



**Date: September 5, 2024**

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI – 400 001

**National Stock Exchange of India Limited**  
“Exchange Plaza”,  
Bandra-Kurla Complex, Bandra (E).  
MUMBAI – 400 051

**Sub: Notice convening 18<sup>th</sup> Annual General Meeting (AGM) of Shareholders of the Company, along with Annual Report for the financial year 2023-24**

**Ref: Disclosure under Regulation 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations)**

Dear Sirs/Madam,

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), we wish to inform that Notice of the 18<sup>th</sup> Annual General Meeting of the Shareholders of the Company, scheduled to be held on Friday, September 27, 2024 at 09:00 A.M. (IST) ("**AGM**"), along with Annual Report for the financial year 2023-24 ("**Annual Report**") are being mailed to the Shareholders, holding equity shares of the Company whose email IDs are registered with the Company/Depositories, in compliance with applicable MCA and SEBI Circulars ("**Circulars**"). Notice of 18<sup>th</sup> AGM and Annual Report are also uploaded on the website of the Company viz <https://www.indiabullsccommercialcredit.com/annualreport.php> (Copy of the Notice and Annual Report are attached).

Further, pursuant to the applicable Listing Regulations and Circulars, the Company's Annual Report is also being sent to Debenture Holders, holding Debentures of the Company only in electronic mode, whose e-mail addresses are registered with Company/Depository Participant(s)/ Depository.

This is for your information and record.

Thanking you,

Yours faithfully,

**For Indiabulls Commercial Credit Limited**

**Ajit Kumar Singh**  
**Company Secretary**

*Encl.: a/a*



**INDIABULLS COMMERCIAL CREDIT LIMITED**

(CIN: U65923DL2006PLC150632)

**Registered Office:** 5<sup>th</sup> Floor, Building No. 27, KG Marg, Connaught Place, New Delhi – 110001

**Email:** [homeloans@sammaancapital.com](mailto:homeloans@sammaancapital.com), **Tel:** 011-43532950, **Fax:** 011-43532947

**Website:** <http://indiabullscommercialcredit.com/>

**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **EIGHTEENTH ANNUAL GENERAL MEETING** of the members of **INDIABULLS COMMERCIAL CREDIT LIMITED** will be held on **Friday, September 27, 2024 at 9:00 A.M. (IST)** (“AGM”) at the registered office of the Company at 5<sup>th</sup> Floor, Building No. 27, KG Marg, Connaught Place, New Delhi – 110001, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, and Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of three interim dividend(s) amounting to ₹2.20, ₹2.00 and ₹2.00 per Equity Share for the financial year 2023-24.
3. To appoint a Director in place of Mr. Ajit Kumar Mittal (DIN: 02698115), Non-Executive Director, who retires by rotation as a director and being eligible, offers himself for re-appointment.
4. **To appoint M/s. PARY & Co., Chartered Accountants, (Firm Registration No. 007288C) as the Statutory Auditor of the Company and to fix their remuneration and in this regard, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), the Companies (Audit and Auditors) Rules, 2014 and Circular No. RBI/2021-22/25-Ref. No. DoS. CO.ARG/ SEC.01/ 08.91.001/2021-22 dated April 27, 2021 (“**RBI Guidelines**”) issued by the Reserve Bank of India (RBI) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. PARY & Co., Chartered Accountants, (Firm Registration No. 007288C), who being eligible for appointment as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, be and is hereby appointed as the Statutory Auditor of the Company (in place of Retiring Joint Statutory Auditors whose tenure expires at the conclusion of the ensuing Annual General Meeting) to hold office from conclusion of the 18<sup>th</sup> Annual General Meeting till the conclusion of 21<sup>st</sup> Annual General Meeting of the Company to conduct the audit of accounts of the Company for the financial years ending March 31, 2025, March 31, 2026 and March 31, 2027.

**RESOLVED FURTHER THAT** pursuant to Section 142 of the Act, M/s. PARY & Co., Chartered Accountants be paid remuneration of ₹ 25,00,000/- (Rupees Twenty Five Lakhs only) (exclusive of certification fees, goods and service tax and reimbursement of out of pocket expenses) in connection with the audit of the accounts of the Company for the financial year 2024- 25 and THAT the Board be and is hereby authorised to approve upto 10% increase in remuneration, for each subsequent FYs, subject to, fulfilment of the eligibility norms by said Statutory Auditor in each such financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient for such purpose and with the power to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles and responsibilities/scope of work of the Statutory Auditor, negotiating, finalising, amending, signing, delivering, executing, the terms of

appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

**SPECIAL BUSINESS:**

**Item No. 5:**

**To consider and if thought fit to pass the following resolution as a Special Resolution, for issue of Non-Convertible Debentures and/or Bonds, of the Company, on private placement basis:**

“**RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 (“**RBI NBFC Directions**”), the Securities and Exchange Board of India (“**SEBI**”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, and subject to other applicable regulations/ guidelines, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “**Board**”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) to issue Redeemable Non-Convertible Debentures, secured or unsecured (“**NCDs**”) and/or Bonds (issuance of NCDs and/ or Bonds shall not be in the nature of equity shares), which may or may not be classified as being Tier II capital under the provisions of RBI NBFC Directions, for cash, either at par or premium or discount to the face value, under one or more shelf disclosure documents and/or under one or more letters of offer and/or under one or more Placement Memorandum and/or under one or more General Information Memorandum and Key Information Memorandum, as may be issued by the Company, and in one or more series, on private placement basis, from time to time, during a period of one year from the date of passing of this Resolution, such that the total amount raised by the Company through issue of NCDs / Bonds at any given point of time shall not exceed ₹ 5,000 Crores, which is within the overall borrowing limits of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such other acts, deeds and things, as it may deem necessary, in its absolute discretion, including to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred, to any Committee of Directors and / or directors and / or officers of the Company, to give effect to the authority of this resolution.”

By Order of the Board of Directors  
For **Indiabulls Commercial Credit Limited**

Sd/-

**Ajit Kumar Singh**  
Company Secretary & Compliance Officer  
Membership No.: A20840

**Date: August 29, 2024**  
**Place: Gurugram**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and on a poll to vote instead of himself and that a proxy need not be a member. The proxy form to be valid and effective should be lodged with the company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the AGM.
3. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. All documents referred in this Notice and other statutory registers are open for inspection by the Members on the date of the AGM at the venue of the meeting and also at the Registered Office of the Company between 10:00 A.M. to 4:00 P.M. on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the AGM.
6. Members desiring any information relating to the financial statement of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready at the AGM.

## **EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/ SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all material facts relating to the special business mentioned under Resolution No. 4 of this Notice. Explanation to ordinary business mentioned under Resolution No. 3 has been provided on a voluntary basis.

### **ITEM Nos. 4:**

The current Joint Statutory Auditors of the Company viz. Messrs Rao & Emmar, Chartered Accountants (ICAI Firm Registration No. 003084S) and Messrs Hem Sandeep & Co., Chartered Accountants (ICAI Firm Registration No. 009907N) who were appointed as Joint Statutory Auditors of the Company at the Extra-Ordinary General Meeting of the Company held on November 24, 2021 and will hold office till the conclusion of 18<sup>th</sup> Annual General Meeting of the Company ('Retiring Joint Statutory Auditors') in line with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding Regional Rural Banks), Primary (Urban) Co-operative Banks and Non-Banking Finance Companies ("NBFCs") (including Housing Finance Companies) issued by Reserve Bank of India ('RBI') on April 27, 2021 ("RBI Guidelines").

As per the RBI Guidelines, the statutory audit of a Company, having the asset size of Rs. 15,000 Crores or above, should be conducted under joint audit of a minimum of two audit firms. Since as per the last audited balance sheet of the Company, the assets size of the Company has come below INR 15,000 Cr, hence, appointment of one statutory auditor is required.

Therefore, as the Retiring Joint Statutory Auditors of the Company will be completing their term as Joint Statutory Auditors after conclusion of the ensuing 18<sup>th</sup> Annual General Meeting of the Company, the Audit Committee and the Board of Directors in their respective meetings held on August 29, 2024 recommended to the Members of the Company, pursuant to RBI Guidelines, the passing of the necessary resolutions at the ensuing 18<sup>th</sup> Annual General Meeting of the Company for the appointment of M/s. PARY & Co., Chartered Accountants, (Firm Registration No. 007288C) as new Statutory Auditor of the Company from the conclusion of 18<sup>th</sup> Annual General Meeting of the Company till the conclusion of 21<sup>st</sup> Annual General Meeting of the Company to conduct the audit of accounts of the Company for a term of three consecutive financial years ending March 31, 2025, March 31, 2026 and March 31, 2027 in place of the Joint Statutory Auditors retiring at the 18<sup>th</sup> Annual General Meeting of the Company.

M/s. PARY & Co., Chartered Accountants, (Firm Registration No. 007288C) have informed the Company that they are eligible to be appointed as Statutory Auditor of the Company as per the RBI Guidelines and confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act and that they are not disqualified to be appointed as statutory auditor under Section 141 and other relevant provisions of the Act, the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Chartered Accountants Act, 1949.

The Audit Committee and the Board of Directors recommend to the Members the appointment of M/s. PARY & Co., Chartered Accountants, (Firm Registration No. 007288C), as new Statutory Auditor of the Company as set out in the ordinary resolution at Item Nos. 3 of this Notice.

The Brief profile of Joint Statutory Auditors are available on the website of Stock Exchanges at <https://www.bseindia.com/xml-data/corpfiling/AttachHis/1781bf8e-c118-49d6-84ee-9089f8505f8c.pdf> and [https://nsearchives.nseindia.com/content/debt/WDM/Debt\\_29082024191849\\_ICCL\\_OutcomeofBoardMeeting29\\_august\\_2024.pdf](https://nsearchives.nseindia.com/content/debt/WDM/Debt_29082024191849_ICCL_OutcomeofBoardMeeting29_august_2024.pdf)

The Audit Committee and the Board of Directors in their respective meetings had also recommended for the payment of remuneration of ₹ 25,00,000/- (Rupees Twenty Five Lakhs only) (exclusive of certification fees, goods and service tax and reimbursement of out of pocket expenses) in connection with the audit of the accounts of the Company for the financial year 2024 - 25 and THAT the Board be and is hereby authorised to approve upto 10% increase in remuneration, for each subsequent FYs, subject to, fulfilment of the eligibility norms by such Joint Statutory Auditor in each such financial year.

Also, since the Company raises the funds through issue of NCDs on public issue basis, on regular intervals, and Statutory Auditors provide various certificates towards the said issuances, which necessitates the expertise of the Statutory Auditors, for which they charge certification fees, in addition to the statutory audit fee. Also the Company has disclosed the details of non-audit Fees paid to the statutory auditors for FY 23 and FY 24, in Annual Report for FY 24.

The Board of Directors recommends the resolution set out at Item No. 4 of the AGM Notice to the Members of the Company for their consideration and approval, by way of an Ordinary Resolutions.

None of the Promoter, Directors and Key Managerial Personnel (KMPs) of the Company or any relatives of such Promoter, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

#### **ITEM NO. 5:**

Pursuant to and in terms of Section 42 of the Companies Act, 2013 read with the Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Board of Directors of the Company, subject to members' approval, by way of a Special Resolution, which is required to be passed every year, can raise funds through issue of NCDs and/or Bonds, on a private placement basis, upto one year from the date of members' approval to the resolution, as set out at Item No.5 of this Notice.

Accordingly, approval of the Members is being sought by way of a Special Resolution as set out at Item No. 5 of this Notice, as an enabling authorization for the Board to issue NCDs and/or Bonds, on a private placement basis, during a period of one year from the date of this Annual General Meeting of the Company, upto ₹ 5,000 Crores, which is within the overall borrowing limits of the Company.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 5 of this Notice, for the approval of the Members of the Company.

None of the Promoter, Directors and Key Managerial Personnel (KMPs) of the Company or any relatives of such Promoter, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

By Order of the Board of Directors  
For **Indiabulls Commercial Credit Limited**

Sd/-  
**Ajit Kumar Singh**  
Company Secretary & Compliance Officer  
Membership No.: A20840

**Date: August 29, 2024**  
**Place: Gurugram**



**ANNEXURE TO THE AGM NOTICE**

Details of the Director seeking re-appointment at the 18<sup>th</sup> Annual General Meeting in terms of paragraph 1.2.5 of the Secretarial Standard-2 on General Meetings, is given below:

<b>Name of the Director</b>	Mr. Ajit Kumar Mittal
<b>DIN</b>	02698115
<b>Date of Birth and Age</b>	July 17, 1959 and 65 Years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	June 30, 2013
<b>Qualification/ Brief Profile and experience</b>	<p>He holds a bachelor's degree in arts and a masters' degree in arts (economics) from Kurukshetra University. He also holds a masters' degree in science (business administration programme) from the University of Illinois, USA.</p> <p>He also have wide experience and expertise in Taxation, Regulatory Compliances, Business Strategy, Regulatory / legal &amp; Risk Management, Marketing, Corporate Governance, Corporate Social Responsibility, Stakeholder Management, Operations and Process Optimization.</p>
<b>Relationship with other Directors, Manager and Key Managerial Personnel</b>	None
<b>Terms and conditions of Appointment/re-appointment</b>	Non-Executive Director liable to retire by rotation
<b>Remuneration sought to be paid</b>	Nil
<b>Last drawn Remuneration</b>	Nil
<b>Directorships held in other companies</b>	<ol style="list-style-type: none"> <li>1. AM4 Investments Private Limited</li> <li>2. Trustpay Education Services Private Limited</li> </ol>
<b>List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held</b>	Nil
<b>No. of shares held in the Company, (including shareholding as a beneficial owner)</b>	Nil
<b>Number of Board Meetings attended during the financial year (2023-24)</b>	7 (Seven)

*\*includes only Audit Committee and Stakeholders' Relationship Committee*



**INDIABULLS COMMERCIAL CREDIT LIMITED**

(CIN: U65923DL2006PLC150632)

**Registered Office:** 5<sup>th</sup> Floor, Building No. 27, KG Marg, Connaught Place, New Delhi – 110001

**Email:** [homeloans@sammaancapital.com](mailto:homeloans@sammaancapital.com), **Tel:** 011-43532950, **Fax:** 011-43532947

**Website:** <http://indiabullscommercialcredit.com/>

**FORM NO. MGT 11**

**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member (s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Folio No./DPID Client ID: \_\_\_\_\_

I / We, being the member(s) of \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

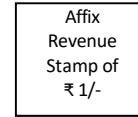
as my / our proxy(ies) to attend and vote (on a poll) for me / us and on my / our behalf at the 18<sup>th</sup> Annual General Meeting of the Company, to be held on **Friday, September 27, 2024 at 09:00 A.M. (IST)** at 5<sup>th</sup> Floor, Building No. 27, KG Marg, Connaught Place, New Delhi – 110001, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

<b>Resolution No.</b>	<b>Brief Details of the Resolutions</b>
<b>ORDINARY BUSINESS</b>	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, and Reports of the Board of Directors and Auditors thereon.
2.	To confirm the payment of three interim dividend(s) amounting to ₹2.20, ₹2.00 and ₹2.00 per Equity Share for the financial year 2023-24.
3.	To appoint a Director in place of Mr. Ajit Kumar Mittal (DIN: 02698115), Non-Executive Director, who retires by rotation as a director and being eligible, offers himself for re-appointment.

4.	To appoint M/s. PARY & Co., Chartered Accountants, (Firm Registration No. 007288C), as the Statutory Auditor of the Company and to fix their remuneration.
<b>SPECIAL BUSINESS</b>	
5.	Approval for issue of Non-Convertible Debentures and/or Bonds, not in the nature of equity shares, of the Company, on private placement basis, upto ₹ 5000 Crore.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024 Signature of Shareholder: \_\_\_\_\_

Signature of Proxy Holder(s): \_\_\_\_\_



**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company. A person appointed as Proxy shall act on behalf of not more than 50 (fifty) Members and holding not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.





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**Website:** <http://indiabullsccommercialcredit.com/>

**ATTENDANCE SLIP**

Folio No./DPID Client ID: \_\_\_\_\_ No. of Shares: \_\_\_\_\_

*Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.*

Name of the attending Member / Proxy (in BLOCK LETTERS): \_\_\_\_\_

I hereby record my presence at the **EIGHTEENTH ANNUAL GENERAL MEETING** of the Company held on **Friday, September 27, 2024** at **09:00 A.M. (IST)** at 5<sup>th</sup> Floor, Building No. 27, KG Marg, Connaught Place, New Delhi – 110001.

\_\_\_\_\_  
Member's Signatures

\_\_\_\_\_  
Proxy's Signatures

***Indiabulls***

**INDIABULLS COMMERCIAL CREDIT LIMITED**

**(CIN: U65923DL2006PLC150632)**

**Annual Report 2023-24**

# CORPORATE INFORMATION

## **Board of Directors**

Mr. Ajit Kumar Mittal, Non-Executive Chairman  
Mr. Rajiv Gandhi, Managing Director & CEO  
Mr. Dinabandhu Mohapatra, Independent Director  
Mr. Satish Chand Mathur, Independent Director  
Mr. Gorinka Jagannmohan Rao, Independent Director  
Ms. Nikita Sureshchand Tulsian, Independent Director  
Mr. Anil Malhan, Non-Executive Director

## **Chief Financial Officer**

Mr. Ashish Kumar Jain

## **Company Secretary & Compliance Officer**

Mr. Ajit Kumar Singh

## **Investor Relations**

Mr. Ramnath Shenoy  
Tel: 022-61891444  
Email: [investor.relations@sammaancapital.com](mailto:investor.relations@sammaancapital.com)

## **Joint Statutory Auditors**

### **Rao & Emmar**

Chartered Accountants  
FRN:003084S  
204 and 205, 2<sup>nd</sup> Floor,  
Ramanashree Arcade, M G Road,  
Bengaluru-560001

### **Hem Sandeep & Co.**

Chartered Accountants  
FRN: 009907N  
D 118, Saket,  
New Delhi – 110017

## **Secretarial Auditors**

Anshul Chhabra & Associates  
Company Secretaries  
J-338, Ground Floor, Baljeet Nagar,  
New Delhi - 110008

## **Registered Office**

5th Floor, Building No. 27, KG Marg,  
Connaught Place, New Delhi - 110001  
Email: [home loans@sammaancapital.com](mailto:home loans@sammaancapital.com)  
Tel: 011-43532950,  
Fax: 011-43532947  
Website: [www.indiabullsccommercialcredit.com](http://www.indiabullsccommercialcredit.com)

## **Corporate Offices**

One International Centre,  
18th Floor, Tower 1,  
Senapati Bapat Marg,  
Elphinstone Road,  
Mumbai – 400 013, Maharashtra

4<sup>th</sup> Floor, Augusta point, Golf Course Road,  
Gurugram, Haryana – 122002

## **Registrar & Transfer Agent**

KFin Technologies Limited  
Unit: Indiabulls Commercial Credit Limited  
Selenium Tower B, Plot No.31-32,  
Financial District, Nanakramguda, Serilingampally,  
Hyderabad, Rangareddi – 500 032, Telangana

## **Bankers**

- Axis Bank
- Bank of Baroda
- Canara Bank
- HDFC Bank
- ICICI Bank
- IDBI Bank
- Kotak Mahindra Bank
- National Bank for Agriculture and Rural Development
- RBL Bank Ltd
- Small Industries Development Bank of India
- Union Bank of India
- Jana Small Finance Bank



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Website: <http://indiabullsccommercialcredit.com/>

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 18<sup>th</sup> Annual Report together with the Audited Financial Statements for the Financial Year (“FY”) ended March 31, 2024.

### FINANCIAL RESULTS

Summary of the Financial Results for the Financial Year ended March 31, 2024 are as under:

*(Amount in ₹ Crores)*

Particulars	For the Year Ended 31 <sup>st</sup> March, 2024	For the Year Ended 31 <sup>st</sup> March, 2023
Total Revenue	1,495.65	1,886.64
Total Expenses	951.71	1,179.09
Profit before Tax	543.94	707.55
Less: Provision for Current Tax	120.54	165.65
Add: Deferred Tax charge / (credit)	10.40	10.00
Profit After Tax	413.00	531.90
Balance of Profit brought forward#	994.39	773.67
Amount available for appropriation	1,407.39	1,305.57
Less: Appropriations:		
Transfer to Debenture Redemption Reserve	-	-
Transfer to Reserve Fund (u/s 45 IC of the RBI Act 1934)	82.60	106.37
Dividend on equity shares	153.64	204.44
Transfer to Special reserve fund u/s 36(1)(viii) of the Income Tax Act, 1961	29.38	-
Balance of Profit carried forward	1,141.77	994.76
Earnings per Equity Share	16.67	21.46

*#After adjusting Other Comprehensive Income (OCI) on Remeasurement gain on defined benefit plan (net of tax) to retained earnings.*

During the FY ended March 31, 2024, the Board has not proposed to transfer any amount to any reserve(s) except as specified in summary above.

## **BUSINESS REVIEW**

The revenue from the operations of the Company for the financial year 2023–24 stood at ₹ 1,494.73 Crores and profit after tax of the Company was ₹ 413.00 Crores. The profitability of the Company is expected to further grow in the coming years.

The Company's Total Capital Adequacy [Standalone] stood at 44.81% with a Tier 1 of 44.81% against regulatory requirement of 15% and 10% respectively.

## **STATE OF COMPANY'S AFFAIRS**

Your Company is a non-deposit taking NBFC registered with the RBI and a 100% subsidiary of Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited), non-banking financial company without accepting public deposits by RBI in accordance with Section 451A of Reserve Bank of India Act, 1934 ("COR").

Your Company focuses primarily on long-term secured mortgage-backed loans and offer loans against property to the target client base of salaried and self-employed individuals and small and medium sized enterprises. It also offers mortgage loans to real estate developers in India in the form of lease rental discounting for commercial premises and construction finance for the construction of residential premises. During the year under review, there were no changes in the nature of business of the Company.

## **DIVIDEND**

During the Financial Year 2023-24, the Board of Director in its meeting held:

1. On June 30, 2023, had declared interim dividend of ₹2.20 (Rupees Two and Twenty Paise) per equity share of ₹ 10/- each for the Financial Year 2023-24 and total outflow amounting to ₹54.52 Crore which was paid on 5<sup>th</sup> July, 2023.
2. On September 30, 2023, had declared second interim dividend of ₹2.00 (Rupees Two) per equity share of ₹ 10/- each for the Financial Year 2023-24 and total outflow amounting to ₹49.56 Crore which was paid on 4<sup>th</sup> October, 2023.
3. On March 30, 2024, had declared third interim dividend of ₹2.00 (Rupees Two) per equity share of ₹ 10/- each for the Financial Year 2023-24 and total outflow amounting to ₹49.56 Crore which was paid on 3<sup>rd</sup> April, 2024.

## **COMPLIANCES**

During the year under review, your Company has complied with all applicable regulations of the Reserve Bank of India. As per Non-Banking Finance Companies RBI Directions, 1998, the Directors hereby report that the Company did not accept any public deposits during the year and did not have any public deposits outstanding at the end of the year.

The RBI vide its notification dated October 22, 2021, introduced an integrated regulatory framework for NBFCs under Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs. Under SBR, NBFCs are divided into four layers viz., top layer, upper layer, middle layer and base layer based on the size, activity, and perceived riskiness. The Company is in the middle layer ("NBFC-ML"). Further, the Company has complied with and continues to comply with all applicable laws, rules, circulars and regulations, including the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended from time to time.

The Company is an Unlisted Company as its Shares are not listed on any stock exchange. However, the Secured Redeemable Non-Convertible Debentures and Unsecured Redeemable Non-Convertible Subordinated Debentures (NCDs) issued by the Company by way of public issue and/or private placement basis are listed on National Stock Exchange of India Limited and BSE Limited.

Securities and Exchange Board of India (“SEBI”) vide its notification no. SEBI/LADNRO/GN/2021/47, issued on September 7, 2021, amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“SEBI Listing Regulations”) and made Regulations 15 to 27 applicable to the Debt Listed Companies having an outstanding value of listed Non-Convertible debt securities of ₹ 500 Crore and above i.e. High Value Debt Listed Entity (“HVDLE”), on comply or explain basis till March 31, 2025.

In terms of these Regulations the Company has been classified as a HVDLE and is in compliance with all the applicable Regulations of SEBI Listing Regulations.

## **REGULATORY GUIDELINES**

Reserve Bank of India (RBI) is the regulator for Non-Banking Financial Companies. In accordance with this, the Company is in compliance with all regulations pertaining to Accounting Standards, Prudential norms for asset classification, income recognition, provisioning, capital adequacy and credit ratings.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Currently, the composition of the Board is in compliance with the requirements under the Companies Act, 2013 and SEBI Listing Regulations, to the extent applicable on the Company.

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, Woman Director and Independent Directors.

During the financial year 2023-24, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Gorinka Jaganmohan Rao (DIN: 06743140) as an Additional Director (Independent) of the Company, not liable to retire by rotation, for a period effective from July 01, 2023 till June 30, 2026, which was approved by the Members at the Annual General Meeting (AGM) held on September 25, 2023.

Further, Ms. Preetinder Virk (DIN: 02398827), Non-Executive Woman Director, had resigned from the Company w.e.f. October 23, 2023, due to her personal reasons and the Board of Directors, in place of Ms. Preetinder Virk had appointed Ms. Nikita Sureshchand Tulsian (DIN: 08628087), as an Additional Director (Independent) of the Company, not liable to retire by rotation for a period effective from October 23, 2023 till October 22, 2026, which was approved by the Members at the Extra-ordinary General Meeting (EGM) held on January 19, 2024.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Ajit Kumar Mittal (DIN:02698115), Chairman and Non-Executive Director of the Company, retires by rotation and, being eligible, offer himself for re-appointment at the ensuing Annual General Meeting.

All the present Independent Directors of the Company have given declaration that they meet the criteria of independence laid down under Section 149(6) of the of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, they have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and that they hold the highest standards of integrity. In terms of Section 150 of the Act read with the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors of the Company have registered themselves with the data bank of Independent Directors created and maintained by the Indian Institute of Corporate Affairs, Manesar.

Mr. Rajiv Gandhi, Managing Director & CEO, Mr. Ashish Kumar Jain, Chief Financial Officer (CFO) and Mr. Ajit Kumar Singh, Company Secretary (CS), are the KMPs of the Company.

## **BORROWINGS**

The Company primarily sources funds through Term Loans, Cash Credit, Non-Convertible Debentures (NCDs), Subordinate Debt. The outstanding debt as on March 31, 2024 was ₹ 7,505.82 Crore as compared to ₹ 7,202.52 Crore as on March 31, 2023.

## **ISSUANCE OF SECURED AND UNSECURED NON-CONVERTIBLE DEBENTURES (NCDs)**

During the year under review, the Company has raised ₹ 112.6402 Crore by issuing Secured, Redeemable, Non-Convertible Debentures ("NCDs") of face value of ₹ 1,000/- each through Public issue. As on March 31, 2024 total outstanding NCDs were amounting to ₹ 2,877.23 Crore.

Further during the current financial year i.e. 2024-2025 Company has raised 40 Crore by issuing NCDs of face value of ₹ 1,00,000/- each on private placement basis.

The Company has been regular in repayment of its principal and payment of interest thereon.

There are no NCD's which have not been claimed by the investors or not paid by the Company after the date on which the NCD became due for redemption.

## **RATING UPDATES**

Indiabulls Commercial Credit Limited, a 100% subsidiary of Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited) continues to enjoy the long term credit rating of AA from CRISIL (a Standard & Poor's Company), ICRA (a Moody's Investor Services Company), AA- by CARE and AA+ from Brickwork Ratings.

## **SHARE CAPITAL**

The paid up equity share capital of the Company as on March 31, 2024, stood at ₹ 247,79,93,240/- comprising of 24,77,99,324 equity shares of ₹ 10/- each.

## **DEMATERIALIZATION OF SHARES**

As on March 31, 2024, 99.99% of the shareholding of the Company is in Demat mode.

## **ADDRESS FOR CORRESPONDENCE**

### **(i) Registered Office:**

5<sup>th</sup> Floor, Building No. 27, KG Marg,  
Connaught Place, New Delhi - 110001  
Email: [homeloans@sammaancapital.com](mailto:homeloans@sammaancapital.com)  
Tel: 011 4353 2950, Fax: 011 4353 2947  
Website: <http://www.indiabullsccommercialcredit.com>

### **(ii) Corporate Office:**

(a) One International Centre, 18<sup>th</sup> Floor, Tower 1,  
Senapati Bapat Marg, Elphinstone Road,  
Mumbai – 400 013, Maharashtra  
Tel: 022 6189 1400, Fax: 022 6189 1416

(b) 4<sup>th</sup> Floor, Augusta point, Golf Course Road,  
Gurugram, Haryana – 122002  
Tel: 91 124 668 1212 (Toll Free), Fax: 91 124 668 1213

## DEBENTURE TRUSTEES

### 1. IDBI Trusteeship Services Limited

**Contact Person:** Mr. Ashish Naik

**Address:** Universal Insurance Building, Ground Floor,  
Sir P.M. Road, Fort, Mumbai – 400001

**Tel:** (022) 40807073;

**Fax:** (022) 66311776

**Website:** <https://idbitrustee.com/>

### 2. Beacon Trusteeship Limited

**Contact Person:** Mr. Kaustubh Kulkarni

**Address:** 5W, 5th Floor, The Metropolitan,  
E Block, Bandra Kurla Complex (BKC),  
Bandra (East), Mumbai 400 051

**Tel:** 022-4606 0278

**Website:** <https://beacontrustee.co.in/>

### 3. Axis Trustee Services Limited

**Contact Person:** Mr. Anil Grover

**Address:** The Ruby, 2<sup>nd</sup> Floor, SW, 29 Senapati Bapat Marg,  
Dadar West, Mumbai – 400 028 (Maharashtra)

**Tel:** +91- 22 6230 0451

**Website:** [www.axistrustee.in](http://www.axistrustee.in)

## REGISTRAR & TRANSFER AGENT

### KFin Technologies Limited

**Unit:** Indiabulls Commercial Credit Limited,

Selenium Tower B, Plot No.31-32,

Financial District, Nanakramguda,

Serilingampally, Hyderabad

Rangareddi – 500 032, Telangana

**Tel :** 040-6716-2222, **Fax:** 040-23001153

**Website:** <https://www.kfintech.com/>

## PUBLIC DEPOSITS

Your Company being a Non Deposit taking Non – Banking Financial Company, has not accepted any deposits from the public under Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

## AUDITORS

### (a) Statutory Auditors

The current Joint Statutory Auditors of the Company Messrs RAO & EMMAR, Chartered Accountants (Firm Registration No. 003084S issued by The Institute of Chartered Accountants of India) and Messrs HEM Sandeep & Co, Chartered Accountants (Firm Registration No. 009907N issued by The Institute of Chartered Accountants of India) who were appointed as Joint Statutory Auditors of the Company at the Extra-Ordinary General Meeting of the Company held on November 24, 2021, to hold office till the conclusion of 18<sup>th</sup> Annual General Meeting of the Company in line with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding Regional Rural Banks), Primary (Urban) Co-operative Banks and Non- Banking Finance Companies (“NBFCs”) (including Housing Finance Companies) issued by Reserve Bank of India (“RBI”) on April 27, 2021 (“RBI Guidelines”).



