(s) who avail the mechanism and a direct access to the Chairperson of the Board/Chairperson of the Audit Committee in appropriate or/and exceptional cases.

(b) Eligibility

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to issues covered under this Policy and concerning the Company.



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(c) Receipt and Disposal of Protected Disclosures.

All Protected Disclosures should be reported in writing in English, Hindi or in the regional language of the place of employment of the Whistle Blower as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.

Alternatively, the same can also be sent through email with the subject “Protected disclosure under the Whistle Blower Policy”.

On receipt of the protected disclosure, the Vigilance and Ethics Officer / Chairperson/ Chairperson of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he/she was the person who made the protected disclosure or not. He/she shall also carry out initial investigation either himself/herself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action.

(d) Contact details of the Vigilance and Ethics Officer.

Name	Designation	Correspondence address	e-mail id
Ms. Ritika Varma	Company Secretary	NPR Finance Ltd. 6 th Floor, Unit No.611, Adventz Infinity@5, Street No.18, BN-Block, Sector-V, Bidhannagar, Kolkata-700 091.	investors@nprfinance.com

Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairperson of the Company and the Protected Disclosure against the Chairperson of the Company should be addressed to the Chairperson of the Audit Committee.

16.4 Compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

The Company is in compliance with the above requirements, as applicable, with regard to corporate governance.

16.5 Anti-Sexual harassment Policy.

The Company has in place an anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Rules, 2013. An Internal Complaints Committee has been set up to redress Complaints received on sexual harassment. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this policy. Ms. Sarika Mehra (DIN-06935192), Executive Director, is the Presiding Officer of the Committee.



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No complaint on sexual harassment was received during the Financial Year 2025-2026. The details are as under:

Particulars	No. of Complaints
Number of complaints filed during the financial year.	Nil
Number of complaints disposed off during the financial year.	Nil
Number of cases pending as on end of the financial year.	Nil

16.6 Fees paid to the Statutory Auditor by the Company and its subsidiaries for the FY 2025-2026.

The Company does not have any subsidiary for the year ended on 31st March, 2026. Further, during the financial year under review, the company has paid total fees of ₹ 90,000/- to the Statutory Auditor in respect of various services rendered by the Statutory Auditor:

Particulars	Amount (in Lakhs)
For Statutory Audit	0.70
Other capacity	0.20
Total	0.90

16.7 Disclosure by the Company and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

The details are provided in the financial statements for the year ended 31st March, 2026- Note No. 61. Further, the Company does not have any subsidiaries for the year ended 31st March, 2026.

16.8 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 subsidiaries / material subsidiaries for the year ended 31st March, 2026.

16.9 Disclosure of certain types of agreements in terms of clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations.

No such agreements exist in terms of clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations.

16.10 Details of compliance with mandatory requirements and adoption of the non-mandatory requirements.

(a) Compliance with mandatory requirements.

The Company has duly complied with all the applicable mandatory requirements as stipulated in the Listing Regulations, Companies Act, 2013, and other applicable laws in force.



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(b) Adoption of non-mandatory/discretionary requirements.

The Company has fulfilled the following discretionary requirements as prescribed in Part E of Schedule II of the Listing Regulations:

i. The Board - Non-Executive Chairperson's Office.

Mr. Ashok Kumar Singhania (DIN – 00589725) the present Chairperson, served as Non Executive, Independent Director of the Company.

ii. Modified opinion(s) in audit report.

The Company's financial statements does not contain any modified audit opinion(s).

iii. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer.

There are separate posts of Chairperson and Managing Director such that:

(a) The Chairperson – Mr. Ashok Kumar Singhania (DIN – 00589725) is a Non-Executive Director (Independent category);

(b) The Chairperson is not be related to the Managing Director or the Chief Executive Officer as per the definition of the term “relative” defined under the Companies Act, 2013

iv. Reporting of internal auditor.

The Internal Auditor reports directly to the Audit Committee.

v. Risk Management

The Company is not required to have a Risk Management Committee. However, the Company has voluntarily in place, a Risk Management Committee which comprises of three members of the Board of Directors and one senior executive of the Company, who is not a member of the Board of Directors. The Committee is chaired by a member of the Board of Directors.

16.11 Web link where policy for determining ‘material’ subsidiaries is disclosed.

The Company does not have any material listed/unlisted subsidiary companies and is therefore, not required to comply with the provisions of Regulation 24 of the Listing Regulations, regarding the Corporate Governance requirements with respect to subsidiary.

The Company has formulated a policy for determining “material subsidiary”. The policy is disclosed on the website of the Company via the link:

<https://nprfinance.com/material-subsidiaries-policy/>



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16.12 Web link where policy on dealing with related party transactions is disclosed.

The Company has a Policy on Related Party Transactions and Materiality of Related Party Transactions, as amended from time to time in-line with various amendments in Regulation 23 of the Listing Regulations. The same is disclosed on the website of the Company via the link: <https://nprfinance.com/policy-on-related-party-transactions-2/>

16.13 Disclosure of commodity price risks and commodity hedging activities.

Not Applicable

16.14 Disclosures with respect to demat suspense account/ unclaimed suspense account.

None of the issued Equity shares of the Company are in the demat suspense account or unclaimed suspense account.

16.15. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Not Applicable

16.16. 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.

In terms of Schedule V of the Listing Regulations, the Practicing Company Secretary's Certificate stating the Directors on the Board of the Company have not 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 the Annual Report.

16.17. Acceptance of recommendations of the Committees of the Board.

During the financial year under review, the Board has accepted all the recommendations of the Committees of the Board.

17. Insider Trading.

The Company has in place various Codes/Policies pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

The same are disclosed on the website of the Company via the link: <https://nprfinance.com/code-of-conduct-for-prevention-of-insider-trading-3/>

18. CEO/CFO Certification.

In terms of Regulation 17(8) of the Listing Regulations, the Certificate from the Managing Director and the Chief Financial Officer (CFO) was obtained and placed before the Board.



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Further the Managing Director and the CFO also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

19. Practising Company Secretary's Compliance Certificate on Corporate Governance.

The Practising Company Secretary's Certificate on Compliance of Conditions of Corporate Governance as provided in Chapter IV of the Listing Regulations, forms part of the Directors' Report.

20. Declaration – Code of Conduct.

The Board has laid down a code of conduct for all Board members. It also suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 and the Listing Regulations. The same is disclosed on the website of the Company.

The Company has a separate Code of Conduct for the senior management of the Company.

In terms of Regulation 26(3) of the Listing Regulations, the Board of Directors and senior management personnel have affirmed Compliance with the code of conduct and a declaration to this extent has been provided by the Managing Director, Mr. Pawan Kumar Todi (DIN-00590156). The same forms part of the Annual Report.

On Behalf of the Board of Directors
For NPR Finance Ltd
Ashok Kumar Singhania
Director
DIN-00589725

On Behalf of the Board of Directors
For NPR Finance Ltd
Pawan Kumar Todi
Managing Director
DIN-00590156

Place : Kolkata
Dated : 12.08.2026

Certificate on Corporate Governance

To
The Members of NPR Finance Limited

I have examined the relevant records of NPR Finance Limited ("the Company") for the purpose of certifying compliance of conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) from April 1, 2025 to March 31, 2026. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Management, I certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, for the financial year ended March 31, 2026.

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

CS Niaz Ahmed
Company Secretary in practice
M.No.: F9432
C.P. No: 5965
Peer Review Regn No.4051/2023
UDIN: F009432H001094285

Date : 12th August, 2026
Place : Kolkata



NPR FINANCE LIMITED
6th Floor, Unit No.611, Adventz Infinity@5, Street No.18, BN-Block,Sector-V,
Bidhannagar, Kolkata-700 091
CIN-L65921WB1989PLC047091, E-MAIL- npr1@nprfinance.com
PHONE NO. – 033 4849 6490
Website: www.nprfinance.com

**CEO & CFO CERTIFICATION IN TERM OF REGULATION 17(8) OF SEBI (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015**

To
The Board of Directors
NPR Finance Limited
6th Floor, Unit No.611,
Adventz Infinity@5, Street No.18,
BN-Block, Sector-V, Bidhannagar,
Kolkata-700 091.

We, Pawan Kumar Todi (DIN-00590156), Managing Director and Ashok Kumar Shah, Chief Financial Officer of the Company, hereby certify to the Board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 that:

A. We have reviewed the financial statements and the cash flow statement for the Financial year ending on 31 March, 2026 and to the best of our knowledge and belief, hereby certify that:-

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 financial year ended on 31 March, 2026, 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 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 the internal controls, if any, of which we are aware and we have taken the required steps to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee:

(1) significant changes, if any, in the internal control over financial reporting during the year.



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(2) significant changes, if any, in accounting policies during the year and that the same have been appropriately disclosed in the financial statements; and

(3) instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata
Date : 12.08.2026

Pawan Kumar Todi
Managing Director
DIN:00590156

Ashok Kumar Shah
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,
The Members
NPR FINANCE LIMITED
CIN: L65921WB1989PLC047091
6th Floor, Unit No.611, Adventz Infinity@5,
Street No.18, BN-Block, Sector-V,
Bidhannagar, Kolkata-700 091

I have examined the relevant registers, records, forms, returns and the disclosures received from the Directors of NPR Finance Limited, having CIN L65921WB1989PLC047091 and registered office at 6th Floor, Unit No.611, Adventz Infinity@5, Street No.18, BN-Block, Sector-V, Bidhannagar, Kolkata-700 091 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026, 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 Directors	DIN	Date of appointment in Company
1	Pawan Kumar Todi	00590156	01/11/1994
2	Rishi Todi	00590337	09/02/2022
3	Ashok Kumar Singhania	00589725	12/08/2024
4	Sarika Mehra	06935192	28/07/2014
5	Ashok Dhirajlal Kanakia	00738955	14/02/2019

Ensuring the eligibility of 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.

CS Niaz Ahmed
Company Secretary in practice
M.No.:F9432
C.P. No: 5965
Peer Review Regn No. 4051/2023
UDIN: F009432H001094230

Date : 12th August, 2026
Place : Kolkata



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Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct.

I confirm that the Company has in respect of the financial year ended 31st March, 2026, received from the senior management team of the Company and the Members of the Board of Directors, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the officers/personnel of the Company who are members of its core management team excluding Board of Directors and this shall comprise all members of management one level below the executive directors, including all functional heads.

Place: Kolkata
Date : 12.08.2026

For NPR Finance Ltd
Pawan Kumar Todi
Managing Director
DIN-00590156

INDEPENDENT AUDITOR'S REPORT

To the members of NPR Finance Limited

Report on the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of NPR Finance Limited which comprise the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the IND AS Financial Statements, including, a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the IND AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act 2013 ("The Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the IND AS and the relevant Circulars, Guidelines and Directions issued by the Reserve Bank of India ("RBI") from time to time, of the state of affairs of the company as at 31st March, 2026, and its Loss (including Other Comprehensive loss), its cash flows and Changes in Equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the IND AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the IND AS 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 IND AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the IND AS financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl No	Key Audit Matter	Auditor's Response
1.	Fair Value of Unquoted Equity Investments (Other than Investments in Subsidiaries and Joint Ventures) Investment in Unquoted equity shares are measured at Fair value. The Fair value of these financial assets involved management's judgment because these securities are not traded in an active market. Since this valuation is a Level 3 type of valuation in accordance with Ind AS 113 Fair Value Measurement where one or more significant inputs to the fair value measurement is unobservable. Accordingly, this item is considered to be a Key Audit Matter due to significant judgments associated with estimating the fair value of investment.	We discussed with management the basis used in determining the fair value and evaluated the appropriateness of the valuation methodologies used by management and compared it to industry norms and the requirements in Ind AS. We confirm the adequacy of the disclosures made in the financial statements.

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

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, 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 IND AS financial statements, our responsibility is to read the other information identified above, when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Company's Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

We have nothing to report on in this regard.

Management and Board of Director's Responsibilities of the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statement that give a true and fair view of the state of affairs (financial position), profit or loss (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 Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS 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 is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting in preparation of financial statements 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 (Auditors' Report) Order 2020 ("The Order") issued by the Government of India in terms of sub section (11) of sec 143 of the Companies' Act 2013, we give in "Annexure A" on statement on the matters specified in paragraph 3 & 4 of the order to the extent applicable.
2.
 - A. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and statement of changes in equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

- e. On the basis of written representations received from the director's as on 31st March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 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 with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- B. 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:
- a) The company has disclosed the impact of pending litigations as at 31st March, 2026 on its financial position in its Financial Statements - Refer note no 31 to financial statements.
 - b) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company at the end of the year.
 - d) (i) 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;
 - (ii) The Management has represented that, to the best of its 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
 - (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause d(i) and d(ii) contain any material misstatement.
 - e) No dividend has been declared or paid during the year by the company.
 - f) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026, 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 and the audit trail has been preserved by the Company as per the statutory requirements for record retention.
- C. With respect to the matter to be included in the Auditor's Report under section 197(16) of the Act – In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in

accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit let down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us.

For Deoki Bijay & Co.
Chartered Accountants
Firm Regn No. 313105E

Place: Kolkata
Date the 30th day of May 2026

(CA. D. N. Agarwal)
Partner
Membership No. 051157
UDIN: 26051157RZVHKE4077

Annexure A to the Independent Auditors' Report on the Financial Statements of NPR Finance Limited for the year ended 31st March, 2026

(Refer to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- a) In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets:
 - A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
 - B. The Company has maintained proper records showing full particulars of Intangible Assets.
 - b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has a regular program of physical verification of its Property, Plant & Equipment by which Property, Plant & Equipment have been verified. No material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties disclosed in the Financial Statements, under investment property, are not held in the name of the company. (Refer note no. 29)
 - d) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not revalued its Property, Plant & Equipment (including Right of Use Assets if any) or Intangible Assets or both during the year.
 - e) According to the information and explanations given to us and on the basis of our examination of the records of the company, there are no proceedings initiated or pending against the company for holding any Benami Property under the provision of Benami Property Transaction Act, 1988 and Rules made thereunder.
- b)
- a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by the management were appropriate. No discrepancies were noticed on verification.
 - b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees.
- c)
- According to the information and explanation given to us and on the basis of our examination of the records of the Company, during the year the Company has granted Unsecured loans, to companies/limited liability partnerships if so:
- a) The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 and its principal business is to give loans. Accordingly, clause 3(iii)(a) of the order is not applicable.
 - b) According to the information and explanation given to us and based on the audit procedures carried on by us, we are of the opinion that the investments made

and terms and conditions of the grant of all loans are not prejudicial to the company's interest. The Company has not granted advances in the nature of loans and has not provided any guarantee and also not given any security to any party.

- c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, in respect of loans, schedule of repayment of principal and payment of interest has been stipulated. Further, the repayments or receipts are not regular in certain cases and non-performing assets being unsecured have been written off as per RBI guidelines.
- d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, in respect of loans, the company has no overdue amounts more than ninety days.
- e) The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 and its principal business is to give loans. Accordingly, clause 3(iii)(e) of the order is not applicable.
- f) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the company has granted loan to one entity which is repayable on demand without specifying any terms or period of repayment.

