

Building Scale

POWERING GROWTH!



33
Years

ICL Fincorp Limited
Annual Report 2023-24

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A debt-listed company!

Post the successful completion of its first Public Issue of NCDs (Non-Convertible Debentures) in December 2023, ICL Fincorp is a debt listed company!

Building Scale. Powering Growth!

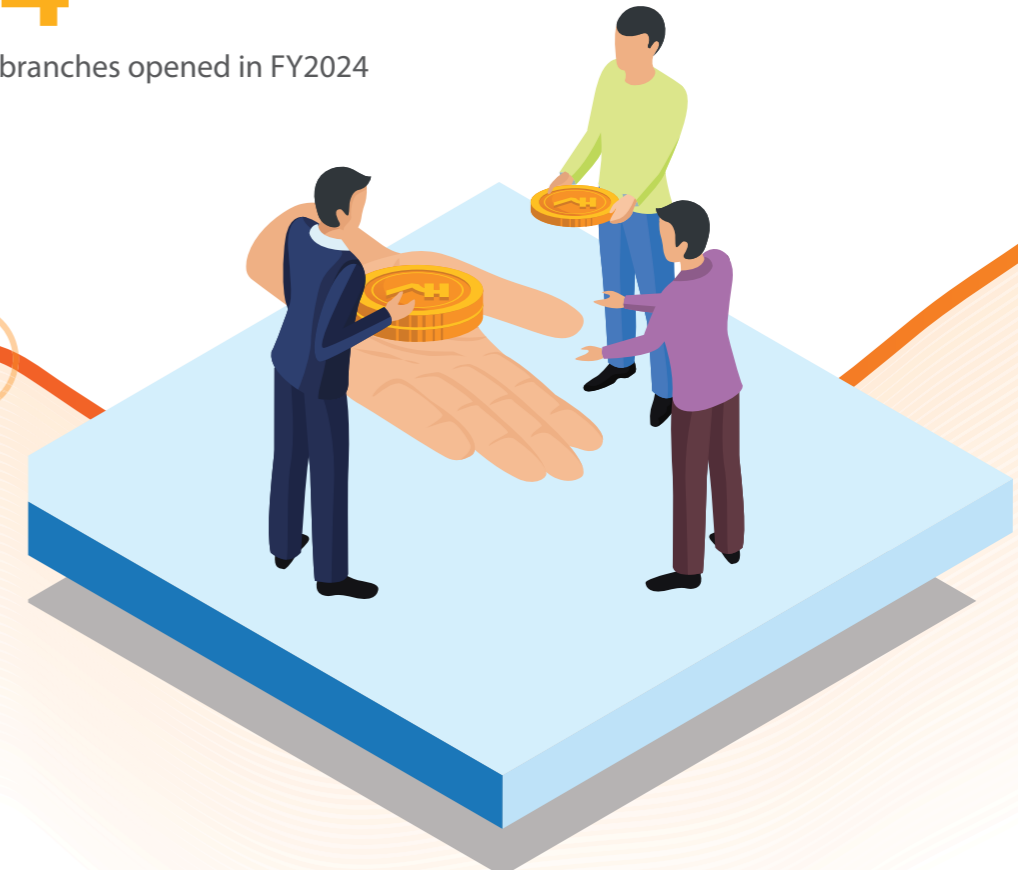
Gold loan financing may be at the heart of our operations. But the impacts of financial inclusion and social wellbeing are the soul.

We provide gold loans to hundreds of thousands of people, stimulating growth in India's various rural, semi-urban and urban areas. We have always aimed at enhancing our presence to capture the opportunities and concurrently maintain our commitment to social responsibility. We are extending financial inclusion across India in a commercially viable manner.

Anchored on the key socio-economic impacts of our business, we are committed to BuildingScaleandPoweringGrowth!

54

New branches opened in FY2024



About this Report

We are committed to transparency in information disclosure and investor communication.

Integrating material aspects into report preparation

This annual report is a cohesive document that provides our stakeholders with a holistic view of ICL Fincorp's performance, incorporating financial, operational and other organisational aspects. It goes beyond traditional financial reporting, offering a more inclusive and transparent representation of the organization's value creation and sustainability efforts.

Committed to transparency

Our report encapsulates the company's commitment to transparency, responsible business practices and long-term value creation. Governance, a cornerstone of corporate responsibility, is addressed in this report. We outline our governance focus, which reinforces the company's commitment to ethical business practices and aligns with the requirement for accountability amongst investors, regulators and other stakeholders.

Feedback and engagement

To provide feedback on this report or request further information, please e-mail to Mr. Visakh T.V., Company Secretary & Compliance Officer, at: cs@iclfincorp.com.

Forward-looking statements

The information presented in this report may include certain information on future operations and performance of the company. While these statements reflect our future expectations, several risks and uncertainties such as significant fluctuations in gold prices, unanticipated changes in regulations and other critical factors may cause actual results to differ from our expectations.



Digital access

Please access a digital copy of this report from <https://www.iclfincorp.com/investors>



Business Profile

Growth Mode On!

With a rich legacy of more than 33 years, ICL Fincorp is on a growth mode, augmenting its financial resources, enhancing its operations, expanding its branch network and aligning business priorities with social responsibility.

About Us – A Dependable Partner for our Customers

Incorporated in the year 1991, ICL is among India's fastest growing gold loan financing companies. Committed to financial inclusion and societal well-being, we strive to empower underserved communities by providing accessible gold-backed credit solutions.

With pan-India ambitions, the company's operations span the states of Kerala, Tamil Nadu, Andhra Pradesh, Karnataka, Telangana, Odisha, Gujarat and Maharashtra.

By leveraging gold as collateral, we offer quick, affordable and hassle-free loans to individuals and small businesses, fostering financial independence and economic growth. Our ability to quickly distribute loans make us a dependable partner for customers during times of financial difficulty.

The company has a strong in-house team of professionals specifically dedicated to gold appraisal, ensuring that the valuation of the customers' gold is precise, transparent and impartial. As part of our commitment to regulatory standards, the company adheres to strict KYC procedures.

With a mission to build scale, we are continuously investing in technology and extending our reach through expanding our branch network. Our unique customer-centric approach ensures transparency and trust, promoting responsible lending practices. Through our relentless efforts, we not only power organisational scale and growth but also contribute to the broader goals of financial stability and social progress.



Our Mission

Our mission is to build a customer-centric business with advanced technology, upholding high standards of corporate governance.

Our Vision

We strive to reach out to the economically weaker sections of the society and empower their dreams by making loans and other financial assistance accessible to those in rural and semi-urban areas for the nation. Through ICL, we aim to stop illegal financial establishments from preying on the vulnerable and economically backward in need of urgent funds for their dreams and wants.

Our Policy

ICL adheres to the standards set by the Reserve Bank of India in all its services and products so as to deliver results that exceed the expectations and requirements of its customers. By aiming to provide trusted assistance and building services that meet the changing demands of the public, ICL aims to uplift its customers, employees and shareholders.

Key Performance Indicators

₹ 616.65 crore

Total assets

₹ 472.18 crore

Total AUM

₹ 85.11 crore

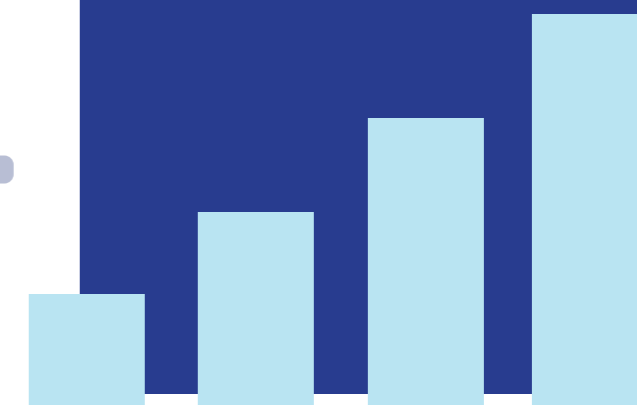
Net worth

1.33%

NPA (net)

0.73

Total debt-to-total assets



Message from the Chairman and Managing Director

GROWTH BEGINS WITH TRUST



The world of ICL Fincorp is more than just lending. It is about creating opportunity and uplifting lives. This is the biggest inspiration for us to build scale and power growth, excelling in all-round value creation.

K.G. Anilkumar,
Chairman and Managing Director

Dear Shareholders,
Thank you for being a part of ICL Fincorp Ltd!

Commitment to Financial Inclusion

We at ICL Fincorp truly believe in inclusive and all-round development.

Dr C. Rangarajan, ex-Governor of the RBI in its Financial Inclusion Report (2008) defined financial inclusion as "The process of ensuring access to financial services and timely and adequate credit where needed by vulnerable groups such as weaker sections and low-income groups at an affordable cost." Inclusive development is a critical aspect of meeting the growth aspirations of India, especially with the country aiming to become a developed nation under the Viksit Bharat 2047 mission.

Financial inclusion not only provides substantial benefits to marginalised individuals, but also plays a crucial role in fostering a more dynamic and secure financial system, thereby benefiting the society at large. In India, the primary emphasis of financial inclusion has been on integrating rural and hinterland areas into the banking system.

The challenges have been numerous, especially for banks in reaching the last-mile. It is here that registered NBFIs have picked up the mantle through their hyper-localised presence, focused geographical coverage and customer delivery strategy, inexpensive small-value transactions, appropriate products ensuring product-market fit, etc. However, the nation still has a considerable distance to cover in order to attain complete financial inclusion.

The gold loan sector of India demonstrates significant potential too when one considers that Indian households reportedly hold an astounding 25,000 tonnes of gold, valued at around Rs. 126 lakh crore. The organised gold loan market however is estimated just



Inspired by our customers and the growth potential of the sector, the year 2023-24 was about scaling the business. We established 54 new branches during the year, taking the total to 290 branches at the close of the year.

1.37x

Oversubscription of NCDs

292

Total branches

at Rs. 7.1 lakh crore, or barely 6% of the total addressable market!

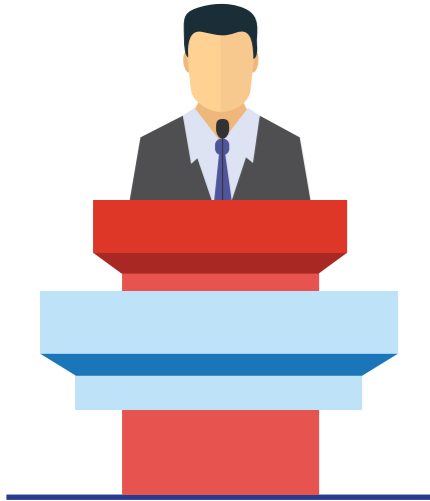
On Growth Mode

The fundamentals of the gold loan sector are strong. Sectoral competition is intense, yet there is scope for growth that we have demonstrated in our performance track record over the years. We want to be a partner in our customer's life journey and it is inspiring to see the utility of our gold loan products in meeting their needs and requirements.

Inspired by our customers and the growth potential of the sector, the year 2023-24 was about scaling the business. We established 54 new branches during the year, taking the total to 292 branches at the close of the year. The highlight here was the business being expanded into newer regions through launching 5 branches each and a regional office in Mumbai and Ahmedabad. Venturing into these markets will give us a foothold into the fast-growing western and northern regions of the country. This expansion also demonstrates our confidence in our offerings as these are established and highly competitive regions.

During the year the Company's overall performance was satisfactory, even though the bottom-line margin was low during the year which was mainly due to incurring of some major expenses and the increase in operations costs due to branch expansions. However with the consolidation of activities, the Management is confident to have a significantly higher profit margin during the current financial year.

Another major development of the year was the company successfully completing its maiden Public Issue of



There is a significant opportunity for growth, given the size of the domestic stock of gold available in the country. For the economy, it is crucial that idle gold stocks are monetised for productive purposes to the maximum extent.

our customer service standards, aligning it with operational expansion.

In this regard, we developed a new interactive and functional website during the year. The entire loan disbursement system was digitalised through electronic payment gateway directly integrated into the customer's account. The company has also had initial discussions with various software providers on better technology adoption, which will be fruitful in the coming years.

ICL has been following paperless Board meetings and Board agendas, with other supporting documents also made available to the members in online mode. The company is also aiming to make all the agreements, applications and other documents in a paperless mode via e-authentication, and took the first step in this direction by digitising the entire application/subscription process of NCDs through online application during the year.

Way Forward

Going forward, the industry's prospects are bright owing to better operating environment, stable regulations, easier liquidity, benefits of operating leverage on account of economies-of-scale and, product understanding among customers.

There is a significant opportunity for growth, given the size of the domestic stock of gold available in the country. For the economy, it is crucial that idle gold stocks are monetised for productive purposes to the maximum extent. With majority of gold holding in rural areas, gold loan financing is directly linked to financial inclusion.

ICL will continue with its expansion plans during the current financial year as well. This year, the expansion will be centered around northern and eastern India by setting up new branches in Delhi, Rajasthan and West Bengal and making further inroads into Mumbai and Ahmedabad. A total of 60 new branches are planned to be opened during this year.

Apart from the branch expansion, we also have plans to diversify our loan portfolio into various other sectors like project finance, used premium vehicle loans, microfinance, credit cards, etc. The aim here is to diversify

the business and grow as a holistic NBFC with branches all over India.

In the next five years, ICL aims to be one of the eminent NBFC aligned to statutory regulations, thus serving all classes of citizens of the country and providing quality services to them. The company has set its ambition to reach an AUM size of Rs. 5,000 crore with a 1,000+ branch network pan-India.

Business with a Cause

At ICL, we have always believed that our success is pointless unless the communities that we serve are thriving as well. Thus, we continued to serve the society under our various social responsibility initiatives and programs.

The company's pro-social efforts are always appreciated by the general public as we conduct initiatives in the true spirit, which is evident from our social activities during the year. Even though the company does not come under the statutory provisions of Corporate Social Responsibility, we have been contributing voluntarily to social welfare in various forms. For instance, we sponsored 13 children in Hyderabad, supporting them in education and livelihood. We also supported kidney transplantation with all expenses paid, including post transplantation and also supported the healthcare needs of a bedridden patient covering all his medical expenses.

Vote of Thanks

Nothing of value can ever be achieved in isolation. Whatever we have achieved till now is the result of collective work and we will continue to strengthen our team effort. I would like to take this opportunity to thank all our stakeholders for making the company what it is today and paving the way for greater achievements in the years to come.

Deepening and widening the market niche, we will expand our share of the business despite competitive forces. Our growing branch footprint, extensive operations, and customer additions enhance future business optimism. Having built strong foundations, we are scaling the business, upholding our value creation responsibility both to our customers and shareholders.

Yours sincerely,
K.G. Anilkumar

Unlocking our potential!

Prioritising economic stability, driving all-round value creation

We have always prioritised the needs of our customers, which has humbly contributed to the broader themes of institutional credit access to under/served communities, employment creation and economic value-addition. We are here to support India's growth journey towards a Viksit Bharat 2047!



5-Year Financial Performance

Total assets

(₹ crores)

2023-24	616.65
2022-23	526.1
2021-22	458.1
2020-21	386.23
2019-20	332.09

Assets under management

(₹ crores)

2023-24	472.18
2022-23	396.1
2021-22	344.19
2020-21	301.64
2019-20	250.08

Gold loan outstanding per branch (avg)

(₹ crores)

2023-24	1.62
2022-23	1.64
2021-22	1.65
2020-21	1.75
2019-20	1.54

Total revenues

(₹ crores)

2023-24	143.57
2022-23	110.89
2021-22	88.53
2020-21	75.99
2019-20	57.02

Profit after tax

(₹ crores)

2023-24	1.9
2022-23	3.13
2021-22	2.00
2020-21	1.42
2019-20	0.57

Net worth

(₹ crores)

2023-24	85.12
2022-23	81.07
2021-22	71.62
2020-21	70.65
2019-20	69.57

Capital adequacy ratio (CAR)

(%)

2023-24	14.99
2022-23	16.75
2021-22	17.14
2020-21	19.68
2019-20	20.69

Loan accounts

(Nos in lakhs)

2023-24	0.57
2022-23	0.61
2021-22	0.60
2020-21	0.53
2019-20	0.51

Branches

2023-24	292
2022-23	241
2021-22	209
2020-21	172
2019-20	162

Total employees

2023-24	1,297
2022-23	1,116
2021-22	1,037
2020-21	846
2019-20	822



Industry Scenario

Gold – A symbol of progress and prosperity

Gold is deeply wedged in the cultural and social milieu of India. It is widely regarded as a symbol of progress and prosperity as well a secure investment that offers protection against inflation. The liquidity offered by gold has made it a viable form of collateral for obtaining loans and emotional attachment linked to gold motivates borrowers to make timely loan repayments, thereby ensuring its position as a secured asset.



In India, the gold loan industry primarily involves lending money against gold jewellery that is typically owned by households. The industry is divided into two main segments: Unorganised and organised.

The unorganised segment comprises traditional gold financiers who have been a dominant part of the gold loan market. This is due to widespread presence of the unorganised market, the ability to provide loans quickly and with minimal or no paperwork, higher loan-to-value (LTV) and even loan disbursement in cash.

The organised category includes entities such as banks, cooperatives and NBFCs. Organised players benefit from features such as reduced interest rates, increased

trust levels and secure deposits for pledged gold. Although scheduled commercial banks have historically held a larger portion of the organised industry, specialised gold loan non-banking financial companies (NBFCs) have made significant inroads into the market through investment in expansion, etc. Today, NBFCs benefit from strong brand recognition, capacity to operate across both physical and online platforms, extensive network, minimal paperwork, quick disbursement, high LTV, etc.

Industry growth drivers

Easy access to gold loans

Inaccessibility of rural and lower-income groups to traditional banking products and their low credit score undermine their efforts to obtain loans through normal routes. This constraint is faced by a large segment of the population, especially those engaged in farming and rural employment. Gold loans provide a viable source of cash flow for this segment, enabling them to meet their requirements. The securitised nature of gold loans and the ability to recover the loan principal reduce the need for extensive

checks on the borrower's credit history, which is a key driver of popularity of gold loans.

High economic correlation

According to research by the World Gold Council (WGC), a 1% rise in income boosts gold demand by 1%. This correlation is a significant demand driver as rising disposable income induces gold purchases that could be unlocked for credit in the future.

Flexible lending terms

Customised offerings of gold loan products come together with additional benefits, such as quick disbursement, wide product features, etc. This focus on customisation has facilitated the rise of gold loan penetration.

Low default rates

The reason for the entry of formal lenders into the gold loan space has been the historically low rates of defaults from borrowers. Default rates are much lower compared to other traditional products offered by financial institutions, making gold loans an attractive and safe product with a high return on assets.

Gold loans – Beneficial for both borrowers and lenders

Borrowers	Lenders
<ul style="list-style-type: none"> Unlocking value of idle gold for productive purposes Highly liquid and assured source of funds during emergencies No requirement of a credit history Various loan tenures and interest rates Best value through LTV, product features, etc. 	<ul style="list-style-type: none"> Highly secured and collateralised loan High liquidity/monetizability Negligible loan loss write-off High credit security, as majority borrowers make payments before the due date Low loan tenures mitigate gold price volatility Established, mature and regulated market

Our ESG Practices



Putting ESG in action



Our commitment to responsible environmental practices, specifically related to climate change

- Paperless Board meetings and Board agendas, with supporting documents always made available in online mode.
- Aiming to make all agreements, applications and other documents in paperless mode.
- Digitised the entire application/subscription of NCDs through online application forms.
- Created employee awareness on resource conservation, environmental awareness, etc.

We believe our employees are fundamental to our success and their welfare are a priority for us.



- Upgradation of the existing HRMS platform to the newest version which will help in providing robust interface for all HR functions and operations, including employee self-service portals.
- A mobile application is being developed (as part of the upgradation), which is under process of implementation and is expected to be launched in the next financial year. The new platform will help in individual performance assessment, independent HR transactions and improving employee experiences.
- Staggered recruitment drives were conducted across the region to fill existing gaps. All new branches were sufficiently staffed before the inauguration.
- Staff Day celebration was conducted for all employees of the Kerala region.
- Conducted regional celebrations across the country for Onam, Diwali, Christmas and New Year.
- Regional training programmes were organised for new recruits and refresher training programmes for existing employees were conducted at respective regional offices at regular intervals.
- Achievers meet was conducted for employees across the country to recognise top performers in the public issue of NCDs.

We believe that good corporate governance is fundamental to the success, sustainability and legitimacy of our company.



- During the year, ICL became a debt listed entity and the provisions of SEBI (Listing Obligations and Disclosure) Regulations, 2015 became applicable. This led to overall bolstering of existing governance/compliance processes to meet the compliance requirements as per the aforesaid regulations.
- Fully digitized the process of application/ subscription to NCDs/equity shares and branches are now able to provide pre-filled application to NCD investors on subscription to company securities.
- Came under the purview of mandatory internal audit as per the provisions of Companies Act, 2013 and appointed two experienced audit firms to conduct the internal audit.
- Put forth a new interactive and functional website providing all statutory and other disclosures to provide stakeholders the requisite information.
- Registered on SCORES platform of SEBI, whereby stakeholders can raise any complaint related to investments and get a speedy resolution of the grievances, if any.
- Established a dynamic Customer Care Department headed by an official in the role of AGM; also appointed AGM-ranked official as the Principal Nodal Officer for Investor Grievances.
- Spurious gold and KYC misuse are the primary risks. Our key mitigation measures include proper training and awareness to staff, three levels of periodic and surprise audits and better technology adoption.

Our Board



Mr. K.G. Anilkumar
Chairman & Managing Director

Mr. K.G. Anilkumar is the son of veteran freedom fighter, Shri Erekaath Govindan Menon. Mr. Anilkumar has been imbued with fighting spirit by his father since childhood, which later helped him to succeed in the competitive field of financing.

Mr. Anilkumar is a passionate businessperson and with his experience and strong backing of the Directors, he established the Company in 1991. Since then, the company has been growing at a steady pace under his visionary leadership.

His vision and passion have also been instrumental in the Group venturing into real estate, chits, tours and travel business, fashion boutique and healthcare business through separate group companies.

Other Directors



Mrs. Umadevi Anilkumar
Whole-Time Director



Mr. K. K. Wilson
Director



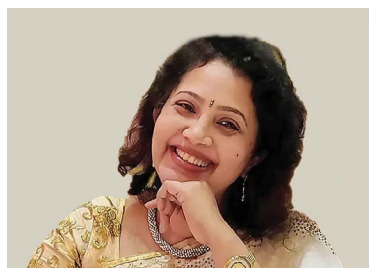
CS Shinto Stanley
Independent Director



Mr. Sreejith S. Pillai
Director



Mr. M. N. Gunavardhanan
Independent Director



Dr. Rajashree Ajith
Whole-Time Director



Mr. A. A. Balan
Independent Director

Corporate Information

DIRECTORS

K.G Anilkumar

Chairman and Managing Director

Umadevi Anilkumar

Whole Time Director & CEO

Dr. Rajashree Ajith

Whole Time Director

M.N Gunavardhanan, IAS Retd

Independent Director

Shinto Stanly

Independent Director

A.A Balan

Independent Director

Sreejith Surendran Pillai

Non - Executive Director

K.K Wilson

Non - Executive Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Visakh T.V

CHIEF FINANCIAL OFFICER

Madhavankutty T

REGISTERED OFFICE

Plot No: C308, Door No: 66/40, 4th Avenue, Ashok Nagar, Chennai, Tamil Nadu, India – 600083

CORPORATE OFFICE

Main Road, Irinjalakuda Thrissur Kerala – 680121

STATUTORY AUDITORS

M/s. Manikandan & Associates, Chartered Accountants

FRN.008520S, Krishna Arcade, Near Marathompilly Krishna Temple, KSRTC Road, Chalakudy, Thrissur, Kerala – 680307

Tel: +91 9447100504, 8606836564

Email: manikandan_ck@yahoo.com

PRACTISING COMPANY SECRETARIES

M/s. Mundhra & CO., Chennai

CS Yacob Pothumuriyil Ouseph, Ernakulam

REGISTRAR & SHARE TRANSFER AGENTS

M/s Cameo Corporate Services Limited

Subramanian Building, No. 1 Club House Road, Chennai – 600002, Tamil Nadu, India

Tel: +91 44 40020700

Fax: +91 44 28460129

Email: cameo@cameoindia.com

DEBENTURE TRUSTEE

MITCON Credentia Trusteeship Services Limited

1402/1403, Dalamal Tower, B wing 14th Floor, Free Press Journal Marg, 211 Nariman Point, Mumbai 400021, Maharashtra, India

Tel: +91 22 22828200

Email: contact@mitconcredentia.in

Website: www.mitconcredentia.com

Kunnatheri Pallathmadam Satheesan

Lakshmi prasadam, Pallath Madam, Kavil, Near Forest Check Post, Kodakara, Thrissur, Mukundapuram, Kerala, India, 680684

Phone: 8589000992

Email: icldebenturetrustee@gmail.com

Saseendran Vengalathumadom Kunju Nair

Chullikkattil Veedu, Varakkara P.O. Amballur, Thrissur, Kerala, India, 680302

Phone: 9562883174

Email: icldebenturetrustee1@gmail.com

BANKERS

- State Bank of India
- Axis Bank



CIN: U65191TN1991PLC021815
Regd. Office: Plot No: C308, Door No: 66/40, 4th Avenue, Ashok Nagar,
Chennai, Tamil Nadu, India – 600083
E-Mail ID: info@iclfincorp.com, Phone No: 0480-2828071

Notice of 33rd Annual General Meeting

Notice is hereby given that the 33rd Annual General Meeting of the members of ICL Fincorp Limited (hereinafter referred to as "the Company") will be held on Saturday, the 28th day of September, 2024 at 12.00 p.m. IST (hereinafter also referred to as "AGM") through Video Conferencing (hereinafter referred to as "VC")/Other Audio-Visual Means (hereinafter referred to as "OAVM") facility to transact following businesses:

Ordinary Businesses

1. Approval of audited standalone financial statements of the Company for the financial year ended March 31, 2024.

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

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. Approval of audited consolidated financial statements of the Company for the financial year ended March 31, 2024.

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

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the reports of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

3. Declaration of preference dividend for the financial year ended March 31, 2024.

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

"RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013, dividend at an annual rate of 15% per Redeemable Non-Convertible Cumulative Preference Shares, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024 on 2,84,000 Redeemable Non-Convertible Preference Shares of Rs.100/- (Rupees One Hundred Only) each and the said dividend be paid to the

preference shareholders of the Company, whose names appear in the list of beneficiary position provided by Depositories as on the record date and who are entitled to such dividend, out of the profits of the Company."

4. Appointment of a Director in place of Mr. K. G. Anilkumar who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. K.G. Anilkumar, Managing Director (DIN: 00766739) of the Company, who retires by rotation at the 33rd Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re - appointed as a Director of the Company, liable to retire by rotation."

5. Appointment of M/s. Mohandas & Associates, Chartered Accountants, as Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of sections 139 (1), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 3 of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to approval and recommendations of the Audit Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of M/s. Mohandas & Associates, (FRN. 002116S), Chartered Accountants, 3rd Floor, Sree Residency, Press Club Road, Thrissur, Kerala – 680001 as Statutory Auditors of the Company, in the vacancy caused by the resignation of the Statutory Auditors M/s. Manikandan & Associates, (FRN. 008520S), Chartered Accountants, to hold the office for a period of 3 years from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company, to be held in the year 2027, at a consolidated remuneration of Rs.8,75,000/- (Rupees Eight Lakh Seventy Five Thousand Only), payable in one or more instalments, exclusive of applicable taxes and

reimbursement of out-of-pocket expenses incurred thereon and on such terms and conditions, including annual increment in remuneration, as may be mutually agreed between the Auditors and the Board of Directors of the Company from time to time, as the case may be;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, Reserve Bank of India and other concerned authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolutions."

Special Businesses

6. Appointment of Dr. Rajashree Ajith as a director liable to retire by rotation

To consider and, if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution**:-

RESOLVED THAT Dr. Rajashree Ajith (DIN: 01457369), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from July 16, 2024 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 ("Act") and Article 135 of the Articles of Association of the Company and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company."

7. Appointment of Dr. Rajashree Ajith, as Whole-Time Director and Key Managerial Personnel of the Company.

To consider and, if thought fit, to pass with or without modification, the following resolution as **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), regulations issued by the Reserve Bank of India and pursuant to the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to the appointment of Dr. Rajashree Ajith (DIN: 01457369) as the Whole Time Director of the Company and designated as "Whole Time Director and Key Managerial

Personnel" of the Company on such terms and conditions as hereunder:

SN	Particulars	Description
1	Tenor of Appointment	5 years .i.e. with effect from July 16, 2024 to July 15, 2029.
2	Remuneration	Monthly remuneration of Rs. 8,33,333/- (Rupees Eight Lakhs Thirty Three Thousand Three Hundred and Thirty Three Only) payable for a period of three years effective from July 16, 2024 to July 15, 2027.
3	Perquisites	1. Accommodation 2. Office Car with Driver.

RESOLVED FURTHER THAT where in any of the Financial Years commencing from 2024-25 to 2026-27, the Company has no profits or its profits are inadequate, the Company may pay to Dr. Rajashree Ajith, the above remuneration as the minimum remuneration by way of salary, perquisites and other allowances and benefits as specified above, subject to receipt of the requisite approvals, if any.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, Reserve Bank of India and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution."

8. Appointment of Mr. M.N. Gunavardhanan, as an Independent Director of the Company.

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

"RESOLVED THAT Mr. M.N. Gunavardhanan (DIN: 02326840), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from May 30, 2024 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 ("Act") and pursuant to Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company."

RESOLVED FURTHER THAT pursuant to the provisions of

Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, regulations issued by the Reserve Bank of India and pursuant to the provisions of the Articles of Association of the Company, and other applicable laws, including any statutory modification or re-enactment thereof from time to time and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. M.N. Gunavardhanan (DIN: 02326840), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for an initial term of 5 years commencing from May 30, 2024 to May 29, 2029.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, Reserve Bank of India and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

9. Re- appointment of Mr. Shinto Stanly as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), regulations issued by the Reserve Bank of India and pursuant to the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Shinto Stanly (DIN:06534505), in respect of whom the Company has received a notice under the provisions of Section 160 of the Act, proposing his candidature for the office of the Director be and is hereby re-appointed as a Director (Independent and Non-Executive) of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years, commencing from December, 03 2024 to December, 02 2029.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps, as

may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, Reserve Bank of India and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.

10. Revision in remuneration payable to Mr. K.G. Anilkumar, Managing Director of the Company.

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 196(4), 197, 198, 203 and any other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), regulations issued by the Reserve Bank of India, and pursuant to the provisions of the Articles of Association of the Company, and pursuant to approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to pay Managerial Remuneration to Mr. K.G. Anilkumar, Managing Director of the Company, on the terms and conditions as specified herein:

SN	Particulars	Description
1	Remuneration Payable	1. Entitled to an aggregate amount of Rs.25,00,000/-per month (Rupees Twenty Five Lakhs Only) by way of salary, perquisites, allowances etc.; and 2. Entitled to a profit related commission of not exceeding 1% on the net profits of the Company for the Financial Years FY 2025 and FY 2026.
2	Period for which Remuneration is payable.	Remuneration shall be paid for the period effective from August 31, 2024 to September 30, 2026.
3	Tenure of Appointment.	5 years with effect from October 01, 2021 to September 30, 2026.

RESOLVED FURTHER THAT where in any of the Financial Years commencing from 2024-25 to 2025-26, the Company has no profits or the profits are inadequate, Mr. K.G. Anilkumar, Managing Director, shall be entitled to receive the above remuneration as the minimum remuneration;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory,

contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Reserve Bank of India and other concerned authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution."

11. Revision in remuneration payable to Ms. Umadevi Anilkumar, Whole-time Director and CEO of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:-

"**RESOLVED THAT** pursuant to the provisions of Sections 196(4), 197, 198, 203 and any other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), regulations issued by the Reserve Bank of India, and pursuant to the provisions of the Articles of Association of the Company, and pursuant to approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to pay Managerial Remuneration to Ms. Umadevi Anilkumar, Whole-time Director and CEO of the Company, on the terms and conditions as specified herein:

SN	Particulars	Description
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1	Remuneration Payable	1. Entitled to an aggregate amount of Rs.15,00,000/-per month (Rupees Fifteen Lakhs Only) by way of salary, perquisites, allowances etc.; and 2. Entitled to a profit related commission of not exceeding 1% on the net profits of the Company for the Financial Years FY 2025.
2	Period for which Remuneration is payable.	Remuneration shall be paid for the period effective from September 01, 2024 to August 30, 2025.
3	Tenure of Appointment.	5 years with effect from September 01, 2020 to August 30, 2025.

RESOLVED FURTHER THAT where in the Financial Year 2024-25, the Company has no profits or the profits are inadequate, Ms. Umadevi Anilkumar, Whole-time Director, shall be entitled to receive the above remuneration as the minimum remuneration;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Reserve Bank of India and other concerned authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution."

By order of Board of Directors,
For ICL Fincorp Limited

Sd/-
K. G. Anilkumar
Chairman and Managing Director
(DIN: 00766739)

Place: Chennai
Date: 27.08.2024

Notes & Instructions

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter also referred to as “the Act”) read with rules setting out material facts pertaining to the proposed resolutions under item nos. 6 to 11 and reasons thereof are annexed for your consideration and requisite action.
2. The Annual Report of the AGM is being sent by e-mail to all the members, whose names appear in the Register of members/ List of Beneficial Owners as furnished by the Depositories i.e. National Securities Depository Limited (hereinafter referred to as “NSDL”) and Central Depository Services (India) Limited (hereinafter referred to as “CDSL”) as at the close of business hours on Friday, August 30, 2024, and who have registered their e-mail address in respect of electronic holdings with the depository through the concerned Depository Participants and in respect of physical holding with the Company’s Registrar & Share Transfer Agent i.e. Cameo Corporate Services Limited (hereinafter referred to as “RTA”).
3. Members whose name appear on the Register of Members/List of Beneficial owners as on the cut-off (record) date i.e. Saturday, September 21, 2024 will be considered for the purpose of remote e-voting and voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on that date. A person who is not a member as on the record date should treat this Notice for information purposes only. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 23, 2024 to Saturday, September 28, 2024 (both days inclusive) for the purpose of AGM. Transfers received during book closure will be considered only after reopening of the said registers.
4. Members whose name appears on the Register of Preference Shareholders/List of Preference Shareholders as on the cut-off (record) date i.e. Saturday, September 21, 2024 will be considered for the purpose of payment of dividend for the financial year 2023-24.
5. The Board of Directors has appointed Cameo Corporate Services Limited, having office at Subramanian Building, No.1, Club House Road, Near Spencer’s Signal, Anna Salai, Chennai, Tamil Nadu - 600002, as the RTA of the Company for the share registry work (physical and electronic).
6. The Board of Directors of the Company, vide meeting held on Tuesday, August 27, 2024 has appointed Mr. K.G.Anilkumar, Chairman and Managing Director (DIN: 00766739) of the Company, as the person responsible for the entire process of AGM and e-voting.
7. The Board of Directors of the Company, vide meeting held on Tuesday, August 27, 2024 has appointed Mr. Yacob P.O., Practising Company Secretary having office at 02nd Floor, Kalarikkal Building, Karingachira, Tripunithura, Kerala – 682301 as the Scrutinizer for scrutinizing e-voting process in a fair and transparent manner.
8. The Company has issued paper notice on Wednesday, August 28, 2024, in The New Indian Express (English Newspaper) and Dinamani (Tamil Newspaper) requesting all the members to register their permanent e-mail address. It is clarified that members are required to register their e-mail address, in respect of electronic holdings with the Depositories/ Depository Participant and in respect of physical holding with the Company or RTA.
9. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
10. Pursuant to the provisions of Section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Secretarial Standard - 2 on General Meetings issued by the Institute of Companies Secretaries of India (hereinafter referred to as “ICSI”) and subject to MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has engaged CDSL as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
11. Member’s log-in to the VC platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Pursuant to the provisions of the Section 105 of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of MCA Circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form and attendance slip are not annexed to this notice.
13. In line with MCA Circulars, AGM Notice and Annual Report is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/RTA/ Depositories. The Notice calling the AGM and Annual Report has been uploaded on the website of the Company at www.iclfincorp.com. The AGM Notice and Annual Report is also disseminated on the website of CDSL i.e. www.evotingindia.com. In case a member is desirous of obtaining an e-mail of Annual Report, he/she may send an e-mail to cs@iclfincorp.com.

14. In accordance with the Secretarial Standard on General Meetings issued by the ICSI read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
15. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to csevoiting@gmail.com with a copy marked to cs@iclfincorp.com.
16. The voting period shall commence on Wednesday, September 25, 2024 at 10.00 a.m. IST and ends on Friday, September 27, 2024 at 05.00 p.m. IST. The remote e-voting facility shall be disabled by the CDSL for e-voting thereafter.
17. The Scrutinizer will submit a consolidated Scrutinizer's Report to the Chairman/Director after the completion of scrutiny on remote e-voting as well as the venue e-voting at the AGM on Monday, September 30, 2024 at 12.00 p.m. at the corporate office of the Company at Main Road, Irinjalakuda, Thrissur, Kerala – 680121 and will also be displayed on the website of the Company www.iclfincorp.com and on the website of CDSL www.evotingindia.com
18. The resolutions shall be deemed to be passed on the date of the meeting, i.e. September 28, 2024, subject to receipt of the requisite number of votes in favour of the resolutions.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@iclfincorp.com. The same will be replied by the Company suitably.
20. As per Sections 124 and 125 of the Act, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account and the underlying Equity Shares of such unpaid or unclaimed dividend, are required to be transferred to the Investor Education and Protection Fund established by the Central Government. Once the amount is so transferred, no claim shall lie against the Company in respect of dividend amount thereafter. Shareholders are requested to send their claims, if any, for the financial year 2016-17 onwards, before the amount becomes due for transfer to the above fund. For details, please refer to the Company's website, www.iclfincorp.com/iepf.
21. As per the provisions of Section 72 of the Act read with rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, members holding shares in physical form may file nomination in the prescribed form SH-13 with RTA. In respect of shares held in dematerialized form, the nomination may be filed with the respective Depository Participants.
22. Pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended securities of Unlisted Public Companies can be transferred only in dematerialised form. In view of the same and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form and for ease in portfolio management.
23. In case of joint holders, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
24. Members should notify the changes in their address immediately to the RTA of the Company/Depository Participants as the case may be. Members who are holding shares in dematerialised form are requested to keep their bank account details including IFSC and/or MICR updated with their respective Depository Participants and those members who are holding shares in physical form, by sending a request to the RTA by quoting their folio No., PAN along with cancelled cheque or other acceptable bank account proof.
25. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, bank details such as name of the bank and branch details, bank account number, MICR Code, IFSC Code, etc. to their Depository Participants, in case the shares are held by them in electronic form and to the RTA in case the shares are held by them in physical form. The process for registration of e-mail address is mentioned below:

Physical Holding	Send an e-mail to the Company at cs@iclfincorp.com along with the scanned copy of the request letter duly signed by sole/first shareholder quoting the folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN Card), Aadhar (self-attested scanned copy of Aadhar Card) for registering mobile number. or Visit web portal https://investors.cameoindia.com of RTA of the Company.
Demat Holding	Please contact your Depository Participant and register your email address in your demat account, as per the process advised.

26. In case of any queries or grievances connected with the e-voting process, members may contact the following official:
Mr. K.G. Anilkumar
Managing Director,
ICL Fincorp Limited
Main Road,
Irinjalakuda, Thrissur, Kerala – 680121
Ph: 85890 23110, E-mail: md@iclfincorp.com
27. The Instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:
- The remote e-voting period begins on Wednesday, September 25, 2024 at 10.00 a.m IST and ends on Friday, September 27, 2024 at 05.00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) ie. Saturday, September 21, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The voting rights of the members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company, as on the cut-off date ie. Saturday, September 21, 2024 Voting rights in the e-voting cannot be exercised by a proxy, though Corporate and Institutional Members shall be entitled to vote through authorized representatives with proof of their authorization. The voting right of the Equity Share is one vote per Equity Share, registered in the name of the member.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. Further, once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

- d) Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode is given below:

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
- The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://www.iclfincorp.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
 7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
 8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
- i. The voting period begins on Wednesday, September 25, 2024 at 10.00 a.m IST and ends on Friday, September 27, 2024 at 05.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, September 21, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

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

- 1) Click on "Shareholders" module.
- 2) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) Next enter the Image Verification as displayed and Click on Login.
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for

voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address: csevoting@gmail.com and to the Company at the email address viz; cs@iclfincorp.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat

account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

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

Annexure to Notice

Item No. 4: Appointment of a Director in place of Mr. K. G. Anilkumar who retires by rotation and being eligible, offers himself for re-appointment.

Disclosures under Secretarial Standard -2 issued by the Institute of Company Secretaries of India is detailed as below:

Sl. No.	Particulars	Response
01.	Name	Mr. Kuzhuppilly Govinda Menon Anilkumar
02.	Director Identification Number (DIN)	00766739
03.	Terms & Conditions of appointment	<p>Managing Director of the Company for a term of 5 consecutive years effective from October 01, 2021 to September 30, 2026.</p> <p>Existing</p> <p>Monthly remuneration of Rs.10, 00,000/- (Rupees Ten Lakhs) for a period of three years effective from 01st day of September, 2021 to 30th day of August, 2024.</p> <p>Provision of car with driver for official use will not be considered as perquisites.</p> <p>In addition to the monthly remuneration, employee related benefits like gratuity, leave encashment etc. as applicable in general may also be provided.</p> <p>Commission based on the net profits for the Financial Years commencing from 2021-2022 to 2023-2024 not exceeding 1% (one percent) of such profits, according to the performance of the Company and subject to the approval of Nomination and Remuneration Committee and Board of Directors.</p> <p>Proposed</p> <ol style="list-style-type: none"> 1. Entitled to an aggregate amount of Rs. 25,00,000/-per month (Rupees Twenty Five Lakhs Only) by way of salary, perquisites, allowances etc.; and 2. Entitled to a profit related commission of not exceeding 1% on the net profits of the Company for the Financial Years FY 2024-2025 and FY 2025-2026.
04.	Nationality	Indian
05.	Date of Birth Age	June 28, 1963 61 Years
06.	Business address (along with Phone, Fax and Email)	ICL Fincorp Limited Main Road, Irinjalakuda, Thrissur, Kerala – 680121 Mob : 8589020137. Email: md@iclfincorp.com
07.	Residential address (along with Phone, Fax and Email)	Errekheth House, Sugrtham, Santhi Nagar, Irinjalakuda, North P. O., Thrissur, Kerala, India - 680125, Mob : 8589020137. Email: md@iclfincorp.com
08.	Educational/professional qualifications	BA; MBA; LLB
09.	Nature of expertise/Experience if any, in the Financial Services Sector (including Banking Sector)	Over 20 years of Experience in the Non - Banking Financial Sector and other related areas.
10.	Details of remuneration for the financial year 2023-24	No remuneration was paid to the Director for the financial year 2023-24. However, sitting fees totalling 96,000 were paid to the Director for attending the Board meetings during the same period.
11.	Designation and Date of first appointment on Board.	Director Date of Appointment: July 14, 2004
12.	Relation with other Directors, Managers or Key Managerial Personnel	Spouse of Ms. Umadevi Anilkumar, Whole-time Director and CEO of the Company.
13.	Number of Board Meetings attended during the financial year 2023-24	21 meetings

Sl. No.	Particulars	Response
14.	Name(s) of other organizations or entities or associations or unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any.	1) Salem Erode Investments Limited (Managing Director) Activity – NBFC 2) ICL Chits Limited (Director) Activity – Chit Business 3) ICL Tours and Travels Private Limited (Director) Activity – Travel and Tourism. 4) ICL Nidhi Limited (Director) Activity – Nidhi Business. 5) Snow View Tex Collections Private Limited (Director) Activity – Retail trade of textiles and garments. 6) ICL Medilab Private Limited (Director) Activity – Medical Laboratory. 7) Laneseda Vanijya Pvt Ltd (Director) Activity – NBFC
15.	Memberships / Chairmanships of Committees of the Board.	Salem Erode Investments Limited a. Debenture and Bond Committee (Member) b. Asset Liability Management Committee (Chairman) c. Branch Authorisation Committee (Member) d. Risk Management Committee (Member) e. IT Steering Committee (Chairman) ICL Fincorp Limited a. Stakeholders Relationship Committee (Member) b. Debenture Issue Committee (Formerly Known as Debenture and Bond Committee) (Chairman) c. Risk Management Committee (Chairman) d. Share Allotment Committee (Chairman). e. Branch Authorisation Committee (Chairman) f. IT Steering Committee (Chairman)
16.	Directorship and Membership of Committees of the Board in Listed entities.	Directorship Salem Erode Investments Limited- Managing Director. Membership of Committees Refer point no.15 above detailing the Memberships / Chairmanships of Committees of the Board in Salem Erode Investments Limited.
17.	Listed entities from which the person has resigned in the past three years	NIL
18.	Shareholding in the Company as on 31.03.2024.	1,76,16,478 (35.38%)
19.	Brief Resume	<p>Mr. K.G. Anilkumar belongs to Irinjalakuda, a place of cultural and historical importance in the State of Kerala. His father, late Mr. Kuzhuppilly Govinda Menon was a famous freedom fighter in Kerala. He has done graduation in B.A, Post-Graduation in Business Management (MBA) as well as an LLB holder. He is currently undergoing PhD in Banking & Finance, which shows his insatiable thirst for knowledge. He is the Managing Director of ICL Fincorp Limited since July 14, 2004. It's his great business acumen and quiet strength that led ICL group to grow into a nationally known brand.</p> <p>The contribution of Mr. K. G. Anilkumar to the social services sector assumes immense value in today's not so broadminded world and his efforts are much acclaimed. Even during his busy schedule, he has found time and energy to pursue his philanthropic work to help poor and needy and also help promoting cultural activities and artists. To support his efforts he has established ICL Cultural & Charitable Trust which undertakes various charitable activities like helping/sponsoring students who are economically backward by distributing educational help, adopting needy children and ensuring that their wellbeing and educational needs are fulfilled, conducting blood donation camps, helping palliative care units etc.</p>

Sl. No.	Particulars	Response
20.	Performance Evaluation	<p>Mr. K. G. Anilkumar was awarded with 98.46% attendance at Board Meetings and General Meeting and various Committee Meetings and had actively participated throughout the meetings. The Board evaluated and confirmed that the said Director has exercised duties with due and reasonable care, skill and diligence, along with cent percent independent judgment and in the best interest of the Company. Mr. K. G. Anilkumar has complied with all the guidelines with respect to the professional conduct, role, functions and duties, as mentioned in the Companies Act, 2013.</p> <p>The performance evaluation criteria for accessing the appointment or regularization of Directors, inter-alia, includes factors like participation at Board/Committee Meetings, Managing Relationship with fellow Board Members, Knowledge and skill, Personal attributes like ethics and integrity, independent judgment with regard to corporate strategy, performance, risk management etc., corporate governance implementation, knowledge about the Company and external environment in which it operates, confidentiality level, adherence to the applicable code of conduct for Directors etc.</p>

Item No.5 Appointment of M/s. Mohandas & Associates, Chartered Accountants, as Statutory Auditors of the Company

The Members of the Company at the 32nd Annual General Meeting, held on 15th day of July, 2023, had appointed M/s. Manikandan & Associates, FRN. 008520S as Statutory Auditors of the Company, for a period of 5 years, till the conclusion of 37th Annual General Meeting of the Company to be held in the year 2028. However the auditors, vide their letter dated August 23, 2024, have tendered their resignation from the office of Statutory Auditor, effective at the conclusion of this Annual General Meeting. The Auditors have cited substantial increase in scalability of operations in their firm and heavy workload and tight schedule as the reason for their resignation.

Accordingly, the Board of Directors of the Company at their meeting held on August 27, 2024 has appointed M/s. Mohandas & Associates, FRN. 002116S, Chartered Accountants, 3rd Floor, Sree Residency, Press Club Road, Thrissur, Kerala – 680001 as Statutory Auditors of the Company to hold the office for a period of 3 years from the conclusion of 33rd Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company, to be held in the year 2027, at a consolidated remuneration of Rs.8,75,000/- (Rupees Eight Lakh Seventy Five Thousand Only), payable in one or more instalments, exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred thereon and on such terms and conditions, including annual increment in remuneration, as may be mutually agreed between the Auditors and the Board of Directors of the Company from time to time, as the case may be;

Your Company has received the necessary consent letter and eligibility certificate from the firm in accordance with the provisions of sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and as per the provisions of section 139(2) of the Companies Act, 2013 read with rule 6 of the Companies (Audit and Auditors) Rules, 2014, M/s. Mohandas & Associates are eligible for appointment as Statutory Auditors of the Company.

The Board of Directors of your Company has recommended for their appointment to hold the office for a period of 3 years from the conclusion of the 33rd Annual General Meeting of the Company till the conclusion of the 36th Annual General Meeting of the Company to be held in the year 2027.

A brief profile of M/s. Mohandas & Associates is annexed hereto for reference and evaluation.

SN	Particulars	Response
01.	Name and address of the firm	M/s. Mohandas & Associates, Chartered Accountants, 3 rd Floor, Sree Residency, Press Club Road, Thrissur, Kerala – 680001. Ph: 0487 2333124, 2321290 Email: ma.auditors@gmail.com
02.	PAN of Firm	AADFM8074D
03.	Firm Registration Number	002116S
04.	Peer Review Certificate No. & period of validity	016256 24.01.2024 – 31.01.2027
05.	Terms & conditions of appointment	As explained above
06.	Nationality	Indian
07.	Date of establishment	01.09.1986

SN	Particulars	Response
08.	Details of Partners and educational/professional qualifications	<ol style="list-style-type: none"> 1. Mr. Mohandas A BSC, FCA 2. Mr. G. Anoop B.Com, FCA, DISA(ICAI) 3. Ms. Mini Chandrankaipulli FCA, CIFR,DISA(ICAI) 4. Ms. Rakhi K. R. ACA 5. Ms .Geethu .M.D ACA 6. Mr. Asish Vincent ACA
09.	Experience	Around 39 years of experience in accounts, audit, taxation and allied matters
10.	Details of remuneration for the financial year 2024-25	Consolidated Remuneration of Rs. 8, 75, 000/- (Rupees Eight Lakh Seventy Five Thousand Only), payable in one or more instalments, exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred thereon and on such terms and conditions, including annual increment in remuneration, as may be mutually agreed between the Auditors and the Board of Directors of the Company from time to time, as the case may be.
11.	Date of first appointment as Statutory Auditors	Appointed as Statutory Auditors in Casual Vacancy for the Financial Year 2015 – 2016 vide. Extra Ordinary General Meeting held as on 07 th day of March, 2016.
12.	Relation with other Directors, Managers or Key Managerial Personnel	Not applicable
13.	Shareholding in the Company as on 31.03.2024.	Nil
14.	Brief Resume	M/s. Mohandas & Associates is an old and well established Chartered Accountancy firm, having been setup in the year 1986 and established as an independent Indian partnership firm in 1995. The firm is head-quartered in Thrissur District of Kerala and its operations are adequately supported by 6 partners and 60 staffs. All the partners are equipped with adequate professional qualification, skill and knowledge and are in full time practice. With a track record of over three decades, the firm is providing services in the field of Accounting, Audit (Statutory/Internal), Taxation, Management Consultancy and other allied areas. The firm has been Statutory Auditors of large reputed Companies including Non – Banking Finance Companies, Listed Companies, Banks, Government Companies etc. and carries a good professional track-record. Multi-disciplinary experience, timely service, online interaction/solutions, ethical values, professional excellence, integrity confidentiality etc. paves the Firm to a strong standing and brand name in Kerala.

Copy of draft letter of appointment constituting terms and conditions of appointment and other allied documents, being referred in the resolution would be available for inspection by the members free of cost, in physical or electronic form during business hours i.e, 09.30 a.m. to 05.30 p.m. at the registered office & corporate office of the Company, up to and including the last date of Annual General Meeting. Members seeking to inspect such documents may send an e-mail to cs@iclfincorp.com requesting for the same.

Approval of the Members of the Company is sought by way of an Ordinary Resolution set out at item no.5 of this Notice.

None of the Directors or Key Managerial Personnel or other relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Statement of material facts pursuant to Section 102 of the Companies Act, 2013

Item No. 6: Appointment of Dr. Rajashree Ajith as a director liable to retire by rotation,

Item No.7: Appointment of Dr. Rajashree Ajith, as Whole- Time Director and Key Managerial Personnel of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 16, 2024 appointed Dr. Rajashree Ajith as an Additional Director. Pursuant to the provisions of Section 161 of the Act and rules made thereunder Dr. Rajashree Ajith will hold office till the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 signifying candidature of Dr. Rajashree Ajith for directorship of the Company. The Company has also received consent to act as a Director of the Company in form DIR-2 and declaration that she is not disqualified from being appointed as a Director of the Company in Form DIR-8.

Further, at the same meeting, the Board of Directors have also appointed Dr. Rajashree Ajith as a Whole-time Director designated as 'Whole Time Director and Key Managerial Personnel' for a term of five consecutive years effective from July, 16 2024 to July, 15 2029, subject to approval of the members at the ensuing general meeting. The Terms and conditions of the appointment have been detailed in the resolution set out in the Agenda item no 7 of this notice.

The Company has received all the statutory disclosures/ declarations including, (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules") and (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act.

Brief Profile of Dr. Rajashree Ajith, including the nature of her academic qualification, skill and expertise, is provided in this notice and is also available for the inspection of the Shareholders.

The Board is confident that Dr. Rajashree Ajith's appointment is in the best interest of the Company due to her extensive industry knowledge, proven business acumen, strategic vision, and strong leadership skills, all of which will significantly contribute to the Company's growth and success. The Management believes that her whole-time association in the form of a Whole-time Director and Key Managerial Personnel of the Company would give great fillip to the Company in its journey as a well reputed financial institution in the Country.