Since, the current Joint Statutory Auditors of the Company will be completing their term as a Joint Statutory Auditors after conclusion of the ensuing 18<sup>th</sup> AGM of the Company, the Audit Committee and the Board of Directors in their respective meetings had recommended to the Members of the Company, pursuant to RBI Guidelines, for passing necessary resolutions at the ensuing 18<sup>th</sup> AGM of the Company for the appointment of M/s. PARY & Co., Chartered Accountants, (Firm Registration No. 007288C) as new Statutory Auditor of the Company from the conclusion of 18<sup>th</sup> Annual General Meeting of the Company till the conclusion of 21<sup>st</sup> Annual General Meeting of the Company to conduct the audit of accounts of the Company for a term of three consecutive financial years ending March 31, 2025, March 31, 2026 and March 31, 2027 in place of the current Joint Statutory Auditors, retiring at the 18<sup>th</sup> AGM of the Company. The new Statutory Auditor has confirmed that they are not disqualified to act as Auditor and are eligible to hold office as Statutory Auditor of the Company. They have also confirmed that they hold a valid peer review certificate as prescribed under the Listing Regulations.

During the financial year 2023-24, the total remuneration paid by the Company (excluding Certification Fee, applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the audit of the accounts of the Company) to Messrs Rao & Emmar and Messrs Hem Sandeep & Co and, was ₹0.15 crore and ₹0.20 crore, respectively.

The Report of Joint Statutory Auditors for the FY 2023- 24, forms part of this Report. The Joint Statutory Auditors Report does not contain any qualification, reservation or adverse remark.

The Notes to the Accounts referred to in the Joint Auditors Report are self - explanatory and therefore do not call for any further explanation. No frauds have been reported by the Joint Auditors of the Company in terms of Section 143(12) of the Companies Act, 2013.

#### **(b) Secretarial Auditors & Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the rules made thereunder, the Company has appointed M/s Anshul Chhabra & Associates, Company Secretaries in practice as its Secretarial Auditors, to conduct the Secretarial Audit of the Company, for the Financial Year 2023-2024. The Company has provided all assistance, facilities, documents, records and clarifications etc. to the Secretarial Auditors for conducting their audit. The Report of Secretarial Auditors for the Financial Year 2023-24, is annexed as “Annexure - 1”, forming part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Secretarial Compliance Report as prescribed by SEBI is annexed as “Annexure - 2”, forming part of this Report.

#### **(c) Cost Records**

The Company is not required to prepare and maintain cost records pursuant to Section 148(1) of the Companies Act, 2013.

### **MATERIAL CHANGES AND COMMITMENTS**

There are no material changes and commitments, affecting the financial position of the Company, which has occurred between the end of the Financial Year of the Company i.e. March 31, 2024 and the date of this Report.

However during the financial year, the office of Registrar of Companies, Delhi & Haryana (“RoC”) has made the name “Sammaan Finserve Limited” (“SFL”) available to Indiabulls Commercial Credit Limited (“ICCL”), subject to RBI approval and the new name has also been updated on the website of the Ministry of Corporate Affairs. Further, ICCL has filed letter dated March 4, 2024 to the office of RBI, seeking no objection certificate for new name i.e., “Sammaan Finserve Limited”. The RoC provided its approval and the NOC on the same is pending from RBI. Post receipt of the NOC from RBI, the name change will be effected.

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

During the Financial Year 2023-24, the Company had not paid any penalty.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134 of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company, as at March 31, 2024 and the profit and loss of the company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that such financial controls were adequate and were operating effectively; and
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **INFORMATION PURSUANT TO SECTION 134 AND SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH THE RELEVANT RULES**

The information required to be disclosed pursuant to Section 134 and Section 197 of the Companies Act, 2013, read with the relevant rules (to the extent applicable), not elsewhere mentioned in this Report, are as under:

#### **ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3) of the Companies Act, 2013 ("Act"), the Annual Return as on March 31, 2024 is available on the Company's website on <https://www.indiabullsccommercialcredit.com/annualreport.php>

#### **BOARD MEETINGS**

During the Financial Year 2023-24, 7 (Seven) Board Meetings were convened by the Board of Directors of the Company. The details of such meetings are given in Corporate Governance Report forming part of this Annual Report.

#### **LOANS, GUARANTEES OR INVESTMENTS**

During the FY 2023-24, in terms of the provisions of Section 186(1) of the Companies Act, 2013, the Company did not make any investments through more than two layers of Investment Companies. Further, the Company, being a Non – Banking Finance Company and registered with the Reserve Bank of India, loans given, guarantees provided and investments made by it, were not covered under the provisions of Section 186 of the Companies Act, 2013.

#### **RELATED PARTY TRANSACTIONS**

As required under Regulation 23(1) of the SEBI Listing Regulations, the Company has formulated a 'Policy on Related Party Transactions' for proper conduct and documentation of all related party

transactions. The same is available on the website of the Company at <https://www.indiabullsccommercialcredit.com/dir/ICCL-Policy-on-Related-Party-Transactions.pdf>

Further, the Company also has in place a Framework on Related Party Transactions for the purpose of identification, monitoring and approving of such transactions as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

During the year, no materially significant related party transaction was entered by the Company with its Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large. All the related party transactions, entered into by the Company, during the financial year, were in its ordinary course of business and on an arm's length basis.

Further, Your Directors wish to draw attention of the members to Notes to the financial statement which sets out related party disclosures.

Further, there were no transaction requiring disclosure under section 134(3)(h) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this report.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an elaborate system of internal controls commensurate with the size, scale and complexity of its operations; it also covers areas like financial reporting, fraud control, compliance with applicable laws and regulations etc. Regular internal audits are conducted to check and to ensure that responsibilities are discharged effectively.

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

The Company being a Non-Banking Finance Company is not required to use much of energy and technology absorption, however in compliance of Section 134(3) read with Rule – 8 of Companies (Accounts) Rules, 2014, the necessary reporting with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo, is an under:

#### **A. Conservation of Energy**

The Company operations do not account for substantial energy consumption. However, the Company is taking all possible measures to conserve energy. As an ongoing process, the followings are (i) the steps taken or impact on conservation of energy; (ii) the steps taken by the company for utilizing alternate sources of energy; and (iii) the capital investment on energy conservation equipment.

Consumption of electricity and its efficient utilization is an important area of EMS and the Company has taken many steps to reduce its carbon footprint on this front. The Company has been able to reduce energy consumption by using star rated appliances where possible and also through the replacement of CFL lights with LED lights. Monitoring resource usage, improved process efficiency, reduced waste generation and disposal costs have also supported the cause.

#### **B. Technology Absorption**

The Company is investing in cutting edge technologies to upgrade its infrastructure set up and innovative technical solutions, thereby increasing customer delight & employee efficiency. Next Generation Business Intelligence & analytics tool have been implemented to ensure that while data continues to grow, decision makers gets answers faster than ever for timely & critical level decision making. The Company has implemented best of the breed applications to manage and automate its business processes to achieve higher efficiency, data integrity and data security. It has helped it in implementing best business practices and shorter time to market new schemes, products and customer services. The Company has taken major initiatives for improved employee experience, by implementing innovative solutions and empowering them by providing mobile platform to manage their work while on the go.

The Company's investment in technology has improved customer services, reduced operational cost and development of new business opportunities. No technology was imported by the Company during the last three financial years including FY 2023-24.

### **C. Foreign Exchange Earnings and Outgo**

During the year under review, your Company had no foreign exchange earnings. Foreign exchange expenditure outgo was ₹ Nil.

### **BUSINESS RISK MANAGEMENT**

Pursuant to the applicable provisions of the Companies Act, 2013, the Company has formulated robust business Risk Management framework to identify and evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on its business objectives and enhance its competitive advantage. It defines the risk management approach across the Company including the documentation and reporting. At present, the Company has not identified any element of risk which may threaten its existence.

### **PARTICULARS OF EMPLOYEES**

Pursuant to the applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures on Managerial Remuneration are provided in "Annexure - 3" forming part of this Report.

Further, the information of employees of the Company, employed by the Company through the year or part thereof, as required to be made in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in "Annexure - 4".

### **FAMILIARISATION PROGRAMME FOR NON – EXECUTIVE DIRECTORS**

Non - Executive Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through presentations about the Company's strategy, business model, product and service offerings, customers & shareholders profile, financial details, human resources, technology, facilities, internal controls and risk management, their roles, rights and responsibilities in the Company.

The Board is also periodically briefed on the various changes, if any, in the regulations governing the conduct of Non – Executive Directors including independent directors. The details of the familiarization programmes have been hosted on the website of the Company and link provided in the Report on Corporate Governance forming part of this Report.

### **SUBSIDIARY & ASSOCIATES COMPANIES**

As on March 31, 2024, the Company has no subsidiary. Further pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014, Form AOC - 1 relating to Statement containing salient features of the financial statement of subsidiary is not applicable on the Company.

### **NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES OR ASSOCIATE COMPANIES**

During the FY 2023-24, no new Company became or ceased to be Subsidiary or Joint Venture or Associate of the Company.

## **COMMITTEES OF THE BOARD**

The Board has constituted various Committees with specific terms of reference to focus on specific areas. These include Audit Committee, Nomination & Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee,

The details with respect to composition, powers, roles, terms of reference, etc. of Committees constituted under the Companies Act, 2013 and SEBI Listing Regulations are given in the Corporate Governance Report forming part of this Annual Report.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

As part of its initiatives under “Corporate Social Responsibility”, the Company has undertaken projects in the area of development of Health Care Services, Arts and Cultural Development etc. as per its CSR Policy and the details given in Annual Report on CSR Activities attached as “Annexure - 5”, forming part of this Report. The project is in accordance with Schedule VII of the Companies Act, 2013 read with the relevant rules.

The CSR policy of the Company is available on the Company’s website [https://www.indiabullsccommercialcredit.com/dir/csr\\_policy\\_iccl.pdf](https://www.indiabullsccommercialcredit.com/dir/csr_policy_iccl.pdf)

## **CORPORATE GOVERNANCE REPORT**

Pursuant to the applicable provisions of the SEBI Listing Regulations, Corporate Governance Practices followed by the Company, together with a certificate from a practicing Company Secretary confirming compliance, is presented in a separate section forming part of this Annual Report.

## **BOARD EVALUATION**

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance and of the individual Directors as well as an evaluation of the working of all the Committees of the Board. The Board of Directors was assisted by the Nomination and Remuneration Committee (“NRC”). The performance evaluation was carried out by seeking inputs from all the Directors / Members of the Committees, as the case may be.

The Board of the Company followed the criteria as specified in the Guidance Note on the Board Evaluation issued by SEBI for evaluating the performance of the Board as a whole, Committees of the Board, Individual Directors and the Chairman. The criteria for evaluation of the Board as a whole, inter alia, covered parameters such as Structure of the Board, Meetings of the Board, Functions of the Board and Board & Management. The criteria for evaluation of Individual Directors covered parameters such as knowledge and competency, fulfillment of functions, ability to function as a team, etc. The criteria for evaluation of the Board Committees covered areas related to mandate and composition, effectiveness of the committee, structure of the committee and meetings, etc.

The feedback of the Independent Directors on their review of the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman of the Company and the assessment of the quality, quantity and timeliness of flow of information between the Company, the Management and the Board was taken into consideration by the Board in carrying out the performance evaluation.

## **POLICY ON APPOINTMENT OF DIRECTORS & THEIR REMUNERATION**

The Nomination and Remuneration Committee (“NRC”) develops the competency requirements of the Board based on the industry and the strategy of the Company, conducts a gap analysis and recommends the reconstitution of the Board, as and when required. It also recommends to the Board, the appointment of Directors having good personal and professional reputation and conducts reference checks and due diligence of all Directors before recommending them to the Board. Besides the above, the NRC ensures that the new Directors are familiarized.

A Board approved policy for selection and appointment of Directors, Senior Management and their remuneration, is already in place. The brief of Appointment and Remuneration Policy is stated in the Corporate Governance Report forming part of this Annual Report.

#### **NUMBER OF CASES FILED, IF ANY, AND THEIR DISPOSAL UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the financial year 2023-24, no cases of sexual harassment were reported.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received, if any, regarding sexual harassment.

#### **DETAILS OF PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

During the year under review, no applications were made or case was pending under the Insolvency and Bankruptcy Code, 2016.

#### **DETAILS OF VALUATION DONE WITH RESPECT TO LOANS TAKEN FROM BANKS OR FINANCIAL INSTITUTION**

During the year, the Company has not done any one time settlement and hence, there was no difference between the amount of the valuation done at the time of one time settlement and the valuation done while taking loan from Banks or Financial Institutions.

#### **SECRETARIAL STANDARDS**

The Board of Directors state that the Company has complied with the applicable Secretarial Standards (SS-1 and SS-2) respectively relating to Meetings of the Board, its Committees and the General Meetings as issued by the Institute of Company Secretaries of India.

#### **VIGIL MECHANISM**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company has implemented the Whistle Blower Policy (the Policy), to provide an avenue for directors, employees and other stakeholders to report matters without the risk of subsequent victimization, discrimination or disadvantage.

The Policy applies to all Employees working for the Company and its Subsidiaries. Pursuant to the Policy, the whistle blowers can raise concerns relating to matters such as breach of Company's Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, misappropriation of Company's funds / assets etc. A whistle blowing or reporting mechanism, as set out in the Policy, invites all Employees to act responsibly to uphold the reputation of the Company and its Subsidiaries.

The Policy aims to ensure that serious concerns are properly raised and addressed and are recognized as an enabling factor in administering good governance practices. The details of the Whistle Blower Policy are available on the website of the Company at <https://www.indiabullscommercialcredit.com/dir/ICCL-Whistle-Blower-Policy.pdf>

## **ACKNOWLEDGEMENT**

Your Company has been able to operate efficiently because of the culture of professionalism, creativity, integrity and continuous improvement in all functional areas and the efficient utilization of all its resources for sustainable and profitable growth. Your Directors wish to place on record their appreciation of the contributions made all those who were connected with the Company, for their support during the year.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Date: August 29, 2024

**Sd/-**  
**Ajit Kumar Mittal**  
Non-Executive Chairman  
DIN: 02698115

**Sd/-**  
**Rajiv Gandhi**  
Managing Director & CEO  
DIN: 09063985

**FORM-MR-3**  
**SECRETARIAL AUDIT REPORT**

**For the Financial Year ended on March 31, 2024**

*[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members  
**Indiabulls Commercial Credit Limited**  
**CIN: U65923DL2006PLC150632**  
**5<sup>th</sup> Floor, Building No. 27, KG Marg Connaught Place, New Delhi - 110001**

We have conducted, the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the **Indiabulls Commercial Credit Limited** (hereinafter called "**the Company**" / "**ICCL**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereupon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company, has during the audit period covering the financial year ended on March 31, 2024 complied with various statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2024** according to the provisions (including amendments) of the following:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder.
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- v. The following Regulations and Guidelines, as amended from time to time, prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (*Not applicable to the Company during the Audit Period*);
  - 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 (*Not applicable to the Company during the Audit Period*);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*Not applicable to the Company during the Audit Period*);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and 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 Companies Act, 2013 and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (*Not applicable to the Company during the Audit Period*); and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*Not applicable to the Company during the Audit Period*).

vi. and other applicable laws like:

- All the Rules, Regulations, Directions, Guidelines and Circulars including Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, issued by the Reserve Bank of India, as amended from time to time;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH);
- Labour and Social Security Laws - Employees State Insurance Act, 1948; Payment of Wages Act, 1936; Minimum Wages Act, 1948; Industrial Disputes Act, 1947; Payment of Bonus Act, 1965; Payment of Gratuity Act, 1972; Contract Labor (Regulation and Abolition) Act, 1970; Maternity Benefit Act, 1961, The Equal Remuneration Act 1976; Employees Provident Funds and Miscellaneous Act, 1952.

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

- i. Secretarial Standards for Board Meetings (SS-1) and for General Meeting (SS-2) issued by the Institute of Company Secretaries of India;
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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

#### **We further report that**

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, Woman Director and Independent Directors. Mr. Gorinka Jaganmohan Rao and Ms. Nikita Sureshchand Tulsian were appointed as Independent Directors on July 01, 2023 and October 23, 2023, respectively. Ms. Preetinder Virk, resigned as Non-Executive Director of the Company w.e.f. October 23, 2023. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI LODR.
- b. Adequate notice is given to all Directors to schedule the Board and its Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice 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(s).

- c. All the decisions carried through unanimously with the consent of all the Directors present in the meeting and members' views are captured and recorded in the minutes.

**We further report that** based on the information provided and representations made by the Company, there were 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.

**We further report that,** during the Audit period the Company has undertaken following specific events/ actions:

- i. Issued and allotted of 1,126,402 Secured Redeemable Non-convertible Debentures (NCD) of face value of ₹. 1,000/- each, aggregating to ₹. 112.6402 Crore, on public issue basis on April 25, 2023.
- ii. The Shareholders vide Special Resolution dated May 18, 2023 had approved the change in the sub clause 6 of clause 3 (a) of Memorandum of Association (MOA) and Registrar of Companies, NCT of Delhi & Haryana had approved the same on May 26, 2023.
- iii. The Shareholder of the Company in its Annual General Meeting held on September 25, 2023, had confirmed the payment of interim dividend of Rs. 7.25/- per equity share (on the face value of Rs. 10/- per equity share), for the financial year ended March 31, 2023. Further, they had also approved the amendment in Articles of Association of the Company by insertion of Clause 134A for making provisions for the debenture trustees for appointment of Nominee Directors in the Board of the Company as required by the SEBI Regulations.
- iv. The Board of Directors of the Company in its meeting held on June 30, 2023, September 30, 2023 and March 30, 2024, respectively, had declared Interim Dividend(s) of ₹2/-, ₹2.20/- and ₹2/- per equity share (on the face value of ₹ 10/- per equity share) for the Financial Year 2023-24.
- v. The office of Registrar of Companies, Delhi & Haryana ("RoC") has made the name "Sammaan Finserve Limited" ("SFL") available to Indiabulls Commercial Credit Limited ("ICCL"), subject to RBI approval and the new name has also been updated on the website of the Ministry of Corporate Affairs. Further, ICCL has filed letter dated March 4, 2024 to the office of RBI, seeking no objection certificate for new name i.e., "Sammaan Finserve Limited". The RoC provided its approval and the NOC on the same is pending from RBI. Post receipt of the NOC from RBI, the name change will be effected.

For **Anshul Chhabra & Associates,**  
Company Secretaries

Sd/-

**Anshul Chhabra**

**M. No.:** A37155

**CP No.:** 13935

**UDIN:** A037155F000667059

**PR No:** 1621/ 2021

**Date:** July 04, 2024

**Place:** New Delhi

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

To,  
The Members  
**Indiabulls Commercial Credit Limited**  
**CIN: U65923DL2006PLC150632**  
**5<sup>th</sup> Floor, Building No. 27, KG Marg Connaught Place, New Delhi - 110001**

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

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

For **Anshul Chhabra & Associates,**  
Company Secretaries

Sd/-

**Anshul Chhabra**

**M. No.:** A37155

**CP No.:** 13935

**UDIN:** A037155F000667059

**PR No:** 1621/ 2021

**Date:** July 04, 2024

**Place:** New Delhi

**Secretarial Compliance Report of M/s Indiabulls Commercial Credit Limited (“ICCL/ Company”) for the financial year ended March 31, 2024.**

We Anshul Chhabra, Proprietor of Anshul Chhabra & Associates, Company Secretaries, having office at J 338, Ground Floor, Baljeet Nagar, New Delhi 110008 have examined:

- (a) all the documents and records made available to us and explanation provided by the Company,
  - (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
  - (c) website of the listed entity,
  - (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.
- for the financial year ended March 31, 2024 (“**Review Period**”) in respect of compliance with the provisions of :
- (a) the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“**SEBI**”);

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

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the review period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the review period)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the review period)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company)
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
None										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended March 31, 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
None						

We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observation s/Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	None
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/guidelines issued by SEBI.</li> </ul>	Yes	None
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The listed entity is maintaining a functional website.</li> <li>● Timely dissemination of the documents/ information under a separate section on the website.</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.</li> </ul>	Yes  Yes  NA	None  None  In terms of NSE Circular No. NSE/CML/2021/10 dated September 30, 2021 and BSE Circular No.

			20220107-16 dated January 7, 2022, Annexure II of Compliance Report on Corporate Governance as prescribed by SEBI vide Circular No. SEBI/HO/CFD/CM D2/P/CIR/2021/567 dated May 31, 2021 is not applicable on the Company, being a High Value Debt Listed Company
4.	<p><b>Disqualification of Director(s):</b></p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	None
5.	<p><b>Details related to subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	NA	NA
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	None
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p>	Yes  N.A.	None

9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	<p>The Company being High Value Debt Listed Company, the Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 is not applicable on the Company. However the Company had has provided all the required disclosure(s) under Regulation 51 along with Part B of Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p>
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p>	Yes	<p>No actions were taken by SEBI or by the Stock Exchanges during the Review Period including under Standard Operating Procedures issued by SEBI through various circulars.</p>
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	<p>There has been no resignation of Statutory Auditors in the FY 2023-24.</p>

13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	No non-compliance has been observed during the Review Period in respect of all SEBI regulations, circulars, guidance notes etc
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Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Anshul Chhabra & Associates,  
Company Secretaries

Sd/-  
Anshul Chhabra  
M. No.: 37155  
CP No.: 13935  
UDIN: A037155F000481137  
PR No: 1621/2021  
Date: 29.05.2024  
Place: New Delhi



**DISCLOSURE ON MANAGERIAL REMUNERATION**

Details of remuneration as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are as under:-

**Ratio of the remuneration of each director to the median employees' remuneration, for FY 2023-24**

Name & Designation	Ratio of remuneration to median Employees' remuneration
Mr. Rajiv Gandhi, Managing Director & CEO	88:1

**Percentage increase in remuneration of each director and Key Managerial Personnel, in FY 2023-24**

Name & Designation	Increase in Remuneration [%]
	FY 2023-24
Mr. Rajiv Gandhi, Managing Director & CEO	0%*
Mr. Ashish Kumar Jain, Chief Financial Officer	18%
Mr. Ajit Kumar Singh, Company Secretary	25%

\*Mr. Rajiv Gandhi, has not taken any increase his salary

The details of Fee for attending Board meetings and other incentives, if any, paid to Independent Directors and Non- Executive Directors have been disclosed in the Annual Return as on March 31, 2024, which is available on the Company's website on <https://www.indiabullsccommercialcredit.com/annualreport.php>

The above table has been drawn up on the remuneration of the key managerial personnel in FY2023-24.

**Average percentile increase in the median remuneration of employees other than Managerial Personnel, in FY 2023-24**

The average increase in the remuneration of all the employees, other than Managerial Personnel, was 14.5%. This was determined based on the overall performance of the Company and internal evaluation of Key Result Areas.

**Number of permanent employees on the rolls of Company**

The Company had 203 employees on its permanent rolls, as of March 31, 2024.

**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.**

The average percentage increase in the salaries of all employees other than the key managerial personnel, for FY 2023-24 is around 14.5%, while the average increase in the remuneration of key managerial personnel is around 5.6%. The rationale for exceptional increase in managerial remuneration is as mentioned in the paragraph earlier below the table of 'Percentage increase in remuneration of each director and Key Managerial Personnel, in FY 2023-24'.

**For and on behalf of the Board of Directors**

**Sd/-**

**Sd/-**

**Ajit Kumar Mittal**

**Rajiv Gandhi**

Non-Executive Chairman

Managing Director & CEO

DIN: 02698115

DIN: 09063985

Place: Mumbai

Date: August 29, 2024

**DETAILS REGARDING REMUNERATION TO THE EMPLOYEES AS PER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AS AMENDED**

(A) Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees

Sl. No.	Name	Designation of the employee	Remuneration received	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by such employee before joining the company	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1.	Ravindra Gupta	Senior General Manager	1,29,97,798	Permanent	MBA	01-Sep-13	42	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No
2.	Ashish Kumar Jain	Chief General Manager	1,43,07,077	Permanent	CA	01-May-16	45	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No

3.	Rajiv Gandhi	President	4,22,89,218	Permanent	MBA	01-Jan-22	58	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No
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**(B) Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month**

<b>Sl. No.</b>	<b>Name</b>	<b>Designation of the employee</b>	<b>Remuneration received</b>	<b>Nature of employment, whether contractual or otherwise</b>	<b>Qualifications and experience of the employee</b>	<b>Date of commencement of employment</b>	<b>The age of such employee</b>	<b>The last employment held by such employee before joining the company</b>	<b>The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above</b>	<b>Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager</b>
1.	Anil Malhan	Executive Director	1,95,42,885	Permanent	P.G.D.B.M	01-Apr-23	51	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No



**(D) The names of the top ten employees in terms of remuneration drawn during the Financial Year 2023-24**

Sl. No.	Name	Designation of the employee	Remuneration received	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by such employee before joining the company	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1.	Rajiv Gandhi	President	4,22,89,218	Permanent	MBA	01-Jan-22	58	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No
2.	Anil Malhan	Executive Director	1,95,42,885	Permanent	PGDBM	01-Apr-23	51	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No
3.	Ashish Kumar Jain	Chief General Manager	1,43,07,077	Permanent	CA	01-May-16	45	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No
4.	Ravindra Gupta	Senior General Manager	1,29,97,798	Permanent	MBA	01-Sep-13	42	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No
5.	Pankaj Kumar Jain	Senior General Manager	78,62,416	Permanent	CA	01-Aug-17	47	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No

6.	Gaurav Agarwal	Deputy General Manager	76,50,896	Permanent	MBA	01-Nov-20	42	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No
7.	Ajit Kumar Singh	Deputy General Manager	69,04,936	Permanent	CS	01-Aug-17	44	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No
8.	Devendra Kochhar	Senior General Manager	68,05,328	Permanent	B.Com	01-Nov-21	44	GKC Management Services Pvt Ltd	Nil	No
9.	Pankaj Kumar Tiwari	Assistant General Manager	53,11,020	Permanent	MBA	01-Sep-13	43	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No
10.	Pratham Saxena	General Manager	41,47,387	Permanent	B.Com	01-Aug-17	47	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Nil	No

Notes: -

1. Remuneration includes salary, bonus, incentive, house rent allowance, supplementary allowance, Transport allowance, Medical allowance, leave travel allowance, and other allowance paid in cash.
2. Other Terms and Conditions: All appointments are/were in accordance with the terms and conditions as per applicable Rules and Policy of the Company.



**ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR ENDING 31<sup>ST</sup> MARCH, 2024****1. Brief outline on CSR Policy of the Company:**

The Company focuses its CSR efforts on such areas, where it could provide maximum benefits to the society at large. These are, improving awareness of communities towards Health care Services, Arts and Cultural Development etc. The Company will continue to engage with stakeholders including experts, NGOs, professional bodies / forums and the government and would take up such CSR activities in line with the government's intent, which are important for the society at large. The Company may also undertake such other CSR projects, where societal needs are high or in special situations (natural disasters etc.). The Company's CSR Policy is available at Web-link: [https://www.indiabullcommercialcredit.com/dir/csr\\_policy\\_iccl.pdf](https://www.indiabullcommercialcredit.com/dir/csr_policy_iccl.pdf)

**2. Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Anil Malhan	Chairman	2	2
2.	Mr. Satish Chand Mathur	Member	2	2
3.	Mr. Dinabandhu Mohapatra	Member	2	2

**3. Web - link consisting Composition of CSR committee, CSR Policy and CSR projects as approved by the Board as disclosed on the website of the Company.**

Composition of the CSR committee shared in above point and is available on the Company's website at <https://www.indiabullcommercialcredit.com/boardofdirectors.php> and Policy of the Company is available at [https://www.indiabullcommercialcredit.com/dir/csr\\_policy\\_iccl.pdf](https://www.indiabullcommercialcredit.com/dir/csr_policy_iccl.pdf)

**4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:**

There are no projects undertaken or completed as on March 31, 2024, for which the impact assessment report is applicable in FY 2024. The projects are being under taken on an ongoing basis.

- 5. (a) Average net profit of the company as per section 135(5): ₹ 3,182,385,941**  
**(b) Two percent of average net profit of the company as per section 135(5): ₹ 63,647,719**  
**(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil**

(d) Amount required to be set off for the financial year, if any: Nil

(e) Total CSR obligation for the financial year (b + c - d): ₹ 63,647,719

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

₹ 63,648,000

(b) Amount spent in Administrative Overheads: NIL

(c) Amount spent on Impact Assessment, if applicable: NIL

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 63,648,000

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year 2023-24 (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
63,648,000	0	NA	NA	0	NA

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	63,647,719
(ii)	Total amount spent for the Financial Year	63,648,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	281
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Not Applicable

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency if any
					Amount (in ₹)	Date of Transfer		
Not Applicable								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes      ✓      No

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries).

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: N.A.

For **Indiabulls Commercial Credit Limited**

Sd/-

**Anil Malhan**

Chairperson – CSR Committee  
(DIN: 01542646)

Place: Mumbai  
Date: August 29, 2024

Sd/-

**Rajiv Gandhi**

Managing Director & CEO  
(DIN: 09063985)

# **REPORT ON CORPORATE GOVERNANCE**

## **1. THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Indiabulls Commercial Credit Limited (“**the Company**”/ **ICCL**) is committed towards achieving the highest standards of Corporate Governance by staying true to its core values of Customer First, Transparency, Integrity and Professionalism. The Company continually works towards implementing robust, resilient and best-in-class corporate practices in every facet of its operations, and in all spheres of its activities, thereby generating higher returns and maximizing Shareholder value. The Company’s philosophy on corporate governance is to adopt changes on corporate level in such a transparent manner that focuses on long term value creation of the Company and its stakeholders in a sustainable manner.