Name of the Party	All Parties ` in lakhs	Promoters ` in lakhs	Related Parties ` in lakhs
Aggregate of Loans/advances in the nature of loans -Repayable on demand (A)	946.61	946.61	-
-Agreement does not specify any terms or period of repayment (B)	-	-	-
Total (A+B)	946.61	946.61	-
Percentage of Loans/advances in the nature of loans to the total loans	24.22%	24.22%	-

- d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 and its principal business is to give loans. Accordingly, section 185 and 186 of the Act is not applicable.
- e) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) or the order is not applicable.
- f) According to the information and explanation given to us, the Central Government has not prescribed the maintenance of Cost records under section 148(1) of the Companies Act, 2013. Accordingly, clause 3(vi) of the order is not applicable.

- g)
- a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees State Insurance, Income Tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities and no undisputed amounts payable were in arrears as at 31st March, 2026 for a period of more than six months from the date they became payable.
 - b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no dues in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income Tax, Duty of Customs, Cess and other material statutory dues which have not been deposited by the company on account of disputes.
- h) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the company has not surrendered or disclosed any transactions previously unrecorded as income in the books of accounts, in the tax assessments under the Income Tax Act, 1961, as income during the year.
- i)
- a) In our Opinion, during the year, during the year, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
 - b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
 - c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the company has applied term loans for the purpose for which these loans were obtained.
 - d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, we report that no short-term funds have been utilised for long term purposes
 - e) The Company does not have any subsidiaries, joint ventures or associates. Accordingly, the provisions of the Clauses (3(ix)(e) & (3(ix)(f) of the Order are not applicable to the Company.
- j)
- a) The Company has not raised any money by way of initial public offer (including debt instruments) during the year. Accordingly, the provisions of the Clauses (3(x)(a) of the Order is not applicable to the Company.
 - b) The Company has not has made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, the provisions of the Clauses (3(x)(b) of the Order is not applicable to the Company
- k)
- a) Based on examination of the books and records of the company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the

Company and no material fraud on the Company has been noticed during the course of the audit

- b) According to the information and explanation given to us, no report under sub-section 12 under section 143 of the Companies Act, 2013 has been filed by the auditors in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) No whistleblower complaints were received by the company during the year
- l) According to the information and explanation given to us, the company is not a Nidhi Company. Accordingly, clause 3(xii) of the order is not applicable.
- m) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in Note No. 61 as required by the applicable Ind AS.
- n)
 - a) Based on information and explanations provided to us and our audit procedures, in our opinion, the company has an internal audit system commensurate with the size and nature of its business.
 - b) We have considered the internal audit reports of the company issued till date for the period under audit.
- o) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the company.
- p)
 - a) The company is registered under section 45-IA of the Reserve Bank of India Act, 1934. The company is a Non-Banking Financial Institution without accepting public deposits, having valid certificate of registration.
 - b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR).
 - c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the order is not applicable.
- d) According to the information and explanations provided to us during the course of audit, the group has two non-systematically important CICs. The Group does not have any systematically important CIC requiring registration.
- q) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- r) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the order is not applicable.
- s) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, and based on our examination of the evidence supporting the assumptions, nothing has

come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however state that this is not an assurance as to the future viability of the company, We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance sheet date, will get discharged by the company as and when they fall due.

- t) In our opinion and according to the information and explanations given to us, section 135 of the Companies Act, 2013 is not applicable to the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the order are not applicable.

For Deoki Bijay & Co.
Chartered Accountants
Firm Regn No. 313105E

Place: Kolkata
Date the 30th day of May 2026

(CA. D. N. Agarwal)
Partner
Membership No. 051157
UDIN: 26051157RZVHKE4077

Annexure B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NPR Finance Limited for the year ended 31st March, 2026

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

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to Financial Statements of NPR Finance Limited as of March 31, 2026 in conjunction with our audit of the Ind AS financial statements of the company for the year ended on that date.

In our opinion, the company has, in all material respects, an adequate internal financial controls system with reference to Financial Statements and such internal financial controls are operating effectively as at March 31, 2026, based on the internal control with reference to Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("The Guidance Note").

Management and Board of Director's Responsibility for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to Financial Statements based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that are operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls, 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 with reference to Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting

Company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

For Deoki Bijay & Co.
Chartered Accountants
Firm Regn No. 313105E

Place: Kolkata
Date the 30th day of May 2026

(CA. D. N. Agarwal)
Partner
Membership No. 051157
UDIN: 26051157RZVHKE4077

NPR FINANCE LTD.
BALANCE SHEET AS AT 31ST MARCH, 2026

₹ in lakhs

	Particulars	Note No.	As at 31-03-2026	As at 31-03-2025
	ASSETS			
(1)	Financial Assets			
(a)	Cash and Cash equivalents	2	10.51	16.79
(b)	Bank balance other than (a) above	3	30.00	30.00
(c)	Receivable			
	–Trade Receivables	4	7.41	1.61
(d)	Loans	5	3,908.08	3,926.74
(e)	Investments	6	526.88	701.62
(f)	Other Financial Assets	7	28.06	7.92
(2)	Non Financial assets			
(a)	Inventories	8	52.95	26.00
(b)	Current Tax Asset (Net)		30.28	60.12
(c)	Investment Property	9	432.96	432.96
(d)	Property Plant & Equipment	10	25.33	14.50
(e)	Other Intangible Assets	11	0.35	3.45
(f)	Other Non Financial Assets	12	3.02	4.34
	Total Assets		5,055.83	5,226.05
	LIABILITIES & EQUITY			
	LIABILITIES			
(1)	Financial Liabilities			
(a)	Payables			
	(I) Trade Payables			
	(i) Total Outstanding dues of micro enterprises and small enterprises; and		-	-
	(ii) Total Outstanding dues of creditors other than micro enterprises and small enterprises		-	-
	(II) Other Payables			
	(i) Total Outstanding dues of micro enterprises and small enterprises; and		-	-
	(ii) Total Outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b)	Borrowing (other than Debt Securities)	13	34.65	17.17
(c)	Deposits	14	-	45.92
(d)	Other Financial Liabilities	15	10.16	11.68
(2)	Non Financial Liabilities			
(a)	Provisions	16	24.98	52.58
(b)	Deferred Tax Liabilities (Net)		60.98	68.98
(c)	Other Non Financial Liabilities	17	15.25	21.67
(3)	Equity			
(a)	Equity Share Capital	18	599.66	599.66
(b)	Other Equity		4,310.15	4,408.39
	Total Liabilities and Equity		5,055.83	5,226.05

Significant Accounting policies followed by the Company
Accompanying Notes are an integral part of the Financial statements

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2-64

As per our report of even date

For Deoki Bijay & Co.
Chartered Accountants
Registration No : 313105E

SARIKA MEHRA
Wholtime Director
DIN:-06935192

PAWAN KUMAR TODI
Managing Director
DIN:- 00590156

D. N. Agrawal
Partner
Membership No . 051157
Dated :30th May , 2026

RITIKA VARMA
Company Secretary

ASHOK KUMAR SHAH
Chief Financial Officer

NPR FINANCE LTD.
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

₹ in lakhs

Sl. No.	Particulars	Note No.	For the year ended 31-03-2026	For the year ended 31-03-2025
	REVENUE FROM OPERATIONS			
(i)	Interest Income	19	390.54	447.87
(ii)	Recovery from Bad Debts		28.51	35.52
(iii)	Dividend income		0.08	0.04
(iv)	Fee & Commission Income	20	3.79	12.71
(v)	Sales : Shares & Securities		81.54	220.66
(I)	Total Revenue from Operation		504.46	716.80
(II)	Other Income	21	9.09	48.42
(III)	Total Income (I +II)		513.55	765.22
	Expenses			
(i)	Finance Cost	22	2.61	37.38
(ii)	Fee & Commission Expense	23	0.15	3.15
(iii)	Purchases of Stock -in-Trade	24	125.45	237.84
(iv)	Changes in inventories of finished goods, Stock-in-trade and work-in-progress	25	(26.95)	(17.70)
(v)	Employee Benefits Expenses	26	277.08	295.00
(vi)	Depreciation , amortisation & impairments	27	8.53	13.59
(vii)	Other Expenses	28	100.17	119.86
(viii)	Impairment on Financial Instrument		0.36	-
(ix)	Contingent provision for Standard Assets		-	0.31
(IV)	Total Expenses		487.40	689.43
(V)	Profit/(Loss) before Exceptional items & Tax (III-IV)		26.15	75.79
(VI)	Exceptional Items		-	-
(VII)	Profit/(Loss) before Tax (V-VI)		26.15	75.79
	Tax Expense :			
(1)	Current Tax		3.14	22.37
(2)	Deferred Tax		5.32	(5.86)
(3)	MAT Credit Entitlement		(3.14)	-
(VIII)	Total Tax Expense		5.32	16.51
(IX)	Profit/(Loss)after Tax (VII-VIII)		20.83	59.28
	Other Comprehensive Income			
	(A) (i) Items that will not be reclassified to profit or loss Remeasurement of the defined benefits plan		45.07	3.29
	(ii) Equity investments through other Comprehensive Income		(174.75)	192.22
	(iii) Income Tax relating to items that will not be reclassified to profit or loss		10.12	2.38
	Sub Total (A)		(119.56)	197.89
	(B) (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income Tax relating to items that will be reclassified to profit or loss		-	-
	Sub Total (B)		-	-
(X)	Other Comprehensive Income /(Loss) (A) + (B)		(119.56)	197.89
(XI)	Total Comprehensive Income /(Loss) (Comprising Profit/(Loss) & Other Comprehensive Income/(Loss)) (IX+X)		(98.73)	257.17
	Earning Per Equity Share			
(XII)	Basic & Diluted		0.35	0.99

Significant Accounting policies followed by the Company
Accompanying Notes are an integral part of the Financial statements

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2-64

For Deoki Bijay & Co.
Chartered Accountants
Registration No : 313105E

SARIKA MEHRA
Wholetime Director
DIN:-06935192

PAWAN KUMAR TODI
Managing Director
DIN:- 00590156

D. N. Agrawal
Partner
Membership No . 051157
Dated :30th May , 2026

RITIKA VARMA
Company Secretary
Membership No. F10291

ASHOK KUMAR SHAH
Chief Financial Officer

As per Regulation 34(2)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015

	2025-2026	2024-2025
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax and Extraordinary items	26.15	75.79
Financial Expenses	2.61	37.38
Depreciation	8.53	13.59
Profit/(Loss) on sale of Fixed Asset	(0.22)	-
Contingent provision for Standard asset	(6.05)	0.31
Expected Credit loss Provided/(Written back)	0.36	(0.12)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	31.38	126.95
Adjustments for :		
Loans	18.73	147.39
Investments	-	-
Trade Receivable	(6.24)	(0.17)
Financial Assets	(20.14)	(5.79)
Inventory	(26.95)	(17.70)
Other Non Financial assets	1.33	1.05
Trade & Other payables	-	(2.97)
Other Financial Liabilities	(0.73)	(12.25)
Other Non Financial Liabilities	(6.41)	(1.51)
Provisions	23.51	5.59
CASH GENERATED FROM OPERATIONS	14.48	240.59
Financial Expenses	(3.41)	(37.44)
Direct Taxes Paid	27.13	95.88
NET CASH FROM OPERATING ACTIVITIES (A)	38.20	299.03
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Properties Plants & Equipments	(17.00)	(2.06)
Sale of Properties Plants & Equipments	0.97	-
NET CASH FROM INVESTING ACTIVITIES (B)	(16.03)	(2.06)
C CASH FLOW FROM FINANCING ACTIVITIES		
Increase/ (Decrease) in Borrowing other than Debt securities & Deposits	(28.45)	(313.92)
(Increase)/ Decrease in Fixed Deposit with Banks	-	5.84
NET CASH FROM FINANCING ACTIVITIES (C)	(28.45)	(308.08)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(6.28)	(11.11)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	16.79	27.90
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	10.51	16.79

In terms of our report of even date

For Deoki Bijay & Co.
Chartered Accountants
Registration No : 313105E

SARIKA MEHRA
Wholetime Director
DIN:-06935192

PAWAN KUMAR TODI
Managing Director
DIN:- 00590156

D. N. Agrawal
Partner
Membership No . 051157
Dated :30th May , 2026

RITIKA VARMA
Company Secretary
Membership No. F10291

ASHOK KUMAR SHAH
Chief Financial Officer

NPR FINANCE LTD.
STATEMENT OF CHANGES IN EQUITY

₹ in lakhs

A EQUITY SHARE CAPITAL

Particulars	Amount
Balance as at 1st April, 2024	599.66
Changes in Equity Share Capital during the period	-
Balance as at 31st March, 2025	599.66
Changes in Equity Share Capital during the period	-
Balance as at 31st March, 2026	599.66

a) The Company has not made any adjustment in Equity Share Capital due to prior period errors.

₹ in lakhs

B OTHER EQUITY

Particulars	Security Premium Account	Statutory Reserves	General Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance as on 1st April, 2024	249.48	863.69	373.89	2,257.22	380.81	4,125.09
Addition	-	11.86	-	47.42	197.89	257.17
Income Tax Adjustments of earlier years	-	-	-	26.13	-	26.13
Balance as at 31st March, 2025	249.48	875.55	373.89	2,330.77	578.70	4,408.39
Addition	-	4.17	-	16.66	(119.56)	(98.73)
Income Tax Adjustments of earlier years	-	-	-	0.49	-	0.49
Balance as at 31st March, 2026	249.48	879.72	373.89	2,347.92	459.14	4,310.15

Description of nature and purpose of other Equity

- a) Security Premium Account represent Premium value of Equity Shares issued. The Reserve is utilised in accordance with the provisions of Companies Act , 2013.
- b) Statutory Reserve represents Reserve created as per Section 45IC of the Reserve Bank of India Act, 1934
- c) General Reserve represents amount appropriated from Retained Earlings.
- d) Retained Earnings represent surplus in Profit & Loss Account after apprpriations made to/from retained earnings.
- e) Other Comprehensive Income (OCI) includes Fair value gain on Equity instruments measured at Fair value through OCI and remeasurement of defined benefit plan

f) The Company has not made any adjustment in other Equity Capital due to prior period errors.

As per our report of even date

For Deoki Bijay & Co.
Chartered Accountants
Registration No : 313105E

SARIKA MEHRA
Wholetime Director
DIN:-06935192

PAWAN KUMAR TODI
Managing Director
DIN:- 00590156

D. N. Agrawal
Partner
Membership No . 051157
Dated :30th May , 2026

RITIKA VARMA
Company Secretary
Membership No. F10291

ASHOK KUMAR SHAH
Chief Financial Officer

COMPANY BACKGROUND AND MATERIAL ACCOUNTING POLICIES

COMPANY OVERVIEW:

NPR Finance Ltd. ("the Company") was initially incorporated on 22nd June, 1989, under the Companies Act, 1956, as a Private Limited Company in India. Subsequently, it was converted into a deemed Public Limited Company with effect from 19th December, 1989. The Registered Office of the Company is at: 6th Floor, South Wing, Adventz Infinity@5, Street Number 18, BN-Block, Sector-V, Bidhannagar, Kolkata-700091. The Company is a Non-systemically Important Non-Banking Financial (Non-Deposit taking Accepting or Holding) Company and is primarily engaged in the business of financing, providing loan. The equity shares of the Company are listed on the BSE Ltd.