Disclosures under Secretarial Standard -2 issued by the Institute of Company Secretaries of India is detailed as below:

01.	Name	Dr. Rajashree Ajith
02.	Director Identification Number (DIN)	01457369
03.	Terms & conditions of appointment	<p>Tenor of Appointment 5 years .i.e. with effect from July 16, 2024 to July 15, 2029.</p> <p>Remuneration: Salary Monthly remuneration of Rs. 8,33,333/- (Rupees Eight Lakhs Thirty Three Thousand Three Hundred and Thirty Three Only) payable for a period of three years effective from July, 16 2024 to July 15, 2027.</p> <p>Perquisites 1. Accommodation 2. Office Car with Driver.</p>
04.	Nationality	Indian
05.	Date of Birth Age	February 29, 1968 56
06.	Business Address (along with Phone, Fax and Email)	ICL Fincorp Limited Main Road, Irinjalakuda, Thrissur, Kerala – 680121 Mob : 9633611788, Email: ed@iclfincorp.com
07.	Residential Address (along with Phone, Fax and Email)	TC 9/933 (1) PLRA- A-30/1, Shreni Hills Panickers Lane, Sasthamangalam P.O, Trivandrum Kerala – 695010. Mob : 9633611788, Email: ed@iclfincorp.com
08.	Educational/professional qualifications	Ph.D (Management), MBA, B.Tech, PGDHRM, PGDCS, NET – JRF.
09.	Experience if any, in the financial services sector (including banking sector)	<p>1. Managing Director- Kerala Transport Development Finance Corporation Limited (KTDFC)</p> <p>2. General Manager - Kerala Transport Development Finance Corporation Limited (KTDFC)</p>

10.	Details of remuneration for the financial year 2023-24	Nil
11.	Designation and date of first appointment on Board	Whole-Time Director & Key Managerial Personnel. Date of Appointment: July 16, 2024
12.	Relation with other Directors, Managers or Key Managerial Personnel.	Not applicable
13.	Number of Board Meetings attended during the financial year 2023-24	Not applicable
14.	Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any.	<ol style="list-style-type: none"> 1. Managing Director- Kerala Transport Development Finance Corporation Limited (KTDFC). 2. Director- Kerala Institute of Tourism and Travel Studies (KITTS). 3. Board Member- United Nations World Tourism Organization (UNWTO). 4. Vice President – Asia Pacific United Nations World Tourism Organization (UNWTO). 5. Board Member - Food Crafts Institute (FCI) Departments of Tourism Government of Kerala. 6. Board Member - State Institute of Hospitality Management (SIHM). 7. Managing Director- Kerala State Centre for Advanced printing and Training (C-APT). 8. Director -Centre for Continuing Education Kerala (CCEK). 9. Director – Institute of Fashion Technology, Kerala (IITK). 10. Director – Kerala Civil Service Academy. 11. Director – College of Engineering Munnar. 12. Board Member - Kerala State Road Transport Corporation (KSRTC). 13. Board Member - Sree Chithra Engineering College. 14. General Manager - Kerala Transport Development Finance Corporation Limited
15.	Memberships / Chairmanships of Committees of the Board.	NIL
16.	Directorship and Membership of Committees of the Board in Listed entities.	NIL
17.	Listed entities from which the person has resigned in the past three years	NIL
18.	Shareholding in the Company as on 31.03.2024	0%
19.	Brief Resume	<p>Dr. Rajashree Ajith holds Ph.D. (Management), MBA, B.Tech, PGDHRM, PGDCS, NET – JRF to her academic qualification.</p> <p>At the remarkable age of 28, she was appointed as the Managing Director of the Kerala Transport Development Finance Corporation (KTDFC), making her the youngest Managing Director of a Public Sector Undertaking (PSU) under the Government of Kerala. Under her visionary leadership, KTDFC transformed from a nascent organization into a highly successful financial entity, consistently delivering dividends to the Government. Her strategic initiatives have earned KTDFC an “AA” credit rating from the National Credit Rating Agency. She played a vital role in implementing the first ever successful BOT project of the Government of Kerala, ‘Trans Towers,’ in the capital city. She also spearheaded JV projects with the state-owned public transport system KSRTC for the commercial development of bus terminals across the state.</p> <p>From 2008, she served as the MD of C-APT, formerly known as KSAVRC, under the Higher Education Department, Kerala. During her tenure, C-APT saw a successful turnaround into a profitable and effective enterprise with the inclusion of all involved stakeholders. She was also instrumental in establishing the Centre for Braille Studies at Shangumugham, Thiruvananthapuram. She also initiated the state-wide launch of C-APT Multimedia Academy across the State through over 100 Franchisee Centers.</p> <p>From 2012 to 2022, Dr. Rajashree Ajith served as the Director of the Kerala Institute of Tourism and Travel Studies (KITTS) under the Department of Tourism. During her tenure, she successfully transformed KITTS into a profitable organization, maintaining consistent profitability throughout her leadership.</p> <p>Under her guidance, KITTS evolved from a specialized educational institution into a pivotal agency promoting various initiatives and programs within the tourism and travel industry. From 2012 to 2017, KITTS was designated as the nodal implementing agency for Responsible Tourism (RT), further solidifying its role in the sector.</p>

Dr. Rajashree Ajith's leadership led to KITTS being recognized as an affiliate member of the United Nations World Tourism Organization (UNWTO). A significant milestone was achieved when Kerala received the prestigious UNWTO Ulysses Award in public policy and governance, with KITTS serving as the implementing agency for Responsible Tourism.

Additionally, she expanded KITTS's reach by on boarding various authorized training centres, enabling the institute to extend its activities statewide. Today, KITTS stands as a key training partner for skill development and capacity-building programs in tourism and hospitality, serving both the state of Kerala and the Ministry of Tourism, Government of India.

20. Performance Evaluation
Not applicable

Information as per Schedule V to the Companies Act, 2013 is as under:

I. General Information:

01.	Nature of Industry	Non - Banking Financial activities
02.	Date or expected date of commencement of commercial production	Not applicable
03.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
04.	Financial performance based on given indicators	Financial performance for the FY 2023-24 Gross Revenue -Rs. 143.57 Crores /- Profit after Tax -Rs. 1.90 Crores /- Dividend - Nil EPS - 0.40
05.	Foreign investments or collaborations, if any.	Not applicable

II. Information about the Directors to whom remuneration is payable as mentioned above.

01.	Background Details	Detailed in brief resume as above
02.	Past Remuneration	Not Applicable
03.	Recognition or awards	Nil
04.	Job Profile and suitability	Dr. Rajashree Ajith will be responsible for leading business operations and driving branch expansion into strategic areas at ICL. With 29 years of experience in management and business administration within the non-banking financial services sector, she will oversee operational strategies and manage growth initiatives. Dr. Ajith's previous role as Managing Director of KTDFC involved significant organizational transformation and achieving an "AA" credit rating, demonstrating her capability in similar high-impact roles. Her qualifications, including a Ph.D. in Management, an MBA, and extensive industry experience, make her well-suited for this position. Her background and skills are aligned with the Company's objectives of expanding its operations and enhancing its market presence.
05.	Remuneration proposed	Salary Monthly remuneration of Rs. 8,33,333/- (Rupees Eight Lakhs Thirty Three Thousand Three Hundred and Thirty Three Only) payable for a period of three years effective from July 16, 2024 to July 15, 2027. Perquisites a) Accommodation b) Office Car with Driver.

06.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration for Dr. Rajashree Ajith is aligned with industry standards and appropriate for the size and scope of ICL, where she will head and drive business operations and branch expansion. In the non-banking financial services (NBFC) sector, similar executive roles typically command annual remuneration ranging from INR 1 Crore to INR 5 Crore. ICL, being a mid-sized NBFC, positions her remuneration within the competitive range for companies of comparable size and revenue. Given Dr. Rajashree Ajith's significant role, which involves strategic expansion and senior management responsibilities, her remuneration falls within the expected range of INR 1 Crore annually. Dr. Ajith's impressive qualifications, including a Ph.D. in Management, an MBA, and her extensive 29 years of experience, including her transformative leadership at KTDFC, justify the proposed package. Her achievements, such as securing an "AA" credit rating for KTDFC, reinforce the appropriateness of her compensation. This remuneration is reflective of her exceptional expertise and the strategic importance of her role in the Company's growth.
07.	Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any	NIL

III. Other Information:

01.	Reasons of loss or inadequate profits	<p>The Company believes in the long-term goal of wealth maximization rather than pursuing the short-term goal of profit maximization and has been always striving to strike a balance between the same.</p> <p>During the FY 2023-24, the financial performance of the Company has been very good, reflecting its commitment to excellence. The Increased scale of operations during the year resulted in robust increase in Gross Revenue of the Company. The Total Income of the Company increased from Rs.110.89 Crores to Rs.143.57 Crores thereby registering an increase of 29.48%.</p> <p>However, keeping in view, the long-term growth and diversification plans, the Company had been focusing more on expanding its Loan Book and to ensure that the growth targets are met and are in line with the envisaged Business Plan of the Company. With the concerted efforts during the Financial Year, the gold loan portfolio of the Company increased considerably from Rs.392.94 crores to Rs.465.85 crores thereby registering a growth of 18.55%. The main factors that fuelled the growth in business was the opening of 54 new branches and the optimum fund raising happened during the said period. However, both the fund raising and Branch openings are coupled with huge quantum of operation and administration overheads in the form of Finance costs, employee benefit expenses and other administrative overheads. During the year, the finance cost and the employee benefit expenses also reported proportionate hike with respect to the increased business volume. Apart from that the Company had to spend a higher amount for Advertisement in connection with the First NCD public issue. After the pandemic, the Company had been giving prime importance to its branch expansion and diversification activities and the staff recruitments are done in full-fledged manner which also contributed to increased overheads. The Company is also in the process of developing the necessary infrastructures in the form of Branch presence in highly profitable business centres/locations and recruiting suitable employees on role to meet up to the rising demands and to support and stimulate the forecasted growth in the upcoming years.</p> <p>The Company's net profit before tax witnessed a decrease from Rs. 4.32 crores to Rs. 2.82 crores during the last fiscal year. The dip in the growth of Net profit in proportion to the Increased business volume was due to the increase in aforesaid operational and administrative overheads reported in connection with the Branch expansion and diversification plans undertaken during the year.</p>
02.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> • Reduce the average cost of fund which is currently around 13.75%. • Increase the margin by optimising the portfolios. • Further increase the quality of Loan assets. • Scaling up the Business volume of segments other than gold loan. • Promoting digitalisation and introduction of new digital initiatives in offering gold loan products.
03.	Expected increase in productivity and profits in measurable terms	<p>It is expected that the Branch Expansions and Diversification plans already undertaken would reap enormous benefit for the Company in the upcoming financial years and the profitability of the Company is expected to increase by at least 15-20% over the current level. However, the Increase in profitability would depend mainly on the quantum of Branch expansion and other diversification plans that the Company would undertake during the coming years.</p>

Appointment of Director needs to be done at a general meeting of the members by passing an ordinary resolution and as per the provisions of Sections 196(4) and 197(1) second proviso of the Companies Act, 2013, and the Rules made thereunder read with Schedule V, remuneration payable to a Whole Time Director in excess of the limits specified in Section 197 (1) shall be approved by way of a Special resolution passed by the members of the Company at the General Meeting.

The Board recommends the resolutions set out in Item Nos. 6 & 7 for the approval of the Members.

Copy of draft letter of appointment constituting terms and conditions of appointment and other allied documents, being referred in the resolution would be available for inspection by the members free of cost, in physical or electronic form during business hours i.e, 09.30 a.m. to 05.30 p.m. at the registered office & corporate office of the Company, up to and including the last date of Annual General Meeting. Members seeking to inspect such documents may also visit the Company's website www.iclfincorp.com or send an e-mail to cs@iclfincorp.com

Except Dr. Rajashree Ajith, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives thereof are directly or indirectly concerned or interested in this Resolution.

In compliance with the general circular no. 02/2022 issued by the MCA, this items are considered unavoidable and hence forms part of this Notice.

Item No. 8: Appointment of Mr. M.N. Gunavardhanan, as an Independent Director of the Company.

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee, has appointed Mr. M.N. Gunavardhanan as an Additional Director (Non – Executive & Independent Director Category) of the Company effective from May 30, 2024.

Pursuant to Section 161(1) of the Companies Act 2013, Mr. M.N. Gunavardhanan shall hold office only up to the date of ensuing Annual General Meeting of the Company and has to be re-appointed in order to continue his directorship. With respect to the same, the Company has received a notice under Section 160 of the Companies Act, 2013 nominating Mr. M.N. Gunavardhanan to the office of independent director on the Board of Directors of the Company.

The Company has also received all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Board of Directors of your Company believes that Mr. M.N. Gunavardhanan's professional background and administrative expertise will provide significant value as an Independent Director on the Board. His appointment is expected to greatly benefit the Company and its stakeholders. The Board has verified credentials and satisfied with regard to integrity, expertise and experience, including the proficiency of the said person for the position of Independent Director. In the opinion of the Board, Mr. M.N. Gunavardhanan fulfills the eligibility criteria specified under the Companies Act, 2013.

Disclosures under Secretarial Standard -2 issued by the Institute of Company Secretaries of India is detailed as below:

01.	Name	Mr. Munappil Gunavardhanan Narayana Gopalan
02.	Director Identification Number (DIN)	02326840
03.	Terms & conditions of appointment	Independent Director for a period of five consecutive years with effect from May 30, 2024 to May 29, 2029. During the tenure he may receive sitting fees under Section 197 (5) of the Companies Act, 2013 and other reimbursement of expenses for participation in the Board and other Committee Meetings, if any.
04.	Nationality	Indian
05.	Date of Birth Age	April 05, 1950 74 Years
06.	Business Address (along with Phone, Fax and Email)	Not Applicable
07.	Residential Address (along with Phone, Fax and Email)	Munappil House, Sree Dharma Sastha Road, P.O Chiyaram, Thrissur, Kerala, India - 680026.
08.	Educational/professional qualifications	• Master of Arts, LLB, PGDBM (IIM B)
09.	Experience if any, in the financial services sector (including banking sector)	NIL
10.	Details of remuneration for the financial year 2023-24	Nil
11.	Designation and date of first appointment on Board	Additional Director (Non-Executive Independent Category) Date of Appointment: May 30, 2024
12.	Relation with other Directors, Managers or Key Managerial Personnel.	Not applicable
13.	Number of Board Meetings attended during the financial year 2023-24.	Not applicable

14.	Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any.	<ol style="list-style-type: none"> 1. Manappuram Insurance Brokers Limited – IRDAI. 2. Being an IAS Officer, he served several positions in Government Service as hereunder: <ul style="list-style-type: none"> - Director Social Welfare - Director Employment, Industrial Training. - Managing Director- Coirfed, Alappuzha - Managing Director- Oushadhi, Thrissur - Managing Director- Kerala Tourism Development Corporation. - Managing Director- State Co-operative Bank.
15.	Memberships / Chairmanships of Committees of the Board.	Manappuram Insurance Brokers Limited <ol style="list-style-type: none"> 1. Audit Committee- Chairman. 2. Nomination Compensation and Corporate Governance Committee- Member
16.	Directorship and Membership of Committees of the Board in Listed entities	NIL
17.	Listed entities from which the person has resigned in the past three years	NIL
18.	Shareholding in the Company as on 31.03.2024	0 %
19.	Brief Resume	<p>Mr M.N Gunavardhan in his capacity has served at the highest levels of Bureaucracy in State of Kerala, India. Before retiring in 2015, he held the post of State Information Commissioner in the rank of Chief Secretary of the State from 2010 to 2015. He has secured his LLB with state rank and is also a management graduate from IIM-Bangalore.</p> <p>Apart from his prominent role as the State Information Commissioner, Mr. M.N. Gunavardhanan has held numerous key positions throughout his extensive career in both government and non-government organizations, including:</p> <ul style="list-style-type: none"> • Director, Social Welfare • Director, Employment and Industrial Training • Managing Director, Coirfed, Alappuzha • Managing Director, Oushadhi, Thrissur • Managing Director, Kerala Tourism Development Corporation, Thiruvananthapuram • Managing Director, State Co-operative Bank, Thiruvananthapuram
20.	Performance Evaluation	Not applicable

In compliance with the provisions of Section 149 read with Schedule IV to the Act, and other applicable provisions of the Act, the Board of Directors of your Company recommends the appointment of Mr. M.N. Gunavardhan as an Independent Director on the Board of Directors of the Company by way of an Ordinary Resolution set out in Item no 8 of this Notice.

Copy of draft letter of appointment constituting terms and conditions of appointment and other allied documents, being referred in the resolution would be available for inspection by the members free of cost, in physical or electronic form during business hours i.e, 09.30 a.m. to 05.30 p.m. at the registered office & corporate office of the Company, up to and including the last date of Annual General Meeting. Members seeking to inspect such documents may also visit the Company's website www.iclfinccorp.com or send an e-mail to cs@iclfinccorp.com

Except Mr. M.N. Gunavardhanan, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives thereof are directly or indirectly concerned or interested in this Resolution.

In compliance with the general circular no. 02/2022 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

Item No. 9: Re- appointment of Mr. Shinto Stanly as an Independent Director of the Company.

Mr. Shinto Stanly (DIN: 06534505) currently serves as an Independent Director of the Company, as well as the Chairman of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee. He was appointed as an Independent Director at the 29th Annual General Meeting held on September 30, 2020, for a term of five consecutive years starting from December 3, 2019, to December 2, 2024. He is eligible for re-appointment for a second term on the Board.

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors, in its meeting held on August 27, 2024, proposed Mr. Shinto Stanly's re-appointment as an Independent Director for a second term of five consecutive years, starting from December 3, 2024 to December 2, 2029 (both days inclusive). His position is not liable to retire by rotation and is subject to approval by the Members via a Special Resolution.

The Company has received a notice under Section 160 of the Companies Act, 2013 signifying candidature of Mr. Shinto Stanly for the position of Independent Director of the Company. The Company has also received all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Board is convinced that Mr. Shinto Stanly remains exceptionally well-suited for his role as an Independent Director, given his core skills, expertise, and competencies, which are vital for the Company's success. His continued involvement is expected to bring significant value to the Company. The Board has verified credentials and satisfied with regard to integrity, expertise and experience, including the proficiency of the said person for the position of Independent Director. In the opinion of the Board and the Nomination Remuneration Committee, Mr. Shinto Stanly fulfills the eligibility criteria specified under the Companies Act, 2013.

Disclosures under Secretarial Standard -2 issued by the Institute of Company Secretaries of India is detailed as below:

01.	Name	Mr. Shinto Stanly
02.	Director Identification Number (DIN)	06534505
03.	Terms & conditions of appointment	Independent Director for a period of five consecutive years with effect from December 3, 2024 to December 2, 2029. During the tenure he may receive sitting fees under Section 197 (5) of the Companies Act, 2013 and other reimbursement of expenses for participation in the Board and other Committee Meetings, if any.
04.	Nationality	Indian
05.	Date of Birth Age	January 17, 1986 38 Years
06.	Business Address (along with Phone, Fax and Email)	Elenjickal House, Edavilangu P.O., Kodungallur, Thrissur, Kerala - 680671 Mob : 8589001421 Email: shintodirector@gmail.com.
07.	Residential Address (along with Phone, Fax and Email)	Elenjickal House, Edavilangu P.O., Kodungallur, Thrissur, Kerala - 680671 Mob : 8589001421 Email: shintodirector@gmail.com
08.	Educational/professional qualifications	1. Associate Company Secretary 2. Chartered Financial Analyst 3. Master of Financial Analysis 4. Master of Business Administration 5. Bachelor of Commerce
09.	Experience if any, in the financial services sector (including banking sector)	Having approximately 12+ years of experience in the Finance & Secretarial Field.
10.	Details of remuneration for the financial year 2023-24	Sitting Fees of Rs. 96,000/- in aggregate for attending the Board and Committee meetings during the FY 2023-24.
11.	Designation and date of first appointment on Board	Independent Director – December 3, 2019
12.	Relation with other Directors, Managers or Key Managerial Personnel	Not applicable
13.	Number of Board Meetings attended during a) financial year 2023-24	21 Meetings

14.	Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any.	Independent Director at Salem Erode Investments Limited Independent Director at Meenachil Finance Limited
15.	Memberships / Chairmanships of Committees of the Board.	ICL Fincorp Limited <ul style="list-style-type: none"> • Audit Committee (Chairman) • IT Strategy (Chairman) • Share Allotment Committee (Member) • Nomination & Remuneration Committee (Chairman) • Risk Management Committee (Member) • Stakeholders Relationship Committee (Chairman)
16.	Directorship and Membership of Committees of the Board in Listed entities	Salem Erode Investment Limited <ul style="list-style-type: none"> • Audit Committee (Chairman) • Nomination and Remuneration Committee (Chairman) • Stakeholders Relationship Committee (Chairman) • Debenture and Bond Committee (Chairman) • IT Strategy Committee (Chairman) • Risk Management Committee (Chairman) • Corporate Social Responsibility Committee (Chairman)
17.	Listed entities from which the person has resigned in the past three years	NIL
18.	Shareholding in the Company as on 31.03.2024	0 %
19.	Brief Resume	<p>Mr. Shinto Stanly has 12 years of extensive experience in the corporate field. He is a member of the Institute of Company Secretaries of India and the Institute of Chartered Financial Analysts of India, Tripura. He also holds postgraduate degrees, including a Master of Financial Analysis (MFA) and a Master of Business Administration (HRM). His vast expertise spans Corporate Secretarial, Accounts, and allied businesses of Non-Banking Financial Companies, Manufacturing Companies, and Multi-National Companies. Currently, he is a Strategic Consultant to various Finance Companies and Multi-National Business-oriented Companies in Kerala. As a Practicing Professional, his vision is to provide comprehensive business services to those in need and to promote the business community.</p>
20.	Performance Evaluation	<p>Mr. Shinto Stanly has awarded with 100% attendance at Board Meetings and various Committee Meetings and actively participated throughout the Meetings. The Board evaluated and confirmed that the said Director has exercised duties with due and reasonable care, skill and diligence, along with cent percent independent judgment and in the best in the interest of the Company. Mr. Shinto Stanly has complied with all the guidelines with respect to the professional conduct, role, functions and duties, as mentioned in the Schedule IV to the Companies Act, 2013.</p> <p>The performance evaluation criteria for accessing the re – appointment or regularization of Independent Directors, inter-alia, includes factors like participation at Board/Committee Meetings, Managing Relationship with fellow Board Members, Knowledge and skill, Personal attributes like ethics and integrity, independent judgment with regard to corporate strategy, performance, risk management, corporate governance implementation, knowledge about the Company and external environment in which it operates, confidentiality level, adherence to the applicable code of conduct for Independent Directors etc.</p>

In compliance with the provisions of Section 149 read with Schedule IV to the Act, and other applicable provisions of the Act, the Board of Directors of your Company recommends the appointment of Mr. Shinto Stanly as an Independent Director on the Board of Directors of the Company by way of a Special Resolution set out in Item no 9 of this Notice.

Except Mr. Shinto Stanly, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives thereof are directly or indirectly concerned or interested in this Resolution.

In compliance with the general circular no. 02/2022 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

Copy of draft letter of appointment constituting terms and conditions of appointment and other allied documents, being referred in the resolution would be available for inspection by the members free of cost, in physical or electronic form during business hours i.e, 09.30 a.m. to 05.30 p.m. at the registered office & corporate office of the Company, up to and including the last date of Annual General Meeting. Members seeking to inspect such documents may also visit the Company's website www.iclfincorp.com or send an e-mail to cs@iclfincorp.com

Item No. 10: Revision in remuneration payable to Mr. K.G. Anilkumar, Managing Director of the Company.

Mr. K.G. Anilkumar, Chairman and Managing Director (CMD) of the Company, was appointed for a five-year term at the AGM held on September 25, 2021, with his tenure extending until September 30, 2026. However, the terms and conditions of Appointment, including remuneration, were fixed for a period of 3 years at that AGM, and the validity period of the same is set to expire on August 30, 2024.

In its meeting held on August 14, 2024, the Board of Directors approved and recommended revised terms and conditions of appointment, including remuneration, for Mr. K.G. Anilkumar for the remainder of his tenure as Chairman and Managing Director, effective from August 31, 2024. The Board deems it timely to update these terms to align with the substantial growth and success the Company has achieved. Over the past three years, the Company has demonstrated a strong upward trajectory, establishing itself as one of the fastest-growing NBFCs in the sector. Mr. K.G. Anilkumar's strategic vision and business acumen have been pivotal to this success, resulting in several key milestones, including the expansion of the Company's brand presence to eight states across India. The Board is of the opinion that the sheer effort and whole-time commitment of the Chairman and Managing Director should be properly rewarded considering the business achievement and contributions he brought to the organization as a whole.

The revised terms and conditions of appointment, including remuneration, are outlined in the resolution included in Agenda Item No. 10 of this notice and has been duly approved and recommended by the Nomination and Remuneration Committee of the Company.

As per the provisions of Sections 196(4) and 197(1) second proviso of the Companies Act, 2013, and the Rules made thereunder read with Schedule V, remuneration payable to a Managing Director in excess of the limits specified in Section 197 (1) shall be approved by way of a Special resolution passed by the members of the Company at the General Meeting and the Board of Directors of the Company therefore recommends the resolution set out at item No. 10 as a Special Resolution for the consideration and approval of the members of the Company.

Mr. K.G. Anilkumar and Ms. Umadevi Anilkumar and their relatives are considered to be concerned or interested in the proposed resolution. None of the other Directors, Key Managerial Personnel, and their relatives are concerned or interested (financially or otherwise) in the proposed resolution.

In compliance with the general circular no. 02/2022 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

Disclosures under Secretarial Standard on General Meetings (SS-2) issued by ICSI are detailed as below. – Refer annexure to notice of Item No 4 of this Notice for the relevant disclosure.

Information as per Schedule V to the Companies Act, 2013 is as under:

IV. General Information:

01.	Nature of Industry	Non - Banking Financial activities
02.	Date or expected date of commencement of commercial production	Not applicable
03.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
04.	Financial performance based on given indicators	Financial performance for the FY 2023-24 Gross Revenue -Rs. 143.57 Crores/- Profit after Tax -Rs. 1.90 Crores /- Dividend – Nil EPS – 0.40
05.	Foreign investments or collaborations, if any.	Not applicable

V. Information about the Directors to whom remuneration is payable as mentioned above.

01.	Background Details	Refer annexure to notice of Item No 4 of this Notice for the relevant disclosure.
02.	Past Remuneration	<ol style="list-style-type: none"> 1. Monthly remuneration of Rs.10,00,000/- (Rupees Ten Lakhs) for a period of three years effective from September 01, 2021 to August 30, 2024 2. Commission based on the net profits for the Financial Years commencing from 2021-2022 to 2023-2024 not exceeding 1% (one percent) of such profits
03.	Recognition or awards	<ul style="list-style-type: none"> • "Excellence in Finance Sector Award" for the year 2019 from His Excellency, the Vice President of India, Mr. M. Venkaiah Naidu. • "Bharat Excellence Award" for the year 2015 from His Excellency the Governor of Tamil Nadu, Mr. Rosaiah. • Consumer Protection Award for the year 2015 by Kerala Chief Whip Adv. Thomas Unniyadan, MLA. • JCI group "Business Excellence Award" for the year 2015 by Mr. P. K. Kunhalikutty (Minister of Industries and Information Technology, Kerala). • Business Excellence Award 2016 – Mangalalosavam – by Mr. A. C. Moideen, Minister for Industries, Sports and Youth Affairs. • Business Reliability Award 2016 – Reporter Channel. • Dharmamudhra Award, 2016. • Karma Sreshta Puraskaram, 2016 - Kerala Kaladeepam. • Best Achiever Award, 2016 - Lions International. • Phoenix Award, 2016 - Kairali TV by "Padma Shri" Bharat Mammooty, film actor. • Jeevan TV Felicitation Award, 2017 by Ms. Nirmala Sitharaman, Defence Minister together with Mr. Ravi Shankar Prasad, Minister of Electronics and Information Technology. • Kerala Kaladeepam Felicitation Award, 2017 for the Best Performing NBFC of the year. • Appointed as Goodwill Ambassador for the Latin American Caribbean region by the Latin American Caribbean Trade Council, focusing on enhancing trade and tourism ties between India, the Middle East, and the LAC region.
04.	Job Profile and suitability	Mr. K.G.Anilkumar serves as the Chairman and Managing Director of the Company. He holds a Bachelor of Arts (B.A.), a Master of Business Administration (MBA), and a Bachelor of Laws (LLB). With over 20 years of experience in overseeing businesses within the financial services sector, he brings extensive expertise and leadership to his role.
05.	Remuneration proposed	<ol style="list-style-type: none"> a) Entitled to an aggregate amount of Rs.25,00,000/-per month (Rupees Twenty Five Lakhs Only) by way of salary, perquisites, allowances etc.; and b) Entitled to a profit related commission of not exceeding 1% on the net profits of the Company for the Financial Years FY 2025 and FY 2026.
06.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Under the leadership of Mr. Kuzhuppilly Govinda Menon Anilkumar, the Company has made significant strides in enhancing customer relationships and establishing a robust presence in retail finance. His adept operations and management skills have been pivotal in the Company's evolution from a regional player to a major pan-India entity. Mr. Anilkumar's strategic vision has been integral to the Company's structure and has driven efforts to provide gold loans to economically disadvantaged populations, including rural and semi-urban communities.</p> <p>Given the scope of his responsibilities and the nature of his role, the proposed remuneration is aligned with industry standards for similar-sized organizations.</p>
07.	Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, or other director, if any	<ol style="list-style-type: none"> a) K. G. Anilkumar is holding 1,76,22,978 number of Equity Shares, constituting 35.39% percentage voting power in the Company as on 23.08.2024. b) K. G. Anilkumar is the Spouse of Ms.Umadevi Anilkumar, CEO & Whole-time Director of the Company. Ms.Umadevi Anilkumar is holding 47,83,799 number of Equity Shares, constituting 9.61% percentage voting power in the Company as on 23.08.2024.

VI. Other Information:

01.	Reasons of loss or inadequate profits
	<p>The Company believes in the long-term goal of wealth maximization rather than pursuing the short-term goal of profit maximization and has been always striving to strike a balance between the same.</p> <p>During the FY 2023-24, the financial performance of the Company has been very good, reflecting its commitment to excellence. The Increased scale of operations during the year resulted in robust increase in Gross Revenue of the Company. The Total Income of the Company increased from Rs.110.89 Crores to Rs.143.57 Crores thereby registering an increase of 29.48%.</p> <p>However, keeping in view, the long-term growth and diversification plans, the Company had been focusing more on expanding its Loan Book and to ensure that the growth targets are met and are in line with the envisaged Business Plan of the Company. With the concerted efforts during the Financial Year, the gold loan portfolio of the Company increased considerably from Rs.392.94 crores to Rs.465.85 crores thereby registering a growth of 18.55%. The main factors that fueled the growth in business was the opening of 54 new branches and the optimum fund raising happened during the said period. However, both the fund raising and Branch openings are coupled with huge quantum of operation and administration overheads in the form of Finance costs, employee benefit expenses and other administrative overheads. During the year, the finance cost and the employee benefit expenses also reported proportionate hike with respect to the increased business volume. Apart from that the Company had to spend a higher amount for Advertisement in connection with the First NCD public issue. After the pandemic, the Company had been giving prime importance to its branch expansion and diversification activities and the staff recruitments are done in full-fledged manner which also contributed to increased overheads. The Company is also in the process of developing the necessary infrastructures in the form of Branch presence in highly profitable business centers/locations and recruiting suitable employees on role to meet up to the rising demands and to support and stimulate the forecasted growth in the upcoming years.</p> <p>The Company's net profit before tax witnessed a decrease from Rs. 4.32 crores to Rs. 2.82 crores during the last fiscal year. The dip in the growth of Net profit in proportion to the Increased business volume was due to the increase in aforesaid operational and administrative overheads reported in connection with the Branch expansion and diversification plans undertaken during the year.</p>
02.	Steps taken or proposed to be taken for improvement
	<ul style="list-style-type: none"> • Reduce the average cost of fund which is currently around 13.75%. • Increase the margin by optimising the portfolios. • Further increase the quality of Loan assets. • Scaling up the Business volume of segments other than gold loan. • Promoting digitalisation and introduction of new digital initiatives in offering gold loan products.
03.	Expected increase in productivity and profits in measurable terms
	<p>It is expected that the Branch Expansions and Diversification plans already undertaken would reap enormous benefit for the Company in the upcoming financial years and the profitability of the Company is expected to increase by at least 15-20% over the current level. However, the Increase in profitability would depend mainly on the quantum of Branch expansion and other diversification plans that the Company would undertake during the coming years.</p>

Item No. 11: Revision in remuneration payable to Ms. Umadevi Anilkumar, Whole-time Director and CEO of the Company

Ms. Umadevi Anilkumar, Whole-time Director & CEO of the Company, had been appointed at the 29th AGM of the Company held on September 30, 2020. Her terms and conditions of appointment, including remuneration, were also fixed at said AGM and she has been receiving a remuneration of Rs. 500,000/- per month for the last 3 years. Despite the renewal of her terms and conditions of appointment at the 32nd Annual General Meeting held on July 15, 2023, the remuneration was not revised.

Ms. Umadevi Anilkumar has been instrumental in the branch expansion and diversification plans of the Company. Her vision and business acumen have been crucial to the Organization's growth over the years. She has played a key role in expanding the brand's presence across eight states, bringing the goal of a pan-India presence closer to realization. Given the increased prospects of the Company and the significant growth achieved over the past three years, the Board believes it is essential to adequately compensate Ms. Umadevi Anilkumar for her dedication and the substantial efforts she has contributed as Whole-time Director and CEO of the Company.

In its meeting held on August 14, 2024, the Board of Directors approved and recommended the revised terms and conditions of appointment, including remuneration, for Ms. Umadevi Anilkumar for the remainder of her tenure as Whole-time Director and CEO of the Company, effective from September 01, 2024.

The revised terms and conditions of appointment, including remuneration, are outlined in the resolution included in Agenda Item No. 11 of this notice and has been duly approved and recommended by the Nomination and Remuneration Committee of the Company. In the opinion of the Board, The remuneration is justified on the background of the rich experience and skill she possesses and her long term association with the Company over the years.

As per the provisions of Sections 196(4) and 197(1) second proviso of the Companies Act, 2013, and the Rules made thereunder read with Schedule V, remuneration payable to a Whole Time Director in excess of the limits specified in Section 197 (1) shall be approved by way of a Special resolution passed by the members of the Company at the General Meeting and the Board of Directors of the Company therefore recommends the resolution set out at item No. 11 as a Special Resolution for the consideration and approval of the members of the Company.

Ms.Umadevi Anilkumar and Mr. K.G. Anilkumar and their relatives are considered to be concerned or interested in the proposed resolution. None of the other Directors, Key Managerial Personnel, and their relatives are concerned or interested (financially or otherwise) in the proposed resolution.

In compliance with the general circular no. 02/2022 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

Disclosures under Secretarial Standard on General Meetings (SS-2) issued by ICSI are detailed as below.

Sl. No.	Particulars	Response
01.	Name	Ms. Umadevi Anilkumar
02.	Director Identification Number (DIN)	06434467
03.	Terms & Conditions of Appointment	Appointed as the Whole Time Director and Chief Executive Officer of the Company, for a term of consecutive 5 Years effective from September 01, 2020 to August 30, 2025. Remuneration (Proposed) 1. Entitled to an aggregate amount of Rs.15,00,000/-per month (Rupees Fifteen Lakhs Only) by way of salary, perquisites, allowances etc.; and 2. Entitled to a profit related commission of not exceeding 1% on the net profits of the Company for the Financial Years FY 2025.
04.	Nationality	Indian
05.	Date of Birth Age	April 06, 1972 52 Years
06.	Business Address (along with Phone, Fax and Email)	ICL Fincorp Limited Main Road, Irinjalakuda, Thrissur, Kerala – 680121 Mob : 9605353125, Email: ceo@iclfincorp.com
07.	Residential Address (along with Phone, Fax and Email) with supporting document	Errekheth House, Sugrtham, Santhi Nagar, Irinjalakuda, North P. O., Thrissur, Kerala, India - 680125, Mob : 9605353125, Email: ceo@iclfincorp.com
08.	Educational/professional qualifications	B.Com; MBA
09.	Experience if any, in the Financial Services Sector (including Banking Sector), including name of the Company, designation held, Experience in years etc.	Over 11 years of Experience in the Non - Banking Financial Sector and other related areas.
10.	Details of Remuneration for the Financial Year 2023-24.	No remuneration was paid to the Director for the financial year 2023-24. However, sitting fees totalling ₹ 90,000 were paid to the Director for attending the Board meetings during the same period.
11.	Designation and Date of first appointment on Board	Director Date of Appointment: March 21, 2013
12.	Relation with other Directors, Managers or Key Managerial Personnel	Spouse of Mr. K. G. Anilkumar, Chairman and Managing Director of the Company
13.	Number of Board Meetings attended during the FY 2023-24.	19 meetings

Sl. No.	Particulars	Response
14.	Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	<ol style="list-style-type: none"> 1) Salem Erode Investments Limited (Director) Activity – NBFC 2) ICL Chits Limited (Director) Activity – Chit Business 3) ICL Tours and Travels Private Limited (Director) Activity – Travel and Tourism. 4) ICL Nidhi Limited (Director) Activity – Nidhi Business. 5) Snow View Tex Collections Private Limited (Director) Activity – Retail trade of textiles and garments 6) ICL Medilab Private Limited (Director) Activity – Laboratory Tests and Scanning. 7) Laneseda Vanijya Pvt Ltd (Director) Activity – NBFC
15.	Memberships / Chairmanships of Committees of the Board	<p>Salem Erode Investments Limited</p> <ol style="list-style-type: none"> a. Audit Committee (Member) b. Stakeholders Relationship Committee (Member) c. Nomination and Remuneration Committee (Member) d. Corporate Social Responsibility Committee (Member) e. Debenture and Bond Committee (Member) f. Asset Liability Management Committee (Member) g. Branch Authorisation Committee (Member) h. Internal Complaints Committee (Chairperson) i. IT Strategy Committee (Member) j. IT Steering Committee (Member) <p>ICL Fincorp Limited</p> <ol style="list-style-type: none"> a. Stakeholders Relationship Committee (Member) b. Debenture Issue Committee (Member) c. Risk Management Committee (Member) d. Asset Liability Management Committee (Chairperson) e. Share Allotment Committee (Member). f. Branch Authorisation Committee (Member) g. Internal Complaints Committee (Chairperson) h. IT Steering Committee (Member)
16.	Directorship and Membership of Committees of the Board in Listed entities	<ol style="list-style-type: none"> a) Non-Executive Director in Salem Erode Investments Limited. b) Committee Membership in listed entities- refer point no.15 above detailing the Memberships / Chairmanships of Committees of the Board in Salem Erode Investments Limited.
17.	Shareholding in the Company as on 31.03.2024	Equity Shares (9.60%)

Sl. No.	Particulars	Response
18.	Brief Resume	<p>Ms. Umadevi Anilkumar, the wife of Mr. K.G. Anilkumar, is a remarkable woman known for her determination and vision. She views entrepreneurship as a pathway that has allowed her to shatter the glass ceilings of the corporate world. With a Bachelor's degree in Commerce and a Master's in Business Management (MBA), she has been serving as the Director of ICL Fincorp Limited since March 21, 2013, where her contributions have been pivotal to the Company's success.</p> <p>A self-described workaholic, Ms. Umadevi Anilkumar has continually reinvented herself and her business. Her active involvement in the Company's operations and her crucial role in its growth since its inception highlight her dedication. She has undergone a significant transformation from being a homemaker to becoming a prominent woman entrepreneur, making strategic efforts to enhance her professionalism and devote her time to the Company's advancement.</p>
19.	Performance Evaluation	<p>Ms. Umadevi Anilkumar has awarded with 97% attendance at Board Meetings, General Meeting and various Committee Meetings and actively participated throughout the meetings. The Board evaluated and confirmed that the said Director has exercised duties with due and reasonable care, skill and diligence, along with cent percent independent judgment and in the best in the interest of the Company. Ms. Umadevi Anilkumar has complied with all the guidelines with respect to the professional conduct, role, functions and duties, as mentioned in the Companies Act, 2013.</p> <p>The performance evaluation criteria for accessing the appointment or regularization of Directors, inter-alia, includes factors like participation at Board/Committee Meetings, Managing Relationship with fellow Board Members, Knowledge and skill, Personal attributes like ethics and integrity, independent judgment with regard to corporate strategy, performance, risk management, corporate governance implementation, knowledge about the Company and external environment in which it operates, confidentiality level, adherence to the applicable code of conduct for Directors etc.</p>

Information as per Schedule V to the Companies Act, 2013 is as under:

VII. General Information:

01.	Nature of Industry	Non - Banking Financial activities
02.	Date or expected date of commencement of commercial production	Not applicable
03.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
04.	Financial performance based on given indicators	Financial performance for the FY 2023-24 Gross Revenue -Rs. 143.57 Crores /- Profit after Tax -Rs. 1.90 Crores /- Dividend - Nil EPS - 0.40
05.	Foreign investments or collaborations, if any.	Not applicable

VIII. Information about the Directors to whom remuneration is payable as mentioned above.

01.	Background Details	Detailed in brief resume as above
02.	Past Remuneration	<p>a. Entitled to an aggregate amount of Rs.5,00,000/-per month (Rupees Five Lakhs Only) by way of salary, perquisites, allowances etc.; and</p> <p>b. Entitled to a profit related commission of not exceeding 1% on the net profits of the Company for the Financial Years FY 2024 and FY 2025.</p>
03.	Recognition or awards	<p>1. Best Business Women of the Year 2018 by News 18 Sthree rathnam Awards.</p> <p>2. Global Excellence Award for Entrepreneurial achievements in various fields by Janam TV Global Excellence awards 2018.</p>
04.	Job Profile and suitability	<p>Ms.Umadevi Anilkumar is the Whole-Time Director and Chief Executive Officer of the Company. She had been holding the post of whole-time Director since September 01, 2020. With a backing of more than 11 years rich expertise and skill, she is considered as one of the main pillars of the Top Management heading the business operations and administrations of the Company and had played a vital role in the growth of the Organisation throughout these years. Her vision and business acumen had elevated the Company to one of the leading NBFCs in Kerala. Being a Post Graduate in Business Management, she instilled the professionalism in the Business Management and Administration of the Company and sets the Business Plan and Business Model according to the dynamic business environment.</p> <p>Her continued association with the Company would be utmost beneficial for the Company in its journey of becoming one of the leading financial institutions of the Country.</p>

05.	Remuneration proposed	<p>a) Aggregate amount of Rs. 15,00,000/-per month (Rupees Fifteen Lakhs Only) by way of salary, perquisites, allowances etc.; and</p> <p>b) Profit related commission of not exceeding 1% on the net profits of the Company for the Financial Years FY 2025.</p>
06.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Ms. Umadevi Anilkumar is one among the very few successful women entrepreneurs, who are actively involved in the Financial Sector. She is an Integral part of the day-to-day management of affairs the Company and is Heading the branch expansion activities, Business Promotion, Resource procurements and other important business areas.</p> <p>Considering the job profile and portfolio of works handled by her, the remuneration proposed is commensurate with other organisations of the similar type, size and nature.</p>
07.	Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, or other directors, if any	<p>a. Ms. Umadevi Anilkumar is holding 47,83,799 number of Equity Shares, constituting 9.61% percentage voting power in the Company as on 23.08.2024.</p> <p>b. Ms. Umadevi Anilkumar is the Spouse of Mr. K.G. Anilkumar, Managing Director of the Company. Mr. K.G. Anilkumar is holding 1,76,22,978 number of Equity Shares, constituting 35.39% percentage voting power in the Company as on 23.08.2024.</p>

IX. Other Information:

01.	Reasons of loss or inadequate profits	<p>The Company believes in the long-term goal of wealth maximization rather than pursuing the short-term goal of profit maximization and has been always striving to strike a balance between the same.</p> <p>During the FY 2023-24, the financial performance of the Company has been very good, reflecting its commitment to excellence. The Increased scale of operations during the year resulted in robust increase in Gross Revenue of the Company. The Total Income of the Company increased from Rs. 110.89 Crores to Rs. 143.57 Crores thereby registering an increase of 29.48%.</p> <p>However, keeping in view, the long-term growth and diversification plans, the Company had been focusing more on expanding its Loan Book and to ensure that the growth targets are met and are in line with the envisaged Business Plan of the Company. With the concerted efforts during the Financial Year, the gold loan portfolio of the Company increased considerably from Rs.392.94 crores to Rs.465.85 crores thereby registering a growth of 18.55%. The main factors that fueled the growth in business was the opening of 54 new branches and the optimum fund raising happened during the said period. However, both the fund raising and Branch openings are coupled with huge quantum of operation and administration overheads in the form of Finance costs, employee benefit expenses and other administrative overheads. During the year, the finance cost and the employee benefit expenses also reported proportionate hike with respect to the increased business volume. Apart from that the Company had to spend a higher amount for Advertisement in connection with the First NCD public issue. After the pandemic, the Company had been giving prime importance to its branch expansion and diversification activities and the staff recruitments are done in full-fledged manner which also contributed to increased overheads. The Company is also in the process of developing the necessary infrastructures in the form of Branch presence in highly profitable business centres/locations and recruiting suitable employees on role to meet up to the rising demands and to support and stimulate the forecasted growth in the upcoming years.</p> <p>The Company's net profit before tax witnessed a decrease from Rs. 4.32 crores to Rs. 2.82 crores during the last fiscal year. The dip in the growth of Net profit in proportion to the Increased business volume was due to the increase in aforesaid operational and administrative overheads reported in connection with the Branch expansion and diversification plans undertaken during the year.</p>
02.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> • Reduce the average cost of fund which is currently around 13.75%. • Increase the margin by optimising the portfolios. • Further increase the quality of Loan assets. • Scaling up the Business volume of segments other than gold loan. • Promoting digitalisation and introduction of new digital initiatives in offering gold loan products.
03.	Expected increase in productivity and profits in measurable terms	<p>It is expected that the Branch Expansions and Diversification plans already undertaken would reap enormous benefit for the Company in the upcoming financial years and the profitability of the Company is expected to increase by at least 15-20% over the current level. However, the Increase in profitability would depend mainly on the quantum of Branch expansion and other diversification plans that the Company would undertake during the coming years.</p>

By order of Board of Directors,
For ICL Fincorp Limited

Sd/-
K. G. Anilkumar
Chairman and Managing Director
(DIN: 00766739)

Place: Chennai
Date: 27.08.2024

Board's Report

To,
The Members,
ICL Fincorp Limited

The Board of Directors of ICL Fincorp Limited (hereinafter referred to as "the Company") is pleased to present the 33rd Annual Report of the Company, together with the audited consolidated and standalone financial statements for the financial year ending March 31, 2024.

I. Financial Summary and Highlights

a) Operations

In the year 2023-24, our Company concentrated on markedly elevating its brand presence across India. We invested considerable effort in strengthening and expanding our branch network nationwide, which played a pivotal role in advancing our growth objectives and broadening our national footprint.

During the year, the Company successfully opened a total of 54 new branches across the states of Andhra Pradesh, Telangana, Maharashtra, Gujarat, Tamil Nadu, and Kerala. This expansion increased our branch network from 241 to 290 locations. Notably, we established our significant presence in new regions, including Mumbai and Ahmedabad, by inaugurating 5 branches, and regional offices in each city. These strategic expansions have significantly bolstered our Gold Loan Portfolio, with the Gold Loan AUM rising to ₹4,65,85,28,317 up from ₹392,93,96,080 in the previous financial year.

Your Company also marked a significant milestone by launching its inaugural Debt-Initial Public Offering (IPO) of Secured Non-Convertible Debentures. The debentures received an overwhelmingly positive response from investors, leading to an early closure due to oversubscription. Following this successful launch, the debentures were listed on the Bombay Stock Exchange, which significantly enhanced liquidity and visibility

for our investors. This achievement not only underscores our commitment to transparent financial practices but also marks our Company's official status as a listed entity, in compliance with the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Your Company also attained several milestones on the operational performance front during the financial year. The Company's gross income for the financial year ended March 31, 2024 increased to Rs. 143,57,35,137 as compared to Rs. 110,88,82,705 in the previous FY, thereby registering a growth of 29.48%.

During the year, despite an increase in gross income, the company's net profit declined to ₹1,90,33,410 from ₹3,13,29,105 in the previous financial year. This decrease in net profit was primarily attributable to significant expenses incurred, including higher operational costs related to our branch expansions.

The return on average loan asset stood at 0.85% in 2023-24, against 0.62% in 2022-23. Interest yield was 32.55%, as compared to 29.96% in 2022-23. Net interest margin was 19.32%, as against 17.01% in 2022-23.

The Company remitted to exchequer a sum of Rs. 1,76,95,182 as taxes.

(Rupees in Thousands)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023
Total Income	14,35,735.14	11,08,882.71	14,56,942.84	11,26,382.83
Total Expense	14,07,522.53	10,65,638.00	14,46,440.06	10,83,980.86
Profit/Loss before Tax	28,212.60	43,244.71	10,502.78	42,401.96
Less Current Income Tax	17,695.18	21,377.73	17,695.18	21,413.01
Less Deferred Tax	(8,508.42)	(8,538.79)	(8,046.18)	9,054.02
(Excess)/Short provision of Previous Years	(7.57)	(923.34)	45.57	(319.38)
Net Profit/Loss after Tax	19,033.41	31,329.11	808.20	30,362.35
Earnings per share (Basic)	0.40	0.66	0.02	0.64
Earnings per Share (Diluted)	0.40	0.66	0.02	0.64

b) Transfer to Reserves

Your Board of Directors has transferred an amount of Rs.41,00,000 to the Statutory Reserve maintained under Section 45 IC of the RBI Act, 1934. No amount has been transferred to Impairment Reserve which is the differential amount between impairment allowance as per IND AS 109 and provisioning as per IRACP norms.

Post transfer of the aforesaid amounts from profits to reserves, and provision for preference dividend, your Board proposes to retain Rs. 1,06,73,410 in Retained Earnings.

c) Dividend**a) Dividend on Preference Shares**

As approved by the Members of the Company at the 32nd Annual General Meeting, the Board of Directors of your Company paid a dividend of Rs.15 per annum on 2,84,000 15% Redeemable Cumulative Preference Shares of Rs.100 each for the financial year ended March 31, 2023, out of the profits of the Company. The total cash outflow amounted to Rs.41,19,000 after appropriate tax deducted at source, and was paid during the financial year on August 11, 2023.

Your Board of Directors, at their Board Meeting held on August 27, 2024, has also approved and recommended a dividend of Rs.15 (Rupees Fifteen Only) per annum on 2,84,000 15% Redeemable Cumulative Preference Shares of Rs.100 each for the financial year ended March 31, 2024, out of profits of the Company, and the total cash outflow for the same would amount to Rs. 42,60,000, before appropriate tax deducted at source.

b) Dividend on Equity Shares

In order to reinvest the profits for future growth and diversification, your Board of Directors has decided not to recommend any dividend on Equity Shares for the financial year ended March 31, 2024.

d) Change in Accounting Standards

The Company has followed Indian Accounting Standards, and there has been no change in Accounting Standards during the year under review.

II. State of Company's affairs**a) Change in status of the Company**

The Company has not changed its "Public Limited" status during the financial year under report. The Company has complied with provisions of the Companies Act, 2013 (hereinafter also referred to as "the Act") and rules made thereunder in respect of its status under the Act and is active.

b) Key Business Developments**i. Branch Network**

During the year under review, the number of branches of the Company were expanded from 241 to 290 branches. The majority of the branches were opened in the states

of Andhra Pradesh, Telangana, Maharashtra, Gujarat, Tamil Nadu, and Kerala, and the Company also plans to extend its presence to other states by way of increasing its branch network. Your Company is of the view that a widespread branch network would enable it to provide customers from proximate locations easy access to the Company's loan and investment products and the Company could also service existing loan accounts in the most beneficial way to customers and can also reach to other potential customers within the catchment.

ii. Merging, shifting or closure of branches

The Company is actively working to enhance the operational efficiency of its branches by evaluating their revenue performance. Branches that are below the break-even point are being assessed for potential actions, including mergers, relocations, or closures, in accordance with statutory procedures. The Board of Directors or its designated Committee reviews and approves these actions to ensure that the Company's resources are allocated efficiently and effectively.

Through regular monitoring, we promptly identify and address low-performing or unproductive branches based on current performance metrics. This proactive approach helps minimize unnecessary administrative overheads and ensures that resources are focused on driving productivity and growth. During the year, the company undertook significant operational adjustments: four branches were merged, three branches were relocated to new locations, and one branch was closed.

c) Other material event having an impact on the affairs of the Company**i. Listing of Non-Convertible Debentures**

During the year, the Company successfully launched its inaugural public issue of Secured Non-Convertible Debentures, which were subsequently listed on BSE Ltd. This milestone has marked the Company's transition to a listed entity, in compliance with the Listing Regulations set forth by the Securities and Exchange Board of India.

ii. Disbursement & Recovery

During the year, the gold loan sector continued to see robust demand due to economic uncertainty, inflation, and high gold prices. The economic environment has driven individuals and businesses to seek quick, collateral-based financing.

The Company was able to open 54 new branches during the year which scaled up the disbursements in gold loans. Your Company also managed the recovery effectively by offering customers the option to make remittances through online banking/ phone transfers and other electronic modes. Since the Company has been focusing on loan recovery efforts in a stringent manner,

there was no adverse impact on the revenue of the Company during the year. The Company will increasingly prioritize digitalization in the coming years to leverage advanced technologies, aiming to streamline both loan disbursement and recovery processes. This focus on digital transformation will enhance operational efficiency, reduce turnaround times, and improve overall service quality.

iii. Impact on ancillary businesses

The Impact of ancillary businesses were minimal as more than 95% of the total loan portfolio of your Company comprised of gold loan.

For other retail loans, while new disbursements were limited, renewals were permitted for genuine and creditworthy customers. The recovery and collection mechanisms for these segments remain effective and robust, ensuring efficient management of outstanding loans.