Your Company focuses primarily on long-term secured mortgage-backed loans and offer loans against property to the target client base of salaried and self-employed Individuals and small and medium-sized enterprises. It also offer mortgage loans to real estate developers in India in the form of lease rental discounting for commercial premises and construction finance for the construction of residential premises.

The Company also proposes rebranding activity and change in the name from ICCL to Sammaan Finserve Limited. The office of Registrar of Companies, Delhi & Haryana (“RoC”) has made the name “Sammaan Finserve Limited” (“SFL”) available to Indiabulls Commercial Credit Limited (“ICCL”), subject to RBI approval and the new name has also been updated on the website of the Ministry of Corporate Affairs. Further, ICCL has filed letter dated March 4, 2024 to the office of RBI, seeking no objection certificate for new name i.e., “Sammaan Finserve Limited”. The RoC provided its approval and the NOC on the same is pending from RBI. Post receipt of the NOC from RBI, the name change will be effected.

‘Sammaan’ in Indian languages means "respect," "honor," "courtesy," and "dignity”. The Company intends its brand, and the meaning of the word ‘Sammaan’ in the Indian context, to emphasis and convey to its stakeholders, a customer-centric approach, a sense of pride in buying a house or owning a business [the focus of its two retail loan products], propriety [in] and dignified business conduct. As a systemically-important lender, a mortgage-focused lender, and a company with a varied set of stakeholders including investors, regulators, bankers and other lenders, credit rating agencies etc., the brand name ‘Sammaan’ connotes and conveys what our business stands for and how it is run.

The Company believes that success requires the highest standards of corporate behavior and engagement with all of its Stakeholders. This is the path to consistent, competitive, profitable and responsible growth, and for creating long-term value for its Shareholders, its Employees and Business Partners. The Board of Directors (“**the Board**”) is responsible for and is committed to sound principles of Corporate Governance of the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of Shareholders and other Stakeholders. This belief is reflected in its governance practices, under which it strives to maintain an effective, informed and independent Board. The Company keeps its governance practices under continuous review and benchmark itself to best practices.

The Company is in compliance with the RBI’s, Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 (“RBI NBFC Direction”) and the applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).

## **2. BOARD OF DIRECTORS**

### **(A) Composition and size of the Board**

Presently, as on the date of this report, the Board consists of Seven Directors, two of whom including the Chairman, are Non-Executive Directors and out of the remaining Five Directors, Mr. Dinabandhu Mohapatra, Mr. Satish Chand Mathur, Mr. Gorinka Jaganmohan Rao and Ms. Nikita Sureshchand Tulsian, are Non-Executive Independent Directors. Mr. Rajiv Gandhi is the Managing Director & CEO of

the Company. The Chairman, Mr. Ajit Kumar Mittal, being a Non-Executive Director, the number of Independent Non-Executive Directors on the Board is more than one third of the total Board strength.

No Director is related to any other Director on the Board. The Board comprises of the Directors that bring a wide range of skills, expertise and experience which enhance overall Board effectiveness.

The Board has identified skills and domain expertise required by the Directors of the Company which includes Banking & Finance, Business Strategy, Corporate Governance, Corporate Social Responsibility, Foreign Exchange, Human Resources, Legal, Marketing, Operations and Process Optimization, Policy Making, Recovery, Regulatory Compliances, Risk Management, Stakeholder Management, Treasury and Value Creation. The Directors of the Company have mapped their skills based on the Board skill matrix.

Details of Directors, directorship in Listed Companies, number of directorships held by them in other Companies and also the number of their Memberships and Chairmanships on various Board Committees, including skill sets/ expertise/competencies/practical knowledge, as on March 31, 2024, are as under:

Sl. No	Name of the Director	Nature of Office	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies	Names of the other listed entities where the person is a director	Category of directorship in other listed entities where the person is a director	No. of Directorships		No. of Memberships/ Chairmanships in Board Committees of various companies (including this Company)**	
						in other Listed Companies (excluding Debt listed Company)	In other Companies*	Memberships	Chairmanships
1.	Mr. Ajit Kumar Mittal (DIN: 02698115)	Non-Executive Chairman	Taxation, Regulatory Compliances, Business Strategy, Regulatory / legal & Risk Management, Marketing, Corporate Governance, Corporate Social Responsibility, Stakeholder Management, Operations and Process Optimization	NIL	NIL	NIL	NIL	NIL	NIL
2.	Mr. Rajiv Gandhi (DIN: 09063985)	Managing Director & CEO	Leadership, Banking and Finance, Business Strategy, Regulatory / legal & Risk Management, Treasury, Foreign Exchange, Recovery, Marketing, Corporate Governance, Corporate Social Responsibility, Stakeholder Management, Operations and Process Optimization	NIL	NIL	NIL	NIL	NIL	NIL
3.	Mr. Anil Malhan (DIN: 01542646)	Non-Executive Director	Facility management, Property management, Administrative skills, Leadership skills, Expertise in service industry and projects execution, Regulatory compliances, Human Resources and Finance Management	NIL	NIL	NIL	1	NIL	NIL

4.	Ms. Nikita Sureshchand Tulsian (DIN: 08628087) <b>Note 1</b>	Non-Executive Director	Business Strategy, Regulatory / legal & Risk Management, Recovery, Marketing, Corporate Governance, Corporate Social Responsibility, Stakeholder Management and Process Optimization	NIL	NIL	NIL	NIL	NIL	NIL
5.	Mr. Satish Chand Mathur (DIN: 03641285)	Non-Executive/Independent Director	Industry Knowledge & Experience, Financial, Regulatory / legal & Risk Management, Corporate Governance, Operations and Process Optimization	Tilaknagar Industries Limited  Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)  Kesar Petroproducts Limited	Non-Executive-Independent Director  Non-Executive-Independent Director  Non-Executive-Independent Director	3	4	2	1
6	Mr. Dinabandhu Mohapatra (DIN: 07488705)	Non-Executive/Independent Director	Industry Knowledge & Experience, Financial, Regulatory / legal & Risk Management, Corporate Governance, Operations and Process Optimization, Banking and Finance	Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited)	Non-Executive-Independent Director	1	1	4	2
7	Mr. Gorinka Jaganmohan Rao (DIN: 06743140) <b>Note 2</b>	Non-Executive/Independent Director	Industry Knowledge & Experience, Financial, Regulatory / legal & Risk Management, Exchange control, customer services Corporate Governance, Operations and Process Optimization	Viceroy Hotels Limited	Non-Executive-Independent Director	1	0	1	1

*Note 1: Ms. Nikita Sureshchand Tulsian (DIN: 08628087) was appointed as additional director of the Company with effect from October 23, 2023 and the shareholders in their Extraordinary General Meeting held on January 19, 2024 approved the appointment.*

*Note 2: Mr. Gorinka Jaganmohan Rao (DIN: 06743140) was appointed as additional director of the Company with effect from July 01, 2023 and the shareholders in their Annual General Meeting held on September 25, 2023 approved the appointment.*

*<sup>§</sup> Ms. Preetinder Virk (DIN: 02398827), Non-Executive Director, of the Company resigned from Directorship of the Company w.e.f. October 23, 2023.*

*\*Excludes directorship(s) held in foreign companies & private limited companies and Companies under section 8 of the Companies Act, 2013. Partnership Firms, LLP, HUF, Sole Proprietorships and Association of Individuals (Trust, Society etc.).*

*\*\*Only chairmanship and memberships of the Audit Committee / Stakeholders' Relationship Committee in public limited companies whether listed or not, including this listed company shall be considered, as per Regulation 26 of Listing Regulations. The Company being 'High Value Debt Listed Entity', the membership and chairmanship of Audit Committee and Stakeholder Relationship Committee in the Company have not been considered, in terms of Regulation 26(1) of Listing Regulations.*

The Board do hereby confirms that all the present Independent Directors of the Company fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management of the Company. During the Financial Year under review, Ms. Preetinder Virk (DIN: 02398827), Non-Executive Director, of the Company resigned from Directorship of the Company w.e.f. October 23, 2023, before completion of her tenure(s), due to her personal reasons. She has further confirmed that there was no other reason of her resignation and the Board of Directors through resolution by circulation, in place of Ms. Preetinder Virk appointed Ms. Nikita Sureshchand Tulsian (DIN: 08628087), as an Additional Director (Independent) of the Company, not liable to retire by rotation for a period effective from October 23, 2023 till October 22, 2026, which was approved by the Members at the Extra-ordinary General Meeting (EGM) held on January 19, 2024.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Gorinka Jaganmohan Rao (DIN: 06743140) as an Additional Director

(Independent) with effect from July 01, 2023, which was approved by the Members of the Company at the AGM held on September 25, 2023.

The Board had accepted all recommendations of Committees of the Board which are mandatorily required, during the financial year 2023-24.

As on March 31, 2024, none of the Non-Executive Directors held any Equity Share and/or Convertible Security of the Company.

The Company has familiarization programme for Independent Directors with regard to their roles, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company etc. The familiarization programme along with details of the same imparted to the Independent Directors during the year are available on the website of the Company <https://www.indiabullscommercialcredit.com/policy.php>

#### **(B) Number and Dates of Board Meetings held, attendance of Directors thereat and at the last AGM held**

The Board Meetings of the Company are held in a highly professional manner, after giving proper notice, Board papers, agenda and other explanatory notes / relevant information to each of the Directors of the Company, well in advance. At least one meeting is held in every quarter, to review the quarterly performance and the financial results of the Company.

Senior Management including the CFO and CRO are invited to attend the Board Meetings so as to provide additional inputs on the items being discussed by the Board. At the Board Meetings, the Executive Directors and Senior Management make presentations on various matters including the financial results, operations related issues, risk management, the economic and regulatory environment, compliance, investors' perceptions etc.

During the year under review, 7 (Seven) Board Meetings were held and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on May 22, 2023, June 30, 2023, Aug 14, 2023, September 30, 2023, November 14, 2023, February 14, 2024, and March 30, 2024. The necessary quorum was present in all the meetings. During FY 2023-24, 1 (one) meeting of the Independent Directors was held on March 15, 2024 where in all the Independent Directors attended the meeting. The Independent Directors, inter-alia, reviewed the performance of the Non-Independent Directors, Board as a whole and the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors.

The last Annual General Meeting of the Company was held on September 25, 2023.

Attendance of Directors at the Board Meetings held during the FY 2023-24 and at the last Annual General Meeting are as under:

Sr. No.	Name of the Director	No. of Board meetings attended	Attendance at the last AGM
1.	Mr. Ajit Kumar Mittal (DIN 02698115)	7	No
2.	Mr. Rajiv Gandhi (DIN: 09063985)	7	No
3.	Mr. Anil Malhan (DIN: 01542646)	4	Yes
4.	Ms. Preetinder Virk (DIN: 02398827) <sup>§</sup>	2	Yes
5.	Mr. Satish Chand Mathur (DIN: 03641285)	7	No
6.	Mr. Dinabandhu Mohapatra (DIN: 07488705)	7	Yes
7.	Mr. Gorinka Jaganmohan Rao (DIN: 06743140) <sup>^</sup>	4	No
8.	Ms. Nikita Sureshchand Tulsian (DIN: 08628087) <sup>^^</sup>	3	No

<sup>§</sup> Ms. Preetinder Virk (DIN: 02398827), Non-Executive Director, of the Company resigned from Directorship of the Company w.e.f. October 23, 2023 and hence did not attend Board meetings thereafter.

<sup>^</sup> Mr. Gorinka Jaganmohan Rao (DIN: 06743140) was appointed as an Independent Director of the Company w.e.f. July 01, 2023 and hence did not attend previous meetings.

<sup>^^</sup> Ms. Nikita Sureshchand Tulsian (DIN: 08628087) was appointed as an Independent Director of the Company w.e.f. October 23, 2023 and hence did not attend previous meetings.

### **3. COMMITTEES OF THE BOARD**

The Board has constituted various Committees to take informed decisions in the best interest of the Company. These Committees monitor the activities falling within their terms of reference. Further, terms of reference were revised to align with the provisions of Companies Act, 2013, SEBI Listing Regulations and RBI Act. The number of Directorships held by all Directors as well as their Membership / Chairmanship in Committees is within the prescribed limits under the Companies Act, 2013 and Listing Regulations.

The role and the composition of these Committees including number of meetings held during the financial year and participation of the members at the meetings of the committees, during the year are as under:

#### **(A) Audit Committee**

##### **Composition**

The Audit Committee comprises of three members, namely, Mr. Dinabandhu Mohapatra, Independent Director as the Chairman, and Mr. Satish Chand Mathur, Independent Director and Mr. Anil Malhan, Non-Executive Director, as other two members.

##### **Terms of reference of the Audit Committee**

The terms of reference of the Audit Committee, inter-alia, include:

- To oversee the financial reporting process and disclosure of financial information;
- To review with management, quarterly, half yearly and annual financial statements and ensure their accuracy and correctness before submission to the Board;
- To review with management and internal auditors, the adequacy of internal control systems, approving the internal audit plans/ reports and reviewing the efficacy of their function, discussion and review of periodic audit reports including findings of internal investigations;
- To recommend the appointment of the internal and statutory auditors and their remuneration;
- To review and approve required provisions to be maintained as per IRAC norms and write off decisions;
- To hold discussions with the Statutory and Internal Auditors;
- Review and monitoring of the auditor's independence and performance, and effectiveness of audit process;
- Examination of the auditors' report on financial statements of the Company (in addition to the financial statements) before submission to the Board;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Review of Credit Concurrent Audit Report/ Concurrent Audit Report of Treasury;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters as and when such funds are raised and also reviewing with the management the utilisation of the funds so raised, for purposes other than those stated in the relevant offer document, if any and making appropriate recommendations to the Board in this regard;
- Evaluation of the risk management systems (in addition to the internal control systems);
- Review and monitoring of the performance of the statutory auditors and effectiveness of the audit process;
- To hold post audit discussions with the auditors to ascertain any area of concern;
- To review the functioning of the whistle blower mechanism;
- Approval to the appointment of the CFO after assessing the qualifications, experience and background etc. of the candidate;
- Approval of Bad Debt Write Off in terms of the Policy;



- Review of information system audit of the internal systems and processes to assess the operational risks faced by the Company and also ensures that the information system audit of internal systems and processes is conducted periodically; and
- Reviewing the utilisation of loans and/or advances and/or investment by the Company to its subsidiary companies, exceeding ₹ 100 crores or 10% of the assets side of the respective subsidiary companies, whichever is lower, including existing loans / advances / investment existing as on April 01, 2019.

### **Meetings and Attendance during the year**

During the financial year ended March 31, 2024 the Committee met four times. The dates of the meetings being May 21, 2023, August 14, 2023, November 14, 2023 and February 13, 2024

**The attendance of Committee members in these meetings are as under:**

Name of the Member(s)	Category	No. of Meetings	
		Held	Attended
Mr. Anil Malhan	Non-Executive Director	4	3
Mr. Satish Chand Mathur	Non- Executive Independent Director	4	4
Mr. Dinabandhu Mohapatra	Non- Executive Independent Director	4	4

### **(B) Nomination & Remuneration Committee**

#### **Composition**

The Nomination & Remuneration Committee comprises of three members, namely, Mr. Dinabandhu Mohapatra, Independent Director as the Chairman, and Mr. Satish Chand Mathur, Independent Director and Mr. Anil Malhan, Non-Executive Director, as other two members.

#### **Terms of reference**

The terms of reference of Nomination & Remuneration Committee, inter-alia, include:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- To ensure 'fit and proper' status of proposed/ existing directors;
- To recommend to the Board all remuneration, in whatever form, payable to Directors, KMPs and senior management;

### **Meetings and Attendance during the year**

During the financial year ended March 31, 2024 the Committee met Three times. The dates of the meetings being May 19, 2023, August 14, 2023 and February 13, 2024.

**The attendance of Committee members in these meetings is as under:**

Name of the Member(s)	Category	No. of Meetings	
		Held	Attended
Mr. Anil Malhan	Non-Executive Director	3	3
Mr. Satish Chand Mathur	Non- Executive Independent Director	3	3
Mr. Dinabandhu Mohapatra	Non- Executive Independent Director	3	3

**Policy for selection and appointment of Directors**

The Nomination and Remuneration Committee (N&R Committee) has adopted a charter which, inter alia, deals with the manner of selection of the Board of Directors, Senior Management and their compensation. This Policy is accordingly derived from the said Charter.

- a. The incumbent for the positions of Directors and/or at Senior Management, shall be the persons of high integrity, possesses relevant expertise, experience and leadership qualities, required for the position.
- b. The Directors shall be of high integrity, with relevant expertise and experience so as to have the diverse Board with Directors having expertise in the fields of finance, banking, regulatory, taxation, law, governance and general management.
- c. In case of appointment of Independent Directors, the independent nature of the proposed appointee vis-a-vis the Company, shall be ensured.
- d. The N&R Committee shall consider qualification, experience, expertise of the incumbent, and shall also ensure that such other criteria with regard to age and other qualification etc., as laid down under the Companies Act, 2013 or other applicable laws are fulfilled, before recommending to the Board, for their appointment as Directors.
- e. In case of re-appointment, the Board shall take into consideration, the performance evaluation of the Director and his engagement level.

**Evaluation of the Board and Directors**

The Independent Directors play a key role in the decision-making process of the Board as they approve the overall strategy of the Company and oversee performance of the management. The Independent Directors are committed to act in the best interest of the Company and its stakeholders. The Independent Directors bring a wide range of experience, knowledge and judgment. Their wide knowledge of both, their field of expertise and boardroom practices brings in varied, unbiased, independent and experienced outlook. All Independent Directors have committed and allocated sufficient time to perform their duties effectively. All the Independent Directors of the Company have confirmed that they have registered themselves in the databank created for Independent Directors, well within the stipulated time frame.

The Nomination and Remuneration Committee (NRC) of the Board reassessed the framework, methodology and criteria for evaluating the performance of the Board as a whole, including Board Committee(s), as well as performance of each Director(s)/Chairman. The existing parameters includes effectiveness of the Board and its Committees, decision making process, Directors/Members participation, governance, independence, quality and content of agenda papers, team work, frequency of meetings, discussions at meetings, corporate culture, contribution, role of the Chairman and management of conflict of interest.

Basis these parameters, the NRC had reviewed at length the performance of each Director individually and expressed satisfaction on the process of evaluation and the performance of each Director. The performance evaluation of the Board as a whole and its Committees namely Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee as well as the performance of each Director individually, including the Chairman was carried out by the entire Board of Directors.

During FY 2023-24, 1 (one) meeting of the Independent Directors was held on March 15, 2024 where in all the Independent Directors attended the meeting. The Independent Directors, inter-alia, reviewed the performance of the Non-Independent Directors, Board as a whole and the Chairman of the Company, taking into account the views of Executive Director and Non- Executive Directors.

### **(C) Stakeholders Relationship Committee**

#### **Composition**

The Stakeholders Relationship Committee comprises of three members, namely, Mr. Anil Malhan, Non-Executive Director as the Chairman, and Mr. Satish Chand Mathur, Independent Director and Mr. Dinabandhu Mohapatra, Independent Director, as other two members.

#### **Terms of reference**

The terms of reference of Stakeholders Relationship Committee, inter-alia, include:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares/Debentures, non-receipt of annual report, non-receipt of declared dividends/interest, issue of new/duplicate certificates, general meetings etc.,
- Review of measures taken for effective exercise of voting rights by shareholders,
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent,
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

#### **Meetings and Attendance during the year**

During the financial year ended March 31, 2024 the Committee met four times. The dates of the Meetings being May 19, 2023, August 14, 2023, November 14, 2023 and February 13, 2024.

#### **The attendance of Committee members in these meetings is as under:**

Name of the Member(s)	Category	No. of Meetings	
		Held	Attended
Mr. Anil Malhan	Non-Executive Director	4	4
Mr. Satish Chand Mathur	Non- Executive/ Independent Director	4	4
Mr. Dinabandhu Mohapatra	Non- Executive/ Independent Director	4	4

#### **Name and designation of the Compliance officer:**

Mr. Ajit Kumar Singh, Company Secretary is the Compliance Officer pursuant to Regulation 6(1) of SEBI Listing Regulations.

#### **Details of queries / complaints received and resolved pertaining to Equity Shares of the Company during the year 2023-24:**

During FY 2023-24, no complaints were received from the Equity Shareholders of the Company.

#### **Details of queries / complaints received and resolved pertaining to Non-Convertible Debentures of the Company during the year 2023-24:**

Sl. No.	Particulars	Opening	Received	Disposed	Pending
1	Legal Cases / Cases before Consumer Forums	0	0	0	0
2	Letters from SEBI / Stock Exchange.	0	0	0	0
3	Non-receipt of Interest/Redemption	0	95	95	0
4	Non-receipt of annual report	0	0	0	0

5	Non-receipt of Refund order	0	13	13	0
6	Non-receipt of Electronic credit	0	0	0	0
7	Non-credit/receipt of NCDs in demat account	0	0	0	0
8	Non-receipt of securities	0	8	8	0
	<b>Total</b>	<b>0</b>	<b>116</b>	<b>116</b>	<b>0</b>

#### (D) Risk Management Committee

##### Composition

The Risk Management Committee current composition of Five members namely Mr. Anil Malhan, Non-Executive Director as the Chairman, Mr. Dinabandhu Mohapatra, Independent Director, Mr. Ashish Jain, CFO, Mr. Rajiv Gandhi, Managing Director & CEO and Mr. Kaushik Mukherjee as other four members.

##### Terms of reference of the Risk Management Committee

The terms of reference of Risk Management Committee, inter-alia, include:

- Review of Grievance Redressal Mechanism and Customers Services;
- Approve the Credit/Operation Policy and its review/modification from time to time;
- Review of applicable regulatory requirements;
- Approve all the functional policies of the Company;
- Place appropriate mechanism in the system to cater Fraud while dealing with customers/approval of loans etc;
- Review of profile of the high loan Customers and periodical review of the same;
- Review of Branch Audit Report;
- Review Compliances of lapses;
- Review of implementation of FPCs, KYC and PMLA guidelines;
- Define loan sanctioning authorities, including process of vetting by credit committee, for various types/values of loans as specified in Credit Policy approved by the Board;
- Recommend Bad Debt Write Off in terms of the Policy, for approval to Audit Committee;
- Ensure appropriate mechanisms to detect customer fraud and cyber security during the loan approval process etc.;
- Evaluation of the risk management systems (in addition to the internal control systems); and
- Recovery action on NPA cases to be approved/ratified by the committee;
- To act / decide / deliberate on such cases falling with both ICCL and Indiabulls Housing Finance Limited (IHFL)
- Approval of waiver of charges accrued but not recognized/booked' For NPA cases;
- Any other matter involving Risk to the asset/business of the Company.

##### Meetings and Attendance during the year

During the financial year ended March 31, 2024 the Committee met four times. The dates of the meetings being May 19, 2023, August 14, 2023, November 09, 2023 and February 12, 2024.

##### The attendance of Committee members in these meetings is as under:

Name of the Member(s)	Category	No. of Meetings	
		Held	Attended
Mr. Anil Malhan	Non-Executive Director	4	4
Mr. Ashish Jain	Chief Financial Officer	4	4
Mr. Dinabandhu Mohapatra	Non- Executive Independent Director	4	4
Mr. Rajiv Gandhi	Managing Director & CEO	4	4
Mr. Kaushik Mukherjee	Member	4	4

## **(E) Corporate Social Responsibility (CSR) Committee**

### **Composition**

The Corporate Social Responsibility Committee comprises of three members namely Mr. Anil Malhan, as the Chairman, Mr. Dinabandhu Mohapatra and Mr. Satish Chand Mathur, Independent Directors as other two members.

### **Terms of reference of the Corporate Social Responsibility (CSR) Committee**

- To recommend to the Board, the CSR activities to be undertaken by the Company.
- To approve the expenditure to be incurred on the CSR activities.
- To oversee and review the effective implementation of the CSR activities.
- To ensure compliance of all related applicable regulatory requirements.

### **Meetings and Attendance during the year**

During the financial year ended March 31, 2024 the Committee met two times. The date of the meetings being August 14, 2023 and March 30, 2024.

### **The attendance of Committee members in these meetings is as under:**

Name of the Member(s)	Category	No. of Meetings	
		Held	Attended
Mr. Anil Malhan	Non-Executive Director	2	2
Mr. Satish Chand Mathur ^	Non- Executive Independent Director	2	2
Mr. Dinabandhu Mohapatra ^	Non- Executive Independent Director	2	2

## **4. DIRECTOR'S REMUNERATION**

### **(A) Non-Executive Directors and Independent Directors:**

None of the Non-Executive Directors (“NEDs”) and Independent Directors (“IDs”) had any pecuniary relationships or transactions with the Company during the year under review. The Company had not paid any Sitting fees/remuneration to the NEDs of the Company, for the FY 2023-24.

The Independent Directors (ID) contribute significantly for laying down the policies and providing guidelines for conduct of Company’s business. They exercise effective oversight, and also guide the senior management team. Their experience and inputs have been invaluable. They also devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company. The Company is making payment of fee/ remuneration payable to its IDs in accordance with the provisions of the Companies Act, 2013 and SEBI LODR.

The Company has placed on its website <https://www.indiabullsccommercialcredit.com/dir/ICCL-Criteria-for-making-payment-to-non-executive-directors.pdf>, criteria for making payment to Non- Executive Directors. During the Financial Year ended March 31, 2024, the Independent Directors have been paid, sitting fees for attending the Board meetings of the Company, the details of which are provided in the Annual Return as on March 31, 2024, which is available on the Company’s website on <https://www.indiabullsccommercialcredit.com/annualreport.php>

### **(B) Managing Director & CEO**

The Managing Director & CEO, being an Executive Director is being paid remuneration as recommended by Nomination & Remuneration Committee and approved by the Board of Directors/ Shareholders. The elements of the remuneration package comprise salary, commissions, perquisites, other benefits & allowances and post-retirement benefits. The same is decided by the Nomination and Remuneration Committee within the overall limits as approved by the Board / Shareholders. The annual increments of

Executive Directors are linked to their performance & are elected by Nomination and Remuneration Committee. The notice period presently applicable to them is as per the Company policies. No severance fee is payable by the Company on termination of Executive Directors. The Whole Time Director of the Company is being appointed by the Shareholders for a fixed tenure and is liable to retire by rotation.

Details of remuneration paid to the Executive Directors during the year under review are provided in the Annual Return as on March 31, 2024, which is available on the Company's website on <https://www.indiabullsccommercialcredit.com/annualreport.php>

## 5. GENERAL BODY MEETINGS

### (A) Location and time of last three Annual General Meetings (AGMs) and number of special resolutions passed thereat:

Year	Meeting	Location	Date	Time	Number of special resolutions passed
2020-21	15 <sup>th</sup> AGM	M-62 & 63, First Floor, Connaught Place, New Delhi - 110001	July 29, 2021	9:00 A.M.	Two
2021-22	16 <sup>th</sup> AGM	5 <sup>th</sup> Floor, Building no. 27, KG Marg, Connaught Place, New Delhi – 110001	September 26, 2022	11:00 A.M.	One
2022-23	17 <sup>th</sup> AGM	5 <sup>th</sup> Floor, Building no. 27, KG Marg, Connaught Place, New Delhi – 110001	September 25, 2023	9:00 A.M.	Four

### (B) Extraordinary General Meeting (“EGM”):

The Company during the financial year conducted an Extraordinary General Meeting on May 18, 2023 for Approval for Alteration in the main objects of the Company and on January 19, 2024 for regularization of appointment of Ms. Nikita Sureshchand Tulsian (DIN: 08628087), as Non-Executive Independent Director of the Company, w.e.f. October 23, 2023

### (C) Postal Ballot during the FY 2023-24:

During the year 2023-24, no resolution was passed by the Company through Postal Ballot. No Special Resolution requiring Postal Ballot is being proposed on or before the ensuing AGM of the Company.

## 6. MEANS OF COMMUNICATION

The ‘Investor Information & Financials’ section on the Company’s website <https://www.indiabullsccommercialcredit.com/> keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, Annual Reports, Contact details of persons responsible for investor grievances, etc. The debenture holders can also send in their queries / complaints at the designated email address at [homeloans@sammaancapital.com](mailto:homeloans@sammaancapital.com). Financial Results are normally published in Business Standard Newspaper

## 7. GENERAL SHAREHOLDERS INFORMATION

### (A) Company Registration Details

The Company is registered in the State of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is U65923DL2006PLC150632.

### (B) Date, Time and Venue of AGM

The 18<sup>th</sup> AGM of the Company would be held on the day, date and time as mentioned in the Notice convening the said AGM.

**(C) Financial year**

The financial year of the Company is a period of twelve months beginning on April 01, every calendar year and ending on March 31 the following calendar year.

**(D) Dividend Payment Date**

The Company has paid three interim dividend during the year under review i.e. (i) on 30<sup>th</sup> June, 2023 declared Interim Dividend of Rs. 2.20 per equity share (on the face value of ₹ 10/- per equity share) with a total out flow of Rs.54.52 crores which was paid on 5<sup>th</sup> July, 2023; (ii) on 30<sup>th</sup> September, 2023 declared Second Interim Dividend of Rs. 2.00 per equity share (on the face value of ₹ 10/- per equity share) with a total out flow of Rs.49.56 crores which was paid on 4<sup>th</sup> October, 2023; (iii) on 30<sup>th</sup> March, 2024 declared Third Interim Dividend of Rs. 2.00 per equity share (on the face value of ₹ 10/- per equity share) with a total out flow of Rs.49.56 crores which was paid on 3<sup>rd</sup> April, 2024

**(E) Listing on Stock Exchanges**

The Equity Shares of the Company are not listed. Only Secured/Unsecured Redeemable Non- Convertible Debentures (NCDs), issued through public issue and private placement basis are listed on National Stock Exchange of India and BSE Limited

**BSE Limited (BSE)**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

**National Stock Exchange of India Ltd (NSE)**

“Exchange Plaza”, Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400 051

The listing fees for the financial year 2023-2024 & 2024-25, have been paid to BSE and NSE.