1. MATERIAL ACCOUNTING POLICIES

1.1 Basis of preparation and presentation of Financial Statements

The financial statement of the Company has been prepared in accordance with Indian Accounting Standard (IND AS) and the provision of the Companies Act, 2013 (the Act) to the extent notified read with the Rules made hereunder. It has also followed RBI guidelines and announcements issued by the Institute of Chartered Accountants of India.

1.1.1 Presentation of True and Fair View and compliance with IND AS

Financial statements present a true and fair view of the financial position, financial performance and cash flows of the company. Presentation of true and fair view requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the Framework. The application of IND AS, with additional disclosure when necessary, is presumed to result in financial statements that present a true and fair view.

Financial statements comply with IND AS explicitly and without any reservation.

1.1.2 Going concern

The Company prepares its financial statements on a going concern basis.

1.1.3 Accrual basis of accounting

The Financial Statements have been prepared under the historical cost convention on accrual basis, except for:

- i. Certain financial assets and liabilities that are measured at fair values at the end of each reporting period; and
- ii. Defined benefit plans - plan assets are measured at fair value.

1.1.4 Materiality and aggregation

The Company presents separately each material class of similar items. It presents separately items of a dissimilar nature or function unless they are immaterial except when required by law.

1.1.5 Offsetting

The Company do not offset assets and liabilities or income and expenses, unless required or permitted by an IND AS.

1.1.6 Minimum comparative information

Except when IND AS permit or require otherwise, the company presents comparative information in respect of the preceding period for all amounts reported in the current period's financial statements. It also includes comparative information for narrative and descriptive information if it is relevant to understanding the current period's financial statements.

1.1.7 Other comprehensive income

Other Comprehensive Income comprises items of income and expenses (including reclassification adjustments) that are not recognised in profit or loss as required or permitted by IND AS. The components of other comprehensive income include: (a) changes in revaluation surplus; (b) reameasurements of defined benefit plans; gains and losses from investments in equity instruments designated at fair value.

1.2 Accounting Policies, Changes in Accounting Estimates and Errors

The preparation of financial statements in accordance with IND AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the balance sheet and statement of profit and loss. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The actual results may differ from these estimates. The Company's management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Any revision to the accounting estimates is recognized prospectively in the current and future periods.

1.2.1 Changes in accounting policies

The Company will change an accounting policy only if the change: (a) is required by an IND AS; or (b) results in the financial statements providing reliable and more relevant information about the effects of transactions, other events or conditions on the entity's financial position, financial performance or cash flows.

1.3 Events after the Reporting Period

The Company will adjust the amounts recognised in its financial statements to reflect adjusting events after the reporting period. The Company will not adjust the amounts recognised in its financial statements to reflect non-adjusting events after the reporting period. If the company declares dividends to holders of equity instruments after the reporting period, it will not recognise those dividends as a liability at the end of the reporting period. If the company receives information after the reporting period about conditions that existed at the end of the reporting period, it shall update disclosures that relate to those conditions, in the light of the new information. If non-adjusting events after the reporting period are material, non-disclosure could influence the economic decisions that users make on the basis of the financial statements. Accordingly, it will disclose the following for each material category of non-adjusting event after the reporting period:

(a) the nature of the event; and (b) an estimate of its financial effect, or a statement that such an estimate cannot be made.

1.4 Related Party Disclosures

To enable users of financial statements to form a view about the effects of related party relationships with the company, it is appropriate to disclose the related party relationship when director(s) exercise significant influence, irrespective of whether there have been transactions between the related parties.

1.5 Operating Segments

The Company discloses information to enable users of its financial statements to evaluate the nature and financial effects of the business activities in which it engages and the economic environments in which it operates.

An operating segment is a component of a company: (a) that engages in business activities from which it may earn revenues and incur expenses, (b) whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available.

The Company shall report separately information about an operating segment that meets any of the following quantitative thresholds: (a) its reported revenue, including sales to external customers is 10 per cent or more of the combined revenue of all operating segments. (b) The absolute amount of its reported profit or loss is 10 per cent or more of the greater, in absolute amount, of (i) the combined reported profit of all operating segments that did not report a loss and (ii) the combined reported loss of all operating segments that reported a loss. (c) Its assets are 10 per cent or more of the combined assets of all operating segments. Operating segments that do not meet any of the quantitative thresholds may be considered reportable, and separately disclosed, if management believes that information about the segment would be useful to users of the financial statements.

1.6 Cash Flow Statement

The statement of cash flows is reported during the period classified by operating, investing and financing activities. Cash flows from operating activities are reported using the indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows. Major classes of gross cash receipts and gross cash payments arising from investing and financing activities are reported separately. Cash flows arising from interest paid and interest and dividends received is classified as cash flows arising from operating activities.

Dividends paid are classified as cash flows from financing activities. Cash flows arising from taxes on income is separately disclosed and is classified as cash flows from operating activities unless they can be specifically identified with financing and investing activities.

1.7 Measurement of Fair Values.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Disclosure is given for assets and liabilities that are measured at fair value on a recurring or non-recurring basis in the balance sheet after initial recognition, the valuation techniques and inputs used to develop those measurements and for recurring fair value measurements using significant unobservable inputs, the effect of the measurements on profit or loss or other comprehensive income for the period.

1.8 Inventories

Inventories shall be measured at the lower of cost and net realisable value. The cost of inventories shall comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

The cost of inventories shall be assigned by using the first-in, first-out (FIFO). Same cost formula for all inventories having a similar nature and use to the entity has been used.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories is recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

1.9 Revenue Recognition

Revenue will be recognised when the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations; each party's rights regarding the goods or services to be transferred is identified; payment terms for the goods or services to be transferred is identified; the contract has commercial substance; and it is probable that the company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, company shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which company will be entitled may be less than the price stated in the contract if the consideration is variable because the company may offer the customer a price concession.

The company shall recognise revenue when it satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when the customer obtains control of that asset.

When a performance obligation is satisfied, company shall recognise as revenue the amount of the transaction price that is allocated to that performance obligation.

The company shall consider the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which company expects to be entitled in exchange for transferring promised goods or services to a customer. The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

Effective interest method: Interest revenue shall be calculated by using the effective interest method. This shall be calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for: (a) purchased or originated credit-impaired financial assets: For those financial assets, the company shall apply the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. (b) financial assets that are not purchased or originated credit-impaired financial assets but subsequently have become credit-impaired financial

assets. For those financial assets, the company shall apply the effective interest rate to the amortised cost of the financial asset in subsequent reporting periods.

A gain or loss on a financial asset or financial liability that is measured at fair value shall be recognised in profit or loss.

Dividends are recognised in profit or loss only when; (a) the company's right to receive payment of the dividend is established; (b) it is probable that the economic benefits associated with the dividend will flow to the company; and (c) The amount of the dividend can be measured reliably.

1.10 Property, Plant and Equipment (PPE)

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if: (a) it is probable that future economic benefits associated with the item will flow to the company; and (b) the cost of the item can be measured reliably. Under the recognition principle, an entity recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if the recognition criteria are met.

An item of property, plant and equipment that qualifies for recognition as an asset shall be measured at its cost. The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. After recognition as an asset, an item of property, plant and equipment shall be carried at its cost less any accumulated depreciation and any accumulated impairment losses.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item shall be depreciated separately. The depreciation charge for each period shall be recognised in profit or loss unless it is included in the carrying amount of another asset. The depreciable amount of an asset shall be allocated on a systematic basis over its useful life. The residual value and the useful life of an asset shall be reviewed at least at each financial year-end and, if expectations differ from previous estimates, the change(s) shall be accounted for as a change in an accounting estimate in accordance with IND AS 8, Accounting Policies, Changes in Accounting Estimates and Errors. The depreciation method used reflects the pattern in which the asset's future economic benefits are expected to be consumed by the entity. The depreciation method applied to an asset is reviewed at least at each financial year-end and, if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset, the method is changed to reflect the changed pattern. Such a change shall be accounted for as a change in an accounting estimate in accordance with IND AS 8.

The carrying amount of an item of property, plant and equipment is derecognised: (a) on disposal; or (b) when no future economic benefits are expected from its use or disposal. The gain or losses arising from derecognition of an item of property, plant and equipment shall be included in profit or loss when the item is derecognised.

Depreciation is recognised to write off the cost of assets less their residual values over their useful lives, using the Straight Line method.

Estimated useful lives of the assets, are in accordance with that which is prescribed in Schedule II of the Companies Act, 2013 which is as under :-

Class of assets	Useful Life
Office Premises	30 Years
Plant & Machinery	22 Years
Furniture & Fittings	10 Years
Vehicle (Motor Cycle)	10 Years
Vehicle (Car)	8 Years
Office Equipments	5 Years
Computers	3 Years

Depreciation is provided on straight line value method by adopting useful life of 30 years in the case of Building (other than Building) other than RCC Frame structure as prescribed under schedule II to the Companies Act, 2013 after retaining 5% of Original cost as residual value for Buildings.

1.11 Investment Property

Investment property shall be recognised as an asset when and only when: (a) it is probable that the future economic benefits that are associated with the investment property will flow to the company; and (b) the cost of the investment property can be measured reliably. An investment property shall be measured initially at its cost.

Transaction costs shall be included in the initial measurement. The cost of a purchased investment property comprises its purchase price and any directly attributable expenditure. After initial recognition, an entity shall measure all of its investment properties in accordance with IND AS 16's requirements for cost model, other than those that meet the criteria to be classified as held for sale (or are included in a disposal group that is classified as held for sale) in accordance with IND AS 105, Non-current Assets Held for Sale and Discontinued Operations. Investment properties that meet the criteria to be classified as held for sale (or are included in a disposal group that is classified as held for sale) shall be measured in accordance with IND AS 105. An investment property shall be derecognised (eliminated from the balance sheet) on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Gains or losses arising from the retirement or disposal of investment property shall be determined as the difference between the net disposal proceeds and the carrying amount of the asset and shall be recognised in profit or loss in the period of the retirement or disposal.

The fair value of investment property is being determined by property valuer, having recognised qualifications and experience. However if the Investment property is disposed off during the reporting period, the Sale Price not being less than valuation as per Registry office on which stamp duty is being calculated and paid off as per the Registered Sales deed is treated as fair value.

1.12 Impairment of Assets

Company shall assess at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the company shall estimate the recoverable amount of the asset. If, and only if, the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset shall be reduced to its recoverable amount. That reduction is an impairment loss. After the recognition of an impairment loss, the depreciation (amortisation) charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life.

1.13 Financial Instrument

Recognition and derecognition

The Company recognises a financial asset or a financial liability in its balance sheet when, and only when, it becomes party to the contractual provisions of the instrument. A regular way purchase or sale of financial assets shall be recognised and derecognised, as applicable, using trade date accounting or settlement date accounting.

The company will derecognise a financial asset when and only when: (a) the contractual rights to the cash flows from the financial asset expire, or (b) it transfers the financial asset as set out below and the transfer qualifies for derecognition.

- (i) An entity transfers a financial asset if, and only if, it either: (a) transfers the contractual rights to receive the cash flows of the financial asset, or (b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in an arrangement that meets the conditions.
- (ii) When the company retains the contractual rights to receive the cash flows of a financial asset (the 'original asset'), but assumes a contractual obligation to pay those cash flows to one or more entities (the 'eventual recipients'), the company treats the transaction as a transfer of a financial asset if, and only if, all of the conditions are met like: (a) The entity has no obligation to pay amounts to the eventual recipients unless it collects equivalent amounts from the original asset. Short-term advances by the company with the right of full recovery of the amount lent plus accrued interest at market rates do not violate this condition. (b) The company is prohibited by the terms of the transfer contract from selling or pledging the original asset other than as security to the eventual recipients for the obligation to pay them cash flows. (c) The company has an obligation to remit any cash flows it collects on behalf of the eventual recipients without material delay. In addition, the entity is not entitled to reinvest such cash flows, except for investments in cash or cash equivalents during the short settlement period from the collection date to the date of required remittance to the eventual recipients, and interest earned on such investments is passed to the eventual recipients.
- (iii) Whenever the company transfers a financial asset it evaluates the extent to which it retains the risks and rewards of ownership of the financial asset. In this case: (a) if the company transfers substantially all the risks and rewards of ownership of the financial asset, the company derecognises the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer. (b) If the company retains substantially all the risks and rewards of ownership of the financial asset, it will continue to recognise the financial asset. (c) If the company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, the company determines whether it has retained control of the financial asset.
In this case: (i) If the company has not retained control, it shall derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer. (ii) If the company has retained control, it shall continue to recognise the financial asset to the extent of its continuing involvement in the financial asset.

Transfers that qualify for derecognition

- (i) When the company transfers a financial asset in a transfer that qualifies for derecognition in its entirety and retains the right to service the financial asset for a fee, it recognises either a servicing asset or a servicing liability for that servicing contract. If the fee to be received is not expected to compensate the company adequately for performing the servicing, a servicing liability for the servicing obligation is recognised at its fair value. If the fee to be received is expected to be more than adequate compensation for the servicing, a servicing asset shall be recognised for the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset as stated in (iv) below.
- (ii) If, as a result of a transfer, a financial asset is derecognised in its entirety but the transfer results in the entity obtaining a new financial asset or assuming a new financial liability, or a servicing liability, the company recognises the new financial asset, financial liability or servicing liability at fair value.
- (iii) On derecognition of a financial asset in its entirety, the difference between: (a) the carrying amount (measured at the date of derecognition) and (b) the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.
- (iv) If the transferred asset is part of a larger financial asset (e.g. when the company transfers interest cash flows that are part of a debt instrument, and the part transferred qualifies for derecognition in its entirety, the previous carrying amount of the larger financial asset shall be allocated between the part that continues to be recognised and the part that is derecognised, on the basis of the relative fair values of those parts on the date of the transfer. For this purpose, a retained servicing asset shall be treated as a part that continues to be recognised. The difference between: (a) the carrying amount (measured at the date of derecognition) allocated to the part derecognised and (b) the consideration received for the part derecognised (including any new asset obtained less any new liability assumed) shall be recognised in profit or loss.

Transfers that do not qualify for derecognition

If a transfer does not result in derecognition because the entity has retained substantially all the risks and rewards of ownership of the transferred asset, the entity shall continue to recognise the transferred asset in its entirety and shall recognise a financial liability for the consideration received. In subsequent periods, the entity shall recognise any income on the transferred asset and any expense incurred on the financial liability.