Further, in the coming years, to address the increasing competition in the gold loan sector, the company plans to diversify its loan portfolio by focusing on additional loan categories such as business loans, property loans, used vehicle (Premium Category) loans, and project advances. This strategic expansion aims to broaden our offerings and enhance our competitive edge in the market.

iv. Resource Mobilization

a) Non-Convertible Debentures (NCDs):

NCDs continue to remain the main source of funding option for the Company. Your Company has successfully completed several series of Issue of NCDs under Private Placement basis and has raised around Rs. 77.74 Crores in aggregate during the financial year. In addition to Private Placements, the Company also raised Rs. 100 Crores by way of Public Issue and as on March 31, 2024, the total outstanding NCDs of your Company stood at Rs. 359.05 Crores.

b) Subordinated Debt

Subordinated Debts also represents a long-term source of funds for your Company and the amount outstanding as on March 31, 2024 was Rs. 36.67 Crores. It qualifies as Tier II capital under the Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“Scale Based Regulations”).

The Directors are confident that the Company will maintain its momentum with the issuance of Subordinated Debt and Non-Convertible Debentures (NCDs). This approach will effectively meet the funding requirements outlined in the company's business plan, supporting continued growth and operational stability.

c) Bank Finance

Bank Finance continues to be an important source of fund for your Company, apart from NCDs. During the year, the State Bank of India also sanctioned an additional credit facility to the tune of Rs. 25 Crores thereby reposing faith and confidence in the performance capability of the Company. As on March 31, 2024, the State Bank of India remained the sole lender for the Company and the loan outstanding stood at Rs. 35.74 Crores.

In addition, Your Company is also planning to approach several other commercial banks for new credit lines thereby entering into multiple banking arrangements.

d) Preference Shares

As on March 31, 2024, the Preference shares outstanding stood at Rs. 2,84,00,000. Issue of Redeemable Preference shares has also been an important source of funds for the Company. Preference shares of the Company had been offered at a good rate of return for Investors at 15% p.a.

v. Non-Performing Assets

During the year, the company effectively managed and reduced Non-Performing Assets (NPAs) through its robust recovery management system. For the year 2023-24, the company's Gross Non-Performing Assets (NPAs) were 1.51%, while the Net Non-Performing Assets were reported at 1.33%.

III. Change in the nature of business

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

IV. Material Changes and Commitments

There have been no material changes and commitments except those disclosed below, which affect the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this report. Further, there was no changes in external and internal environment including technical, legal and financial, strikes, lockouts and breakdowns affecting the business of the Company, as on the reporting date.

1. Second Series of Public Issue.

The company successfully completed its second series of public issue of Secured Redeemable Non-Convertible Debentures (NCDs), raising ₹75 crores from the public. These NCDs were listed on BSE Ltd. on April 22, 2024.

2. Commencement of Listed Private Placements.

The Company commenced issuance of Non-Convertible Debentures (NCDs) through Listed Private Placements. As on the date of this report, we are pleased to announce the successful completion of four series of private placements,

marking a significant milestone in our capital-raising efforts. These NCDs are now listed on the Bombay Stock Exchange, providing enhanced liquidity and visibility to our investors while reinforcing our commitment to transparent financial practices.

3. Increase in Borrowing Powers.

The shareholders of the Company, through a postal ballot resolution dated May 30, 2024, approved an increase in the borrowing powers of the Board of Directors from ₹1,200 crores to ₹2,000 crores.

4. Appointment of new directors.

The Board of Directors have appointed two new directors in the Board of the Company.

- (i) Mr. Munappil Gunavardhanan Narayana Gopalan, IAS Retd, was appointed as an additional director (Independent) effective from May 30, 2024.
- (ii) Dr. Rajashree Ajith was appointed as a Whole-time Director and Key Managerial Personnel of the Company effective from July 16, 2024.

The Board is confident that their diverse background and proven track record in driving growth will not only enhance the Company's strategic direction but also support our commitment to creating long-term shareholder value.

5. Shifted Registered Office to New Premises in Chennai.

In a move to support its continuous growth and enhance its public presence, the Company is excited to announce the relocation of its registered office. As of August 24, 2024, the new office will be situated at the below address:

Plot No. C308, Door No. 66/40, 4th Avenue, Ashok Nagar, Chennai, Tamil Nadu - 600 083

This new location is anticipated to provide improved accessibility and greater visibility, reflecting the Company's dynamic evolution and commitment to excellence.

V. Overview of the Industry and Important Changes in the Industry during the year:

Detailed in Management Discussion and Analysis report annexed as Annexure-2.

VI. Capital and Debt Structure

a) Share Capital of the Company

The Authorized Share Capital of the Company is Rs. 150,00,00,000 consisting of 10,00,00,000 Equity Shares of Rs.10 each and 50,00,000 Preference Shares of Rs.100 each. The Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 52,63,36,180 divided into 4,97,93,618 Equity Shares of Rs.10 each and 2,84,000 Preference Shares of Rs.100 each.

During the year under review, the Company had issued and allotted 24,00,057 Equity Shares of face value of Rs. 10 each, at a premium of Rs.15 per share, aggregating to Rs. 6,00,01,425 on Right issue basis on 20.02.2024. Consequently, the issued, Subscribed and Paid-up Equity Share Capital of the Company increased from Rs. 47,39,35,610 to Rs. 49,79,36,180.00. During the Year, the Company has not issued any additional Preference Shares.

b) Non-Convertible Debentures/Bonds

During the year under review, your Company raised an amount aggregating to Rs. 1,77,74,33,000/- by way of issuance of Secured Redeemable Non-Convertible Debentures on public Issue & private placement basis in various tranches. The funds raised from NCDs are utilized for the purpose of financing, general corporate purposes, and to meet the short-term and long-term working capital requirements.

The company offers Non-Convertible Debentures (NCDs) under various schemes with options for monthly, annual, and cumulative interest payments. The tenure of these schemes ranges from 13 to 68 months, with interest rates/yields from 11.00% to 13.73%.

The details of NCDs issued and allotted during the year under report are as follows:

Date of allotment	Number of securities allotted	Mode and Series of Issue/Series	Issue Price	Amount raised
13-04-2023	61,386	Private Placement	1000	6,13,86,000
27-04-2023	55,510	Private Placement	1000	5,55,10,000
12-05-2023	57,140	Private Placement	1000	5,71,40,000
19-05-2023	29,171	Private Placement	1000	2,91,71,000
01-06-2023	60,583	Private Placement	1000	6,05,83,000
14-06-2023	39,893	Private Placement	1000	3,98,93,000
01-07-2023	64,566	Private Placement	1000	6,45,66,000
14-07-2023	71,005	Private Placement	1000	7,10,05,000
28-07-2023	68,074	Private Placement	1000	6,80,74,000
10-08-2023	66,277	Private Placement	1000	6,62,77,000
24-08-2023	67,470	Private Placement	1000	6,74,70,000
08-09-2023	72,117	Private Placement	1000	7,21,17,000

Date of allotment	Number of securities allotted	Mode and Series of Issue/Series	Issue Price	Amount raised
20-09-2023	53,336	Private Placement	1000	5,33,36,000
28-09-2023	10,905	Private Placement	1000	1,09,05,000
14-12-2023	10,00,000	Public Issue- Series ICLI	1000	100,00,00,000

Events occurred after balance sheet date

The Company has issued and allotted in aggregate 7,51,704 Non-Convertible Debentures amounting to Rs. 92,04,00,000/- for the period commencing from 01.04.2024 to 19.08.2024 as hereunder:

Date of allotment	Number of securities allotted	Mode of Issue/Series	Issue Price	Amount raised
19-04-2024	7,50,000	Public Issue- Series ICLII	1,000	75,00,00,000
31-05-2024	632	Series-1A Private Placement	1,00,000	6,32,00,000
25-06-2024	349	Series-2A Private Placement	1,00,000	3,49,00,000
23-07-2024	442	Series-3A Private Placement	1,00,000	4,42,00,000
19-08-2024	281	Series-4A Private Placement	1,00,000	2,81,00,000

VII. Credit rating

The Company has received debt credit ratings from various credit rating agencies as follows:

Credit Rating Agency	Facilities	Amount (Rupees in Crores)	Rating & Date on which the credit rating was obtained	Revision in the credit rating	Reasons provided by the rating agency for a downward revision, if any
INFOMERICS Valuation and Rating Private Limited#	Proposed Non-Convertible Debentures (NCDs)	100	IVR BB+/Stable (IVR Double B Plus with Stable Outlook). Date of Credit Rating:14.03.22	-	-
INFOMERICS Valuation and Rating Private Limited#	Sanctioned/Proposed Long term bank loans	50	IVR BB+/Stable (IVR Double B Plus with Stable Outlook). Date of Credit Rating:14.03.22	-	-
ACUITE RATINGS & RESEARCH LIMITED	Proposed Non-Convertible Debentures	150	ACUITE BBB- (Stable)Date of Credit Rating: 17.10.2023	-	-
ACUITE RATINGS & RESEARCH LIMITED	Proposed Non-Convertible Debentures	50	ACUITE BBB- (Stable)Date of Credit Rating: 29.02.2024	-	-
CRISIL RATINGS LIMITED	Total Bank Loan Facilities Rated	50	CRISIL BBB-/ Stable Date of Credit Rating: 08.07.2024	-	-
CRISIL RATINGS LIMITED	Non-Convertible Debentures	400	CRISIL BBB-/ Stable Date of Credit Rating: 08.07.2024	-	-
CRISIL RATINGS LIMITED	Subordinated Debt	50	CRISIL BBB-/ Stable Date of Credit Rating: 08.07.2024	-	-
CRISIL RATINGS LIMITED	Commercial Paper	100	CRISIL A3 Date of Credit Rating: 08.07.2024	-	-

On April 11, 2024, Infomerics Valuation and Rating Private Limited has downgraded the ratings to IVR BB/Negative; and moved to "Issuer Not Co-Operating" category for various debt facilities/instruments of ICL Fincorp Limited citing non- availability of adequate information about the performance of the company and the uncertainty around its credit risk. It is important to note that ICL Fincorp Limited continues to receive favorable ratings from other credit rating agencies, without similar concerns being raised. The company has diligently submitted all required documentation to Infomerics and is actively seeking a reversal of the rating downgrade.

VIII. Investor Education and Protection Fund

a) Details of the transfer/s to the Investor Education and Protection Fund ("IEPF") made during the year as mentioned below:

- i. Amount of unclaimed/unpaid dividend and the corresponding shares

Financial Year	Amount of unclaimed/unpaid dividend transferred	No. of equity shares transferred (F.V. of Rs. 10 each)
2015-16	13,961.35	2,79,227*

*The Shares are yet to be transferred to IEPF due to technical issue. We are working with RTA & IEPF Authority for resolution and expected to complete the share transfer at the earliest.

- ii. Redemption amount of Preference Shares - Nil
- iii. Amount of matured deposits, for companies other than banking Companies, along with interest accrued thereon - Not applicable
- iv. Amount of matured debentures along with interest accrued thereon - Nil
- v. Application money received for allotment of any securities and due for refund along with interest accrued - Nil
- vi. Sale proceeds of fractional shares arising out of issuance of bonus shares, merger and amalgamation - Not applicable

b) Details of the resultant benefits arising out of shares already transferred to the IEPF - Not applicable

c) Year wise amount of unpaid/unclaimed dividend lying in the unpaid account up to the year and the corresponding shares, which are liable to be transferred to the IEPF and the due dates for such transfer:

Your Board hereby informs that the following dividends are transferable to the IEPF on the respective due dates as mentioned under, in accordance with the provisions of section 124 (5) of the Act:

Sl. No.	Year of declaration of final dividend on Equity Shares	Dividend declaration date	Unclaimed dividend amount (In Rs.)	Number of Equity Shares underlying	No. of Equity Shareholders	Proposed date of transfer to IEPF
1	2016-17	16-09-2017	95,068	9,50,680	248	15-10-2024

Details of unclaimed dividends are available at the website of the Company at <https://www.iclfincorp.com/iepf>

- d) Amount of donation, if any, given by the Company to the IEPF - Not applicable
- e) Any other amounts transferred to the IEPF, if any, during the year - Not applicable

Further, in accordance with the provisions of the Companies Act, 2013, Mr. K.G. Anilkumar (DIN: 00766739), Managing Director, retires by rotation and being eligible, offers himself for re-appointment at the ensuing annual general meeting. Being eligible for re-appointment and in the best interest of the Company, your Board recommends the re-appointment of Mr. K.G. Anilkumar as a Director of the Company, liable to retire by rotation.

IX. Management

a) Change in Directors and/ or Key Managerial Personnel

The changes in the constitution of the Board of Directors and Key Managerial Personnel of the Company during the year under report are as follows: -

During the financial year under review, the shareholders of the Company at the 32nd Annual General Meeting held on July 15, 2023 had approved the re-appointment of Mr. Sreejith S. Pillai (DIN: 05315692), as Director of the Company liable to retire by rotation.

Mr. Visakh T.V, an Associate Member of Institute of Company Secretaries of India (Membership No:53607), was appointed as the Company Secretary and Compliance officer of the Company effective from May 15, 2023.

The Term of appointment of Mr. Shinto Stanly, Independent Director will expire on December 2, 2024 and is eligible for re-appointment as an Independent Director for a second term of five consecutive years, starting from December 3, 2024 to December 2, 2029 (both days inclusive). The Proposal for confirming his re-appointment as independent Director for a period of Five years is placed before the shareholders at the ensuing annual general meeting and forms part of the Notice of Annual General Meeting.

Events occurred after Balance Sheet date

Mr. M.N Gunavardhanan, IAS Retd, has been appointed as an Additional Director (Non-Executive, Independent), effective from May 30, 2024, at the Board Meeting held on May 29, 2024. The Proposal for confirming his appointment as independent Director for a period of Five years is placed before the

shareholders at the ensuing annual general meeting and forms part of the Notice of Annual General Meeting.

Dr. Rajashree Ajith has been appointed as Whole- Time Director and Key Managerial Personnel of the Company at the Board Meeting held on July 16, 2024. The Proposal for confirming her appointment as Whole- Time Director and Key Managerial Personnel and approval of terms and conditions of appointment is placed before the shareholders at the ensuing annual general meeting and forms part of the Notice of Annual General Meeting.

b) Declaration from Independent Directors on annual basis

The Company has received necessary declaration from all the Independent Directors of the Company as per section 149(7) of the Companies Act, 2013 confirming that they meet with the criteria of Independence as laid down under section 149 (6)

of the Act. Further, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and Code of Conduct for Directors and senior management personnel of the Company. Further, in the opinion of the Board of Directors of the Company, Independent Directors of the Company hold highest standards of integrity, Expertise and Experience in their respective fields. In terms of section 150 of the Companies Act, 2013, read with rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, Manesar ("IICA") and the said registration is renewed and active. All the Independent Directors of the Company have passed online proficiency self-assessment test conducted by IICA or are exempt from the requirement.

c) Meetings of the Board of Directors of the Company

During the year, the Board of Directors of the Company met 21 (Twenty-One) times, details of the same are as mentioned below:

SN	Date of the meeting	K.G. Anilkumar	Umadevi Anilkumar	Shinto Stanly	K.K. Wilson	Sreejith S. Pillai	A.A Balan	Percentage of attendance
01	02.04.2023	Present	Present	Present	Present	Present	Present	100%
02.	19.04.2023	Present	Present	Present	Present	Present	Present	100%
03.	03.05.2023	Present	Present	Present	Present	Present	Present	100%
04.	12.05.2023	Present	Present	Present	Present	Present	Present	100%
05.	24.05.2023	Present	Present	Present	Present	Present	Present	100%
06.	26.05.2023	Present	Present	Present	Present	Absent	Present	83.33%
07.	02.06.2023	Present	Absent	Present	Present	Absent	Present	66.67%
08.	21.06.2023	Present	Present	Present	Present	Present	Present	100%
09.	05.07.2023	Present	Present	Present	Present	Present	Present	100%
10.	19.07.2023	Present	Present	Present	Present	Present	Present	100%
11.	02.08.2023	Present	Present	Present	Present	Present	Present	100%
12.	14.08.2023	Present	Present	Present	Present	Present	Present	100%
13.	26.08.2023	Present	Present	Present	Present	Present	Present	100%
14.	12.09.2023	Present	Present	Present	Present	Present	Present	100%
15.	26.09.2023	Present	Present	Present	Present	Present	Present	100%
16.	03.10.2023	Present	Present	Present	Present	Present	Present	100%
17.	06.11.2023	Present	Present	Present	Present	Present	Present	100%
18.	11.12.2023	Present	Present	Present	Present	Present	Present	100%
19.	30.12.2023	Present	Present	Present	Present	Present	Present	100%
20.	09.01.2024	Present	Absent	Present	Present	Absent	Present	66.67%
21.	07.02.2024	Present	Present	Present	Present	Absent	Present	83.33%

d) General Meetings held during the year

During the financial year 1 (One) General Meeting of the shareholders through e-voting were held, details of the same are as disclosed below:

Nature of meeting	Date of meeting	Number of members attended	Percentage of attendance
32 nd Annual General Meeting	15.07.2023	36	0.78%

e) Composition of the Board of Directors

The Board of the Company is headed by Mr. K.G.Anilkumar, Chairman and Managing Director, an eminent person of high credentials and of considerable professional experience who actively contributed in the deliberation of the Board. As on close of business hours of March 31, 2024, Board comprised of six Directors and headed by two Key Managerial Personnel as mentioned below:

Sl. No.	Name	DIN/PAN	Designation
01.	Mr. K.G. Anilkumar	00766739	Chairman & Managing Director(Executive)
02.	Ms. Umadevi Anilkumar	06434467	Wholetime Director & Chief Executive Officer(Executive)
03.	Mr. K.K. Wilson	02526733	Director(Non-Executive)
04.	Mr. Shinto Stanly	06534505	Independent Director(Non-Executive)
05.	Mr. Sreejith S. Pillai	05315692	Director(Non-Executive)
06.	Mr. A.A. Balan	01996253	Independent Director(Non-Executive)
07.	Mr. Madhavankutty T.	ACXPT7620E	Chief Financial Officer
08.	Mr. Visakh TV	AWWPV0702B	Company Secretary & Compliance Officer

f) Committees of the Board

The Company has various Committees which have been constituted as part of good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

i. Audit Committee**i) Description & Terms of reference**

The Company has constituted and maintained independent, competent and qualified Audit Committee by complying with the provisions of section 177 of the Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and amendments made thereunder. The functions of the Audit Committee include the following:

- Review of financial statements and auditors' report.
- Recommendation for appointment, retention, termination, remuneration and terms of appointment of Statutory Auditors of the Company and allied matters.
- Recommendation for appointment, retention, termination, remuneration and terms of appointment of Internal Auditors of the Company, review of Internal Auditors' report and allied matters.
- Recommendation for appointment, retention, termination, remuneration and terms of appointment of Chief Financial Officer of the Company.
- Statement of uses/application of funds.
- Overview of financial performance of Subsidiary Company.
- Approval of Related Party Transactions and such other subsequent related modifications.
- Such other matters envisaged in the aforesaid provisions of the Companies Act, 2013 and rules made thereunder.

ii) Composition

As on close of business hours of March 31, 2024, Audit Committee comprised of following members:

Name & Designation	Nature of directorship	Position in Committee
Mr. Shinto Stanly	Independent Director	Chairman
Mr. Sreejith S. Pillai	Non-Executive Director	Member
Mr. K.K. Wilson	Non-Executive Director	Member
Mr. A.A. Balan	Independent Director	Member

Changes during the year

During the year, there were no changes in the composition of the Audit Committee of the Company.

iii) Meetings & Attendance

During the year, the Audit Committee of the Company met 5 (Five) times, details of the same are as mentioned below.

Sl. No.	Date of the meeting	Shinto Stanly	A. A Balan	K.K. Wilson	Sreejith S. Pillai	Percentage of attendance
01.	01.04.2023	Present	Present	Present	Present	100%
02.	12.05.2023	Present	Present	Present	Present	100%
03.	02.06.2023	Present	Present	Present	Absent	75%
04.	30.12.2023	Present	Present	Present	Present	100%
05.	07.02.2024	Present	Present	Present	Absent	75%

ii. Nomination & Remuneration Committee

i) Description & Terms of reference

The Company has constituted and maintained competent and qualified Nomination and Remuneration Committee by complying with the provisions of section 178 of the Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and amendments made thereunder. The functions of the Nomination and Remuneration Committee include the following:

- Review and approval of appointment, removal, resignation and retirement of Directors, Key Managerial Personnel and Senior Management Staff of the Company.
- Review and approval of remuneration to Directors, Key Managerial Personnel and Senior Management Staff of the Company.
- Evaluation of performance of Directors, Key Managerial Personnel, Senior Management Staff and Committees of Board.
- Review performance of Directors, Key Managerial Personnel and Senior Management Staff of Subsidiary Companies.
- Such other matters envisaged in the aforesaid provisions of the Companies Act, 2013 and rules made thereunder.

ii) Composition

As on March 31, 2024, Nomination and Remuneration Committee comprised of following members as mentioned below:

Name & Designation	Nature of directorship	Position in Committee
Mr. Shinto Stanly	Independent Director	Chairman
Mr. K.K. Wilson	Non-Executive Director	Member
Mr. A.A. Balan	Independent Director	Member
Mr. Sreejith S. Pillai	Non-Executive Director	Member

Changes during the year

During the year, there were no changes in the composition of the Nomination and Remuneration Committee of the Company.

iii) Meetings & Attendance

During the year, the Nomination and Remuneration Committee of the Company met 2 (Two) times, details of the same are as mentioned below:

Sl. No.	Date of the meeting	Shinto Stanly	Sreejith S. Pillai	A.A Balan	K.K. Wilson	Percentage of attendance
01.	12.05.2023	Present	Present	Present	Present	100%
02.	02.06.2023	Present	Absent	Present	Present	75%

iii. Stakeholders Relationship Committee

i) Description & Terms of reference

The Company has constituted and maintained competent and qualified Stakeholders Relationship Committee by complying with the provisions of section 178 (5) of the Companies Act, 2013 and amendments made thereunder. The functions of the Stakeholders Relationship Committee include the following:

- Ensure that the views/concerns of the shareholders are highlighted to the Board at appropriate time and that the steps are taken to address such concerns.

- Resolve complaints related to transfer/transmission of shares, non-receipt of annual report and non-receipt of declared dividends, General Meetings, issue of new/duplicate certificates and new certificates on split/ consolidation/renewal etc., transfer/transmission, dematerialization and re-materialization of Equity Shares in a timely manner and oversee the performance of the Register and Transfer Agents.
- Review the process and mechanism of redressal of investor complaints and suggesting measures of improving the existing system of redressal of investor grievances.
- Such other matters envisaged in the aforesaid provisions of the Companies Act, 2013 and rules made thereunder.

ii) Composition

As on close of business hours of March 31, 2024, Stakeholders Relationship Committee comprised of following members:

Name & Designation	Nature of directorship/ designation	Position in Committee
Mr. Shinto Stanly	Independent Director	Chairman
Mr. K.G. Anilkumar	Chairman and Managing Director	Member
Ms. Umadevi Anilkumar	Whole-time Director & CEO	Member

Changes during the year

During the year, Mr. Sam S. Maliakal, Human Resource Manager, and Mr. Anoop KP, Senior Manager - Sales & Marketing, were re-designated as permanent invitees to the Committee instead of being the Members of the Committee, effective from April 02, 2023.

iii) Meetings & Attendance

During the year, the Stakeholders Relationship Committee of the Company met 9 (Nine) times, details of the same are as mentioned below.

Sl. No.	Date of the meeting	Shinto Stanly	K.G. Anilkumar	Umadevi Anilkumar	Percentage of attendance
01	04.04.2023	Present	Present	Present	100%
02.	17.04.2023	Present	Present	Present	100%
03.	12.06.2023	Present	Present	Present	100%
04.	25.09.2023	Present	Present	Present	100%
05.	25.10.2023	Present	Present	Present	100%
06.	26.12.2023	Present	Present	Present	100%
07.	01.01.2024	Present	Present	Present	100%
08.	11.01.2024	Present	Present	Present	100%
09.	07.02.2024	Present	Present	Present	100%

iv. Debenture Issue Committee (Formerly Known as Debenture & Bond Committee)

i) Description & Terms of reference

The Company has constituted and maintained competent and qualified Debenture Issue Committee by complying with the provisions of the Companies Act, 2013 and amendments made thereunder. The functions of the Debenture issue Committee include the following:

- Processing, verifying and approving of Debenture, Bond or other debt instrument applications, offer letters, record of offers and such other related documents.
- Approval of issue and allotment of Secured Redeemable Non- Convertible Debentures, Bonds or Unsecured Redeemable Non-Convertible Debentures or such other debt instruments on private placement basis.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Such other matters envisaged in the aforesaid provisions of the Companies Act, 2013 and rules made thereunder.

ii) Composition

As on March 31, 2024, Debenture issue Committee comprised of following members:

Name & Designation	Nature of directorship /designation	Position in Committee
Mr. K.G. Anilkumar	Managing Director	Chairman
Ms. Umadevi Anilkumar	Whole-time Director & CEO	Member
Mr. K. K. Wilson	Non-Executive Director	Member
Mr. Sreejith S. Pillai	Non-Executive Director	Member

Changes during the year

During the year, there were no changes in the composition of the Debenture & Bond Committee.

iii) Meetings & Attendance

During the year, the Debenture issue Committee of the Company met 27 (Twenty-Seven) times, details of the same are as mentioned below:

Sl. No.	Date of the meeting	K.G. Anilkumar	Umadevi Anilkumar	K.K. Wilson	Sreejith S. Pillai	Percentage of attendance
01.	13.04.2023	Present	Present	Present	Present	100%
02.	27.04.2023	Present	Present	Present	Present	100%
03.	12.05.2023	Present	Present	Present	Present	100%
04.	19.05.2023	Present	Present	Present	Present	100%
05.	01.06.2023	Present	Present	Present	Present	100%
06.	14.06.2023	Present	Present	Present	Present	100%
07.	01.07.2023	Present	Present	Present	Present	100%
08.	14.07.2023	Present	Present	Present	Present	100%
09.	28.07.2023	Present	Present	Present	Present	100%
10.	10.08.2023	Absent	Present	Present	Present	75%
11.	24.08.2023	Present	Present	Present	Present	100%
12.	08.09.2023	Present	Present	Present	Present	100%
13.	20.09.2023	Present	Present	Present	Present	100%
14.	28.09.2023	Present	Present	Present	Present	100%
15.	03.10.2023	Present	Present	Present	Present	100%
16.	26.10.2023	Present	Present	Present	Present	100%
17.	06.11.2023	Present	Present	Present	Absent	75%
18.	20.11.2023	Present	Present	Present	Present	100%
19.	22.11.2023	Present	Present	Present	Absent	75%
20.	06.12.2023	Present	Present	Present	Absent	75%
21.	14.12.2023	Present	Present	Present	Present	100%
22.	26.12.2023	Present	Present	Present	Present	100%
23.	24.01.2024	Present	Present	Present	Present	100%
24.	07.02.2024	Present	Present	Present	Absent	75%
25.	19.02.2024	Present	Present	Present	Present	100%
26.	15.03.2024	Present	Present	Present	Present	100%
27.	28.03.2024	Present	Present	Present	Present	100%

v. Risk Management Committee

i) Description & Terms of reference

The Company has constituted and maintained competent and qualified Risk Management Committee by complying with the provisions of the Companies Act, 2013, Master Direction- Reserve Bank of India (Non-banking Financial Company-Scale Based Regulations) Directions, 2023 and amendments made thereunder. The Committee reviews the Risk Management Policy, document and improve risk management practices, ensure appropriate/adequate reporting to the Board, manage the integrated risk, review the functioning of the Risk Management Department and any other matter as the Committee may deem fit. The Committee is involved in the process of identification, measurement, monitoring and mitigation of the various risks faced by the Company.

ii) Composition

As on March 31, 2024, Risk Management Committee comprised of the following members:

Name & Designation	Nature of directorship	Position in Committee
Mr. K.G. Anilkumar	Managing Director	Chairman
Ms. Umadevi Anilkumar	Wholetime Director & CEO	Member
Mr. Shinto Stanly	Independent Director	Member
Mr. Sreejith S. Pillai	Non-Executive Director	Member

Changes during the year

During the year, there were no changes in the composition of the Risk Management Committee.

iii) Meetings & Attendance

During the year, the Risk Management Committee of the Company met 2 (Two) time, details of the same are as mentioned below:

Sl. No.	Date of the meeting	K.G. Anilkumar	Umadevi Anilkumar	Shinto Stanly	Sreejith S. Pillai	Percentage of attendance
01.	18.05.2023	Present	Present	Present	Present	100%
02.	07.02.2024	Present	Present	Present	Absent	75%

vi. Asset- Liability Management Committee**i) Description & Terms of reference**

The Company has constituted Asset- Liability Management Committee in line with provisions of Master Direction- Reserve Bank of India (Non-banking Financial Company-Scale Based Regulations) Directions, 2023. The Committee ensures the adherence to the risk tolerance/limits set by the Board as well as implementing the risk management strategy, policies and procedures of the Company and will support the Risk Management Committee to establish a framework for the Company's risk management process and implementation.

ii) Composition

As on March 31, 2024, Asset- Liability Management Committee comprised of the following members:

Name & Designation	Nature of directorship /designation	Position in Committee
Ms. Umadevi Anilkumar	Whole-time Director & CEO	Chairperson
Mr. K.K Wilson	Non-Executive Director	Member

In addition to the above, persons holding the position of Finance Manager and Accounts Manager are the members to the Asset Liability Management Committee.

Changes during the year

During the year, there were no changes in the composition of the Asset-Liability Management Committee.

iii) Meetings & Attendance

During the year, the Asset Liability Management Committee of the Company met 1 (One) time, details of the same are as mentioned below:

Sl. No.	Date of the meeting	Umadevi Anilkumar	K.K. Wilson	Nikitha Binoy	Sunilkumar M	Percentage of attendance
01.	18.05.2023	Present	Present	Present	Present	100%

vii. Share Allotment Committee**i) Description & Terms of reference**

The Company has constituted Share Allotment Committee by complying the provisions of the Companies Act, 2013 and amendments made thereunder in order to make the allotment of Equity Shares and Preference Shares of the Company from time to time.

ii) Composition

As on March 31, 2024, Share Allotment Committee comprised of the following members:

Name & Designation	Nature of directorship	Position in Committee
Mr. K.G. Anilkumar	Managing Director	Chairman
Ms. Umadevi Anilkumar	Whole-time Director & CEO	Member
Mr. Shinto Stanly	Independent Director	Member
Mr. Sreejith S Pillai	Non-Executive Director	Member
Mr. K.K Wilson	Non-Executive Director	Member

Changes during the year

During the year, there were no changes in the composition of the Share Allotment Committee.

iii) Meetings & Attendance

During the year, the Share Allotment Committee of the Company met 2 (Two) times, the details of the same are as mentioned below:

Sl. No.	Date of the meeting	K.G. Anilkumar	Umadevi Anilkumar	Shinto Stanly	Sreejith S. Pillai	K.K Wilson	Percentage of attendance
01.	18.05.2023	Present	Present	Present	Present	Present	100%
02.	20.02.2024	Present	Present	Present	Absent	Present	80%

viii. Branch Authorization Committee

i) Description & Terms of reference

The Company has constituted a Branch Authorization Committee by complying with the provisions of the Companies Act, 2013 and amendments made thereunder with powers to open new branches on pan India basis, close, merge or shift the existing branches etc. and with ample powers for opening/closure of bank account/change in signatories of bank accounts of all branches of the Company.

ii) Composition

As on close of business hours of March 31, 2024, Branch Authorization Committee comprised of following members:

Name & Designation	Nature of directorship /designation	Position in Committee
Mr. K.G. Anilkumar	Managing Director	Chairman
Ms. Umadevi Anilkumar	Whole time Director & CEO	Member
Mr. Sam S. Maliakal	Human Resource Manager	Member
Mr. K.Ramachandran	AGM – Operations	Member
Mr. Anoop K. P	Senior Manager – Sales & Marketing	Member

Changes during the year

During the year, there were no changes in the composition of the Branch Authorization Committee.

iii) Meetings & Attendance

During the year, the Branch Authorization Committee of the Company met 3 (three) times, details of the same are as mentioned below:

Sl. No.	Date of the meeting	K.G. Anilkumar	Umadevi Anilkumar	Anoop K. P	K. Ramachandarn	Sam S. Maliakal	Percentage of attendance
01	18.05.2023	Present	Present	Present	Present	Present	100%
02.	07.06.2023	Present	Present	Present	Present	Present	100%
03.	06.11.2023	Present	Present	Present	Present	Present	100%

ix. Internal Complaints Committee

i) Description & Terms of reference

The Company has constituted and maintained competent and qualified Internal Complaints Committee by considering the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and amendments made thereunder. The functions of the Internal Complaints Committee include the following:

- Supervising the development and implementation of the Policy on Prevention of Sexual Harassment at Workplace (POSH policy), including the work of the Nodal Officer and Investigation Team, if any.
- Receive reports from the Nodal Officer concerning the conciliation, inquiry and resolution of complaints made pursuant to POSH policy on a quarterly basis.
- Responsibility for co-ordinating the conciliation and inquiry of any serious sexual harassment complaints concerning alleged violation of any laws, rules or regulations those apply to the Company.
- Ensure all employees are encouraged to reinforce the maintenance of a work environment free from sexual harassment.
- Organise workshops and awareness programmes at regular intervals for sensitizing the employees with the provisions of the said Act and orientation programmes for the members of the Committee on periodical basis.
- Sign and submit copies of the reports of the investigations and such other supporting documents with any judicial, quasi-judicial, regulatory, other government department or anyone concerned or interested in the matter signed by the Chairman of the Committee, whenever and wherever required.

ii) Composition

As on close of business hours of March 31, 2024, Internal Complaints Committee comprised of following members:

Name & Designation	Nature of directorship/ designation	Position in Committee
Ms. Umadevi Anilkumar	Whole-time Director & CEO	Chairman
Mr. Sam S. Maliakal	Human Resource Manager	Member
Adv. Ms. Rammia Sivasdas	Legal Officer	Member
Adv. Ms. Sandhya Pran	External Member	Member

Changes during the year

Ms. Sonia P., PA to CEO, resigned from her position effective from October 21, 2023 and ceased to be member of the Committee.

iii) Meetings & Attendance

During the year, the Internal Complaints Committee of the Company met 1 (one) time, details of the same are as mentioned below.

Sl. No.	Date of the meeting	Umadevi Anilkumar	Sam S. Maliakal	Adv. Rammia Sivasdas	Adv. Sandhya Pran	Sonia P	Percentage of attendance
01	18.05.2023	Present	Present	Present	Present	Present	100%

x. IT Strategy Committee

i) Description & Terms of reference

The Company has constituted and maintained competent and qualified IT Strategy Committee by complying with the provisions of para 1.1 of Master Direction - Information Technology Framework for the NBFC Sector with powers for detection, prevention, reporting, review, investigation, decision making and monitoring of IT related risks of the Company and for ensuring usage of IT resource in an efficient effective lawful and ethical manner. The functions of the IT Strategy Committee include the following:

- Approving IT Strategy and Policy documents, implementation of process and practices, ensuring proper balance of IT investments for sustaining the Company's growth and identifying the potential risks and control of the Company.
- Develop internal framework, guidelines, plans of action and specimen formats supporting the implementation of IT policy by providing the best corporate practices and submit with the Board on annual basis for approval.
- Communicating significant IT risks to the Risk Management Committee on periodic basis.
- Recommendation of a senior official in hierarchy of the Company, who possess adequate professional qualification and experience in the area of IT framework to the position of Chief Information Officer of the Company, along with terms and conditions including a fixed tenure with the Board of Directors of the Company.
- Provide necessary directions to the IT Steering Committee from time to time to ensure orderly and efficient execution of the IT risk management measures in accordance with this Policy.

ii) Composition

As on close of business hours of March 31, 2024, IT Strategy Committee comprised of following members:

Name & Designation	Nature of directorship / designation	Position in Committee
Mr. Shinto Stanly	Independent Director	Chairman
Mr. K.K. Wilson	Non-Executive Director	Member
Mr. Sreejith S.Pillai	Non-Executive Director	Member

In addition to the above, person holding the position of IT Manager of the Company from time to time shall be permanent member of the IT Strategy Committee.

Changes during the year

During the year, there were no change in the composition of the IT Strategy Committee.

iii) Meetings & Attendance

During the year, the IT Strategy Committee of the Company met 1 (one) time, details of the same are as mentioned below:

Sl. No.	Date of the meeting	Shinto Stanly	K.K. Wilson	Sreejith S. Pillai	Abhinand P.	Percentage of attendance
01.	18.05.2023	Present	Present	Present	Present	100%

xi. IT Steering Committee

i) Description & Terms of reference

The Company has constituted and maintained competent and qualified IT Steering Committee by complying with the provisions para 4.1 of Master Direction - Information Technology Framework for the NBFC Sector to provide oversight and monitoring of the progress of the project, including deliverables to be realized at each phase of the project and milestones to be reached according to the project timetable. The functions of the IT Steering Committee include the following:

- To provide oversight and monitoring of the progress of the project, including deliverables to be realized at each phase of the project and milestones to be reached according to the project timetable.
- Assist IT Strategy Committee in organizing IT training, awareness and orientation programmes at regular intervals for sensitizing the members of the Board and all Committees and employees at all levels with the IT framework of the Company.
- Formulate teams like operational staff, staff from Information System, Technology Support, Systems Development, Network and Operations Services, Voice Communications, Key Business Units etc. for effective implementation of IT Policy.
- Support the Strategy Committee to establish a framework for the Company's risk management process and implementation.
- Assist the Strategy Committee in maintaining a culture of co-operation and openness between the Board of Directors, IT Strategy Committee, IT Steering Committee, Management, Statutory Auditors, Internal Auditors, and System Auditors etc.

ii) Composition

As on close of business hours of March 31, 2024, IT Steering Committee comprised of following members:

Name & Designation	Nature of directorship /designation	Position in Committee
Mr. K.G. Anilkumar	Managing Director	Chairman
Ms. Umadevi Anilkumar	Whole time Director & CEO	Member
Mr. Sam S. Maliakal	Human Resource Manager	Member

In addition to the above, persons holding positions of Finance Manager, Operations Manager, Accounts Manager and Information Technology Manager of the Company from time to time shall be the members of IT Steering Committee.

Changes during the year

During the year, there were no change in the composition of the IT Steering Committee.

iii) Meetings & Attendance

During the year, the IT Steering Committee of the Company met 1 (one) time, details of the same are as mentioned below:

Sl. No.	Date of the meeting	K.G. Anilkumar	Umadevi Anilkumar	Sam S. Maliakal	Abhinand P.	Nikitha Binoy	Sunilkumar M	Percentage of attendance
01.	18.05.2023	Present	Present	Present	Present	Present	Present	100%

xii. Meeting of Independent Directors**i) Composition**

Your Board consist of following 2 (two) Independent Directors as on the close of business hours of March 31, 2024 who meets the criteria of being independent as prescribed under Companies Act, 2013 and other applicable provisions made thereunder:

Sl. No.	Name of the Independent Director	DIN
01.	Mr. Shinto Stanly	06534505
02.	Mr. A.A Balan	01996253

Changes during the year

During the year, there were no change in the Independent Directors.

ii) Meetings & Attendance

During the year, the Independent Directors met 1 (one) time, details of the same are as mentioned below.

Sl. No.	Date of the meeting	Shinto Stanly	A.A. Balan	Percentage of attendance
01.	07.02.2024	Present	Present	100%

g) Policy on appointment of Directors

Pursuant to the provisions of section 134(3)(e), salient features of the Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178(3) is annexed as 'Annexure 1'.

Nomination and Remuneration Committee Policy may be accessed on the Company's website at:

https://www.iclfincorp.com/uploads/investors_file/20240312165047.pdf

h) Board Evaluation

Your Board of Directors have put in place a well-defined performance evaluation framework for evaluating the performance of the Board, its Committees and of individual Directors, inter-alia, includes factors like participation at Board/Committee meetings, managing relationship with fellow Board Members, knowledge and skill, personal attributes like ethics and integrity, independent judgment with regard to corporate strategy, performance, risk management, corporate governance implementation and knowledge about the Company and external environment in which it operates, confidentiality level, adherence to the applicable code of conduct for Directors etc. The questionnaires and self-assessment sheets used for performance evaluation, which were further reviewed and improvised during financial year are comprehensive for evaluation.

i) Directors' Responsibility Statement

Pursuant to the requirements under Section 134 (3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with the proper explanation relating to material departures;
- that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of profit of the Company for that period;
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Directors had prepared the annual accounts for the year ended March 31, 2024 on a going concern basis;
- that the Directors have laid down internal financial controls for the Company and such internal financial controls are adequate and were operating effectively; and
- that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws

and that such systems were adequate and operating effectively.

j) Internal Financial Control

The Company has in place adequate internal controls with reference to financial statements and operations, which is commensurate with the size and nature of its business. The Internal Control System is supported by an Internal Audit Department which conducts regular internal audits. During the year under review, these controls were evaluated and no significant weakness were identified either in the design or operation of the control.

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

During the year under review, there were no cases of frauds

l) Financial position and performance of Subsidiaries, Joint ventures and associates

A brief summary of financial position of Salem Erode Investments Limited, Subsidiary Company as on March 31, 2024 is as follows:

Particulars	(Rupees in Thousands)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Total Income	41,395.01	40,301.28
Total Expense	59,104.84	41,144.02
Profit/Loss before Tax	(17,709.83)	(842.74)
Less Current Income Tax	-	35.28
Less Deferred Tax	462.24	(515.23)
(Excess)/Short provision of previous years	53.14	603.97
Net Profit/Loss after Tax	(18,225.21)	(966.76)
Earnings per share (Basic)	(1.59)	(0.08)
Earnings per Share (Diluted)	(1.59)	(0.08)

The subsidiary company has earned an income of Rs. 4,13,95,010/- as compared to Rs. 4,03,01,278/- during the previous year. The total expenditure for the year was Rs. 5,91,04,835/- as compared to Rs. 4,11,44,020/-. The subsidiary incurred net loss of Rs. 1,82,25,205/- as against net loss of Rs.9,66,755/- during the previous financial year. The subsidiary had to incur loss during reporting financial year in comparison to previous financial year due to increase in operations, administrative, finance and other costs which is as a result of opening of more branches and employees.

X. Details relating to Deposits covered under Chapter V of the Companies Act, 2013

Your Company has not accepted any Deposits from Public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review. The disclosure on details of deposits for the year under review are as follows:

- Accepted during the year – Nil
- Remained unpaid or unclaimed as at the end of the year- Nil
- Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-

reported by the auditor(s) either to the Board of Directors or to the Audit Committee of the Company under sub-section (12) of Section 143. Further, no report under sub-section (12) of section 143 of the Companies Act has been filed by the Statutory Auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

However, during the period there have been certain instances of fraud on the Company, where gold loan related misappropriations have occurred for amounts aggregating Rs. 3,28,82,700/- out of which Rs 59,00,000/- has been recovered, Rs 2,60,00,000/- has been written off as bad debts in the books of accounts and the provision created for the balance amount of Rs 9,82,700 in the books of accounts. The Company has initiated necessary legal actions.

- At the beginning of the year - Nil
 - Maximum during the year - Nil
 - At the end of the year - Nil
- (d) details of deposits which are not in compliance with the requirement of the Chapter V of the Act - Nil.

Details of loans taken from Directors of the Company, which falls outside the purview of deposits, are provided in Note no.37 to the Standalone Financial Statements of the Company.

XI. Details of Subsidiary, Joint Venture and Associate Companies Rule 8(5) (iv)

Salient features of the financial statements of Salem Erode Investments Limited, Subsidiary Company in form no. AOC 1

as per first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 is attached hereto as 'Annexure 3' forms part of this report.

The Companies which have become or ceased to be Subsidiaries, joint ventures or associate companies during the year - Nil

XII. Loans, Guarantee and Investments of the Company

The details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are provided in Note Nos. 9, 10 and 37 to the Standalone Financial Statements of the Company. During the year, Company has not provided any guarantee within the purview of the aforesaid section.

XIII. Particulars of contracts or arrangements with related parties

The Company has complied with the provisions of section 188 (1) of the Companies Act, 2013 and rules made thereunder with respect to the contracts or arrangements with related parties, details of the same is enclosed as 'Annexure 4'.

XIV. Corporate Social Responsibility Policy

The Company does not fall within the provision of section 135 of the Companies Act, 2013 with regard to constituting of Corporate Social Responsibility Committee of the Board.

XV. Particulars regarding conservation of energy, technology absorption and foreign exchange earnings & outflow

a) Conservation of energy

Due to nature of business, energy conservation has limited applicability. The Company's operations do not account for substantial energy consumption. However, the Company is taking all possible measures to conserve energy. The Company has taken various steps to conserve energy. Consumption of electricity and its efficient utilization is an important area of Environmental Management System and the Company has taken many steps to reduce its carbon footprint on this front. The company's corporate office in Irinjalakuda is fully powered by solar energy, demonstrating our commitment to green energy. The Company has initiated to replace all high-power consuming equipments with environment friendly equipment's, resulting significant savings in power consumption. Discussions on utilizing alternate sources of energy like solar are in process. For the time being the Company has not incurred any capital investment on energy conservation equipment's.

b) Technology absorption

Your Company being a NBFC, has no activities involving adoption of any specific technology. However, your Company is trying its best in implementing latest information technology and tools towards enhancing our customer convenience. The

Company has started initiating various digital transformations during the year providing a great customer experience, improved business efficiencies, ease of operations and effective risk management. The company has launched an updated HRMS module to enhance efficiency in HR operations. The Company believes in extending the digital interface to customers through various channels for better reach and convenience. The Company is trying to take initiative towards an end-to-end online loan application and fulfillment platform, doing away with the traditional pen and paper process which also involves physical transfer of loan application files.

c) Foreign exchange earnings and outgo

During the year under review, the Company has not entered into any transactions resulting in foreign exchange earnings or foreign exchange outflow.

XVI. Risk Management Policy

The Company has internal Risk Management Policy wherein all material risks faced by the Company are managed by competent personnel and the same is reviewed by Risk Management Committee on a periodic basis. The Company is generally exposed to the following types of risks.

a) Strategic Risks (External Risks)

Strategic Risks are potential business threats arising from events and trends that can adversely impact the Company's strategic growth trajectory and destroy shareholder value. Strategic risks include the following:

- i. Political/Government related Risks
- ii. Competition Risk
- iii. Reputational Risk
- iv. Force Majeure
- v. Legal Risk
- vi. Regulatory & Compliance Risk
- vii. Credit Rates Risk

b) Operating Risks (Internal Risks)

Operating risk is the level of uncertainty associated with the core operations of a business. Operating risks includes the following:

- i. Liquidity Risk
- ii. Currency Risk
- iii. Interest Rate risk
- iv. Credit Risk
- v. Employee Risk
- vi. Information Technology Risk
- vii. Fraud Risk

The Risk Management Committee will periodically review these various risks faced by the Company and will advise the Board on risk mitigation plans on such risks. To cut it short, the risks and the mitigation plans are explained briefly as follows:

Political/Government related risks

This includes changes in the government policies or any socio-political contingencies which may adversely affect the business of the Company.

Mitigation Plan: Reviewing and monitoring the changes in rules and regulations in relation to NBFCs by the Government will help the Company to oversee the consequences and act accordingly to a certain extent.

Competition Risks

Major competitions faced by the Company are from other NBFCs, different types of banking Companies including public sector/private sector banks, Co-operative banks, foreign banks, India Post, local money lenders and other unauthorized financiers.

Mitigation Plan: Your Company is having a good internal quality check mechanism to keep a close watch on competitor's strengths, weaknesses, competition dynamics etc. and focus on the awareness campaigns as per the directions of RBI among its employees, stakeholders etc. The marketing department will concentrate on these areas and ensure that these competitions do not affect the smooth functioning of the Company.

Reputational Risks

Damage to the trust and confidence of the stakeholders that may materially and adversely affect the business, future financial performance and results of operations of the Company constitute reputational risks of the Company.

Mitigation Plan: Ensures accuracy in its documents published through website, regulatory bodies and social media and keeping prompt compliance with regulatory directives and other laws both in letter and spirit.

Force Majeure

This includes Covid-19 outbreak in the society as well as within the Company's premises that adversely affect the financial position as well as the operating results of the Company

Mitigation Plan: Your Company developed a disaster management plan with delegation of responsibility and set up Nodal Disaster Management Committee to prevent any such loss.

Legal, Regulatory and Compliance Risk

Being an NBFC, the Company has to follow various acts and any non-compliance in relation to the above areas will lead to huge penalty and loss of reputation for the Company.

Mitigation Plan: Your Company retained well-structured professionals including Chartered Accountants, Company Secretaries, Cost Accountants, Advocates, high profile retired hands etc. to ensure all the compliances are being done in a fair and timely manner.

Credit Rates Risks

Any downgrade of credit ratings would increase borrowing costs and constrain access to debt and bank lending markets and thus, would adversely affect business.

Mitigation Plan: Oversee the factors determining the credit ratings of the Company will prevent downgrading of credit ratings.

Liquidity Risks

This includes financial risk due to uncertain liquidity. Liquidity Risk management in NBFCs are defined as the risk of being unable either to meet their obligations to depositors or unable to invest to meet unacceptable costs or losses occurred.

Mitigation Plan: Your Company is having a reliable Management Information System to provide timely and forward-looking information on the liquidity position of the Company and report to the Asset Liability Management Committee, both under normal and stress situations.

Interest Rate Risk

Interest rate risk is the risk where changes in market interest rates might adversely affect the Company's financial condition.

Mitigation Plan: Your Company estimates the behavioral pattern of various components of assets and liabilities on the basis of past data/empirical studies to classify assets and liabilities in the appropriate time buckets.

Credit Risk

Credit Risk is one of the major inevitable financial risks charged with every NBFC. It may be defined as the potential that a borrower or counter party will fail to meet their obligations in accordance with agreed terms.

Mitigation Plan: Well-structured customer verification, recovery management etc. will support reduction of credit risks of the Company.

Employee Risk

The Company rely significantly on the performance of Board of Directors, Key Managerial Personnel and Top-Level Management. Loss of any member from the said category may adversely affect business and results of operation. Identifying potential and caliber candidatures in right position of the Company and maintain them for future is another employee related risk.

Mitigation Plan: Equal opportunity in terms of position & remuneration, continuous training and development programs etc. will prevent the employee turnover of the Company.

Fraud Risk

Fraudulent risks arise from different types of frauds involving Directors, employees of the Company, employees of subsidiary or Group Companies, security holders, other agencies deployed

for the Company's activities, whether working from any of the Company's offices or any other location, contractors, vendors, suppliers or agencies.

Mitigation Plan: Security arrangements both physical & electronic form and periodical check of all areas of operations through gold audit, internal audit etc. will help the Company to reduce the fraudulent risks.

In the opinion of the Board, currently there are no material risks which may affect the existence of the Company.

XVII. Vigil Mechanism and Whistle Blower Policy

The Company has established a vigil mechanism to promote ethical behavior in all its business activities and has in place a mechanism for employees to report any genuine grievances, illegal, unethical behaviors, suspected fraud, violation of laws, rules and regulation or conduct to the Whistle Blower Officer or Audit Committee or the Board of Directors of the Company. The policy also provides for adequate protection to the whistle blower against victimization or discriminatory practices. Further, vigil mechanism ensures direct access to the higher levels of supervisors and/or to the Chairman of the Audit Committee, in appropriate or exceptional cases. The details of the Whistle Blower Policy are available on the website of the Company at www.iclfinccorp.com.

XVIII. Significant or Material Orders passed by Regulators/Courts

During the year under review, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

XXI. Comments by the Board on qualification, reservation or adverse remark or disclaimer made

- i. by the Auditor in his report : Nil
- ii. by the Company Secretary in Practice in his Secretarial Audit Report

Qualification	Reply
The Company has not complied with the provisions laid under section 124 (6) of the Act read with rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 with respect to the transfer of Equity Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more to Investor Education and Protection Fund and related reporting.	Due to technical difficulties with the MCA IEPF site, there was an unavoidable delay in filing of e-form IEPF-1 and subsequent transferring of the unpaid dividend amounts to the IEPF Account. As a result, the transfer of shares to the IEPF through Corporate Action and the filing of e-Form IEPF-4 were similarly affected. We are currently addressing these delays, and the Corporate Action process is underway.

XXII. Compliance with Secretarial Standards

The Company has complied with all the provisions stipulated under Secretarial Standards issued by the Institute of Company Secretaries of India.

XIX. Statutory Auditors

The Members of the Company at the 32nd Annual General Meeting, held on 15th day of July, 2023, had appointed M/s. Manikandan & Associates (FRN. 008520S) as Statutory Auditors of the Company, for a period of 5 years, till the conclusion of 37th Annual General Meeting of the Company to be held in the year 2028. However, the Statutory Auditors M/s. Manikandan & Associates (FRN. 008520S) have tendered their resignation vide resignation letter dated August 23, 2024 signifying their inability to hold the office of Statutory Auditors of the Company effective from the conclusion of the 33rd Annual General Meeting of the Company.

Pursuant to the resignation of the Statutory Auditors of the Company, the Board of Directors of the Company at their meeting held on August 27, 2024 has recommended the appointment of M/s. Mohandas & Associates (FRN. 002116S) as Statutory Auditors of the Company to hold the office for a period of 3 years from the conclusion of the 33rd Annual General Meeting of the Company to the conclusion of the 36th Annual General Meeting of the Company to be held in the year 2027. The recommendation of Board of Directors proposing the appointment of M/s. Mohandas & Associates (FRN. 002116S) as Statutory Auditors of the Company forms part of the Notice of ensuing Annual General Meeting.

XX. Secretarial Auditor

Your Board has appointed Mr. Yacob P.O., Practising Company Secretary having office at 02nd Floor, Kalarikkal Building, Karingachira, Tripunithura, Kerala – 682301 as the Secretarial Auditor of the Company. The Secretarial Audit Report in form MR 3 is enclosed as 'Annexure 5' forms part of this report

XXIII. Failure to implement any corporate action

The Company has completed corporate actions with respect to issue of Equity Shares, Non-Convertible Debentures & Preference Shares and related payment of interest & dividend. Other than the same, there was

no other corporate actions like buy back of securities, payment of dividend declared, mergers and de-mergers, delisting, split and issue of any other securities occurred during the year under report.