**(F) Stock Code:**

BSE Limited: 956555

National Stock Exchange of India Limited: IBUCCREDIT

**(G) Stock Market Price at NSE and BSE: N.A.**

**(H) Performance of the Company’s share in comparison to broad – based indices: N.A.**

**(I) Explanation in regard to suspension of trading of securities: N.A.**

**(J) Share Transfer System:**

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. 99.99 % equity shares of the Company are in dematerialized form, hence, transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

**(K) Distribution of shareholding as on March 31, 2024 – Not Applicable as Indiabulls Commercial Credit Limited is wholly owned subsidiary of Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited).**

**(L) Registrar and Transfer Agents**

**KFin Technologies Limited**

**Unit:** Indiabulls Commercial Credit Limited,  
Selenium Tower B, Plot 31-32, Financial District, Nanakramguda,  
Serilingampally Mandal, Hyderabad – 500 032, Telangana

**Toll free number:** 1- 800-309-4001

**E-mail:** einward.ris@kfintech.com

**Website:** www.kfintech.com and <https://ris.kfintech.com/>

**(M) Shareholding pattern as on March 31, 2024**

Sammaan Capital Limited (Formerly known as Indiabulls Housing Finance Limited) holds entire share capital of the Company i.e. 247,799,324 Equity Shares of ₹ 10/- each along with its 7 nominees.

**(N) Dematerialization of shares and liquidity**

99.99% Equity shares of the Company are in dematerialized form as on March 31, 2024. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's equity shares is INE244L01013.

**(O) Outstanding global depository receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity:** Not Applicable

**(P) Commodity price risk or foreign exchange risk and hedging activities:** Not Applicable

**(Q) Plant Locations:** As the Company is engaged in the business of financial services, there is no plant location.

**(R) Address for Correspondence**

**Registered Office:**

5<sup>th</sup> Floor, Building No. 27, K.G. Marg,  
Connaught Place, New Delhi - 110 001

**Email:** [homeloans@sammaancapital.com](mailto:homeloans@sammaancapital.com)

**Tel:** 011-43532950, **Fax:** 011-43532947

**Website:** <https://www.indiabullsccommercialcredit.com/>

**Corporate Office:**

a) One International Centre, 18<sup>th</sup> Floor, Tower 1,  
Senapati Bapat Marg, Elphinstone Road,  
Mumbai – 400 013, Maharashtra

b) 4<sup>th</sup> Floor, Augusta point, Golf Course Road,  
Gurugram, Haryana – 122002  
Tel: 91 124 668 1212 (Toll Free), Fax: 91 124 668 1213

**(S) Debenture Trustees**

**Secured/ Unsecured Non-convertible Debentures issued under Private Placement basis.**

**IDBI Trusteeship Services Limited**

**Contact Person:** Mr. Ashish Naik

**Address:** Universal Insurance Building, Ground Floor,  
Sir P.M. Road, Fort, Mumbai – 400001

**Tel:** (022) 40807073;

**Fax:** (022) 66311776

**Website:** <https://idbitrustee.com/>

**Beacon Trusteeship Limited**

**Contact Person:** Mr. Kaustubh Kulkarni

**Address:** 5W, 5th Floor, The Metropolitan,  
E Block, Bandra Kurla Complex (BKC),  
Bandra (East), Mumbai 400 051

**Tel:** 022-4606 0278

**Website:** <https://beacontrustee.co.in/>



**Secured Redeemable Non-Convertible Debenture issued on Public Issue basis.**

**Axis Trustee Services Limited**

**Contact Person:** Mr. Anil Grover

**Address:** The Ruby, 2<sup>nd</sup> Floor, SW, 29 Senapati Bapat Marg,  
Dadar West, Mumbai – 400 028 (Maharashtra)

**Tel:** +91- 22 6230 0451

**Website:** [www.axistrustee.in](http://www.axistrustee.in)

**(T) Profiles of the directors seeking appointment / re-appointment:**

Profiles of the directors seeking appointment / re-appointment have been captured in the Notice convening the 18<sup>th</sup> AGM of the Company.

**(U) Credit Ratings and Change/ Revisions in Credit Ratings for Debt Instruments:**

Name of the Instrument	Name of Credit Rating Agency	Date of Rating/ Revalidation	Rating Assigned/ Reaffirmed	Borrowing Limit (Amt. in ₹ Billion)
Term Loans	CRISIL	May-24	CRISIL AA	25
Subordinate debt	CRISIL	May-24	CRISIL AA	5
Retail Bond	CRISIL	May-24	CRISIL AA	45
NCDs	CRISIL	May-24	CRISIL AA	35
NCDs (Public Issue of retail secured redeemable non-convertible debentures)	CRISIL	May-24	CRISIL AA	2
Short Term Debt (CPs)	CRISIL	May-24	CRISIL A1+	30
Long-term/Short term bank facilities	CARE	Oct-23	CARE AA- /CARE A1+	13
Subordinate debt	CARE	Oct-23	CARE AA-	4
NCDs	CARE	Oct-23	CARE AA-	0
Public Issue of secured redeemable non-convertible debentures	CARE	Oct-23	CARE AA-	1
NCDs	Brickwork	May-24	BWR AA+	5
NCDs	Brickwork	May-24	BWR AA+	18
Bank Loan Facilities	Brickwork	May-24	BWR AA+	10
Subordinate debt	Brickwork	May-24	BWR AA+	6
NCDs (Public Issue of retail secured redeemable non-convertible debentures)	Brickwork	May-24	BWR AA+	10

Short Term Debt (CPs)	Brickwork	May-24	BWR A1+	5
NCDs	ICRA	Jun-24	ICRA AA	33
Retail Bond	ICRA	Jun-24	ICRA AA	23
Subordinate debt	ICRA	Jun-24	ICRA AA	5

*Please note for outstanding rated debt, rating is valid throughout the life of the Instrument*

On October 09, 2023 rating agency CARE ratings has revised the long-term rating of Company to “CARE AA-” with Stable outlook

**(V) Details of utilization of funds raised through preferential allotment or qualified institutions placement:**

During the Financial Year 2023-24, the Company did not allot any shares through preferential allotment or qualified institutional placement.

**(W) Fees paid to Statutory Auditors#**

Total fees for all services paid by the Company, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part is given below:-

	<b>Amount Rs. in crores</b>
	<b>Year ended March 31, 2024</b>
<b>As auditor</b>	
Audit Fee	0.38
Certification fee*	0.02
Others**	0.08
<b>Total</b>	<b>0.48</b>

\*Included in Legal and Professional Charges

\*\* Amortised as per EIR method for calculation of Interest cost on Non-Convertible Debentures and included under Finance Cost

**(X) Particulars of Senior Management**

The particulars of senior management as per Regulation 16(1)(d) of Listing Regulations including the changes during the financial Year 2023-24 are as follows:

S. No.	Name	Designation
1	Rajiv Gandhi	Chief Executive Officer
2	Ashish Kumar Jain	Chief Financial Officer
3	Pankaj Kumar Jain	Chief Risk Officer
4	Joginder Kumar Khatri	Collection Head
5	Ajit Kumar Singh	Company Secretary
6	Devendra Kochhar	Credit Head
7	Charu Sachdeva	Head- Human Resources
8	Anil Kumar Yadav	Head-Information Technology

There was no change in senior management during the Financial Year 2023-24.

## 8. COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARY

A certificate from a Practicing Company Secretary certifying the Company's compliance with the provisions of Corporate Governance as stipulated in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, is annexed to and forms a part of this Report.

Further, the Company has also obtained certificate from M/s Anshul Chhabra & Associates, Practising Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The same is annexed to and forms a part of this Report.

## 9. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Number of complaints filed during the financial year.	Number of complaints disposed of during the financial year.	Number of complaints pending as on end of the financial year.
Nil	N.A.	N.A.

## 10. OTHER DISCLOSURES

### (A) Related Party Transactions

There were no material related party transactions during the year that have a conflict with the interest of the Company.

Further, the Company also has a policy on dealing with related party transactions which is disclosed on its website at <https://www.indiabullcommercialcredit.com/dir/ICCL-Policy-on-Related-Party-Transactions.pdf>

### (B) Strictures and penalties during the last three years

During the financial year 2021-22 the Company received notice from NSE and BSE for Non Compliance with Regulation 54(2) of SEBI Listing Regulations – Non-disclosure of extent and nature of security created and maintained with respect to secured listed NCDs in the financial statements and imposed penalty of Rs. 27,140/-. The company paid the said penalty to both NSE and BSE.

### (C) Vigil mechanism / whistle blower policy

The Company has a Whistle Blower Policy and has established necessary Vigil Mechanism for Directors and employees to report concerns about unethical behaviour. No person has been denied access to the Audit Committee.

The details of the Whistle Blower Policy are available on the website of the Company (<https://www.indiabullcommercialcredit.com/policy.php>)

### (D) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements pursuant to SEBI (LODR) Regulations, 2015

The Company has complied with all the mandatory requirements pursuant to SEBI Listing Regulations, in letter as well as in spirit. The details of these compliances have been given in the relevant sections of this Report.

The Company has adopted the following discretionary requirements as specified in Part E of Schedule II:

1. The Company has adopted regime of financial statement with unmodified audit opinion.

2. The Company has appointed separate posts of Chairman and the Managing Director & CEO such that Chairman is a Non-Executive Director and not related to Managing Director & CEO.
3. The Internal Auditor of the Company directly reports to Audit Committee of the Company.

Apart from above, the Company has not adopted the non-mandatory requirements as specified in SEBI (Listing) Regulations.

**(E) Material Subsidiaries**

Not applicable as the Company does not have any material subsidiaries.

**(F) Commodity price risks and commodity hedging activities:** Not Applicable

**(G) Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A):** Not Applicable

**(H) Acceptance of recommendations of Committees:**

The Board had accepted all recommendations of committees of the Board which are mandatorily required, during the financial year 2023-24.

**(I) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount**

All the related party transactions, entered into by the Company, during the financial year, were in its ordinary course of business and on an arm's length basis.

Further, Your Directors wish to draw attention of the members to Notes to the financial statement which sets out related party disclosures.

**(J) The Company is in compliance with all the mandatory requirements specified in Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which have become applicable to the Company as a High Value Debt Listed Entity ("HVDLE") w.e.f September 7, 2021 on a 'comply or explain' basis until March 31, 2025 except Regulation 17(1)(b) for which the Company has been providing the necessary explanation in the quarterly compliance report on Corporate Governance submitted to the Stock Exchange.**

**(K) Code of Ethics:**

The Company has laid down a Code of Conduct and Ethics (the "Code") for the Board Members and Senior Management personnel of the Company. The Code is available on the website of the Company <https://www.indiabullsccommercialcredit.com/dir/ICCL-Code-of-Conduct-of-the-Board-of-Directors-and-Senior-Management-Personnel.pdf>

All Board Members and Senior Management personnel have affirmed compliance with the Code. A declaration signed by the Chief Executive Officer to this effect is enclosed at the end of this Report.

**(L) VC, MD & CEO / CFO Certification**

The Managing Director & CEO and the CFO have issued certificate pursuant to the provisions of SEBI Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs.

**(M) Unclaimed Amount:**

As on March 31, 2024, there is no unpaid amount with respect to the Interest / Dividend / Redemption of NCDs of the Company.

**(N) Unclaimed Shares lying in Demat Suspense Account**

The Company was not required to transfer any shares in Demat Suspense Account.

*This Corporate Governance Report of the Company for the financial year ended March 31, 2024 is in compliance with the requirements of Corporate Governance as prescribed under Regulations 17 to 27, 62 (1A) and para A, C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company.*

**CEO/CFO CERTIFICATION PURSUANT TO REGULATION 17(8) READ WITH PART-B OF SCHEDULE-II OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To  
The Board of Directors  
Indiabulls Commercial Credit Limited

As required by Regulation 17(8) read with Part-B of Schedule-II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm to the Board that:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that:
1. There were no significant changes in internal control over financial reporting during the year;
  2. There were no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-  
**Rajiv Gandhi**  
Managing Director & CEO

Date: May 24, 2024  
Place: Mumbai

Sd/-  
**Ashish Kumar Jain**  
Chief Financial Officer

Date: May 24, 2024  
Place: Delhi

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members  
**Indiabulls Commercial Credit Limited**  
5<sup>th</sup> Floor, Building No. 27, KG Marg,  
Connaught Place, New Delhi –  
110001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Indiabulls Commercial Credit Limited having CIN U65923DL2006PLC150632 and having registered office at 5<sup>th</sup> Floor, Building No. 27, KG Marg, Connaught Place, New Delhi – 110001 (hereinafter referred to as “the Company”), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 27 read with Regulation 53 and Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs (MCA) or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of Appointment in Company*
1.	Mr. Ajit Kumar Mittal	02698115	30/09/2013
2.	Mr. Rajiv Gandhi	09063985	15/02/2021
3.	Mr. Anil Malhan	01542646	07/07/2006
4.	Ms. Preetinder Virk**	02398827	31/03/2022
5.	Ms. Nikita Sureshchand Tulsian ***	08628087	23/10/2023
6.	Mr. Gorinka Jaganmohan Rao****	06743140	01/07/2023
7.	Mr. Satish Chand Mathur	03641285	23/06/2022
8.	Mr. Dinabandhu Mohapatra	07488705	23/06/2022

*\*the date of appointment is as per the MCA Portal.*

*\*\* Ms. Preetinder Virk (DIN: 02398827) Non-Executive Director, of the Company resigned from Directorship of the Company w.e.f. October 23, 2023.*

*\*\*\* Ms. Nikita Sureshchand Tulsian (DIN: 08628087) was appointed as additional director of the Company with effect from October 23, 2023 and the shareholders in their Extraordinary General Meeting held on January 19, 2024 approved the appointment.*

*\*\*\*\*Mr. Gorinka Jaganmohan Rao (DIN: 06743140) was appointed as additional director of the Company with effect from July 01, 2023 and the shareholders in their Annual General Meeting held on September 25, 2023 approved the appointment.*

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: August 27, 2024  
Place: New Delhi

For **Anshul Chhabra & Associates**  
Company Secretaries  
Sd/-  
**Anshul Chhabra**  
Proprietor  
Membership No.: A37155  
CP No.: 13935  
PR No. 1621/2021  
UDIN: A037155F001055018

**CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE  
GOVERNANCE**

To,  
The Members  
**Indiabulls Commercial Credit Limited**  
5<sup>th</sup> Floor, Building No. 27, KG Marg,  
Connaught Place, New Delhi –  
110001

We have examined the compliance of conditions of Corporate Governance by Indiabulls Commercial Credit Limited (“the Company”), for the year ended March 31, 2024, as prescribed in Regulations 17 to 27, 62 (1A) and para A, C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

We state that the compliance of conditions of Corporate Governance is the responsibility of the Company’s management and, our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI LODR.

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

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

Date: August 27, 2024  
Place: New Delhi

For **Anshul Chhabra & Associates**  
Company Secretaries  
Sd/-  
**Anshul Chhabra**  
Proprietor  
Membership No.: A37155  
CP No.: 13935  
PR No. 1621/2021  
UDIN: A037155F001055062



**Hem Sandeep & Co.**  
**Chartered Accountants**  
Office: D 118, Saket, New Delhi – 110017  
Phone: +91 11 4052 4636  
Email: info@hemsandeep.com

**Rao & Emmar**  
**Chartered Accountants**  
No. 204 and 205, 2nd Floor,  
Ramanashree Arcade MG Road  
Bengaluru 560001  
Phone: +91 99106 11114  
Email: hemant@raoemmar.com

**Independent Auditor's Report  
To The Members of Indiabulls Commercial Credit Limited  
Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of Indiabulls Commercial Credit Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and 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 financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Financial Statements.



Key Audit Matters	Auditor's Response
<p>a) Impairment of Loans (expected credit loss - ECL) (Refer note 7 to the Financial Statements)</p> <p>In accordance with the requirements of Ind AS 109, the Company is required to provide for impairment of its financial assets using the expected credit loss ('ECL') approach which involves an estimation of the probability of loss on the financial assets over their life, considering reasonable and supportable information about past events, current conditions and forecasts of future economic conditions which could impact the credit quality of the Company's loans and advances. In the process, a significant degree of judgement has been applied by the management in respect of following matters:</p> <p>(i) Classification and staging of loan portfolio, and estimation of behavioural life.</p> <p>(ii) Estimation of losses in respect of those classes of loans which had no or minimal historical defaults.</p> <p>(iii) Management overlay for macro-economic factors and estimation of their impact on the credit quality of the loans.</p> <p>(iv) In accordance with the guidance in Ind AS 109, the management overlay estimate takes into account reasonably and supportable information without incurring significant cost. The actual credit losses for the next 12 months could be significantly different than the ECL estimates prepared by the Company.</p> <p>(v) The disclosures (including disclosures prescribed by RBI) regarding the Company's application of Ind AS 109 are key to explaining the key judgements and material inputs to the Ind AS 109 ECL results.</p> <p>(vi) The Company has developed a financial model that derives key assumptions used within the provision calculation such as probability of default (PD) and loss given default (LGD). The output of such model is then applied to the calculation for the provision for expected credit loss calculation with other information including the exposure at default (EAD).</p> <p>Given the high degree of management's judgement involved in estimation of ECL, it is an area of material uncertainty and a key audit matter.</p>	<p>Principal Audit Procedures</p> <ul style="list-style-type: none"> <li>• Read and assessed the Company's accounting policies for the impairment of financial assets and whether such policy was in accordance with the requirements of Ind AS 109 and the governance framework approved by the Board of Directors pursuant to the applicable Reserve Bank of India guidelines/directions.</li> <li>• Evaluated the appropriateness of the Company's assumptions used by the Company for grouping and staging of loan portfolio into various categories and default buckets and their appropriateness for determining the probability of default (PD) and loss-given default (LGD) rates.</li> <li>• Tested the operating effectiveness of the controls for application of the staging criteria of loans. Assessed the considerations applied by the Management for staging of loans.</li> <li>• Performed tests (on sample basis) to verify the staging of loans based on their past due status.</li> <li>• Performed appropriate inquiries with the Company's management and assessed assumptions used by the management in determination of ECL provision.</li> <li>• Tested the arithmetical accuracy of calculation of the provision for ECL performed by the Company.</li> <li>• Assessed the appropriateness and sufficiency of disclosures in the Financial Statements in respect of provision for ECL.</li> </ul>



Key Audit Matters	Auditor's Response
<p>b) De-recognition of financial assets (Refer Notes 7 and 41 to the Financial Statements)</p> <p>The Company has, during the year ended March 31, 2024, derecognized loans amounting to Rs. 2,455.75 crores and recorded net income of Rs. 26.62 crores in the Statement of Profit and Loss.</p> <p>In accordance with Ind AS 109, de-recognition of financial assets (loans) transferred by the Company through assignment is based on the 'risk and reward' model and a 'control' model. In case de-recognition criteria are met, the financial assets assigned are de-recognized and difference between carrying value and consideration including the present value of interest payments that it would not give up (excess interest spread (EIS) receivable) is recognized as income in the Statement of Profit and Loss for the year.</p> <p>The Company also records a servicing asset and servicing liability at their fair value for the right retained for servicing the financial asset for the service contract and the related costs to be incurred.</p> <p>The assessment of derecognition criteria being met involves significant judgements and furthermore the measurement of the related EIS receivable income, servicing asset and liability requires significant estimates to be made with respect to the discount rate, expected portfolio life, prepayment and foreclosures. Given the complexity and the volume of such transactions the same has been considered a key audit matter.</p>	<p>Principal audit procedures</p> <ul style="list-style-type: none"> <li>• Assessed (on sample basis) assignment agreements to evaluate whether the de-recognition criteria have been met.</li> <li>• Assessed the significant estimates and judgments, including the discount rate and expected remaining life of the portfolio transferred used by the Company for computation of excess interest spread receivable, servicing asset and servicing liability.</li> <li>• Tested the arithmetical accuracy of computation of the excess interest spread receivable, servicing asset and servicing liability.</li> <li>• Assessed the disclosures included in the Financial Statements with respect to de-recognition in accordance with the requirements of Ind AS 109 and Ind AS 107.</li> </ul>

### 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, financial statements and our auditor's report thereon.

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

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

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



## **Management's Responsibilities for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the 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 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.



## **Auditor's Responsibilities for the Audit of the Financial Statements (continued)**

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial 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 financial statements.

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

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

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

## **Report on Other Legal and Regulatory Requirements**

1. As required by 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, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors of the Company is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) In our opinion and to the best of our information and according to the explanations given to us, the Company has paid remuneration to its managing director during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.



## Report on Other Legal and Regulatory Requirements (continued)

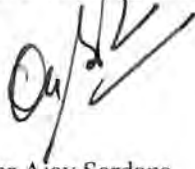
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 32 to the Financial Statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.  
  
As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended is applicable for the Company only w.e.f. 1 April 2023, therefore, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended, on preservation of audit trail as per the statutory requirements for record retention is not applicable for financial year ended 31 March 2024.
  - vi. As stated in Note 21 (9) to the Financial Statements  
    - (a) The Board of Directors of the Company has declared an interim dividend for the financial year ended March 31, 2024. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.



**Report on Other Legal and Regulatory Requirements (continued)**

2. 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 B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Hem Sandeep & Co.  
Chartered Accountants  
ICAI Firm registration number: 009907N



per Ajay Sardana  
Partner  
Membership No. 089011  
New Delhi, May 24, 2024  
UDIN: 24089011BKFUTF2627



For Rao & Emmar  
Chartered Accountants  
ICAI Firm registration number: 003084S



per Hemant Gupta  
Partner  
Membership No. 500806  
New Delhi, May 24, 2024  
UDIN: 24500806BKFUSH5379

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Indiabulls Commercial Credit Limited of even date)

### **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 Indiabulls Commercial Credit Limited (the "Company") as of March 31, 2024 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Management of the Company 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 (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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 ICAI 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:





## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT (continued)

### Meaning of Internal Financial Controls over Financial Reporting (continued)

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting 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 ICAI.

For Hem Sandeep & Co.  
Chartered Accountants  
ICAI Firm registration number: 009907N



per Ajay Sardana  
Partner  
Membership No. 089011  
New Delhi, May 24, 2024  
UDIN: 24089011BKFUTF2627



For Rao & Emmar  
Chartered Accountants  
ICAI Firm registration number: 003084S



per Hemant Gupta  
Partner  
Membership No. 500806  
New Delhi, May 24, 2024  
UDIN: 24500806BKFUSH5379

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Indiabulls Commercial Credit Limited of even date)

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

- i. In respect of the Company's property, plant and equipment and intangible assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment (including right of use assets) and assets held for sale.
  - (B) The Company has maintained proper records showing full particulars of intangible assets recognized in the Financial Statements.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment (including right of use assets) and assets held for sale by which all property, plant and equipment (including right of use assets) and assets held for sale are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment (including right of use assets) and assets held for sale were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) Based on our examination of the property tax receipts and lease agreement for land registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of 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 included under property, plant and equipment, assets held for sale and investment property are held in the name of the Company as at the balance sheet date.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
  - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii.
  - (a) The Company is engaged in the business of a non-banking finance company and does not hold any physical inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable.
  - (b) The Company has been sanctioned working capital limits in excess of Rs. five crores, in aggregate, during the year, from banks on the basis of security of current assets of the Company. In our opinion and according to the information and explanations given to us, the quarterly returns or statements filed by the Company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed.
- iii. During the year, the Company has granted loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties. The Company has not made any investments in and has not provided any guarantee or security to any other entity during the year. With respect to such loans and advances:



**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT (continued)**

- (a) The Company is registered as a Non-Banking Finance Company engaged in the primary business of financing/ granting loans. Accordingly, reporting under clause 3(iii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans and advances in the nature of loans during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) In respect of loans and advances in the nature of loans granted by the Company (together referred to as "loan assets"), the schedule of repayment of principal and payment of interest has been stipulated. Note 3.15 to the Financial Statements, explains the Company's accounting policy relating to impairment of financial assets which include loan assets. In accordance with that policy, read with Notes 7 and 47 to the Financial Statements, loan assets with balances as at March 31, 2024 aggregating Rs. 202.07 crores were categorized as credit impaired ("Stage 3") and Rs. 613.35 crores were categorised as those where the credit risk has increased significantly since initial recognition ("Stage 2"). Disclosures in respect of such loans have been provided in Note 7, read with Note 47, to the Financial Statements. Additionally, out of total loans and advances in the nature of loans, balances as at the year-end aggregating Rs. 8,411.06 crores, where credit risk has not significantly increased since initial recognition were categorized as "Stage 1". Having regard to the nature of the Company's business and the volume of information involved, it is not practicable to provide an itemized list of loan assets where delinquencies in the repayment of principal and interest have been identified (as suggested in the Guidance Note on CARO 2020, issued by the Institute of Chartered Accountants of India for reporting under this clause). Further, except for loans where there are delays or defaults in repayment of principal and / or payment of interest as at the balance sheet date, in respect of which the Company has disclosed asset classification / staging in note 7 to the Financial Statements in accordance with Indian Accounting Standards (Ind AS) and the applicable directions/ guidelines issued by the Reserve Bank of India, in all other cases, the repayment of principal and interest is regular, as applicable.
- (d) According to the information and explanations given to us and upon consideration of management's representations and other relevant evidence, and based on the audit procedures conducted by us, in our opinion, the Company, in pursuance of applicable compliances prescribed under the Act and applicable directions/ guidelines issued by the Reserve Bank of India, particularly relating to Income Recognition, Asset Classification and Provisioning Norms, monitors and reports the total amount overdue including principal and/or interest for more than ninety days. In cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting. Refer notes 7 and 47 to the Financial Statements for summarized details of such loans/advances which are not repaid by borrowers as stipulated. However, reasonable steps are taken by the Company for recovery thereof.
- (e) The Company is registered as a Non-Banking Finance Company and is engaged in the primary business of financing/ granting of loans. Accordingly, reporting under clause 3(iii)(e) of the Order is not applicable.
- (f) According to information and explanations given to us and based on the audit procedures performed, 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 during the year. Hence, reporting under clause (iii) (f) is not applicable.



**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT (continued)**

- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:

- (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into Goods and Services Tax ("GST").

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have generally been regularly deposited by the Company with the appropriate authorities though there has been a slight delay in a few cases.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to GST, Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax or Cess or other statutory dues which have not been deposited on account of any dispute, except as follows:

Name of the Statute	Nature of dues	Amount	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	Rs. 6.72 crores	Financial year 2019-2020	Commissioner Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	Rs. 38.48 crores	Financial year 2017-2018	Commissioner Income Tax (Appeals)
Central Goods and Services Tax Act, 2017	Goods and Services Tax	Rs. 0.48 crores	Financial year 2017-2018	Commissioner (Appeals) Chennai

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.



**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT (continued)**

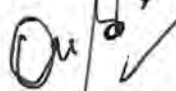
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained, other than temporary deployment pending application of proceeds.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not have any subsidiaries, associate or joint venture (as defined under the Act). Accordingly, reporting on clause 3(ix)(e) of the Order is not applicable.
- (f) The Company does not have any subsidiaries, joint ventures or associate companies (as defined under the Act). Accordingly, reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The moneys raised during the year by way of public issue of non-convertible debentures were applied by the Company for the purpose for which those funds were raised, though idle/surplus funds which were not required for immediate utilization were gainfully invested in liquid investments payable on demand.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no material fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) The internal audit is performed as per a planned program approved by the Audit Committee of the Board of Directors of the Company. We have considered the internal audit reports for the year under audit issued to the Company during the year.



**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT (continued)**

- xv. In our opinion, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors, and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) According to the information and explanations given to us, the Company is engaged in the business of Non-Banking Financial Institution as defined under section 45-IA of Reserve Bank of India Act, 1934 ("RBI Act") and is duly registered under section 45-IA of the RBI Act, holding certificate of registration (CoR) as a Non-Banking Financial Institution without accepting public deposits under section 45-IA of the said RBI Act.
- (b) In our opinion and according to the information and explanations given to us, the Company has conducted its business activities of a Non-Banking Financial Company and is duly registered under section 45-IA of the RBI Act, holding certificate of registration (CoR) as a Non-Banking Financial Institution without accepting public deposits under section 45-IA of the said RBI Act.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no 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, Asset Liability Maturity (ALM) pattern as disclosed in the Notes to the Financial Statements, other information accompanying the Financial Statements and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) There is no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with the second proviso to sub-section (5) of Section 135 of the said Act.
- (b) There is no unspent amount towards Corporate Social Responsibility (CSR) on ongoing projects requiring a transfer to a special account in compliance with provision of sub-section (6) of Section 135 of the said Act.