Continuing involvement in transferred assets

When the company neither transfers nor retains substantially all the risks and rewards of ownership of a transferred asset, and retains control of the transferred asset, the company continues to recognise the transferred asset to the extent of its continuing involvement.

Derecognition of financial liabilities

An entity shall remove a financial liability (or a part of a financial liability) from its balance sheet when, and only when, it is extinguished—i.e. when the obligation specified in the contract is discharged or cancelled or expires.

Classification of financial assets

The Company will classify financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both: (a) the entity's business model for managing the financial assets and (b) the contractual cash flow characteristics of the financial asset.

A financial asset shall be measured at amortised cost if both of the following conditions are met: (a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and (b) 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.

Classification of financial liabilities

An entity shall classify all financial liabilities as subsequently measured at amortised cost.

1.14 Non-Performing Assets & Write-off Policy

Company has followed Reserve Bank of India Guidelines in respect of NPA provisioning applicable for Non-Systematically Important-Non Deposit Taking Non-Banking Financial Company. Apart from NPA Provision, Company has made additional Provision for impairment of Financial instruments as required under Indian Accounting standard IND-AS 36. Both the provisions taken together have been reflected in Profit & Loss Account under impairment on Financial Instrument. During the current year, all the Non-Performing assets have been written off & consequently provision made in earlier years in respect of said NPAs have been written back.

The Company's assessment of impairment loss on its loans and other assets is subject to a number of management judgments and estimates, the impacts of actions of governments and other authorities, and the responses of businesses and consumers in different industries, along with the associated impact on the global economy.

1.15 Measurement of expected credit losses

The company has measured expected credit losses of a financial instrument in a way that reflects : (a) an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes; (b) the time value of money; and (c) reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

1.16 Investments in equity instruments

At initial recognition, the company makes an irrevocable election to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument within the scope of this Standard that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IND AS103 applies. Once it makes this election, it shall recognise in profit or loss dividends from that investment.

1.17 Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 - This level includes financial assets that are measured by reference to quoted prices in active markets for identical assets or liabilities.

Level 2 - This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. price) or indirectly (i.e. derived from prices).

Level 3 - This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

1.18 Borrowing Cost

The company will capitalise borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. It recognises other borrowing costs as an expense in the period in which it incurs them. To the extent that it borrows funds specifically for the purpose of obtaining a qualifying asset, it will determine the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of those borrowings. To the extent that it borrows funds generally and uses them for the purpose of obtaining a qualifying asset, it will determine the amount of borrowing costs eligible for capitalisation by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate shall be the weighted average of the borrowing costs applicable to the borrowings of the company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs that company capitalises during a period shall not exceed the amount of borrowing costs it incurred during that period. The company will begin capitalising borrowing costs as part of the cost of a qualifying asset on the commencement date. The commencement date for capitalisation is the date when it first meets all of the following conditions: (a) it incurs expenditures for the asset; (b) it incurs borrowing costs; and (c) it undertakes activities that are necessary to prepare the asset for its intended use or sale. It will suspend capitalisation of borrowing costs during extended periods in which it suspends active development of a qualifying asset. It will cease capitalising borrowing costs when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

1.19 Provisions, Contingent Liabilities and Contingent Assets

A provision shall be recognised when:

- (a) The company has a present obligation (legal or constructive) as a result of a past event;
- (b) It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (c) A reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision shall be the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The risks and uncertainties that inevitably surround many events and circumstances shall be taken into account in reaching the best estimate of a provision. Where the effect of the time value of money is material, the amount of a provision shall be the present value of the expenditures expected to be required to settle the obligation. Provisions is reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

Unless the possibility of any outflow in settlement is remote, the company will disclose for each class of contingent liability at the end of the reporting period a brief description of the nature of the contingent liability and, where practicable:

- (a) An estimate of its financial effect,
- (b) An indication of the uncertainties relating to the amount or timing of any outflow; and
- (c) The possibility of any reimbursement.

Where an inflow of economic benefits is probable, the company will disclose a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect.

1.20 Earnings per Share

The company will calculate basic earnings per share amounts for profit or loss attributable to ordinary equity holders and, if presented, profit or loss from continuing operations attributable to those equity holders. Basic earnings per share shall be calculated by dividing profit or loss attributable to ordinary equity holders (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the period. The objective of basic earnings per share information is to provide a measure of the interests of each ordinary share in the performance of the company over the reporting period.

If the number of ordinary or potential ordinary shares outstanding increases as a result of a capitalisation, bonus issue or share split, or decreases as a result of a reverse share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. The fact that per share calculations reflect such changes in the number of shares shall be disclosed. In addition, basic and diluted earnings per share of all periods presented shall be adjusted for the effects of errors and adjustments resulting from changes in accounting policies accounted for retrospectively.

The company will present in the statement of profit and loss basic and diluted earnings per share for profit or loss from continuing operations attributable to the ordinary equity holders and for profit or loss attributable to the ordinary equity holders for the period for each class of ordinary shares that has a different right to share in profit for the period. It will present basic and diluted earnings per share with equal prominence for all periods presented. It will present basic and diluted earnings per share, even if the amounts are negative (i.e. a loss per share).

1.21 Employee Benefits

Short-term employee benefits include items such as the following, if expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related services: (a) wages, salaries and social security contributions; (b) paid leave; (c) bonuses; and (d) non-monetary benefits if any for current employees. When an employee has rendered service to the company during an accounting period, it recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service: (a) as a liability (accrued expense), after deducting any amount already paid. If the amount already paid exceeds the undiscounted amount of the benefits, it recognises that excess as an asset (prepaid expense) to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund. (b) as an expense. It will recognise the expected cost of bonus payments only when:

(a) it has a present legal or constructive obligation to make such payments as a result of past events; and (b) a reliable estimate of the obligation can be made.

A present obligation exists when, and only when, the entity has no realistic alternative but to make the payments.

Post-employment benefits include items such as the following: (a) retirement benefits (lump sum payments on retirement i.e. gratuity); and (b) other post-employment benefits, such as leave encashment, terminal benefits. Arrangements whereby company provides post-employment benefits are post-employment benefit plans. It applies this Standard to all such arrangements whether or not they involve the establishment of a separate entity to receive contributions and to pay benefits.

Post-employment benefit plans are classified as either defined contribution plans or defined benefit plans, depending on the economic substance of the plan as derived from its principal terms and conditions.

Under defined contribution plans the company's legal or constructive obligation is limited to the amount that it agrees to contribute to the fund. Thus, the amount of the post-employment benefits received by the employee is determined by the amount of contributions paid by the company (and perhaps also the employee) to a post-employment benefit plan or to an insurance company, together with investment returns arising from the contributions. In consequence, actuarial risk (that benefits will be less than expected) and investment risk (that assets invested will be insufficient to meet expected benefits) fall, in substance, on the employee. The company may pay insurance premiums to fund a postemployment benefit plan. The entity shall treat such a plan as a defined contribution plan unless the entity will have (either directly, or indirectly through the plan) a legal or constructive obligation either: (a) to pay the employee benefits directly when they fall due; or (b) to pay further amounts if the insurer does not pay all future employee benefits relating to employee service in the current and prior periods. If it retains such a legal or constructive obligation, it shall treat the plan as a defined benefit plan.

When an employee has rendered service to the company during a period, it shall recognise the contribution payable to a defined contribution plan in exchange for that service: (a) as a liability (accrued expense), after deducting any contribution already paid. If the contribution already paid exceeds the contribution due for service before the end of the reporting period, an entity shall recognise that excess as an asset (prepaid expense) to the extent that the prepayment will lead to, for example, a reduction in future payments or cash refund. (b) as an expense. When contributions to a defined contribution plan are not expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service, they shall be discounted using the discount rate.

Accounting by an entity for defined benefit plans involves the following steps: (a) determining the deficit or surplus. (b) Determining the amount of the net defined benefit liability (asset). (c) Determining amounts to be recognised in profit or loss : (i) current service cost (ii) any past service cost and gain or loss on settlement (iii) net interest on the net defined benefit liability (asset). (d) Determining the re-measurements of the net defined benefit liability (asset), to be recognised in other comprehensive income, comprising: (i) actuarial gains and losses; (ii) return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and (iii) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

The company will account not only for its legal obligation under the formal terms of a defined benefit plan, but also for any constructive obligation that arises from its informal practices. Informal

practices give rise to a constructive obligation where it has no realistic alternative but to pay employee benefits.

The company recognises the net defined benefit liability (asset) in the balance sheet. When the company has a surplus in a defined benefit plan, it shall measure the net defined benefit asset at the lower of: (a) the surplus in the defined benefit plan; and (b) the asset ceiling, determined using the discount rate.

The company uses the projected unit credit method to determine the present value of its defined benefit obligations and the related current service cost and, where applicable, past service cost.

On 21st November, 2025, the Central Government issued four separate notifications in the Official Gazette announcing implementation of four Labour Codes, viz., the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020. These four codes replace and consolidate 29 existing labour laws. Following the implementation of the four labour codes, the Central Government has pre-published the draft Rules on 31st December, 2025 under the respective Labour Codes, for public comment and the final rules are expected to be notified in due course. To ensure smooth implementation, the Ministry of Labour and Employment has also issued the Frequently Asked Questions (FAQs) on the four codes.

The four codes prescribe an inclusive definition of the term 'wages', which among other matters is relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, certain specified items forming part of remuneration are not included in the wages and these excluded items cannot exceed 50% of total remuneration. If there is an excess, then it is presumed that excess amount also forms part of wages. The four codes also introduce changes related to leave entitlement and encashment for workers. Going forward, workers' leave balance in excess of 30 days will be encashed at the end of each calendar year and workers will have a right to demand encashment for entire leave.

1.22 Income Taxes

Deferred tax assets are the amounts of income taxes recoverable in future periods in respect of: (a) deductible temporary differences; (b) the carry forward of unused tax losses; and (c) the carry forward of unused tax credits.

Current tax for current and prior periods shall, to the extent unpaid, be recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess shall be recognised as an asset.

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from: (a) the initial recognition of goodwill; or (b) the initial recognition of an asset or liability in a transaction which: (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss). Temporary differences also arise when assets are revalued and no equivalent adjustment is made for tax purposes. IND AS's permits or requires certain assets to be carried at fair value or to be revalued.

The difference between the carrying amount of a revalued asset and its tax base is a temporary difference and gives rise to a deferred tax liability or asset.

A deferred tax asset shall be recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised.

A deferred tax asset shall be recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

Current tax liabilities (assets) for the current and prior periods is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and liabilities is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. When different tax rates apply to different levels of taxable income, deferred tax assets and liabilities are measured using the average rates that are expected to apply to the taxable profit (tax loss) of the periods in which the temporary differences are expected to reverse.

Current and deferred tax is recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from a transaction or event which is recognised, in the same or a different period, outside profit or loss, either in other comprehensive income or directly in equity. Current tax and deferred tax shall be recognised outside profit or loss if the tax relates to items that are recognised, in the same or a different period, outside profit or loss. Therefore, current tax and deferred tax that relates to items that are recognised, in the same or a different period: (a) in other comprehensive income, shall be recognised in other comprehensive income (b) directly in equity, shall be recognised directly in equity.

1.23. Suit filed by the Company

During earlier years, Company had filed cases against the customers to whom loans were given. Book value of entire such Loan where cases have been filed and pending, have been written off in earlier years and the money realized against such cases is shown as income in the profit & loss account.

1.24. Critical accounting judgement and key sources of estimation uncertainties

The preparation of financial statement in conformity with IND AS requires the Company's management to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates (accounted in a prospective basis) and recognised in the period in which the estimates is revised if the revision affects only that period, or in the period of the revision and future periods of the revision affects both current and future periods.

NOTE 2 : Cash & Cash Equivalents

Particulars	As at 31-03-2026	As at 31-03-2025
Cash on Hand	3.05	0.77
Cheques on hand	1.84	5.60
Balance with Banks -On Current Account	5.62	10.42
TOTAL	10.51	16.79

NOTE 3 : Bank balance other than specified in Note 2 above

₹ in lakhs

Particulars	As at 31-03-2026	As at 31-03-2025
Deposit Account with banks for more than 1 year	30.00	30.00
Interest accrued on Fixed Deposit with banks	-	-
TOTAL	30.00	30.00

NOTE 4: Receivables

₹ in lakhs

Particulars	As at 31-03-2026	As at 31-03-2025
Trade Receivables:		
Considered good-Secured	-	-
Which have significant increase in Credit risk	-	-
Considered good -Unsecured	7.92	1.68
Which have significant increase in Credit risk	-	-
Less: Allowance for impairment loss on the above	(0.51)	(0.07)
TOTAL	7.41	1.61

1 No Trade or other Receivables are due by directors or other officers of the NBFC or any of them either severally or jointly with any other person. No trade or other Receivable are due from firms including Limited Liability Partnerships (LLPs), Private Companies in which any director is a partner or a director or a member.

2 Trade or Other receivable are non interest bearing.

3 Company has applied simplified approach for impairment allowance on Trade receivables. Expected Credit Loss has been recognised on Credit impaired Receivables.