XXIV. Annual Return

The Annual Return in form No. MGT-7 as per Section 134 (3) (a) of the Companies Act, 2013 read with rule 12 of Companies (Management & Administration) Rules, 2014 is available on the website of the Company at <https://www.iclfincorp.com/investors>

XXV. Other Disclosures

- a) The Consolidated Financial Statements are also being presented in addition to the Standalone Financial Statements of the Company.
- b) The Company has taken sufficient measures to maintain good and well-structured Stakeholder relationship, Customer relationship, Environment, Sustainability and Health and Safety and various Committees were constituted and maintained to monitor the same.
- c) The Company has convened its Annual General Meeting within stipulated time as specified under the Companies Act, 2013.
- d) The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company.
- e) General Disclosures
 - i. The Company has not issued any Debentures or Preference Shares or any other securities which carry a right or option to convert such securities into shares;
 - ii. There was no issue of Equity Shares with differential rights as to dividend, voting or otherwise;
 - iii. There was no issue of Sweat Equity Shares to Directors or employees of the Company under any scheme;
 - iv. There was no raising of funds/issue of shares through preferential allotment or qualified institutional placement;
 - v. There were no options in respect of Employee Stock Options Scheme(s) granted, lapsed, exercised etc.;
 - vi. There were no shares held in trust for the benefit of employees;
 - vii. The Company has not issued any warrants during the year;

- viii. There were no voting rights which are not directly exercised by the employees in respect of equity shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Act);
- ix. There was no revision made in financial statements or the Board's Report of the Company in respect of any of the three preceding financial years;
- x. There was no change in financial year;
- xi. There were no activities carried out in relation to acquisition, merger, expansion, modernization and diversification;
- xii. There were no activities carried out in relation to developments, acquisition and assignment of material Intellectual Property Rights;
- xiii. The Company has not inducted any strategic and financial partners during the year;
- xiv. The Company has not reclassified or sub-divided the Authorized Share Capital;
- xv. There was no reduction of share capital or buy back of shares occurred during the year;
- xvi. There was no change in the capital structure resulting from restructuring; and
- xvii. There was no change in voting rights of shareholders of the Company.
- xviii. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year - Not applicable.
- xix. Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof - Not applicable.

XXVI. Disclosure under Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the provisions of Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee has not received any complaints of sexual harassment during the year under report. Detailed statement regarding the same is tabled below:

01.	Number of complaints pending at the beginning of the financial year 2023-24	Nil
02.	Number of complaints received during the financial Year 2023-24	Nil
03.	Number of complaints disposed during the financial year 2023-24	Nil
04.	Number of complaints pending as on the end of the financial year 2023-24	Nil

XXVII. Compliance with NBFC regulations

Your Company has complied and continues to comply with all the regulatory requirements applicable to Non-Banking Financial Institutions as per Reserve Bank of India's guidelines pertaining to Non-Performing Assets, Know

Your Customer, Loan to Value, Fair Practices Code, Capital Adequacy, Leverage Ratios etc.

XXVIII. Particulars of employees

A Statement giving the details required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2024, is annexed as Annexure 6.

The details required under Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2024, are also provided in Annexure 6 forming part of this Report.

XXIX. Remuneration received by Managing/Whole time Director from holding or subsidiary Company.

Managing Director and Whole time Director of the Company is in receipt of sitting fees from Salem Erode Investments Limited, Subsidiary Company during the financial year 2023-24 which is tabled below:

Sl. No.	Name & Designation of the Directors	Designation in the subsidiary Company	Sitting fees(In Rs.)
1	Mr. K.G. Anilkumar, Managing Director	Managing Director	15,000.00
2	Ms. Umadevi Anilkumar, Whole time Director	Non-Executive Director	15,000.00

XXX. Other Matters

a) Statement of deviation or variation

The Company has utilized the funds raised by way of issue of Redeemable Secured Non-Convertible Debentures and Non-Convertible Preference Shares for the purpose as mentioned in the private placement offers.

There has been no deviation in the use of issue proceeds of Non-Convertible Debentures issued by way of Public Issue as compared to the objects of the issue.

b) Corporate Governance

Your Board ensure good corporate governance in the Company.

c) Details of auctions held during the Year 2023-24.

Year	Number of loan accounts	Principal amount outstanding at the dates of auctions (A)	Interest & Other Charges outstanding at the dates of auctions (B)	(Amounts in Millions)	
				Total (A+B)	Value fetched
2023-24	312	12.61	5.68	18.29	17.96
2022-23	4123	170.29	76.41	246.70	216.82

d) Capital Adequacy

As on March 31, 2024, the Capital to Risk Assets Ratio ("CRAR") of your Company was 15% which is above the minimum requirement of 15% CRAR prescribed by the RBI. Out of the above, Tier I capital adequacy ratio stood at 12.19% as against the minimum requirement of 12% and Tier II capital adequacy ratio stood at 2.81% respectively.

e) Grievance Redressal

The Company has designated Mr. Sathisan.K.P, AGM-Operations & Development as Customer Grievances Redressal Officer. The communication details of the Grievance Redressal Officer for reporting grievances are as follows:



Mr. Sathisan.K.P
AGM-Operations & Development
ICL Fincorp Limited,
Main Road, Irinjalakuda – 680121
Ph: 8589000992, Mail id: agmsathisan@iclfincorp.com

The Company has designated Mr. Sam S. Maliakal, Human Resource Manager as Employee Grievances Redressal Officer. The communication details for reporting grievances are as follows:

Mr. Sam S. Maliakal,
Human Resource Manager
ICL Fincorp Limited,
Main Road, Irinjalakuda - 680121
Ph: 8589020647, Mail id: hrm@iclfincorp.com

XXXI. Acknowledgement

The Board wishes to place on record its sincere appreciation to the Company's Customers, Central and State Government Bodies, Auditors, Legal Advisors, Consultants, Registrar and Bankers for their continued support to the Company during the year under report. The Board also expresses its sincere gratitude to the members, other security holders and employees for their continued trust, co-operation and support.

By order of Board of Directors,
For **ICL Fincorp Limited**

Sd/-
K.G. Anilkumar
Chairman & Managing Director
(DIN: 00766739)

Sd/-
Umadevi Anilkumar
Whole-Time Director
(DIN: 06434467)

Place: Chennai
Date: 27.08.2024

Salient features of Nomination and Remuneration Committee Policy of ICL Fincorp Limited

1) Directors, Key Managerial Personnel and Senior Management staff

a) Appointment

The Nomination and Remuneration Committee shall recommend appointment of Directors, Key Managerial Personnel and Senior Management Staff of the Company by considering the following:

- i. Ensure the candidate possess adequate qualification, expertise and experience commensurate with the position.
- ii. Priority may be given to persons with professional qualifications and experience.
- iii. Persons with experience in similar line of business and holding positions in other Company's Board may be considered with added advantage.
- iv. Persons with experience and connection with Government Departments, Financial and Risk Management, Media, Public Relations, Marketing, Business Networks, Philanthropy etc shall be considered.
- v. Code of Conduct of Independent Directors and other Statutory compliances with respect to the appointment/remuneration of Independent Directors.
- vi. Code of Conduct of Senior Management with respect to the appointment/remuneration of Directors other than Independent Directors, Key Managerial Persons and other Senior Management.

b) Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable law, rules and regulations, thereunder, the Nomination and Remuneration Committee may recommend, to the Board with reasons to be recorded in writing, removal of a Director, Key Managerial Personnel or Senior Management, subject to the provisions and compliance of the said Act, such other applicable law, rules and regulations.

c) Retirement

The Directors, Key Managerial Personnel and Senior Management shall retire as per the applicable provisions of

the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, Key Managerial Personnel and Senior Management in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

d) Remuneration

The Committee shall ensure:

- i. Level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- ii. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- iii. 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.

2) Evaluation of performance of Directors, Key Managerial Personnel, Senior Management staff and Committees of Board

- a) Ensure that all Directors have attended and actively participated in meetings.
- b) Ensure that the Directors have contributed own skills, experience and knowledge to support the growth and success of the organisation.
- c) Ensure that the Directors have promoted constructive and respectful relations between the Board and Management.
- d) Ensure that the Directors worked with the Board to adopt an annual work plan that is consistent with the organisation's vision, mission and strategic directions.
- e) Review and monitor the independence and performance, and effectiveness of work process of Directors, Key Managerial Personnel, Senior Management Staff and Committees of Board.

By order of Board of Directors,
For ICL Fincorp Limited

Sd/-
K.G. Anilkumar
Chairman & Managing Director
(DIN: 00766739)

Sd/-
Umadevi Anilkumar
Whole-Time Director
(DIN: 06434467)

Place: Chennai
Date: 27.08.2024

Management Discussion and Analysis report

(i) Industry structure and developments.

a. Economic review

The Indian economy has been consistently outperforming all other leading economies over the last few years with respect to both GDP growth as well as other macro-economic factors. This is primarily backed by the government's strong infrastructure push and slow-but-steady revival in private consumption as reflected in the uptick in several high frequency indicators such as Index of Industrial Production ('IIP'), GST collections, sales of consumer durables, two-wheelers and passenger cars, and system credit and deposit growth. The economy has also shown significant resilience to external factors such as supply chain disruptions, growing geopolitical tensions, inflationary pressures, and weakness in global demand, further underscoring the strength of its underlying fundamentals.

In FY 2023-24, India continued to surpass all market estimates quarter on quarter and closed the financial year with 8.2%¹ Year on Year ("YoY") growth. We have also demonstrated strong fiscal consolidation in recent years with fiscal deficit for FY 2023-24 declining to 5.6%² (vs originally budgeted at 5.9%³). Our Monetary Policy Committee ("MPC") has been successful in navigating the high interest rate environment and maintaining the retail inflation within its target range of 4-6% in recent months (4.85%⁴ in March 2024). India's external position also remains healthy with forex reserves touching an all-time high of \$651.5 Billion⁵ providing it with a comfortable import cover. Despite geopolitical uncertainties, Indian markets have also continued to attract healthy foreign portfolio investment of Rs. 3.4 lakh crore⁶ in FY 2023-24. India's growing importance in international markets is further underscored by JPMorgan's announcement regarding India's inclusion in its emerging market debt index in FY 2024-25.

The Indian bond markets remained stable but under pressure, amidst high government balances and negative banking system liquidity. The RBI effectively maintained tight system liquidity for a major part of FY2024 to allow monetary policy transmission of 250bps rate hikes done in FY2023.

The financial services segment, and in particular NBFCs & HFCs, has been a key facilitator of this economic growth. Credit growth has remained robust in FY 2023-24 backed by strong demand from consumers, the Government of India's ("Govt's") push on financial inclusion, and ever-improving access to credit by way of increasing focus on digitalisation across the industry. We believe that we have also reached the peak of this rate-hike cycle and may see some cuts towards the later half of FY 2024-25. These factors, coupled with decade-low Non-

Performing Assets ("NPAs") and an actively evolving regulatory framework, pave way for healthy double-digit credit growth in the coming years as well. The growth is likely to be broad-based across segments with some moderation expected in the unsecured products. While margins may see some pressure due to elevated interest rates in the short term, overall the sector is expected to report healthy operating performance in over a longer term.

(ii) Opportunities and Threats.

SWOT analysis of Indian NBFC sector are as follows:

Strengths

- NBFCs are permitted to offer numerous financial products and services, including personal loans, vehicle loans, hire purchase loans, business finance, housing loans, infrastructure finance, gold loans, microfinance, money transfer, insurance, credit card services, education funding and other financial related services.
- Product diversity enables NBFCs to focus on under-served populations and penetrate all corners of the country.
- Because of their presence especially in rural areas, NBFCs are considered as the last mile delivery of financial services and hence play a key role in financial inclusion, savings financialisation, etc.
- NBFCs are significant employment generators, especially in rural/semi-urban areas.

Weakness

- NBFCs are required to adhere to stringent rules and regulations by RBI, SEBI, etc., that are unfixed and change with the changes in the financial landscape.
- NBFCs face significant competition from banks, Fintech companies, etc., that typically have higher investment capacity.
- Because of their non-deposit taking nature, NBFCs have to rely on credit availed at higher costs which creates an uneven playing field.
- Retention of key employees is a major challenge due to stiff competition from other financial services segments and other industries.

Opportunity

- NBFCs provide diversified and innovative financial products and solutions that serve the needs, expectations and ambitions of all levels of customers, especially those at the grassroots.

- There exists significant under-penetration of formal credit and this signifies a major opportunity for growth.
- Through digital initiatives, NBFCs have the opportunity to reduce customer acquisition and servicing costs, while also enhancing operational efficiency and providing a better experience to customers.

Threats

- Cost of funds are high for NBFCs, a situation that gets exacerbated during periods of high interest rates.
- Fintech with deep digital capabilities represent a threat in terms of creating better route- to-market in serving last-mile customers and households.
- Higher interest rates, slowdown in business environment and recession fears may force postponement of consumption expenditure.
- The RBI's move to increase risk weights on the consumer credit exposure of Non-Banking Financial Companies is expected to mildly affect overall credit growth next fiscal.

(iii) Segment-wise or product-wise performance.

The last financial year was a year of robust growth for ICL Fincorp marking its strong geographical footprint in eight states. The Company continued to see healthy improvement in operating performance led by strong gold loan disbursement and prudent portfolio mix, robust risk management, and intense focus on improving margins & productivity.

Gold Loan Book

As of March 2024, your Company has 290 standalone gold loan branches spread across 8 States. We are actively focusing on new branch openings in potential areas because they are essential for supporting the steady expansion of high-quality business. We have opened 14 new branches in the quarter ended March 31, 2024.

Our gold loan portfolio has shown robust growth, increasing from Rs. 392.94 Cr as of March 31, 2023, to Rs. 465.85 Cr as of March 31, 2024, marking a significant rise of Rs. 72.91 Cr over the last fiscal year. Specifically, in Q3 FY24, our gold loan portfolio stood at Rs. 404.43 Cr. By the end of Q4 FY24, this figure grew to Rs. 465.85 Cr, reflecting an increase of Rs. 61.42 Cr during the fourth quarter alone.

(iv) Outlook.

FY2024 has been a testament to the resilience and strategic agility of the Indian economy. India has navigated the complexities of a dynamic global economic environment successfully. As we look to FY2025, we expect India to capitalise on emerging opportunities while continuing to mitigate risks through careful planning and policy measures. In 2024, several prominent economic institutions have provided varying yet generally positive outlooks for India's economic growth. The International Monetary Fund (IMF) has revised its growth projection upward to 7%, an increase of 0.2 percentage points from its earlier assessment. Similarly, the Asian Development Bank (ADB) has reaffirmed its outlook, also pegging

growth at 7%. This optimism is underpinned by expectations of a rebound in the agriculture sector, supported by forecasts of an above-normal monsoon.

The Reserve Bank of India (RBI) has slightly surpassed these projections, estimating growth at 7.2%, indicating confidence in the economic trajectory. Conversely, other financial analysts such as Crisil and ICRA have offered slightly more conservative estimates, forecasting growth at 6.8%. Despite these differences, the consensus among these institutions is that India's economic momentum remains healthy.

Looking forward, the outlook for the coming year appears promising, with indicators suggesting sustained economic strength. Factors contributing to this positive sentiment include supportive government policies, potential improvements in global economic conditions, and resilient domestic demand across various sectors. As India continues to navigate through both domestic challenges and global uncertainties, maintaining policy momentum and addressing structural reforms will be crucial in sustaining and possibly accelerating economic growth in the near term.

(v) Risks and concerns.

Broad categories of risk faced by the Company are Credit Risk, Market Risk, Operational Risk, Cyber Security and Reputation Risk. The risk management policies are well defined for various risk categories supplemented by periodic monitoring through the various sub committees of the Board.

I. Operational Risk

In the context of gold loans, operational risk is a threat of financial loss arising from insufficient or ineffective internal procedures, people, systems, or external events that may impact on the gold loan business operations. It takes a combination of proactive steps and risk management techniques to reduce operational risk in gold loans.

a) Robberies / Burglaries:-

For both lenders and borrowers, thefts involving gold loans can be a major worry. Institutions that offer gold loans are particularly risky since they deal with valuable assets that could be targeted by robbers. Plenty of precautions can be taken to reduce the threat of robberies in gold loan operations.

b) Appraisal Risk

The term "Appraisal Risk" in gold loan is the risk that the lender faces when the value of the pledged gold decreases due to a fall in the market price of gold or a change in the purity or condition of the gold. For both the lender and the borrower, there may be several of problems if the gold's worth is not accurately determined. The loss brought on by appraisal risk is minimal given the gold's realizable value inside.

c) Ownership Risk

We run a risk in our daily operations when branches promise loans on pledges of stolen or illegally acquired

gold jewellery. Police seize the gold jewellery from the branches after discovering the theft, and legal action will be taken.

d) Custodial Risk

The securities are stored in a secure room under dual supervision. The branches are given instructions on how to operate the strong room and maintain rigorous dual control. However, missing ornament reports may occur occasionally. The causes include misplacement, incorrect release due to error, etc. These instances are rare, and the key holders are responsible for recovering the loss. Losses resulting from lost ornaments will be compensated for or written off during the appropriate quarters.

II. Credit Risk

Although gold loans are generally considered less risky compared to unsecured loans, there are still some credit risk factors to consider, such as gold price volatility, borrower's creditworthiness, loan tenure, and repayment terms. The focus areas include keeping track of past-due loans, renewing them at the current LTV, increasing gold for per-party exposure, recovering interest, etc. Customers' businesses failing, cash flow problems, drops in gold prices, leaving the pledged gold jewelry, customer fraud, etc. are all causes of default on gold loans.

III. Price Risk

Price risk is caused by a rare decrease in the price of gold and a drop in the value of gold securities held as collateral for the loan disbursed. This could cause the realizable value of the security to fall below the outstanding loan dues, which are made up of principal and interest, making it unattractive for customers to repay gold loan dues. In this case, the company notifies the debtors and holds a gold auction in accordance with policy to recoup the debt. The borrowers' sentimental attachment to their ornaments motivates them to pay back the loan balance and redeem their gold, reducing the necessity for auctioning.

IV. Market Risk

This is majorly external market dynamics. Market Risk is mainly divided into Liquidity risk and Interest Rate risk. Depending on the business requirements and keeping in view the market practices and regulatory guidelines, various loan products are launched from time to time to garner business and carve their niche. Therefore on a periodic basis, the efficacy of these products is being assessed as per the Credit Policy.

➤ **Liquidity Risk**

A financial institution would generally aim to eliminate liquidity risk. The cause and effect of Liquidity risk are primarily linked to the nature of the assets and liabilities of the company. All investment and financing decisions of the company irrespective of whether they have long-term or short-term implications, do affect the asset-liability position of a company which may further affect its liquidity position.

➤ **Interest Rate risk**

We are exposed to higher Interest Rate Risks. The volatility in interest rates can have a bearing on the net interest margin as well as the profitability of the Company. With NBFCs facing challenging times, the interest rates are bound to harden which could impact the earnings of the Company. The Interest Rate risk has a major impact on the balance sheet as well as the income statement of the company.

(vi) Internal control systems and their adequacy.

Your Company has an Internal Control System in accordance with Section 134(5)(e) of the Act, commensurate with the size, scale and complexity of its operations. The Audit Committee comprising of professionally qualified Directors, interacts with the auditor, internal auditors and the management in dealing with matters within its terms of reference.

The Company has a proper and adequate system of internal controls. These controls ensure transactions are authorized, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls within the meaning of the Act. An extensive program of internal audits and management reviews supplement the process of internal financial control framework. Documented policies, guidelines and procedures are in place for effective management of internal financial controls.

The internal financial control framework design ensures that financial and other records are reliable for preparing financial and other statements. In addition, the Company has identified and documented the key risks and controls for each process that has a relationship to the financial operations and reporting. At regular intervals, internal teams test the identified key controls. The Internal auditors also perform an independent check of effectiveness of key controls in identified areas of internal financial control reporting. The Statutory Auditors' Report include a report on the internal financial controls over financial reporting.

In order to maintain objectivity and independence, Internal Auditor reports to the Chairperson of Audit Committee of the Board. The Audit Committee defines the scope and authority of the Internal Auditor. Internal Auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with the operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries.

Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and necessary corrective actions are presented to the Audit Committee.

The Audit Committee and the Board are of the opinion that the Company has sound Internal Financial Control commensurate with the nature and size of its business operations and operating effectively, and no material weakness exists during FY2024.

(vii) Discussion on financial performance with respect to operational performance.-

Consolidated performance highlights of FY 2023-24 are as under:

- During FY 23-24 reported a growth of 29.35% in total income compared to previous FY 22-23
- AUM during the FY 23-24 have shown a growth of 18.66% compared to previous FY 22-23
- Gross Non-Performing Assets size went down by 51.58% during FY23-24 from Rs.15.62 cr to 7.56 Cr.
- Both ICL Fincorp and Salem Erode Investments, the lending entities, are well capitalized, and the capital adequacy ratio is well above the stipulated regulatory norms.

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

As part of our efforts to strengthen HR operations, several significant changes have been implemented. We upgraded the existing HRMS platform to the latest version, enhancing the robustness of HR functions and operations, including employee self-service portals. A mobile application has also been developed as part of this upgrade and will be launched shortly. The new platform is designed to improve individual performance assessments, facilitate independent HR transactions, and enhance overall employee experience. As on June 30, 2024, we have 1250 employees, with 59% of women employees. Additionally, staggered recruitment drives were conducted across the region to fill existing gaps, and all new branches were adequately staffed prior to their inauguration. Over the last fiscal year, 60 branches were inaugurated, including new regions in Ahmedabad and Mumbai. We also celebrated "Staff Day" for all employees in the Kerala region and held regional celebrations for Onam, Diwali, Christmas, and New Year across the country. Furthermore, regional training programs for new joiners and refresher training programs for existing employees were regularly conducted at respective regional offices. An "Achievers Meet" was also organized for employees nationwide to recognize outstanding performers in Public NCD.

(ix) Details of significant changes in key financial ratios.

Ratios	As at 31.03.24	As at 31.03.23	% change	Reason for variance
Debtors Turnover	N.A.	N.A.	N.A.	-
Inventory Turnover	N.A.	N.A.	N.A.	-
Interest Coverage Ratio	N.A.	N.A.	N.A.	-
Current Ratio	N.A.	N.A.	N.A.	-
Debt Equity Ratio	N.A.	N.A.	N.A.	-
Operating Profit Margin (%)	41.78%	46.97%	-11.05%	Increase in operational costs
Net Profit Margin (%)	1.97%	3.90%	-49.61%	Increase in operational costs
Leverage Ratio	6.17	5.62	9.79%	Increase in financial liabilities
Capital Adequacy Ratio	15.00%	16.74%	-10.39%	Increase in financial liabilities

The above disclosures are not applicable to the Company because our equity shares are not listed.

Source:

1 & 4 Ministry of Statistics and Programme Implementation;

2 Controller General of Accounts (CGA);

3 Ministry of Finance;

5 As of 7th June 2024, Reserve Bank of India;

6 NSDL.

By order of Board of Directors,
For ICL Fincorp Limited

Sd/-
K.G. Anilkumar
Chairman & Managing Director
(DIN: 00766739)

Sd/-
Umadevi Anilkumar
Whole-Time Director
(DIN: 06434467)

Place: Chennai
Date: 27.08.2024

Form AOC-1

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

Statement containing salient features of the financial statements of Subsidiaries or Associate Companies or Joint Ventures
Part A: Subsidiaries

01. Sl. No.	01
02. Name of the subsidiary	Salem Erode Investments Limited
03. The date since when subsidiary was acquired	17.02.2020
04. Reporting period for the subsidiary concerned, if different from the holding Company's reporting period.	Not Applicable
05. Reporting currency and Exchange rates as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable
06. Share Capital	Rs. 1,14,65,595/-
07. Reserves and Surplus	Rs. 22,93,36,407/-
08. Total Assets	Rs. 47,52,67,652/-
09. Total Liabilities	Rs. 23,44,65,650/-
10. Investments	Rs. 93,19,814/-
11. Turnover	Rs. 4,13,95,010/-
12. Profit/(Loss) before taxation	Rs. (1,77,09,825)/-
13. Provision for taxation	Rs. 5,15,381/-
14. Profit/(Loss) after taxation	Rs. (1,82,25,205)/-
15. Proposed Dividend	Nil
16. Extent of shareholding (in percentage)	75%

1. Names of subsidiaries which are yet to commence operations

- Not Applicable

2. Names of the subsidiaries which have been liquidated or sold during the year

- Not Applicable

By order of Board of Directors,
For **ICL Fincorp Limited**

Sd/-
K.G. Anilkumar
Chairman & Managing Director
(DIN: 00766739)

Sd/-
Umadevi Anilkumar
Whole-Time Director
(DIN: 06434467)

Place: Chennai
Date: 27.08.2024

Part B: Associates and Joint Ventures

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

- Not Applicable

Names of Associates and Joint Ventures	Name 1	Name 2	Name 3
1. Latest audited balance sheet date			
2. Date on which the Associate or Joint Venture was associated or acquired			
3. Shares of Associate or Joint Ventures held by the Company on the year end			
No.			
Amount of investment in Associates or Joint Venture			
Extent of holding (in percentage)			
4. Description of how there is significant influence			
5. Reason why the associate/Joint venture is not consolidated.			
6. Net worth attributable to shareholding as per latest audited Balance Sheet			
1. Profit or Loss for the year			
i) Considered in consolidation			
ii) Not considered in consolidation			
1. Names of associates or joint ventures which are yet to commence operations			
- Not Applicable			
2. Names of the associates or joint ventures which have been liquidated or sold during the year			
- Not Applicable			

By order of Board of Directors,
For ICL Fincorp Limited

Sd/-
K.G. Anilkumar
Chairman & Managing Director
(DIN: 00766739)

Sd/-
Umadevi Anilkumar
Whole-Time Director
(DIN: 06434467)

Place: Chennai
Date: 27.08.2024

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

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

Sl. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	
	Nature of contracts/arrangements/ transactions	
	Duration of the contracts/arrangements/ transactions	
	Salient terms of the contracts or arrangements or transactions including the value, if any	
	Justification for entering into such contracts or arrangements or transactions	
	Date(s) of approval by the Board	
	Amount paid as advances, if any	
	Date on which the Special Resolution was passed in General Meeting as required under first proviso to section 188	

2) Details of material contracts or arrangements or transactions at arm's length basis:

i.		
a)	Name (s) of the related party & nature of relationship	Salem Erode Investments Limited Subsidiary Company Mr. K.G. Anilkumar (Promoter & Managing Director of the Company and Managing Director of Subsidiary Company) Ms. Umadevi Anilkumar (Promoter & Wholetime Director of the Company and Non-Executive Director of Subsidiary Company)
b)	Nature of contracts/ arrangements/ transactions	Term Loan Agreement
c)	Duration of the contracts/ arrangements/ transactions	The loans are repayable in 60 monthly instalments from the respective date of disbursements
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Term Loan From Salem Erode Investments Limited, not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) in various tranches at an interest rate ranging between 12.00% to 13.50% per annum on monthly diminishing balance basis with other charges and repayable in 60 monthly installments in different tranches on need basis and on such terms and conditions as specified in the loan agreement dated 28 th day of February, 2022.
e)	Date(s) of approval by the Board, if any	22.02.2022
f)	Amount paid as advances, if any	Nil
ii.		
a)	Name (s) of the related party & nature of relationship	Salem Erode Investments Limited Subsidiary Company Mr. K.G. Anilkumar (Promoter & Managing Director of the Company and Managing Director of Subsidiary Company) Ms. Umadevi Anilkumar (Promoter & Wholetime Director of the Company and Non-Executive Director of Subsidiary Company)
b)	Nature of contracts/ arrangements/ transactions	Inter Corporate Loan Agreement
c)	Duration of the contracts/ arrangements/ transactions	Against the demand letter by the lender but within a tenure of 5 (five) years.

d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Inter Corporate Loan from Salem Erode Investments Limited, not exceeding Rs. 20,65,00,000/- (Rupees Twenty Crores and Sixty-Five Lakhs Only) as per the demand letter by the lender or within a tenure period of 5 (five) years at an interest rate of 10.5% p.a. and on such terms and conditions as specified in the loan agreement dated 18 th day of February, 2020 and further revised on 28 th day of August, 2021
e)	Date(s) of approval by the Board, if any	17.02.2020
f)	Amount paid as advances, if any	Nil
iii		
a)	Name (s) of the related party & nature of relationship	Caits Info Solutions Private Limited Mr. Sreejith S. Pillai, Non-Executive Director of the Company is the Chief Promoter & Managing Director of Caits Info Solutions Private Limited.
b)	Nature of contracts/ arrangements/ transactions	Nature - Purchase of CCTV cameras, safety equipments, other electronic equipments and installations/erections thereof for the branches, head office and registered office, according to the requirements of the Company and its monitoring/ installation/ erection/maintenance services
c)	Duration of the contracts/ arrangements/ transactions	Duration of transactions - Continuous basis
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Purchase of fixed assets and availing of services for an amount not exceeding Rs.7,00,00,000/- in aggregate in a financial year
e)	Date(s) of approval by the Board, if any	01.04.2021
f)	Amount paid as advances, if any	Nil

By order of Board of Directors,
For **ICL Fincorp Limited**

Sd/-

K.G. Anilkumar

Chairman & Managing Director
(DIN: 00766739)

Sd/-

Umadevi Anilkumar

Whole-Time Director
(DIN: 06434467)

Place: Chennai
Date: 27.08.2024

Secretarial Audit report

(For the financial year ended March 31, 2024)

[Pursuant to section 204(1) of the Companies Act, 2013 & rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
ICL Fincorp Limited
CIN: U65191TN1991PLC021815
No.61/1, VGP Complex, First Avenue, Ashok Nagar, Chennai, Tamil Nadu, India- 600083

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ICL Fincorp Limited** (hereinafter called "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 March 31, 2024 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 March 31, 2024 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and rules made there under;
- iii. The Depositories Act, 1996 and regulations and bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings - (Not applicable for the year under review);
- 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 - (Not applicable for the year under review);
 - 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;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - (Not applicable for the year under review);
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the SEBI Act and dealing with client - (Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review. However, the Company has Cameo Corporate Services Limited as its Share Transfer Agent);
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - (Not applicable as the Company has not listed its equity shares during the year under review);
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - (Not applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review);
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- j) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 ("Depository Regulations")

I further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following law applicable specifically to the Company:

- a) The Reserve Bank of India Act, 1934.
- b) Master Direction - Reserve Bank of India (Non-Banking Financial Company- Scale Based Regulation) Directions, 2023.
- c) Other relevant regulations, directions, guidelines and circulars issued by the Reserve Bank of India from time to time.

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with Bombay Stock Exchange (listed Non-Convertible Debentures).

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

The Company has not complied with the provisions laid under section 124 (6) of the Act read with rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 with respect to the transfer of Equity Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more to Investor Education and Protection Fund and its related reportings.

I further report that:

- a) the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or with due consents for shorter notice from the Directors 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.

- c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever applicable.

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

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

1. The Company had raised a sum of Rs.100,00,00,000/- by way of issue of Listed Redeemable Secured Non-Convertible Debentures on a public issue basis and Rs. 77,74,33,000/- by way of issue of Unlisted Redeemable Secured Non-Convertible Debentures on a private placement basis during the financial year.
2. The Company had issued and allotted 24,00,057 equity shares of face value of Rs.10 /- each at Rs.25/- each for cash on right issue basis.

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

Sd/-

CS. Jacob Pothumuriyil Ouseph

Practising Company Secretary 02nd Floor,
Kalarikkal Building, Karingachira, Tripunithura,
Kochi, Ernakulam, Kerala - 682301

Place: Kochi

M. No. 50329 & COP No. 18503

Date: 23.08.2024

UDIN: A050329F001026942



Annexure to the Secretarial Audit Report of ICL Fincorp Limited for financial year ended March 31, 2024.

To,
The Members,
ICL Fincorp Limited
CIN: U65191TN1991PLC021815
No.61 / 1, VGP Complex, First Avenue, Ashok Nagar, Chennai, Tamil Nadu, India- 600083

Auditor's Responsibility

1. The maintenance and compliance of the provisions of corporate and other applicable laws, rules, regulations, secretarial standards etc. is the responsibility of the management of the Company. My responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records based on audit.
2. The audit was conducted in accordance with the guidelines and auditing standards issued by the Institute of Company Secretaries of India and with the provisions laid down under the Act. Those Standards require that I comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
3. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the standards.
4. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices followed provide a reasonable basis for my opinion.
5. I have relied upon the registers, records and documents maintained by the Company, both in physical and electronic form.
6. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
8. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards etc. is the responsibility of management. My examination was limited to the verification of procedure on test basis.
9. 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.

Place: Kochi
Date: 23.08.2024

CS. Yacob Pothumuriyil Ouseph
Practising Company Secretary 02nd Floor,
Kalarikkal Building, Karingachira, Tripunithura,
Kochi, Ernakulam, Kerala - 682301
M. No. 50329 & COP No. 18503
UDIN: A050329F001026942

Annexure 6.

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24;
1. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2023-24;

Sl. No.	Name of Director and KMP	Designation	% increase in remuneration during year 2023-24	Ratio of Remuneration of each Director to median remuneration of employees of the company
1	Madhavankutty Thekkedath	Chief Financial Officer	100%	14.65
2	TV Visakh*	Company Secretary	NA	10.89

*Appointed as Company Secretary effective from May 15, 2023.

- b) The percentage increase in the median remuneration of employees in the financial year 2023-24: 22.63%.
- c) The number of permanent employees on the rolls of company as on March 31, 2024: 835
- d) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
- Average percentile of employees increased to 9.54%. Average percentile of managerial remuneration decreased by 66.96%.
- e) the key parameters for any variable component of remuneration availed by the directors; Nil
- Commission to Non-Executive Directors during the year stands at Nil.
- f) The remuneration paid is as per the remuneration policy of the Company.

On behalf of the Board of Directors

Place: Chennai
Date: 27.08.2024

Sd/-
K.G. Anilkumar
Chairman & Managing Director
DIN: 00766739

Sd/-
Umadevi Anilkumar
Whole-Time Director & CEO
DIN: 06434467

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Details of Top Ten Employees in terms of remuneration drawn as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	Age	Qualification	Date of Employment	Designation	Gross Salary (Rs. In lacs)	Experience (In years)	Name of Previous Employer	% of equity shares held
Sheeraj Khan M	41	MBA	20-Mar-2023	HR MANAGER	22.27	17	Muthoot Capital Services Limited	0.01
Madhavankutty Thekkedath	51	Chartered Accountant	24-Dec-2021	CHIEF FINANCIAL OFFICER	18.00	23	Al Sahari Oil Services Co. SAOC	0.01
T V Visakh	32	Company Secretary	15-May-2023	COMPANY SECRETARY	16.28	10	Muthoot Money Private Limited	NIL
Ramachandran K	62	Bcom	15-Oct-2020	ASSISTANT GENERAL MANAGER - OPERATIONS	15.60	34	Manappuram Asset Finance Limited	0.16
Sunil Kumar Mahadevan	48	Chartered Accountant	08-May-2023	FINANCE MANAGER	15.00	22	First Flight (Middle East)	NIL
Sathisan Kallidil Padincharekara	60	MBA	02-Jan-2023	ASSISTANT GENERAL MANAGER-OPERATIONS & DEVELOPMENT	14.40	29	Norges Bank Pension Fund / VQ Investments	0.08
Clifford Pereira	52	MBA	03-Apr-2023	REGIONAL MANAGER	13.56	25	Utkarsh Small Finance Bank	NIL
S L Mohan	64	LLB	08-Aug-2022	ASSISTANT GENERAL MANAGER - LEGAL	12.84	25	Sundaram Finance	0.0
Sourav Gupta	41	MBA	14-Jul-2023	REGIONAL MANAGER	12.00	18	BSP Corporataion	NIL
Babu K Thomas	57	MA Economics	01-Dec-2023	ASSISTANT GENERAL MANAGER - VIGILANCE	12.00	30	DYSP - Kerala Police	0.04

1. Name of every employee, who employed throughout the year, was in receipt of remuneration not less than one crore and two lakh rupees in aggregate – **Not applicable**
2. Name of every employee, who employed for a part of the year, was in receipt of remuneration not less than eight lakhs and fifty thousand rupees per month in aggregate - **Not applicable**
3. Name of every employee who employed throughout the financial year or part thereof, was in receipt of remuneration which is in excess of that drawn by the Managing Director or Whole-time Director or Manager and who holds by himself or along with his spouse and dependent children, not less than two percent of the Equity Shares of the Company - **Not applicable**
4. Percentage of Equity Shares held by the employee along with his spouse and dependent children, if such shareholding is not less than two percent of the total Equity Shares - **Not applicable**
5. Whether any such employee is a relative of any Director or Manager of the Company and if so, the name of such Director or Manager - **Not applicable**
6. Particulars of employees posted and working in a country outside India, not being Directors or their relatives, drawing more than sixty lakh rupees per year or five lakh rupees per month - **Not applicable**

On behalf of the Board of Directors

Place: Chennai
Date: 27.08.2024

Sd/-
K.G. Anilkumar
Chairman & Managing Director
DIN: 00766739

Sd/-
Umadevi Anilkumar
Whole-Time Director & CEO
DIN: 06434467

STANDALONE FINANCIAL STATEMENTS

Independent Auditor's Report

To the members of ICL Fincorp Limited

Report on the Audit of the Standalone financial statements

Opinion

We have audited the accompanying Standalone financial statements of M/s. ICL Fincorp Limited ("the Company") which comprises the Balance Sheet as at 31st March, 2024, 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 a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current year. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, 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.

Serial No.	Key Audit Matters	Auditor's Response
1.	Provision for Expected Credit Losses (ECL)	<p>We examined Board Policy approving methodologies for computation of ECL that address policies, procedures and controls for assessing and measuring credit risk on all lending exposures, commensurate with the size, complexity and risk profile specific to the Company.</p> <p>We evaluated the design and operating effectiveness of controls across the processes relevant to ECL</p> <p>We also tested assets in stage 1, 2 and 3 on sample basis to verify that they were allocated to the appropriate stage.</p>
2.	Due to the pervasive nature and complexity of the IT environment, we have ascertained IT systems and controls as a key audit matter.	<p>We performed the following audit procedures:</p> <ol style="list-style-type: none"> 1. Tested the Company's periodic review of access rights. 2. Considered the control environment relate to various interfaces, configuration and other application layer controls identified as key to our audit.

Information other than the financial statements and auditor's report thereon.

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

- Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the Standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibility for the audit of the Standalone financial statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls

system in place and the operating effectiveness of such controls.

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The management of the company identified fraud involving an amount of Rs. 3,28,82,700/- of which the company has recovered an amount of Rs. 59,00,000/-, Rs. 2,60,00,000/- has been written off as bad debts in the books of accounts, and the provision created for the balance amount of Rs. 9,82,700/- in the books of accounts. Since it is already identified and reported by the management we have not filed form ADT - 4 in this regard.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the 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 standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 42 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. Under Rule 11(e)
 - (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, 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, as on the date of this audit report, that the company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - v. During the year the Company has not declared or paid dividend on equity shares.
 - vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit we did not come across any instance of audit trail feature being tampered with.
3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no managerial remuneration has been paid or provided during the financial year.

For **Manikandan and Associates**

Chartered Accountants

ICAI Firm Reg No: 0085205

C K Manikandan

[Partner]

Place: Chalakudy

Membership No.208654

Date: 30th May, 2024

UDIN: 24208654BKACAM8628

The Annexure 1 referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of the Our Report of even date to the members of ICL Fincorp Limited on the accounts of the company for the year ended 31st March, 2024.

- i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The Company has maintained proper records showing full particulars of intangible assets;
- b) All the Property, Plant and Equipment have not been physically verified by the management during the period but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such verification;
- c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company;
- d) The company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets or both during the year;
- e) No proceedings have been initiated or pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- ii) a) The Company is a Non-Banking Financial Company engaged in the business of providing loans and does not hold any type of physical inventories. Therefore, the provisions of paragraph 3(ii)(a) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company;
- b) During the year, the company has been sanctioned working capital limits in excess of rupees five crore, in aggregate, from banks or financial institutions on the basis of security of current assets and the statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company;
- iii) During the year the company has granted loans or advances, secured or unsecured, to parties other than firms, Limited Liability Partnerships.
- a) The Company is a Non- Banking Financial Company engaged in the principal business of providing loans. Therefore, the provisions of paragraph 3(iii)(a) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company;
- b) The terms and conditions of all the loans and advances granted by the company during the year are not prejudicial to the company's interest;
- c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the company has provided impairment allowance for expected credit losses on loans and advances where repayments or receipts are irregular. In addition to that the company has created impairment reserve as per Prudential Norms of RBI;
- d) Total amount overdue for more than ninety days is ₹12,23,09,628.42/- and reasonable steps have been taken by the company for recovery of the principal and interest;

Type of Loan	No of Loans	Principal Overdue	Interest Overdue	Total Overdue	
Gold Loan	1218	5,78,02,792.52	3,01,80,639.48	8,79,83,432.00	Since it's a NBFC their principal business is to give loans. The loans for which overdue for more than 90 days are treated as irregular and these cases are classified as NPA as per RBI IRACP norms. The income recognition of the above has been done as per RBI IRACP norms.
Business Loan	4	84,456.47	20,743.53	1,05,200.00	
Hypothecation Loan	65	18,12,565.53	4,20,579.47	22,33,145.00	
Personal Loan	41	47,21,047.15	40,42,988.92	87,64,036.07	
Project Advance	1	70,55,389.77	1,61,68,425.58	2,32,23,815.35	

- e) The Company is a Non-Banking Financial Company engaged in the principal business of providing loans. Therefore, the provisions of paragraph 3(iii) (e) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company;
- f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment to the Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013;
- iv) The Company has complied with Section 185 and 186 of the Companies Act, 2013 wherever applicable in respect of loans, investments, guarantees and securities provided.
- v) The Company has not accepted any Deposits or amounts which are deemed to be deposits from the public. Therefore the Directives issued by the Reserve Bank Of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed there under are not applicable to the Company. The Company has not received any order from the Company Law Board or National

- Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this regard;
- vi) Being a Non-Banking Finance Company, maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013;
- vii) a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Goods and Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities wherever applicable to it. There are no arrears of statutory dues as at the last day of the financial year concerned for a period of more than six months from the date on which they became payable;
- b) There are no statutory dues of Provident Fund, Employees' State Insurance, Income Tax, Sales tax, Service tax, Goods and Service Tax or duty of customs or duty of excise or value added tax, cess which have not been deposited on account of any dispute;
- x) a) In our opinion and according to the information and explanations given to us, money raised by way of initial public offer of debt instruments obtained have been applied by the Company during the year for the purpose for which they have been raised except for the following;

Nature of the fund raised	Purpose for which the funds were raised;	Total amount raised;	Amount utilized for the other purpose;	Un-utilized balance as at Balance sheet date;	Details of default (Reason/ Delay);	Subsequently rectified (Yes/No) and details
Secured Redeemable Non-Convertible Debentures	1.For the purpose of onward lending, financing and for the repayment/prepayment of principal and interest on existing borrowings of the company; and 2. General corporate purposes, subject to such utilization not exceeding 25% of the gross proceeds, in compliance with the SEBI NCS Regulations.	100 crores	Nil	0.50 crores	The amount set aside for public issue expenses. The Company is entitled to transfer the same after receipt of the final invoice and NOC from all the intermediaries.	Yes. There is no un-utilized balance as at 30 th May, 2024.

- b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year;
- xi) (a) During the year the Company has reported fraud cases, where gold loan related misappropriations have occurred for amounts aggregating ₹3,28,82,700/-, out of which ₹59,00,000/- has been recovered, ₹2,60,00,000/- has been written off as bad debts in the books of accounts and provision created for the balance amount of ₹9,82,700 in the books of accounts.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- viii) There are no transactions which were not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- (b) The Company isn't a declared willful defaulter by any bank or financial institution or other lender;
- (c) Term loans have been applied for the purpose for which the loans were obtained;
- (d) The company has not utilized the funds raised on short term basis for long term purposes;
- (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
- (f) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
- (c) The company has not received any whistle-blower complaints during the year;
- xii) The Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company;
- xiii) All transactions with the related parties are in compliance with the sections 177 and 188 of the Companies Act, 2013 and the details of such transactions have been disclosed in the financial statements of the Company as required by the applicable accounting standards;
- xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business;

- (b) The reports of the internal auditors for the period under audit were considered by us;
- xv) The Company has not entered into any non-cash transactions with directors or persons connected with them;
- xvi) (a) The Company has obtained the required registration under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934);
- (b) The Company has conducted Non-Banking Financial activities with a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) There are no CICs as part of the Group to which the company belongs
- xvii) The company has not incurred any cash losses in the financial year and in the immediately preceding financial year;
- xviii) There has not been any resignation of the statutory auditors during the year;
- xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans,
- we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- xx) a) In respect of other than ongoing projects, the company does not have any unspent amount to be transferred to the Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to Section 135(5) of said Act;
- b) In respect of ongoing projects, the company does not have any unspent amount under sub-section (5) of section 135 of the Companies Act, 2013, to be transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act;
- xxi) There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For **Manikandan & Associates**
Chartered Accountants
Firm Registration No: 0085205

C K Manikandan
[Partner]

Place: Chalakudy
Date: 30th May, 2024

Membership No.208654
UDIN: 24208654BKACAM8628



Annexure 2 to the Independent Auditors' Report of ICL Fincorp Limited for the year ended 31st March, 2024.

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of ICL Fincorp Limited ('the Company') as of 31st March, 2024 in conjunction with our audit of the Ind AS Standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note on audit of internal financial controls over financial reporting (the 'Guidance Note') and the Standards on Auditing (the 'Standards') issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due

to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial

reporting criteria established by the Company considering the essential components of internal control stated in the guidance note issued by the ICAI.

For **Manikandan and Associates**
Chartered Accountants
ICAI Firm Reg No: 008520S

Place: Chalakudy
Date: 30th May, 2024

C K Manikandan
[Partner]
Membership No.208654
UDIN: 24208654BKACAM8628

Standalone Balance Sheet as at 31st March, 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Assets	Notes	31-Mar-24	31-Mar-23
Financial Assets			
Cash and Cash Equivalents	7	6,839.61	63,167.72
Bank Balances other than above	8	50,135.41	53,195.10
Loans	9	4,694,929.62	3,942,898.06
Investments	10	284,311.20	266,506.82
Other Financial Asset	11	394,548.86	339,134.72
		5,430,764.70	4,664,902.42
Non-Financial Assets			
Current tax assets	12	33,377.75	32,892.22
Deferred tax assets (net)	32	33,055.24	24,216.08
Property, Plant and Equipment	13(A)	380,808.97	320,015.67
Capital work in progress	13(B)	3,652.41	3,631.72
Right-of-Use Asset	13(C)	155,993.89	104,898.10
Other Intangible Assets	14	2,667.79	1,431.46
Other Non-Financial Asset	15	126,148.68	109,036.23
		735,704.72	596,121.48
TOTAL		6,166,469.42	5,261,023.90
Liabilities and Equity			
Financial Liabilities			
Trade payables	16		
(A) total outstanding dues of micro enterprises and small enterprises; and (B) total outstanding dues of creditors other than micro enterprises and small enterprises.		9,217.52	362.72
		21,133.83	11,239.51
Debt Securities	17	3,590,546.00	3,137,509.00
Borrowings (Other than Debt Securities)	18	543,189.00	406,747.67
Subordinate Liabilities	19	366,668.00	269,195.00
Lease Liability	13(C)	154,319.58	101,142.95
Other financial liabilities	20	513,052.56	436,193.80
		5,198,126.48	4,362,390.65
Non-Financial Liabilities			
Provisions	21	41,927.07	51,505.43
Other non-financial liabilities	22	15,338.02	10,783.01
		57,265.10	62,288.44
Equity			
Equity Share capital	23	497,936.18	473,935.61
Other Equity	24	413,141.66	362,409.20
		911,077.84	836,344.81
TOTAL		6,166,469.42	5,261,023.90

Summary of significant accounting policies

5

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **Manikandan and Associates**
Chartered Accountants
ICAI Firm Reg No.: 0085205

Sd/-
C K Manikandan
[Partner]
Membership no.: 208654

Place: Chalakudy
Date: 30-05-2024

For and on behalf of the board of directors of
ICL Fincorp Limited

Sd/-
K G Anilkumar
[Managing Director]
(DIN:00766739)

Sd/-
Madhavankutty T
[Chief Financial Officer]

Place: Irinjalakuda
Date: 30-05-2024

Sd/-
Umadevi Anilkumar
[Whole Time Director]
(DIN: 06434467)

Sd/-
Visakh T V
[Company Secretary]

Standalone Statement of Profit and Loss for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	Notes	31-Mar-24	31-Mar-23
(I) Income			
Revenue from operations	25		
I) Interest Income		1,405,979.97	1,104,546.79
II) Revenue from other Financial Services		7,240.13	8,502.77
Other income	26	22,515.03	(4,166.86)
Total Income		1,435,735.14	1,108,882.70
(II) Expenses			
Finance costs	27	571,571.09	477,567.38
Impairment of Financial Instruments	28	8,820.75	6,726.92
Employee benefits expense	29	335,247.43	277,836.23
Depreciation and amortization expense	30	123,620.09	106,144.18
Other expenses	31	368,263.16	197,363.29
Total Expenses		1,407,522.53	1,065,638.00
(III) Profit/(loss) before tax (I) - (II)		28,212.60	43,244.71
(IV) Tax expenses	32		
Current tax		17,695.18	21,377.73
(Excess)/Short provision of Previous Years		(7.57)	(923.34)
Deferred tax(Income)/Expense		(8,508.42)	(8,538.79)
Total tax expense		9,179.19	11,915.60
(V) Profit/(loss) for the year (III) - (IV)		19,033.41	31,329.10
(VI) Other comprehensive income			
Items that will not be re classified to profit or loss - Remeasurements of the defined benefit asset		(372.54)	941.59
Income tax relating to items that will not be reclassified to profit or loss		330.74	(32.80)
Total other comprehensive income (VI)		(41.80)	908.78
Total comprehensive income for the year (V) + (VI)		18,991.61	32,237.89
(Comprising profit and other comprehensive income for the year)			
Earnings per equity share	33		
[nominal value of share ₹10]			
(Basic) ₹		0.40	0.66
(Diluted) ₹		0.40	0.66

Summary of significant accounting policies

5

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **Manikandan and Associates**
Chartered Accountants
ICAI Firm Reg No.: 0085205

Sd/-
C K Manikandan
[Partner]
Membership no.: 208654

Place: Chalakudy
Date: 30-05-2024

For and on behalf of the board of directors of
ICL Fincorp Limited

Sd/-
K G Anilkumar
[Managing Director]
(DIN:00766739)

Sd/-
Madhavankutty T
[Chief Financial Officer]

Place: Irinjalakuda
Date: 30-05-2024

Sd/-
Umadevi Anilkumar
[Whole Time Director]
(DIN: 06434467)

Sd/-
Visakh T V
[Company Secretary]

Standalone Cash flow statement for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	31-Mar-24	31-Mar-23
Net Profit before tax	28,212.60	43,244.71
Adjustments for:		
Depreciation and amortization expense	123,620.09	106,144.18
Impairment on financial instruments	8,820.75	6,726.92
Provision for Gratuity	4,667.76	2,998.12
Provision for loss on account of fraud	(10,971.93)	4,080.90
Provision for TDS Default	65.82	(112.87)
Net (Gain)/Loss on current investment due to market fluctuation	(17,976.11)	8,076.19
Finance cost	19,421.86	12,974.88
Interest on Fixed deposit	(4,266.74)	(1,366.89)
Dividend on Investments	(640.17)	(114.75)
Lease payments	55,515.47	38,621.50
Profit/(Loss) on sale of Property,Plant and Equipment	-	-
Net (Gain)/Loss on sale of investments	(517.95)	436.98
Operating profit before working capital changes	205,951.48	221,709.87
Changes in working capital :		
Decrease / (increase) in non-financial asset	(17,112.45)	10,081.20
Decrease / (increase) in loans	(760,852.31)	(518,947.65)
Decrease / (increase) in investments	(17,804.38)	(7,097.55)
Decrease / (increase) in current tax assets	(485.53)	1,175.45
Decrease / (increase) in other financial asset	(55,414.14)	(86,364.98)
Increase / (decrease) in trade payables	18,749.11	2,004.61
Increase / (decrease) in other financial liabilities	76,858.76	72,915.06
Increase / (decrease) in Lease Liability (Net)	53,176.63	37,490.04
Increase / (decrease) in other non-financial liabilities	4,555.01	(3,550.83)
Cash generated from / (used in) operations	(492,377.83)	(270,584.78)
Net income Taxes Paid	(21,370.16)	(13,191.44)
Net cash flow from/ (used in) operating activities (A)	(513,747.99)	(283,776.22)
Cash flows from investing activities		
Net Gain/(Loss) on sale of investments	517.95	(436.98)
Net (Gain)/Loss on current investment due to market fluctuation	17,976.11	(8,076.19)
Purchase of property,plant and equipments including CWIP	(138,440.88)	(145,791.32)
Dividend on Investments	640.17	114.75
Purchase of intangible assets	(1,674.00)	(180.21)
Sale of property,plant and equipments	-	-
Bank balance not considered as cash and cash equivalents	3,059.69	2,160.00
Net cash flow from/ (used in) investing activities (B)	(117,920.97)	(152,209.95)

Standalone Cash flow statement for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	31-Mar-24	31-Mar-23
Cash flows from financing activities		
Proceed from Debt Security (Net)	453,037.00	563,314.00
Proceed from Borrowings (Net)	136,441.33	(74,272.19)
Proceed from Subordinate Liabilities (Net)	97,473.00	(35,845.00)
Finance cost	(19,421.86)	(12,974.88)
Interest on Fixed deposit	4,266.74	1,366.89
Proceeds from issue of equity share capital	60,001.43	76,465.23
Payment of Preference dividend	(4,290.00)	(3,989.14)
Lease payments	(55,515.47)	(38,621.51)
Right to Use Asset (Net)	(96,651.31)	(70,896.36)
Net cash flow from/ (used in) in financing activities (C)	575,340.84	404,547.04
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(56,328.12)	(31,439.13)
Cash and cash equivalents at the beginning of the year	63,167.72	94,606.85
Cash and cash equivalents at the end of the year	6,839.61	63,167.72
Components of cash and cash equivalents		
Cash on hand	25,360.26	25,190.54
With banks	(18,520.65)	37,977.18
Total cash and cash equivalents (Note 7)	6,839.61	63,167.72

Summary of significant accounting policies

5

As per our report of even date

Sd/-

C K Manikandan

[Partner]

Membership no.: 208654

Sd/-

K G Anilkumar

[Managing Director]

(DIN:00766739)

Sd/-

Umadevi Anilkumar

[Whole Time Director]

(DIN: 06434467)

Sd/-

Madhavankutty T

[Chief Financial Officer]

Sd/-

Visakh T V

[Company Secretary]

Place: Chalakudy

Date: 30-05-2024

Place: Irinjalakuda

Date: 30-05-2024

Standalone Statement of Changes in Equity for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

A Equity Share capital

	Number	Amount
Balance at the beginning of the reporting period At 1-Apr-2022	4,43,34,952	4,43,349.52
Changes in equity share capital during the year	30,58,609	30,586.09
Balance at the end of the reporting period As at 31-Mar-2023	4,73,93,561	4,73,935.61
Changes in equity share capital during the year	24,00,057	24,000.57
Balance at the end of the reporting period As at 31-Mar-2024	4,97,93,618	4,97,936.18

B Other Equity

	Reserves and Surplus				Other comprehensive income (Actuarial gain/(loss))	Total
	Statutory Reserves	Impairment Reserves	Securities Premium	Retained Earnings		
Balance as at 01-Apr-2022	12,441.97	8,119.95	243,376.88	24,996.09	(382.71)	288,552.17
Dividends	-	-	-	(4,260.00)	-	(4,260.00)
Transfer to/from retained earnings	6,470.00	12,136.69	-	(18,606.69)	-	-
Other Additions/ Deductions during the year						-
Other Comprehensive Income (Net of Taxes)	-	-	-	-	908.78	908.78
Securities premium received during the year	-	-	45,879.14	-	-	45,879.14
Profit for the year (net of taxes)	-	-	-	31,329.10	-	31,329.10
Balance as at 31-Mar-2023	18,911.97	20,256.64	289,256.01	33,458.51	526.07	362,409.20
Balance as at 31-Mar-2023	18,911.97	20,256.64	289,256.01	33,458.51	526.07	362,409.20
Dividends	-	-	-	(4,260.00)	-	(4,260.00)
Transfer to/from retained earnings	4,100.00	-	-	(4,100.00)	-	-
Other Additions/ Deductions during the year						-
Other Comprehensive Income (Net of Taxes)	-	-	-	-	(41.80)	(41.80)
Securities premium received during the year	-	-	36000.86	-	-	36000.86
Profit for the year (net of taxes)	-	-	-	19,033.41	-	19,033.41
Balance as at 31-Mar-2024	23,011.97	20,256.64	325,256.87	44,131.92	484.27	413,141.66

As per our report of even date

Sd/-
C K Manikandan
[Partner]
Membership no.: 208654

Sd/-
K G Anilkumar
[Managing Director]
(DIN:00766739)

Sd/-
Umadevi Anilkumar
[Whole Time Director]
(DIN: 06434467)

Sd/-
Madhavankutty T
[Chief Financial Officer]

Sd/-
Visakh T V
[Company Secretary]

Place: Chalakudy
Date: 30-05-2024

Place: Irinjalakuda
Date: 30-05-2024

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

1 CORPORATE INFORMATION

ICL Fincorp Limited was incorporated as Jawahar Finance Limited on 9th December, 1991 at Chennai. The Company was later renamed to Irinjalakuda Credits & Leasing Company Limited on 26th April, 2004, which was further renamed to ICL Fincorp Limited on 8th May, 2016. The company is a non-deposit accepting Non Banking Financial Company (NBFC) which provides a wide range of fund-based services including Gold loans, Business loans, Hypothecation loans, Property loans etc.