For Hem Sandeep & Co.  
Chartered Accountants  
ICAI Firm registration number: 009907N



per Ajay Sardana  
Partner  
Membership No. 089011  
New Delhi, May 24, 2024  
UDIN: 24089011BKFUTF2627



For Rao & Emmar  
Chartered Accountants  
ICAI Firm registration number: 003084S



per Hemant Gupta  
Partner  
Membership No. 500806  
New Delhi, May 24, 2024  
UDIN: 24500806BKFUSH5379

Indiabulls Commercial Credit Limited

Balance Sheet as at March 31, 2024

Particulars	Notes	Amount in Rs. Crores	
		As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Financial assets</b>			
Cash and cash equivalents	5	154.36	773.92
Bank balances other than cash and cash equivalents	6	214.81	132.90
Loans	7	9,484.43	9,268.38
Investments	8	2,774.57	944.20
Other financial assets	9	707.84	542.35
<b>Total Financial Assets</b>		<b>13,336.01</b>	<b>11,661.75</b>
<b>Non- financial assets</b>			
Current tax assets (net)		238.25	184.83
Deferred tax assets (net)	10	-	8.17
Investment Property	11.1	32.82	-
Property, plant and equipment	11.2	1.39	1.44
Other Intangible assets	11.3	0.01	0.01
Right of Use assets	11.4	1.13	2.51
Other non- financial assets	12	48.37	35.58
Assets held for sale	53	359.93	1,640.06
<b>Total Non- financial assets</b>		<b>681.90</b>	<b>1,872.60</b>
<b>TOTAL ASSETS</b>		<b>14,017.91</b>	<b>13,534.35</b>
<b>LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>Financial liabilities</b>			
Trade payables	13	-	-
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		0.05	-
Debt securities	14	2,525.86	2,766.68
Borrowings (other than debt securities)	15	4,628.59	4,085.19
Subordinated liabilities	16	351.37	350.65
Other financial liabilities	17	585.96	674.90
<b>Total Financial Liabilities</b>		<b>8,091.83</b>	<b>7,877.42</b>
<b>Non financial liabilities</b>			
Provisions	18	50.48	166.76
Deferred tax liabilities (net)	10	6.70	-
Other non-financial liabilities	19	201.75	98.80
<b>Total Non financial liabilities</b>		<b>258.93</b>	<b>265.56</b>
<b>Equity</b>			
Equity share capital	20	247.80	247.80
Other equity	21	5,419.35	5,143.57
<b>Total Equity</b>		<b>5,667.15</b>	<b>5,391.37</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>14,017.91</b>	<b>13,534.35</b>

The accompanying Notes are integral part of the financial statements

This is the Balance Sheet referred to in our report of even date

For Hem Sandeep & Co  
Chartered Accountants  
Firm Registration No. 009907N



Ajay Sardana  
Partner  
Membership No. 089011  
New Delhi, May 24, 2024

For and on behalf of the Board of Directors of  
Indiabulls Commercial Credit Limited

Rajiv Sandhi  
Managing Director & CEO  
DIN 09053985  
Mumbai, May 24, 2024

Anil Mahan  
Non Executive Director  
DIN 01542646  
New Delhi, May 24, 2024



For Rao & Emmar  
Chartered Accountants  
Firm Registration No. 003084S



Hemant Gupta  
Partner  
Membership No. 500806  
New Delhi, May 24, 2024

Ashish Kumar Jain  
Chief Financial Officer  
New Delhi, May 24, 2024

Ajit Kumar Singh  
Company Secretary  
New Delhi, May 24, 2024

Indiabulls Commercial Credit Limited

Statement of profit and loss for the year ended March 31, 2024

Particulars	Notes	Amount Rs. in crores	
		Year ended March 31, 2024	Year ended March 31, 2023
<b>Revenue from operations</b>			
Interest income	22	1,200.37	1,501.62
Fees and commission income	23	24.89	22.31
Net gain on fair value changes	24	242.85	312.73
Net gain on derecognition of financial instruments under amortised cost category		26.62	49.69
<b>Total revenue from operations</b>		<b>1,494.73</b>	<b>1,886.35</b>
Other income	25	0.92	0.29
<b>Total income</b>		<b>1,495.65</b>	<b>1,886.64</b>
<b>Expenses</b>			
Finance costs	26	729.57	855.18
Impairment on financial instruments (net of recoveries)	27	165.57	279.66
Employee benefits expenses	28	33.28	27.79
Depreciation and amortization		2.38	1.64
Other expenses	29	20.91	14.82
<b>Total expenses</b>		<b>951.71</b>	<b>1,179.09</b>
<b>Profit before tax</b>		<b>543.94</b>	<b>707.55</b>
Tax expense:	30		
(1) Current tax		120.54	165.65
(2) Deferred tax credit		10.40	10.00
<b>Total tax expense</b>		<b>130.94</b>	<b>175.65</b>
<b>Profit for the year</b>		<b>413.00</b>	<b>531.90</b>
<b>Other comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss			
(a) Remeasurement gain/(loss) on defined benefit plan		(0.49)	0.22
(b) Gain/(Loss) on equity instrument designated at FVOCI		20.05	-
(ii) Income tax impact on above		(4.47)	(0.06)
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax impact on above			
<b>Other comprehensive income (A+B)</b>		<b>15.09</b>	<b>0.16</b>
<b>Total comprehensive income for the year</b>		<b>428.09</b>	<b>532.06</b>
Earnings per equity share	36		
Basic (Rs.)		16.67	21.46
Diluted (Rs.)		16.67	21.46
Nominal value per share (Rs.)		10.00	10.00

The accompanying Notes are integral part of the financial statements

This is the Statement of Profit and Loss referred to in our report of even date

For Hem Sandeep & Co  
Chartered Accountants  
Firm Registration No 009907N

Ajay Sardana  
Partner  
Membership No. 089011  
New Delhi, May 24, 2024



For Rao & Emmar  
Chartered Accountants  
Firm Registration No 003084S

Hemant Gupta  
Partner  
Membership No. 500806  
New Delhi, May 24, 2024



For and on behalf of the Board of Directors of  
Indiabulls Commercial Credit Limited

Rajiv Gandhi  
Managing Director & CEO  
DIN 09063985  
Mumbai, May 24, 2024

Anil Malhan  
Non Executive Director  
DIN 01542646  
New Delhi, May 24, 2024

Ashish Kumar Jain  
Chief Financial Officer  
New Delhi, May 24, 2024

Ajit Kumar Singh  
Company Secretary  
New Delhi, May 24, 2024





Statement of Cash flows for the year ended March 31, 2024

	Amount Rs. in crores	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A Cash flow from operating activities :</b>		
Profit before tax	543.94	707.55
Adjustments for:		
Provision for gratuity	0.69	0.63
Provision for compensated absences	0.16	(0.06)
Share based payments to employees	1.33	(1.09)
Provision for impairment due to expected credit loss	209.70	345.50
Bad debts written off	89.71	13.04
Interest expenses	706.03	818.49
Interest income	(1,226.99)	(1,551.42)
Gain on modification of leases	(0.21)	-
Deemed cost of fair value of corporate guarantee	10.08	10.37
Balances no longer required written back	(0.01)	(0.17)
(Profit) on sale of property, plant and equipment	(0.01)	(0.09)
Unrealised (gain)/loss on investments (net)	(38.19)	31.44
Realised gain on investments (net)	(204.66)	(344.17)
Depreciation and amortisation	2.38	1.64
<b>Operating profit before working capital changes</b>	<b>93.95</b>	<b>32.16</b>
<b>Adjustment for changes in working capital:</b>		
Other financial assets	(164.37)	(452.68)
Other non financial assets	(28.33)	(18.38)
Loans	(90.32)	930.84
Trade payables	0.05	-
Provisions for gratuity and compensated absences	(0.53)	(0.22)
Other financial liabilities	372.53	978.86
Other non financial liabilities	(14.14)	92.78
<b>Net cash generated from operations</b>	<b>168.34</b>	<b>1,563.36</b>
Interest received	1,101.39	1,442.74
Interest paid	(698.29)	(809.32)
Income tax (paid)/refund received (net)	(173.94)	(161.99)
<b>Net cash generated from operating activities</b>	<b>397.50</b>	<b>2,034.30</b>
<b>B Cash flow from investing activities</b>		
Purchase of property, plant and equipment (net)	(0.37)	(0.51)
Movement in capital advances	0.08	(0.08)
Movement in fixed deposits with banks	(81.91)	(111.06)
Interest received	12.97	20.21
Movement in assets held for sale	1,245.89	(967.24)
(Investments in)/ Redemption of (mutual funds / other investments) (net)	(2,073.65)	295.69
<b>Net cash used in investing activities</b>	<b>(896.99)</b>	<b>(763.02)</b>
<b>C Cash flow from financing activities</b>		
Distribution of Equity dividend	(153.84)	(204.44)
Proceeds from (Repayment of) loan taken from holding company (net)	335.00	(491.00)
(Repayment of) Proceeds from issue of secured redeemable non-convertible debentures (net)	(241.92)	610.57
(Repayment of) Proceeds from working capital loans (net)	33.73	36.37
Repayment of bank loans and other borrowings (net)	(152.57)	(824.69)
Payment of lease liabilities	(0.67)	(0.89)
<b>Net cash used in financing activities</b>	<b>(120.07)</b>	<b>(822.08)</b>
<b>D Net (decrease)/increase in cash and cash equivalents (A+B+C)</b>	<b>(619.56)</b>	<b>449.70</b>
<b>E Cash and cash equivalents at the beginning of the year</b>	<b>773.92</b>	<b>324.22</b>
<b>F Cash and cash equivalents at the close of the year (D + E) (Refer Note 5)</b>	<b>154.36</b>	<b>773.92</b>

The accompanying Notes are integral part of the financial statements

This is the Statement of Cash Flows referred to in our report of even date

For Hem Sandeep & Co.  
Chartered Accountants  
Firm Registration No 009907N

Ajay Sardana  
Partner  
Membership No 089011  
New Delhi, May 24, 2024

For Rao & Emmar  
Chartered Accountants  
Firm Registration No 003084S

Hemant Gupta  
Partner  
Membership No 500806  
New Delhi, May 24, 2024

For and on behalf of the Board of Directors of  
Indiabulls Commercial Credit Limited

Rajiv Gandhi  
Managing Director & CEO  
DIN 09063985  
Mumbai, May 24, 2024

Ashish Kumar Jain  
Chief Financial Officer  
New Delhi, May 24, 2024

Anil Malhan  
Non Executive Director  
DIN 01542646  
New Delhi, May 24, 2024

Ajit Kumar Singh  
Company Secretary  
New Delhi, May 24, 2024



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

a. Equity Share Capital (issued, subscribed and fully paid up):	Number	Amount Rs. in crores
Equity shares of Rs. 10 each		
At April 1, 2022	24,77,99,324	247.80
Changes in equity share capital due to prior period errors	-	-
Restated balance as at April 1, 2022	24,77,99,324	247.80
Changes in equity share capital during the year	-	-
At March 31, 2023	24,77,99,324	247.80
Changes in equity share capital due to prior period errors	-	-
Restated balance as at April 1, 2023	24,77,99,324	247.80
Changes in equity share capital during the year	-	-
At March 31, 2024	24,77,99,324	247.80

b. Other Equity*												Amount Rs. in crores	
	Reserves & Surplus											Other Comprehensive Income	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium Account	Special Reserve U/s 36(l)(viii) of the Income Tax Act, 1961	Reserve (II) (Reserve fund u/s 45-IC of the R.B.I. Act, 1934)	Debenture Redemption Reserve	General Reserve	Share based Payment reserve	Fair value of corporate guarantee	Retained earnings	Equity instruments through other comprehensive income		
At April 01, 2022	0.17	4.00	3,249.40	138.19	336.71	8.36	238.68	8.18	59.84	773.51	-	4,817.04	
Profit for the year	-	-	-	-	-	-	-	-	-	531.90	-	531.90	
Other Comprehensive Income/(loss)	-	-	-	-	-	-	-	-	-	0.16	-	0.16	
<b>Total comprehensive income</b>	-	-	-	-	-	-	-	-	-	532.06	-	532.06	
Add. Transferred / Addition during the year	-	-	-	-	106.37	-	-	(1.09)	-	-	-	105.28	
<b>Appropriations:-</b>													
Transferred to Special Reserve u/s 36(1)(viii) of the Income Tax Act, 1961	-	-	-	-	-	-	-	-	-	-	-	-	
Transferred to Reserve Fund u/s 45-IC of the R B I Act, 1934	-	-	-	-	-	-	-	-	-	(106.37)	-	(106.37)	
Dividend on equity shares	-	-	-	-	-	-	-	-	-	(204.44)	-	(204.44)	
<b>Total Appropriations</b>	-	-	-	-	-	-	-	-	-	(310.81)	-	(310.81)	
At March 31, 2023	0.17	4.00	3,249.40	138.19	443.08	8.36	238.68	7.09	59.84	994.76	-	5,143.57	



## Statement of Changes in Equity for the year ended March 31, 2024 (Continued...)

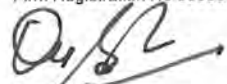
Amount in Rs. Crores

	Reserves & Surplus										Other Comprehensive Income	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium Account	Special Reserve U/s 36(I)(viii) of the Income Tax Act, 1961	Reserve (II) (Reserve fund u/s 45-IC of the R.B.I. Act, 1934)	Debenture Redemption Reserve	General Reserve	Share based Payment reserve	Fair value of corporate guarantee	Retained earnings	Equity instruments through other comprehensive income	
At March 31, 2023	0.17	4.00	3,249.40	138.19	443.08	8.36	238.68	7.09	59.84	994.76	-	5,143.57
Profit for the year	-	-	-	-	-	-	-	-	-	413.00	-	413.00
Other Comprehensive Income/(loss)	-	-	-	-	-	-	-	-	-	(0.49)	20.05	19.56
Total comprehensive Income	-	-	-	-	-	-	-	-	-	412.51	20.05	432.56
Add Transferred / Addition during the year	-	-	-	29.38	82.60	-	7.35	1.33	-	-	-	120.66
Less Share issue expenses	-	-	-	-	-	-	-	-	-	-	-	-
Appropriations:-												
Transferred to Reserve Fund u/s 45-IC of the R.B.I. Act, 1934	-	-	-	-	-	-	-	-	-	(82.60)	-	(82.60)
Transferred to Special Reserve u/s 36(1)(viii) of the Income Tax Act, 1961	-	-	-	-	-	-	-	-	-	(29.38)	-	(29.38)
Transferred to General Reserve	-	-	-	-	-	(7.35)	-	-	-	-	-	(7.35)
Dividend on equity shares	-	-	-	-	-	-	-	-	-	(153.64)	-	(153.64)
Total Appropriations	-	-	-	-	-	(7.35)	-	-	-	(265.62)	-	(272.97)
At March 31, 2024	0.17	4.00	3,249.40	167.57	525.68	1.01	246.03	8.42	59.84	1,141.65	20.05	5,423.82

\*There are no changes in accounting policy/prior period errors in other equity during the year and previous year  
The accompanying Notes are integral part of the financial statements

This is the Statement of Changes in Equity referred to in our report of even date

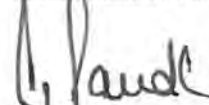
For Hem Sandeep & Co  
Chartered Accountants  
Firm Registration No 009907N



Ajay Sardana  
Partner  
Membership No 089011  
New Delhi, May 24, 2024



For and on behalf of the Board of Directors of  
Indiabulls Commercial Credit Limited



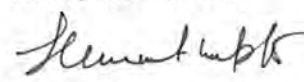
Rajiv Gandhi  
Managing Director & CEO  
DIN 09063985  
Mumbai, May 24, 2024



Anil Malhan  
Non Executive Director  
DIN 01542646  
New Delhi, May 24, 2024



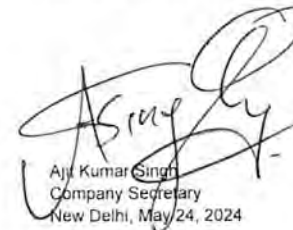
For Rao & Emmar  
Chartered Accountants  
Firm Registration No.003084S



Hemant Gupta  
Partner  
Membership No 500806  
New Delhi, May 24, 2024




Ashish Kumar Jain  
Chief Financial Officer  
New Delhi, May 24, 2024



Ajay Kumar Singh  
Company Secretary  
New Delhi, May 24, 2024

**Note 1:**

**Corporate information**

Indiabulls Commercial Credit Limited ("the Company") "ICCL" was incorporated on July 07, 2006 and is engaged in the business of financing, investment and allied activities. On February 12, 2008, the Company was registered under section 45-IA of the Reserve Bank of India Act, 1934 to carry on the business of a Non Banking Financial Company but does not have permission from the Reserve Bank of India to accept public deposits.

In accordance with the provisions of section 13 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the members of the company at their Extraordinary General Meeting held on March 02, 2015, accorded their approval to change the name of the Company. The Company has since received fresh certificate of incorporation consequent upon change of name from the Registrar of Companies, National Capital Territory of Delhi & Haryana dated March 12, 2015, in respect of the said change. Accordingly, the name of the Company was changed from Indiabulls Infrastructure Credit Limited to Indiabulls Commercial Credit Limited.

In accordance with the approval of the members of the Company, at their Extraordinary general meeting held on June 12, 2015 and of the Registrar of Companies, National Capital Territory of Delhi & Haryana, and pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder, new set of Memorandum of Association (MOA) of the Company in accordance with Table A of Schedule I of the Companies Act, 2013, inter alia modifying sub clause 5 of the erstwhile main object of the MOA, as reproduced below, be and is hereby adopted as follows:

"To act as financial consultants, investment, marketing and management consultants/advisors and provide consultancy in various fields including general administrative, secretarial, managerial, commercial, banking, financial, economic, public relation, personal and corporate finance and direct and indirect taxation and other levies"

The Board of Directors of Indiabulls Finance Company Private Limited ("IFCPL") and the Company at their meeting held on April 16, 2015 had approved, the Scheme of Arrangement, involving the merger of IFCPL, on an ongoing basis, into the Company, pursuant to and in terms of the provisions of Section 391 – 394 of the Companies Act, 1956, as amended from time to time ("Scheme of Arrangement"). The appointed date of the proposed merger fixed under the Scheme of Arrangement was April 01, 2015. The Hon'ble High Court of Delhi, vide its order dated March 15, 2016, received by the Company on March 31, 2016, approved the Scheme of Arrangement (Order). In terms of the court approved Scheme of Arrangement, with the filing of the copy of the Order, on March 31, 2016 with the office of ROC, NCT of Delhi & Haryana (the Effective Date), the Scheme of Arrangement came into effect and IFCPL, as a going concern, stands amalgamated with the Company with effect from the Appointed Date, being April 01, 2015 (in accordance with AS-14-Accounting for Amalgamations, under the Pooling of Interests Method). Consequent to the Scheme of Arrangement becoming effective, the Board of Directors of the Company at their meeting held on March 31, 2016, issued and allotted 32,826,288 Equity Shares of Rs. 10 each of the Company to the Equity Share Holders of IFCPL, against their share holding in such equity shares as on March 31, 2016. The issue of equity shares by the Company in the ratio of 3:1, was in terms of the Share Exchange Ratio as mentioned in the Court approved Scheme of Arrangement.

**Note 2 :**

**(i) Basis of preparation**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act, the Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 as amended from time to time (the RBI Directions, 2016) and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR(NBFC) CC PD No 109/22 10 106/2019-20 dated 13 March 2020 (RBI Notification for Implementation of Ind AS) issued by RBI. The Company uses accrual basis of accounting except in case of significant uncertainties.

The financial statements are presented in Indian Rupee (INR) which is also the functional currency of the Company.

The financial statements are prepared on a going concern basis, as the Management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

**(ii) Presentation of financial statements**

The Company presents its balance sheet in order of liquidity. Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

- A. The normal course of business
- B. The event of default
- C. The event of insolvency or bankruptcy of the Group and/or its counterparties



**Note 2 (continued...):**

- (iii) The material accounting policy information related to preparation of the financial statements have been discussed in the following notes
- (iv) The items appearing in the financial statements as '0.00' represents balances not considered due to rounding off to the nearest rupees in crores.

These financial statements have been prepared in Indian Rupee which is the functional currency of the Company

The financial statements for the year ended March 31, 2024 were authorized and approved for issue by the Board of Directors on May 24, 2024.

**Note 3 :****Material accounting policies****3.1 Use of estimates**

The preparation of Standalone financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. 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.

**A. Impairment loss on financial assets**

The measurement of impairment losses across all categories of financial assets except assets valued at FVTPL, enquires 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.

The Company's expected credit loss (ECL) calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include

- The Company's model, which assigns Probability of Defaults (PDs)
- The Company's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a Long Term ECL (LTECL) basis
- The segmentation of financial assets when their ECL is assessed on a collective basis
- Development of ECL models, including the various formulas and the choice of inputs
- Determination of associations between macroeconomic scenarios and, economic inputs, and the effect on PDs, Exposure at Default (EADs) and Loss Given Default (LGDs)
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models.

**B. Business Model Assumption**

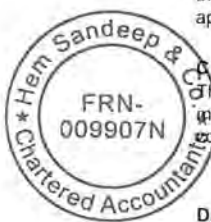
Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes 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 that are de-recognised 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.

**C. Defined employee benefit assets and liabilities**

The cost of the defined benefit gratuity plan and other post-employment benefits 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 at each reporting date.

**D. Share Based Payments**

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.



**Note 3 (continued...)****E. 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 valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**F. Effective interest rate (EIR) method**

The Company's EIR methodology, recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans and recognises the effect of potentially different interest rates charged at various stages and other characteristics of the product life cycle. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well expected changes to the company's base rate and other fee income/expense that are integral parts of the instrument.

**3.2 Cash and cash equivalents**

Cash and cash equivalent comprises cash in hand, demand deposits and time deposits held with bank, debit balance in cash credit account

**3.3 Recognition of income and expense****a) Interest income**

The Company earns revenue primarily from giving loans. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Interest revenue is recognized using the effective interest method (EIR). The effective interest method calculates the amortized cost of a financial instrument and allocates the interest income. The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the gross carrying amount of the financial asset or liability. The calculation takes into account all contractual terms of the financial instrument (for example, prepayment options) and includes any fees or incremental costs that are directly attributable to the instrument and are an integral part of the EIR, but not future credit losses.

The Company recognises interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Company recognises the interest to the extent recoverable. If the financial assets cures and is no longer credit-impaired, the Company reverts to recognising interest income.

**b) Interest expense**

Interest expense includes issue costs that are initially recognized as part of the carrying value of the financial liability and amortized over the expected life using the effective interest method. These include fees and commissions payable to arrangers and other expenses such as external legal costs, provided these are incremental costs that are directly related to the issue of a financial liability.

**c) Other charges and other interest**

Additional interest and Overdue interest is recognised on realisation basis.

**e) Dividend income**

Dividend income is recognized when the Company's 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. This is generally when shareholders approve the dividend.

**3.4 Foreign currency**

The Company's financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency.

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Foreign currency denominated monetary assets and liabilities are translated at the functional currency spot rates of exchange at the reporting date and exchange gains and losses arising on settlement and restatement are recognized in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).



**Note 3 (continued...)**

**3.5 Leases**

The company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration

**Company as a lessee**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets

**Right-of-use assets**

**Lease Liability**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable. The lease payments also include payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

**Short-term leases**

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

**Significant accounting, judgements, estimates and assumptions**

**Determining the lease term of contracts with renewal and termination options – Company as lessee**

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

**Leases - Estimating the incremental borrowing rate**

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.

**3.6 Property, plant and equipment (PPE) and Intangible assets**

**PPE**

PPE are stated at cost (including incidental expenses directly attributable to bringing the asset to its working condition for its intended use) less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditure related to PPE is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of item can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

**Intangible fixed assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.



**Note 3 (continued...)**

**3.7 Depreciation and amortization**

**Depreciation**

Depreciation on PPE is provided on straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013, except for Vehicles

Vehicles are amortised on a straight line basis over a period of five years from the date when the assets are available for use. The life has been assessed based on past usage experience and considering the change in technology

Depreciation on additions to PPE is provided on a pro-rata basis from the date the asset is put to use. Leasehold improvements are amortised over the period of Lease. Depreciation on sale / deduction from PPE is provided for up to the date of sale / deduction, as the case may be

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

**Amortization**

Intangible assets consisting of Software are amortised on a straight line basis over a period of four years from the date when the assets are available for use

The amortisation period and the amortisation method for these software's with a finite useful life are reviewed at least at each financial year-end

**3.8 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 recognised 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

**3.9 Provisions, Contingent Liability and Contingent Assets**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date. Contingent liability is disclosed for (1) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (2) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent Assets are not recognised in the financial statements.

**3.10 Retirement and other employee benefits**

Retirement benefit in the form of provident fund and Employee State Insurance Scheme is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund and Employee State Insurance scheme. The Company recognizes contribution payable to the provident fund and Employee State Insurance scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized 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 recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company has unfunded defined benefit plans Gratuity plan for all eligible employees, the liability for which is determined on the basis of actuarial valuation at each year end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Superannuation (Pension & Medical coverage) payable to a Director on retirement is also actuarially valued at the end of the year using the Projected Unit Credit Method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.





**Note 3 (continued...)**

**3.11 Taxes**

Tax expense comprises current and deferred tax

**Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with Income tax Act, 1961, Income Computation and Disclosure Standards and other applicable tax laws. The tax rates and tax laws used to compute the amount are those that are enacted at the reporting date.

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.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which during the specified period 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 Company 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 Company.

**Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**3.12 Earning per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting 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 period are adjusted for the effects of all dilutive potential equity shares.

**3.13 Share based payments**

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.



## Note 3 (continued...)

**3.14 Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**3.14.1 Financial Assets****3.14.1.1 Initial recognition and measurement**

Financial assets, with the exception of loans and advances to customers, are initially recognised on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. Loans and advances to customers are recognised when funds are disbursed to the customers. The classification of financial instruments at initial recognition depends on their purpose and characteristics and the management's intention when acquiring them. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

**3.14.1.2 Classification and Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

**3.14.1.3 Debt instruments at amortised costs**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

**Business model:** The business model reflects how the Company manages the assets in order to generate cash flows. That is, where the Company's objective is solely to collect the contractual cash flows from the assets, the same is measured at amortized cost or where the Company's objective is to collect both the contractual cash flows and cash flows arising from the sale of assets, the same is measured at fair value through other comprehensive income (FVTOCI). If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at FVPL.

**SPPI:** Where the business model is to hold assets to collect contractual cash flows (i.e. measured at amortized cost) or to collect contractual cash flows and sell (i.e. measured at fair value through other comprehensive income), the Company assesses whether the financial instruments' cash flows represent solely payments of principal and interest (the 'SPPI test'). In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement (i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement). Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss. The amortized cost, as mentioned above, is computed using the effective interest rate method.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit and loss.

**3.14.1.4 Debt instruments at FVOCI**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.



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

Note 3 (continued...)

**3.14.1.5 Debt instruments at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**3.14.1.6 Equity Investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**3.14.2 Financial Liabilities**

**3.14.2.1 Initial recognition and measurement**

Financial liabilities are classified and measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for trading or it is designated as on initial recognition. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

**3.14.2.2 Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

**3.14.3 Derivative financial instruments**

The Company holds derivatives to mitigate the risk of changes in exchange rates on foreign currency exposures as well as interest fluctuations. The counterparty for these contracts is generally a bank. Derivatives that are not designated a hedge are categorized as financial assets or financial liabilities, at fair value through profit or loss. Such derivatives are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting gains or losses are included in Statement of Profit and Loss.

**3.14.4 Reclassification of financial assets and liabilities**

The company doesn't reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the company acquires, disposes of, or terminates a business line. Financial liabilities are never reclassified.



Note 3 (continued...)

3.14.5 De recognition of financial assets and liabilities

3.14.5.1 Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is de-recognised when the rights to receive cash flows from the financial asset have expired. The Company also de-recognised the financial asset if it has transferred the financial asset and the transfer qualifies for de recognition.

The Company has transferred the financial asset if, and only if, either

- It has transferred its contractual rights to receive cash flows from the financial asset
- Or
- It retains the rights to the cash flows, but has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement.

Pass-through arrangements are transactions whereby the Company retains the contractual rights to receive the cash flows of a financial asset (the 'original asset'), but assumes a contractual obligation to pay those cash flows to one or more entities (the 'eventual recipients'), when all of the following three conditions are met:

- The Company has no obligation to pay amounts to the eventual recipients unless it has collected equivalent amounts from the original asset, excluding short-term advances with the right to full recovery of the amount lent plus accrued interest at market rates.
- The Company cannot sell or pledge the original asset other than as security to the eventual recipients.
- The Company has to remit any cash flows it collects on behalf of the eventual recipients without material delay.

In addition, the Company is not entitled to reinvest such cash flows, except for investments in cash or cash equivalents including interest earned, during the period between the collection date and the date of required remittance to the eventual recipients.

A transfer only qualifies for derecognition if either

- The Company has transferred substantially all the risks and rewards of the asset
- Or
- The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

When the Company has neither transferred nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognised only to the extent of the Company's continuing involvement, in which case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration the Company could be required to pay.

If continuing involvement takes the form of a written or purchased option (or both) on the transferred asset, the continuing involvement is measured at the value the Company would be required to pay upon repurchase. In the case of a written put option on an asset that is measured at fair value, the extent of the entity's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

3.14.5.2 Financial Liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or loss.



Note 3 (continued...)

3.15 Impairment of financial assets

3.15.1 Overview of the ECL principles

The Company is recording the allowance for expected credit losses for all loans and other debt financial assets not held at FVTPL, together with loan commitments and financial guarantee contracts, (in this section all referred to as 'financial instruments'). Equity instruments are not subject to impairment under IND AS 109.

The ECL allowance is based on:

- a) 12 months' expected credit loss (12mECL) where there is no significant increase in credit risk since origination and
- b) on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL)

The 12mECL is the portion of LTECL that represents the ECL that results from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both LTECLs and 12mECLs are calculated on individual and collective basis, depending on the nature of the underlying portfolio of financial instruments. The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition.

Based on the above process, the Company groups its loans into Stage 1, Stage 2, Stage 3, as described below:

**Stage 1** When loans are first recognised, the Company recognises an allowance based on 12mECLs. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2 or Stage 3.

**Stage 2** When a loan has shown a significant increase in credit risk since origination, the company records an allowance for the LTECLs. Stage 2 loans also include facilities, where the credit risk has improved and the loan has been reclassified from Stage 3.

**Stage 3** Loans considered credit-impaired. The Company records an allowance for the LTECLs.

3.15.2 The calculation of ECLs

The Company calculates ECLs based on a probability-weighted scenarios and historical data to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

- PD - The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.
- EAD - The Exposure at Default is an exposure at a default date.
- LGD - The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

The maximum period for which the credit losses are determined is the expected life of a financial instrument.

The mechanics of the ECL method are summarised below:

**Stage 1** The 12mECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Company calculates the 12mECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-month default probabilities are applied to an EAD and multiplied by the expected LGD.

**Stage 2** When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECLs. The mechanics are similar to those explained above, but PDs and LGDs are estimated over the lifetime of the instrument.

**Stage 3** For loans considered credit-impaired, the Company recognizes the lifetime expected credit losses for these loans. The method is similar to that for Stage 2 assets, with the PD set at 100%.



**Note 3 (continued...)**

Loan commitments: When estimating LTECLs for undrawn loan commitments, the Company estimates the expected portion of the loan commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loan is drawn down. The expected cash shortfalls are discounted at an approximation to the expected EIR on the loan.

For loan commitments, the ECL is recognised within Provisions.

The mechanics of the ECL method are summarised below:

**Stage 1:** The 12mECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Company calculates the 12mECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-month default probabilities are applied to an EAD and multiplied by the expected LGD.

**Stage 2:** When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECLs. The mechanics are similar to those explained above, but PDs and LGDs are estimated over the lifetime of the instrument.

**Stage 3:** For loans considered credit-impaired, the Company recognizes the lifetime expected credit losses for these loans. The method is similar to that for Stage 2 assets, with the PD set at 100%.

**3.15.3 Forward looking information**

While estimating the expected credit losses, the Company reviews macro-economic developments occurring in the economy and market it operates in. On a periodic basis, the Company analyses if there is any relationship between key economic trends like GDP, Unemployment rates, Benchmark rates set by the Reserve Bank of India, inflation etc. with the estimate of PD, LGD determined by the Company based on its internal data. While the internal estimates of PD, LGD rates by the Company may not be always reflective of such relationships, temporary overlays are embedded in the methodology to reflect such macro-economic trends reasonably.