Trade Receivable Aging Schedule

₹ in lakhs

31st March 2026						
Particulars	Less than 6 months	6 months to 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	Total
Undisputed Trade Receivable-considered good	7.92		-	-	-	7.92
Risk	-	-	-	-	-	-
Undisputed Trade Receivable-credit Impaired	-	-	-	-	-	-
Disputed Trade Receivable-considered good	-	-	-	-	-	-
Disputed Trade Receivable-which have sinificant increase in Credit Risk	-	-	-	-	-	-
Disputed Trade Receivable-credit Impaired	-	-	-	-	-	-
Total	7.92	-	-	-	-	7.92

31st March 2025						
Particulars	Less than 6 months	6 months to 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	Total
Undisputed Trade Receivable-considered good	1.68	-	-	-	-	1.68
Risk	-	-	-	-	-	-
Undisputed Trade Receivable-credit Impaired	-	-	-	-	-	-
Disputed Trade Receivable-considered good	-	-	-	-	-	-
Risk	-	-	-	-	-	-
Disputed Trade Receivable-credit Impaired	-	-	-	-	-	-
Total	1.68	-	-	-	-	1.68

NOTE 5: Loans (at Amortised Cost)

Particulars	As at 31-03-2026	As at 31-03-2025
Personal Loan	2.50	1.18
Group Loan	109.28	363.78
Loan Repayable on demand	946.61	486.21
Loans to Bodies Corporate & Other Entities*	2,849.72	3,075.68
Significant Increase in Credit risk	-	-
Total Loans - Gross	3,908.11	3,926.85
Less: Allowance for impairment loss on the above	(0.03)	(0.11)
Total Loans - Net	3,908.08	3,926.74
Of the above		
Secured by tangible assets	-	-
Unsecured	3,908.11	3,926.85
Total Loans - Gross	3,908.11	3,926.85
Less: Allowance for impairment loss on the above	(0.03)	(0.11)
Total Loans - Net	3,908.08	3,926.74
Of the above		
Loans in India	3,908.11	3,926.85
Less: Allowance for impairment loss on the above	(0.03)	(0.11)
Total Loans - Net	3,908.08	3,926.74
Of the above		
Public Sector	-	-
Others *	3,908.11	3,926.85
Less: Allowance for impairment loss on the above	(0.03)	(0.11)
Total Loans - Net	3,908.08	3,926.74

* includes loans to LLPs and, Private Limited companies

₹ in lakhs

Analysis of change in Gross carrying amount & corresponding ECL allowance in relation to loan

Particulars	Stage 1		Stage 2		Stage 3		Total	
	Term Gross Loan	Impairment loss allowance	Term Gross Loan	Impairment loss allowance	Term Gross Loan	Impairment loss allowance	Term Gross Loan	Impairment loss allowance
Balance as on 31.03.2025	3,926.85	(0.11)	-	-	-	-	3,926.85	(0.11)
Transfer during the year								
Transfer to Stage 2 from Stage 1	-	-	-	-	-	-	-	-
Transfer to Stage 3 from Stage 2	-	-	-	-	-	-	-	-
Increase in Impairment loss allowance during the year	-	-	-	-	-	-	-	-
Change in Opening credit exposure	(901.84)	0.10	-	-	-	-	(901.84)	0.10
New Credit Exposures during the year, net of repayment	883.10	(0.02)	-	-	-	-	883.10	(0.02)
Balance as on 31.03.2026	3,908.11	(0.03)	-	-	-	-	3,908.11	(0.03)

Particulars	Stage 1		Stage 2		Stage 3		Total	
	Term Gross Loan	Impairment loss allowance	Term Gross Loan	Impairment loss allowance	Term Gross Loan	Impairment loss allowance	Term Gross Loan	Impairment loss allowance
Balance as on 31.03.2024	4,074.24	(0.22)	-	-	-	-	4,074.24	(0.22)
Transfer during the year	-	-	-	-	-	-	-	-
Transfer to Stage 2 from Stage 1	-	-	-	-	-	-	-	-
Transfer to Stage 3 from Stage 2	-	-	-	-	-	-	-	-
Increase in Impairment loss allowance during the year	-	-	-	-	-	-	-	-
Change in Opening credit exposure	(1,182.67)	0.19	-	-	-	-	(1,182.67)	0.19
New Credit Exposures during the year, net of repayment	1,035.28	(0.08)	-	-	-	-	1,035.28	(0.08)
Balance as on 31.03.2025	3,926.85	(0.11)	-	-	-	-	3,926.85	(0.11)

For Financial Year 2025-26		
Type of Borrower	Amount of Loans or advance in the nature of Loan Outstanding	Percentage to the total Loans or advance in the nature of Loan
Promoters	946.61	24.22%
Directors	-	-
KMPs	-	-
Related Parties	2,268.02	58.03%

For Financial Year 2024-25		
Type of Borrower	Amount of Loans or advance in the nature of Loan Outstanding	Percentage to the total Loans or advance in the nature of Loan
Promoters	486.21	12.38%
Directors	-	-
KMPs	-	-
Related Parties	2,550.68	64.96%

NOTE 6: Investments

Particulars	As at 31-03-2026	As at 31-03-2025
At fair value designated through other Comprehensive Income As per Ind AS 107		
Equity Instruments (unquoted)		
Star Wire (India) Vidyut Pvt. Ltd. (Related Party)	156.10	357.00
Face Value No. of Shares Purchase Cost		
₹10 fully paid up 70,000 ₹ 70 Lakhs		
Ganesh Narayan Brijlal Pvt. Ltd (Related Party)	370.78	344.62
Face Value No. of Shares Purchase Cost		
₹10 fully paid up 1,53,850 ₹ 5.64 Lakhs *		
TOTAL	526.88	701.62
Of the above		
In India	526.88	701.62
Out of India	-	-

* Refer Note No. 37

NOTE 7: Other Financial Asset

Particulars	As at 31-03-2026	As at 31-03-2025
Security Deposits	2.16	2.12
Advance to Share Broker	-	4.85
Advance to Partnership Firm	25.00	-
Advance Insurance premium	0.61	-
Other Receivable	0.29	0.95
TOTAL	28.06	7.92

NOTE 8: Inventories

Particulars	As at 31-03-2026	As at 31-03-2025
Stock-in-trade (in respect of goods acquired for trading) :		
Stock of Shares & Securities	52.95	26.00
TOTAL	52.95	26.00

NOTE 9 Investment Property*

Particulars	As at 31-03-2026	As at 31-03-2025
Property held for Sale	370.90	370.90
Advance for Properties	62.06	62.06
TOTAL	432.96	432.96

*[Refer Note No. 29]

Particulars	Free hold Office Premises	Furniture & Fittngs	Office Equipment	Computer	Vehicles (Car)	Total
GROSS BLOCK AT DEEMED COST						
As at 01.04.2024	20.49	5.64	9.43	15.58	53.83	104.97
Additions	-	-	1.22	0.84	-	2.06
Deductions (sale)	20.49	-	-	-	-	20.49
As at 31.03.2025	-	5.64	10.65	16.42	53.83	86.54
DEPRECIATION						
Upto 31.03.2024	4.60	2.52	7.23	12.35	39.46	66.16
Additions	-	0.40	0.60	1.57	7.91	10.48
Deductions (sale)	4.60	-	-	-	-	4.60
Upto 31.03.2025	-	2.92	7.83	13.92	47.37	72.04
GROSS BLOCK AT COST						
As at 31.03.2025	-	5.64	10.65	16.42	53.83	86.54
Additions	-	-	-	0.30	16.70	17.00
Deduction (transfer)	-	1.65	1.56	2.19	4.23	9.63
As at 31.03.2026	-	3.99	9.09	14.53	66.30	93.91
DEPRECIATION						
Upto 31.03.2025	-	2.92	7.83	13.92	47.37	72.04
Additions	-	0.45	0.55	1.16	3.27	5.43
Deduction (transfer)	-	1.19	1.49	2.19	4.02	8.89
Upto 31.03.2026	-	2.18	6.89	12.89	46.62	68.58
CARRYING VALUE						
As at 31.03.2026	-	1.81	2.20	1.64	19.68	25.33
As at 31.03.2025	-	2.72	2.82	2.50	6.46	14.50

NOTE: 11 Other Intangible assets (owned)

Particulars	Computer Software
GROSS BLOCK AT COST	
As at 01.04.2024	15.53
Additions	-
Deductions	-
As at 31.03.2025	15.53
DEPRECIATION	
Upto 31.03.2024	8.97
Additions	3.11
Deductions	-
Upto 31.03.2025	12.08
GROSS BLOCK AT COST	
As at 31.03.2025	15.53
Additions	-
Deductions	-
As at 31.03.2026	15.53
DEPRECIATION	
Upto 31.03.2025	12.08
Additions	3.10
Deductions	-
Upto 31.03.2026	15.18
CARRYING VALUE	
As at 31.03.2026	0.35
As at 31.03.2025	3.45

NOTE 12 Other Non Financial Asset

Particulars	As at 31-03-2026	As at 31-03-2025
Advances for expenses	3.02	4.34
TOTAL	3.02	4.34

NOTE 13: Borrowings other than debt securities

Particulars	As at 31-03-2026	As at 31-03-2025
Secured (Carried at Amortised Cost)		
From Banks (overdraft Facility)	21.00	17.17
From Banks (Term Loan)	13.65	-
Total	34.65	17.17
of the above		
In India	34.65	17.17
Out of India	-	-
Total	34.65	17.17

- a Overdraft facility is secured against Fixed Deposit with Bank and carries an interest rate of 8% per annum
b Fixed Deposit is due for renewal on 19/08/2026
c Term loan is secured against vehicle-Nexon EV Empowered Plus 45 with Bank of Baroda and carries an interest rate of 8.15% per annum . The first EMI was paid on 04/10/2025 and last EMI will be paid on 04/07/2032.
d No guarantee has been provided by any of the Director in respect of aforesaid Overdraft Facility and Term Loan.
e The Company has used the Borrowings from banks for the purpose for which it was taken .

NOTE 14: Deposits

Particulars	As at 31-03-2026	As at 31-03-2025
Carried at Amortised Cost		
Unsecured		
Inter Corporate Deposits*	-	45.92
Total	-	45.92

*For related Party refer Note No. 61

NOTE 15: Other Financial Liabilities

Particulars	As at 31-03-2026	As at 31-03-2025
Advance Insurance Premium	1.33	1.26
Advance from Customers	0.89	1.77
Cheques issued but not presented	0.64	1.36
Other Financial Liabilities	7.30	7.29
Total	10.16	11.68

NOTE 16: Provisions

Particulars	As at 31-03-2026	As at 31-03-2025
Provision for Employee Benefits		
For Gratuity	9.17	31.01
For Leave Encashment	8.91	8.62
Other Provisions		
For Contingent Provision Against Standard Asset	6.90	12.95
Total	24.98	52.58

NOTE 17: Other Non Financial Liabilities

Particulars	As at 31-03-2026	As at 31-03-2025
EPF Payable	1.40	1.75
ESI Payable	0.16	0.23
Goods & Service tax (Net)	0.15	0.17
Liabilities for expenses	11.87	17.04
Professional Tax	0.04	0.05
Tax Deducted at Source	1.63	2.43
Total	15.25	21.67

NOTE 18: Equity Share Capital

₹ in lakhs

Particulars	As at 31-03-2026	As at 31-03-2025
Authorised 70,00,000 Equity share of ₹ 10 each (Previous Year 70,00,000 Equity Shares of ₹ 10 each)	700.00 700.00	700.00 700.00
Issued & Subscribed 59,89,600 Equity share of ₹ 10 each fully paid up (Previous Year 59,89,600 Equity Shares of ₹ 10 each fully paid up)	598.96 598.96	598.96 598.96
Fully Paid up 59,89,600 Equity share of ₹ 10 each fully paid up (Previous Year 59,89,600 Equity Shares of ₹ 10 each fully paid up) Add : Equity Share Forfeited (paid up)	598.96 0.70	598.96 0.70
TOTAL	599.66	599.66

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31-03-2026	As at 31-03-2025
At the beginning of the year	5,989,600	5,989,600
Add: Issue of shares during the year	-	-
At the end of the year	5,989,600	5,989,600

- a) There has been no change/ movements in number of shares outstanding at the beginning and at the end of the reporting period.
- b) The company has only one class of issued shares i.e Ordinary Shares having par value of ₹ 10/- per share. Each holder of Ordinary Shares is entitled to One vote per share and equal right for dividend. The dividend if declared by the Board of Directors is subject to the approval of shareholders in ensuing Annual General Meeting , except in case of interim dividend. In the event of liquidation , the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their Shareholding.
- c) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date : NIL
- d) The Company does not have any Holding Company/ ultimate Holding Company .
- e) Details of Shareholders holding more than 5% Shares in the Company.

Ordinary Shares of ₹ 10/- each fully paid

Particulars	As on 31/03/2026		As on 31/03/2025	
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
Rani Leasings & Finance Private Limited	1,322,845	22.09	1,322,845	22.09
Pawan Kumar Todi	988,710	16.51	988,710	16.51
Rishi Todi	655,552	10.95	655,552	10.95

f) Shares held by Promoters

Name of the Shareholder	As on 31/03/2026		As on 31/03/2025		% of change during the year
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding	
RANI LEASINGS & FINANCE PRIVATE LIMITED*	1,322,845	22.09	1,322,845	22.09	-
PAWAN KUMAR TODI	988,710	16.51	988,710	16.51	-
RISHI TODI	655,552	10.95	655,552	10.95	-
VARUN TODI	241,510	4.03	241,510	4.03	-
PRİYASHI CONSTRUCTION PRIVATE LIMITED	204,709	3.42	204,709	3.42	-
NANDLAL TODI	146,388	2.44	146,388	2.44	-
PAWAN KUMAR RAJ KUMAR TODI HUF	100,250	1.67	100,250	1.67	-
PAWAN KUMAR TODI HUF	74,400	1.24	74,400	1.24	-
RANINAGAR PAPER & BOARD PRIVATE LIMITED	61,800	1.03	61,800	1.03	-
PAWAN KUMAR NANDLAL TODI HUF	58,510	0.98	58,510	0.98	-
NANDLAL PAWAN KUMAR HUF	57,700	0.96	57,700	0.96	-
NANDLAL RAJ KUMAR TODI HUF	48,770	0.81	48,770	0.81	-
NEW AGE ENCLAVE PRIVATE LIMITED	42,851	0.72	42,851	0.72	-
SHANTI DEVI TODI	41,520	0.69	41,520	0.69	-
RENU TODI	28,600	0.48	28,600	0.48	-
TOTAL	4,074,115	68.02	4,074,115	68.02	

- g) No Ordinary Shares have been reserved for issue under option and contracts/ commitments for the sale of shares/ disinvestment as at the balance sheet date.
- h) No Shares has been allotted or bought back by the company during the period of 5 years preceeding the date at which the balance sheet is prepared.
- i) No Securities convertible into Equity/ Preference Shares issued by the company during the year.
- j) No calls are unpaid by any director or officer of the company during the year.

* Pursuant to order issued by National Company Law Tribunal dated 29th June 2022, M/s EI Investment Private Limited , M/s Silva Computech Private Limited and M/s Tamal Stationers Private Limited apart from other three entities have been amalgamed with M/s Rani Leasings & Finance Private Limited . Accordingly, shares of these three Entities have been transferred to M/s Rani Leasings & Finance Private Limited.