The registration details are as follows:

Reserve Bank of India Registration No: B-07.00437

Corporate Identity Number (CIN): U65191TN1991PLC021815

Registered Address:- No.61/1, VGP Complex First Avenue, Ashok Nagar, Chennai, Tamil Nadu 600083

The Company is the ultimate parent company of the Salem Erode Investments Limited.

2 BASIS OF PREPARATION

The Standalone financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The financial statements have been prepared under the historical cost convention, as modified by the application of fair value measurements required or allowed by relevant Accounting Standards and on accrual basis except for interest on Non Performing Assets which are recognised on realisation basis. Accounting policies have been consistently applied to all periods presented, unless otherwise stated.

The above financial statements have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India mainly considering the Master Directions issued by the Reserve Bank of India ('RBI') as applicable to Non-Banking Finance Companies – ND.

The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Company are discussed in Note 6 - Significant accounting judgements, estimates and assumptions.

All amounts included in the financial statements are reported in thousands of Indian rupees (Rupees in thousands) except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not be add up precisely to the totals and percentages may not precisely reflect the absolute figures.

3 PRESENTATION OF FINANCIAL STATEMENT

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

- (i) The normal course of business
- (ii) The event of default
- (iii) The event of insolvency or bankruptcy of the Company and/or its counterparties.

4 STATEMENT OF COMPLIANCE

These separate financial statements of the Company have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 and the generally accepted accounting principles as referred to in paragraph 2 "Basis of Preparation" above.

5 SIGNIFICANT ACCOUNTING POLICY INFORMATION (ALSO REFER NOTE 2 ABOVE)

Significant Accounting Policies adopted in the Preparation and Presentation of Financial Statements are as under:-

A. INVESTMENTS IN SUBSIDIARY

Investment in subsidiaries are measured at cost less impairment, if any.

B. FINANCIAL INSTRUMENTS

(I) Classification of financial instruments

The Company classifies its financial assets into the following measurement categories:

- i) Financial assets to be measured at amortised cost.
- ii) Financial assets to be measured at fair value through other comprehensive income.
- iii) Financial assets to be measured at fair value through profit or loss account.

The classification depends on the contractual terms of the financial asset's cash flows and the Company's business model for managing financial assets. The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The business model is assessed on the basis of aggregated portfolios based on observable factors. These factors include:

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

- Reports reviewed by the entity's key management personnel on the performance of the financial assets.
- The risks impacting the performance of the business model (and the financial assets held within that business model) and its management thereof.
- The compensation of the managing teams (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected)
- The expected frequency, value and timing of trades. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account.

The Company also assesses the contractual terms of financial assets on the basis of its contractual cash flow characteristics that are solely for the payments of principal and interest on the principal amount outstanding. 'Principal' is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

The Company classifies its financial liabilities at amortised costs unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

(II) Financial assets measured at amortised cost

These Financial assets comprise bank balances, Loans, investments and other financial assets.

Financial Assets with contractual terms that give rise to cash flows on specified dates, and represent solely payments of principal and interest on the principal amount outstanding; and are held within a business model whose objective is achieved by holding to collect contractual cash flows are measured at amortised cost.

These financial assets are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or a financial liability.

(III) Financial assets measured at fair value through other comprehensive income

Debt instruments

Investments in debt instruments are measured at fair value through other comprehensive income where they have:

- a) contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding; and
- b) are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets."

These debt instruments are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at fair value. Gains and losses arising from changes in fair value are included in other comprehensive income (a separate component of equity). Impairment losses or reversals, interest revenue and foreign exchange gains and losses are recognised in profit and loss. Upon disposal, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the statement of profit and loss. As at the reporting date the Company does not have any financial instruments measured at fair value through other comprehensive income.

Equity instruments

Investments in equity instruments are generally accounted for as at fair value through the profit and loss account unless an irrevocable election has been made by management to account for at fair value through other comprehensive income. Such classification is determined on an instrument by instrument basis. Contingent consideration recognised by the company in a business combination to which Ind AS 103 'Business Combination' applies are measured at fair value through profit and loss account, where amounts presented in other comprehensive income for equity instruments are not subsequently transferred to profit or loss. Dividends on such instruments are recognised in profit or loss. As at the reporting date the Company does not have any equity instruments measured at fair value through other comprehensive income.

(IV) Items at fair value through profit or loss

Items at fair value through profit or loss comprise:

- Investments (including equity shares) held for trading;
- Items specifically designated as fair value through profit or loss on initial recognition; and
- Debt instruments with contractual terms that do not represent solely payments of principal and interest.

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Financial instruments held at fair value through profit or loss are initially recognised at fair value, with transaction costs recognised in the statement of profit and loss as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the statement of profit and loss as they arise.

Financial instruments held for trading

A financial instrument is classified as held for trading if it is acquired or incurred principally for selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not designated in a qualifying hedge relationship.

(V) Debt securities and other borrowed funds

After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds, and transaction costs that are an integral part of the Effective Interest Rate (EIR).

The expenses related to the public issue of Secured Non-Convertible Debentures are expensed out during the year itself.

(VI) Recognition and derecognition of financial assets and liabilities

A financial asset or financial liability is recognised in the balance sheet when the Company becomes a party to the contractual provisions of the instrument, which is generally on trade date. Loans and receivables are recognised when cash is advanced (or settled) to the borrowers. Financial assets at fair value through profit or loss are recognised initially at fair value. All other financial assets are recognised initially at fair value plus directly attributable transaction costs.

The Company derecognises a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability. A financial liability is derecognised from the balance sheet when the Company has discharged its obligation or the contract is cancelled or expires.

(VII) Impairment of financial assets

The Company recognises impairment allowance for expected credit loss on financial assets held at amortised cost. In addition to that the Company has provided for Non-Performing Assets (NPA) as per Prudential Norms of RBI.

The Company recognises loss allowances (provisions) for expected credit losses on its financial assets (including non-fund exposures) that are measured at amortised costs

or at fair value through other comprehensive income account. The Company applies a three-stage approach to measuring expected credit losses (ECLs) for the following categories of financial assets that are not measured at fair value through profit or loss:

- debt instruments measured at amortised cost and fair value through other comprehensive income;
- loan commitments.

No ECL is recognised on equity investments.

Financial assets migrate through the following three stages based on the change in credit risk since initial recognition:

Stage 1: ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, ECL associated with the probability of default events is recognised.

Stage 2: Lifetime ECL – not credit impaired

For exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired, a lifetime ECL (i.e. reflecting the remaining lifetime of the financial asset) is recognised.

Stage 3: Lifetime ECL – credit impaired

Exposures are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For exposures that have become credit impaired, a lifetime ECL is recognised

The company has identified the following stage classification to be the most appropriate for its loans:

Stage 1: 0 to 60 DPD

Stage 2: 61 to 90 DPD

Stage 3: above 90 DPD

(VIII) Write-offs

The Company reduces the gross carrying amount of a financial asset when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Company determines that the borrower / debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the statement of profit and loss.

(IX) Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. The Financial assets and liabilities are presented in ascending order of their liquidity. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36.

C. REVENUE FROM OPERATIONS

(I) Interest Income

Interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets

The EIR in case of a financial asset is computed

- As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.
- By considering all the contractual terms of the financial instrument in estimating the cash flows
- Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts. Any subsequent change the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

(II) Dividend Income

Dividend income is recognised

- when the right to receive the payment is established,
- it is probable that the economic benefits associated with the dividend will flow to the entity and
- the amount of the dividend can be measured reliably.

(III) Fees & Commission Income

Fees and commissions are recognised when the Company satisfies the performance obligation, at fair value of the consideration received or receivable based on a five-step model as set out below, unless included in the effective interest calculation:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more

parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

Processing fee which does not form part of effective interest rate is recognised as and when it accrues.

(IV) Net gain on Fair value changes

Any differences between the fair values of financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised as Revenue and if there is a net loss the same is disclosed under as Expense in the statement of Profit and Loss.

However, net gain / loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss.

D. EXPENSES

(I) Finance costs

Finance costs represents Interest expense recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial liabilities other than financial liabilities classified as FVTPL.

The EIR in case of a financial liability is computed

- As the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of the amortised cost of a financial liability.

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- b) By considering all the contractual terms of the financial instrument in estimating the cash flows
- c) Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent change the estimation of the future cash flows is recognised in interest with the corresponding adjustment to the carrying amount of the assets.

(II) Employee benefits

Short term employee benefit

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service.

Post-employment employee benefits

a) Defined contribution schemes

All the employees of the Company are entitled to receive benefits under the Provident Fund and Employees State Insurance scheme, defined contribution plans in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

b) Defined Benefit schemes

The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The

Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each Balance Sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, attrition rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed annually.

Re-measurement, comprising of actuarial gains and losses are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.

The Company does not have a scheme of encashment of earned leave. The Earned leave which is not utilized during the year will be automatically lapsed at the end of the year and cannot be carried forward. Hence no provision has been made in the accounts for encashment of leave and carried forward of earned leave.

(III) Leases

Identification of Lease:

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the

Notes to the Standalone Financial Statements for the year ended 31 March 2024

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Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases). For these short-term leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

For arrangements entered into prior to 1 April, 2018, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows."

(IV) Other income and expenses

All Other income and expense are recognized in the period they occur.

(V) Impairment of non-financial assets

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets,

net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

In the case of impairment of investment in subsidiary, the Company reviews its carrying value of investments in subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

(VI) Taxes

Current Tax

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax assets and liabilities are recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are only recognised for temporary differences, unused tax losses and unused tax credits if it is probable that future taxable amounts will arise to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

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(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities are realised simultaneously.

E. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value, cheques on hand and balances with banks. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes). For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

F. PROPERTY, PLANT AND EQUIPMENT (PPE)

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, (if any). The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates. Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred. Depreciation is calculated using the Written Down Value (WDV) method to write down the cost of property and equipment to their residual values over their estimated useful lives. Land is not depreciated.

The estimated useful lives are, as follows:

Particulars	Useful life estimated by Company (Years)
Building	60
Furniture And Fixtures	10
Electrical Installations & Equipments	10
Motor Vehicles	8
Office Equipments	5
Computer And Accessories	3

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted

prospectively, if appropriate. Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income /expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

G. INTANGIBLE ASSETS

An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Company. Intangible assets acquired separately are measured on initial recognition at cost. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortisation period or methodology, as appropriate, which are then treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is presented as a separate line item in the statement of profit and loss. Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from / upto the date of acquisition/sale.

Amortisation is calculated using the straight-line method to write down the cost of intangible assets to their residual values over their estimated useful lives. Intangible assets comprising of software are amortised on a straight-line basis over a period of 6 years, unless it has a shorter useful life.

The Company's intangible assets consist of computer software with definite life. Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

H. PROVISIONS

Provisions are recognised when the enterprise has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

I. CONTINGENT LIABILITIES

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

J. EARNINGS PER SHARE

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

6 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

A. BUSINESS MODEL ASSESSMENT

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Company determines the business model

at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

B. DEFINED EMPLOYEE BENEFIT ASSETS AND LIABILITIES

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed annually.

C. FAIR VALUE MEASUREMENT

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

D. IMPAIRMENT OF LOANS PORTFOLIO

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary. The impairment loss on loans and advances is disclosed in more detail in Note 9 Overview of ECL principles. In case, higher provisions are to be considered as per the prudential norms of the Reserve Bank of India, they are considered and routed through Impairment Reserves.

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(All amounts are in Thousands of Indian Rupees unless otherwise stated)

E. CONTINGENT LIABILITIES AND PROVISIONS OTHER THAN IMPAIRMENT ON LOAN PORTFOLIO

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration in the ordinary course of the Company's business. When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed. Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

F. EFFECTIVE INTEREST RATE (EIR) METHOD

The Company's EIR methodology, recognises interest income /expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges). This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments and other fee income/expense that are integral parts of the instrument.

G. OTHER ESTIMATES

These include contingent liabilities, useful lives of tangible and intangible assets etc.

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

7 Cash and Cash Equivalents

	As at 31-Mar-2024	As at 31-Mar-2023
Cash on hand	25,360.26	25,190.54
Balance with Banks	(18,520.65)	37,977.18
Total	6,839.61	63,167.72

8 Bank Balances other than above

	As at 31-Mar-2024	As at 31-Mar-2023
Earmarked balances with banks:		
Balances with banks to the extent held as security	50,000.00	50,000.00
For unpaid dividend	109.03	109.03
Debenture trustee account	26.38	3,086.07
Total	50,135.41	53,195.10

9 Loans

	As at 31-Mar-2024					Subtotal	Total
	Amortised Cost	At Fair value					
		Through Other Comprehensive Income	Through profit or loss	Designated at Fair Value Through profit or loss			
Loans							
(A)							
i) Loans repayable on demand							
Gold Loan	4,639,766.82	-	-	-	-	-	4,639,766.82
Personal Loan	20,043.55	-	-	-	-	-	20,043.55
Other	7,055.39	-	-	-	-	-	7,055.39
ii) Term Loans							
Gold Loan	18,761.50	-	-	-	-	-	18,761.50
Hypothecation Loan	1,812.57	-	-	-	-	-	1,812.57
Business Loan	84.46	-	-	-	-	-	84.46
Personal Loan	5,419.32	-	-	-	-	-	5,419.32
(iii) Other Loans:							
Corporate Loans	-	-	-	-	-	-	-
Intercorporate Loan	28,834.60	-	-	-	-	-	28,834.60
Letter of Credit	-	-	-	-	-	-	-
Total (A)- Gross	4,721,778.20	-	-	-	-	-	4,721,778.20
Less: Impairment loss allowance	26,848.58	-	-	-	-	-	26,848.58
Total (A)- Net	4,694,929.62	-	-	-	-	-	4,694,929.62
(B)							
i) Secured by tangible assets							
Gold Loan	4,689,259.94	-	-	-	-	-	4,689,259.94
ii) Unsecured							
Gold Loan	32,518.26	-	-	-	-	-	32,518.26
Total (B)- Gross	4,721,778.20	-	-	-	-	-	4,721,778.20
Less: Impairment loss allowance	26,848.58	-	-	-	-	-	26,848.58
Total (B)- Net	4,694,929.62	-	-	-	-	-	4,694,929.62

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	As at 31-Mar-2024					Subtotal	Total
	Amortised Cost	At Fair value					
		Through Other Comprehensive Income	Through profit or loss	Designated at Fair Value Through profit or loss			
(C)							
(I) Loans in India							
i) Public Sector	-	-	-	-	-	-	-
ii) Others	4,721,778.20	-	-	-	-	-	4,721,778.20
Total (C) (I)-Gross	4,721,778.20	-	-	-	-	-	4,721,778.20
Less: Impairment loss allowance	26,848.58	-	-	-	-	-	26,848.58
Total (C) (I)-Net	4,694,929.62	-	-	-	-	-	4,694,929.62
Loans and advances due by directors or other officers of the company or any of them either severally or jointly with any other persons	Nil	Nil	Nil	Nil	Nil		Nil
Amounts due by firms or private companies in which any director is a partner or a director or a member	Nil	Nil	Nil	Nil	Nil		Nil

	As at 31-Mar-2023					Subtotal	Total
	Amortised Cost	At Fair value					
		Through Other Comprehensive Income	Through profit or loss	Designated at Fair Value Through profit or loss			
Loans							
(A)							
i) Loans repayable on demand							
Gold Loan	3,898,859.53	-	-	-	-	-	3,898,859.53
Personal Loan	5,851.76	-	-	-	-	-	5,851.76
Other	7,055.39	-	-	-	-	-	7,055.39
ii) Term Loans							
Gold Loan	30,536.55	-	-	-	-	-	30,536.55
Hypothecation Loan	1,952.61	-	-	-	-	-	1,952.61
Business Loan	84.46	-	-	-	-	-	84.46
Related Party#	13,780.92	-	-	-	-	-	13,780.92
Property Loan	-	-	-	-	-	-	-
Personal Loan	2,804.68	-	-	-	-	-	2,804.68
Total (A)- Gross	3,960,925.89	-	-	-	-	-	3,960,925.89
Less: Impairment loss allowance	18,027.83	-	-	-	-	-	18,027.83
Total (A)- Net	3,942,898.06	-	-	-	-	-	3,942,898.06

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	As at 31-Mar-2023					Total
	Amortised Cost	At Fair value			Subtotal	
		Through Other Comprehensive Income	Through profit or loss	Designated at Fair Value Through profit or loss		
(B)						
i) Secured by tangible assets	3,931,433.14	-	-	-	-	3,931,433.14
ii) Unsecured	29,492.75	-	-	-	-	29,492.75
Total (B)- Gross	3,960,925.89	-	-	-	-	3,960,925.89
Less: Impairment loss allowance	18,027.83	-	-	-	-	18,027.83
Total (B)- Net	3,942,898.06	-	-	-	-	3,942,898.06
Loans(Contd)						
(C)						
(I) Loans in India						
i) Public Sector	-	-	-	-	-	-
ii) Others	3,960,925.89	-	-	-	-	3,960,925.89
Total (C) (I)-Gross	3,960,925.89	-	-	-	-	3,960,925.89
Less: Impairment loss allowance	18,027.83	-	-	-	-	18,027.83
Total (C) (I)-Net	3,942,898.06	-	-	-	-	3,942,898.06
#This amount includes ₹1,37,80,919/- to ICL Tours and Travels Private Limited. It represents the amount of expenditure incurred for and on behalf of the specified companies, which are treated as advances and the Company is charging interest @ 13% per annum and the same is disclosed under Note No. 11. This amount is to be repaid within a period of four years from the date of incurring of expenses as per the Memorandum of Understanding entered into with the companies.						
Amounts due by firms or private companies in which any director is a partner or a director or a member	13,780.92	Nil	Nil	Nil		13,780.92

Summary of ECL provisions

Particulars	FY 2023-2024			
	Stage 1	Stage 2	Stage 3	Total
i) Gold Loan	4,592.25	13,540.14	7,179.88	25,312.26
ii) Hypothecation Loan	-	-	199.38	199.38
iii) Business Loan	-	-	12.67	12.67
iv) Personal Loan	-	-	618.73	618.73
v) Related Party	-	-	-	-
vi) Other Loan	-	-	705.54	705.54
Total closing ECL provisions	4,592.25	13,540.14	8,716.20	26,848.58

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Particulars	FY 2022-2023			
	Stage 1	Stage 2	Stage 3	Total
i) Gold Loan	4,223.97	1,113.99	11,035.51	16,373.47
ii) Hypothecation Loan	-	-	199.38	199.38
iii) Business Loan	-	-	12.67	12.67
iv) Property Loan	-	-	-	-
v) Personal Loan	-	-	736.77	736.77
vi) Related Party	-	-	-	-
vii) Other Loan	-	-	705.54	705.54
Total closing ECL provisions	4,223.97	1,113.99	12,689.86	18,027.83

As at 31-Mar-2024

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	3,296,077.62	4,592.25	3,291,485.37	13,183.24	(8,590.99)
	Stage 2	1,354,224.33	13,540.14	1,340,684.19	5,416.86	-
Subtotal		4,650,301.95	18,132.39	4,632,169.56	18,600.10	(8,590.99)
Non-Performing Assets (NPA)						
Substandard	Stage 3	32,482.83	2,651.79	29,831.04	3,248.29	(596.50)
Doubtful - up to 1 year	Stage 3	13,327.67	1,661.55	11,666.12	2,665.54	(1,003.99)
1 to 3 years	Stage 3	19,647.77	3,163.23	16,484.54	5,894.33	(2,731.10)
More than 3 years	Stage 3	6,017.99	1,239.63	4,778.36	3,249.23	(2,009.60)
Subtotal for doubtful		38,993.42	6,064.41	32,929.02	11,809.10	(5,744.69)
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		71,476.25	8,716.20	62,760.05	15,057.39	(6,341.19)
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	3,296,077.62	4,592.25	3,291,485.37	13,183.24	(8,590.99)
	Stage 2	1,354,224.33	13,540.14	1,340,684.19	5,416.86	-
	Stage 3	71,476.25	8,716.20	62,760.05	15,057.39	(6,341.19)
	Total	4,721,778.20	26,848.58	4,694,929.62	33,657.50	(14,932.19)

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

As at 31-Mar-2023

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	3,697,587.69	4,223.97	3,693,363.72	14,788.24	(10,564.26)
	Stage 2	111,393.83	1,113.99	110,279.83	445.56	-
Subtotal		3,808,981.52	5,337.97	3,803,643.55	15,233.79	(10,564.26)
Non-Performing Assets (NPA)						
Substandard	Stage 3	113,369.72	6,833.78	106,535.94	11,337.00	(4,503.21)
Doubtful - up to 1 year	Stage 3	17,824.66	2,188.55	15,636.11	3,564.93	(1,376.38)
1 to 3 years	Stage 3	15,242.05	2,428.55	12,813.50	4,577.06	(2,148.51)
More than 3 years	Stage 3	5,507.94	1,238.98	4,268.96	2,903.25	(1,664.27)
Subtotal for doubtful		38,574.65	5,856.08	32,718.57	11,045.24	(5,189.16)
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		151,944.37	12,689.86	139,254.51	22,382.24	(9,692.38)
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	3,697,587.69	4,223.97	3,693,363.72	14,788.24	(10,564.26)
	Stage 2	111,393.83	1,113.99	110,279.83	445.56	-
	Stage 3	151,944.37	12,689.86	139,254.51	22,382.24	(9,692.38)
	Total	3,960,925.89	18,027.83	3,942,898.06	37,616.03	(20,256.64)

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to receivables under financing activities is, as follows:

	Period ended 31 st March 2024			
	Stage 1	Stage 2	Stage 3	Total
Opening Gross carrying amount	3,697,587.69	111,393.83	151,944.37	3,960,925.89
Add:- New Assets	3,292,705.84	1,354,224.33	7,492.96	4,654,423.12
Less:- Assets repaid	(3,665,056.49)	(104,285.18)	(84,333.71)	(3,853,675.38)
Transfer to Stage 1	1,495.76	-	(1,495.76)	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	(24,194.14)	(2,320.26)	26,514.40	-
Less:- Write off	(6,461.04)	(4,788.39)	(28,646.00)	(39,895.43)
Closing Gross carrying amount	3,296,077.62	1,354,224.33	71,476.25	4,721,778.20

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Reconciliation of ECL Balance

ECL Provision	Period ended 31 st March 2024			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount	4,223.97	1,113.99	12,689.86	18,027.83
Add:- New Assets	4,591.89	13,540.14	1,855.64	19,987.66
Less:- Repaid	(4,154.60)	(1,042.91)	(4,847.28)	(10,044.78)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	(2,398.87)	(232.03)	2,630.90	-
Less:- Write off	(51.48)	(47.88)	(3,612.03)	(3,711.39)
Impact of changes in credit risk on account of stage movements	2,381.34	208.82	(0.90)	2,589.26
Closing carrying amount	4,592.25	13,540.14	8,716.20	26,848.58

Credit Quality of assets

The table below shows the credit quality and the maximum exposure to credit risk based on the Company's internal credit rating system and year-end stage classification

As at 31-Mar-2024

Internal Rating	Stage 1	Stage 2	Stage 3	Total
High Grade	2,833,742.52	179,705.53	514.63	3,013,962.69
Medium Grade	309,098.27	47,125.89	5,211.12	361,435.27
Low Grade	153,236.83	1,127,392.90	65,750.50	1,346,380.24
Total	3,296,077.62	1,354,224.33	71,476.25	4,721,778.20

As at 31-Mar-2023

Internal Rating	Stage 1	Stage 2	Stage 3	Total
High Grade	3,270,569.82	58,779.24	6,500.42	3,335,849.48
Medium Grade	309,828.44	30,625.19	7,388.00	347,841.63
Low Grade	117,189.43	21,989.40	138,055.95	277,234.77
Total	3,697,587.69	111,393.83	151,944.37	3,960,925.89

10 Investments

As at 31-Mar-2024

	Amortised Cost	At Fair Value			Sub-total	Cost	Total
		Through Other Comprehensive income	Through Profit or Loss	Designated at fair value through profit or loss			
Mutual funds	-	-	56.42	-	56.42	-	56.42
Government securities	-	-	-	-	-	-	-
Other Companies	-	-	49,956.65	-	49,956.65	-	49,956.65
Equity instruments	-	-	-	-	-	-	-
Subsidiaries	-	-	-	-	-	-	-
Salem Erode Investments Ltd (Quoted)	-	-	-	-	-	226,765.40	226,765.40
Others (Quoted)	-	-	7,532.73	-	7,532.73	-	7,532.73
Total Gross (A)	-	-	57,545.80	-	57,545.80	226,765.40	284,311.20

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	Amortised Cost	At Fair Value			Sub-total	Cost	Total
		Through Other Comprehensive income	Through Profit or Loss	Designated at fair value through profit or loss			
Investment Outside India	-	-	-	-	-	-	
Investment In India	-	-	57,545.80	-	57,545.80	226,765.40	284,311.20
Total Gross (B)	-	-	57,545.80	-	57,545.80	226,765.40	284,311.20
Less : Allowance for impairment loss (C)	-	-	-	-	-	-	-
Total - Net (D) = (A) - (C)	-	-	57,545.80	-	57,545.80	226,765.40	284,311.20

As at 31-Mar-2023

	Amortised Cost	At Fair Value			Sub-total	Cost	Total
		Through Other Comprehensive income	Through Profit or Loss	Designated at fair value through profit or loss			
Mutual funds	-	-	51.07	-	51.07	-	51.07
Government securities	-	-	-	-	-	-	-
Debt Securities	-	-	30,060.95	-	30,060.95	-	30,060.95
Equity instruments	-	-	-	-	-	-	-
Subsidiaries	-	-	-	-	-	-	-
Salem Erode Investments Ltd (Quoted)	-	-	-	-	-	226,765.40	226,765.40
Others (Quoted)	-	-	9,629.39	-	9,629.39	-	9,629.39
Total Gross (A)	-	-	39,741.42	-	39,741.42	226,765.40	266,506.82
Investment Outside India	-	-	-	-	-	-	-
Investment In India	-	-	39,741.42	-	39,741.42	226,765.40	266,506.82
Total Gross (B)	-	-	39,741.42	-	39,741.42	226,765.40	266,506.82
Less : Allowance for impairment loss (C)	-	-	-	-	-	-	-
Total - Net (D) = (A) - (C)	-	-	39,741.42	-	39,741.42	226,765.40	266,506.82

Details of Investments in Equity Instruments and Mutual Funds

Name of Body Corporate	As at 31-Mar-2024		As at 31-Mar-2023	
	Quantity of Shares	Market value	Quantity of Shares	Market value
Adani Wilmar Ltd.	500	160.70	500	202.93
Ahlada Engineers Ltd.	500	54.73	500	42.45
ANG Lifesciences India Ltd.	312	14.06	312	23.73
Aarti Industries Ltd.	500	332.78	-	-
Aurobindo Pharma Ltd.	500	544.38	500	259.05
Bharat Electronics Limited	-	-	2,000	195.10
Birlasoft Ltd.	-	-	3,000	783.45
BSE Ltd.	-	-	500	215.48
Cochin Shipyard Limited	-	-	250	118.94
Container Corporation Of India Ltd.	250	220.53	250	145.06
Dharmaj Crop Guard Ltd.	500	111.95	500	72.40
Elgi Equipments Ltd.	250	150.43	-	-

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Name of Body Corporate	As at 31-Mar-2024		As at 31-Mar-2023	
	Quantity of Shares	Market value	Quantity of Shares	Market value
Future Consumer Ltd.	5,000	3.75	5,000	2.50
Graphite India Ltd.	-	-	1,000	262.55
GTL Infrastructure Ltd.	9,987	15.98	10,000	7.00
Happiest Minds Technologies Ltd.	500	372.20	500	383.93
HDFC Bank Limited	-	-	250	402.39
HDFC Life Insurance Company Ltd.	255	161.50	1,500	748.80
HeidelbergCement India Ltd.	1,000	196.45	1,000	160.95
Hindustan Oil Exploration Company Ltd.	-	-	1,250	150.25
HP Adhesives Ltd.	2,500	238.63	1,500	547.05
India Pesticides Ltd.	1,996	405.59	2,000	415.70
Indian Energy Exchange Ltd.	2,000	268.70	2,000	255.90
Indian Railway Catering & Tourism Corporation Ltd.	750	697.28	750	429.60
Intellect Design Arena Ltd.	-	-	1,500	615.90
Kaveri Seed Company Ltd.	200	124.67	200	95.59
Laxmi Organic Industries Ltd.	500	117.60	-	-
Lupin Ltd.	500	808.40	500	324.20
Marksans Pharma Ltd.	-	-	3,000	211.20
PPAP Automotive Ltd.	1,000	174.65	1,000	157.00
Reliance Communications Ltd.	15,000	25.50	15,000	18.75
Rossari Biotech Ltd.	261	176.68	261	155.58
Shakti Pumps (India) Ltd.	-	-	1,000	404.40
Sona BLW Precision Forgings Ltd.	-	-	500	206.75
Strides Pharma Science Ltd.	1,000	784.70	1,000	286.35
Tarsons Products Ltd.	500	196.80	500	266.08
Vodafone Idea Ltd.	27,499	364.36	27,500	159.50
Westlife Development Limited	-	-	800	546.68
Wockhardt Ltd.	750	439.28	750	115.43
YES Bank Ltd.	15,969	370.48	16,000	240.80
SUB TOTAL		7,532.73		9,629.39
Mutual Fund				
Nippon India ETF Gold Bees	1,000	56.42	1,000	51.07
SUB TOTAL		56.42		51.07
TOTAL		7,589.15		9,680.46

11 Other Financial Asset

	As at 31-Mar-2024	As at 31-Mar-2023
Interest accrued on loan portfolio	333,687.32	290,826.09
Security deposits	60,334.42	52,122.65
Balance with Demat account(Kotak Securities)	(0.54)	(3,814.02)
Other Receivables	527.65	-
Total	394,548.86	339,134.72

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

12 Current tax assets

	As at 31-Mar-2024	As at 31-Mar-2023
Advance Income Tax & Tax Deducted at Source	33,377.75	32,892.22
Total	33,377.75	32,892.22

13(A) Property, Plant and Equipment

	Land	Building	Electrical installations & Equipments	Furniture and fixtures	Office Equipments	Motor Vehicles	Computer and accessories	Total
Cost or valuation								
At 1-Apr-2022	26,303.77	53,856.22	24,403.01	168,139.53	69,964.03	27,591.66	36,453.82	406,712.05
Additions	-	36,124.38	19,225.91	62,493.25	15,051.08	2,654.69	13,759.43	149,308.74
Disposals	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-
As at 31-Mar-2023	26,303.77	89,980.60	43,628.92	230,632.78	85,015.10	30,246.36	50,213.25	556,020.78
Additions	55,011.58	4,629.72	5,010.72	51,204.73	8,629.29	5,731.52	8,202.63	138,420.20
Disposals	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-
As at 31-Mar-2024	81,315.35	94,610.32	48,639.64	281,837.52	93,644.39	35,977.88	58,415.88	694,440.98
Depreciation								
At 1-Apr-2022	-	1,778.37	13,545.04	79,780.70	30,046.17	12,920.81	26,919.93	164,991.02
Charge for the year	-	3,133.20	4,501.06	29,815.31	20,155.98	5,188.88	8,219.65	71,014.09
Disposals	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-
As at 31-Mar-2023	-	4,911.56	18,046.10	109,596.01	50,202.15	18,109.70	35,139.58	236,005.11
Charge for the period	-	4,250.25	7,010.39	35,322.37	16,234.41	4,044.96	10,764.51	77,626.90
Disposals	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-
As at 31-Mar-2024	-	9,161.82	25,056.50	144,918.38	66,436.56	22,154.66	45,904.09	313,632.01
Net Block								
At 1-Apr-2022	26,303.77	52,077.85	10,857.97	88,358.83	39,917.85	14,670.85	9,533.89	241,721.02
As at 31-Mar-2023	26,303.77	85,069.03	25,582.82	121,036.77	34,812.95	12,136.66	15,073.67	320,015.67
As at 31-Mar-2024	81,315.35	85,448.50	23,583.15	136,919.13	27,207.83	13,823.22	12,511.79	380,808.97

13(B) Capital work in progress

	As at 31-Mar-2024	As at 31-Mar-2023
Capital work in progress	3,652.41	3,631.72
Total	3,652.41	3,631.72

Capital work in progress ageing schedule

As at 31-Mar-2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	20.69	3,631.72	-	-	3,652.41
Projects temporarily suspended	-	-	-	-	-

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

As at 31-Mar-2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	3,631.72	-	-	-	3,631.72
Projects temporarily suspended	-	-	-	-	-

13(C) Right-of-Use Asset

	Total
Building	
At 1-Apr-2022	171,381.96
Additions	73,154.13
Disposals	2,257.77
As at 31-Mar-2023	242,278.32
Additions	97,292.50
Disposals	641.18
As at 31-Mar-2024	338,929.64
Depreciation	
At 1-Apr-2022	102,916.95
Charge for the year	34,463.27
Disposals	-
As at 31-Mar-2023	137,380.22
Charge for the period	45,555.53
Disposals	-
As at 31-Mar-2024	182,935.75
Net Right-of-use asset	
At 1-Apr-2022	68,465.01
As at 31-Mar-2023	104,898.10
As at 31-Mar-2024	155,993.89

13(C) Lease Liability

Balance at the beginning as on 01-04-2022	63,652.91
Additions	66,556.61
Finance cost accrued during the year	11,982.92
Deletions	2,427.99
Payment of lease liabilities	38,621.50
Balance at the end as on 31-03-2023	101,142.95
Additions	90,808.97
Finance cost accrued during the year	18,616.67
Deletions	733.55
Payment of lease liabilities	55,515.47
Balance at the end as on 31-12-2023	154,319.58

Particulars	As at 31-Mar-2024
Less than one year	7,075.27
One to five years	96,353.07
More than five years	50,891.24
Total	154,319.58

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

14 Other Intangible Assets

	Computer Software
Cost	
At 1-Apr-2022	3,715.90
Additions	180.21
Disposals	-
As at 31-Mar-2023	3,896.11
Additions	1,674.00
Disposals	-
As at 31-Mar-2024	5,570.11
Amortization	
At 1-Apr-2022	1,797.82
Charge for the year	666.82
Disposals	-
As at 31-Mar-2023	2,464.64
Charge for the period	437.67
Disposals	-
As at 31-Mar-2024	2,902.31
Net Block	
At 1-Apr-2022	1,918.08
As at 31-Mar-2023	1,431.46
As at 31-Mar-2024	2,667.79

15 Other Non-Financial Asset

	As at 31-Mar-2024	As at 31-Mar-2023
Prepaid Expenses	3,451.40	2,125.54
GST Receivables	29,890.37	15,306.40
Other Advances	92,806.91	91,604.28
Total	126,148.68	109,036.23

16 Trade payables

	As at 31-Mar-2024	As at 31-Mar-2023
Total outstanding dues of micro enterprises and small enterprises; and	9,217.52	362.72
Total outstanding dues of creditors other than micro enterprises and small enterprises.	21,133.83	11,239.51
Total	30,351.34	11,602.23

Trade Payables aging schedule

As at 31-Mar-2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	9,217.52	-	-	-	9,217.52
ii) Others	20,218.83	239.38	268.42	407.19	21,133.83
iii) Disputed dues- MSME	-	-	-	-	-
iv) Disputed dues- Others	-	-	-	-	-

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

As at 31-Mar-2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	362.72	-	-	-	362.72
ii) Others	10,326.00	438.96	230.38	244.18	11,239.51
iii) Disputed dues- MSME	-	-	-	-	-
iv) Disputed dues- Others	-	-	-	-	-

Disclosure:- Micro, Small and Medium Enterprises

	As at 31-Mar-2024	As at 31-Mar-2023
a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	2,816.20	Nil
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues 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 Enterprises Development Act, 2006.	Nil	Nil

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

17 Debt Securities

	As at 31-Mar-2024	As at 31-Mar-2023
At Amortised Cost		
Privately placed redeemable non-convertible debentures (Secured)*	2,590,546.00	3,137,509.00
Others - Non-convertible Debentures - Public issue(Secured)#	1,000,000.00	-
Total (A)	3,590,546.00	3,137,509.00
Debt securities in India	3,590,546.00	3,137,509.00
Debt securities outside India	-	-
Total (B)	3,590,546.00	3,137,509.00

Nature of Security

*Secured (first ranking) by a hypothecation of all current assets, loans and advances, including standard gold loan receivables, and other unencumbered assets of the company, excluding fixed assets and the investment made in subsidiary, both present and future, having a minimum security cover of 110% of outstanding balance of debentures and accrued interest thereon, at any time.. The company has executed a separate deed of hypothecation in favour of Trustees for creation of this security.

#Secured by way of first-ranking pari passu charge with Existing Secured Creditors, on all fixed assets (excluding immovable properties), current assets, including book debts, receivables, loans and advances and cash & bank balances (excluding reserves created in accordance with law and exclusive charge created in favour of secured charge holders in terms of their respective loan agreements/documents), both present and future of the company, such that a security cover to the extent of one time of the outstanding principal amounts of the NCDs and all interest due and payable thereon is maintained at all times until the redemption of NCDs, written onto the Debenture Trustee.

Debentures are offered for a period of 13 months to 72 months.

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

A] Non Convertible Debentures (Secured)

Non Convertible Debentures of ₹1,000/- each. Details of rate of interest and maturity pattern as on the date of the balance sheet is as under:

As at 31-Mar-2024

Redeemable at par within	Rate of interest							
	>= 10% < 12%		>= 12% < 14%		>= 14%		Total	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Due within 1 year	595,423	595,423.00	752,739	752,739.00	-	-	1,348,162	1,348,162.00
Due within 1-2 years	326,365	326,365.00	678,530	678,530.00	-	-	1,004,895	1,004,895.00
Due within 2-3 years	69,495	69,495.00	549,566	549,566.00	-	-	619,061	619,061.00
Due within 3-4 years	-	-	101,132	101,132.00	-	-	101,132	101,132.00
Due within 4-5 years	-	-	353,373	353,373.00	-	-	353,373	353,373.00
Due within 5-6 years	-	-	163,923	163,923.00	-	-	163,923	163,923.00
Grand Total	991,283	991,283.00	2,599,263	2,599,263.00	-	-	3,590,546	3,590,546.00

As at 31-Mar-2023

Redeemable at par within	Rate of interest							
	>= 10% < 12%		>= 12% < 14%		>= 14%		Total	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Due within 1 year	362,098	362,098.00	946,038	946,038.00	-	-	1,308,136	1,308,136.00
Due within 1-2 years	160,507	160,507.00	678,687	678,687.00	-	-	839,194	839,194.00
Due within 2-3 years	168,693	168,693.00	454,625	454,625.00	-	-	623,318	623,318.00
Due within 3-4 years	2,850	2,850.00	149,913	149,913.00	-	-	152,763	152,763.00
Due within 4-5 years	-	-	101,832	101,832.00	-	-	101,832	101,832.00
Due within 5-6 years	-	-	112,266	112,266.00	-	-	112,266	112,266.00
Grand Total	694,148	694,148.00	2,443,361	2,443,361.00	-	-	3,137,509	3,137,509.00

D] Non Convertible Debentures of ₹1,000/- each - series-wise classification

As at 31-Mar-2024

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
1	11/7/2018	5,000.00	13.66%	65
2	12/7/2018	7,660.00	13.66%	65
3	1/7/2019	5,815.00	13.66%	65
4	2/7/2019	12,095.00	13.66%	65
5	3/7/2019	4,700.00	13.66%	65
6	4/12/2019	4,055.00	13.66%	65
7	5/7/2019	5,205.00	13.66%	65
8	6/7/2019	5,150.00	13.66%	65
9	7/8/2019	9,820.00	13.66%	65
10	8/7/2019	9,639.00	13.66%	65
11	9/7/2019	5,295.00	13.66%	65
12	10/9/2019	6,525.00	13.66%	65
13	11/7/2019	11,018.00	13.66%	65
14	12/19/2019	18,985.00	13.66%	65
15	1/13/2020	3,946.00	13.66%	65
16	2/18/2020	9,310.00	13.66%	65
17	3/18/2020	21,601.00	13.66%	65
18	4/17/2020	1,755.00	13.66%	65

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
19	5/12/2020	7,978.00	13.66%	65
20	6/13/2020	3,815.00	13.66%	65
21	6/30/2020	6,925.00	13.66%	65
22	7/14/2020	11,377.00	13.66%	65
23	8/11/2020	5,075.00	13.66%	65
24	8/27/2020	13,275.00	13.66%	65
25	9/12/2020	1,840.00	13.66%	65
26	9/29/2020	3,011.00	13.66%	65
27	10/13/2020	2,765.00	13.66%	65
28	11/2/2020	6,100.00	13.66%	65
29	11/18/2020	7,575.00	13.66%	65
30	12/5/2020	3,122.00	13.66%	65
31	12/21/2020	11,270.00	13.66%	65
32	1/7/2021	2,920.00	13.66%	65
33	1/27/2021	8,625.00	13.66%	65
34	2/9/2021	12,778.00	13.66%	65
35	2/23/2021	6,025.00	13.66%	65
36	3/9/2021	5,406.00	13.66%	65
37	3/25/2021	9,814.00	13.66%	65
38	3/30/2021	1,400.00	13.66%	65
39	4/13/2021	15,620.00	12.25%-13.66%	36-65
40	4/23/2021	12,870.00	12.25%-13.66%	36-65
41	5/8/2021	14,250.00	12.25%-13.66%	36-65
42	6/2/2021	17,128.00	12.25%-13.66%	36-65
43	6/18/2021	11,999.00	12.25%-13.66%	36-65
44	7/9/2021	18,726.00	12.25%-13.66%	36-65
45	7/23/2021	15,767.00	12.25%-13.66%	36-65
46	8/6/2021	16,300.00	12.25%-13.66%	36-65
47	8/26/2021	18,925.00	12.25%-13.66%	36-65
48	9/8/2021	26,775.00	12.25%-13.66%	36-65
49	9/23/2021	22,816.00	12.25%-13.66%	36-65
50	10/8/2021	20,215.00	12.25%-13.66%	36-65
51	10/27/2021	23,980.00	12.25%-13.66%	36-65
52	11/13/2021	19,460.00	12.25%-13.66%	36-65
53	12/3/2021	35,403.00	12.25%-13.66%	36-65
54	12/30/2021	10,790.00	12.25%-13.66%	36-65
55	1/28/2022	17,434.00	12.25%-13.66%	36-65
56	2/17/2022	25,228.00	12.25%-13.66%	36-65
57	3/7/2022	27,175.00	12.25%-13.66%	36-65
58	3/21/2022	16,810.00	12.25%-13.66%	36-65
59	4/12/2022	43,960.00	12%-13.66%	24-65
60	4/19/2022	37,110.00	12%-13.66%	24-65
61	5/6/2022	34,487.00	11.5%-13.01%	24-68
62	5/23/2022	45,354.00	11.5%-13.01%	24-68
63	6/7/2022	29,355.00	11.5%-13.01%	24-68
64	6/20/2022	61,497.00	11.5%-13.01%	24-68

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
65	7/11/2022	43,286.00	11.5%-13.01%	24-68
66	8/2/2022	53,717.00	11.5%-13.01%	24-68
67	8/23/2022	60,171.00	11.5%-13.01%	24-68
68	9/3/2022	49,279.00	11.5%-13.01%	24-68
69	9/26/2022	72,695.00	11.5%-13.01%	24-68
70	10/15/2022	56,715.00	11.5%-13.01%	24-68
71	10/31/2022	45,540.00	11.5%-13.01%	24-68
72	11/15/2022	63,182.00	11.5%-13.01%	24-68
73	12/2/2022	53,849.00	11.5%-13.01%	24-68
74	12/17/2022	43,792.00	11.5%-13.01%	24-68
75	12/31/2022	46,930.00	11.5%-13.01%	24-68
76	1/20/2023	40,885.00	11.5%-13.01%	24-68
77	2/7/2023	37,333.00	11.5%-13.01%	24-68
78	2/23/2023	35,674.00	11.5%-13.01%	24-68
79	3/14/2023	85,553.00	11%-13.01%	13-68
80	3/29/2023	71,190.00	11%-13.01%	13-68
81	3/31/2023	35,218.00	11%-13.01%	13-68
82	4/13/2023	61,386.00	11%-13.01%	13-68
83	4/27/2023	55,510.00	11%-13.01%	13-68
84	5/12/2023	57,140.00	11%-13.01%	13-68
85	5/19/2023	29,171.00	11%-13.01%	13-68
86	6/1/2023	60,583.00	11%-13.01%	13-68
87	6/14/2023	39,893.00	11%-13.01%	13-68
88	7/1/2023	64,566.00	11%-13.01%	13-68
89	7/14/2023	71,005.00	11%-13.01%	13-68
90	7/28/2023	68,074.00	11%-13.01%	13-68
91	8/10/2023	66,277.00	11%-13.01%	13-68
92	8/24/2023	67,470.00	11%-13.01%	13-68
93	9/8/2023	72,117.00	11%-13.01%	13-68
94	9/20/2023	53,336.00	11%-13.01%	13-68
95	9/28/2023	10,905.00	11%-13.01%	13-68
Total		2,590,546.00		

D] Non Convertible Debentures of ₹1,000/- each - series-wise classification (Public Issue)

As at 31-Mar-2024

Sl. No.	Series	Outstanding	Interest Rate	Tenure(months)
1	I	110,820.00	11.00%	13
2	II	104,149.00	11.50%	24
3	III	212,084.00	12.00%	36
4	IV	187,535.00	12.50%	60
5	V	123,459.00	11.50%	13
6	VI	80,755.00	12.00%	24
7	VII	39,360.00	12.50%	36
8	VIII	3,250.00	11.75%	24
9	IX	11,934.00	12.25%	36
10	X	126,654.00	13.01%	72
	Total	1,000,000.00		

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

D] Non Convertible Debentures of ₹1,000/- each - series-wise classification

As at 31-Mar-2023

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
1	31/10/2017	825.00	13.66%	65
2	15/11/2017	1,625.00	13.66%	65
3	30/11/2017	3,120.00	13.66%	65
4	15/12/2017	3,503.00	13.66%	65
5	31/12/2017	2,375.00	13.66%	65
6	15/1/2018	3,420.00	13.66%	65
7	31/1/2018	2,560.00	13.66%	65
8	15/2/2018	2,600.00	13.66%	65
9	28/2/2018	4,303.00	13.66%	65
10	5/3/2018	220.00	13.66%	65
11	12/3/2018	5,360.00	13.66%	65
12	19/3/2018	2,375.00	13.66%	65
13	26/3/2018	1,350.00	13.66%	65
14	3/4/2018	4,050.00	13.66%	65
15	10/4/2018	1,655.00	13.66%	65
16	16/4/2018	1,480.00	13.66%	65
17	23/4/2018	950.00	13.66%	65
18	30/4/2018	950.00	13.66%	65
19	7/5/2018	1,500.00	13.66%	65
20	14/5/2018	1,000.00	13.66%	65
21	21/5/2018	2,200.00	13.66%	65
22	28/5/2018	1,625.00	13.66%	65
23	4/6/2018	3,742.00	13.66%	65
24	11/6/2018	600.00	13.66%	65
25	18/6/2018	4,100.00	13.66%	65
26	25/6/2018	3,650.00	13.66%	65
27	2/7/2018	1,081.00	13.66%	65
28	9/7/2018	400.00	13.66%	65
29	16/7/2018	775.00	13.66%	65
30	23/7/2018	2,200.00	13.66%	65
31	30/7/2018	2,224.00	13.66%	65
32	6/8/2018	1,995.00	13.66%	65
33	13/8/2018	3,781.00	13.66%	65
34	20/8/2018	3,174.00	13.66%	65
35	3/9/2018	3,725.00	13.66%	65
36	10/9/2018	4,800.00	13.66%	65
37	17/9/2018	915.00	13.66%	65
38	24/9/2018	150.00	13.66%	65
39	1/10/2018	2,592.00	13.66%	65
40	7/11/2018	5,000.00	13.66%	65
41	7/12/2018	7,660.00	13.66%	65
42	7/1/2019	5,815.00	13.66%	65
43	7/2/2019	12,095.00	13.66%	65
44	7/3/2019	4,700.00	13.66%	65

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
45	12/4/2019	4,055.00	13.66%	65
46	7/5/2019	5,205.00	13.66%	65
47	7/6/2019	5,150.00	13.66%	65
48	8/7/2019	9,820.00	13.66%	65
49	7/8/2019	9,639.00	13.66%	65
50	7/9/2019	5,295.00	13.66%	65
51	9/10/2019	6,525.00	13.66%	65
52	7/11/2019	11,018.00	13.66%	65
53	19/12/2019	18,985.00	13.66%	65
54	13/1/2020	3,946.00	13.66%	65
55	18/2/2020	9,310.00	13.66%	65
56	18/3/2020	21,601.00	13.66%	65
57	17/4/2020	12,110.00	12.25%-13.66%	36-65
58	12/5/2020	34,948.00	12.25%-13.66%	36-65
59	13/6/2020	21,740.00	12.25%-13.66%	36-65
60	30/6/2020	28,635.00	12.25%-13.66%	36-65
61	14/7/2020	44,276.00	12.25%-13.66%	36-65
62	11/8/2020	22,725.00	12.25%-13.66%	36-65
63	27/8/2020	50,500.00	12.25%-13.66%	36-65
64	12/9/2020	18,000.00	12.25%-13.66%	36-65
65	29/9/2020	20,631.00	12.25%-13.66%	36-65
66	13/10/2020	17,129.00	12.25%-13.66%	36-65
67	2/11/2020	19,180.00	12.25%-13.66%	36-65
68	18/11/2020	21,745.00	12.25%-13.66%	36-65
69	5/12/2020	26,217.00	12.25%-13.66%	36-65
70	21/12/2020	26,105.00	12.25%-13.66%	36-65
71	7/1/2021	24,625.00	12.25%-13.66%	36-65
72	27/1/2021	15,270.00	12.25%-13.66%	36-65
73	9/2/2021	31,423.00	12.25%-13.66%	36-65
74	23/2/2021	27,555.00	12.25%-13.66%	36-65
75	9/3/2021	20,131.00	12.25%-13.66%	36-65
76	25/3/2021	20,575.00	12.25%-13.66%	36-65
77	30/3/2021	2,020.00	12.25%-13.66%	36-65
78	13/4/2021	25,920.00	12%-13.66%	24-65
79	23/4/2021	24,660.00	12%-13.66%	24-65
80	8/5/2021	22,795.00	12%-13.66%	24-65
81	2/6/2021	25,508.00	12%-13.66%	24-65
82	18/6/2021	24,329.00	12%-13.66%	24-65
83	9/7/2021	37,146.00	12%-13.66%	24-65
84	23/7/2021	37,602.00	12%-13.66%	24-65
85	6/8/2021	28,244.00	12%-13.66%	24-65
86	26/8/2021	42,098.00	12%-13.66%	24-65
87	8/9/2021	44,691.00	12%-13.66%	24-65
88	23/9/2021	37,271.00	12%-13.66%	24-65
89	8/10/2021	37,607.00	12%-13.66%	24-65
90	27/10/2021	46,212.00	12%-13.66%	24-65

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
91	13/11/2021	43,009.00	12%-13.66%	24-65
92	3/12/2021	51,793.00	12%-13.66%	24-65
93	30/12/2021	30,150.00	12%-13.66%	24-65
94	28/1/2022	33,216.00	12%-13.66%	24-65
95	17/2/2022	34,724.00	12%-13.66%	24-65
96	7/3/2022	73,820.00	11.5%-13.66%	13-65
97	21/3/2022	42,773.00	11.5%-13.66%	13-65
98	12/4/2022	64,805.00	11.5%-13.66%	13-65
99	19/4/2022	60,407.00	11.5%-13.66%	13-65
100	6/5/2022	54,338.00	11%-13.01%	13-68
101	23/5/2022	62,579.00	11%-13.01%	13-68
102	7/6/2022	53,768.00	11%-13.01%	13-68
103	20/6/2022	80,277.00	11%-13.01%	13-68
104	11/7/2022	73,224.00	11%-13.01%	13-68
105	2/8/2022	76,890.00	11%-13.01%	13-68
106	23/8/2022	93,115.00	11%-13.01%	13-68
107	3/9/2022	76,423.00	11%-13.01%	13-68
108	26/9/2022	117,950.00	11%-13.01%	13-68
109	15/10/2022	88,026.00	11%-13.01%	13-68
110	31/10/2022	62,584.00	11%-13.01%	13-68
111	15/11/2022	101,094.00	11%-13.01%	13-68
112	2/12/2022	83,743.00	11%-13.01%	13-68
113	17/12/2022	64,718.00	11%-13.01%	13-68
114	31/12/2022	62,565.00	11%-13.01%	13-68
115	20/1/2023	61,202.00	11%-13.01%	13-68
116	7/2/2023	62,694.00	11%-13.01%	13-68
117	23/2/2023	62,094.00	11%-13.01%	13-68
118	14/3/2023	85,553.00	11%-13.01%	13-68
119	29/3/2023	71,190.00	11%-13.01%	13-68
120	31/3/2023	35,218.00	11%-13.01%	13-68
Total		3,138,334.00		

18 Borrowings (Other than Debt Securities)

	As at 31-Mar-2024	As at 31-Mar-2023
At Amortised Cost		
Inter Corporate Loans		
Salem Erode Investments Ltd	35,326.45	142,517.27
Term Loan		
Vehicle Loan- Axis Bank	14,174.67	12,785.14
SBI Term Loan	307,669.26	194,269.26
Salem Erode Investments Ltd - Term Loan	44,707.68	55,264.72
Loan repayable on demand		
Cash Credit from SBI	49,795.54	-
Loan From Related Parties		
Loan from Directors	91,515.40	1,911.28
Total	543,189.00	406,747.67

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	As at 31-Mar-2024	As at 31-Mar-2023
Borrowings in India	543,189.00	406,747.67
Borrowings outside India	-	-
Total	543,189.00	406,747.67

A] Terms and Conditions of borrowings

Name of the financial Institution	Security	Nature of Loan	Interest Rate	Other Terms
Axis Bank Limited	Vehicle - Toyota Vellfire	Auto Loan	7.25%	Margin -18%, EMI amounts to ₹1,79,752/-, Period - 60 months
Axis Bank Limited	Vehicle - BMW	Auto Loan	8.73%	Margin -14%, EMI amounts to ₹1,81,299/-, Period - 60 months
Axis Bank Limited	Vehicle - Innova	Auto Loan	9.60%	EMI amounts to ₹50,781/-, Period - 60 months
Axis Bank Limited	Vehicle - Innova	Auto Loan	9.60%	EMI amounts to ₹50,781/-, Period - 60 months
Salem Erode Investments Ltd	Nil	Inter Corporate Deposit	10.50%	Nil
Salem Erode Investments Ltd	Nil	Term Loan	12.50%	Margin - Nil, EMI amounts to ₹8,99,918/-, Period - 60 months
Salem Erode Investments Ltd	Nil	Term Loan	12.50%	Margin - Nil, EMI amounts to ₹5,06,239/-, Period - 58 months
Salem Erode Investments Ltd	Nil	Term Loan	12.50%	Margin - Nil, EMI amounts to ₹8,99,918/-, Period - 60 months
State Bank of India	Hypothecation of Loan Receivables (Standard Assets as per IRACP Norms of RBI)	Term Loan	9.45%	Margin on Receivables atleast 125% of Term Loan Outstanding has to be ensured during the tenure of the loan, security includes a lien over bank deposits of INR 5.00 Crores (cash collateral)
State Bank of India	Hypothecation of Loan Receivables (Standard Assets as per IRACP Norms of RBI)	Term Loan	11.65%	Margin on Receivables atleast 125% of Term Loan Outstanding has to be ensured during the tenure of the loan, security includes a lien over bank deposits of INR 5.00 Crores (cash collateral)
State Bank of India	Hypothecation of Loan Receivables (Standard Assets as per IRACP Norms of RBI)	Cash Credit	11.65%	Margin on Receivables atleast 125% of Term Loan Outstanding has to be ensured during the tenure of the loan, security includes a lien over bank deposits of INR 5.00 Crores (cash collateral)
K.G Anilkumar	Nil	Loan from Directors	Nil	Nil
Umadevi Anilkumar	Nil	Loan from Directors	Nil	Nil

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Term Loan (Secured)

Details of rate of interest and maturity pattern as on the date of the balance sheet is as under:

31-Mar-24

Repayable within	Rate of Interest						Total
	11.65%	8.73%	7.25%	12.50%	9.45%	9.60%	
Due Within 1 year	54,300.00	1,829.83	1,886.99	11,954.97	50,400.00	800.26	121,172.06
Due Within 1-2 year	72,400.00	1,997.41	2,028.44	13,538.00	50,400.00	870.03	141,233.88
Due Within 2-3 year	37,100.00	944.67	662.74	14,430.69	43,069.26	957.33	97,164.68
Due Within 3-4 year	-	-	-	4,784.01	-	1,053.38	5,837.40
Due Within 4-5 year	-	-	-	-	-	1,143.59	1,143.59
Due Within 5-6 year	-	-	-	-	-	-	-
Grand Total	163,800.00	4,771.91	4,578.17	44,707.68	143,869.26	4,824.59	366,551.61

31-Mar-23

Repayable within	Rate of Interest						Total
	11.65%	8.73%	7.25%	12.50%	9.45%	9.60%	
Due Within 1 year	-	1,678.47	1,755.41	10,557.05	50,400.00	-	64,390.93
Due Within 1-2 year	-	1,831.01	1,886.99	11,954.97	47,900.00	-	63,572.97
Due Within 2-3 year	-	1,997.41	2,028.44	13,538.00	50,400.00	-	67,963.85
Due Within 3-4 year	-	944.67	662.74	14,430.69	45,569.26	-	61,607.36
Due Within 4-5 year	-	-	-	4,784.01	-	-	4,784.01
Grand Total	-	6,451.56	6,333.58	55,264.72	194,269.26	-	262,319.13

19 Subordinate Liabilities

	As at 31-Mar-2024	As at 31-Mar-2023
At Amortised Cost		
Subordinated debt from Others	338,268.00	240,795.00
Preference shares#	28,400.00	28,400.00
Total	366,668.00	269,195.00
Borrowings in India	366,668.00	269,195.00
Borrowings outside India	-	-
Total	366,668.00	269,195.00

#15% Redeemable Non - Convertible Cumulative Preference Shares of face value of Rs.100/- paid up each.