**3.15.4 Write-offs**

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to profit and loss account.

**3.16 Fair value measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date using valuation techniques.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.



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

**Note 3 (continued...)**

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

**3.17 Dividend**

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

**3.18 Hedging**

The Company makes use of derivative instruments to manage exposures to interest rate and foreign currency. In order to manage particular risks, the Company applies hedge accounting for transactions that meet specified criteria.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below.

**3.18.1 Fair value hedges**

Fair value hedges hedge the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment, or an identified portion of such an asset, liability or firm commitment, that is attributable to a particular risk and could affect profit or loss.

For designated and qualifying fair value hedges, the cumulative change in the fair value of a hedging derivative is recognised in the statement of profit and loss in net gain on fair value changes. Meanwhile, the cumulative change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item in the balance sheet and is also recognised in the statement of profit and loss in net gain on fair value changes.

The Company classifies a fair value hedge relationship when the hedged item (or group of items) is a distinctively identifiable asset or liability hedged by one or a few hedging instruments. The financial instruments hedged for interest rate risk in a fair value hedge relationships fixed rate debt issued and other borrowed funds.

If the hedging instrument expires or is sold, terminated or exercised, or where the hedge no longer meets the criteria for hedge accounting, the hedge relationship is discontinued prospectively. If the relationship does not meet hedge effectiveness criteria, the Company discontinues hedge accounting from the date on which the qualifying criteria are no longer met. For hedged items recorded at amortised cost, the accumulated fair value hedge adjustment to the carrying amount of the hedged item on termination of the hedge accounting relationship is amortised over the remaining term of the original hedge using the recalculated EIR method by recalculating the EIR at the date when the amortisation begins. If the hedged item is derecognised, the unamortised fair value adjustment is recognised immediately in the statement of profit and loss.



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

**Note 3 (continued...)**

**3.18.2 Cash flow hedges**

A cash flow hedge is a hedge of the exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability (such as all or some future interest payments on variable rate debt) or a highly probable forecast transaction and could affect profit or loss.

For designated and qualifying cash flow hedges, the effective portion of the cumulative gain or loss on the hedging instrument is initially recognised directly in OCI within equity (cash flow hedge reserve). The ineffective portion of the gain or loss on the hedging instrument is recognised immediately in net gain/loss on fair value changes in the profit and loss statement. When the hedged cash flow affects the statement of profit and loss, the effective portion of the gain or loss on the hedging instrument is recorded in the corresponding income or expense line of the statement of profit and loss. When the forecast transaction subsequently results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognised in OCI are reversed and included in the initial cost of the asset or liability.

When a hedging instrument expires, is sold, terminated, exercised, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss that has been recognised in OCI at that time re-mains in OCI and is recognised when the hedged forecast transaction is ultimately recognised in the statement of profit and loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in OCI is immediately transferred to the statement of profit and loss.

**3.18.3 Cost of hedging**

The Company also may separate forward element and the spot element of a forward contract and designate as the hedging instrument only the change in the value of the spot element of a forward contract. Similarly currency basis spread may be separated and excluded from the designation of a financial instrument as the hedging instrument.

When an entity separates the forward element and the spot element of a forward contract and designates as the hedging instrument only the change in the value of the spot element of the forward contract, or when an entity separates the foreign currency basis spread from a financial instrument and excludes it from the designation of that financial instrument as the hedging instrument, such amount is recognised in OCI and accumulated as a separate component of equity under Cost of hedging reserve. These amounts are reclassified to the statement of profit or loss account as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

**3.19 Investment in subsidiaries**

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

**3.20 Assets held for Sale**

In the course of its business activities, the Company acquires and holds certain assets (residential / commercial) for sale. The Company is committed to sell these assets and such assets and the carrying amounts of such assets will be recovered principally through the sale of these assets.

In accordance with Ind AS 105, assets held for sale are measured on the reporting date at the lower of carrying value or fair value less costs to sell. The Company does not charge depreciation on such assets. Fair value of such assets is determined based on independent valuations conducted by specialists.

**Note 4:**

**Recent accounting pronouncements**

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.





## Notes to the Financial Statements for the year ended March 31, 2024

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 5 : Cash and cash equivalents</b>		
Cash on hand	0.63	0.35
Balance with banks		
In current accounts	138.12	687.52
Cheques on hand	15.61	86.05
<b>Total</b>	<b>154.36</b>	<b>773.92</b>

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 6: Bank Balances other than cash and cash equivalents</b>		
Balances with banks in fixed deposits to the extent held as margin money or security against the borrowings, guarantees, other commitments <sup>(1)</sup>		
	214.81	132.90
<b>Total</b>	<b>214.81</b>	<b>132.90</b>

(1) Deposits accounts with bank are held as Margin Money/ are under lien / in the name of respective counterparties with whom the Company has entered into assignment deals. The Company has the complete beneficial interest on the income earned from these deposits.

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 7: Loans (at amortised cost)</b>		
Term Loans(Net of Assignment) <sup>(1) (2) (6)</sup>	9,677.41	9,404.33
<b>Total (A) Gross</b>	<b>9,677.41</b>	<b>9,404.33</b>
Less: Provision for Impairment due to expected credit loss	192.98	135.95
<b>Total (A) Net</b>	<b>9,484.43</b>	<b>9,268.38</b>
Secured by tangible assets and intangible assets <sup>(4)</sup>	7,744.58	6,926.88
Unsecured <sup>(3)</sup>	1,932.83	2,477.45
<b>Total (B) Gross</b>	<b>9,677.41</b>	<b>9,404.33</b>
Less: Provision for Impairment due to expected credit loss	192.98	135.95
<b>Total (B) Net</b>	<b>9,484.43</b>	<b>9,268.38</b>
<b>Loans in India</b>		
Term Loans	9,677.41	9,404.33
<b>Total (C) (1) Gross</b>	<b>9,677.41</b>	<b>9,404.33</b>
Less: Provision for Impairment due to expected credit loss	192.98	135.95
<b>Total (C) (1) Net</b>	<b>9,484.43</b>	<b>9,268.38</b>
<b>Loans outside India</b>		
<b>Total (C) (2) Gross</b>	-	-
Less: Provision for Impairment due to expected credit loss	-	-
<b>Total (C) (2) Net</b>	-	-
<b>Total (C)</b>	<b>9,484.43</b>	<b>9,268.38</b>



## Note 7 : Loans (continued...)

(1) Term Loans (net of assignment):	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
Total term loans*	14,765.12	14,012.18
Less: Loans assigned	5,538.63	4,939.55
	<b>9,226.49</b>	<b>9,072.63</b>
Add: Interest accrued on loans <sup>@</sup>	450.93	331.70
<b>Term loans(net of assignment)</b>	<b>9,677.42</b>	<b>9,404.33</b>

\*Includes credit substitutes

<sup>@</sup> Includes interest accrued on units of AIF amounting to Rs 112.78 crores (Previous year Rs 43.01 crores), which will become due and payable upon maturity only.

(2) Secured loan includes loan to Director for Rs. Rs 0.56 crores (March 31, 2023: Rs 0.56 crores)

(3) Unsecured loan includes loan to Pragati Employees Welfare Trust, fellow subsidiary for Rs. 25.00 crores (March 31, 2023: Rs. 30.00 crores)

(4) Secured loans and other credit facilities given to customers are secured / partly secured by :

- Equitable mortgage of property and / or
- Pledge of shares / debentures, units, other securities, assignment of life insurance policies and / or
- Hypothecation of assets and / or
- Company guarantees and / or
- Personal guarantees and / or
- Negative lien and / or Undertaking to create a security.

## (5) Impairment allowance for loans and advances to customers

The Company's Analytics Department has designed and operates its Internal Rating Model. The model is tested and calibrated periodically. The model grades loans on a four-point grading scale, and incorporates both quantitative as well as qualitative information on the loans and the borrowers. The model uses historical empirical data to arrive at factors that are indicative of future credit risk and segments the portfolio on the basis of combinations of these parameters into smaller homogenous portfolios from the perspective of credit behaviour. Some of the factors that the internal risk based model may consider are:

- Loan to value
- Type of collateral
- Cash-flow and income assessment of the borrower
- Interest and debt service cover
- Repayment track record of the borrower
- Vintage i.e. months on books and number of paid EMIs
- Project progress in case of project finance

In addition to information specific to the borrower and the performance of the loan, the model may also utilise supplemental external information that could affect the borrower's behaviour. The Internal Rating Model is dynamic and is calibrated periodically; the choice of parameters and division into smaller homogenous portfolios is thus also dynamic.

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\*.

Risk Categorization	Amount Rs. in crores			
	March 31, 2024			
	Stage 1	Stage 2	Stage 3	Total
Very Good	8,411.06	-	-	8,411.06
Good	-	613.36	-	613.36
Non-performing	-	-	202.07	202.07
<b>Grand Total</b>	<b>8,411.06</b>	<b>613.36</b>	<b>202.07</b>	<b>9,226.49</b>



## Note 7 : Loans (continued...)

Amount Rs. in crores

Risk Categorization	March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total
Very Good	8,190.47	-	-	8,190.47
Good	-	680.22	-	680.22
Non-performing	-	-	201.94	201.94
<b>Grand Total</b>	<b>8,190.47</b>	<b>680.22</b>	<b>201.94</b>	<b>9,072.63</b>

\*The above table does not include the amount of interest accrued but not due.

An analysis of changes in the Provision for impairment due to expected credit loss in relation to Loans given is as follows:

Amount Rs. in crores

Particulars	March 31, 2024			
	Stage 1	Stage 2	Stage 3	Total
Opening Balance	45.41	17.16	73.38	135.95
ECL on assets added/ change in ECL estimates	38.55	15.89	4.55	58.99
Assets derecognised [including from loan sell downs], repaid and written off/written back	(16.46)	(13.63)	28.13	(1.96)
Transfers from Stage 1	(21.95)	9.47	12.48	-
Transfers from Stage 2	1.24	(16.80)	15.56	-
Transfers from Stage 3	0.01	-	(0.01)	-
<b>Closing balance#</b>	<b>46.80</b>	<b>12.09</b>	<b>134.09</b>	<b>192.98</b>

Amount Rs. in crores

Particulars	March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total
Opening balance	36.34	68.86	65.19	170.39
ECL on assets added/ change in ECL estimates	49.82	21.84	0.57	72.23
Assets derecognised [including from loan sell downs], repaid and written off/written back	(17.71)	(49.29)	(39.67)	(106.67)
Transfers from Stage 1	(26.87)	3.08	23.79	-
Transfers from Stage 2	3.83	(27.33)	23.50	-
Transfers from Stage 3	-	-	-	-
<b>Closing balance #</b>	<b>45.41</b>	<b>17.16</b>	<b>73.38</b>	<b>135.95</b>

#Includes ECL on undrawn loan commitments for Rs. 0.74 crores (Previous year Rs. 0.23 crores)

The Company has adopted a conservative approach to expected credit loss [ECL] staging and accounts have been categorized as Stage 2 based on analysis of stress in particular industry segments – even if the loan accounts are regular in debt servicing.

IndAS ECL guidelines also do not permit creation of unattached ad-hoc/ counter-cyclical provisions outside of the analytically computed ECL provisions. Thus, this identification of stress in industry particular industry segments and categorizing a significantly larger number of loans as Stage 2 has formed the basis of the robust provisioning buffer the Company has created – as on March 31, 2024, the Company had total provisions against loan book of ₹ 192.98 Crores which is 2.09% of the loan book.

Refer Note 65 for disclosures of cases restructured under Resolution Framework for COVID-19-related Stress pursuant to the Notification Vide:RBI/2020-21/16 DOR.No BP BC/3/21.04.048/2020-21 dated 06 August 2020 and RBI/2021-22/31/DOR STR.REC 11/21.04.048/2021-22 dated 5 May 2021.

(6) Includes redemption premium accrued on zero coupon bonds Rs 2.99 Crores (Previous year Rs. Nil), will become due and payable upon maturity only. The accounting of the redemption premium does not create an enforceable right in favour of the Company on any date prior to redemption, and shall not be considered as the credit of the premium to the account of the Company.



**Note 7 : Loans (continued...)**

**(7) Impairment assessment**

The Company's impairment assessment and measurement approach is set out in the notes below. It should be read in conjunction with the Summary of significant accounting policies.

**(7) (i) Probability of default**

The Company considers a financial instrument as defaulted and classifies it as Stage 3 (credit-impaired) for ECL calculations typically when the borrower becomes 90 days past due on contractual payments. The Company may also classify a loan in Stage 3 if there is significant deterioration in the loan collateral, deterioration in the financial condition of the borrower or an assessment that adverse market conditions may have a disproportionately detrimental effect on the loan repayment. Thus, as a part of the qualitative assessment of whether an instrument is in default, the Company also considers a variety of instances that may indicate delay in or non-repayment of the loan. When such events occur, the Company carefully considers whether the event should result in treating the borrower as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate.

\*Classification of accounts into stage 2 is done on a conservative basis and typically accounts where contractual repayments are more than 30 days past due are classified in stage 2. Accounts usually go over 30 days past due owing to temporary mismatch in timing of the borrowers' or his/her business' underlying cash flows, and are usually quickly resolved.

It is the Company's policy to consider a financial instrument as 'cured' and therefore re-classified out of Stage 3 when none of the default criteria are present. The decision whether to classify an asset as Stage 2 or Stage 1 once cured depends on the updated credit grade once the account is cured, and whether this indicates there has been a significant reduction in credit risk.

**(7) (ii) Internal rating model and PD Estimation process**

The Company's internal rating and PD estimation process:

The Company's Analytics Department has designed and operates its Internal Rating Model that factors in both quantitative as well as qualitative information on the loans and the borrowers. The model uses historical empirical data to arrive at factors that are indicative of future credit risk and segments the portfolio on the basis of combinations of these parameters into smaller homogenous portfolios from the perspective of credit behaviour. The PDs are computed for these homogenous portfolio segments. The PDs are also used for Ind-AS 109 ECL calculations and the Ind AS 109 Stage classification of the exposure.

The Internal Rating Model is dynamic and is calibrated periodically, the choice of parameters and division into smaller homogenous portfolios is thus also dynamic.

**(7) (iii) Exposure at default**

The outstanding balance as at the reporting date is considered as EAD by the Company. Considering that PD determined above factors in amount at default, there is no separate requirement to estimate EAD.

**(7) (iv) Loss given default**

The Company uses historical loss data for identified homogenous pools for the purpose of calculating LGD. The estimated recovery cash flows are discounted such that the LGD calculation factors in the NPV of the recoveries.

**(7) (v) Significant increase in credit risk**

The internal rating model evaluates the loans on an ongoing basis. The rating model also assesses if there has been a significant increase in credit risk since the previously assigned risk grade. One key factor that indicates significant increase in credit risk is when contractual payments are more than 30 days past due.

**(7) (vi) Company's financial assets measured on a collective basis**

For Stage 3 assets ECL is calculated on an individual basis.

For stages 1 and 2 the internal rating model analyses historical empirical data, determines parameters that are indicative of future credit risk and segments the portfolio on the basis of a combination of these parameters into smaller homogeneous portfolios. The loss estimation for these pools is hence done on a collective basis. In addition to information specific to the borrower and the performance of the loan, the model may also utilise supplemental external information that could affect the borrower's behaviour. The model is also calibrated to incorporate external inputs such as GDP growth rate, unemployment rate and factors specific to the sector/industry of the borrower.



	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 9: Other financial assets</b>		
Security deposits	0.50	0.47
Interest only strip receivable	56.23	56.56
Interest accrued on Fixed Deposit accounts	8.62	5.20
Interest accrued on investments	0.66	3.93
Other receivables	641.83	476.19
<b>Total</b>	<b>707.84</b>	<b>542.35</b>

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 10: Deferred tax assets /(liabilities) (net)</b>		
<b>Deferred tax assets:</b>		
Arising on account of temporary differences due to:		
Provision for employee benefit obligations	1.51	1.19
Property, plant and equipment and Intangible assets	0.79	0.89
Lease liabilities and right-of-use assets	0.08	0.11
Impairment allowance for financial assets	48.57	34.22
Financial assets measured at amortised cost	-	0.12
Investment property	0.36	-
	<b>51.31</b>	<b>36.53</b>
<b>Deferred tax liabilities:</b>		
Arising on account of temporary differences due to:		
Difference between accounting income and taxable income	28.80	10.49
Provision for bad debts under section 36(1)(viii) of the Income Tax Act, 1961	6.55	8.87
Securitisation liabilities	12.52	12.97
Financial liabilities measured at amortised cost	0.59	0.68
Gain on investments carried at fair value through profit or loss / other comprehensive income	9.55	(4.65)
	<b>58.01</b>	<b>28.36</b>
<b>Deferred tax assets /(liabilities) (net)</b>	<b>(6.70)</b>	<b>8.17</b>



**Note 7 : Loans (continued...)**

**(8) Collateral**

In the ordinary course of its business, the Company extends secured loans mainly backed by mortgage of property (residential or commercial)

In addition to the above mentioned collateral, the Company holds other types of collateral and credit enhancements, such as cross-collateralisation on other assets of the borrower, share pledge, guarantees of parent/holding companies, personal guarantees of promoters/proprietors, hypothecation of receivables via escrow account, hypothecation of receivables in other bank accounts etc.

In its normal course of business, the Company does not physically repossess properties or other assets, but recovery efforts are made on delinquent loans through on-rolls collection executives, along with legal means to recover due loan repayments. Once contractual loan repayments are more than 90 days past due, repossession of property may be initiated under the provisions of the SARFAESI Act 2002. Repossessed property is disposed of in the manner prescribed in the SARFAESI act to recover outstanding debt

The Company did not hold any financial instrument for which no loss allowance is recognised because of collateral at March 31, 2024. There was no change in the Company's collateral policy or collateral quality during the year.

(9) As at the year end, the Company has undrawn loan commitments of Rs. 147.98 Crores (Previous Year Rs. 101.29 Crores)

Amount Rs. in crores			
As at March 31, 2024			
At amortised Cost	At fair value through profit or loss	Through other comprehensive income	Total
<b>Note 8: Investments</b>			
Mutual funds and Debt Securities <sup>(Refer footnotes 1, 2 &amp; 4 below)</sup>	374.92	2,399.65	2,774.57
<b>Total gross</b>	<b>374.92</b>	<b>2,399.65</b>	<b>2,774.57</b>
Less: Allowance for impairment loss	-	-	-
<b>Total net</b>	<b>374.92</b>	<b>2,399.65</b>	<b>2,774.57</b>

Amount Rs. in crores			
As at March 31, 2023			
At amortised Cost	At fair value through profit or loss	Through other comprehensive income	Total
<b>Note 8: Investments</b>			
Mutual funds and Debt Securities	944.20	-	944.20
In equity shares of Subsidiary Company <sup>(Refer foot note 3 Below)</sup>	-	-	-
<b>Total gross</b>	<b>944.20</b>	<b>-</b>	<b>944.20</b>
Less: Allowance for Impairment loss	-	-	-
<b>Total net</b>	<b>944.20</b>	<b>-</b>	<b>944.20</b>



- (1) Includes investment in mutual funds and debt securities of Rs. 50.42 crores (March 31, 2023 Rs. 46.98 crores) under lien / provided as credit enhancement in respect of assignment deal for loans.
- (2) Investments in units of mutual funds and debt securities includes investments in units of alternative investment funds of Rs. 118.91 crores (Rs. 847.22 crores)
- (3) The Company had invested USD 310,000 equivalent to Rs. 2.12 crores in 310,000 equity shares of of face value of USD 1 per share in Indiabulls Asset Management, Mauritius, (a wholly owned subsidiary of the Company) ("IAMM"), a private Company, limited by shares and registered in Mauritius, holding a Category 1 Global Business License. During the year ended March 31, 2023, on July 18, 2022 IAMM was declared defunct by the Registrar of Companies, Mauritius and was liquidated as per the applicable regulations in Mauritius, the country of its incorporation. During the financial year ended March 31, 2021, the Company had received interim distribution of liquidation proceeds of USD 27401.74 (United States dollars Twenty Seven Thousand Four Hundred One Cents Seventy Four Only) equivalent to Rs. 0.21 crores. Accordingly, the Company has written off the outstanding amount of Rs. 1.91 crores as investment in IAMM during the year ended March 31, 2023.
- (4) Investments in units of mutual funds and Debt Securities includes investments in pass through certificates of Rs. 11.37 crores (Previous year: Rs. Nil) in respect of assignment deals for loans.
- (5) During the year ended March 31, 2024, the Company had recognized provision of Rs. 2.98 crore on account of impairment of the carrying value of investments in applicable Alternate Investments Funds (AIF) Investments pursuant to RBI circular no. RBI/2023-24/90 DOR STR REG 58/21.04.048/2023-24 dated 19th December, 2023. The said provision was subsequently reversed during the year ended March 31, 2024 on disposal of the investments in AIF

## Note 10: Deferred tax assets /(liabilities) (net)

## Movement in deferred tax balances

March 31, 2024	Amount Rs. in crores			
	Balance as on April 01, 2023	Recognised in Profit and loss	Recognised in OCI	Balance as on March 31, 2024
<b>Arising on account of temporary differences due to:</b>				
Provision for employee benefit obligations	1.19	0.20	0.12	1.51
Impairment allowance for financial assets	34.22	14.35	-	48.57
Financial assets measured at amortised cost	0.12	(0.12)	-	-
Property, plant and equipment and Intangible assets	0.89	(0.10)	-	0.79
Lease liabilities and right-of-use assets	0.11	(0.03)	-	0.08
Difference between accounting income and taxable income	(10.49)	(18.31)	-	(28.80)
Provision for bad debts under section 36(1)(viii) of the Income Tax Act, 1961	(8.87)	2.32	-	(6.55)
Securitisations liabilities	(12.97)	0.45	-	(12.52)
Financial liabilities measured at amortised cost	(0.68)	0.09	-	(0.59)
Gain on investments carried at fair value through profit or loss / other comprehensive income	4.65	(9.61)	(4.59)	(9.55)
Investment property	-	0.36	-	0.36
<b>Total</b>	<b>8.17</b>	<b>(10.40)</b>	<b>(4.47)</b>	<b>(6.70)</b>

March 31, 2023	Amount Rs. in crores			
	Balance as on April 01, 2022	Recognised in Profit and loss	Recognised in OCI	Balance as on March 31, 2023
<b>Arising on account of temporary differences due to:</b>				
Provision for employee benefit obligations	1.21	0.04	(0.06)	1.19
Impairment allowance for financial assets	43.36	(9.14)	-	34.22
Financial assets measured at amortised cost	0.86	(0.74)	-	0.12
Property, plant and equipment and Intangible assets	0.93	(0.04)	-	0.89
Lease liabilities and right-of-use assets	0.09	0.02	-	0.11
Difference between accounting income and taxable income	(14.68)	4.19	-	(10.49)
Provision for bad debts under section 36(1)(viii) of the Income Tax Act, 1961	(2.88)	(5.99)	-	(8.87)
Securitisations liabilities	(6.45)	(6.52)	-	(12.97)
Financial liabilities measured at amortised cost	(0.56)	(0.12)	-	(0.68)
Gain on investments carried at fair value through profit or loss / other comprehensive income	(3.65)	8.30	-	4.65
<b>Deferred tax assets /(liabilities) (net)</b>	<b>18.23</b>	<b>(10.00)</b>	<b>(0.06)</b>	<b>8.17</b>



## Notes to Financial Statements for the year ended March 31, 2024

## Note 11

Note 11.1 Investment Property	Amount Rs. in crores	
	Total	
At April 1, 2022	-	-
Additions	-	-
Disposals	-	-
At March 31, 2023	-	-
Additions	34.24	34.24
Disposals	-	-
At March 31, 2024	34.24	34.24
<b>Amortization</b>		
At April 1, 2022	-	-
Charged for the year	-	-
At March 31, 2023	-	-
Charged for the year	1.42	1.42
At March 31, 2024	1.42	1.42
<b>Net block</b>		
At March 31, 2023	-	-
At March 31, 2024	32.82	32.82

## Note 11.2 Property, plant and equipment

	Amount Rs. in crores						
	Leasehold Improvements	Computers and printers	Furniture and fixtures	Motor vehicles	Office equipment	Land	Total
<b>Gross block</b>							
At April 1, 2022	0.82	1.85	0.71	4.57	0.66	0.10	8.71
Additions	-	0.06	0.02	0.52	0.03	-	0.63
Disposals	-	0.06	-	0.56	0.01	-	0.63
At March 31, 2023	0.82	1.85	0.73	4.53	0.68	0.10	8.71
Additions	-	0.04	0.01	0.29	0.05	-	0.39
Disposals	-	0.16	0.01	-	-	-	0.17
At March 31, 2024	0.82	1.73	0.73	4.82	0.73	0.10	8.93
<b>Depreciation</b>							
At April 1, 2022	0.31	1.85	0.38	3.87	0.59	-	7.00
Charged for the year	0.08	0.01	0.07	0.66	0.06	-	0.88
Disposals	-	0.06	-	0.54	0.01	-	0.61
At March 31, 2023	0.39	1.80	0.45	3.99	0.64	-	7.27
Charged for the year	0.08	0.02	0.08	0.22	0.03	-	0.43
Disposals	-	0.16	-	-	-	-	0.16
At March 31, 2024	0.47	1.66	0.53	4.21	0.67	-	7.54
<b>Net Block</b>							
At March 31, 2023	0.43	0.05	0.28	0.54	0.04	0.10	1.44
At March 31, 2024	0.35	0.07	0.20	0.61	0.06	0.10	1.39





## Note 11

Note 11.3 Other Intangible assets	Amount Rs. in crores	
	Software	Total
<b>Gross block</b>		
At April 1, 2022	9.84	9.84
Additions	0.01	0.01
Disposals	-	-
At March 31, 2023	9.85	9.85
Additions	-	-
Disposals	-	-
At March 31, 2024	9.85	9.85
<b>Amortization</b>		
At April 1, 2022	9.84	9.84
Charged for the year	-	-
At March 31, 2023	9.84	9.84
Charged for the year	-	-
At March 31, 2024	9.84	9.84
<b>Net block</b>		
At March 31, 2023	0.01	0.01
At March 31, 2024	0.01	0.01
<b>Note 11.4 Right of use Assets</b>		
	Amount Rs. in crores	
	Total	
At April 1, 2022	9.09	9.09
Additions	0.26	0.26
Disposals	-	-
At March 31, 2023	9.35	9.35
Additions	-	-
Disposals	0.85	0.85
At March 31, 2024	8.50	8.50
<b>Amortization</b>		
At April 1, 2022	6.08	6.08
Charged for the year	0.76	0.76
At March 31, 2023	6.84	6.84
Charged for the year	0.53	0.53
At March 31, 2024	7.37	7.37
<b>Net block</b>		
At March 31, 2023	2.51	2.51
At March 31, 2024	1.13	1.13



## Notes to the Financial Statements for the year ended March 31, 2024

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 12: Other non financial assets</b>		
Capital advances	-	0.08
Unamortised portion of deemed cost for corporate guarantees	5.13	15.22
Other non financial assets	43.24	20.28
<b>Total</b>	<b>48.37</b>	<b>35.58</b>

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 13: Trade payables (Refer Note 34)</b>		
(a) Total outstanding dues of micro enterprises and small enterprises; and	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	0.05	-
<b>Total</b>	<b>0.05</b>	<b>-</b>

Particulars	As at March 31, 2024				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	0.05	-	-	-	0.05
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Particulars	As at March 31, 2023				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 14: Debt securities (at amortised cost)</b>		
<b>Secured*</b>		
Debentures <small>(Refer note 31(i))</small>	2,525.86	2,766.68
<b>Total</b>	<b>2,525.86</b>	<b>2,766.68</b>
Debt securities in India	2,525.86	2,766.68
Debt securities outside India	-	-
<b>Total</b>	<b>2,525.86</b>	<b>2,766.68</b>

\* Redeemable Non-Convertible Debentures are secured against mortgage of immovable property, hypothecation of other financial assets and current and future loan assets of the Company except such receivable specifically charged (including investment).

The Company has, in all material respects, utilised the proceeds of issue of non convertible debt securities as stated in the respective offer documents. There is no continuing default in the repayment of the aforesaid loans or interest as at the balance sheet date.



	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 15: Borrowings (at amortised cost)</b>		
<b>Secured</b>		
Loan from banks and Others <sup>(1 &amp; 2)</sup> (Refer note 31(i))	981.78	1,134.88
Cash credit facility/Working Capital Demand loans/ Overdraft from banks <sup>(2, 5 &amp; 6)</sup>	196.89	103.17
Loans from related parties		
- from Holding Company - Indiabulls Housing Finance Limited <sup>(2, 3 &amp; 4)</sup>	1,330.00	995.00
Securitisation Liability <sup>(Refer Note 41)</sup>	2,118.50	1,849.17
<b>Unsecured</b>		
Lease Liability <sup>(Refer Note 40)</sup>	1.42	2.97
<b>Total</b>	<b>4,628.59</b>	<b>4,085.19</b>
Borrowings in India	4,628.59	4,085.19
Borrowings outside India	-	-
<b>Total</b>	<b>4,628.59</b>	<b>4,085.19</b>

(1) Secured by hypothecation of loan receivables(Current and Future), other financial assets, cash and cash equivalents) of the Company(including investment) and bank balance other than Cash and cash equivalents.

(2) Linked to reference rate used by respective lenders.

(3) Secured by hypothecation of receivables(Current and Future) of the Company

(4) Repayable at any time before expiry at the end of 48 months from the date of disbursement/agreement.

(5)The Company has availed cash credit revolving facility from a bank and the same is repayable on demand. The cash credit facility is secured by way of pari passu charge on current assets including loans and advances and receivables of the Company with a minimum security cover as agreed with the bank. Overdraft facilities from banks are secured against cash margin in the form of fixed deposits maintained with the respective bank. Interest on such facility is payable monthly at the bank prescribed rate linked with the respective fixed deposit.

(6) This includes cheques issued but not presented from Cash Credit accounts.

There is no continuing default in the repayment of the aforesaid loans or interest as at the balance sheet date.