INTEREST INCOME

		For the year ended 31-03-2026	For the year ended 31-03-2025
NOTE 19:	Particulars		
	(Carried at Amortised Cost)		
	Interest Income from Financing activity	56.42	147.42
	Interest income on Loan to Corporate & other entities	332.02	298.47
	Interest on Deposit with Banks	2.10	1.98
	TOTAL	390.54	447.87
	Out of above		
	In India	390.54	447.87
	Out of India	-	-

FEE AND COMMISSION INCOME

		For the year ended 31-03-2026	For the year ended 31-03-2025
NOTE 20:	Particulars		
	Processing Fee	3.79	12.71
	TOTAL	3.79	12.71

OTHER INCOME

		For the year ended 31-03-2026	For the year ended 31-03-2025
NOTE 21:	Particulars		
	Interest on refund of Income Tax	2.16	48.42
	Rental Income	0.48	-
	Profit on sale of Fixed Asset	0.40	-
	Contingent provision for standard assets written back	6.05	-
	TOTAL	9.09	48.42

FINANCE COSTS

		For the year ended 31-03-2026	For the year ended 31-03-2025
NOTE 22:	Particulars		
	(Carried at Amortised Cost)		
	Interest on Borrowings :		
	Term Loans	1.33	36.49
	Overdrafts & other Borrowings	1.28	0.89
	TOTAL	2.61	37.38

FEE & COMMISSION EXPENSE

		For the year ended 31-03-2026	For the year ended 31-03-2025
NOTE 23:	Particulars		
	Commission/Brokerage	0.12	3.15
	Processing fee-Term Loan	0.03	-
	TOTAL	0.15	3.15

PURCHASE OF STOCK-IN-TRADE

		For the year ended 31-03-2026	For the year ended 31-03-2025
NOTE 24:	Particulars		
	Purchase of Shares & Securities	125.45	237.84
	TOTAL	125.45	237.84

CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

		For the year ended 31-03-2026	For the year ended 31-03-2025
NOTE 25:	Particulars		
	Inventories at the beginning of the year		
	Stock of Shares & Securities	26.00	8.30
	A	26.00	8.30
	Inventories at the end of the year		
	Stock of Shares & Securities	52.95	26.00
	B	52.95	26.00
	(Increase)/Decrease in Stocks (A-B)	(26.95)	(17.70)

EMPLOYEE BENEFITS EXPENSES

NOTE 26:	Particulars	For the year ended 31-03-2026	For the year ended 31-03-2025
	Salaries & allowances, etc		
	Directors	65.16	62.24
	Employees	192.29	204.47
	A	257.45	266.71
	Contribution to Provident Fund & other Funds		
	Directors	0.86	0.72
	Employees	11.08	13.99
	E	11.94	14.71
	Staff Welfare Expenses		
	Directors	0.01	2.91
	Employees	7.68	10.67
	C	7.69	13.58
	TOTAL (A+B+C)	277.08	295.00

DEPRECIATION , AMORTISATION EXPENSE & IMPAIREMENTS

NOTE 27:	Particulars	For the year ended 31-03-2026	For the year ended 31-03-2025
	Depreciation on tangible assets	5.43	10.48
	Depreciation on intangible assets	3.10	3.11
	TOTAL	8.53	13.59

OTHER EXPENSES

NOTE 28:	Particulars	For the year ended 31-03-2026	For the year ended 31-03-2025
	Rent	14.75	17.40
	Rates & Taxes	7.81	7.20
	Repair & Maintenance		
	- Building	0.26	0.32
	- Others	2.32	2.55
	Insurance	0.37	0.48
	Advertisement, Publicity & sales Promotion	0.87	0.53
	Travelling and Other Incidental Expenses	13.54	15.28
	Vehicle Running & Maintenance	10.46	8.91
	Printing & Stationary	1.17	1.86
	Communication Expenses	4.76	4.74
	Professional Fee Consultancy & Retainership	24.41	26.64
	Directors' sitting Fees	1.48	1.64
	<i>Auditors' remuneration :</i>		
	- For Statutory Audit	0.70	0.70
	- For Other Services	0.20	0.20
	Legal Expense	0.08	0.02
	Electricity	0.49	0.85
	Miscellaneous Expenses	2.54	3.10
	Loss on sale of Assets	0.18	-
	Bad debts & Writeoffs	13.78	27.44
	TOTAL	100.17	119.86

OTHER NOTES TO FINANCIAL STATEMENTS

29. Investment Property

Details of investment properties as on 31.03.2026 are as under:-

(₹ in lakhs)

Description of Property	Gross Carrying Value	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of company
Building at GC Avenue	355.00	Siddhartha Todi, Govind Prasad Todi HUF, Vishnu Narayan Kosh, Nandlal Shrawan Kumar Govind Prasad Todi HUF, Lok Sevak Charitable Trust, Welfare Foundation, Ajanta offset & Packaging Limited representing 18% of the total property	Property is primarily held in the name of Father's Brother of Managing Director Mr. Pawan Kumar Todi & Grand Father's Brother of Mr. Rishi Todi, Director	Since 14/05/2019 7 Years approx.	Registration is in progress
Flat at Kasba	7.64	Company	NA	Since 01/04/2024 2 Years approx.	NA
Office premises at Ahmedabad	3.53	Company	NA	Since 01/04/2024 2 Years approx.	NA
Office premises at New Delhi	4.73	Company	NA	Since 01/04/2024 2 Years approx.	NA
Land	62.06	The Society for Protection of Children In India	Not related	Since 21/12/2013 12 Years approx.	Documents required for registration are not complete to proceed for registration
Total	432.96				

Sl No. (a)	Particulars	31-Mar-26	31-Mar-25
	Profit or Loss Section :		
	(i) Current Income Tax Expense	3.14	22.37
	(ii) MAT Credit Entitlement	(3.14)	-
		-	22.37
	(ii) Deferred Tax :		
	Tax Expense on origination and reversal of temporary difference	5.32	(5.86)
	Effect of previously unrecognised Tax losses used to reduce tax Expense	-	-
		5.32	(5.86)
	Income Tax Expense reported in Profit or Loss [(i)+(ii)]	5.32	16.51
	Other Comprehensive Section		
(b)	(A) (i) Items that will not be reclassified to profit or loss in subsequent periods		
	Remeasurement of the Defined Benefits Plan	(11.72)	(0.85)
	(ii) Equity investments through Other Comprehensive Income	21.84	3.23
	Sub Total	10.12	2.38
	(B) (ii) Items that will be reclassified to profit or loss in subsequent periods	-	-
	Total (A) + (B)	10.12	2.38
	Retained Earning :		
	Current Income Tax	3.14	22.37
	MAT Credit Entitlement	(3.14)	-
	Deferred Tax as per IND AS	5.32	(5.86)
	Income Tax Expense reported in retained earning	5.32	16.51

(B) Reconciliation of Tax Expense and the accounting profit multiplied by domestic Tax Rate in India

Sl No.	Particulars	31-Mar-26	31-Mar-25
(a)	Profit/(Loss) before tax and exceptional items	26.15	75.79
(b)	Profit/(Loss) on exceptional items	-	-
(c)	Profit/(Loss) before tax	26.15	75.79
(d)	Corporate tax rate as per Income Tax Act 1961	26.00%	26.00%
(e)	Tax on Accounting profit (e)=(c)*(d)	6.80	19.71
	(i) Tax effect on non deductible expenses (i)		
	Depreciation as per Companies Act,2013	2.22	3.78
	Interest on TDS & IT Department	-	-
	Provision for gratuity	(5.68)	1.15
	Provision for Leave encashment	0.07	0.41
	Contingent provision for Standard Asset Written Back	(1.57)	-
	(i) Tax effect on non deductible expenses (i)	(4.96)	5.34
	(ii) Tax effect on exempt Income, Depreciation & unabsorbed losses & depreciation (ii)		
	Depreciation as per Income Tax Act	(2.29)	(2.54)
	Impairment on Financial Instrument written back	-	(0.02)
	(ii) Tax effect on exempt Income, Depreciation & unabsorbed losses & depreciation (ii)	(2.29)	(2.56)
(f)	Total (i)+(ii)	(7.25)	2.78
(g)	Total effect of tax adjustments (g)=(e)+(f)	(0.45)	22.49
(h)	Tax on exceptional items	-	-
(i)	Tax expense during the year (i)=(g)+(h)	(0.45)	22.49
(j)	Tax Expense recognised during the year	-	22.49
(k)	Effective tax Rate (k)=(j)/(c)	0.00%	29.67%

(C) Unrecognised deductible temporary differences for which no deferred tax asset is recognised in Balance Sheet - NIL

(D)	Deferred tax relates to the following	31-Mar-26	31-Mar-25
	Deferred Tax (asset)/Liability- for timing Difference		
	on account of Depreciation	(33.27)	(33.91)
	Business Loss C/f	(1.73)	-
	Terminal Benefit Provisions	(18.08)	(39.63)
	Subtotal	(53.08)	(73.55)
	Tax @ 26% on Deferred Tax (Asset)/Liability (A)	(13.80)	(19.12)
	Mat Credit Entitlement (B)	(9.59)	(6.39)
	Tax adjustment of Other Comprehensive Income ©	84.37	94.49
	Closing Balance (A+B+C)	60.98	68.98

* Consist of the following components

a)	Difference on net block as per Companies Act 2013 & Income Tax Act 1961	0.17	(5.94)
b)	Items disallowable u/s 43B of the Income tax Act (Terminal Benefits)	5.60	0.08
c)	Loss to be carried forward	(0.45)	0.08
	Roundoff	-	-
	Deferred tax Liability/(asset)	5.32	(5.86)

31. Contingent Liabilities:

- i. Suit Filed against the Company by customers under hypothecation contract pending are 1 in nos. amounting to ₹ 3.02 Lakhs (P.Y ₹ 3.02 lakhs).

Commitments:

The Estimated amount of Contracts remaining to be executed on capital account and not provided for is – NIL.

32. Managerial Remuneration:

Payment made to Key Managerial Personnel:

(₹ in lakhs)

Particulars	Pawan Kumar Todi (Managing Director)		Sarika Mehra (Executive Director)		Ashok Shah (Chief Financial Officer)		Ritika Varma (Company Secretary)	
	C.Y. (₹)	P.Y. (₹)	C.Y. (₹)	P.Y. (₹)	C.Y. (₹)	P.Y. (₹)	C.Y. (₹)	P.Y. (₹)
Salary & allowances	30.00	30.00	35.26	32.24	17.22	16.43	13.58	12.15

33 (a). Primary Segment: Business Segment:

- * The Company's business is organized around two business segments namely, Financial, and Real Estate. Financial activities consist of granting of Group loan under Joint Liability, Granting of loan against Hypothecation of vehicles, unsecured personal loan, Inter Corporate Deposits, Trading and investment in Shares & Securities. Accordingly the Company has provided primary segment information for these two segments as per IND AS 108.
- * There is no inter-segment transfer.
- * All the common income, expenses, assets and liabilities which are not possible to be allocated to different segments are treated as un-allocable items.

33 (b) Segment Information

The following table presents segment revenue, results, assets & liabilities in accordance with IND AS 108 as on 31.03.2020

Segment Reporting ₹ in Lakhs

Business Segment	Financing Operations		Real Estate		Consolidated Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
REVENUE						
Segment Revenue	504.46	716.80	-	-	504.46	716.80
Inter Segment Revenue	-	-	-	-	-	-
Total Revenue	504.46	716.80	-	-	504.46	716.80
RESULTS						
Segment Results	19.67	65.06	-	-	19.67	65.06
Unallocated Income (net of expenses)	-	-	-	-	9.09	48.11
Finance Cost	2.61	37.38	-	-	2.61	37.38
Exceptional items	-	-	-	-	-	-
Profit before tax	-	-	-	-	26.15	75.79
Less : Income Tax	-	-	-	-	3.14	22.37
: Deferred Tax	-	-	-	-	5.32	(5.86)
:MAT Credit Entitlement	-	-	-	-	(3.14)	-
Profit after tax	-	-	-	-	20.83	59.28
OTHER INFORMATION						
Segment Assets	4,622.87	4,796.63	432.96	429.43	5,055.83	5,226.06
Unallocated Assets	-	-	-	-	-	-
Total Assets	4,622.87	4,796.63	432.96	429.43	5,055.83	5,226.06
Segment Liabilities	144.94	205.06	1.08	-	146.02	205.06
Unallocated Liabilities	-	-	-	-	-	12.95
Total Liabilities	144.94	205.06	1.08	-	146.02	218.01
Capital Expenditure	-	-	-	-	-	-
Depreciation	8.53	13.59	-	-	8.53	13.59
Non - Cash Expenditure other than depreciation	-	-	-	-	-	-

34. Earning Per Share

Calculation of weighted Average Number of Equity Shares of ₹ 10/- each

Particulars	31.03.2026	31.03.2025
Number of shares outstanding at the beginning of the year (excluding shares forfeited)	59,89,600	59,89,600
Shares issued during the year	--	--
Number of shares outstanding at the end of the year	59,89,600	59,89,600
Net profit/ (loss) after tax available for equity shares (₹ in lakhs)	20.83	59.28
Basic and diluted Earnings per share (₹)	0.35	0.99

35. Previous Year Figures have been regrouped/Rearranged wherever necessary & all the figures are in lakhs rounded off to two decimal points. Quantitative figures wherever it appears are in absolute terms unless otherwise specifically stated.

36. Information relating to Micro and Small Enterprises (MSEs):

I) The principal amount and interest due thereon remaining unpaid to any supplier as at the end of the accounting year	
Principal	----
Interest due thereon	----
(II) The amount of interest paid by the buyer in terms of Section 16 to the Micro, Small and Medium Enterprise Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	
Principal	----
Interest due thereon	----
(III) The amount of interest due & payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprise Development Act, 2006	----
(IV) The amount of interest accrued and remaining unpaid at the end of accounting year	----
(V) The amount of further interest remaining due & payable even in the succeeding years, until such date when the interest due above are actually paid to the Small Enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprise Development Act, 2006.	----

The above particulars, as applicable, have been given in respect of MSEs. No party could be identified on the basis of information available with the Company.

The company has no long-term contracts including derivative contracts having material foreseeable losses as at 31st March 2026.

37. Financial Instruments

- i) The Company's principal financial assets include investments, loans, trade receivables, other receivables, and cash & cash equivalents that derive directly from its operations. The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations.

- a) Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, other financial instruments.

- i) Interest rate risk:

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair value of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that future cash flows of floating interest bearing investments will vary because of fluctuations in interest rates.

With all other variables held constant, the Company's profit before tax is not affected through the impact of change in interest rate of borrowings.

- ii) Foreign currency risk:

The Company does not have any foreign currency risk. Hence no sensitivity analysis is required.

- iii) Credit Risk:

Credit risk is the risk that the Company will incur a loss because its Loans and receivables fail to discharge their contractual obligations. The Company has a framework for monitoring credit quality of its Loans and receivables based on days past due monitoring at year end. Repayment by individual Loans and receivables are tracked regularly and required steps for recovery are taken through follow ups and legal recourse. Credit risk arises from loans and advances, receivables, cash and cash equivalents, and deposits with banks and financial institutions.

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's Loans and advances, receivables, cash and cash equivalents, deposits with banks and investments.

The Company measures the expected credit loss of Loans and receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

Credit risk management

Company considers probability of default upon initial recognition of asset and whether there has been any significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk Company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

Definition of Default

A default /Non Performance of a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which NBFC operates and other macro-economic factors.

Provision for expected credit losses

Company provides for expected credit loss based on following:

The Company classifies its financial assets in three stages having the following characteristics:

Stage 1 :- Unimpaired and without significant increase in credit risk since initial recognition;

Stage 2 :- a significant increase in credit risk since initial recognition ; and

Stage 3 :- Objective evidence of impairment, and are therefore considered to be credit impaired.