B] Subordinated Debts from Others(Unsecured)

Subordinated debts have a face value of ₹1,000/- each. Details of rate of interest and maturity pattern as on the date of the balance sheet is as under:

As at 31-Mar-2024

Redeemable at par within	Rate of Interest							
	>=10% < 12%		>= 12% < 14%		> =14%		Total	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Due within 1 year	23,400.00	23,400.00	82,500	82,500.00	83,860	83,860.00	189,760	189,760.00
Due within 1- 2 years	-	-	31,080	31,080.00	19,955	19,955.00	51,035	51,035.00
Due within 2-3 years	-	-	-	-	-	-	-	-
Due within 3-4 years	-	-	-	-	-	-	-	-
Due within 4-5 years	-	-	52,852	52,852.00	-	-	52,852	52,852.00
Due within 5-6 years	-	-	44,621	44,621.00	-	-	44,621	44,621.00
Grand Total	23,400	23,400.00	211,053	211,053.00	103,815	103,815.00	338,268	338,268.00

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

As at 31-Mar-2023

Redeemable at par within	Rate of Interest							
	>=10% < 12%		>= 12% < 14%		> =14%		Total	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Due within 1 year	-	-	-	-	-	-	-	-
Due within 1- 2 years	-	-	105,900	105,900.00	83,860	83,860.00	189,760	189,760.00
Due within 2-3 years	-	-	3,100	3,100.00	2,000	2,000.00	5,100	5,100.00
Due within 3-4 years	-	-	-	-	-	-	-	-
Due within 4-5 years	-	-	27,980	27,980.00	17,955	17,955.00	45,935	45,935.00
Grand Total	-	-	136,980	136,980.00	103,815	103,815.00	240,795	240,795.00

20 Other financial liabilities

	As at 31-Mar-2024	As at 31-Mar-2023
Interest accrued on borrowings	456,289.82	379,490.23
Unclaimed dividend	109.03	109.03
Unpaid matured debentures and interest accrued thereon;	1,022.60	4,741.23
Unpaid matured Subordinated Debts and interest accrued thereon;	12,438.74	12,555.24
Earnest Money Deposit	-	-
Debenture Application money	-	-
Application money against Subordinate Debts	-	-
Application money received for allotment of shares to the extent refundable	-	-
Employee related payables	42,998.48	39,159.85
Others	193.90	138.21
Total	513,052.56	436,193.80

21 Provisions

	As at 31-Mar-2024	As at 31-Mar-2023
Employee Benefits		
- Gratuity	17,765.52	12,725.22
Provisions for taxation	17,695.18	21,377.73
Provision for dividend on preference shares	4,230.00	4,260.00
Provision for loss on account of fraud.	1,827.98	12,799.91
Others	408.39	342.58
Total	41,927.07	51,505.43

22 Other non-financial liabilities

	As at 31-Mar-2024	As at 31-Mar-2023
Statutory dues payable	13,301.64	8,033.95
Other liabilities	2,036.38	2,749.06
Total	15,338.02	10,783.01

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

23 Equity Share capital

The reconciliation of equity shares outstanding at the beginning and at the end of the period

	As at 31-Mar-2024	As at 31-Mar-2023
Authorized shares		
10,00,00,000 (Previous Year : 10,00,00,000) Equity shares of ₹10/- each	1,000,000.00	1,000,000.00
50,00,00,000 (Previous Year : 50,00,00,000) Preference shares of ₹100/- each*	500,000.00	500,000.00
	1,500,000.00	1,500,000.00
Issued, subscribed and fully paid-up shares		
4,97,93,618 (Previous Year : 4,73,93,561) Equity shares of ₹10/- each #	497,936.18	473,935.61
Total	497,936.18	473,935.61

* The Company has issued 15% Redeemable Non-Convertible Preference shares of face value ₹100 paid up each, which is disclosed in Note no 19 under subordinate liabilities.

a. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. Details of shareholders holding more than 5% shares in the company

Name of Shareholders	As at 31-Mar-2024		As at 31-Mar-2023	
	Number	% holding in the class	Number	% holding in the class
K G Anilkumar	17,616,478	35.38%	16,940,176	35.74%
Umadevi Anilkumar	4,781,799	9.60%	4,501,799	9.50%

(As per records of the Company, including its Register of share holders/members and other declarations received from share holders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.)

c. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Name of Shareholders	As at 31-Mar-2024		As at 31-Mar-2023	
	Number	Amount	Number	Amount
At the beginning of the year	47,393,561	473,935.61	44,334,952	443,349.52
Issued during the period	2,400,057	24,000.57	3,058,609	30,586.09
Outstanding at the end of the period	49,793,618	497,936.18	47,393,561	473,935.61

d. Shareholding of Promoters

As at 31-Mar-2024

Promoter name	Shares held by promoters at the end of the year		% Change during the year
	No. of Shares	% of total shares	
K G Anilkumar	17,616,478	35.38%	-0.36%
Umadevi Anilkumar	4,781,799	9.60%	0.10%

As at 31-Mar-2023

Promoter name	Shares held by promoters at the end of the year		% Change during the year
	No. of Shares	% of total shares	
K G Anilkumar	16,940,176	35.74%	-0.39%
Umadevi Anilkumar	4,501,799	9.50%	0.25%

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

24 Other Equity

	As at 31-Mar-2024	As at 31-Mar-2023
Statutory Reserves		
Balance as per the last financial statements	18,911.97	12,441.97
Add: Transferred from statement of Profit and loss account	4,100.00	6,470.00
Closing Balance	23,011.97	18,911.97
Impairment Reserves		
Balance as per the last financial statements	20,256.64	8,119.95
Add/Less: Adjustment - Profit and loss account	-	12,136.69
Closing Balance	20,256.64	20,256.64
Securities Premium Reserves		
Balance as per the last financial statements	289,256.01	243,376.88
Add: Additions during the period	36,000.85	45,879.14
Closing Balance	325,256.87	289,256.01
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	33,458.51	24,996.09
Add: Profit/(loss) during the period	19,033.41	31,329.10
Less: Transferred to Statutory Reserve	4,100.00	6,470.00
Provision for dividend on Preference Share	4,260.00	4,260.00
Add/Less: Adjustments - Impairment Reserve	-	12,136.69
Net surplus in the statement of profit and loss	44,131.92	33,458.51
Other Comprehensive Income		
Balance as per last financial statements	526.07	(382.71)
Add: Additions during the period	(41.80)	908.78
Net surplus in the statement of profit and loss	484.27	526.07
Total	413,141.66	362,409.20

25 Revenue from operations

I) Interest Income

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
On Financial Assets measured at Amortised cost		
Interest on Loans	1,401,713.24	1,103,179.90
Interest on Fixed deposit	4,266.74	1,366.89
Total	1,405,979.97	1,104,546.79

II) Revenue from other Financial Services

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Income From Money Transfer	0.79	9.54
Fees and Service Charges Received	7,239.34	8,493.23
Total	7,240.13	8,502.77

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

26 Other income

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Miscellaneous income	130.96	443.26
Interest On Rent Deposit	3,249.86	3,439.63
Dividend on Investments	640.17	114.75
Net Gain/(Loss) on sale of investments	517.95	(436.98)
Gain on current investment due to market fluctuation	17,976.11	(8,076.19)
Profit/(Loss) on sale of Property,Plant and Equipment	-	-
Interest on Income Tax Refund	-	348.68
Total	22,515.03	(4,166.86)

27 Finance costs

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
On Financial Assets measured at Amortised cost:		
Interest on Debentures	446,113.53	380,062.38
Interest on Subordinated Debts	42,448.11	40,077.35
Interest on Bank Borrowings	43,401.19	21,650.14
Interest on Intercorporate Loan	20,186.39	22,802.63
Interest on Lease Liability	18,524.31	11,812.70
Interest On Vehicle Loan	897.55	1,162.18
Other Interest expense:		
Interest on short fall in payment of advance Income Tax	-	-
Interest on others	-	-
Total	571,571.09	477,567.38

28 Impairment of Financial Instruments

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
On financial liabilities measured at amortised cost:		
Loans Assets	8,820.75	6,726.92
Total	8,820.75	6,726.92

29 Employee benefits expense

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Salaries & Wages	310,779.88	257,010.63
Contribution to provident and other fund	21,685.25	18,559.86
Staff Welfare Expenses	2,782.30	2,265.73
Total	335,247.43	277,836.23

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

30 Depreciation and amortization expense

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Depreciation of tangible assets	77,626.90	71,014.09
Depreciation of right-of- use asset	45,555.53	34,463.27
Amortization of intangible assets	437.67	666.82
Total	123,620.09	106,144.18

31 Other expenses

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Advertising and sales promotion	187,508.80	60,417.08
Bank charges	1,344.71	1,554.57
Bad Debt Written Off	39,922.63	-
Director's sitting fees	588.60	228.90
Donation	110.88	1,363.00
Insurance	3,528.30	2,475.70
Office Expenses	11,171.86	10,268.41
Payment to auditor (Refer details below)	2,005.50	1,227.80
Postage and Telephone	10,645.74	9,160.02
Printing and stationery	4,573.99	4,862.58
Professional Charges	27,076.31	18,243.40
Provision for loss on account of fraud	(10,971.93)	4,080.90
Rent	30,646.32	28,765.67
Repairs and maintenance	20,415.18	18,110.89
Security charges	12,054.03	18,013.94
Tax and fee	11,760.72	4,121.32
Travelling and boarding	5,413.71	5,776.18
Water & Electricity	10,467.82	8,692.94
Total	368,263.16	197,363.29

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Payment to the auditor: (excluding tax)		
as auditor	825.00	825.00
for taxation matters	330.00	300.00
for company law matters	-	-
for management services	-	-
for other services	680.00	20.00
for reimbursement of expenses	-	-
Total	1,835.00	1,145.00

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

32 Tax expenses

Income Tax

The components of income tax expense for the year ended 31 March 2024 and year ended 31 March 2023 are:

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Current tax	17,695.18	21,377.73
Adjustment in respect of current income tax of prior years	(7.57)	(923.34)
Deferred tax relating to origination and reversal of temporary differences	(8,508.42)	(8,538.79)
Total tax charge	9,179.19	11,915.60
Current tax	17,687.61	20,454.39
Deferred tax	(8,508.42)	(8,538.79)

Reconciliation of Income tax expense:

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Accounting profit before tax as per Ind AS	28,212.60	43,244.71
Add/(Less) : Ind AS Adjustments on PBT	-	-
Accounting profit before tax for IT Computation	28,212.60	43,244.71
Allowances / Disallowances and other adjustments (Net)	42,095.65	41,258.44
Adjusted profit / (Loss) before tax for Income Tax	70,308.26	84,503.14
Current Tax as per Books		
Tax at Normal Rate (Effective rate of 25.17%, March 2023: 25.17%)	17,695.18	21,377.73
Tax at Special Rate (Short Term Capital Gain Effective rate of 17.16%, March 2023: 17.16%, Long Term Capital Gain Effective rate of 22.88%, March 2023: 22.88%)	17,695.18	21,377.73
Adjustment of prior year tax / MAT Credit	(7.57)	(923.34)
Total Tax as given in Books	17,687.61	20,454.39
All India Statutory income tax rate of 25.17%, March 2023: 25.17%)	17,695.18	21,377.73

Deferred Tax

The following table shows deferred tax recorded in the balance sheet and changes recorded in the Income tax expense:

	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	OCI	Others
	31-Mar-24	31-Mar-24	2023-24	2023-24	2023-24
Depreciation	24,133.44	-	6,864.60		-
Impairment allowance for financial assets	-	(4,356.81)	375.28		-
Remeasurement gain/ (loss) on defined benefit plan	-	(93.76)	-	330.74	-
Provisions	4,471.23	-	1,268.54		-
Financial assets measured at amortised cost	-	-	-		-
Other temporary differences	-	-	-		-
Total	28,604.66	(4,450.58)	8,508.42	330.74	-
Net Deferred tax liabilities as at 31 March, 2024	33,055.24				

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	OCI	Others
	31-Mar-24	31-Mar-24	2023-24	2023-24	2023-24
Depreciation	17,268.83	-	6,369.89		-
Impairment allowance for financial assets	-	(3,981.54)	1,693.03		-
Remeasurement gain/ (loss) on defined benefit plan	-	236.98	-	(32.80)	-
Provisions	3,202.68	-	517.59		-
Financial assets measured at amortised cost	-	-	-		-
Other temporary differences	-	-	(41.73)		-
Total	20,471.52	(3,744.56)	8,538.78	(32.80)	-
Net Deferred tax liabilities as at 31 March, 2023	24,216.08				

33 Earnings per equity share

The following reflects the profit and share data used in the basic and diluted EPS computations:

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Profit/(loss) after tax	19,033.41	31,329.10
Less : Dividends on convertible preference shares & tax thereon	-	-
Net profit/(loss) for calculation of basic EPS	19,033.41	31,329.10
Net profit as above	19,033.41	31,329.10
Add : dividends on convertible preference shares & tax thereon	-	-
Add : interest on bonds convertible into equity shares (net of tax)	-	-
Net profit/(loss) for calculation of diluted EPS (A)	19,033.41	31,329.10
Weighted average number of equity shares in calculating basic EPS (B)	47,662	47,394
Effect of dilution:		
Convertible preference shares	-	-
Weighted average number of equity shares in calculating diluted EPS (C)	47,662	47,394
Earnings Per Share (A/B)	0.40	0.66
(Basic) ₹		
Earnings Per Share (A/C)	0.40	0.66
(Diluted) ₹		
Par value per share ₹	10.00	10.00

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

34 Retirement Benefit Plan

Defined Contribution Plan

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognized ₹1,82,50,742/- (Previous Year: ₹74,39,750/-) for Provident Fund contributions and ₹34,34,509/- (Previous Year: ₹40,24,371/-) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes.

Defined Benefit Plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

i) Gratuity

Actuarial assumptions	As at 31-Mar-2024	As at 31-Mar-2023
Mortality table	IALM 2012-14 Ult	IALM 2012-14 Ult
Normal retirement Age (years)	65 Years	65 Years
Employee Turnover	21% p.a upto age 50 thereafter 3%	21% p.a upto age 50 thereafter 3%
Discount rate	7.20%	7.30%
Basic salary increases allowing for Price inflation	4%	4%
Formula used	Projected unit credit Method with control period of one year	Projected unit credit Method with control period of one year

Changes in fair value of plan assets

Not applicable as scheme is unfunded

Funded status

Not applicable as scheme is unfunded

Table 1

Reconciliation of PBO	As at 31-Mar-2024	As at 31-Mar-2023
Projected Benefit Obligation at Beginning of Year	12,725.22	10,668.68
Current Service Cost	3,797.14	2,752.69
Interest Cost	1,206.13	818.70
Contributions by plan participants	-	-
Actuarial (Gain)/Loss due to change in assumptions and experience deviation	372.54	(941.59)
Foreign currency exchange rate changes on plans measured in a currency different from the enterprise's reporting currency	-	-
Benefits Paid	(335.52)	(573.28)
Past service cost	-	-
Amalgamations	-	-
Curtailments	-	-
Settlements	-	-
Projected Benefit Obligation at End of Year	17,765.52	12,725.22

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Table 2

Plan Asset at Fair Value	As at 31-Mar-2024	As at 31-Mar-2023
Plan Asset at beginning of year	-	-
Foreign currency exchange rate changes on plans measured in a currency different from the enterprise's reporting currency	-	-
Expected Return on Plan Asset	-	-
Employer Contribution	335.52	573.28
Employee Contribution	-	-
Benefit Payments	(335.52)	(573.28)
Asset Gain / (Loss)	-	-
Amalgamations	-	-
Settlements	-	-
Ending Asset	-	-
Total actuarial gain/(loss) to be recognised in other comprehensive income	(372.54)	941.59

Table 3

Amount to be Recognised in Balancesheet:	As at 31-Mar-2024	As at 31-Mar-2023
Projected Benefit Obligation at End or year	17,765.52	12,725.22
Ending Asset	-	-
Funded Status asset / (liability)	(17,765.52)	(12,725.22)
Unrecognised past service cost - non vested benefits (-)	-	-
Liability(-)/Asset(+) recognised in Balance Sheet	(17,765.52)	(12,725.22)

Table 4

Statement of Profit/Loss	As at 31-Mar-2024	As at 31-Mar-2023
Current service cost	3,797.14	2,752.69
Interest cost	1,206.13	818.70
Expected return of plan asset	-	-
Curtailement cost	-	-
Net actuarial (gain)/loss to be recognised in year	-	-
Past Service Cost Recognised	-	-
Effect of Curtailments	-	-
Income (-)/Expense(+) recognised in the statement of P&L	5,003.28	3,571.40
Current Liability	2,572.74	2,334.60
Non-Current Liability	15,192.77	10,390.61

Table 5

Further Reconciliation	As at 31-Mar-2024	As at 31-Mar-2023
Expenses As above	5,003.28	3,571.40
Less ERContrib/Direct ben paid	(335.52)	(573.28)
Less included in OCI	372.54	(941.59)
Balance to be recognised in P&L	5,040.30	2,056.54
Increase in Funded Status	(5,040.30)	(2,056.54)
Actual gain/(loss) due to assumption changes	(94.84)	803.58
Experience adjustments[Gain/(Loss)];Liability	(277.70)	138.00
Total Actl gain/(loss) : liability	(372.54)	941.59
Asset gain / (loss)	-	-
Total gain / (loss)	(372.54)	941.59

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Table 6

Amounts recognised in Other Comprehensive Income	As at 31-Mar-2024	As at 31-Mar-2023
Actuaial gain /(loss) due to assumption changes	(94.84)	803.58
Experience adjustments[Gain/(Loss)];Liability	(277.70)	138.00
Total Actl gain/(loss) on liability side	(372.54)	941.59
Asset gain / (loss)	-	-
Total to be recognised in OCI for the year	(372.54)	941.59
Total b/f balance [gains/(loss)]	(16.78)	(958.36)
Total recognised in OCI at EoY	(389.32)	(16.78)

Table 7

Sensitivity Analysis (Proj.Ben. Obligations)	As at 31-Mar-2024	As at 31-Mar-2023
Current year basis	17,765.52	12,725.22
Last years basis	17,670.68	13,528.80
Discount rate increased by 0.25%	17,530.24	12,569.87
Discount rate decreased by 0.25%	18,006.88	12,884.59
Salary Escalation rate increased by 2%	19,406.20	13,728.72
Salary Escalation rate decreased by 2%	16,365.32	11,825.57
Employee Turnover rate increased by 2%	17,653.30	12,615.15
Employee Turnover rate decreased by 2%	17,792.30	12,774.49

Table 8

Categories of Plan Assets	As at 31-Mar-2024	As at 31-Mar-2023
Government of India Securities	0%	0%
High quality corporate bonds	0%	0%
Equity shares of listed companies	0%	0%
Property	0%	0%
Funds managed by Insurer	0%	0%

Table 9

Details of experience adjustment on plan assets and liabilities	As at 31-Mar-2024	As at 31-Mar-2023
F Y 2025	2,572.74	2,334.60
F Y 2026	2,406.34	1,646.64
F Y 2027	2,112.90	1,520.80
F Y 2028	1,974.87	1,460.39
F Y 2029	1,843.97	1,373.29
F Y 2030-2034	9,182.69	5,738.33

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

35 Maturity Analysis Of Assets And Liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. With regard to loans and advances to customers, the Company uses the same basis of expected repayment behaviour as used for estimating the EIR.

	As at 31-Mar-2024			As at 31-Mar-2023		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Assets						
Financial Assets						
Cash and Cash Equivalents	6,839.61	-	6,839.61	63,167.72	-	63,167.72
Bank Balances other than above	50,135.41	-	50,135.41	53,195.10	-	53,195.10
Loans	4,638,389.59	56,540.03	4,694,929.62	3,926,357.61	16,540.45	3,942,898.06
Investments	57,545.80	226,765.40	284,311.20	39,741.42	226,765.40	266,506.82
Other Financial Asset	369,142.07	25,406.79	394,548.86	317,683.23	21,451.49	339,134.72
Total (A)	5,122,052.49	308,712.21	5,430,764.70	4,400,145.09	264,757.33	4,664,902.42
Non-Financial Assets						
Current tax assets (net)	33,377.75	-	33,377.75	32,892.22	-	32,892.22
Deferred tax assets (net)	-	33,055.24	33,055.24	-	24,216.08	24,216.08
Property, Plant and Equipment	-	380,808.97	380,808.97	-	320,015.67	320,015.67
Capital work in progress	-	3,652.41	3,652.41	-	3,631.72	3,631.72
Right-of-Use Asset	7,169.65	148,824.24	155,993.89	1,164.30	103,733.80	104,898.10
Other Intangible assets	-	2,667.79	2,667.79	-	1,431.46	1,431.46
Other Non-Financial Asset	126,148.68	-	126,148.68	106,596.36	2,439.87	109,036.23
Total (B)	166,696.07	569,008.65	735,704.72	140,652.87	455,468.61	596,121.48
Total Assets (A+B)	5,288,748.56	877,720.86	6,166,469.42	4,540,797.96	720,225.94	5,261,023.90
Liabilities and Equity						
Financial Liabilities						
Trade payables						
(A) total outstanding dues of micro enterprises and small enterprises; and	9,217.52	-	9,217.52	362.72	-	362.72
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	21,133.83	-	21,133.83	11,239.51	-	11,239.51
Debt Securities	1,348,162.00	2,242,384.00	3,590,546.00	1,308,136.00	1,829,373.00	3,137,509.00
Borrowings	297,809.45	245,379.55	543,189.00	208,819.48	197,928.20	406,747.67
Subordinate Liabilities	234,381.00	132,287.00	366,668.00	-	269,195.00	269,195.00
Lease Liability	7,075.27	147,244.31	154,319.58	1,152.99	99,989.97	101,142.95
Other financial liabilities	266,544.63	246,507.93	513,052.56	241,871.65	194,322.14	436,193.80
Total (C)	2,184,323.69	3,013,802.79	5,198,126.48	1,771,582.35	2,590,808.30	4,362,390.65
Non-Financial Liabilities						
Provisions	24,161.56	17,765.52	41,927.07	38,780.21	12,725.22	51,505.43
Other non-financial liabilities	15,338.02	-	15,338.02	10,783.01	-	10,783.01
Total (D)	39,499.58	17,765.52	57,265.10	49,563.23	12,725.22	62,288.44
Total Liabilities (C+D)	2,223,823.28	3,031,568.31	5,255,391.58	1,821,145.58	2,603,533.52	4,424,679.10
Net	3,064,925.28	(2,153,847.44)	911,077.84	2,719,652.38	(1,883,307.58)	836,344.80

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

36 Change In Liabilities Arising From Financing Activities

Particulars	As at 31-Mar-2023	Cash Flows	Other	As at 31-Mar-2024
Debt Securities	3,137,509.00	453,037.00	-	3,590,546.00
Borrowings	406,747.67	136,441.33	-	543,189.00
Subordinate Liabilities	269,195.00	97,473.00	-	366,668.00
Total	3,813,451.67	686,951.33	-	4,500,403.00

37 Related party transactions

Names of related parties

Relationship	Name of the party
Key Management Personnel	Mr. Anilkumar K G (Managing Director)
	Ms. Umadevi Anilkumar (Whole Time Director)
	Mr. MadhavanKutty T (CFO)
	Mr. Visakh TV (CS)
	Mr. Shinto Stanley (Independent Director)
	Mr. A. A Balan (Independent Director)
	Mr. Wilson K K (Director)
	Mr. Sreejith Surendran Pillai (Non-Executive Director)
Subsidiary/Associates / Enterprises owned or significantly influenced by key management personnel or their relatives	Salem Erode Investments Limited
	ICL Tours And Travels Private Limited
	ICL Chits Limited
	ICL Nidhi Limited
	ICL Medilab Private Limited
	Snow View Tex Collections Private Ltd
	Caits Info Solutions Pvt LTD
	Kichappu Entertainments
	Laneseda Vanijya Private Limited
	Amaljith A Menon (Son of K G Anilkumar and Umadevi Anilkumar)
	Pankajakshy (Mother of Umadevi Anilkumar)

Particulars	Key Management Personnel/Directors	
	31-Mar-24	31-Mar-23
Balance outstanding at the period end:		
Loan from Directors	91,515.40	1,911.28
K G Anilkumar		
Balance outstanding at the beginning	1,888.66	17,601.59
Amount Accepted	238,842.00	116,925.57
Amount Repaid	151,165.50	132,638.50
Balance outstanding at the period end	89,565.15	1,888.66
Umadevi Anilkumar		
Balance outstanding at the beginning	22.63	258.46
Amount Accepted	8,675.00	14,764.16
Amount Repaid	6,747.38	15,000.00
Balance outstanding at the period end	1,950.25	22.63
Property Loan including Interest receivable from Directors	-	0.00

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Particulars	Key Management Personnel/Directors	
	31-Mar-24	31-Mar-23
K G Anilkumar		
Balance outstanding at the beginning	-	37,056.36
Amount Advanced	-	-
Interest Accrued	-	4,574.75
Amount Repaid	-	41,631.11
Balance outstanding at the period end	-	0.00
Debenture Outstanding	8,100.00	338,223.00
K G Anilkumar	-	330,823.00
Umadevi Anilkumar	8,100.00	7,400.00
Debenture Accepted	297,534.00	667,394.00
K G Anilkumar	297,534.00	663,394.00
Umadevi Anilkumar	-	4,000.00
Subscription to Equity Shares including premium	17,000.00	10,000.00
K G Anilkumar	10,000.00	-
Umadevi Anilkumar	7,000.00	10,000.00
Interest payable on Debenture	1,001.60	4,985.23
K G Anilkumar	-	4,550.84
Umadevi Anilkumar	1,001.60	434.39
Rent Payable	106.67	73.51
K G Anilkumar	34.73	33.08
Umadevi Anilkumar	71.94	40.44
Income recorded in the books:	-	4,574.75
K G Anilkumar	-	4,574.75
Expenses recorded in the books:		
Remuneration to Directors	-	18,000.00
K G Anilkumar	-	12,000.00
Umadevi Anilkumar	-	6,000.00
Remuneration to others	3,120.81	890.32
T V Visakh (CS)	1,330.81	-
Madhavankutty Thekkedath (CFO)	1,790.00	890.32
Interest on Debenture	26,152.64	10,154.43
K G Anilkumar	25,358.04	9,386.89
Umadevi Anilkumar	794.59	767.54
Interest on Subordinate Debt	-	92.83
K G Anilkumar	-	92.25
Umadevi Anilkumar	-	0.58
Sitting Fees paid to Directors (Excluding GST)	540.00	210.00
K G Anilkumar	96.00	33.00
Umadevi Anilkumar	90.00	36.00
Wilson K K	93.00	36.00
Shinto Stanly	96.00	36.00
Sreejith Surendran Pillai	84.00	33.00
A .A Balan	81.00	36.00
Rent	1,385.34	993.19
K G Anilkumar	461.22	437.50
Umadevi Anilkumar	924.12	555.69

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Particulars	Subsidiary/Associates / Enterprises owned or significantly influenced by key management personnel or their relatives	
	31/3/2024	31/3/2023
Advances with Interest receivables from Sister Concerns	-	13,930.54
ICL Tours & Travels Private Limited		
Balance outstanding at the beginning	13,930.54	26,161.77
Amount Advanced	-	-
Interest accrued	875.59	2,827.71
Amount Repaid	14,806.13	15,058.95
Balance outstanding with Interest Recievable at the period end	-	13,930.54
Advances with Interest payable to Subsidiary		
Salem Erode Investments Limited		
Balance outstanding at the beginning	142,517.27	143,116.58
Amount Accepted	-	-
Interest accrued	12,911.20	14,974.81
Amount Repaid	120,102.02	15,574.13
Balance outstanding with Interest Payable at the period end	35,326.45	142,517.27
Salem Erode Investments Limited - Term Loan		
Balance outstanding at the beginning	55,298.30	59,664.11
Amount Accepted	81,500.00	40,000.00
Interest accrued	7,275.19	7,827.82
Amount Repaid	99,339.32	52,193.63
Balance outstanding with Interest Payable at the period end	44,734.17	55,298.30
Caits Info Solutions		
Payable/(Advance) against purchase at the beginning	(2,462.39)	(2,409.81)
Purchases during the period	32,459.25	47,822.21
Payment against purchase	25,413.90	47,874.79
Payable/(Advance) against purchase at the period end	4,582.96	(2,462.39)
Income recorded in the books:	875.59	2,827.71
ICL Chits Limited	-	-
ICL Tours & Travels Private Limited	875.59	2,827.71
Expense recorded in the books:	20,186.39	22,802.63
Salem Erode Investments Limited	20,186.39	22,802.63

Particulars	Relatives of key management personnel/ directors	
	3/31/2024	3/31/2023
Debenture Outstanding	11,133.00	358,542.00
Pankajakshy	11,133.00	358,542.00
Debenture Accepted	319,495.00	684,689.00
Pankajakshy	319,495.00	684,689.00
Subscription to Equity Shares including premium	-	1,000.00
Amaljith A Menon	-	1,000.00
Interest payable on Debenture	3,183.37	4,453.34
Pankajakshy	3,183.37	4,453.34
Interest on Debenture	30,249.66	10,718.59
Amaljith A Menon	-	-
Pankajakshy	30,249.66	10,718.59

Note:

- Related parties have been identified on the basis of declaration received by the management and other records available
- The remuneration to the key managerial personnel doesnot include the provisions made for gratuity, as they are determined on actuarial basis for the company as a whole.

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

38 Draw Down From Reserves

Details of Draw down from reserves, if any, are provided in Statement of Changes in Equity to these financial statements.

39 Additional Disclosures

As required by the Reserve Bank of India

	As at 31-Mar-2024	As at 31-Mar-2023
Total Gold loan portfolio	4,658,528.32	3,929,396.08
Total Assets	6,166,469.42	5,261,023.90
Gold loan portfolio as a percentage of total assets	75.55%	74.69%

i) Capital

Particulars	As at 31-Mar-2024	As at 31-Mar-2023
a) Capital to risk-weighted assets ratio (CRAR)	14.99%	16.74%
b) CRAR - Tier I Capital (%)	12.19%	12.92%
c) CRAR - Tier II Capital (%)	2.81%	3.83%
d) Liquidity Coverage Ratio:		
Current Ratio	2.38	2.49
Quick Ratio	0.19	0.23
Cash Ratio	0.03	0.06
e) Amount of subordinated debt raised as Tier-II capital	366,668.00	269,195.00
f) Amount raised by issue of Perpetual Debt Instruments	-	-

ii) Investments

Particulars	As at 31-Mar-2024	As at 31-Mar-2023
(1) Value of Investments		
(i) Gross Value of Investments		
(a) In India	284,311.20	266,506.82
(b) Outside India	-	-
(ii) Provisions for Depreciation		
(a) In India	-	-
(b) Outside India	-	-
(iii) Net Value of Investments		
(a) In India	284,311.20	266,506.82
(b) Outside India	-	-
(2) Movement of provisions held towards depreciation on investments		
(i) Opening Balance	-	-
(ii) Add : Provisions made during the year	-	-
(iii) Less : Write-off / write-back of excess provisions during the year	-	-
(iv) Closing Balance	-	-

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

iii) Derivatives

a) Forward Rate Agreement / Interest Rate Swap

Sl. No.	Particulars	As at 31-Mar-2024	As at 31-Mar-2023
(i)	The notional principal of swap agreements	Nil	Nil
(ii)	Losses which would be incurred if counterparties failed to fulfil their obligations under the agreements	Nil	Nil
(iii)	Collateral required by the applicable NBFC upon entering into swaps	Nil	Nil
(iv)	Concentration of credit risk arising from the swaps	Nil	Nil
(v)	The fair value of the swap book	Nil	Nil

b) Exchange Traded Interest Rate (IR) Derivatives

Sl. No.	Particulars	Amount
(i)	Notional principal amount of exchange traded IR derivatives undertaken during the year (instrument-wise)	Nil
(ii)	Notional principal amount of exchange traded IR derivatives outstanding as on 31 st March 2024 (instrument-wise)	Nil
(iii)	Notional principal amount of exchange traded IR derivatives outstanding and not "highly effective" (instrument-wise)	Nil
(iv)	Mark-to-market value of exchange traded IR derivatives outstanding and not "highly effective" (instrument-wise)	Nil

c) Disclosures on Risk Exposure in Derivatives

Sl. No.	Particulars	Currency Derivatives	Interest Rate Derivatives
(i)	Derivatives (Notional Principal Amount)		
	For Hedging	Nil	Nil
(ii)	Marked to Market Positions		
	a) Asset (+)	Nil	Nil
	b) Liability (-)	Nil	Nil
(iii)	Credit Exposure	Nil	Nil
(iv)	Unhedged Exposures	Nil	Nil

iv) Asset Liability Management Maturity pattern of certain items of Assets and Liabilities

	1 to 7 days	8 to 14 days	15 days to 30/31 days	over 1 month upto 2 month	over 2 months upto 3 months	Over 3 month upto 6 month	Over 6 month & upto 1 year	Over 1 year & 3 year	Over 3 years & upto 5 years	Over 5 Years	Total
Debentures	5,000.00	62,325.00	59,791.00	91,476.00	103,045.00	377,687.00	648,838.00	1,623,956.00	454,505.00	163,923.00	3,590,546.00
Advances	1,959,134.99	54,722.61	288,769.27	697,453.40	549,764.74	1,107,431.84	7,960.13	56,541.22	-	-	4,721,778.20
Investments	-	-	-	-	-	-	57,545.80	-	-	226,765.40	284,311.20
Borrowings	50,013.55	152.09	5,140.45	5,514.45	58,953.30	34,756.20	161,379.41	220,298.56	6,980.99	-	543,189.00
Sub Debt	-	-	-	-	37,450.00	85,760.00	66,550.00	79,435.00	97,473.00	-	366,668.00
Foreign currency assets	-	-	-	-	-	-	-	-	-	-	-
Foreign currency liabilities	-	-	-	-	-	-	-	-	-	-	-

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

v) Exposures

a) Exposure to Real Estate Sector

Category	As at 31-Mar-2024	As at 31-Mar-2023
a) Direct Exposure		
i) Residential Mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	Nil	Nil
ii) Commercial Real Estate - Lending secured by mortgages on commercial real estates (office buildings, retail space, multi-purpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure shall include non-fund based limits	Nil	Nil
iii) Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
a. Residential		
b. Commercial Real Estate		
Total Exposure to Real Estate Sector	Nil	Nil

b) Exposure to Capital Market

Sl. No.	Particulars	As at 31-Mar-2024	As at 31-Mar-2023
(i)	direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	7,589.15	9,680.46
(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;	Nil	Nil
(iii)	advances for any other purposes where shares or convertible bonds or convertible debentures or equity oriented mutual funds are taken as primary security;	Nil	Nil
(iv)	advances for any other purposes to the extent secured by 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;	Nil	Nil
(v)	secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	Nil	Nil
(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;	Nil	Nil
(vii)	bridge loans to companies against expected equity flows / issues;	Nil	Nil
(viii)	all exposures to Venture Capital Funds (both registered and unregistered)	Nil	Nil
	Total Exposure to Capital Market	Nil	Nil

c) Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the applicable NBFC - NIL

d) Unsecured Advances

Type of Borrower	Loan Amount	Loan Outstanding
Related Party	-	-
Other than Related Party	55,712.92	32,518.26
Total	55,712.92	32,518.26

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

vi) Miscellaneous

a) Disclosure of penalties imposed by RBI and other regulators - NIL

b) Ratings assigned by credit rating agencies and migration of ratings during the year

Instrument / Facility	Amount (Rs. Crore)	Ratings
Proposed Non-Convertible Debentures	50.00	ACUIITE BBB-[Stable] Reaffirmed
Non-Convertible Debentures (NCDs)	12.67	ACUIITE BBB-[Stable] Reaffirmed
Non-Convertible Debentures (NCDs)	1.19	ACUIITE BBB-[Stable] Reaffirmed
Non-Convertible Debentures (NCDs)	0.32	ACUIITE BBB-[Stable] Reaffirmed
Non-Convertible Debentures (NCDs)	3.94	ACUIITE BBB-[Stable] Reaffirmed
Non-Convertible Debentures (NCDs)	8.08	ACUIITE BBB-[Stable] Reaffirmed
Non-Convertible Debentures (NCDs)	12.35	ACUIITE BBB-[Stable] Reaffirmed
Non-Convertible Debentures (NCDs)	18.75	ACUIITE BBB-[Stable] Reaffirmed
Non-Convertible Debentures (NCDs)	21.21	ACUIITE BBB-[Stable] Reaffirmed
Non-Convertible Debentures (NCDs)	10.41	ACUIITE BBB-[Stable] Reaffirmed
Non-Convertible Debentures (NCDs)	11.08	ACUIITE BBB-[Stable] Reaffirmed
Proposed Bond	50.00	ACUIITE BBB-[Stable] Assigned
Total	200.00 (Rs. Two Hundred Crores Only)	

vii) Additional Disclosures

a) Provisions and Contingencies

Break up of 'Provisions and Contingencies' shown under the head expenditure in Profit and Loss Account	As at 31-Mar-2024	As at 31-Mar-2023
Provision for depreciation on Investment	-	-
Provision towards NPA	8,716.20	12,689.86
Provision made towards Income tax	17,695.18	21,377.73
Other Provision and Contingencies (with details) -		
(a) Provision for depreciation on Property, Plant and Equipment & Intangible Assets	78,064.57	71,680.91
(b) Provision for Gratuity	5,003.28	3,571.40
Provision for Standard Assets	18,132.39	5,337.97

b) Concentration of Deposits, Advances, Exposures and NPAs

Concentration of Deposits (for deposit taking NBFCs)	
(i) Total Deposits of twenty largest depositors	
(ii) Percentage of Deposits of twenty largest depositors to Total Deposits of the deposit taking NBFC.	
Concentration of Advances	
(i) Total Advances to twenty largest borrowers	95,508.92
(ii) Percentage of Advances to twenty largest borrowers to Total Advances of the applicable NBFC	2.01%
Concentration of Exposures	
(i) Total Exposure to twenty largest borrowers / customers	
(ii) Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the applicable NBFC on borrowers / customers	
Concentration of NPAs	
(i) Total Exposure to top four NPA accounts	14,843.20

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Sector-wise NPAs

Sl. No.	Sector	Percentage of NPAs to Total Advances in that sector
1	Agriculture & allied activities	0.00%
2	MSME	0.00%
3	Corporate borrowers	0.00%
4	Services	0.00%
5	Unsecured personal loans	22.41%
6	Auto loans	100.00%
7	Gold Loans	1.26%
8	Business Loans	100.00%
9	Other loans	100.00%

c) Movement of NPAs (As per IRACP norms)

Particulars	As at 31-Mar-2024	As at 31-Mar-2023
(i) Net NPAs to Net Advances (%)	1.20%	3.30%
(ii) Movement of NPAs (Gross)		
(a) Opening Balance	151,944.37	65,007.85
(b) Additions during the year	34,007.35	125,309.58
(c) Reductions during the year	114,475.47	38,373.06
(d) Closing Balance	71,476.25	151,944.37
(iii) Movement of Net NPAs		
(a) Opening Balance	129,562.14	56,576.81
(b) Additions during the year	30,446.61	111,577.10
(c) Reductions during the year	103,589.88	38,591.77
(d) Closing Balance	56,418.86	129,562.14
(iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
(a) Opening Balance	22,382.24	8,431.05
(b) Provisions made during the year	6,427.19	17,967.85
(c) Write-off / write back of excess provisions	13,752.04	4,016.66
(d) Closing Balance	15,057.39	22,382.24

d) Disclosure of Complaints

(a) No. of complaints pending at the beginning of the period	Nil
(b) No. of complaints received during the period	30
(c) No. of complaints redressed during the period	30
(d)	Nil

Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

40 Details of Auction held during the period

	As at 31-Mar-2024	As at 31-Mar-2023
No. of Loan accounts	312	4,123
Principal amount Outstanding at the dates of auction(A)	12,612.05	170,293.25
Interest and Other charges Outstanding at the dates of auction(B)	5,674.74	76,406.33
Total(A+B)	18,286.79	246,699.58
Value fetched*	17,958.88	216,816.57

*excluding GST / Sales tax collected from the buyer.

No sister concerns participated in the auctions held during the period.

41 Disclosure on the following matters required under schedule III as amended not being applicable in case of the company, same are not covered such as :

- No proceedings have been initiated or pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- No registration or satisfaction of charges are pending to be filed with ROC.
- The company has not entered into any scheme of arrangement.
- There are no transactions which have not been recorded in the books.
- The company has not traded or invested in crypto currency or virtual currency during the financial year.
- The company does not have any transaction with companies struck off under section 248 or the Companies Act 2013.
- Utilisation of Borrowed funds or share premium :

No funds have been advanced or loaned or invested (either borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the company from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall, whether, directly or indirectly lend or invest in other persons or entities identified 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.

42 Contingent Liabilities, Commitments And Contracts

	As at 31-Mar-2024	As at 31-Mar-2023
I. Contingent Liabilities		
Claims against the company not acknowledged as debts		
Demand from Income Tax Department on account of TDS default*	400.44	277.10
Guarantees	Nil	Nil
Other money for which the company is contingently liable	Nil	Nil
II. Commitments		
Estimated amounts of contracts remaining to be executed on capital account and not provided for.#	-	13,475.00
Uncalled liability on shares and other investments partly paid	Nil	Nil
Other commitments	Nil	Nil

*The Income Tax Department has raised demand of ₹4,00,443/- on account of TDS default. This happens due to clerical error in quarterly TDS return and the company proposes to revise the return to abolish errors. Since the company doesn't expect any liability after revising the return, no provision has been made in the books of accounts of the company.

Balance amount payable to Balagopal as per the Agreement for the purchase of land executed on 9th August 2019.



Notes to the Standalone Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

43 Utilisation of proceeds

During the period, the Company has raised ₹6,00,01,425/- (Previous Year: ₹7,64,65,225/-) by way of Equity Shares, ₹1,77,74,33,000/- (Previous Year: ₹1,65,44,57,000/-) by way of secured Non-Convertible Debentures, ₹9,74,73,000/- (Previous Year: Nil) by way of Subordinated Debt from others, ₹8,15,00,000/- (Previous Year: ₹4,00,00,000 /-) by the way of Term Loan from Salem Erode Investments Limited and ₹20,00,00,000/- (Previous Year: Nil) by the way of Term Loan from State Bank of India and the same has been utilised to meet the working capital requirements of the Company.

44 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company has adequate cash and cash equivalents. The company monitors its capital by a careful scrutiny of the cash and cash equivalents, and a regular assessment of any debt requirements. In the absence of any debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

45 Fraud

During the period there have been certain instances of fraud on the Company, where gold loan related misappropriations have occurred for amounts aggregating ₹3,28,82,700/-, out of which ₹59,00,000/- has been recovered, ₹2,60,00,000 has been written off as bad debts in the books of accounts and the provision created for the balance amount of ₹9,82,700 in the books of accounts. The Company has initiated necessary legal actions.

46 Comparatives

Previous year figures have been regrouped/reclassified, wherever considered necessary, to conform to this period's classification.

As per our report of even date
For **Manikandan and Associates**
Chartered Accountants
ICAI Firm Reg No.: 008520S

Sd/-
C K Manikandan
[Partner]
Membership no.: 208654

Place: Chalakudy
Date: 30-05-2024

For and on behalf of the board of directors of
ICL Fincorp Limited

Sd/-
K G Anilkumar
[Managing Director]
(DIN:00766739)

Sd/-
Madhavankutty T
[Chief Financial Officer]

Place: Irinjalakuda
Date: 30-05-2024

Sd/-
Umadevi Anilkumar
[Whole Time Director]
(DIN: 06434467)

Sd/-
Visakh T V
[Company Secretary]

CONSOLIDATED FINANCIAL STATEMENTS



Independent Auditor's Report

To the members of ICL Fincorp Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial statements of M/s. ICL Fincorp Limited ("the Holding Company") and its subsidiary, (the Holding Company and its subsidiary together referred to as the "Group"), which comprises the Consolidated Balance Sheet as at 31st March, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and the notes to Consolidated Financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2024, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Serial No.	Key Audit Matters	Auditor's Response
1.	Provision for Expected Credit Losses (ECL)	<p>We examined Board Policy approving methodologies for computation of ECL that address policies, procedures and controls for assessing and measuring credit risk on all lending exposures, commensurate with the size, complexity and risk profile specific to the Company.</p> <p>We evaluated the design and operating effectiveness of controls across the processes relevant to ECL</p> <p>We also tested assets in stage 1, 2 and 3 on sample basis to verify that they were allocated to the appropriate stage.</p>
2.	Due to the pervasive nature and complexity of the IT environment, we have ascertained IT systems and controls as a key audit matter.	<p>We performed the following audit procedures:</p> <ol style="list-style-type: none"> 1. Tested the Company's periodic review of access rights. 2. Considered the control environment relate to various interfaces, configuration and other application layer controls identified as key to our audit.

Information other than the Consolidated financial statements and auditor's report thereon (Other Information).

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The information included in the Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the information included in the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements.

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the Company's financial reporting process of the Group.

Auditor's responsibility for the audit of the consolidated financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors.

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosures about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The management of the company identified fraud involving an amount of ₹3,42,82,700/- of which the company has recovered an amount of ₹59,00,000/-, ₹2,60,00,000/- has been written off as bad debts in the books of accounts, and the provision created for the balance amount of ₹23,82,700/- in the books of accounts. Since it is already identified and reported by the management we have not filed form ADT - 4 in this regard.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Holding Company and Subsidiary company as on 31st March, 2024 taken on record by the Board of Directors of the Holding Company and subsidiary

company, none of the directors of the Group companies are disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements – Refer Note 45 to the Consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Company incorporated in India.
 - iv. Under Rule 11(e)
 - (i) The management of the Holding Company and its subsidiary company which are incorporated in India have represented to us, 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 Holding Company or its Subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its Subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (ii) The management of the Holding company and its subsidiary company which are incorporated in India have represented to us, to the best of its knowledge and belief, no funds have been received by the Holding company or its Subsidiary company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding,

whether recorded in writing or otherwise, as on the date of this audit report, that the Holding company or its Subsidiary company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management of Holding company and its subsidiary company in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

2. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, no managerial remuneration has been paid or provided during the financial year by the Holding Company to its directors.