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 16: Subordinated liabilities (at amortised cost)</b>		
Subordinate debt (unsecured) <sup>(Refer note 31(iii))</sup>	351.37	350.65
<b>Total</b>	<b>351.37</b>	<b>350.65</b>
Subordinated liabilities in India	351.37	350.65
Subordinated liabilities outside India	-	-
<b>Total</b>	<b>351.37</b>	<b>350.65</b>

The Company has, in all material respects, utilised the proceeds of issue of the above debt securities as stated in the respective offer document. There is no continuing default in the repayment of the aforesaid loans or interest as at the balance sheet date.



	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 17: Other financial liabilities</b>		
Interest accrued but not due on borrowings	143.76	154.14
Amount payable on assigned loans	189.61	215.56
Other liabilities	109.83	300.14
Temporary overdrawn Balances as per books	136.29	-
Servicing liability on assigned loans	6.47	5.06
<b>Total</b>	<b>585.96</b>	<b>674.90</b>

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 18: Provisions</b>		
Provision for employee benefits <sup>(Refer Note 36)</sup>		
Compensated absences	1.08	0.92
Gratuity	4.80	4.15
Provision for dividend on equity shares <sup>(Refer Note 21.9)</sup>	44.60	161.69
<b>Total</b>	<b>50.48</b>	<b>166.76</b>

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Note 19: Other Non-financial liabilities</b>		
Statutory dues payable and other non financial liabilities	201.75	98.80
<b>Total</b>	<b>201.75</b>	<b>98.80</b>



## Note 20: Share capital

## Note 20.1: Equity share capital

## Details of authorized, issued, subscribed and paid up equity share capital

Authorized equity share Capital <sup>(1 to 6)</sup>	As at March 31, 2024		As at March 31, 2023	
	No of Shares	Amount Rs. in crores	No of Shares	Amount Rs. in crores
Equity shares of face value Rs. 10 each	25,00,00,000	250.00	25,00,00,000	250.00
<b>Total</b>	<b>25,00,00,000</b>	<b>250.00</b>	<b>25,00,00,000</b>	<b>250.00</b>

(1) Pursuant to and in terms of the Scheme of Arrangement as approved by the Hon'ble High Court of Delhi vide its order dated March 15, 2016, the authorised share capital of the Company was increased from Rs. 55 crores to Rs. 66 crores, divided into 43,500,000 equity shares of face value of Rs. 10 each and 22,500,000 preference shares of face value of Rs. 10 each.

(2) In pursuance of Section 61(1) and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the approval of the members of the Company in their extra ordinary general meeting held on October 12, 2017 the Company's authorised share capital was increased from Rs. 66 crores to Rs. 72.73 crores, divided in to 50,226,573 equity shares of face value of Rs. 10 each and 22,500,000 preference shares of Rs. 10 each.

(3) In pursuance of Section 61(1) and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the approval of the members of the Company in their extra ordinary general meeting held on March 1, 2018 the Company's authorised share capital was increased from Rs. 72.73 crores to Rs. 85 crores divided in to 62,500,000 equity shares of face value of Rs. 10 each and 22,500,000 preference shares of Rs. 10 each.

(4) In pursuance of Section 61(1) and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the approval of the members of the Company in their extra ordinary general meeting held on May 31, 2018 the Company's authorised share capital was increased from Rs. 85 crores to Rs. 135 crores divided in to 112,500,000 equity shares of face value of Rs. 10 each and 22,500,000 preference shares of Rs. 10 each.

(5) In pursuance of Section 61(1) and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the approval of the members of the Company in their extra ordinary general meeting held on January 28, 2019 the Company's authorised share capital was increased from Rs. 135 crores to Rs. 250 crores divided in to 227,500,000 equity shares of face value of Rs. 10 each and 22,500,000 preference shares of Rs. 10 each.

(6) In pursuance of Section 61(1) and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the approval of the members of the Company in their extra ordinary general meeting held on March 14, 2019 the Company's authorised share capital was increased from Rs. 250 crores to Rs. 272.50 crores divided in to 250,000,000 equity shares of face value of Rs. 10 each and 22,500,000 preference shares of Rs. 10 each.

Issued, Subscribed & Paid up capital <sup>(refer to vi)</sup>	As at March 31, 2024		As at March 31, 2023	
	No of Shares	Amount Rs. in crores	No of Shares	Amount Rs. in crores
Equity shares of face value Rs. 10 each	24,77,99,324	247.80	24,77,99,324	247.80
<b>Total</b>	<b>24,77,99,324</b>	<b>247.80</b>	<b>24,77,99,324</b>	<b>247.80</b>

(i) Terms/ rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 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.

(ii) Consequent upon the increase in authorised share capital, on October 12, 2017, and upon receipt of consideration in cash, the Board of Directors of the Company, at their meeting held on October 31, 2017 granted their approval and the Company issued and allotted 7,400,285 equity shares respectively of face value Rs. 10 per share to its Holding Company, Indiabulls Housing Finance Limited ("IHFL") at Rs. 135.13 per equity share fully paid (including securities premium of Rs. 125.13 per share), ranking pari passu with existing shares.



**Note 20.1: Equity share capital (continued...)**

(iii) Consequent upon the increase in authorised share capital, on March 1, 2018, and upon receipt of consideration in cash, the Board of Directors of the Company, at their meeting held on March 22, 2018 granted their approval and the Company issued and allotted 10,344,828 equity shares respectively of face value Rs. 10 per share to its Holding Company, Indiabulls Housing Finance Limited ("IHFL") at Rs. 145 per equity share fully paid (including securities premium of Rs. 135 per share), ranking pari passu with existing shares.

(iv) Consequent upon the increase in authorised share capital, on May 31, 2018, and upon receipt of consideration in cash, the Board of Directors of the Company, at their meeting held on June 20, 2018 granted their approval and the Company issued and allotted 47,077,923 equity shares respectively of face value Rs. 10 per share to its Holding Company, Indiabulls Housing Finance Limited ("IHFL") at Rs. 154 per equity share fully paid (including securities premium of Rs. 144 per share), ranking pari passu with existing shares.

(v) Consequent upon the increase in authorised share capital, on January 28, 2019, and upon receipt of consideration in cash, the Board of Directors of the Company, at their meeting held on February 22, 2019 granted their approval and the Company issued and allotted 117,650,000 equity shares respectively of face value Rs. 10 per share to its Holding Company, Indiabulls Housing Finance Limited ("IHFL") at Rs. 170 per equity share fully paid (including securities premium of Rs. 160 per share) for a consideration received of Rs. 20,000,500,000, ranking pari passu with existing shares.

(vi) The Board of Directors of the Company, at their meeting held on March 25, 2019 granted their approval and the Company issued and allotted 22,500,000 equity shares respectively of face value Rs. 10 per share to its Holding Company, Indiabulls Housing Finance Limited ("IHFL") at Rs. 80 per equity share fully paid (including securities premium of Rs. 70 per share) by conversion of the outstanding preference shares, ranking pari passu with existing shares, in accordance with the terms of the issue of such preference shares.

**The reconciliation of equity shares outstanding at the beginning and at the end of the reporting year.**

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount Rs. in crores	No. of shares	Amount Rs. in crores
Equity shares outstanding at the beginning of year	24,77,99,324	247.80	24,77,99,324	247.80
Add:				
Equity shares allotted during the year	-	-	-	-
Shares issued for consideration received in cash during the year	-	-	-	-
Shares issued pursuant to conversion of Compulsorily convertible Preference Shares	-	-	-	-
<b>Equity share outstanding at the end of year</b>	<b>24,77,99,324</b>	<b>247.80</b>	<b>24,77,99,324</b>	<b>247.80</b>

**Details of shareholders holding more than 5% shares in the Company**

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% of holding	No. of shares	% of holding
<b>Holding Company</b>				
Indiabulls Housing Finance Limited	24,77,99,324	100%	24,77,99,324	100%
<b>Total</b>	<b>24,77,99,324</b>		<b>24,77,99,324</b>	

**Aggregate number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash**

Particulars	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
Equity shares allotted as fully paid pursuant to contract without payment being received in cash	-	-	-	-	-



## Notes to the Financial Statements for the year ended March 31, 2024

## Note 20.1: Equity share capital (continued...)

\* 3,28,26,288 equity shares were allotted by the Company, for consideration other than cash, to the shareholders of IFCPL, pursuant to and in terms of the Scheme of Arrangement, approved by the Hon'ble High Court of Delhi vide its order dated March 15, 2016, which came into effect on March 31, 2016, with effect from the Appointed Date April 1, 2015

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Employee Stock Options: Refer note 33

## Details of shareholding of promoters in the Company

Shares held by promoters at the end of the year March 31, 2024				% Change during the year
S.No	Promoter Name	No. of Shares	% of total shares	
1	Indiabulls Housing Finance Limited	24,77,99,324	100%	0.00%
<b>Total</b>				

Shares held by promoters at the end of the year March 31, 2023				% Change during the year
S.No	Promoter Name	No. of Shares	% of total shares	
1	Indiabulls Housing Finance Limited	24,77,99,324	100%	0.00%
<b>Total</b>				

## Note 20.2: Preference share capital

## Details of authorized preference share capital

Authorized preference share Capital	As at March 31, 2024		As at March 31, 2023	
	No of Shares	Amount Rs. in crores	No of Shares	Amount Rs. in crores
Preference shares of Rs. 10 each	2,25,00,000	22.50	2,25,00,000	22.50
<b>Total</b>	<b>2,25,00,000</b>	<b>22.50</b>	<b>2,25,00,000</b>	<b>22.50</b>

(i) On March 26, 2013 ("the Company"), pursuant to the approval granted by the Members of the Company, at the meeting held on March 26, 2013, has issued 22,500,000 10% Compulsory Convertible Preference Shares of face value Rs.10 per share at a premium Rs.80 to its holding Company Indiabulls Housing Finance Limited ("IHFL"). The said preference shares carry cumulative dividend @ 10% per annum. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Each holder of the Preference Shares is entitled to one vote per share only on resolutions placed before the Company which directly affects the rights attached to the Preference Shares. The Preference Shares are convertible into equity shares, at any time at the option of the Preference Shareholders or on the expiry of 20 years from the date of allotment viz., March 26, 2013.

(ii) The Board of Directors of the Company, at their meeting held on March 25, 2019 granted their approval and the Company issued and allotted 22,500,000 equity shares respectively of face value Rs. 10 per share to its Holding Company, Indiabulls Housing Finance Limited ("IHFL") at Rs. 80 per equity share fully paid (including securities premium of Rs. 70 per share) by conversion of the outstanding preference shares, ranking pari passu with existing shares, in accordance with the terms of the issue of such preference shares.



## Note 21: Other equity

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Capital reserve<sup>(3)</sup></b>		
Opening balance	0.17	0.17
Add: Additions during the year	-	-
Closing balance	0.17	0.17
<b>Capital redemption reserve<sup>(5)</sup></b>		
Opening balance	4.00	4.00
Add: Additions during the year	-	-
Closing balance	4.00	4.00
<b>Securities premium account<sup>(4)</sup></b>		
Opening balance	3,249.40	3,249.40
Add: Additions during the year	-	-
Closing balance	3,249.40	3,249.40
<b>Special reserve u/s 36(1)(viii) of I Tax Act, 1961<sup>(1)</sup></b>		
Opening balance	138.19	138.19
Add: Additions during the year	29.38	-
Closing balance	167.57	138.19
<b>Reserve fund<sup>(2)</sup></b> (U/s 451C of the R.B.I. Act, 1934)		
Opening balance	443.08	336.71
Add: Amount transferred during the year	82.60	106.37
Closing balance	525.68	443.08
<b>Fair value of corporate guarantee</b>		
Opening balance	59.84	59.84
Add: Additions during the year	-	-
Closing balance	59.84	59.84
<b>General Reserve</b>		
Opening balance	238.68	238.68
Add: Additions during the year	7.35	-
Closing balance	246.03	238.68
<b>Debenture redemption reserve<sup>(7)</sup></b>		
Opening balance	8.36	8.36
Add: Additions during the year	-	-
Less: Transferred to General Reserve	(7.35)	-
Closing balance	1.01	8.36
<b>Share based payment reserve<sup>(8)</sup></b>		
Opening balance	7.09	8.18
Add: Additions during the year	1.33	(1.09)
Closing balance	8.42	7.09





## Note 21: Other equity (continued...)

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
Retained earnings <sup>(6)</sup>	1,141.77	994.76
Other Comprehensive Income	15.46	-
Closing balance	1,157.23	994.76
<b>Total</b>	<b>5,419.35</b>	<b>5,143.57</b>

**(1) Special reserve u/s 36(1)(viii) of I Tax Act, 1961**

In terms of Section 36(1)(viii) of the Income Tax Act, 1961, a deduction is allowed for income from eligible business viz, Income from providing long-term infrastructure finance, long-term finance for the construction or purchase houses in India for residential purposes and the business of providing long-term finance for industrial or agricultural development etc. The Company claims the deduction as it falls under some of the categories of eligible business as defined under Section 36(1)(viii) of the Income Tax Act, 1961. Consequently the Company has, as at year end, transferred an amount of Rs. 29.38 crores (Previous year Rs. Nil) to the special reserve account to claim deduction in respect of eligible business under the said section.

**(2) Reserve fund**

In terms of Section 45-IC of the RBI Act, 1934, the Company is required to transfer at least 20% of its Net Profits (after tax) to a reserve before any dividend is declared. As at the year end, the Company has transferred an amount of Rs 82.56 crores (Previous year Rs. 106.37 crores) to the reserve fund.

**(3) Capital reserve**

The Company recognises profit and loss on purchase, sale, issue or cancellation of its own equity instruments to capital reserve.

**(4) Securities premium**

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

**(5) Capital redemption reserve**

As per Companies Act, 2013, capital redemption reserve is created when the Company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilized in accordance with the provisions of section 69 of the Companies Act, 2013.

**(6) Retained earnings**

Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.

**(7) Debenture Redemption Reserve**

The Companies Act, 2013 requires that where a Company issues debentures, it shall create a debenture redemption reserve out of profits of the Company available for payment of dividend. The Company is required to maintain a Debenture Redemption Reserve of 25% of the value of debentures issued by a public issue. The amounts credited to the debenture redemption reserve may not be utilised by the Company except to redeem debentures. The Ministry of Corporate Affairs (MCA) has amended the Companies (Share Capital and Debenture) Rules, 2014, doing away with creation of debenture redemption reserve by NBFCs with respect to issue of non convertible debentures (NCDs). Vide the said amendment, now NBFCs are required on or before 30 April of each year to invest or deposit in prescribed securities, a sum not less than 15 per cent of the debentures maturing during the year ending on 31 March of the next year. Accordingly, during the year ended March 31, 2024, the Company has transferred Rs. 7.35 crores ( March 31, 2023: Rs. Nil crores) to the General Reserve in respect of Debenture Redemption Reserve no longer required.

**(8) Share based payment reserve**

The share based payment reserve is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in share based payment reserve are transferred to share premium/retained earnings upon exercise of stock options by employees.

**(9) Dividend on equity shares**

The Board of Directors of the Company at its meeting held on June 30, 2023 has declared an interim dividend of Rs. 2.20/- per equity share for the financial year ended March 31, 2024 amounting to Rs. 54.52 crores.

The Board of Directors of the Company at its meeting held on September 30, 2023 has declared an interim dividend of Rs. 2.00/- per equity share for the financial year ended March 31, 2024 amounting to Rs. 49.56 crores.

The Board of Directors of the Company at its meeting held on March 30, 2024 has declared an interim dividend of Rs. 2.00/- per equity share for the financial year ended March 31, 2024 amounting to Rs. 49.56 crores. Subsequent to the year end, on April 03, 2024, the Company has remitted the said dividend to its Holding Company.

The Board of Directors of the Company at its meeting held on September 26, 2022 has declared an interim dividend of Rs. 1.00/- per equity share for the financial year ended March 31, 2023 amounting to Rs. 24.78 crores.

The Board of Directors of the Company at its meeting held on March 31, 2023 has declared an interim dividend of Rs. 7.25/- per equity share for the financial year ended March 31, 2023 amounting to Rs. 179.66 crores. Subsequent to the year end, on April 10, 2023, the Company has remitted the said dividend to its Holding Company.



	Year ended March 31, 2024			Year ended March 31, 2023		
	On financial assets measured at Amortised cost	Interest income on securities classified at fair value through profit and loss	Total	On financial assets measured at Amortised cost	Interest income on securities classified at fair value through profit and loss	Total
<b>Note 22: Interest income</b>						
Interest on loans	1,187.25	-	1,187.25	1,490.44	-	1,490.44
Interest on debt securities	-	0.78	0.78	-	4.44	4.44
Interest on deposits with banks	12.34	-	12.34	6.74	-	6.74
<b>Total</b>	<b>1,199.59</b>	<b>0.78</b>	<b>1,200.37</b>	<b>1,497.18</b>	<b>4.44</b>	<b>1,501.62</b>

	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>Note 23: Fee and commission income</b>		
Foreclosure income	9.46	11.92
Fee income from services	15.43	10.39
<b>Total</b>	<b>24.89</b>	<b>22.31</b>

	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>Note 24: Net gain/(loss) on fair value changes</b>		
Net (profit)/loss on financial instruments at fair value through profit or loss		
(i) On trading portfolio		
- Investments	92.88	(22.09)
- Assets held for sale	149.97	334.82
<b>Total net gain/(loss) on fair value changes</b>	<b>242.85</b>	<b>312.73</b>
Fair Value changes:		
-Realised	204.66	344.17
-Unrealised	38.19	(31.44)
<b>Total net gain/(loss) on fair value changes</b>	<b>242.85</b>	<b>312.73</b>

	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>Note 25: Other income</b>		
Miscellaneous Income	0.21	0.03
Sundry credit balances written back	0.01	0.17
Profit on sale of property, plant and equipment	0.01	0.09
Rental Income	0.69	-
<b>Total</b>	<b>0.92</b>	<b>0.29</b>



## Notes to the Financial Statements for the year ended March 31, 2024

	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>Note 26: Finance costs</b>		
(a) Interest on:		
Debt securities	250.52	229.43
Borrowings (other than debt securities)	237.23	382.26
Subordinated liabilities	31.50	31.42
(b) Processing and other Fee	12.95	25.09
(c) Bank charges	0.50	0.73
(d) Interest on lease liability <sup>(Refer Note 40)</sup>	0.17	0.30
(e) Other interest expenses	196.70	185.95
<b>Total</b>	<b>729.57</b>	<b>855.18</b>

	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>Note 27: Impairment on financial instruments</b>		
Provision for impairment due to expected credit loss / bad debts Written Off (net of recoveries) (1) <sup>(Refer Note 7)</sup>	165.57	279.66
<b>Total</b>	<b>165.57</b>	<b>279.66</b>

Particulars	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
(1) Provision for impairment due to expected credit loss / bad debts written off (net of recoveries) includes:		
Provision for impairment due to expected credit loss	209.70	345.50
Bad debt/advances written off/(recovered) (net)*	(44.13)	(65.84)
<b>Total</b>	<b>165.57</b>	<b>279.66</b>

\*Net of bad debt/advance written off of Rs. 89.71 crores (Previous year: net of bad debt/advance written off Rs. 78.88 crores).

	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>Note 28: Employee benefits expenses</b>		
Salaries and wages	30.72	27.99
Provision for gratuity, compensated absences <sup>(Refer Note 36)</sup>	0.85	0.57
Contribution to provident and other funds <sup>(Refer Note 36)</sup>	0.32	0.28
Share based payments to employees expense/(credit)	1.33	(1.09)
Staff welfare expenses	0.06	0.04
<b>Total</b>	<b>33.28</b>	<b>27.79</b>



	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>Note 29: Other expenses</b>		
Rent and other charges <sup>(Refer Note 40)</sup>	0.23	0.22
Rates and taxes	0.26	0.69
Repairs and maintenance	0.69	0.64
Stamp Duty	0.32	0.38
Communication Cost	0.03	0.04
Electricity and water	0.14	0.15
Printing and stationery	0.04	0.11
Advertisement and publicity	0.24	0.27
Commission & brokerage	0.41	2.21
Auditor's remuneration		
-As Auditors <sup>(1)</sup>	0.38	0.38
Legal and Professional charges <sup>(1)</sup>	7.25	3.82
Service Charges	0.34	-
Expenditure on corporate social responsibility <sup>(2)</sup>	6.36	3.38
Travelling and Conveyance	0.39	0.37
Depository Charges	0.28	0.19
Director's fees, allowances and expenses	2.28	0.11
Membership Fee	0.90	1.07
Miscellaneous Expenses	0.37	0.79
<b>Total</b>	<b>20.91</b>	<b>14.82</b>

	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>(1) Fees paid to the auditors include:</b>		
<b>As auditor</b>		
Audit Fee	0.38	0.38
Certification fee*	0.02	-
Others**	0.08	0.08
<b>Total</b>	<b>0.48</b>	<b>0.46</b>

\*Included in Legal and Professional Charges

\*\*Amortised as per EIR method for calculation of Interest cost on Non-Convertible Debentures and included under Finance Cost



Note 29: Other expenses (continued...)

2. Corporate Social Responsibility (CSR):

Particulars	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
Gross amount required to be spent by the Company during the year	6.36	3.38
Amount spent during the year on ongoing projects	6.36	3.38
Shortfall at the end of the year	Nil	Nil
Nature of CSR activities:	<p>(i) Eradicating, hunger, poverty and malnutrition, promoting preventive healthcare and sanitation and making available safe drinking water.</p> <p>(ii) Upliftment of underprivileged people in education, healthcare, animal care and women empowerment.</p> <p>(iii) To promote sports among students. Providing training, coaching and equipment to players. Financial assistance to underprivileged sports person.</p> <p>(iv) Providing Health, medical, Education, Self-Employment, Women Empowerment to the Socio economic backward society.</p> <p>(v) Imparting medical education to students and carrying medical research.</p> <p>(vi) Measures for the benefits of armed forces veterans, war widows and their dependents.</p>	<p>(i) Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly (Saakshar Project)</p> <p>(ii) Ensuring environmental sustainability, ecological balance, Protection for Flora &amp; Fauna, Animal Welfare etc. (Sankalp Project)</p> <p>(iii) Maintaining quality of Soil, Air and Water (Clean Ganga project)</p> <p>(iv) Planting more than 10 Lakh trees across India with the support of community based organisations, Municipal Corporation and GMDA.</p> <p>(v) Integrated village development by ensuring inclusive community participation, Developing more than 200 villages PAN India, Development to happen which includes Health, Education, Livelihood, Environment (Sarvoday project)</p>



## Notes to the Financial Statements for the year ended March 31, 2024

## Note 30 : Tax Expenses

The major components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are :	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>Current income tax:</b>		
Current income tax charge	120.54	165.65
<b>Deferred tax:</b>		
Relating to origination and reversal of temporary differences	10.40	10.00
<b>Income tax expense reported in the statement of profit or loss</b>	<b>130.94</b>	<b>175.65</b>

## Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2024:

Particulars	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
Accounting profit for the year (before income tax)	543.94	707.55
India's statutory income tax rate	25.168%	25.168%
Computed expected tax expense	136.90	178.08
<b>Tax effect of amounts to reconcile expected income tax expense to reported income tax expense:</b>		
Tax on Expenses / deductions allowed/disallowed in Income tax Act, 1961	4.14	3.58
Capital Loss	-	(78.71)
Tax effect of expenditure/(income) not considered for tax provision (net)	(2.71)	72.70
<b>Income tax expense</b>	<b>130.94</b>	<b>175.65</b>
<b>Effective tax rate</b>	<b>24.07%</b>	<b>24.83%</b>



(i) Redeemable Non Convertible Debentures (payable at par unless otherwise stated)(Secured unless otherwise stated) include: Amount Rs. in crores

Particulars	As at March 31, 2024	As at March 31, 2023
9.05% Redeemable Non convertible Debentures of Face value Rs. 1,000,000 each Redeemable on July 07, 2023 <sup>(1)</sup>	-	39.95
8.60% Redeemable Non convertible Debentures of Face value Rs. 1,000,000 each Redeemable on September 21, 2023 <sup>(1)</sup>	-	199.82
8.66% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on September 25, 2023 <sup>(2)</sup>	-	20.67
8.90% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on September 25, 2023 <sup>(2)</sup>	-	0.91
9.00% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on September 25, 2023 <sup>(2)</sup>	-	74.93
8.75% Redeemable Non convertible Debentures of Face value Rs. 1,000,000 each Redeemable on September 21, 2024 <sup>(1)</sup>	599.45	599.72
9.00% Redeemable Non convertible Debentures of Face value Rs. 1,000,000 each Redeemable on September 21, 2026 <sup>(1)</sup>	1,198.84	1,198.84
8.75% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on September 25, 2028 <sup>(2)</sup>	0.06	0.06
8.84% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on September 25, 2028 <sup>(2)</sup>	12.15	12.11
9.10% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on September 25, 2028 <sup>(2)</sup>	0.35	0.35
9.20% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on September 25, 2028 <sup>(2)</sup>	13.66	13.62
9.70% Redeemable Non convertible Debentures of Face value Rs. 1,000,000 each Redeemable on July 13, 2032 <sup>(1)</sup>	499.55	499.54
9.80% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on February 02, 2025 <sup>(3)</sup>	7.14	7.06
0.00% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on February 02, 2025 <sup>(3)</sup>	3.85	3.48
0.00% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on February 02, 2025 <sup>(3)</sup>	5.09	4.59
9.40% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on February 02, 2025 <sup>(3)</sup>	7.57	7.50
10.05% Redeemable Non convertible Debentures of Face value Rs. 667 each Redeemable on February 02, 2026 <sup>(3)</sup>	4.27	6.35
0.00% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on February 02, 2026 <sup>(3)</sup>	7.89	7.09
9.61% Redeemable Non convertible Debentures of Face value Rs. 667 each Redeemable on February 02, 2026 <sup>(3)</sup>	3.66	5.45
9.80% Redeemable Non convertible Debentures of Face value Rs. 800 each Redeemable on February 02, 2028 <sup>(3)</sup>	38.32	47.55
10.30% Redeemable Non convertible Debentures of Face value Rs. 800 each Redeemable on February 02, 2028 <sup>(3)</sup>	5.60	6.66
9.40% Redeemable Non convertible Debentures of Face value Rs. 800 each Redeemable on February 02, 2028 <sup>(3)</sup>	0.01	0.01
9.85% Redeemable Non convertible Debentures of Face value Rs. 800 each Redeemable on February 02, 2028 <sup>(3)</sup>	8.41	10.42
9.60% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on April 25, 2025 <sup>(3 &amp; 4)</sup>	56.05	-
10.00% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on April 25, 2025 <sup>(3 &amp; 4)</sup>	7.01	-
9.57% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on April 25, 2025 <sup>(3 &amp; 4)</sup>	7.05	-
0.00% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on April 25, 2025 <sup>(3 &amp; 4)</sup>	4.62	-
10.25% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on April 25, 2026 <sup>(3 &amp; 4)</sup>	6.40	-
9.80% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on April 25, 2026 <sup>(3 &amp; 4)</sup>	5.22	-
0.00% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on April 25, 2026 <sup>(3 &amp; 4)</sup>	0.03	-
0.00% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on April 25, 2026 <sup>(3 &amp; 4)</sup>	4.16	-
10.50% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on April 25, 2028 <sup>(3 &amp; 4)</sup>	8.42	-
9.57% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on April 25, 2028 <sup>(3 &amp; 4)</sup>	0.01	-
10.03% Redeemable Non convertible Debentures of Face value Rs. 1000 each Redeemable on April 25, 2028 <sup>(3 &amp; 4)</sup>	11.02	-
<b>Total</b>	<b>2,525.86</b>	<b>2,766.68</b>

(1) Issued by way of private placement and listed on the Wholesale Debt Market Segment of the National Stock Exchange of India Limited and BSE Limited.

(2) Issued in terms of the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Companies Act, 2013 as amended and other applicable laws, by way of public issue, and listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

(3) Issued in terms of the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021, the Companies Act, 2013 as amended and other applicable laws, by way of public issue, and listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

(4) During the year ended March 31, 2024, the Bond Issue Committee of the Board of Directors of the Company vide its resolution dated April 25, 2023 approved the issue and allotment of 11,26,402 NCDs of face value of ₹1,000 each, aggregating to ₹112.64 crores by way of public issue in terms of the Tranche II Prospectus dated March 27, 2023



Note - 31 (continued...)

(ii) (a) Term Loans from banks /financial institutions as at March 31, 2024 includes<sup>(1)</sup>:

Particulars	Amount Rs. in crores
Term Loans taken from financial institution: These loans are repayable in half yearly instalments. The average balance tenure for these loans is 4 months from the Balance Sheet date	20.64
Term Loan taken from Bank. This loan is repayable in quarterly instalments with moratorium period of 3 month from the date of disbursement. The balance tenure for this loan is 77 months from the Balance Sheet date	286.64
Term Loan taken from Banks. These loans are repayable in quarterly instalments from the date of disbursement. The average balance tenure for these loans is 27 months from the Balance Sheet date	180.00
Term Loan taken from Bank(s). These loans are repayable in quarterly instalment with moratorium period of 6 months from the date of disbursement. The average balance tenure for these loans is 36 months from the Balance Sheet date.	494.50
<b>Total</b>	<b>981.78</b>

(1) Linked to reference rate used by respective lenders

(ii) (b) Term Loans from banks as at March 31, 2023 includes<sup>(1)</sup>:

Particulars	Amount Rs. in crores
Term Loans taken from financial institution: These loans are repayable in half yearly instalments. The average balance tenure for these loans is 13 months from the Balance Sheet date	121.07
Term Loan taken from Bank. This loan is repayable in quarterly instalments with moratorium period of 3 month from the date of disbursement. The balance tenure for this loan is 3 months from the Balance Sheet date	28.75
Term Loan taken from Banks. These loans are repayable in quarterly instalments from the date of disbursement. The average balance tenure for these loans is 39 months from the Balance Sheet date	260.00
Term Loan taken from Banks. These loans are repayable in yearly instalments with the moratorium period of 3 years from the date of disbursement. The average balance tenure for these loans is 3 months from the Balance Sheet date.	75.00
Term Loan taken from Bank(s). These loans are repayable in quarterly instalment with moratorium period of 6 months from the date of disbursement. The average balance tenure for these loans is 48 months from the Balance Sheet date	650.06
<b>Total</b>	<b>1,134.88</b>

(1) Linked to reference rate used by respective lenders

(iii) Subordinated debt (unsecured) (repayable at par)

Particulars	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
8.45% Subordinated Debt of Face value of Rs. 100,000 each Redeemable on November 08, 2027	59.16	58.98
8.45% Subordinated Debt of Face value of Rs. 100,000 each Redeemable on November 30, 2027	39.43	39.32
8.45% Subordinated Debt of Face value of Rs. 100,000 each Redeemable on January 05, 2028	49.97	49.97
8.85% Subordinated Debt of Face value of Rs. 100,000 each Redeemable on March 28, 2028	99.98	99.98
8.80% Subordinated Debt of Face value of Rs. 100,000 each Redeemable on May 2, 2028	98.15	97.80
8.85% Subordinated Debt of Face value of Rs. 100,000 each Redeemable on March 28, 2028	4.68	4.60
<b>Total</b>	<b>351.37</b>	<b>350.65</b>

(iv) Changes in liabilities arising from financial activities includes negative movement on account of EIR adjustment for Rs. 17.34 crores (March 31, 2023: negative movement Rs. 18.63 crores)

(v) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender during the year and previous year





Indiabulls Commercial Credit Limited

Notes to financial statements for the year ended March 31, 2024

Note - 31 (continued...)