(₹ in lakhs)

Trade Receivables	31 st March 2026	31 st March 2025
More than Six months	-	-
Others	7.92	1.68
Total (A)	7.92	1.68
Movement in allowance for credit loss during the year was as follows:		
Opening Balance	0.07	0.09
Add: Provided during the year	-	-
Add/(Less): Reversal during the year	0.44	(0.02)
Balance as at 31 st March (B)	0.51	0.07
Net Trade receivable (A) – (B)	7.41	1.61

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. Investments primarily include investment in Securities.

b) Liquidity Risk:

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The Company's principal source of liquidity is cash and cash equivalents and the cash flow i.e. generated from operations. The Company consistently generated strong cash flows from operations which together with the available cash and cash equivalents and current investment provide adequate liquidity in short terms as well in the long term.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at:

As on 31/03/2026 ((₹ in lakhs)				
Financial Liabilities as on 31/03/2026	Carrying Amount/ Fair value as on 31/03/2026	Within 1 year	More than 1 year & upto 5 years	More than 5 years
Borrowings	34.65	22.72	11.07	0.86
Other financial liabilities	10.16	10.16		

As on 31/03/2025 ((₹ in lakhs)				
Financial Liabilities as on 31/03/2025	Carrying Amount/ Fair value as on 31/03/2025	Within 1 year	More than 1 year & upto 5 years	More than 5 years
Borrowings	17.17	17.17	-	-
Deposits(including accrued interest)	45.92	45.92	-	-
Other financial liabilities	11.68	11.68	-	-

II) Capital Management

For the purpose of Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's Capital Management is to maximize shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The company monitors capital using gearing ratio, which is Net debt divided by total capital.

(₹ in lakhs)		
Particulars	As at 31 st March 2026	As at 31 st March 2025
Gross debt (short term borrowings)	34.65	63.09
Less: Cash and cash equivalents	10.51	16.79
Net debt	24.14	46.30
Total equity	4909.81	5008.05
Total capital	4909.81	5008.05
Gearing ratio	0.49%	0.93%

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March 2026 and 31st March 2025.

III) Categories of financial instruments and fair value thereof

(₹ in lakhs)						
A) Financial assets (other than investment in subsidiaries)	As at 31 March 2026			As at 31 March 2025		
	FVTOCI	FVTPL	Amortised Cost	FVTOCI	FVTPL	Amortised Cost
Cash and cash equivalents	-	-	10.51	-	-	16.79
Bank Balance other than (a) above	-	-	30.00	-	-	30.00
Trade receivables	-	-	7.41	-	-	1.61
Loans	-	-	3908.08	-	-	3926.74
Investments	526.88	-	-	701.62	-	-
Other financial assets	-	-	28.06	-	-	7.92
Total financial assets	526.88	-	3984.06	701.62	-	3983.06

(₹ in lakhs)						
B) Financial liabilities	As at 31 st March 2026			As at 31 st March 2025		
	FVTOCI	FVTPL	Amortised Cost	FVTOCI	FVTPL	Amortised Cost
Borrowing	-	-	34.65	-	-	17.17
Deposits	-	-	-	-	-	45.92
Other financial liabilities	-	-	10.16	-	-	11.68
Total financial liabilities	-	-	44.81	-	-	74.77

IV Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Disclosures of fair value measurement hierarchy for assets and liabilities as at 31st March 2026 and 31st March 2025.

(₹ in lakhs)

Financial assets	As at 31 st March 2026				
	Carrying Value	Fair value	Level 1	Level 2	Level 3
Financial assets measured at FVTOCI					
Investments*	526.88	526.88	-	-	526.88
Financial assets measured at FVTPL					
Investments	-	-	-	-	-
Total	526.88	526.88	-	-	526.88

Financial assets	As at 31 st March 2025				
	Carrying Value	Fair value	Level 1	Level 2	Level 3
Financial assets measured at FVTOCI					
Investments*	701.62	701.62	-	-	701.62
Financial assets measured at FVTPL					
Investments	-	-	-	-	-
Total	701.62	701.62	-	-	701.62

* The investment is based on the valuation by a Registered Valuer as defined in Rule 2 of Companies(Registered Valuers and Valuation) Rules , 2017

38. The Company has assessed the impact of the changes in the new Labour Codes. The Company has determined that these changes result in an increase in gratuity obligation of Rs.13.78 Lakhs and leave encashment obligation of Rs.4.61 Lakhs. The Company has presented increase in obligation as an expense under the head "Employee Benefit Expense" in the statement of profit and loss for the year ended 31 March, 2026.

39. The Company has not revalued its property plant & equipment and Intangibles (including Right -of- Use Assets).

40. The Company has not revalued its Intangible assets.

41. The Company does not have any Capital Work In Progress (CWIP).

42. The Company does not have any intangible asset under development.

43. No proceedings are initiated or pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)

44. The Company have borrowings from banks as overdraft facility on the basis of security of current assets i.e. against Fixed Deposit and the requirement of filing returns or statements are not applicable.

45. The Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority or any other lender who has powers to declare the Company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.

46. The Company does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
47. The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
48. The Company does not have subsidiary Company. Therefore, Compliance with the number of layers is not applicable.
49. The Company has not entered into any Scheme of Arrangement which has an accounting impact on current or previous financial year.
50. The company has not traded or invested in crypto currency or Virtual currency during the year and previous Financial Year.
51. During the year 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 or entity including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall (i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of company (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or behalf of the ultimate beneficiaries. The company has not given any loans except loans to employees and made inventories in the marketable equity shares. The company has not given guarantee or provided security.
52. 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 (i) directly or indirectly lend or invest in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (ii) provide any guarantee, security to or on behalf of the (ultimate beneficiaries) or (iii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
53. The Company has no long term contracts including derivative contracts having material foreseeable losses as on 31st March, 2026 and as on 31st March 2025.
54. The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.
55. The Company does not have any unrecorded transactions that have been surrendered or disclosed as income during the year & previous year in the tax assessment under Income Tax Act, 1961.

56 As required by Accounting Standard (Ind AS-36) on 'Impairment of Assets' issued by the Institute of Chartered Accountants of India, in the opinion of the management, the net realizable value of fixed assets is in excess of the written down value and there is no significant impairment loss in the value of fixed assets appearing in this Balance Sheet requiring appropriation/adjustment in the Accounts.

57 Gratuity Plan

The following table set out the status of the Gratuity Plan as required under Ind AS 19.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation and Plan assets:

Change in Defined Benefit Obligation

Particulars	₹ in lakhs As at March 31	
	2026	2025
Obligations at year beginning	53.65	51.63
Current Service cost	1.70	2.05
Past Service cost	13.79	-
Interest cost	3.45	3.65
Benefits paid	(3.13)	(1.78)
Remeasurements - Due to Financial Assumptions	(1.49)	0.67
Remeasurements - Due to Experience Adjustments	(37.72)	(2.57)
Obligations at the year end (A)	30.25	53.65
Fair Value of Plan Assets (B)	21.08	22.64
Net Assets /(Liabilities) (B-A)	(9.17)	(31.01)

Change in fair value of plan assets

Particulars	₹ in lakhs As at March 31	
	2026	2025
Plan assets at the year beginning, at fair value	22.64	22.77
Interest Income	1.39	1.57
Employer Contributions	-	-
Benefits payment from plan assets	(3.13)	(1.78)
Remeasurements - Return on Asset (Excluding Interest Income)	0.18	0.08
Plan assets at the year end at fair value	21.08	22.64

Amount Recognised in the statement of Financial Position

Particulars	₹ in lakhs As at March 31	
	2026	2025
Defined Benefit Obligations	30.25	53.65
Fair value of Plan Assets	21.08	22.64
Net Defined Benefit Liability/(Asset)	9.17	31.01

Net Defined Benefit Liability /(Asset) Reconciliation

Particulars	₹ in lakhs As at March 31	
	2026	2025
Net Defined Benefit Liability/(Asset) at the beginning of the year	31.01	28.86
Defined Benefit Cost included in P & L	17.55	4.13
Total Remeasurement included in OCI	(39.39)	(1.98)
Employer Contributions	-	-
Net Defined Benefit Liability/(Asset) at the end of the year (Liability recognised in Balance Sheet)	9.17	31.01

Actuarial Assumptions

Discount Rate	7.36%	6.63%
Salary Escalation - First 5 Years	6.00%	6.00%
Salary Escalation - After 5 Years	6.00%	6.00%
Expected rate of return on plan assets (per annum)	7.36%	6.63%
Mortality Table	IALM (2012-14) Table Ultimate	
Disability Rate	5% of Mortality Rate	5% of Mortality Rate

Withdrawal Rates:

	Varying between 8% p.a and 1% p.a depending on duration and age of the employees.	
Retirement Age	58 Years	58 Years
Average Future Service	22.06	20.98

Components of Defined Benefit Cost

Particulars	₹ in lakhs As at March 31	
	2026	2025
Gratuity Cost for the Year		
Current Service cost	1.70	2.05
Past Service cost	13.79	-
Interest cost	3.45	3.65
Interest Income	(1.39)	(1.57)
Defined Benefit Cost included in P & L	17.55	4.13
Remeasurements - Due to Financial Assumptions	(1.49)	0.67
Remeasurements - Due to Experience Adjustments	(37.72)	(2.57)
(Return) on Plan Assets (Excluding Interest Income)	(0.18)	(0.08)
Total Remeasurements in OCI	(39.39)	(1.98)
Total Defined Benefit Cost recognized in P&L and OCI	(21.84)	2.15
Discount Rate	7.36%	6.63%
Salary Escalation Rate	6.00%	6.00%

In the actuarial valuation report of gratuity, expense recognized in Profit & Loss account has been shown at ₹ 21.84 lakhs, which is after adjusting Total Remeasurement in Other Comprehensive loss of ₹ 39.39 lakhs by the Group Gratuity Cash accumulation plan fund for the Financial Year ended 31.03.2026 as reported by LIC. The amount of ₹21.84 lakhs has been provided and accordingly has been considered in Employee Benefit Expenses

58 Leave Encashment Plan

The following table set out the status of the Leave Encashment Plan as required under Ind AS 19

Reconciliation of opening and closing balances of the present value of the defined benefit obligation and Plan assets

Particulars	₹ in lakhs As at March 31	
	2026	2025
Obligations at year beginning	8.63	8.47
Service cost	1.39	1.14
Past Service cost	4.60	-
Interest cost	0.55	0.60
Remeasurements - Due to Financial Assumptions	(0.52)	0.25
Remeasurements - Due to Experience Adjustments	(5.15)	(1.55)
Benefits paid	(0.59)	(0.28)
Obligations at the year end (A)	8.91	8.63

Amount Recognised in the statement of Financial Position

Particulars	₹ in lakhs As at March 31	
	2026	2025
Present value of defined benefit obligation	8.91	8.63
Liability recognized in the balance sheet	8.91	8.63

Net Defined Benefit Liability /(Asset) Reconciliation

Particulars	₹ in lakhs As at March 31	
	2026	2025
Net Defined Benefit Liability/(Asset) at the beginning of the year	8.63	8.47
Defined Benefit Cost included in P & L	0.87	0.44
Employer Contributions	(0.59)	(0.28)
Net Defined Benefit Liability/(Asset) at the end of the year (Liability recognised in Balance Sheet)	8.91	8.63

Assumptions

Discount rate (per annum)	7.36%	6.63%
Salary Escalation - First 5 Years	6.00%	6.00%
Salary Escalation - After 5 Years	6.00%	6.00%
Mortality Table	IALM (2012-14) Table Ultimate	
Disability Rate	5% of Mortality Rate	5% of Mortality Rate
Withdrawal Rates:	Varying between 8% p.a and 1% p.a depending on duration and age of the employees.	
Retirement Age	58 Years	58 Years
Average Future Service	19.68	19.53

Components of Defined Benefit Cost

Particulars	₹ in lakhs As at March 31	
	2026	2025
Leave Encashment cost for the year		
Service cost	1.39	1.14
Past Service cost	4.60	-
Interest cost	0.55	0.60
Defined Benefit Cost included in P & L	6.54	1.74
Remeasurements - Due to Financial Assumptions	(0.52)	0.25
Remeasurements - Due to Experience Adjustments	(5.15)	(1.55)
Total Remeasurements in OCI	(5.67)	(1.30)
Total Defined Benefit Cost recognized in P&L and OCI	0.87	0.44
Discount Rate	7.36%	6.63%
Salary Escalation Rate	6.00%	6.00%

59 Contingent Provision Against Standard Asset

As per Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025 issued by Reserve Bank of India, NBFCs are required to make general provision @ 0.25% of the outstanding standard asset . Accordingly, the company had created Contingent Provision against Standard Assets on year on year basis as per the requirement and balance for the same as on 31/03/2026 is ₹6.90 lakhs (Previous Year ₹ 12.95 Lakhs).

60 Financial Ratios

S NO.	Ratio	Numerator	Denominator	31-03-26	31-03-25	Variance
1	Tier I Capital	Tier I Capital	Risk weighted Assets	97.38%	95.05%	2.33%
2	Tier II Capital	Tier II Capital	Risk weighted Assets	0.25%	0.58%	-0.33%
3	CRAR	Tier I Capital + Tier II Capital	Risk weighted Assets	97.62%	95.63%	2.00%
4	Liquidity Coverage Ratio	Cash & Cash Equivalent +Liquid Assets*100	Financial Liabilities	23.46%	22.45%	1.01%

61 (a) NPR FINANCE LIMITED
RELATED PARTY TRANSACTIONS (RPTs) DISCLOSURE

Enterprises in respect to RPTs where Director(s) and/or Key Managerial Personnel exercises significant influence and in respect of which the transaction during the year have taken place

- 1 Ganesh Narayan Brijlal Private Limited
- 2 GNB Motors Private Limited
- 3 Indeen Bio Power Limited
- 4 New Age Enclave Private Limited
- 5 NPR Housing LLP
- 6 Purti NPR Developers LLP
- 7 Rani Leasings & Finance Private Limited
- 8 Star Wire (India) Vidyut Private Limited
- 9 Viewlink Highrise LLP

Other Related Parties

- 1 Rishi Todi

Key Managerial Personnel

- 1 Pawan Kumar Todi, Managing Director
- 2 Sarika Mehra , Executive Director
- 3 Ashok Kumar Shah, Chief Financial Officer
- 4 Ritika Varma, Company Secretary

Name of the Parties	Character	Opening Balance	Loan Given during the Year	Repayment during the Year	Gross Interest	TDS	Closing Balance	Maximum Outstanding	Minimum Outstanding
Ganesh Narayan Brijlal Pvt Ltd	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	805.14	15.00	459.10	49.16	4.92	405.28	817.64	361.04
GNB Motors Private limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	639.72	125.00	821.40	62.98	6.30	0.00	819.33	-
Indeen Bio Power Limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	593.91	-	-	55.00	5.50	643.41	643.41	593.92
NPR Housing LLP	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	268.19	80.78	-	24.71	2.47	371.21	371.21	268.19
Purti NPR Developers LLP	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	23.41	-	23.88	0.52	0.05	0.00	23.88	-
Rani Leasings & Finance Private Limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	486.21	1,025.00	605.80	45.78	4.58	946.61	946.61	17.06
Star Wire(India) Vidyut P Ltd	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	159.33	-	-	15.00	1.50	172.83	172.83	159.33
Viewlink Highrise LLP	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	60.99	1,719.43	1,119.41	15.87	1.59	675.29	1,601.50	-