For **Manikandan & Associates**
Chartered Accountants
ICAI Firm Reg No: 008520S

C K Manikandan
[Partner]

Place: Chalakudy
Date: 30th May, 2024

Membership No.208654
UDIN: 24208654BKACAN8464

Annexure 'A' to the Independent Auditors' Report of ICL Fincorp Limited for the period ended 31st March, 2024

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31st March, 2024, we have audited the internal financial controls over financial reporting of ICL Fincorp Limited ('the Holding Company') and its subsidiary company, which includes internal financial controls over financial reporting of the Company's and its subsidiary which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to Consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated financial statements of the Holding Company, its subsidiary company, which are incorporated in India, based on our audit. We conducted our audit in accordance with the guidance note on audit of internal financial controls over financial reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated financial statements 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 Consolidated financial statements and their

operating effectiveness. Our audit of internal financial controls with reference to Consolidated financial statements included obtaining an understanding of internal financial controls with reference to Consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to Consolidated financial statements of the Holding Company and its subsidiary company, which is company incorporated in India.

Meaning of Internal Financial Controls with reference to Consolidated financial statements

A company's internal financial control with reference to Consolidated 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 Consolidated financial statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to Consolidated 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 Consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to Consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial control system with reference to Consolidated financial statements and such internal financial controls with reference to Consolidated financial statements were operating effectively as at 31st March, 2024, based on the criteria for internal financial control with reference to Consolidated financial statements established by the respective

Companies considering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Manikandan & Associates**

Chartered Accountants

ICAI Firm Reg No: 008520S

C K Manikandan

[Partner]

Membership No.208654

UDIN: 24208654BKACAN8464

Place: Chalakudy

Date: 30th May, 2024



Consolidated Balance Sheet as at 31st March, 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Assets	Notes	31-Mar-24	31-Mar-23
Financial Assets			
Cash and Cash Equivalents	8	151,053.66	97,900.74
Bank Balances other than above	9	50,135.41	53,195.10
Loans	10	4,782,673.93	4,030,443.40
Investments	11	66,865.62	47,086.51
Other Financial Asset	12	400,898.27	343,887.64
		5,451,626.88	4,572,513.39
Non-Financial Assets			
Current tax assets	13	33,377.75	32,892.22
Deferred tax assets (net)	33	49,810.93	41,529.54
Property, Plant and Equipment	14(A)	466,819.59	325,518.70
Capital work in progress	14(B)	3,652.41	3,631.72
Right-of-Use Asset	14(C)	174,524.72	114,472.96
Goodwill		44,786.26	44,786.26
Other Intangible Assets	15	3,355.06	1,761.02
Other Non-Financial Asset	16	151,532.91	139,479.71
		927,859.63	704,072.14
TOTAL		6,379,486.51	5,276,585.53
Liabilities and Equity			
Financial Liabilities			
Trade payables	17		
(A) total outstanding dues of micro enterprises and small enterprises; and		11,301.59	632.41
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		30,434.79	13,749.97
Debt Securities	18	3,772,961.00	3,245,024.00
Borrowings (Other than Debt Securities)	19	463,154.88	208,965.68
Subordinate Liabilities	20	366,668.00	269,195.00
Lease Liability	14(C)	172,113.40	110,298.59
Other financial liabilities	21	522,458.85	441,299.16
		5,339,092.51	4,289,164.81
Non-Financial Liabilities			
Provisions	22	54,661.08	63,041.51
Other non-financial liabilities	23	15,832.23	11,030.96
		70,493.31	74,072.47
Equity			
Equity Share capital	24	497,936.18	473,935.61
Other Equity	25	414,240.21	377,143.19
Equity attributable to equity holders of parent		912,176.39	851,078.80
Non-controlling Interest		57,724.30	62,269.46
Total equity		969,900.69	913,348.25
TOTAL		6,379,486.51	5,276,585.53

Summary of significant accounting policies

6

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **Manikandan and Associates**
Chartered Accountants
ICAI Firm Reg No.: 0085205

Sd/-
C K Manikandan
[Partner]
Membership no.: 208654

For and on behalf of the board of directors of
ICL Fincorp Limited

Sd/-
K G Anilkumar
[Managing Director]
(DIN:00766739)

Sd/-
Madhavankutty T
[Chief Financial Officer]

Sd/-
Umadevi Anilkumar
[Whole Time Director]
(DIN: 06434467)

Sd/-
Visakh T V
[Company Secretary]

Place: Chalakudy
Date: 30-05-2024

Place: Irinjalakuda
Date: 30-05-2024

Consolidated Statement of Profit and Loss for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	Notes	31-Mar-24	31-Mar-23
(I) Income			
Revenue from operations	26		
I) Interest Income		1,423,995.62	1,121,886.20
II) Revenue from other Financial Services		7,581.75	8,923.47
Other income	27	25,365.46	(4,426.84)
Total Income		1,456,942.84	1,126,382.83
(II) Expenses			
Finance costs	28	567,402.69	470,580.89
Impairment of Financial Instruments	29	8,952.54	6,677.42
Employee benefits expense	30	355,296.74	287,068.15
Depreciation and amortization expense	31	132,272.47	110,241.63
Other expenses	32	382,515.63	209,412.77
Total Expenses		1,446,440.06	1,083,980.86
(III) Profit/(loss) before tax (I) - (II)		10,502.78	42,401.96
(IV) Tax expenses	33		
Current tax		17,695.18	21,413.01
(Excess)/Short provision of Previous Years		45.57	(319.38)
Deferred tax(Income)/Expense		(8,046.18)	(9,054.02)
Total tax expenses		9,694.57	12,039.61
(V) Profit/(loss) for the year (III) - (IV)		808.20	30,362.35
(VI) Other comprehensive income			
Items that will not be re classified to profit or loss - Remeasurements of the defined benefit asset		(320.83)	964.36
Income tax relating to items that will not be reclassified to profit or loss		323.63	(35.13)
Total other comprehensive income		2.80	929.23
Total comprehensive income for the year (V) + (VI)		811.01	31,291.59
(Comprising profit and other comprehensive income for the year)			
Profit for the year attributable to			
Equity holders of the parent		5,364.51	30,604.04
Non-Controlling Interest		(4,556.30)	(241.69)
Other comprehensive income for the year, net of tax			
Equity holders of the parent		(8.35)	924.12
Non-Controlling Interest		11.15	5.11
Total comprehensive income for the year, net of tax			
Equity holders of the parent		5,356.16	31,528.15
Non-Controlling Interest		(4,545.15)	(236.58)
Earnings per equity share	34		
[nominal value of share ₹10]			
Basic (in ₹)		0.02	0.64
Diluted (in ₹)		0.02	0.64

Summary of significant accounting policies

6

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **Manikandan and Associates**
Chartered Accountants
ICAI Firm Reg No.: 0085205

Sd/-
C K Manikandan
[Partner]
Membership no.: 208654

For and on behalf of the board of directors of
ICL Fincorp Limited

Sd/-
K G Anilkumar
[Managing Director]
(DIN:00766739)

Sd/-
Madhavankutty T
[Chief Financial Officer]

Sd/-
Umadevi Anilkumar
[Whole Time Director]
(DIN: 06434467)

Sd/-
Visakh T V
[Company Secretary]

Place: Chalakudy
Date: 30-05-2024

Place: Irinjalakuda
Date: 30-05-2024

Consolidated Cash flow statement for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	31-Mar-24	31-Mar-23
Net Profit before tax	10,502.78	42,401.96
Adjustments for:		
Depreciation and amortization expense	132,272.47	110,241.63
Impairment on financial instruments	8,952.54	6,677.42
Provision for Gratuity	4,946.73	3,124.68
Provision for loss on account of fraud	(9,571.93)	4,080.90
Provision for TDS Default	65.82	(112.87)
Net (Gain)/Loss on current investment due to market fluctuation	(19,950.83)	9,256.57
Finance cost	21,143.62	13,591.92
Interest on Fixed deposit	(4,266.74)	(1,366.89)
Dividend on Investments	(1,043.73)	(777.39)
Lease payments	61,590.12	41,408.20
Profit/(Loss) on sale of Property,Plant and Equipment	-	-
Net (Gain)/Loss on sale of investments	(517.95)	436.98
Operating profit before working capital changes	204,122.91	228,963.10
Changes in working capital :		
Decrease / (increase) in non-financial asset	(12,053.19)	(2,498.77)
Decrease / (increase) in loans	(761,183.06)	(520,339.89)
Decrease / (increase) in investments	(19,779.10)	(5,917.18)
Decrease / (increase) in current tax assets	(22,249.74)	1,175.45
Decrease / (increase) in other financial asset	(57,010.63)	(87,036.45)
Increase / (decrease) in trade payables	27,354.01	3,984.17
Increase / (decrease) in other financial liabilities	81,159.69	76,977.77
Increase / (decrease) in Lease Liability (Net)	61,814.81	42,254.72
Increase / (decrease) in other non-financial liabilities	4,801.27	(3,501.89)
Cash generated from / (used in) operations	(493,023.05)	(265,938.96)
Net income Taxes Paid	-	(13,986.39)
Net cash flow from/ (used in) operating activities (A)	(493,023.05)	(279,925.35)
Cash flows from investing activities		
Net Gain/(Loss) on sale of investments	517.95	(436.98)
Net (Gain)/Loss on current investment due to market fluctuation	19,950.83	(9,256.57)
Purchase of property,plant and equipments including CWIP	(222,185.89)	(148,682.81)
Dividend on Investments	1,043.73	777.39
Purchase of intangible assets	(2,120.04)	(180.21)
Sale of property,plant and equipments	-	-
Bank balance not considered as cash and cash equivalents	3,059.69	2,160.00
Net cash flow from/ (used in) investing activities (B)	(199,733.73)	(155,619.18)

Consolidated Cash flow statement for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	31-Mar-24	31-Mar-23
Cash flows from financing activities		
Proceed from Debt Security (Net)	527,937.00	561,164.00
Proceed from Borrowings (Net)	254,189.19	(69,920.16)
Proceed from Subordinate Liabilities (Net)	97,473.00	(35,845.00)
Finance cost	(21,143.62)	(13,591.92)
Interest on Fixed deposit	4,266.74	1,366.89
Proceeds from issue of equity share capital	60,001.43	76,465.23
Payment of Preference dividend	(4,290.00)	(3,989.14)
Lease payments	(61,590.12)	(41,408.20)
Right to Use Asset (Net)	(110,933.92)	(78,285.63)
Net cash flow from/ (used in) in financing activities (C)	745,909.69	395,956.07
Net increase/(decrease) in cash and cash equivalents (A + B + C)	53,152.91	(39,588.46)
Cash and cash equivalents at the beginning of the year	97,900.74	137,489.21
Cash and cash equivalents at the end of the year	151,053.66	97,900.74
Components of cash and cash equivalents		
Cash on hand	32,105.47	26,078.10
With banks	118,948.19	71,822.64
Total cash and cash equivalents (Note 8)	151,053.66	97,900.74

Summary of significant accounting policies

6

As per our report of even date
For **Manikandan and Associates**
Chartered Accountants
ICAI Firm Reg No.: 0085205

Sd/-
C K Manikandan
[Partner]
Membership no.: 208654

Place: Chalakudy
Date: 30-05-2024

For and on behalf of the board of directors of
ICL Fincorp Limited

Sd/-
K G Anilkumar
[Managing Director]
(DIN:00766739)

Sd/-
Madhavankutty T
[Chief Financial Officer]

Place: Irinjalakuda
Date: 30-05-2024

Sd/-
Umadevi Anilkumar
[Whole Time Director]
(DIN: 06434467)

Sd/-
Visakh T V
[Company Secretary]



Consolidated Statement of Changes in Equity for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

A Equity Share capital

	Number	Amount
Balance at the beginning of the reporting period At 1-Apr-2022	44,334,952	443,349.52
Changes in equity share capital during the year	3,058,609	30,586.09
Balance at the end of the reporting period As at 31-Mar-2023	47,393,561	473,935.61
Changes in equity share capital during the year	2,400,057	2,400,057
Balance at the end of the reporting period As at 31-Mar-2024	49,793,618	49,793,618

B Other Equity

	Reserves and Surplus				Other comprehensive income (Actuarial gain/(loss))	Total
	Statutory Reserves	Impairment Reserves	Securities Premium	Retained Earnings		
Balance as at 01-Apr-2022	18,041.97	8,801.96	243,376.88	34,150.01	(374.92)	303,995.90
Dividends	-	-	-	(4,260.00)	-	(4,260.00)
Transfer to/from retained earnings	6,470.00	12,908.99	-	(19,378.99)	-	-
Other Additions/ Deductions during the year						-
Other Comprehensive Income (Net of Taxes)	-	-	-	-	924.12	924.12
Securities premium received during the year	-	-	45,879.14	-	-	45,879.14
Profit for the year (net of taxes)	-	-	-	30,604.04	-	30,604.04
Balance as at 31-Mar-2023	24,511.97	21,710.95	289,256.01	41,115.06	549.20	377,143.19
Balance as at 31-Mar-2023	24,511.97	21,710.95	289,256.01	41,115.06	549.20	377,143.19
Dividends	-	-	-	(4,260.00)	-	(4,260.00)
Transfer to/from retained earnings	4,100.00	-	-	(4,100.00)	-	-
Other Additions/ Deductions during the year						-
Other Comprehensive Income (Net of Taxes)	-	-	-	-	(8.35)	(8.35)
Securities premium received during the year	-	-	36000.86	-	-	36000.86
Profit for the year (net of taxes)	-	-	-	5,364.51	-	5,364.51
Balance as at 31-Mar-2024	28,611.97	21,710.95	325,256.87	38,119.57	540.85	414,240.20

As per our report of even date
For **Manikandan and Associates**
Chartered Accountants
ICAI Firm Reg No.: 008520S

Sd/-
C K Manikandan
[Partner]
Membership no.: 208654

Place: Chalakudy
Date: 30-05-2024

For and on behalf of the board of directors of
ICL Fincorp Limited

Sd/-
K G Anilkumar
[Managing Director]
(DIN:00766739)

Sd/-
Madhavankutty T
[Chief Financial Officer]

Place: Irinjalakuda
Date: 30-05-2024

Sd/-
Umadevi Anilkumar
[Whole Time Director]
(DIN: 06434467)

Sd/-
Visakh T V
[Company Secretary]

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

1 CORPORATE INFORMATION

ICL Fincorp Limited ('the Company' or 'the Holding Company') was incorporated as Jawahar Finance Limited on 9th December, 1991 at Chennai. The Company was later renamed to Irinjalakuda Credits & Leasing Company Limited on 26th April, 2004, which was further renamed to ICL Fincorp Limited on 8th May, 2016. The company is a non-deposit accepting Non Banking Financial Company (NBFC) which provides a wide range of fund-based services including Gold loans, Business loans, Hypothecation loans, Property loans etc. The company currently operates through 292 branches spread across country.

The Company has one subsidiary, Salem Erode Investments Limited which is incorporated in India. The date of acquisition was on 17th February, 2020. The Company along with the subsidiary is collectively referred to as "Group"

Salem Erode Investments Limited was incorporated as a non-banking financial company (NBFC) registered with the Reserve Bank of India under the category of Loan Company.

2 BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The consolidated financial statements have been prepared under the historical cost convention, as modified by the application of fair value measurements required or allowed by relevant Accounting Standards. Accounting policies have been consistently applied to all periods presented, unless otherwise stated.

The Group has adopted Indian Accounting Standards ("Ind AS") with effect from 1 April, 2019 and the effective date of transition being 1 April, 2018. Accordingly, the above financial statements have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India mainly considering the Master Directions issued by the Reserve Bank of India ('RBI') as applicable to a non deposit accepting NBFC. The financial statements for the year ended 31 March, 2019 and the opening Balance Sheet as at 1 April, 2018 have been restated in accordance with Ind AS for comparative information.

The preparation of Consolidated financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Group are discussed in Note 7 - Significant accounting judgements, estimates and assumptions.

All amounts included in the financial statements are reported in thousands of Indian rupees (Rupees in Thousands) except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

3 PRESENTATION OF FINANCIAL STATEMENT

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

- (i) The normal course of business
- (ii) The event of default
- (iii) The event of insolvency or bankruptcy of the Company and/or its counterparties. "

4 STATEMENT OF COMPLIANCE

These Consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 and the other relevant provisions of the Act.

5 BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Company and its subsidiary as at 31st March, 2024. The Company consolidates a subsidiary when it controls it. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

The contractual arrangement with the other vote holders of the investee

- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., quarter ended on 31st December

Consolidation procedure:

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- b) Offset (eliminate) the carrying amount of the parent's investment in subsidiary and the parent's portion of equity of subsidiary. Business combinations policy explains how to account for any related goodwill.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiary to bring their accounting policies in line with the Group's accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

6 SIGNIFICANT ACCOUNTING POLICIES (ALSO REFER NOTE 2 ABOVE)

Significant Accounting Policies adopted in the Preparation and Presentation of Financial Statements are as under:-

A. FINANCIAL INSTRUMENTS

(I) Classification of financial instruments

The Group classifies its financial assets into the following measurement categories:

- i) Financial assets to be measured at amortised cost.
- ii) Financial assets to be measured at fair value through other comprehensive income.
- iii) Financial assets to be measured at fair value through profit or loss account.

The classification depends on the contractual terms of the financial assets' cash flows and the Group's business model for managing financial assets. The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The business model is assessed on the basis of aggregated portfolios based on observable factors. These factors include:

- Reports reviewed by the entity's key management personnel on the performance of the financial assets.
- The risks impacting the performance of the business model (and the financial assets held within that business model) and its management thereof.
- The compensation of the managing teams (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected)
- The expected frequency, value and timing of trades. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account.

The Group also assesses the contractual terms of financial assets on the basis of its contractual cash flow characteristics that are solely for the payments of principal and interest on the principal amount outstanding. 'Principal' is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

In making this assessment, the Group considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

The Group classifies its financial liabilities at amortised costs unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

(II) Financial assets measured at amortised cost

These Financial assets comprise bank balances, Loans, investments and other financial assets."

Financial Assets with contractual terms that give rise to cash flows on specified dates, and represent solely payments of principal and interest on the principal amount outstanding; and are held within a business model whose objective is achieved by holding to collect contractual cash flows are measured at amortised cost.

These financial assets are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or a financial liability.

(III) Financial assets measured at fair value through other comprehensive income

Debt instruments

Investments in debt instruments are measured at fair value through other comprehensive income where they have: a) contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding; and b) are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets."

These debt instruments are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at fair value. Gains and losses arising from changes in fair value are included in other comprehensive income (a separate component of equity). Impairment losses or reversals, interest revenue and foreign exchange gains and losses are recognised in profit and loss. Upon disposal, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the statement of profit and loss. As at the reporting date the Group does not have any financial instruments measured at fair value through other comprehensive income.

Equity instruments

Investments in equity instruments are generally accounted for as at fair value through the profit and loss account unless an irrevocable election has been made by management to account for at fair value through other comprehensive income. Such classification is determined on an instrument by instrument basis. Contingent consideration recognised by the Group in a business combination to which Ind AS 103 'Business Combination' applies are measured at fair value through profit and loss account, where amounts presented in other comprehensive income for equity

instruments are not subsequently transferred to profit or loss. Dividends on such instruments are recognised in profit or loss. As at the reporting date the Group does not have any equity instruments measured at fair value through other comprehensive income.

(IV) Items at fair value through profit or loss

Items at fair value through profit or loss comprise:

- Investments (including equity shares) held for trading;
- Items specifically designated as fair value through profit or loss on initial recognition; and
- Debt instruments with contractual terms that do not represent solely payments of principal and interest.

Financial instruments held at fair value through profit or loss are initially recognised at fair value, with transaction costs recognised in the statement of profit and loss as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the statement of profit and loss as they arise.

Financial instruments held for trading

A financial instrument is classified as held for trading if it is acquired or incurred principally for selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not designated in a qualifying hedge relationship.

Trading derivatives and trading securities are classified as held for trading and recognised at fair value.

(V) Debt securities and other borrowed funds

After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds, and transaction costs that are an integral part of the Effective Interest Rate (EIR).

The expenses related to the public issue of Secured Non-Convertible Debentures are expensed out during the year itself.

(VI) Recognition and derecognition of financial assets and liabilities

A financial asset or financial liability is recognised in the balance sheet when the Group becomes a party to the contractual provisions of the instrument, which is generally on trade date. Loans and receivables are recognised when cash is advanced (or settled) to the borrowers. Financial assets at fair value through profit or loss are recognised initially at fair value. All other financial assets are recognised initially at fair value plus directly attributable transaction costs.

The Group derecognises a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows on the financial asset in a transaction in which substantially all the risks

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(All amounts are in Thousands of Indian Rupees unless otherwise stated)

and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability. A financial liability is derecognised from the balance sheet when the Group has discharged its obligation or the contract is cancelled or expires.

(VII) Impairment of financial assets

The Group recognises impairment allowance for expected credit loss on financial assets held at amortised cost. In addition to that the Group has provided for Non-Performing Assets (NPA) as per Prudential Norms of RBI.

The Group recognises loss allowances (provisions) for expected credit losses on its financial assets (including non-fund exposures) that are measured at amortised costs or at fair value through other comprehensive income account. The Group applies a three-stage approach to measuring expected credit losses (ECLs) for the following categories of financial assets that are not measured at fair value through profit or loss:

- debt instruments measured at amortised cost and fair value through other comprehensive income;
- loan commitments.

No ECL is recognised on equity investments.

Financial assets migrate through the following three stages based on the change in credit risk since initial recognition:

Stage 1: ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, ECL associated with the probability of default events is recognised.

Stage 2: Lifetime ECL – not credit impaired

For exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired, a lifetime ECL (i.e. reflecting the remaining lifetime of the financial asset) is recognised.

Stage 3: Lifetime ECL – credit impaired

Exposures are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For exposures that have become credit impaired, a lifetime ECL is recognised

The company has identified the following stage classification to be the most appropriate for its loans:

Stage 1: 0 to 60 DPD

Stage 2: 61 to 90 DPD

Stage 3: above 90 DPD

(VIII) Write-offs

The Group reduces the gross carrying amount of a financial asset when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the statement of profit and loss.

(IX) Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. The Financial assets and liabilities are presented in ascending order of their liquidity. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36.

B. REVENUE FROM OPERATIONS

(I) Interest Income

Interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets

The EIR in case of a financial asset is computed

- As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.
- By considering all the contractual terms of the financial instrument in estimating the cash flows
- Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent change in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

(II) Dividend Income

Dividend income is recognised

- when the right to receive the payment is established,

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(All amounts are in Thousands of Indian Rupees unless otherwise stated)

- b) it is probable that the economic benefits associated with the dividend will flow to the entity and
- c) the amount of the dividend can be measured reliably.

(III) Fees & Commission Income

Fees and commissions are recognised when the Group satisfies the performance obligation, at fair value of the consideration received or receivable based on a five-step model as set out below, unless included in the effective interest calculation:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

Processing fee which does not form part of effective interest rate is recognised as and when it accrues.

(III) Net gain on Fair value changes

Any differences between the fair values of financial assets classified as fair value through the profit or loss, held by the Group on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised as Revenue and if there is a net loss the same is disclosed under as Expense in the statement of Profit and Loss.

However, net gain / loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss.

C. EXPENSES

(I) Finance costs

Finance costs represents Interest expense recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial liabilities.

The EIR in case of a financial liability is computed

- a) As the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of the amortised cost of a financial liability.
- b) By considering all the contractual terms of the financial instrument in estimating the cash flows
- c) Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

(II) Employee benefits

Short term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service.

Post-employment employee benefits

a) Defined contribution schemes

All the employees of the Group are entitled to receive benefits under the Provident Fund and Employees State Insurance scheme, defined contribution plans in which both the employee and the Group contribute monthly at a stipulated rate. The Group has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

b) Defined Benefit schemes

The Group provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under

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such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each Balance Sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, attrition rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed annually.

Re-measurement, comprising of actuarial gains and losses are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.

The Group does not have a scheme of encashment of earned leave. The Earned leave which is not utilized during the year will be automatically lapsed at the end of the year and cannot be carried forward. Hence no provision has been made in the accounts for encashment of leave and carried forward of earned leave.

(III) Leases

Identification of Lease:

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether :

- (i) the contract involves the use of an identified asset
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a

lessee, except for leases with a term of 12 months or less (short-term leases). For these short-term leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

For arrangements entered into prior to 1 April, 2018, the Group has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows."

(IV) Other income and expenses

All Other income and expense are recognized in the period they occur.

(V) Impairment of non-financial assets

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(VI) Taxes

Current Tax

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax assets and liabilities are recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are only recognised for temporary differences, unused tax losses and unused tax credits if it is probable that future taxable amounts will arise to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities are realised simultaneously.

Minimum Alternative Tax (MAT)

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as

an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Group.

D. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value, cheques on hand and balances with banks. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes). For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

E. PROPERTY, PLANT AND EQUIPMENT (PPE)

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, (if any). The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Depreciation

Depreciation is calculated using the Written Down Value (WDV) method to write down the cost of property and equipment to their residual values over their estimated useful lives. Land is not depreciated."

The estimated useful lives are, as follows:

Particulars	Useful life estimated by Group (Years)
Building	60
Furniture And Fixtures	10
Electrical Installations & Equipments	10
Motor Vehicles	8
Office Equipments	5
Computer And Accessories	3

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income /expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant

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and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

F. INTANGIBLE ASSETS

An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Group.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortisation period or methodology, as appropriate, which are then treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is presented as a separate line item in the statement of profit and loss. Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from / upto the date of acquisition/sale.

Amortisation is calculated using the straight-line method to write down the cost of intangible assets to their residual values over their estimated useful lives. Intangible assets comprising of software are amortised on a straight-line basis over a period of 6 years, unless it has a shorter useful life.

The Group's intangible assets consist of computer software with definite life.

G. PROVISIONS

Provisions are recognised when the enterprise has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

H. CONTINGENT LIABILITIES

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

I. EARNINGS PER SHARE

The Group reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

J. BUSINESS COMBINATION

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary comprises of the,

- fair values of the assets transferred,
- liabilities incurred to the former owners of the acquired business,
- equity interests issued by the Group and
- fair value of any asset or liability resulting from a contingent consideration arrangement

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the fair value of consideration over the identifiable net asset acquired is recorded as goodwill. If the consideration is lower, the gain is recognised directly in equity as capital reserve. In case, business acquisition is classified as bargain purchase, the aforementioned gain is recognised in the other comprehensive income and accumulated in equity as capital reserve. The Group recognises any noncontrolling interest in the acquired entity at fair value.

Changes in ownership that do not result in a change of control are accounted for as equity transactions and therefore do not have any impact on goodwill. The difference between consideration and the non-controlling share of net assets acquired is recognised within equity. Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, with adjustments only to harmonise accounting policies. Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

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If the initial accounting for a business combination can be determined only provisionally by the end of the first reporting period, the business combination is accounted for using provisional amounts. Adjustments to provisional amounts, and the recognition of newly identified asset and liabilities, must be made within the 'measurement period' where they reflect new information obtained about facts and circumstances that were in existence at the acquisition date. The measurement period cannot exceed one year from the acquisition date and no adjustments are permitted after one year except to correct an error.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in the statement of profit and loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

7 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the grouping disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

A. BUSINESS MODEL ASSESSMENT

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model

for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

B. DEFINED EMPLOYEE BENEFIT ASSETS AND LIABILITIES

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed annually.

C. FAIR VALUE MEASUREMENT

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

D. IMPAIRMENT OF LOANS PORTFOLIO

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. It has been the Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary. The impairment loss on loans and advances is disclosed in more detail in Note 10 Overview of ECL principles. In case, higher provisions are to be considered as per the prudential norms of the Reserve Bank of India, they are considered and routed through Impairment Reserves.

E. CONTINGENT LIABILITIES AND PROVISIONS OTHER THAN IMPAIRMENT ON LOAN PORTFOLIO

The Group operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration in the ordinary course of the Group's business. When the Group can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Group records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed. Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.



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F. EFFECTIVE INTEREST RATE (EIR) METHOD

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

This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments and other fee income/expense that are integral parts of the instrument.

G. OTHER ESTIMATES

These include contingent liabilities, useful lives of tangible and intangible assets etc.

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8 Cash and Cash Equivalents

	As at 31-Mar-2024	As at 31-Mar-2023
Cash on hand	32,105.47	26,078.10
Balance with Banks	118,948.19	71,822.64
Total	151,053.66	97,900.74

9 Bank Balances other than above

	As at 31-Mar-2024	As at 31-Mar-2023
Earmarked balances with banks:		
Balances with banks to the extent held as security	50,000.00	50,000.00
For unpaid dividend	109.03	109.03
Debenture trustee account	26.38	3,086.07
Total	50,135.41	53,195.10

10 Loans

	As at 31-Mar-2024					Subtotal	Total
	Amortised Cost	At Fair value					
		Through Other Comprehensive Income	Through profit or loss	Designated at Fair Value Through profit or loss			
Loans							
(A)							
i) Loans repayable on demand							
Gold Loan	4,725,595.69	-	-	-	-	-	4,725,595.69
Personal Loan	20,043.55	-	-	-	-	-	20,043.55
Other	7,055.39	-	-	-	-	-	7,055.39
ii) Term Loans							
Gold Loan	20,907.33	-	-	-	-	-	20,907.33
Hypothecation Loan	1,812.57	-	-	-	-	-	1,812.57
Business Loan	84.46	-	-	-	-	-	84.46
Personal Loan	5,419.32	-	-	-	-	-	5,419.32
(iii) Other Loans:							
Corporate Loans	-	-	-	-	-	-	-
Intercompany Loan	28,834.60	-	-	-	-	-	28,834.60
Letter of Credit	-	-	-	-	-	-	-
Total (A)- Gross	4,809,752.90	-	-	-	-	-	4,809,752.90
Less: Impairment loss allowance	27,078.98	-	-	-	-	-	27,078.98
Total (A)- Net	4,782,673.93	-	-	-	-	-	4,782,673.93
(B)							
i) Secured by tangible assets							
Gold Loan	4,777,234.65	-	-	-	-	-	4,777,234.65
ii) Unsecured							
Gold Loan	32,518.26	-	-	-	-	-	32,518.26
Total (B)- Gross	4,809,752.90	-	-	-	-	-	4,809,752.90
Less: Impairment loss allowance	27,078.98	-	-	-	-	-	27,078.98
Total (B)- Net	4,782,673.93	-	-	-	-	-	4,782,673.93

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	As at 31-Mar-2024					Subtotal	Total
	Amortised Cost	At Fair value					
		Through Other Comprehensive Income	Through profit or loss	Designated at Fair Value Through profit or loss			
(C)							
(I) Loans in India							
i) Public Sector	-	-	-	-	-	-	-
ii) Others	4,809,752.90	-	-	-	-	-	4,809,752.90
Total (C) (I)-Gross	4,809,752.90	-	-	-	-	-	4,809,752.90
Less: Impairment loss allowance	27,078.98	-	-	-	-	-	27,078.98
Total (C) (I)-Net	4,782,673.93	-	-	-	-	-	4,782,673.93
Loans and advances due by directors or other officers of the company or any of them either severally or jointly with any other persons	Nil	Nil	Nil	Nil	Nil		Nil
Amounts due by firms or private companies in which any director is a partner or a director or a member	Nil	Nil	Nil	Nil	Nil		Nil

	As at 31-Mar-2023					Subtotal	Total
	Amortised Cost	At Fair value					
		Through Other Comprehensive Income	Through profit or loss	Designated at Fair Value Through profit or loss			
Loans							
(A)							
i) Loans repayable on demand							
Gold Loan	3,986,503.48	-	-	-	-	-	3,986,503.48
Personal Loan	5,851.76	-	-	-	-	-	5,851.76
Other	7,055.39	-	-	-	-	-	7,055.39
ii) Term Loans							
Gold Loan	30,536.55	-	-	-	-	-	30,536.55
Hypothecation Loan	1,952.61	-	-	-	-	-	1,952.61
Business Loan	84.46	-	-	-	-	-	84.46
Related Party#	13,780.92	-	-	-	-	-	13,780.92
Personal Loan	2,804.68	-	-	-	-	-	2,804.68
Total (A)- Gross	4,048,569.84	-	-	-	-	-	4,048,569.84

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	As at 31-Mar-2023					Total
	Amortised Cost	At Fair value			Subtotal	
		Through Other Comprehensive Income	Through profit or loss	Designated at Fair Value Through profit or loss		
Less: Impairment loss allowance	18,126.44	-	-	-	-	18,126.44
Total (A)- Net	4,030,443.40	-	-	-	-	4,030,443.40
(B)						
i) Secured by tangible assets	4,019,077.09	-	-	-	-	4,019,077.09
ii) Unsecured	29,492.75	-	-	-	-	29,492.75
Total (B)- Gross	4,048,569.84	-	-	-	-	4,048,569.84
Less: Impairment loss allowance	18,126.44	-	-	-	-	18,126.44
Total (B)- Net	4,030,443.40	-	-	-	-	4,030,443.40
(C)						
(I) Loans in India						
i) Public Sector	-	-	-	-	-	-
ii) Others	4,048,569.84	-	-	-	-	4,048,569.84
Total (C) (I)-Gross	4,048,569.84	-	-	-	-	4,048,569.84
Less: Impairment loss allowance	18,126.44	-	-	-	-	18,126.44
Total (C) (I)-Net	4,030,443.40	-	-	-	-	4,030,443.40

#This amount includes ₹1,37,80,919/- to ICL Tours and Travels Private Limited. It represents the amount of expenditure incurred for and on behalf of the specified companies, which are treated as advances and the Company is charging interest @ 13% per annum and the same is disclosed under Note No. 12. This amount is to be repaid within a period of four years from the date of incurring of expenses as per the Memorandum of Understanding entered into with the companies.

Loans and advances due by directors or other officers of the company or any of them either severally or jointly with any other persons	Nil	Nil	Nil	Nil	Nil	Nil
Amounts due by firms or private companies in which any director is a partner or a director or a member	13,780.92	Nil	Nil	Nil		13,780.92

Summary of ECL provisions

Particulars	FY 2023-2024			
	Stage 1	Stage 2	Stage 3	Total
i) Gold Loan	4,602.65	13,543.80	7,396.20	25,542.66
ii) Hypothecation Loan	-	-	199.38	199.38
iii) Business Loan	-	-	12.67	12.67
v) Personal Loan	-	-	618.73	618.73
vi) Related Party	-	-	-	-
vii) Other Loan	-	-	705.54	705.54
Total closing ECL provisions	4,602.65	13,543.80	8,932.52	27,078.98

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Particulars	FY 2022-2023			
	Stage 1	Stage 2	Stage 3	Total
i) Gold Loan	4,248.09	1,123.80	11,100.19	16,472.08
ii) Hypothecation Loan	-	-	199.38	199.38
iii) Business Loan	-	-	12.67	12.67
v) Personal Loan	-	-	736.77	736.77
vi) Related Party	-	-	-	-
vii) Other Loan	-	-	705.54	705.54
Total closing ECL provisions	4,248.09	1,123.80	12,754.54	18,126.44

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to receivables under financing activities is, as follows:

	Period ended 31 st March 2024			
	Stage 1	Stage 2	Stage 3	Total
Opening Gross carrying amount	3,780,032.67	112,374.69	156,162.48	4,048,569.84
Add:- New Assets	3,376,081.23	1,354,590.95	9,630.76	4,740,302.93
Less:- Assets repaid	(3,746,994.98)	(104,959.09)	(87,270.37)	(3,939,224.44)
Transfer to Stage 1	1,495.76	-	(1,495.76)	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	(24,605.55)	(2,627.21)	27,232.76	-
Less:- Write off	(6,461.04)	(4,788.39)	(28,646.00)	(39,895.43)
Closing Gross carrying amount	3,379,548.09	1,354,590.95	75,613.87	4,809,752.90

Reconciliation of ECL Balance

ECL Provision	Period ended 31 st March 2024			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount	4,248.10	1,123.80	12,754.54	18,126.44
Add:- New Assets	4,602.12	13,543.80	1,876.79	20,022.71
Less:- Repaid	(4,176.60)	(1,049.65)	(4,882.94)	(10,109.18)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	(2,435.20)	(262.72)	2,697.92	-
Less:- Write off	(51.48)	(47.88)	(3,612.03)	(3,711.39)
Impact of changes in credit risk on account of stage movements	2,415.71	236.45	98.23	2,750.39
Closing carrying amount	4,602.65	13,543.80	8,932.52	27,078.98

Credit Quality of assets

The table below shows the credit quality and the maximum exposure to credit risk based on the Company's internal credit rating system and year-end stage classification

As at 31-Mar-2024

Internal Rating	Stage 1	Stage 2	Stage 3	Total
High Grade	2,915,933.50	179,705.53	1,219.14	3,096,858.17
Medium Grade	309,715.52	47,234.71	6,091.62	363,041.85
Low Grade	153,899.07	1,127,650.70	68,303.11	1,349,852.88
Total	3,379,548.09	1,354,590.95	75,613.87	4,809,752.90

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

As at 31-Mar-2023

Internal Rating	Stage 1	Stage 2	Stage 3	Total
High Grade	3,350,602.10	59,393.70	8,620.49	3,418,616.28
Medium Grade	310,857.34	30,884.34	9,006.25	350,747.93
Low Grade	118,573.23	22,096.66	138,535.75	279,205.63
Total	3,780,032.67	112,374.69	156,162.48	4,048,569.84

11 Investments

As at 31-Mar-2024

	Amortised Cost	At Fair Value			Sub-total	Cost	Total
		Through Other Comprehensive income	Through Profit or Loss	Designated at fair value through profit or loss			
Mutual funds	-	-	9,376.23	-	9,376.23	-	9,376.23
Government securities	-	-	-	-	-	-	-
Other Companies	-	-	49,956.65	-	49,956.65	-	49,956.65
Equity instruments							
Others (Quoted)	-	-	7,532.73	-	7,532.73	-	7,532.73
Total Gross (A)	-	-	66,865.62	-	66,865.62	-	66,865.62
Investment Outside India	-	-	-	-	-	-	-
Investment In India	-	-	66,865.62	-	66,865.62	-	66,865.62
Total Gross (B)	-	-	66,865.62	-	66,865.62	-	66,865.62
Less : Allowance for impairment loss (C)	-	-	-	-	-	-	-
Total - Net (D) = (A) - (C)	-	-	66,865.62	-	66,865.62	-	66,865.62

As at 31-Mar-2023

	Amortised Cost	At Fair Value			Sub-total	Cost	Total
		Through Other Comprehensive income	Through Profit or Loss	Designated at fair value through profit or loss			
Mutual funds	-	-	7,396.17	-	7,396.17	-	7,396.17
Government securities	-	-	-	-	-	-	-
Other Companies	-	-	30,060.95	-	30,060.95	-	30,060.95
Equity instruments							
Others (Quoted)	-	-	9,629.39	-	9,629.39	-	9,629.39
Total Gross (A)	-	-	47,086.51	-	47,086.51	-	47,086.51
Investment Outside India	-	-	-	-	-	-	-
Investment In India	-	-	47,086.51	-	47,086.51	-	47,086.51
Total Gross (B)	-	-	47,086.51	-	47,086.51	-	47,086.51
Less : Allowance for impairment loss (C)	-	-	-	-	-	-	-
Total - Net (D) = (A) - (C)	-	-	47,086.51	-	47,086.51	-	47,086.51

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Details of Investments in Equity Instruments and Mutual Funds

Name of Body Corporate	As at 31-Mar-2024		As at 31-Mar-2023	
	Quantity of Shares	Market value	Quantity of Shares	Market value
Adani Wilmar Ltd.	500	160.70	500	202.93
Ahlada Engineers Ltd.	500	54.73	500	42.45
ANG Lifesciences India Ltd.	312	14.06	312	23.73
Aarti Industries Ltd.	500	332.78	-	-
Aurobindo Pharma Ltd.	500	544.38	500	259.05
Bharat Electronics Limited	-	-	2,000	195.10
Birlasoft Ltd.	-	-	3,000	783.45
BSE Ltd.	-	-	500	215.48
Cochin Shipyard Limited	-	-	250	118.94
Container Corporation Of India Ltd.	250	220.53	250	145.06
Dharmaj Crop Guard Ltd.	500	111.95	500	72.40
Elgi Equipments Ltd.	250	150.43	-	-
Future Consumer Ltd.	5,000	3.75	5,000	2.50
Graphite India Ltd.	-	-	1,000	262.55
GTL Infrastructure Ltd.	9,987	15.98	10,000	7.00
Happiest Minds Technologies Ltd.	500	372.20	500	383.93
HDFC Bank Limited	-	-	250	402.39
HDFC Life Insurance Company Ltd.	255	161.50	1,500	748.80
HeidelbergCement India Ltd.	1,000	196.45	1,000	160.95
Hindustan Oil Exploration Company Ltd.	-	-	1,250	150.25
HP Adhesives Ltd.	2,500	238.63	1,500	547.05
India Pesticides Ltd.	1,996	405.59	2,000	415.70
Indian Energy Exchange Ltd.	2,000	268.70	2,000	255.90
Indian Railway Catering & Tourism Corporation Ltd.	750	697.28	750	429.60
Intellect Design Arena Ltd.	-	-	1,500	615.90
Kaveri Seed Company Ltd.	200	124.67	200	95.59
Laxmi Organic Industries Ltd.	500	117.60	-	-
Lupin Ltd.	500	808.40	500	324.20
Marksans Pharma Ltd.	-	-	3,000	211.20
PPAP Automotive Ltd.	1,000	174.65	1,000	157.00
Reliance Communications Ltd.	15,000	25.50	15,000	18.75
Rossari Biotech Ltd.	261	176.68	261	155.58
Shakti Pumps (India) Ltd.	-	-	1,000	404.40
Sona BLW Precision Forgings Ltd.	-	-	500	206.75
Strides Pharma Science Ltd.	1,000	784.70	1,000	286.35
Tarsons Products Ltd.	500	196.80	500	266.08
Vodafone Idea Ltd.	27,499	364.36	27,500	159.50
Westlife Development Limited	-	-	800	546.68
Wockhardt Ltd.	750	439.28	750	115.43
YES Bank Ltd.	15,969	370.48	16,000	240.80
SUB TOTAL		7,532.73		9,629.39

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Name of Body Corporate	As at 31-Mar-2024		As at 31-Mar-2023	
	Quantity of Shares	Market value	Quantity of Shares	Market value
Total Mutual Fund				
DSP BLACK ROCK Tax Saver Fund (D) (FV: ₹10/-)	200,797	4,500.46	200,797	3,545.27
AXIS LONG TERM EQUITY FUND (D) (FV: ₹10/-)	150,706	3,714.66	150,706	2,904.90
Aditya Birla Sun Life Tax Relief'96 (D) (FV: ₹10/-)	6,157	1,104.69	6,157	894.92
NIPPON INDIA MUTUAL FUND ETF GOLD BeES	1,000	56.42	1,000	51.07
SUB TOTAL		9,376.23		7,396.17
TOTAL		16,908.97		17,025.56

12 Other Financial Asset

	As at 31-Mar-2024	As at 31-Mar-2023
Interest accrued on loan portfolio	335,068.43	292,746.30
Security deposits	65,513.53	54,955.35
Balance with Demat account(Kotak Securities)	(0.54)	(3,814.02)
Other Receivables	316.85	-
Total	400,898.27	343,887.64

13 Current tax assets

	As at 31-Mar-2024	As at 31-Mar-2023
Advance Income Tax & Tax Deducted at Source	33,377.75	32,892.22
Total	33,377.75	32,892.22

14(A) Property, Plant and Equipment

	Land	Building	Electrical installations & Equipments	Furniture and fixtures	Office Equipments	Motor Vehicles	Computer and accessories	Total
Cost or valuation								
At 1-Apr-2022	26,303.77	53,856.22	25,015.88	172,119.80	70,616.14	27,591.66	36,880.70	412,384.16
Additions	-	36,124.38	19,368.74	64,562.36	15,402.05	2,654.69	14,088.01	152,200.23
Disposals	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-
As at 31-Mar-2023	26,303.77	89,980.60	44,384.62	236,682.16	86,018.19	30,246.36	50,968.70	564,584.40
Additions	116,776.28	6,739.73	7,640.34	63,650.33	11,699.63	5,731.52	9,927.38	222,165.21
Disposals	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-
As at 31-Mar-2024	143,080.05	96,720.32	52,024.96	300,332.49	97,717.81	35,977.88	60,896.08	786,749.60
Depreciation								
At 1-Apr-2022	-	1,778.37	13,683.96	80,698.24	30,298.61	12,920.81	27,146.79	166,526.78
Charge for the year	-	3,133.20	4,635.62	30,798.72	20,369.84	5,381.89	8,219.65	72,538.91
Disposals	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-
As at 31-Mar-2023	-	4,911.56	18,319.58	111,496.95	50,668.45	18,302.70	35,366.44	239,065.69
Charge for the period	-	4,259.60	7,287.13	37,270.01	16,734.12	4,044.96	11,268.50	80,864.32
Disposals	-	-	-	-	-	-	-	-
Write off	-	-	-	-	-	-	-	-
As at 31-Mar-2024	-	9,171.16	25,606.71	148,766.97	67,402.57	22,347.66	46,634.94	319,930.01

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	Land	Building	Electrical installations & Equipments	Furniture and fixtures	Office Equipments	Motor Vehicles	Computer and accessories	Total
Net Block								
At 1-Apr-2022	26,303.77	52,077.85	11,331.91	91,421.56	40,317.52	14,670.85	9,733.91	245,857.38
As at 31-Mar-2023	26,303.77	85,069.03	26,065.04	125,185.21	35,349.73	11,943.66	15,602.26	325,518.70
As at 31-Mar-2024	143,080.05	87,549.16	26,418.25	151,565.52	30,315.24	13,630.22	14,261.14	466,819.59

14(B) Capital work in progress

	As at 31-Mar-2024	As at 31-Mar-2023
Capital work in progress	3,652.41	3,631.72
Total	3,652.41	3,631.72

Capital work in progress ageing schedule

As at 31-Mar-2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	20.69	3,631.72	-	-	3,652.41
Projects temporarily suspended	-	-	-	-	-

As at 31-Mar-2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	3,631.72	-	-	-	3,631.72
Projects temporarily suspended	-	-	-	-	-

14(C) Right-of-Use Asset

	Total
Building	
At 1-Apr-2022	178,084.08
Additions	80,915.04
Disposals	2,629.41
As at 31-Mar-2023	256,369.71
Additions	111,575.10
Disposals	641.18
As at 31-Mar-2024	367,303.63
Depreciation	
At 1-Apr-2022	104,926.78
Charge for the year	36,969.97
Disposals	-
As at 31-Mar-2023	141,896.75
Charge for the period	50,882.16
Disposals	-
As at 31-Mar-2024	192,778.90
Net Right-of-use asset	

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	Total
At 1-Apr-2022	73,157.30
As at 31-Mar-2023	114,472.96
As at 31-Mar-2024	174,524.72

14(C) Lease Liability

Balance at the beginning as on 01-04-2022	68,043.87
Additions	73,862.60
Finance cost accrued during the year	12,609.88
Deletions	2,809.56
Payment of lease liabilities	41,408.20
Balance at the end as on 31-03-2023	110,298.59
Additions	103,800.04
Finance cost accrued during the year	20,338.44
Deletions	733.55
Payment of lease liabilities	61,590.12
Balance at the end as on 31-03-2024	172,113.40

Particulars	As at 31-Mar-2024
Less than one year	7,650.73
One to five years	107,070.40
More than five years	57,392.27
Total	172,113.40

15 Other Intangible Assets

	Computer Software
Cost	
At 1-Apr-2022	4,206.40
Additions	180.21
Disposals	-
As at 31-Mar-2023	4,386.61
Additions	2,120.04
Disposals	-
As at 31-Mar-2024	6,506.65
Amortization	
At 1-Apr-2022	1,892.84
Charge for the year	732.75
Disposals	-
As at 31-Mar-2023	2,625.59
Charge for the period	525.99
Disposals	-
As at 31-Mar-2024	3,151.58
Net Block	
At 1-Apr-2022	2,313.56
As at 31-Mar-2023	1,761.02
As at 31-Mar-2024	3,355.06

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

16 Other Non-Financial Asset

	As at 31-Mar-2024	As at 31-Mar-2023
Prepaid Expenses	3,763.25	2,347.72
GST Receivables	31,052.59	16,009.61
Other Advances	99,739.45	104,144.76
Balance with government authorities	16,977.62	16,977.62
Total	151,532.91	139,479.71

17 Trade payables

	As at 31-Mar-2024	As at 31-Mar-2023
Total outstanding dues of micro enterprises and small enterprises; and	11,301.59	632.41
Total outstanding dues of creditors other than micro enterprises and small enterprises.	30,434.79	13,749.97
Total	41,736.39	14,382.38

Trade Payables aging schedule

As at 31-Mar-2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	11,301.59	-	-	-	11,301.59
ii) Others	29,399.17	354.11	268.42	413.09	30,434.79
iii) Disputed dues- MSME	-	-	-	-	-
iv) Disputed dues- Others	-	-	-	-	-

As at 31-Mar-2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	632.41	-	-	-	632.41
ii) Others	12,432.84	790.96	282.00	244.18	13,749.97
iii) Disputed dues- MSME	-	-	-	-	-
iv) Disputed dues- Others	-	-	-	-	-

Disclosure:- Micro, Small and Medium Enterprises

	As at 31-Mar-2024	As at 31-Mar-2023
a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	3,535.92	Nil
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues 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 Enterprises Development Act, 2006.	Nil	Nil

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

18 Debt Securities

	As at 31-Mar-2024	As at 31-Mar-2023
At Amortised Cost		
Privately placed redeemable non-convertible debentures (Secured)*	2,772,961.00	3,245,024.00
Others - Non-convertible Debentures - Public issue(Secured)#	1,000,000.00	-
Total (A)	3,772,961.00	3,245,024.00
Debt securities in India	3,772,961.00	3,245,024.00
Debt securities outside India	-	-
Total (B)	3,772,961.00	3,245,024.00

Nature of Security

*Secured (first ranking) by a hypothecation of all current assets, loans and advances, including standard gold loan receivables, and other unencumbered assets of the company, excluding fixed assets and the investment made in subsidiary, both present and future, having a minimum security cover of 110% of outstanding balance of debentures and accrued interest thereon, at any time.. The company has executed a separate deed of hypothecation in favour of Trustees for creation of this security.

#Secured by way of first-ranking pari passu charge with Existing Secured Creditors, on all fixed assets (excluding immovable properties), current assets, including book debts, receivables, loans and advances and cash & bank balances (excluding reserves created in accordance with law and exclusive charge created in favour of secured charge holders in terms of their respective loan agreements/documents), both present and future of the company, such that a security cover to the extent of one time of the outstanding principal amounts of the NCDs and all interest due and payable thereon is maintained at all times until the redemption of NCDs, written onto the Debenture Trustee.

Debentures are offered for a period of 13 months to 72 months.