RELATED PARTY TRANSACTIONS DISCLOSURE FOR LOAN TAKEN -FY 2025-2026

₹ in lakhs

Name of the Parties	Character	Opening Balance	Loan Taken during the Year	Refund during the Year	Gross Interest	TDS	Closing Balance	Maximum Outstanding	Minimum Outstanding
GNB Motors Private limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	-	98.60	98.67	0.08	0.01	0.00	98.60	-
Newage Enclave private Limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	20.92	-	21.42	0.56	0.06	0.00	20.92	20.00

RELATED PARTY TRANSACTIONS DISCLOSURE- OTHER ITEMS : 2025-2026

₹ in lakhs

Name of the Parties	Character	Nature of Transaction	Remuneration Paid	Sitting Fees Paid	Rent Paid	Advance Recoverable
Pawan Kumar Todi	Key Managerial Person	Remuneration	30.00	-	-	-
Sarika Mehra	Key Managerial Person	Remuneration*	35.26	-	-	-
Ashok Kumar Shah	Key Managerial Person	Remuneration*	17.22	-	-	-
Ritika Varma	Key Managerial Person	Remuneration*	13.58	-	-	-
Rishi Todi	Relative of Key Managerial Person	Sitting Fee	-	0.31	-	-
Ganesh Narayan Brijlal Private Limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	Rent	-	-	7.20	-
Frontline associates	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	Advance Recoverable	-	-	-	25.00

*Remuneration does not includes employer contribution to Employee Provident Fund
For Non Current Investment in Related parties, refer note no 6

Name of the Parties	Character	Opening Balance	Loan Given during the Year	Repayment during the Year	Gross Interest (Paid) / received during the Year	TDS	Closing Balance	Maximum Outstanding	Minimum Outstanding
Ganesh Narayan Brijlal Pvt Ltd	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	425.00	552.00	200.00	31.27	3.13	805.14	977.00	425.00
GNB Motors Private limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	309.56	406.80	117.32	45.19	4.52	639.71	639.72	309.56
Indeen Bio Power Limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	-	550.00	-	48.79	4.88	593.91	593.92	100.00
NPR Housing LLP	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	109.30	150.00	-	9.87	0.99	268.18	268.19	109.30
Purti Npr Developers LLP	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	130.02	150.00	262.52	6.56	0.66	23.40	167.50	17.50
Rani Leasings & Finance Private Limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	892.85	48.50	510.00	60.95	6.10	486.20	900.35	431.35
Star Wire(India) Vidyut P Ltd	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	-	150.00	-	10.37	1.04	159.33	159.33	50.00
Viewlink Highrise LLP	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	1,479.29	322.50	1,805.80	72.21	7.22	60.98	1,581.79	(4.01)

RELATED PARTY TRANSACTIONS DISCLOSURE FOR LOAN TAKEN 2024-2025

Name of the Parties	Character	Opening Balance	Loan Taken during the Year	Repayment during the Year	Gross Interest (Paid) / received during the Year	TDS	Closing Balance	Maximum Outstanding	Minimum Outstanding
Newage Enclave private Limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	-	20.00	-	1.02	0.10	20.92	20.92	20.00
Priyashi Construction Private limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	-	25.00	25.02	0.02	-	0.00	25.00	25.00

RELATED PARTY TRANSACTIONS DISCLOSURE

₹ in lakhs

Name of the Parties	Character	Nature of Transaction	Remuneration Paid	Sitting Fees Paid	Rent Paid
Pawan Kumar Todi	Key Managerial Person	Remuneration	30.00	-	-
Sarika Mehra	Key Managerial Person	Remuneration*	32.96	-	-
Ashok Kumar Shah	Key Managerial Person	Remuneration*	16.95	-	-
Ritika Varma	Key Managerial Person	Remuneration*	12.51	-	-
Rishi Todi	Relative of Key Managerial Person	Sitting Fee	-	0.38	-
Ganesh Narayan Brijlal Private Limited	Enterprise where Key Managerial Person and/or their relatives exercise significant influence	Rent	-	-	6.22

*Remuneration does not includes employer contribution to Employee Provident Fund

For Non Current Investment in Related parties, refer note no 6

Note 62 [As per Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025, issued by Reserve Bank of India vide circular no. RBI/DOR/2025-26/359 DOR. ACC.REC.NO.278/21.04.018/2025-26–November 28,2025 as amended.]

Liabilities side :

(₹ in lakhs)

1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid :	Amount Outstanding	Amount Overdue
	(a) Debentures : Secured	-	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	-	-
	(c) Term Loans	13.65	-
	(d) Inter - corporate loans and borrowing	-	-
	(e) Commercial Paper	-	-
	(f) Public Deposits*	-	-
	(g) Other Loans :	21.00	-
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid)		
	(a) In the form of Unsecured debentures	-	-
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
	(c) Other public deposits	-	-

Assets side :

3	Break - up of Loans and Advances including bills receivables [other than those included in (4) below] :	Amount outstanding
	(a) Secured	-
	(b) Unsecured	3,915.49
4	Break- up of Leased Assets and stock on hire and other assets counting towards Asset Financing activities	Amount outstanding
	(i) Lease assets including lease rentals under sundry debtors :	
	(a) Financial lease	-
	(b) Operating lease	-
	(ii) Stock on hire including hire charges under sundry debtors :	
	(a) Assets on hire	-
	(b) Repossessed Assets	-
	(iii) Other loans counting towards Asset Financing activities	
	(a) Loans where assets have been repossessed	-
	(b) Loans other than (a) above	-
5	Break - up of Investments : Current Investments :	Amount outstanding
	<u>1. Quoted :</u>	
	(i) Shares : (a) Equity	52.95
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-

<u>2. Unquoted :</u>	
(i) Shares : (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	-
<u>Long Term Investments :</u>	
<u>1. Quoted :</u>	
(i) Shares : (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	-
<u>2. Unquoted :</u>	
(i) Shares : (a) Equity	526.88
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	-

6	Borrower group - wise classification of assets financed as in (3) & (4) above.			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties			
	(a) Subsidiaries	-	-	-
7	(b) Companies in the same group	-	2,168.14	2,168.14
	(c) Other related parties	-	1,046.49	1,046.49
	2. Other than related parties	-	700.86	700.86
	Total	-	3,915.49	3,915.49
	Investor group - wise classification of all investments (current and long term) in shares and securities (Both quoted and unquoted) :			
	Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)
	1. Related Parties			
	(a) Subsidiaries			-
	(b) Companies in the same group (Unquoted)*	526.88		526.88
	(c) Other related parties			-
	2. Other than related parties (Quoted)*	56.29		52.95
	Total	583.17		579.83

* Being unquoted for related parties ₹526.88 lakhs represents Fair value as on 31/03/2026 and being quoted for other than related parties ₹ 56.29 Lakhs represents Market Value as on 31/03/2026.

8 Other Information	
Particulars	Amount
(i) Gross Non - Performing Assets	
(a) Related parties	-
(b) Other than related parties	-
(ii) Net Non - Performing Assets	
(a) Related parties	-
(b) Other than related parties	-
(iii) Assets acquired in satisfaction of debt	-

Note 63 A) Exposure

1) Exposure to real estate sector

(₹ in lakhs)

Category	As at 31-03-2026	As at 31-03-2025
i) Direct exposure		
a) Residential Mortgages – Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.	-	-
b) Commercial Real Estate – Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.).	432.96	432.96
c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures –		
i. Residential	-	-
ii. Commercial Real Estate	-	-
ii) Indirect Exposure		
Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies	-	-
Total Exposure to Real Estate Sector	432.96	432.96

2) Exposure to capital market

(₹ in lakhs)

Particulars	As at 31-03-2026	As at 31-03-2025
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	52.95	26.00
ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds	-	-
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances	-	-
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-
vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
vii) Bridge loans to companies against expected equity flows / issues	-	-
viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
ix) Financing to stockbrokers for margin trading	-	-
x) All exposures to Alternative Investment Funds:		
(i) Category I	-	-
(ii) Category II	-	-
(iii) Category III	-	-
Total exposure to capital market	52.95	26.00

3) Sectoral exposure

(₹ in lakhs)

Sectors	As at 31-03-2026			As at 31-03-2025		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-
2. Industry						
i. Power Energy	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total of Industry (i+Others)	-	-	-	-	-	-
3. Services						
i.	-	-	-	-	-	-
ii.	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total of Services (i+ii+...+Others)	-	-	-	-	-	-
4. Personal Loans						
i. Group Loan	116.75	-	0.00%	365.08	-	0.00%
Others	2.95	-	0.00%	1.56	-	0.00%
Total of Personal Loans (i+Others)	119.70	-	0.00%	366.64	-	0.00%
5. Others (Loan to Entities & Other advances)	3,796.33	-	-	3,561.89	-	-

4) Intra-group exposures

(₹ in lakhs)

Particulars	As at 31-03-2026	As at 31-03-2025
i) Total amount of intra-group exposures	3,214.63	3,036.89
ii) Total amount of top 20 intra-group exposures	3,214.63	3,036.89
iii) Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	82.09%	77.30%

5) Unhedged Foreign Currency Exposure is Nil

Related Party	Parent (as per ownership or control)		Subsidiaries		Associates/ Joint Ventures		Key Management Personnel@		Relatives of Key Management Personnel@		Others*		Total	
Items	As at 31-03-2026	As at 31-03-2025	As at 31-03-2026	As at 31-03-2025	As at 31-03-2026	As at 31-03-2025	As at 31-03-2026	As at 31-03-2025	As at 31-03-2026	As at 31-03-2025	As at 31-03-2026	As at 31-03-2025	As at 31-03-2026	As at 31-03-2025
Deposits	-	-	-	-	-	-	-	-	-	-	-	20.92	-	20.92
Maxium Outstanding for Deposits	-	-	-	-	-	-	-	-	-	-	119.52	45.92	119.52	45.92
Investments	-	-	-	-	-	-	-	-	-	-	526.88	701.62	526.88	701.62
Maximum outstanding for Investments	-	-	-	-	-	-	-	-	-	-	701.62	701.62	701.62	701.62
Interest paid	-	-	-	-	-	-	-	-	-	-	0.64	1.02	0.64	1.02
Interest received	-	-	-	-	-	-	-	-	-	-	269.02	285.23	269.02	285.23
Others :														
Remuneration	-	-	-	-	-	-	96.06	92.42	-	-	-	-	96.06	92.42
Sitting Fee	-	-	-	-	-	-	-	-	0.31	0.38	-	-	0.31	0.38
Rent paid	-	-	-	-	-	-	-	-	-	-	7.20	6.22	7.20	6.22
Loan given (Outstanding)	-	-	-	-	-	-	-	-	-	-	3,214.63	3,036.89	3,214.63	3,036.89
Maximum outstanding for loan Given	-	-	-	-	-	-	-	-	-	-	5,396.41	5,312.79	5,396.41	5,312.79
Advance given (Outstanding)	-	-	-	-	-	-	-	-	-	-	25.00	-	25.00	-

Others represent Loan given to related party entities under Others Categories, Remuneration under Key Management Personnel.

Related Party details carrying more than 5% of Total Related Party Transactions

Refer Note No. 61 In respect of following entities where transaction value exceed 5% of the total Related Party Transaction in FY 2025-2026

- 1 GNB Motors Private limited
- 2 Rani Leasings & Finance Private Limited
- 3 Viewlink Highrise LLP

Refer Note No. 61 In respect of following entities where transaction value exceed 5% of the total Related Party Transaction in FY 2024-2025

- 1 Ganesh Narayan Brijlal Pvt Ltd
- 2 GNB Motors Private limited
- 3 Indeen Bio Power Limited
- 4 NPR Housing LLP
- 5 Purti NPR Developers LLP
- 6 Star Wire(India) Vidyut P Ltd
- 7 Viewlink Highrise LLP

C) Disclosure of complaints

1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Sr. No.		Particulars	As at 31-03-2026	As at 31-03-2025
		Complaints received by the NBFC from its customers		
1		Number of complaints pending at beginning of the year	-	-
2		Number of complaints received during the year	-	-
3		Number of complaints disposed during the year	-	-
	3.1	Of which, number of complaints rejected by the NBFC	-	-
4		Number of complaints pending at the end of the year	-	-
		Maintainable complaints received by the NBFC from Office of Ombudsman	-	-
5*		Number of maintainable complaints received by the NBFC from Office of Ombudsman	-	-
	5.1	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	-	-
	5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-
	5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-
6*		Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-

2) Since there are no Complaints received, disclosure on top five grounds of Complaints received by the NBFCs from Customers are not applicable

	Particulars	As at 31st March 2026			As at 31st March 2025		
		Within 12 Months Current	After 12 Months Non Current	As at 31-03-2026	Within 12 Months Current	After 12 Months Non Current	As at 31-03-2025
	ASSETS						
(1)	Financial Assets						
(a)	Cash and Cash equivalents	10.51	-	10.51	16.79	-	16.79
(b)	Bank balance other than specified in (a) above	30.00	-	30.00	30.00	-	30.00
(c)	Receivable						
	-Trade Receivables	7.41	-	7.41	1.61	-	1.61
(d)	Loans	3,897.53	10.55	3,908.08	3,911.45	15.29	3,926.74
(e)	Investments	-	526.88	526.88	-	701.62	701.62
(f)	Other Financial Assets	25.90	2.16	28.06	5.80	2.12	7.92
(2)	Non Financial assets						
(a)	Inventory	52.95	-	52.95	26.00	-	26.00
(b)	Current Tax Asset (Net)	-	30.28	30.28	-	60.12	60.12
(c)	Investment property	-	432.96	432.96	-	432.96	432.96
(d)	Property Plant & Equipment	-	25.33	25.33	-	14.50	14.50
(e)	Other Intangible assets	0.35	-	0.35	3.11	0.34	3.45
(f)	Other Non Financial Asset	3.02	-	3.02	4.34	-	4.34
	Total Assets	4,027.67	1,028.16	5,055.83	3,999.10	1,226.95	5,226.05
	LIABILITIES & EQUITY						
(1)	Financial Liabilities						
(a)	Payables						
	(I) Trade Payables						
	(i) Total Outstanding dues of micro enterprises and small enterprises; and	-	-	-	-	-	-
	(ii) Total Outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	(II) Other Payables						
	(i) Total Outstanding dues of micro enterprises and small enterprises; and	-	-	-	-	-	-
	(ii) Total Outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
(b)	Borrowing (other than Debt Securities)	22.72	11.93	34.65	17.17	-	17.17
(c)	Deposits	-	-	-	45.92	-	45.92
(d)	Other Financial Liabilities	10.16	-	10.16	11.68	-	11.68
(2)	Non Financial Liabilities						
(a)	Provisions	1.99	22.99	24.98	21.52	31.06	52.58
(b)	Deferred Tax Liabilities (Net)	-	60.98	60.98	-	68.98	68.98
(c)	Other Non Financial Liabilities	15.25	-	15.25	21.67	-	21.67
(3)	Equity						
(a)	Equity Share Capital	-	599.66	599.66	-	599.66	599.66
(b)	Other Equity	-	4,310.15	4,310.15	-	4,408.39	4,408.39
	Total Liabilities and Equity	50.12	5,005.71	5,055.83	117.96	5,108.09	5,226.05