A] Non Convertible Debentures (Secured)

Non Convertible Debentures of ₹1,000/- each. Details of rate of interest and maturity pattern as on the date of the balance sheet is as under:

As at 31-Mar-2024

Redeemable at par within	Rate of interest							
	>= 10% < 12%		>= 12% < 14%		>= 14%		Total	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Due within 1 year	623,278	623,278.00	791,699	791,699.00	-	-	1,414,977	1,414,977.00
Due within 1-2 years	343,758	343,758.00	712,054	712,054.00	-	-	1,055,812	1,055,812.00
Due within 2-3 years	85,349	85,349.00	572,172	572,172.00	-	-	657,521	657,521.00
Due within 3-4 years	-	-	108,332	108,332.00	-	-	108,332	108,332.00
Due within 4-5 years	-	-	354,173	354,173.00	-	-	354,173	354,173.00
Due within 5-6 years	-	-	182,146	182,146.00	-	-	182,146	182,146.00
Grand Total	1,052,385	1,052,385.00	2,720,576	2,720,576.00	-	-	3,772,961	3,772,961.00

As at 31-Mar-2023

Redeemable at par within	Rate of interest							
	>= 10% < 12%		>= 12% < 14%		>= 14%		Total	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Due within 1 year	371,148	371,148.00	996,593	996,593.00	-	-	1,367,741	1,367,741.00
Due within 1-2 years	161,507	161,507.00	709,497	709,497.00	-	-	871,004	871,004.00
Due within 2-3 years	171,033	171,033.00	461,185	461,185.00	-	-	632,218	632,218.00
Due within 3-4 years	2,850	2,850.00	149,913	149,913.00	-	-	152,763	152,763.00
Due within 4-5 years	-	-	109,032	109,032.00	-	-	109,032	109,032.00
Due within 5-6 years	-	-	112,266	112,266.00	-	-	112,266	112,266.00
Grand Total	706,538	706,538.00	2,538,486	2,538,486.00	-	-	3,245,024	3,245,024.00

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

D] Non Convertible Debentures of ₹1,000/- each - series-wise classification

As at 31-Mar-2024

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
1	7/11/2018	5,000.00	13.66%	65
2	7/12/2018	7,660.00	13.66%	65
3	7/1/2019	5,815.00	13.66%	65
4	7/2/2019	12,095.00	13.66%	65
5	7/3/2019	4,700.00	13.66%	65
6	12/4/2019	4,055.00	13.66%	65
7	7/5/2019	5,205.00	13.66%	65
8	7/6/2019	5,150.00	13.66%	65
9	8/7/2019	9,820.00	13.66%	65
10	7/8/2019	9,639.00	13.66%	65
11	7/9/2019	5,295.00	13.66%	65
12	9/10/2019	6,525.00	13.66%	65
13	7/11/2019	11,018.00	13.66%	65
14	19/12/2019	18,985.00	13.66%	65
15	13/1/2020	3,946.00	13.66%	65
16	18/2/2020	9,310.00	13.66%	65
17	18/3/2020	21,601.00	13.66%	65
18	17/4/2020	1,755.00	13.66%	65
19	12/5/2020	7,978.00	13.66%	65
20	13/6/2020	3,815.00	13.66%	65
21	30/6/2020	6,925.00	13.66%	65
22	14/7/2020	11,377.00	13.66%	65
23	11/8/2020	5,075.00	13.66%	65
24	27/8/2020	13,275.00	13.66%	65
25	12/9/2020	1,840.00	13.66%	65
26	29/9/2020	3,011.00	13.66%	65
27	13/10/2020	2,765.00	13.66%	65
28	2/11/2020	6,100.00	13.66%	65
29	18/11/2020	7,575.00	13.66%	65
30	5/12/2020	3,122.00	13.66%	65
31	21/12/2020	11,270.00	13.66%	65
32	7/1/2021	2,920.00	13.66%	65
33	27/1/2021	8,625.00	13.66%	65
34	9/2/2021	12,778.00	13.66%	65
35	23/2/2021	6,025.00	13.66%	65
36	9/3/2021	5,406.00	13.66%	65
37	25/3/2021	9,814.00	13.66%	65
38	30/3/2021	1,400.00	13.66%	65
39	13/4/2021	15,620.00	12.25%-13.66%	36-65
40	23/4/2021	12,870.00	12.25%-13.66%	36-65
41	8/5/2021	14,250.00	12.25%-13.66%	36-65
42	2/6/2021	17,128.00	12.25%-13.66%	36-65
43	18/6/2021	11,999.00	12.25%-13.66%	36-65
44	9/7/2021	18,726.00	12.25%-13.66%	36-65

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
45	23/7/2021	15,767.00	12.25%-13.66%	36-65
46	6/8/2021	16,300.00	12.25%-13.66%	36-65
47	26/8/2021	18,925.00	12.25%-13.66%	36-65
48	8/9/2021	26,775.00	12.25%-13.66%	36-65
49	23/9/2021	22,816.00	12.25%-13.66%	36-65
50	8/10/2021	20,215.00	12.25%-13.66%	36-65
51	27/10/2021	23,980.00	12.25%-13.66%	36-65
52	13/11/2021	19,460.00	12.25%-13.66%	36-65
53	3/12/2021	35,403.00	12.25%-13.66%	36-65
54	30/12/2021	10,790.00	12.25%-13.66%	36-65
55	31/12/2021	5,350.00	12.25%-13.66%	36-65
56	21/1/2022	6,810.00	12.25%-13.66%	36-65
57	28/1/2022	17,434.00	12.25%-13.66%	36-65
58	17/2/2022	12,700.00	12.25%-13.66%	36-65
59	17/2/2022	25,228.00	12.25%-13.66%	36-65
60	7/3/2022	27,175.00	12.25%-13.66%	36-65
61	21/3/2022	16,810.00	12.25%-13.66%	36-65
62	30/3/2022	10,900.00	12.25%-13.66%	36-65
63	12/4/2022	43,960.00	12%-13.66%	24-65
64	19/4/2022	37,110.00	12%-13.66%	24-65
65	6/5/2022	34,487.00	11.5%-13.01%	24-68
66	7/5/2022	6,850.00	11.75%-13.01%	24-68
67	23/5/2022	45,354.00	11.5%-13.01%	24-68
68	2/6/2022	3,400.00	11.50%-13.01%	24-68
69	7/6/2022	29,355.00	11.5%-13.01%	24-68
70	20/6/2022	61,497.00	11.5%-13.01%	24-68
71	11/7/2022	43,286.00	11.5%-13.01%	24-68
72	2/8/2022	53,717.00	11.5%-13.01%	24-68
73	22/8/2022	1,900.00	11.75%-12.75%	24-36
74	23/8/2022	60,171.00	11.5%-13.01%	24-68
75	3/9/2022	49,279.00	11.5%-13.01%	24-68
76	26/9/2022	72,695.00	11.5%-13.01%	24-68
77	15/10/2022	56,715.00	11.5%-13.01%	24-68
78	31/10/2022	45,540.00	11.5%-13.01%	24-68
79	15/11/2022	63,182.00	11.5%-13.01%	24-68
80	2/12/2022	53,849.00	11.5%-13.01%	24-68
81	17/12/2022	43,792.00	11.5%-13.01%	24-68
82	31/12/2022	46,930.00	11.5%-13.01%	24-68
83	20/1/2023	40,885.00	11.5%-13.01%	24-68
84	7/2/2023	37,333.00	11.5%-13.01%	24-68
85	23/2/2023	35,674.00	11.5%-13.01%	24-68
86	14/3/2023	85,553.00	11%-13.01%	13-68
87	29/3/2023	71,190.00	11%-13.01%	13-68
88	31/3/2023	35,218.00	11%-13.01%	13-68
89	13/4/2023	61,386.00	11%-13.01%	13-68
90	27/4/2023	55,510.00	11%-13.01%	13-68

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
91	12/5/2023	57,140.00	11%-13.01%	13-68
92	19/5/2023	29,171.00	11%-13.01%	13-68
93	1/6/2023	60,583.00	11%-13.01%	13-68
94	14/6/2023	39,893.00	11%-13.01%	13-68
95	20/6/2023	5,750.00	11.00%-13.01%	13-68
96	1/7/2023	64,566.00	11%-13.01%	13-68
97	14/7/2023	71,005.00	11%-13.01%	13-68
98	28/7/2023	68,074.00	11%-13.01%	13-68
99	10/8/2023	66,277.00	11%-13.01%	13-68
100	24/8/2023	67,470.00	11%-13.01%	13-68
101	8/9/2023	72,117.00	11%-13.01%	13-68
102	20/9/2023	53,336.00	11%-13.01%	13-68
103	28/9/2023	10,905.00	11%-13.01%	13-68
104	29/9/2023	2,800.00	11.50%-12.00%	13-24
105	12/1/2024	81,193.00	11.00%-13.01%	13-68
106	13/2/2024	44,762.00	11.00%-13.01%	13-68
Total		2,772,961.00		

D] Non Convertible Debentures of ₹1,000/- each - series-wise classification (Public Issue)

As at 31-Mar-2024

Sl. No.	Series	Outstanding	Interest Rate	Tenure(months)
1	I	110,820.00	11.00%	13
2	II	104,149.00	11.50%	24
3	III	212,084.00	12.00%	36
4	IV	187,535.00	12.50%	60
5	V	123,459.00	11.50%	13
6	VI	80,755.00	12.00%	24
7	VII	39,360.00	12.50%	36
8	VIII	3,250.00	11.75%	24
9	IX	11,934.00	12.25%	36
10	X	126,654.00	13.01%	68
	Total	1,000,000.00		

D] Non Convertible Debentures of ₹1,000/- each - series-wise classification

As at 31-Mar-2023

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
1	10/31/2017	825.00	13.66%	65
2	11/15/2017	1,625.00	13.66%	65
3	11/30/2017	3,120.00	13.66%	65
4	12/15/2017	3,503.00	13.66%	65
5	12/31/2017	2,375.00	13.66%	65
6	1/15/2018	3,420.00	13.66%	65
7	1/31/2018	2,560.00	13.66%	65
8	2/15/2018	2,600.00	13.66%	65
9	2/28/2018	4,303.00	13.66%	65
10	3/5/2018	220.00	13.66%	65
11	3/12/2018	5,360.00	13.66%	65

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
12	3/19/2018	2,375.00	13.66%	65
13	3/26/2018	1,350.00	13.66%	65
14	4/3/2018	4,050.00	13.66%	65
15	4/10/2018	1,655.00	13.66%	65
16	4/16/2018	1,480.00	13.66%	65
17	4/23/2018	950.00	13.66%	65
18	4/30/2018	950.00	13.66%	65
19	5/7/2018	1,500.00	13.66%	65
20	5/14/2018	1,000.00	13.66%	65
21	5/21/2018	2,200.00	13.66%	65
22	5/28/2018	1,625.00	13.66%	65
23	6/4/2018	3,742.00	13.66%	65
24	6/11/2018	600.00	13.66%	65
25	6/18/2018	4,100.00	13.66%	65
26	6/25/2018	3,650.00	13.66%	65
27	7/2/2018	1,081.00	13.66%	65
28	7/9/2018	400.00	13.66%	65
29	7/16/2018	775.00	13.66%	65
30	7/23/2018	2,200.00	13.66%	65
31	7/30/2018	2,224.00	13.66%	65
32	8/6/2018	1,995.00	13.66%	65
33	8/13/2018	3,781.00	13.66%	65
34	8/20/2018	3,174.00	13.66%	65
35	9/3/2018	3,725.00	13.66%	65
36	9/10/2018	4,800.00	13.66%	65
37	9/17/2018	915.00	13.66%	65
38	9/24/2018	150.00	13.66%	65
39	10/1/2018	2,592.00	13.66%	65
40	11/7/2018	5,000.00	13.66%	65
41	12/7/2018	7,660.00	13.66%	65
42	1/7/2019	5,815.00	13.66%	65
43	2/7/2019	12,095.00	13.66%	65
44	3/7/2019	4,700.00	13.66%	65
45	4/12/2019	4,055.00	13.66%	65
46	5/7/2019	5,205.00	13.66%	65
47	6/7/2019	5,150.00	13.66%	65
48	7/8/2019	9,820.00	13.66%	65
49	8/7/2019	9,639.00	13.66%	65
50	9/7/2019	5,295.00	13.66%	65
51	10/9/2019	6,525.00	13.66%	65
52	11/7/2019	11,018.00	13.66%	65
53	12/19/2019	18,985.00	13.66%	65
54	1/13/2020	3,946.00	13.66%	65
55	2/18/2020	9,310.00	13.66%	65
56	3/18/2020	21,601.00	13.66%	65
57	4/17/2020	12,110.00	12.25%-13.66%	36-65
58	5/12/2020	34,948.00	12.25%-13.66%	36-65

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
59	6/13/2020	21,740.00	12.25%-13.66%	36-65
60	6/30/2020	28,635.00	12.25%-13.66%	36-65
61	7/14/2020	44,276.00	12.25%-13.66%	36-65
62	8/11/2020	22,725.00	12.25%-13.66%	36-65
63	8/27/2020	50,500.00	12.25%-13.66%	36-65
64	9/12/2020	18,000.00	12.25%-13.66%	36-65
65	9/29/2020	20,631.00	12.25%-13.66%	36-65
66	10/13/2020	17,129.00	12.25%-13.66%	36-65
67	11/2/2020	19,180.00	12.25%-13.66%	36-65
68	11/18/2020	21,745.00	12.25%-13.66%	36-65
69	12/5/2020	26,217.00	12.25%-13.66%	36-65
70	12/21/2020	26,105.00	12.25%-13.66%	36-65
71	1/7/2021	24,625.00	12.25%-13.66%	36-65
72	1/27/2021	15,270.00	12.25%-13.66%	36-65
73	2/9/2021	31,423.00	12.25%-13.66%	36-65
74	2/23/2021	27,555.00	12.25%-13.66%	36-65
75	3/9/2021	20,131.00	12.25%-13.66%	36-65
76	3/25/2021	20,575.00	12.25%-13.66%	36-65
77	3/30/2021	2,020.00	12.25%-13.66%	36-65
78	4/13/2021	25,920.00	12%-13.66%	24-65
79	4/23/2021	24,660.00	12%-13.66%	24-65
80	5/8/2021	22,795.00	12%-13.66%	24-65
81	6/2/2021	25,508.00	12%-13.66%	24-65
82	6/18/2021	24,329.00	12%-13.66%	24-65
83	7/9/2021	37,146.00	12%-13.66%	24-65
84	7/23/2021	37,602.00	12%-13.66%	24-65
85	8/6/2021	28,244.00	12%-13.66%	24-65
86	8/26/2021	42,098.00	12%-13.66%	24-65
87	9/8/2021	44,691.00	12%-13.66%	24-65
88	9/23/2021	37,271.00	12%-13.66%	24-65
89	10/8/2021	37,607.00	12%-13.66%	24-65
90	10/27/2021	46,212.00	12%-13.66%	24-65
91	11/13/2021	43,009.00	12%-13.66%	24-65
92	12/3/2021	51,793.00	12%-13.66%	24-65
93	12/30/2021	30,150.00	12%-13.66%	24-65
94	12/31/2021	20,950.00	12%-13.66%	24-65
95	1/21/2022	18,735.00	12%-13.66%	24-65
96	1/28/2022	33,216.00	12%-13.66%	24-65
97	2/17/2022	52,324.00	12%-13.66%	24-65
98	3/7/2022	73,820.00	11.5%-13.66%	13-65
99	3/21/2022	42,773.00	11.5%-13.66%	13-65
100	3/30/2022	28,730.00	11.5%-13.66%	13-65
101	4/12/2022	64,805.00	11.5%-13.66%	13-65
102	4/19/2022	60,407.00	11.5%-13.66%	13-65
103	5/6/2022	54,338.00	11%-13.01%	13-68
104	5/7/2022	9,050.00	11%-13.01%	13-68

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Sl. No.	Date of Allotment	Outstanding	Interest Rate	Tenure (months)
105	5/23/2022	62,579.00	11%-13.01%	13-68
106	6/2/2022	6,600.00	11%-13.01%	13-68
107	6/7/2022	53,768.00	11%-13.01%	13-68
108	6/20/2022	80,277.00	11%-13.01%	13-68
109	7/11/2022	73,224.00	11%-13.01%	13-68
110	8/2/2022	76,890.00	11%-13.01%	13-68
111	8/22/2022	5,850.00	11%-12.75%	13-36
112	8/23/2022	93,115.00	11%-13.01%	13-68
113	9/3/2022	76,423.00	11%-13.01%	13-68
114	9/26/2022	117,950.00	11%-13.01%	13-68
115	10/15/2022	88,026.00	11%-13.01%	13-68
116	10/31/2022	62,584.00	11%-13.01%	13-68
117	11/15/2022	101,094.00	11%-13.01%	13-68
118	12/2/2022	83,743.00	11%-13.01%	13-68
119	12/17/2022	64,718.00	11%-13.01%	13-68
120	12/31/2022	62,565.00	11%-13.01%	13-68
121	1/20/2023	61,202.00	11%-13.01%	13-68
122	2/7/2023	62,694.00	11%-13.01%	13-68
123	2/23/2023	62,094.00	11%-13.01%	13-68
124	3/14/2023	85,553.00	11%-13.01%	13-68
125	3/29/2023	71,190.00	11%-13.01%	13-68
126	3/31/2023	35,218.00	11%-13.01%	13-68
Total		3,245,849.00		

19 Borrowings (Other than Debt Securities)

	As at 31-Mar-2024	As at 31-Mar-2023
Term Loan		
Vehicle Loan- Axis Bank	14,174.67	12,785.14
SBI Term Loan	307,669.26	194,269.26
Loan repayable on demand		
Cash Credit from SBI	49,795.54	-
Loan From Related Parties		
Loan from Directors	91,515.40	1,911.28
Total	463,154.88	208,965.68
Borrowings in India	463,154.88	208,965.68
Borrowings outside India	-	-
Total	463,154.88	208,965.68

A] Terms and Conditions of borrowings

Name of the financial Institution	Security	Nature of Loan	Interest Rate	Other Terms
Axis Bank Limited	Vehicle - Toyota Vellfire	Auto Loan	7.25%	Margin -18%, EMI amounts to ₹1,79,752/-, Period - 60 months
Axis Bank Limited	Vehicle - BMW	Auto Loan	8.73%	Margin -14%, EMI amounts to ₹1,81,299/-, Period - 60 months
Axis Bank Limited	Vehicle - Innova	Auto Loan	9.60%	EMI amounts to ₹50,781/-, Period - 60 months

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Name of the financial Institution	Security	Nature of Loan	Interest Rate	Other Terms
Axis Bank Limited	Vehicle - Innova	Auto Loan	9.60%	EMI amounts to ₹50,781/-, Period - 60 months
State Bank of India	Hypothecation of Loan Receivables (Standard Assets as per IRACP Norms of RBI)	Term Loan	9.45%	Margin on Receivables atleast 125% of Term Loan Outstanding has to be ensured during the tenure of the loan, security includes a lien over bank deposits of INR 5.00 Crores (cash collateral)
State Bank of India	Hypothecation of Loan Receivables (Standard Assets as per IRACP Norms of RBI)	Term Loan	11.65%	Margin on Receivables atleast 125% of Term Loan Outstanding has to be ensured during the tenure of the loan, security includes a lien over bank deposits of INR 5.00 Crores (cash collateral)
State Bank of India	Hypothecation of Loan Receivables (Standard Assets as per IRACP Norms of RBI)	Cash Credit	11.65%	Margin on Receivables atleast 125% of Term Loan Outstanding has to be ensured during the tenure of the loan, security includes a lien over bank deposits of INR 5.00 Crores (cash collateral)
K.G Anilkumar	Nil	Loan from Directors	Nil	Nil
Umadevi Anilkumar	Nil	Loan from Directors	Nil	Nil

Term Loan (Secured)

Details of rate of interest and maturity pattern as on the date of the balance sheet is as under:

31-Mar-24

Repayable within	Rate of Interest					Total
	11.65%	8.73%	7.25%	9.45%	9.60%	
Due Within 1 year	54,300.00	1,829.83	1,886.99	50,400.00	800.26	109,217.09
Due Within 1-2 year	72,400.00	1,997.41	2,028.44	50,400.00	870.03	127,695.88
Due Within 2-3 year	37,100.00	944.67	662.74	43,069.26	957.33	82,733.99
Due Within 3-4 year	-	-	-	-	1,053.38	1,053.38
Due Within 4-5 year	-	-	-	-	1,143.59	1,143.59
Grand Total	163,800.00	4,771.91	4,578.17	143,869.26	4,824.59	321,843.93

31-Mar-23

Repayable within	Rate of Interest					Total
	11.65%	8.73%	7.25%	9.45%	9.60%	
Due Within 1 year	-	1,678.47	1,755.41	50,400.00	-	53,833.88
Due Within 1-2 year	-	1,831.01	1,886.99	47,900.00	-	51,618.00
Due Within 2-3 year	-	1,997.41	2,028.44	50,400.00	-	54,425.85
Due Within 3-4 year	-	944.67	662.74	45,569.26	-	47,176.67
Due Within 4-5 year	-	-	-	-	-	-
Grand Total	-	6,451.56	6,333.58	194,269.26	-	207,054.40

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

20 Subordinate Liabilities

	As at 31-Mar-2024	As at 31-Mar-2023
At Amortised Cost		
Subordinated debt from Others	338,268.00	240,795.00
Preference shares#	28,400.00	28,400.00
Total	366,668.00	269,195.00
Borrowings in India	366,668.00	269,195.00
Borrowings outside India	-	-
Total	366,668.00	269,195.00

#15% Redeemable Non - Convertible Cumulative Preference Shares of face value of ₹100/- paid up each.

B] Subordinated Debts from Others(Unsecured)

Subordinated debts have a face value of ₹1,000/- each. Details of rate of interest and maturity pattern as on the date of the balance sheet is as under:

As at 31-Mar-2024

Redeemable at par within	Rate of Interest							
	>=10% < 12%		>= 12% < 14%		> =14%		Total	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Due within 1 year	23,400.00	23,400.00	82,500	82,500.00	83,860	83,860.00	189,760	189,760.00
Due within 1- 2 years	-	-	31,080	31,080.00	19,955	19,955.00	51,035	51,035.00
Due within 2-3 years	-	-	-	-	-	-	-	-
Due within 3-4 years	-	-	-	-	-	-	-	-
Due within 4-5 years	-	-	52,852	52,852.00	-	-	52,852	52,852.00
Due within 5-6 years	-	-	44,621	44,621.00	-	-	44,621	44,621.00
Grand Total	23,400	23,400.00	211,053	211,053.00	103,815	103,815.00	338,268	338,268.00

As at 31-Mar-2023

Redeemable at par within	Rate of Interest							
	>=10% < 12%		>= 12% < 14%		> =14%		Total	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Due within 1 year	-	-	-	-	-	-	-	-
Due within 1- 2 years	-	-	105,900	105,900.00	83,860	83,860.00	189,760	189,760.00
Due within 2-3 years	-	-	3,100	3,100.00	2,000	2,000.00	5,100	5,100.00
Due within 3-4 years	-	-	-	-	-	-	-	-
Due within 4-5 years	-	-	27,980	27,980.00	17,955	17,955.00	45,935	45,935.00
Grand Total	-	-	136,980	136,980.00	103,815	103,815.00	240,795	240,795.00

21 Other financial liabilities

	As at 31-Mar-2024	As at 31-Mar-2023
Interest accrued on borrowings	461,394.92	383,217.01
Unclaimed dividend*	109.03	109.03
Unpaid matured debentures and interest accrued thereon;	1,322.60	4,741.23
Unpaid matured Subordinated Debts and interest accrued thereon;	12,438.74	12,555.24
Debenture Application money	-	-
Employee related payables	46,956.31	40,527.44
Others	237.25	149.21
Total	522,458.85	441,299.16

*Amount to be credited to Investor Education and Protection Fund towards unpaid dividends

Nil

Nil

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

22 Provisions

	As at 31-Mar-2024	As at 31-Mar-2023
Employee Benefits		
- Gratuity	18,173.15	12,905.59
Provisions for taxation	28,621.56	32,733.43
Provision for dividend on preference shares	4,230.00	4,260.00
Provision for loss on account of fraud.	3,227.98	12,799.91
Others	408.39	342.58
Total	54,661.08	63,041.51

23 Other non-financial liabilities

	As at 31-Mar-2024	As at 31-Mar-2023
Statutory dues payable	13,795.84	8,281.90
Other liabilities	2,036.38	2,749.06
Total	15,832.23	11,030.96

24 Equity Share capital

The reconciliation of equity shares outstanding at the beginning and at the end of the period

	As at 31-Mar-2024	As at 31-Mar-2023
Authorized shares		
10,00,00,000 (Previous Year : 10,00,00,000) Equity shares of ₹10/- each	1,000,000.00	1,000,000.00
50,00,00,000 (Previous Year : 50,00,00,000) Preference shares of ₹100/- each #	500,000.00	500,000.00
	1,500,000.00	1,500,000.00
Issued, subscribed and fully paid-up shares		
4,97,93,618 (Previous Year : 4,73,93,561) Equity shares of ₹10/- each #	497,936.18	473,935.61
Total	497,936.18	473,935.61

The Company has issued 15% Redeemable Non-Convertible Preference shares of face value ₹100 paid up each, which is disclosed in Note no 20 under subordinate liabilities.

a. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. Details of shareholders holding more than 5% shares in the company

Name of Shareholders	As at 31-Mar-2024		As at 31-Mar-2023	
	Number	% holding in the class	Number	% holding in the class
K G Anilkumar	17,616,478	35.38%	16,940,176	35.74%
Umadevi Anilkumar	4,781,799	9.60%	4,501,799	9.50%

(As per records of the Company, including its Register of share holders/members and other declarations received from share holders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.)

c. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Name of Shareholders	As at 31-Mar-2024		As at 31-Mar-2023	
	Number	Amount	Number	Amount
At the beginning of the year	47,393,561	473,935.61	44,334,952	443,349.52
Issued during the period	2,400,057	24,000.57	3,058,609	30,586.09
Outstanding at the end of the period	49,793,618	497,936.18	47,393,561	473,935.61

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

d. Shareholding of Promoters

As at 31-Mar-2024

Promoter name	Shares held by promoters at the end of the year		% Change during the year
	No. of Shares	% of total shares	
K G Anilkumar	17,616,478	35.38%	-0.36%
Umadevi Anilkumar	4,781,799	9.60%	0.10%

As at 31-Mar-2023

Promoter name	Shares held by promoters at the end of the year		% Change during the year
	No. of Shares	% of total shares	
K G Anilkumar	16,940,176	35.74%	-0.39%
Umadevi Anilkumar	4,501,799	9.50%	0.25%

25 Other Equity

	As at 31-Mar-2024	As at 31-Mar-2023
Statutory Reserves		
Balance as per the last financial statements	24,511.97	18,041.97
Add: Transferred from statement of Profit and loss account	4,100.00	6,470.00
Closing Balance	28,611.97	24,511.97
Impairment Reserves		
Balance as per the last financial statements	21,710.95	8,801.96
Add: Transferred from statement of Profit and loss account	-	12,908.99
Closing Balance	21,710.95	21,710.95
Securities Premium Reserves		
Balance as per the last financial statements	289,256.01	243,376.88
Add: Additions during the period	36,000.85	45,879.14
Closing Balance	325,256.87	289,256.01
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	41,115.06	34,150.01
Add: Other Net additions		
Profit/(loss) during the period	5,364.51	30,604.04
Less: Transferred to Statutory Reserve	4,100.00	6,470.00
Provision for dividend on Preference Share	4,260.00	4,260.00
Add/Less: Adjustments - Impairment Reserve	-	12,908.99
Net surplus in the statement of profit and loss	38,119.57	41,115.06
Other Comprehensive Income		
Balance as per last financial statements	549.20	(374.92)
Add: Additions during the period	(8.35)	924.12
Net surplus in the statement of profit and loss	540.85	549.20
Total	414,240.21	377,143.19

Nature and purpose of Reserves

Statutory reserve (Statutory Reserve pursuant to Section 45-IC of The RBI Act, 1934): Section 45IC of Reserve Bank of India Act, 1934 ("RBI Act, 1934") defines that every non banking finance institution which is a Company shall create a reserve fund and transfer therein a sum not less than twenty percent of its net profit every year as disclosed in the statement of profit and loss before any dividend is declared.

The Company has transferred an amount of ₹41,00,000/- (Previous year ₹64,70,000/-) to Statutory reserve pursuant to Section 45-IC of RBI Act, 1934

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Impairment reserve: Where impairment allowance under Ind AS 109 is lower than the provisioning required under IRACP (including standard asset provisioning), the differential amount is transferred to impairment reserve. The balance in the impairment reserves shall not be reckoned for regulatory capital

Securities premium: Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Other comprehensive income: Other items of other comprehensive income consist of remeasurement of net defined benefit liability/asset.

26 Revenue from operations

I) Interest Income

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
On Financial Assets measured at Amortised cost		
Interest on Loans	1,419,728.89	1,120,519.31
Interest on Fixed deposit	4,266.74	1,366.89
Total	1,423,995.62	1,121,886.20

II) Revenue from other Financial Services

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Income From Money Transfer	0.79	9.54
Fees and Service Charges Received	7,580.96	8,913.93
Total	7,581.75	8,923.47

27 Other income

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Miscellaneous income	130.04	444.74
Interest On Rent Deposit	3,653.79	3,660.44
Dividend on Investments	1,043.73	777.39
Net Gain/(Loss) on sale of investments	517.95	(436.98)
Gain on current investment due to market fluctuation	19,950.83	(9,256.57)
Profit/(Loss) on sale of Property, Plant and Equipment	-	-
Interest on Income Tax Refund	69.12	384.15
Concession on Lease Rent	-	-
Total	25,365.46	(4,426.84)

28 Finance costs

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
On Financial Assets measured at Amortised cost:		
Interest on Debentures	460,409.76	395,261.49
Interest on Subordinated Debts	42,448.11	40,077.35
Interest on Bank Borrowings	43,401.19	21,650.14
Interest on Lease Liability	20,246.07	12,429.73
Interest On Vehicle Loan	897.55	1,162.18
Other Interest expense:	-	-
Interest on short fall in payment of advance Income Tax	-	-
Interest on others	-	-
Total	567,402.69	470,580.89

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

29 Impairment of Financial Instruments

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
On financial liabilities measured at amortised cost:		
Loans Assets	8,952.54	6,677.42
Total	8,952.54	6,677.42

30 Employee benefits expense

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Salaries & Wages	329,644.23	265,618.40
Contribution to provident and other fund	22,872.22	19,184.15
Staff Welfare Expenses	2,780.30	2,265.60
Total	355,296.74	287,068.15

31 Depreciation and amortization expense

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Depreciation of tangible assets	80,864.32	72,538.91
Depreciation of right-of- use asset	50,882.16	36,969.97
Amortization of intangible assets	525.99	732.75
Total	132,272.47	110,241.63

32 Other expenses

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Advertising and sales promotion	190,530.17	61,743.13
Bank charges	1,459.75	1,648.23
Bad Debt Written Off	39,922.63	-
CSR Expenditure (Refer details below)	-	1,000.00
Director's sitting fees	670.35	346.08
Donation	110.88	1,363.00
Insurance	3,859.60	2,728.60
Office Expenses	11,912.10	10,764.46
Payment to auditor (Refer details below)	2,442.65	1,698.05
Postage and Telephone	11,131.62	9,415.96
Printing and stationery	5,062.40	5,329.39
Professional Charges	30,941.39	23,999.58
Provision for loss on account of fraud	(9,571.93)	4,080.90
Rent	31,152.84	29,125.90
Repairs and maintenance	21,870.67	18,445.48
Security charges	12,054.03	18,013.94
Tax and fee	12,300.34	4,537.16
Travelling and boarding	5,618.40	6,050.39
Water & Electricity	11,047.75	9,120.15
Other Expenditure	-	2.36
Total	382,515.63	209,412.77

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Payment to the auditor: (excluding tax)		
as auditor	1,145.00	1,135.00
for taxation matters	412.50	375.00
for company law matters	-	-
for management services	-	-
for other services	705.00	60.00
for reimbursement of expenses	-	-
Total	2,262.50	1,570.00

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Amount required to be spent by the company during the year	-	519.92
Amount of expenditure incurred	-	1,000.00
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	-	-
Nature of CSR activities	-	Educational and Entertainment Purposes
Details of related party transactions	-	-
Movement of CSR Provision:		
Provision as on 31.03.2023	-	-
Less: Contribution to Prime Minister's National Relief Fund	-	-
Provision as on 31.03.2024	-	-

33 Tax expenses

Income Tax

The components of income tax expense for the year ended 31 March 2024 and year ended 31 March 2023 are:

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Current tax	17,695.18	21,413.01
Adjustment in respect of current income tax of prior years	45.57	(319.38)
Deferred tax relating to origination and reversal of temporary differences	(8,046.18)	(9,054.02)
Total tax charge	9,694.57	12,039.61
Current tax	17,740.75	21,093.63
Deferred tax	(8,046.18)	(9,054.02)

Reconciliation of Income tax expense:

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Accounting profit before tax as per Ind AS	10,502.78	42,401.96
Add/(Less) : Ind AS Adjustments on PBT	-	-
Accounting profit before tax for IT Computation	10,502.78	42,401.96
Allowances / Disallowances and other adjustments (Net)	45,520.51	42,170.16
Adjusted profit / (Loss) before tax for Income Tax	56,023.29	84,572.12
Current Tax as per Books		
Tax at Normal Rate *	17,695.18	21,413.01
Tax at Special Rate (Short Term Capital Gain Effective rate of 17.16%, March 2023: 17.16%, Long Term Capital Gain Effective rate of 22.88%, March 2024: 22.88%)	-	17,695.18
		21,413.01

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Adjustment of prior year tax and MAT Credit	45.57	(319.38)
Total Tax as given in Books	17,740.75	21,093.63
	17,695.18	21,413.01

*For ICL Fincorp Limited-All India Statutory income tax rate of 25.17%, March 2023: 25.17%)

*For Salem Erode Investments Limited -All India Statutory income tax rate of 26%, March 2023: 26%)

Deferred Tax

The following table shows deferred tax recorded in the balance sheet and changes recorded in the Income tax expense:

	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	OCI	Others
	31-Mar-24	31-Mar-24	2023-24	2023-24	2023-24
MAT Credit Entitlement	16,801.89	-	(88.42)	-	-
Depreciation	24,620.52	-	7,036.71	-	-
Impairment allowance for financial assets	-	(3,941.47)	(154.58)	-	-
Remeasurement gain/ (loss) on defined benefit plan	-	(80.32)	-	323.63	-
Provisions	4,471.23	-	1,268.54	-	-
Financial assets measured at amortised cost	-	-	-	-	-
Other temporary differences	-	104.49	(104.49)	-	-
Total	45,893.64	(3,917.29)	7,957.76	323.63	-
Net Deferred tax liabilities as at 31 March, 2024	49,810.93	-			

	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	OCI	Others
	31-Mar-23	31-Mar-23	2022-23	2022-23	2022-23
MAT Credit Entitlement	16,890.31	-	(1,973.21)	-	-
Depreciation	17,583.82	-	6,549.22	-	-
Impairment allowance for financial assets	114.51	(3,981.54)	2,012.24	-	-
Remeasurement gain/ (loss) on defined benefit plan	-	243.31	-	(35.13)	-
Provisions	3,202.68	-	517.59	-	-
Financial assets measured at amortised cost	-	-	-	-	-
Other temporary differences	-	-	(25.04)	-	-
Total	37,791.32	(3,738.22)	7,080.81	(35.13)	-
Net Deferred tax liabilities as at 31 March, 2023	41,529.54				

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

34 Earnings per equity share

The following reflects the profit and share data used in the basic and diluted EPS computations:

	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
Profit/(loss) after tax	808.20	30,362.35
Less : Dividends on convertible preference shares & tax thereon	-	-
Net profit/(loss) for calculation of basic EPS	808.20	30,362.35
Net profit as above	808.20	30,362.35
Add : dividends on convertible preference shares & tax thereon	-	-
Add : interest on bonds convertible into equity shares (net of tax)	-	-
Net profit/(loss) for calculation of diluted EPS (A)	808.20	30,362.35
Weighted average number of equity shares in calculating basic EPS (B)	47,662	47,394
Effect of dilution:		
Convertible preference shares	-	-
Weighted average number of equity shares in calculating diluted EPS (C)	47,662	47,394
Earnings Per Share (A/B)	0.02	0.64
(Basic in ₹)		
Earnings Per Share (A/C)	0.02	0.64
(Diluted in ₹)		
Par value per share ₹	10.00	10.00

34 Retirement Benefit Plan

Defined Contribution Plan

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognized ₹1,91,94,267.00 /- (Previous Year: ₹1,48,31,704.00 /-) for Provident Fund contributions and ₹36,77,948.00 /- (Previous Year: ₹43,52,447.00 /-) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes.

Defined Benefit Plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

i) Gratuity

HOLDING COMPANY

ICL FINCORP LIMITED

Actuarial assumptions	As at 31-Mar-2024	As at 31-Mar-2023
Mortality table	IALM 2012-14 Ult	IALM 2012-14 Ult
Normal retirement Age (years)	65 Years	65 Years
Employee Turnover	21% p.a upto age 50 thereafter 3%	21% p.a upto age 50 thereafter 3%
Discount rate	7.20%	7.30%
Basic salary increases allowing for Price inflation	4%	4%
Formula used	Projected unit credit Method with control period of one year	Projected unit credit Method with control period of one year

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

SUBSIDIARY COMPANY

SALEM ERODE INVESTMENT LIMITED

Actuarial assumptions	As at 31-Mar-2024	As at 31-Mar-2023
Mortality table	IALM 2012-14 Ult	IALM 2012-14 Ult
Superannuation age	65	65
Early retirement and disablement	5% p.a	5% p.a
Discount rate	7.20%	7.50%
Inflation rate	5%	5%
Return on asset	N/A	N/A
Remaining working life	15.6	15.1
Formula used	Projected unit credit Method with control period of one year	Projected unit credit Method with control period of one year

Changes in fair value of plan assets

Not applicable as scheme is unfunded

Funded status

Not applicable as scheme is unfunded

Table 1

Reconciliation of PBO	As at 31-Mar-2024	As at 31-Mar-2023
Projected Benefit Obligation at Beginning of Year	12,905.59	10,745.26
Current Service Cost	4,044.07	2,865.61
Interest Cost	1,238.18	832.35
Contributions by plan participants	-	-
Actuarial (Gain)/Loss due to change in assumptions and experience deviation	320.83	(964.36)
Foreign currency exchange rate changes on plans measured in a currency different from the enterprise's reporting currency	-	-
Benefits Paid	(335.52)	(573.28)
Past service cost	-	-
Amalgamations	-	-
Curtailments	-	-
Settlements	-	-
Projected Benefit Obligation at End of Year	18,173.15	12,905.59

Table 2

Plan Asset at Fair Value	As at 31-Mar-2024	As at 31-Mar-2023
Plan Asset at beginning of year	-	-
Foreign currency exchange rate changes on plans measured in a currency different from the enterprise's reporting currency	-	-
Expected Return on Plan Asset	-	-
Employer Contribution	335.52	573.28
Employee Contribution	-	-
Benefit Payments	(335.52)	(573.28)
Asset Gain / (Loss)	-	-
Amalgamations	-	-
Settlements	-	-
Ending Asset	-	-
Total actuarial gain/(loss) to be recognised in other comprehensive income	(320.83)	964.36

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Table 3

Amount to be Recognised in Balancesheet:	As at 31-Mar-2024	As at 31-Mar-2023
Projected Benefit Obligation at End or year	18,173.15	12,905.59
Ending Asset	-	-
Funded Status asset / (liability)	(18,173.15)	(12,905.59)
Unrecognised past service cost - non vested benefits (-)	-	-
Liability(-)/Asset(+) recognised in Balance Sheet	(18,173.15)	(12,905.59)

Table 4

Statement of Profit/Loss	As at 31-Mar-2024	As at 31-Mar-2023
Current service cost	4,044.07	2,865.61
Interest cost	1,238.18	832.35
Expected return of plan asset	-	-
Curtaiment cost	-	-
Net actuarial (gain)/loss to be recognised in year	-	-
Past Service Cost Recognised	-	-
Effect of Curtailments	-	-
Income (-)/Expense(+) recognised in the statement of P&L	5,282.25	3,697.96
Current Liability	2,574.13	2,335.23
Non-Current Liability	15,599.02	10,570.35

Table 5

Further Reconciliation	As at 31-Mar-2024	As at 31-Mar-2023
Expenses As above	5,282.25	3,697.96
Less ERContrib/Direct ben paid	(335.52)	(573.28)
Less included in OCI	320.83	(964.36)
Balance to be recognised in P&L	5,267.56	2,160.32
Increase in Funded Status	(5,267.56)	(2,160.32)
Actuaial gain/(loss) due to assumption changes	(111.01)	811.19
Experience adjustments[Gain/(Loss)]:Liability	(209.82)	153.17
Total Actl gain/(loss) : liability	(320.83)	825.66
Asset gain / (loss)	-	-
Total gain / (loss)	(320.83)	825.66

Table 6

Amounts recognised in Other Comprehensive Income	As at 31-Mar-2024	As at 31-Mar-2023
Actuaial gain /(loss) due to assumption changes	(111.01)	811.19
Experience adjustments[Gain/(Loss)]:Liability	(209.82)	153.17
Total Actl gain/(loss) on liability side	(320.83)	964.36
Asset gain / (loss)	-	-
Total to be recognised in OCI for the year	(320.83)	964.36
Total b/f balance [gains/(loss)]	20.39	(943.96)
Total recognised in OCI at EoY	(300.43)	20.39

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Table 7

Sensitivity Analysis (Proj.Ben. Obligations)	As at 31-Mar-2024	As at 31-Mar-2023
Current year basis	18,173.15	12,905.59
Last years basis	18,062.14	13,716.78
Discount rate increased by 0.25%	17,924.33	12,744.25
Discount rate decreased by 0.25%	18,428.75	13,071.27
Salary Escalation rate increased by 2%	19,946.71	13,968.08
Salary Escalation rate decreased by 2%	16,680.83	11,964.97
Employee Turnover rate increased by 2%	18,056.33	12,793.90
Employee Turnover rate decreased by 2%	18,202.54	12,955.44

Table 8

Categories of Plan Assets	As at 31-Mar-2024	As at 31-Mar-2023
Government of India Securities	0%	0%
High quality corporate bonds	0%	0%
Equity shares of listed companies	0%	0%
Property	0%	0%
Funds managed by Insurer	0%	0%

Table 9

Details of experience adjustment on plan assets and liabilities	As at 31-Mar-2024	As at 31-Mar-2023
FY 2025	2,574.13	2,335.23
FY 2026	2,407.81	1,647.31
FY 2027	2,123.44	1,521.52
FY 2028	1,994.11	1,469.08
FY 2029	1,867.17	1,387.42
FY 2030-2034	9,381.39	5,828.83

35 Maturity Analysis Of Assets And Liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. With regard to loans and advances to customers, the Company uses the same basis of expected repayment behaviour as used for estimating the EIR.

	As at 31-Mar-2024			As at 31-Mar-2023		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Assets						
Financial Assets						
Cash and Cash Equivalents	151,053.66	-	151,053.66	97,900.74	-	97,900.74
Bank Balances other than above	50,135.41	-	50,135.41	53,195.10	-	53,195.10
Loans	4,726,133.90	56,540.03	4,782,673.93	4,013,902.95	16,540.45	4,030,443.40
Investments	66,865.62	-	66,865.62	47,086.51	-	47,086.51
Other Financial Asset	375,491.48	25,406.79	400,898.27	322,436.15	21,451.49	343,887.64
Total (A)	5,369,680.07	81,946.81	5,451,626.88	4,534,521.46	37,991.93	4,572,513.39
Non-Financial Assets						
Current tax assets (net)	33,377.75	-	33,377.75	32,892.22	-	32,892.22
Deferred tax assets (net)	-	49,810.93	49,810.93	-	41,529.54	41,529.54
Property, Plant and Equipment	-	466,819.59	466,819.59	-	325,518.70	325,518.70
Capital work in progress	-	3,652.41	3,652.41	-	3,631.72	3,631.72

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

	As at 31-Mar-2024			As at 31-Mar-2023		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Assets						
Right-of-Use Asset	7,735.18	166,789.55	174,524.72	1,164.30	113,308.67	114,472.96
Goodwill	-	44,786.26	44,786.26	-	44,786.26	44,786.26
Other Intangible assets	-	3,355.06	3,355.06	-	1,761.02	1,761.02
Other Non-Financial Asset	151,532.91	-	151,532.91	137,039.85	2,439.87	139,479.71
Total (B)	192,645.84	735,213.79	927,859.63	171,096.36	532,975.77	704,072.14
Total Assets (A+B)	5,562,325.91	817,160.61	6,379,486.51	4,705,617.82	570,967.71	5,276,585.53
Liabilities and Equity						
Financial Liabilities						
Trade payables						
(A) total outstanding dues of micro enterprises and small enterprises; and	11,301.59	-	11,301.59	632.41	-	632.41
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	30,434.79	-	30,434.79	13,749.97	-	13,749.97
Debt Securities	1,414,977.00	2,357,984.00	3,772,961.00	1,367,741.00	1,877,283.00	3,245,024.00
Borrowings	250,528.03	212,626.85	463,154.88	55,745.17	153,220.52	208,965.68
Subordinate Liabilities	234,381.00	132,287.00	366,668.00	-	269,195.00	269,195.00
Lease Liability	7,650.72	164,462.68	172,113.40	3,110.58	107,188.01	110,298.59
Other financial liabilities	275,950.92	246,507.93	522,458.85	246,977.02	194,322.14	441,299.16
Total (C)	2,225,224.06	3,113,868.45	5,339,092.51	1,687,956.14	2,601,208.67	4,289,164.81
Non-Financial Liabilities						
Provisions	36,487.94	18,173.15	54,661.08	50,135.92	12,905.59	63,041.51
Other non-financial liabilities	15,832.23	-	15,832.23	11,030.96	-	11,030.96
Total (D)	52,320.16	18,173.15	70,493.31	61,166.88	12,905.59	74,072.47
Total Liabilities (C+D)	2,277,544.22	3,132,041.59	5,409,585.82	1,749,123.02	2,614,114.26	4,363,237.28
Net	3,284,781.69	(2,314,880.99)	969,900.70	2,956,494.80	(2,043,146.55)	913,348.25

37 Change In Liabilities Arising From Financing Activities

Particulars	As at 31-Mar-2023	Cash Flows	Other	As at 31-Mar-2024
Debt Securities	3,245,024.00	527,937.00	-	3,772,961.00
Borrowings	208,965.68	254,189.19	-	463,154.88
Subordinate Liabilities	269,195.00	97,473.00	-	366,668.00
Total	3,723,184.69	879,599.19	-	4,602,783.88

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

38 Related party transactions

Names of related parties

Relationship	Name of the party
Key Management Personnel	Mr. K G Anilkumar (Managing Director)
	Ms. Umadevi Anilkumar (Whole Time Director)
	Mr. Madhavankutty T (CFO)
	Mr. Shinto Stanley (Independent Director)
	Mr. A. A Balan (Independent Director)
	Mr. Wilson K K (Non-Executive Director)
	Mr. Sreejith Surendran Pillai (Non-Executive Director)
	Saseendran Veliyath (Independent Director)
	Thainakathu Govindankutty Babu (Independent Director)
	Mr. Visakh TV (CS)
Manisha Menon (CS)	
Subsidiary/Associates / Enterprises owned or significantly influenced by key management personnel or their relatives	Salem Erode Investments Limited
	ICL Tours And Travels Private Limited
	ICL Chits Limited
	ICL Nidhi Limited
	ICL Medilab Private Limited
	Snow View Tex Collections Private Ltd
	Caits Info Solutions Pvt LTD
	Kichappu Entertainments
	Amaljith A Menon (Son of K G Anilkumar and Umadevi Anilkumar)
	Pankajakshy (Mother of Umadevi Anilkumar)
Laneseda Vanijya Private Limited	

Particulars	Key Management Personnel/Directors	
	31-Mar-24	31-Mar-23
Balance outstanding at the period end:		
Loan from Directors	91,515.40	1,911.28
K G Anilkumar		
Balance outstanding at the beginning	1,888.66	17,601.59
Amount Accepted	238,842.00	116,925.57
Amount Repaid	151,165.50	132,638.50
Balance outstanding at the period end	89,565.15	1,888.66
Umadevi Anilkumar		
Balance outstanding at the beginning	22.63	258.46
Amount Accepted	8,675.00	14,764.16
Amount Repaid	6,747.38	15,000.00
Balance outstanding at the period end	1,950.25	22.63
Property Loan including Interest receivable from Directors	0.00	0.00
K G Anilkumar		
Balance outstanding at the beginning	0.00	37,056.36
Amount Advanced	-	-
Interest Accrued	-	4,574.75
Amount Repaid	-	41,631.11
Balance outstanding at the period end	0.00	0.00

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Particulars	Key Management Personnel/Directors	
	31-Mar-24	31-Mar-23
Debenture Outstanding	8,100.00	338,223.00
K G Anilkumar	-	330,823.00
Umadevi Anilkumar	8,100.00	7,400.00
Debenture Accepted	297,534.00	667,394.00
K G Anilkumar	297,534.00	663,394.00
Umadevi Anilkumar	-	4,000.00
Subscription to Equity Shares including premium	17,000.00	10,000.00
K G Anilkumar	10,000.00	-
Umadevi Anilkumar	7,000.00	10,000.00
Interest payable on Debenture	1,001.60	4,985.23
K G Anilkumar	-	4,550.84
Umadevi Anilkumar	1,001.60	434.39
Rent Payable	106.67	73.51
K G Anilkumar	34.73	33.08
Umadevi Anilkumar	71.94	40.44
Income recorded in the books:	-	4,574.75
K G Anilkumar	-	4,574.75
Expenses recorded in the books:	-	-
Remuneration to Directors	-	18,000.00
K G Anilkumar	-	12,000.00
Umadevi Anilkumar	-	6,000.00
Remuneration to others	4,793.24	2,194.11
TV Visakh (CS)	1,330.81	-
Madhavankutty Thekkedath (CFO)	2,388.33	1,364.11
Manisha Menon (CS)	1,074.10	830.00
Interest on Debenture	26,152.64	10,154.43
K G Anilkumar	25,358.04	9,386.89
Umadevi Anilkumar	794.59	767.54
Interest on Subordinate Debt	-	92.83
K G Anilkumar	-	92.25
Umadevi Anilkumar	-	0.58
Sitting Fees paid to Directors (Excluding GST)	615.00	317.50
K G Anilkumar	111.00	58.00
Umadevi Anilkumar	105.00	56.00
Wilson K K	93.00	36.00
Shinto Stanly	96.00	36.00
Sreejith Surendran Pillai	84.00	33.00
A .A Balan	96.00	48.50
Saseendran Veliyath	15.00	25.00
Thainakathu Govindankutty Babu	15.00	25.00
Rent	1,385.34	993.19
K G Anilkumar	461.22	437.50
Umadevi Anilkumar	924.12	555.69

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

Particulars	Subsidiary/Associates / Enterprises owned or significantly influenced by key management personnel or their relatives	
	31-03-2024	31-03-2023
Advances with Interest receivables from Sister Concerns	-	13,930.54
ICL Tours & Travels Private Limited		
Balance outstanding at the beginning	13,930.54	26,161.77
Amount Advanced	60,000.00	-
Interest accrued	2,710.11	2,827.71
Amount Repaid	76,640.65	15,058.95
Balance outstanding with Interest Recievable at the period end	-	13,930.54
CAITS INFO SOLUTIONS		
Payable/(Advance) against purchase at the beginning	(2,462.39)	(2,409.81)
Purchases during the period	32,459.25	47,822.21
Payment against purchase	25,413.90	47,874.79
Payable/(Advance) against purchase at the period end	4,582.96	(2,462.39)
Income recorded in the books:	2,710.11	2,827.71
ICL Tours & Travels Private Limited	2,710.11	2,827.71

Particulars	Relatives of key management personnel/ directors	
	31-03-2024	31-03-2023
Debenture Outstanding	11,133.00	358,542.00
Pankajakshy	11,133.00	358,542.00
Debenture Accepted	319,495.00	684,689.00
Pankajakshy	319,495.00	684,689.00
Subscription to Equity Shares including premium	-	1,000.00
Amaljith A Menon	-	1,000.00
Interest payable on Debenture	3,183.37	4,453.34
Pankajakshy	3,183.37	4,453.34
Interest on Debenture	30,249.66	10,718.59
Pankajakshy	30,249.66	10,718.59

Note:

- Related parties have been identified on the basis of declaration received by the management and other records available
- The remuneration to the key managerial personnel does not include the provisions made for gratuity, as they are determined on actuarial basis for the company as a whole.

39 Statement of Net Assets, Profit and Loss and Other Comprehensive Income attributable to Owners and Non Controlling Interest

Particulars	Net Assets, i.e total assets minus total liability		Share in profit and loss		Share in Other comprehensive income		Share in Total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income	Amount	As % of Total comprehensive income	Amount
ICL Fincorp Ltd	94.05	912,176.39	663.76	5,364.51	(298.04)	(8.35)	660.43	5,356.16
Subsidiaries								
Salem Erode Investments Limited	5.95	57,724.30	(563.76)	(4,556.30)	398.04	11.15	(560.43)	(4,545.15)
Total	100.00	969,900.69	100.00	808.20	100.00	2.80	100.00	811.01

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

40 Goodwill on Consolidation

Goodwill on consolidation represents the excess purchase consideration paid over value of net assets of acquired subsidiaries on the date of such acquisition. Such goodwill is tested for impairment annually or more frequently, if there are indicators for impairment. The Management does not foresee any risk of impairment on the carrying value of goodwill as at 31 March, 2024

41 Draw Down From Reserves

	As at 31-Mar-2024	As at 31-Mar-2023
Total Gold loan portfolio	4,746,503.02	4,017,040.03
Total Assets	6,379,486.51	5,276,585.53
Gold loan portfolio as a percentage of total assets	74.40%	76.13%

42 Details of Auction held during the period

	As at 31-Mar-2024	As at 31-Mar-2023
No. of Loan accounts	312	4,123
Principal amount Outstanding at the dates of auction(A)	12,612.05	170,293.25
Interest and Other charges Outstanding at the dates of auction(B)	5,674.74	76,406.33
Total(A+B)	18,286.79	246,699.58
Value fetched*	17,958.88	216,816.57

*excluding GST / Sales tax collected from the buyer.

No sister concerns participated in the auctions held during the period.

43. Disclosure on the following matters required under schedule III as amended not being applicable in case of the company, same are not covered such as :

- No proceedings have been initiated or pending against the Group under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- The Group has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- No registration or satisfaction of charges are pending to be filed with ROC.
- The Group has not entered into any scheme of arrangement.
- There are no transactions which have not been recorded in the books.
- The Group has not traded or invested in crypto currency or virtual currency during the financial year.
- The Group does not have any transaction with companies struck off under section 248 or the Companies Act 2013.
- Utilisation of Borrowed funds or share premium :

No funds have been advanced or loaned or invested (either borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Group from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group 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.

Notes to the Consolidated Financial Statements for the year ended 31 March 2024

(All amounts are in Thousands of Indian Rupees unless otherwise stated)

45 Contingent Liabilities, Commitments and Contracts

	As at 31-Mar-2024	As at 31-Mar-2023
I. Contingent Liabilities		
Claims against the company not acknowledged as debts		
Demand from Income Tax Department on account of TDS default*	447.24	323.90
Guarantees	Nil	Nil
Other money for which the company is contingently liable	Nil	Nil
II. Commitments		
Uncalled liability on shares and other investments partly paid	Nil	Nil
Other commitments	Nil	Nil

*The Income Tax Department has raised demand of ₹4,47,243/- on account of TDS default. This happens due to clerical error in quarterly TDS return and the company proposes to revise the return to abolish errors. Since the company doesn't expect any liability after revising the return, no provision has been made in the books of accounts of the company.

Balance amount payable to Balagopal & Albert Pattiala as per the Agreement for the purchase of land executed on 9th August 2019 & 18th November 2022.

46 Expenditure In Foreign Currency

	As at 31-Mar-2024	As at 31-Mar-2023
Expenditure in foreign currency	Nil	Nil

47 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company has adequate cash and cash equivalents. The company monitors its capital by a careful scrutiny of the cash and cash equivalents, and a regular assessment of any debt requirements. In the absence of any debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

48 Fraud

During the period there have been certain instances of fraud on the Company, where gold loan related misappropriations have occurred for amounts aggregating ₹3,42,82,700/-, out of which ₹59,00,000/- has been recovered, ₹2,60,00,000 has been written off as bad debts in the books of accounts and the provision created for the balance amount of ₹23,82,700 in the books of accounts. The Company has initiated necessary legal actions.

49 Comparatives

Previous year figures have been regrouped/reclassified, wherever considered necessary, to conform to this period's classification.

As per our report of even date
For **Manikandan and Associates**
Chartered Accountants
ICAI Firm Reg No.: 0085205

Sd/-
C K Manikandan
[Partner]
Membership no.: 208654

Place: Chalakudy
Date: 30-05-2024

For and on behalf of the board of directors of
ICL Fincorp Limited

Sd/-
K G Anilkumar
[Managing Director]
(DIN:00766739)

Sd/-
Madhavankutty T
[Chief Financial Officer]

Place: Irinjalakuda
Date: 30-05-2024

Sd/-
Umadevi Anilkumar
[Whole Time Director]
(DIN: 06434467)

Sd/-
Visakh TV
[Company Secretary]



ICL FINCORP LIMITED

CIN: U65191TN1991PLC021815
Regd. Office: Plot No: C308, Door No: 66/40,
4th Avenue, Ashok Nagar,
Chennai, Tamil Nadu, India – 600083.
E-Mail ID: info@iclfincorp.com
Phone No: 0480-2828071