(vi) Disclosure of investing and financing activity that do not require cash and cash equivalents\*:

Amount Rs. in crores

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Property, plant and equipment and intangible assets	(0.43)	(0.79)
Investments in subsidiaries and other long-term investments	(38.19)	310.82
Right-of-use assets	(0.53)	(0.50)
Investment Property	(1.42)	-
Equity share capital including securities premium	-	-
Borrowings**	423.38	461.39

\* Includes non cash movements such as effective interest rate on borrowings and investment, fair value adjustment on investments, depreciation and amortization etc.

\*\* Represents debt securities, borrowings (other than debt securities) and subordinated liabilities.

Note - 32

Contingent Liabilities and Commitments:

The Company is involved in certain appellate and judicial proceedings (including those described below) concerning matters arising in the normal course of business including claims from customers. The proceedings in respect of these matters are in various stages. Management has assessed the possible obligations arising from such claims against the Company, in accordance with the requirements of Indian Accounting Standard (Ind AS) 37 and based on judicial precedents, consultation with lawyers or based on its historical experiences. Accordingly, Management is of the view that based on currently available information no provision in addition to that already recognised in its financial statements is considered necessary in respect of the above.

Given below are the amounts in respect of claims asserted by revenue authorities and others:

(a) Under Income Tax Act, 1961

(i) For Rs. 6.72 crores with respect to FY 2019-20 (Previous year Rs. 6.72 crores) against disallowance of 80G, Education Cess & Capital Gain in the Income Tax Act, 1961, against which appeal is pending before CIT(A).

(ii) For Rs. 38.48 crores with respect to FY 2017-18 (Previous year Rs. 38.48 crores) against disallowance u/s Section 68 in the Income Tax Act, 1961, against which appeal is pending before CIT(A).

(b) Goods and Service tax (GST) demand of Rs. 0.48 crores (Previous year Rs. NIL) (including Interest and Penalty) under sections 73 and 50 of the CGST Act, 2017 pertaining to FY 2017-18, in respect of which the Company has preferred an appeal on March 21, 2024 after deposit of Rs. 0.02 crores. The said appeal is pending before the Commissioner (Appeals) Chennai.

(c) Capital commitments not provided for:

Capital commitments (net of capital advances Rs. Nil (Previous year Rs. 0.08 crores) on account of contracts remaining to be executed and not provided for, are estimated at Rs. Nil (Previous year Rs. 0.0042 crores).



## Note - 33

## Employees Stock Options Plans ( ESOS / ESOP Schemes) of Indiabulls Housing Finance Limited ("the Holding Company" "IHFL"):

## (i) Grants During the Year:

1. The Nomination and Remuneration Committee of the Holding Company has, at its meeting held on February 29, 2024, granted under the "Indiabulls Housing Finance Limited Employee Stock Benefit Scheme - 2023" or IHFL ESOP Plan 2023", 20,000,000 Stock Options representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 187.25 per share, which is the latest available closing market price on the National Stock Exchange of India Limited, as on February 28, 2024. The Stock Options so granted, shall vest within two years beginning from March 1, 2025 the first vesting date.

2. The Nomination and Remuneration Committee of the Holding Company has, at its meeting held on February 29, 2024, granted under the "Indiabulls Housing Finance Limited Employees Stock Option Scheme - 2013 or IHFL ESOS - 2013" or IHFL ESOP Plan 2013", 1,053,406 Stock Options, out of the lapsed Stock Options, granted earlier, representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 187.25 per share, which is the latest available closing market price on the National Stock Exchange of India Limited, as on February 28, 2024. The Stock Options so granted, shall vest on March 1, 2025 or thereafter, as may be decided by Nomination and Remuneration Committee of the Company.

3. The Nomination and Remuneration Committee of the Holding Company, at its meeting held on February 29, 2024, has approved repricing of Employee Stock Options ("ESOPs") granted to the employees of the Holding Company and its subsidiary Companies, under ESOP Plan 2013, as per details hereunder:

Existing Exercise Price under ESOP Plan 2013 (Rs.)	New Exercise Price under ESOP Plan 2013 (Rs.)
96/-	85.57/-
130/-	115.88/-
152.85/-	136.25/-

## (ii) Employee Stock Benefit Scheme 2019 ("Scheme")

Employee Stock Benefit Scheme 2019 ("Scheme")

The Scheme has been adopted and approved pursuant to (a) a resolution of the Board of Directors of INDIABULLS HOUSING FINANCE LIMITED at its meeting held on November 6, 2019, and (b) a special resolution of the shareholders' of the Holding Company passed through postal ballot on December 23, 2019, result of which were declared on December 24, 2019.

This Scheme comprises:

- INDIABULLS HOUSING FINANCE LIMITED Employees Stock Option Plan 2019 ("ESOP Plan 2019")
- INDIABULLS HOUSING FINANCE LIMITED Employees Stock Purchase Plan 2019 ("ESP Plan 2019")
- INDIABULLS HOUSING FINANCE LIMITED Stock Appreciation Rights Plan 2019 ("SARs Plan 2019")

## (iii) The other disclosures in respect of the ESOS / ESOP Schemes are as under:-

Particulars	IHFL-IBFSL Employees Stock Option - 2008	IHFL ESOS - 2013	IHFL ESOS - 2013	IHFL ESOS - 2013	IHFL ESOS - 2013
Total Options under the Scheme	75,00,000	3,90,00,000	3,90,00,000	3,90,00,000	3,90,00,000
Total Options issued under the Scheme	75,00,000	1,05,00,000	1,05,00,000	1,25,00,000	1,00,00,000
Vesting Period and Percentage	Ten years, 15% First year, 10% for next eight years and 5% in last year	Five years, 20% each year	Five years, 20% each year	Three years, 33.33% each year	Five years, 20% each year
First Vesting Date	8th December, 2009	12th October, 2015	12th August, 2018	5th October, 2021	10th March, 2020
Revised Vesting Period & Percentage	N.A.	N.A.	N.A.	N.A.	N.A.
Exercise Price (Rs.)	95.95	394.75	1,156.50	200.00	702.00
Exercisable Period	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Outstanding at the beginning of the year (Nos.)	10,957	-	-	-	-
Regrant Addition	N.A.	N.A.	N.A.	N.A.	N.A.
Regrant Date	N.A.	N.A.	N.A.	N.A.	N.A.
Options vested during the year (Nos.)	-	-	-	-	-



## Note - 33 (continued...)

Particulars	IHFL-IBFSL Employees Stock Option – 2008	IHFL ESOS - 2013	IHFL ESOS - 2013	IHFL ESOS - 2013	IHFL ESOS - 2013
Exercised during the year (Nos.)	5,275	-	-	-	-
Expired during the year (Nos.)	-	-	-	-	-
Cancelled during the year	-	-	-	-	-
Lapsed during the year	5,682	-	-	-	-
Re-granted during the year	N A	N A	N A	N A	N A
Outstanding at the end of the year (Nos.)	-	-	-	-	-
Exercisable at the end of the year (Nos.)	-	-	-	-	-
Remaining contractual Life (Weighted Months)	-	-	-	-	-

N.A - Not Applicable

Particulars	IHFL-IBFSL Employees Stock Option – 2008 -Regrant	IHFL-IBFSL Employees Stock Option – 2008 -Regrant	IHFL-IBFSL Employees Stock Option Plan – 2006 - Regrant	IHFL-IBFSL Employees Stock Option Plan II – 2006 - Regrant	IHFL ESOS - 2013
Total Options under the Scheme	N A	N A	N A	N A	3,90,00,000
Total Options issued under the Scheme	N A	N A	N A	N A	1,08,00,000
Vesting Period and Percentage	N A	N A	N A	N A	One year, 100% in first year
First Vesting Date	31st December, 2010	16th July, 2011	27th August, 2010	27th August, 2010	27th April, 2023
Revised Vesting Period & Percentage	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	N.A.
Exercise Price (Rs.)	125.90	158.50	95.95	100.00	152.85
Exercisable Period	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Outstanding at the beginning of the year(Nos.)	540	30,880	39,500	21,900	1,01,00,000
Regrant Addition	N A	N A	N A	N A	
Regrant Date	December 31, 2009	July 16, 2010	August 27, 2009	August 27, 2009	
Options vested during the year (Nos.)	-	-	-	-	1,01,00,000
Exercised during the year (Nos.)	-	30,000	39,500	21,900	32,85,967
Expired during the year (Nos.)	-	-	-	-	-
Cancelled during the year	-	-	-	-	-
Lapsed during the year	540	-	-	-	-
Re-granted during the year	N A	N A	N A	N A	N A
Outstanding at the end of the year (Nos.)	-	880	-	-	68,14,033
Exercisable at the end of the year (Nos.)	-	880	-	-	68,14,033
Remaining contractual Life (Weighted Months)	-	15	-	-	49

N.A - Not Applicable



Note - 33 (continued...)

Particulars	IHFL ESOS - 2013	IHFL ESOS - 2013	Indiabulls Housing Finance Limited Employees Stock Option Scheme - 2013 - Regrant	IHFL ESOP Plan - 2023
Total Options under the Scheme	3,90,00,000	3,90,00,000	N.A.	2,00,00,000
Total Options issued under the Scheme	1,55,00,000	64,00,000	N.A.	2,00,00,000
Vesting Period and Percentage	One year, 100% in first year	One year, 100% in first year	N.A.	Two year, 50% in each year
First Vesting Date	20th July, 2023	14th October, 2023	1st March, 2025	1st March, 2025
Revised Vesting Period & Percentage	N.A.	N.A.	One year, 100% in first year	N.A.
Exercise Price (Rs.)	96.00	130.00	187.25	187.25
Exercisable Period	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Outstanding at the beginning of the year (Nos.)	1,51,50,000	64,00,000	10,53,406	2,00,00,000
Regrant Addition			N.A.	
Regrant Date			August 27, 2009	
Options vested during the year (Nos.)	1,51,50,000	64,00,000	-	-
Exercised during the year (Nos.)	1,35,77,487	38,96,270	-	-
Expired during the year (Nos.)	-	-	-	-
Cancelled during the year	-	-	-	-
Lapsed during the year	-	-	-	-
Re-granted during the year	N.A.	N.A.	N.A.	N.A.
Outstanding at the end of the year (Nos.)	15,72,513	25,03,730	10,53,406	2,00,00,000
Exercisable at the end of the year (Nos.)	15,72,513	25,03,730	-	-
Remaining contractual Life (Weighted Months)	52	54	71	77

N.A - Not Applicable

(iv) The details of the Fair value of the options as determined by an Independent firm of Chartered Accountants, for the respective plans using the Black-Scholes Merton Option Pricing Model:-

Particulars	IHFL - IBFSL Employees Stock Option - 2008 Regrant	IHFL - IBFSL Employees Stock Option - 2008 Regrant	IHFL - IBFSL Employees Stock Option - 2006- Regrant	IHFL - IBFSL Employees Stock Option Plan II - 2006- Regrant	IHFL - IBFSL Employees Stock Option - 2008 Regrant
Exercise price (Rs.)	125.90	158.50	95.95	100.00	153.65
Expected volatility*	99.61%	99.60%	75.57%	75.57%	99.60%
Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil	Nil
Option Life (Weighted Average)	9.80 Years	9.80 Years	9.80 Years	9.80 Years	9.80 Years
Expected Dividends yield	3.19%	2.89%	4.69%	4.50%	2.98%
Weighted Average Fair Value (Rs.)	83.48	90.24	106.3	108.06	84.93
Risk Free Interest rate	7.59%	7.63%	7.50%	7.50%	7.63%



## Note - 33 (continued...)

Particulars	IHFL - IBFSL Employees Stock Option – 2008	IHFL ESOS - 2013 (Grant 1)	IHFL ESOS - 2013 (Grant 2)	IHFL ESOS - 2013 (Grant 4)	IHFL - IBFSL Employees Stock Option – 2013
Exercise price (Rs.)	95.95	394.75	1,156.50	702.00	200.00
Expected volatility*	97.00%	46.30%	27.50%	33.90%	39.95%
Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil	Nil
Option Life (Weighted Average)	11 Years	5 Years	3 Years	3 Years	2 Years
Expected Dividends yield	4.62%	10.00%	5.28%	7.65%	0.00%
Weighted Average Fair Value (Rs.)	52.02	89.76	200.42	126.96	27.4
Risk Free Interest rate	6.50%	8.57%	6.51%	7.37%	5.92%

\*The expected volatility was determined based on historical volatility data.

Particulars	IHFL - IBFSL Employees Stock Option – 2013	IHFL - IBFSL Employees Stock Option – 2013	IHFL - IBFSL Employees Stock Option – 2013	Indiabulls Housing Finance Limited Employees Stock Option Scheme - 2013 -Regrant	IHFL ESOP Plan - 2023
Exercise price (Rs.)	136.25*	85.57*	115.88*	187.25	187.25
Expected volatility*	53.00%	53.00%	53.00%	51.00%	51.00%
Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil	Nil
Option Life (Weighted Average)	1 Year	1 Year	1 Year	1 Year	2 Year
Expected Dividends yield	0.00%	0.00%	0.00%	0.00%	0.00%
Weighted Average Fair Value (Rs.)	35.3	22.5	30	43	53
Risk Free Interest rate	5.47%	6.25%	6.25%	7.00%	7.00%

\*The expected volatility was determined based on historical volatility data.

\*\* The Nomination and Remuneration Committee of the Holding Company, at its meeting held on February 29, 2024, has approved repricing of Employee Stock Options ("ESOPs") granted to the employees of the Holding Company and its subsidiary Companies, under ESOP Plan 2013, as per details hereunder:

Existing Exercise Price under ESOP Plan 2013 (Rs.)	New Exercise Price under ESOP Plan 2013 (Rs.)
96/-	85.57/-
130/-	115.88/-
152.85/-	136.25/-

\*\* The expected volatility was determined based on historical volatility data.



## Note - 33 (continued...)

(b) The Holding Company has established the "Pragati Employee Welfare Trust" ("Pragati – EWT") (earlier known as Indiabulls Housing Finance Limited - Employees Welfare Trust" (IBH – EWT) ("Trust") for the implementation and management of its employees benefit scheme viz the "Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme – 2019" (Scheme), for the benefit of the employees of the Company and its subsidiaries.

Pursuant to Regulation 3(12) of the SEBI (Share Based Employee Benefits) Regulations, 2014, the shares in Trust have been appropriated towards the Scheme for grant of Share Appreciations Rights (SARs) to the employees of the Company and its subsidiaries as permitted by SEBI. The Company will treat these SARs as equity and accounting has been done accordingly. The other disclosures in respect of the SARs are as under:-

Particulars	IHFL ESOS - 2019
Total Options under the Scheme	1,70,00,000
Total Options issued under the Scheme	1,70,00,000
Vesting Period and Percentage	Three years,33.33% each year
First Vesting Date	10th October, 2021
Exercise Price (Rs.)	Rs. 225 First Year, Rs. 275 Second Year, Rs. 300 Third Year
Exercisable Period	5 years from each vesting date
Outstanding at the beginning of the year(Nos.)	1,70,00,000
Options vested during the year (Nos.)	56,66,666.67
Exercised during the year (Nos.)	-
Expired during the year (Nos.)	-
Cancelled during the year	-
Lapsed during the year	-
Re-granted during the year	-
Outstanding at the end of the year (Nos.)	1,70,00,000
Exercisable at the end of the year (Nos.)	1,13,33,333.33
Remaining contractual Life (Weighted Months)	66

The details of the Fair value of the options as determined by an independent firm of Chartered Accountants, for the respective plans using the Black-Scholes Merton Option Pricing Model:-

Particulars	IHFL ESOS - 2019
Exercise price (Rs.)	Rs. 225 First Year, Rs. 275 Second Year, Rs. 300 Third Year
Expected volatility*	39.95%
Expected forfeiture percentage on each vesting date	Nil
Option Life (Weighted Average)	1 Year for 1st Vesting, 2 years for 2nd Vesting and 3 years for 3rd Vesting
Expected Dividends yield	0.00%
Weighted Average Fair Value (Rs.)	9.25 for First Year, 13.20 for Second Year and 19.40 for third year
Risk Free Interest rate	5.92%

\*The expected volatility was determined based on historical volatility data



Notes to financial statements for the year ended March 31, 2024

Note - 34

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year	Nil	Nil
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note - 35

Segment Reporting:

The Chief Operating Decision Maker ("CODM") reviews operations and allocates resources at the Company level. Therefore, the operations of the Company fall under its main business of financing by way of loans against property (LAP), mortgage backed SME loans, and certain other purposes in India, which is considered to be the only reportable segment in accordance with IND-AS 108 - Operating Segments. All other activities of the Company revolve around the main business.

Note - 36

Employee Benefits

Employee Benefits – Provident Fund, Employee State Insurance (ESIC), Gratuity and Compensated Absences disclosures as per Indian Accounting Standard (IndAS) 19 – Employee Benefits

Contributions are made to Government Provident Fund and Family Pension Fund, ESIC and other statutory funds which cover all eligible employees under applicable Acts. Both the employees and the Company make predetermined contributions to the Provident Fund and ESIC. The contributions are normally based on a certain proportion of the employee's salary. The Company has recognised an amount of Rs. 0.32 crores (Previous year Rs. 0.28 crores) in the Statement of Profit and Loss towards Employers contribution for the above mentioned funds.

Provision for unfunded Gratuity and Compensated Absences for all employees is based upon actuarial valuations carried out at the end of every financial year. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. Pursuant to the issuance of the Indian Accounting Standard (IndAS) 19 on 'Employee Benefits', commitments are actuarially determined using the 'Projected Unit Credit' Method. Gains and losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss.



Note - 36 (continued...)

Disclosures in respect of Gratuity and Compensated Absences:

Particulars	Amount Rs. in crores			
	Gratuity (unfunded) March 31, 2024	Gratuity (unfunded) March 31, 2023	Compensated absences (unfunded) March 31, 2024	Compensated absences (unfunded) March 31, 2023
<b>Reconciliation of liability recognized in the Balance Sheet:</b>				
Present value of commitments (as per actuarial valuation)	4.80	4.15	1.08	0.92
Fair value of plans	-	-	-	-
Net liability in the Balance Sheet (Actual)	4.80	4.15	1.08	0.92
<b>Movement in net liability recognized in the Balance Sheet:</b>				
Net liability as at beginning of the year	4.15	3.96	0.92	0.98
Net expense/(gain) recognized in the Statement of Profit and Loss	0.69	0.64	0.16	(0.06)
Benefits paid during the year	(0.53)	(0.22)	-	-
Actuarial changes arising from changes in financial assumptions	0.09	(0.10)	-	-
Actuarial changes arising from changes in Demographic assumptions	-	-	-	-
Experience adjustments	0.40	(0.13)	-	-
Net liability as at end of the year	4.80	4.15	1.08	0.92
<b>Expense recognized in the Statement of Profit and Loss</b>				
Current service cost	0.36	0.34	0.09	0.09
Past service cost	-	-	-	-
Interest cost	0.33	0.30	0.09	0.07
Expected return on plan assets	-	-	-	-
Actuarial (gains)/ losses	-	-	(0.02)	(0.22)
Expense/(Income) charged to the Statement of Profit and Loss	0.69	0.64	0.16	(0.06)
<b>Return on plan assets:</b>				
Expected return on plan assets	-	-	-	-
Actuarial (gains)/ losses	-	-	-	-
Actual return on plan assets	-	-	-	-
<b>Reconciliation of defined-benefit commitments:</b>				
As at beginning of the year	4.15	3.96	0.92	0.98
Current service cost	0.36	0.34	0.09	0.09
Past service cost	-	-	-	-
Interest cost	0.33	0.30	0.09	0.07
Benefits paid during the year	(0.53)	(0.22)	-	-
Actuarial (gains)/ losses	-	-	(0.02)	(0.22)
Actuarial changes arising from changes in financial assumptions	0.09	(0.10)	-	-
Actuarial changes arising from changes in Demographic assumptions	-	-	-	-
Experience adjustments	0.40	(0.13)	-	-
Commitments as at end of the year	4.80	4.15	1.08	0.92
<b>Reconciliation of plan assets:</b>				
Plan assets as at beginning of the year	-	-	-	-
Expected return on plan assets	-	-	-	-
Contributions during the year	-	-	-	-
Paid benefits	-	-	-	-
Actuarial (gains)/ losses	-	-	-	-
Plan assets as at end of the year	-	-	-	-





Note - 36 (continued...)

The actuarial calculations used to estimate commitments and expenses in respect of Gratuity and Compensated Absences are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expense

Particulars	Gratuity (Unfunded)		Compensated Absences (Unfunded)	
	2023-2024	2022-2023	2023-2024	2022-2023
Discount rate – gratuity and compensated absences	7.22%	7.38%	7.22%	7.38%
Expected return on plan assets	N.A.	N.A.	N.A.	N.A.
Expected rate of salary increase	5.00%	5.00%	5.00%	5.00%
Mortality table	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)

N.A. - Not Applicable

The employer best estimate of contributions expected to be paid during the annual period beginning after the Balance Sheet date, towards Gratuity and Compensated Absences is Rs. 0.73 crore (Previous year Rs. 0.67 crore) and Rs 0.17 crore (Previous year Rs. 0.16 crore) respectively.

Gratuity

Assumptions	March 31, 2024		March 31, 2023	
	Discount rate			
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation (Rs. in crores)	-0.27	0.29	-0.24	0.26
Assumptions	March 31, 2024		March 31, 2023	
	Future salary increases			
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation (Rs. in crores)	0.30	-0.28	0.26	-0.24

Compensated absences

Assumptions	March 31, 2024		March 31, 2023	
	Discount rate			
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation (Rs. in crores)	-0.06	0.06	-0.05	0.06
Assumptions	March 31, 2024		March 31, 2023	
	Future salary increases			
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation (Rs. in crores)	0.07	-0.06	0.06	-0.05

The following payments are expected contributions to the defined benefit plan in future years:

Expected payment for future years	Amount Rs. in crores			
	Gratuity		Compensated absences	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Within the next 12 months (next annual reporting period)	0.11	0.10	0.02	0.02
Between 1 and 2 years	0.29	0.07	0.10	0.02
Between 2 and 5 years	0.41	0.52	0.08	0.14
Between 5 and 6 years	0.17	0.17	0.04	0.04
Beyond 6 years	3.82	3.29	0.84	0.69
<b>Total expected payments</b>	<b>4.80</b>	<b>4.15</b>	<b>1.08</b>	<b>0.92</b>

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.



Note - 37

Disclosures in respect of IND AS - 24 'Related Party Disclosures' :

The Company's principal related parties consist of its holding Company, Indiabulls Housing Finance Limited and its subsidiaries, affiliates and key managerial personnel. The Company's material related party transactions and outstanding balances are with related parties with whom the Company routinely enter into transactions in the ordinary course of business

(a) Details of related parties:

Description of relationship	Names of related parties
(i) Where control exists	
Holding Company	Indiabulls Housing Finance Limited
Subsidiary Company	Indiabulls Asset Management Mauritius (default w.e.f. July 18, 2022) (Refer note B(3))
Fellow subsidiary companies (including step down subsidiaries)	Indiabulls Advisory Services Limited
	Indiabulls Capital Services Limited
	Indiabulls Insurance Advisors Limited
	Nilgiri Investmart Services Limited (previously known as Nilgiri Financial Consultants Limited) (Subsidiary of Indiabulls Insurance Advisors Limited)
	Indiabulls Asset Holding Company Limited
	Indiabulls Collection Agency Limited
	Indiabulls Asset Management Company Limited (upto May 02, 2023)
	Indiabulls Trustee Company Limited (upto May 02, 2023)
	Indiabulls Sales Limited
	Indiabulls Holdings Limited (default w.e.f. September 21, 2023)
Indiabulls Investment Management Limited (Earlier known as Indiabulls Venture Capital Management Company Limited )	
Entity under common control	Pragati Employees Welfare Trust (formerly known as Indiabulls Housing Finance Limited- Employee Welfare Trust)

(ii) Other related parties

Key management personnel	Mr. Ajit Kumar Mittal – Non-Executive Chairman
	Mr. Rajiv Gandhi- Managing Director & CEO
	Mr. Anil Malhan- Non Executive Director
	Ms. Preetinder Virk, Non-Executive Director (till October 23, 2023)
	Mr. Prem Prakash Mirdha, Independent Director (till June 23, 2022)
	Mr. Shamsher Singh Ahlawat, Independent Director (till June 23, 2022)
	Mr. Dinabandhu Mohapatra, Independent Director (w.e.f. June 21, 2022)
	Mr. Satish Chand Mathur, Independent Director (w.e.f. June 23, 2022)
	Ms. Nikita Sureshchand Tulsian, Independent Director (w.e.f. October 23, 2023)
	Mr. Gorinka Jaganmohan Rao, Independent Director (w.e.f. July 01, 2023)
	Mr. Ashish Kumar Jain, Chief Financial Officer
Mr. Ajit Kumar Singh, Company Secretary	



## Note - 37 (continued...)

## (b) Significant transactions with related parties:

Amount Rs. in crores

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Secured Loan taken (Maximum balance outstanding at any time during the year)</b>		
-Holding Company	2,360.00	3,240.00
<b>Total</b>	<b>2,360.00</b>	<b>3,240.00</b>
<b>Unsecured Loan given (Maximum balance outstanding at any time during the year)</b>		
-Fellow subsidiaries	69.30	30.00
<b>Total</b>	<b>69.30</b>	<b>30.00</b>
<b>Interest expenses on loans</b>		
-Holding Company	126.76	222.92
<b>Total</b>	<b>126.76</b>	<b>222.92</b>
<b>Interest income on loans</b>		
-Fellow Subsidiaries	1.65	3.00
<b>Total</b>	<b>1.65</b>	<b>3.00</b>
<b>Assignment of loans to</b>		
-Holding Company	1,267.84	2,388.30
<b>Total</b>	<b>1,267.84</b>	<b>2,388.30</b>
<b>Sale of Assets held for sale</b>		
-Holding Company	627.06	-
<b>Total</b>	<b>627.06</b>	<b>-</b>
<b>Sale of AIF</b>		
-Holding Company	191.00	-
<b>Total</b>	<b>191.00</b>	<b>-</b>
<b>Payment made for Redemption of Bonds to:</b>		
-Holding Company	210.00	-
<b>Total</b>	<b>210.00</b>	<b>-</b>
<b>Amount Received against Bonds</b>		
-Holding Company	50.00	-
<b>Total</b>	<b>50.00</b>	<b>-</b>
<b>Dividend Paid</b>		
-Holding Company	153.64	204.44
<b>Total</b>	<b>153.64</b>	<b>204.44</b>
<b>Interest income on bonds</b>		
-Holding Company	4.41	4.44
<b>Total</b>	<b>4.41</b>	<b>4.44</b>
<b>Interest expenses on bonds</b>		
-Holding Company	152.57	137.86
-Fellow Subsidiary	2.25	-
<b>Total</b>	<b>154.82</b>	<b>137.86</b>



## Note - 37 (continued...)

## (b) Significant transactions with related parties(continued...):

Particulars	Amount Rs. in crores	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>Rental Expenses</b>		
-Holding Company	0.09	0.05
<b>Total</b>	<b>0.09</b>	<b>0.05</b>
<b>Service charges</b>		
-Holding Company	0.02	0.02
<b>Total</b>	<b>0.02</b>	<b>0.02</b>
<b>Income from Service Fee</b>		
-Holding Company	0.04	0.05
<b>Total</b>	<b>0.04</b>	<b>0.05</b>
<b>Salary / remuneration(Consolidated)*</b>		
-Key Management Personnel	13.06	8.06
<b>Total</b>	<b>13.06</b>	<b>8.06</b>
<b>Salary / remuneration(Short-term employee benefits)</b>		
-Key Management Personnel	11.25	6.46
<b>Total</b>	<b>11.25</b>	<b>6.46</b>
<b>Salary / remuneration(Share-based payments)</b>		
-Key Management Personnel	-	1.40
<b>Total</b>	<b>-</b>	<b>1.40</b>
<b>Salary / remuneration(Post-employment benefits)</b>		
-Key Management Personnel	0.32	0.10
<b>Total</b>	<b>0.32</b>	<b>0.10</b>
<b>Salary / remuneration(Others)</b>		
-Key Management Personnel	1.49	0.10
<b>Total</b>	<b>1.49</b>	<b>0.10</b>

## (c) Balances outstanding as at the year end:

Nature of Transaction	As at	
	March 31, 2024	March 31, 2023
<b>Loans taken</b>		
-Holding Company	1,330.00	995.00
<b>Total</b>	<b>1,330.00</b>	<b>995.00</b>
<b>Loans given</b>		
-Fellow Subsidiary	25.00	30.00
<b>Total</b>	<b>25.00</b>	<b>30.00</b>
<b>Outstanding Balance of investment in Bonds of (at fair value):</b>		
-Holding Company	-	50.00
<b>Total</b>	<b>-</b>	<b>50.00</b>
<b>Interest accrued on bonds</b>		
-Holding Company	0.66	3.93
<b>Total</b>	<b>0.66</b>	<b>3.93</b>
<b>Outstanding Balance of Borrowings in Bonds held by (at fair value):</b>		
-Holding Company	1,511.83	1,629.46
-Fellow Subsidiary	24.98	25.00
<b>Total</b>	<b>1,536.80</b>	<b>1,654.46</b>



Note - 37 (continued...)

Nature of Transaction	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Amount receivable/(payable) on assigned loans</b>		
-Holding Company	2.02	(28.12)
<b>Total</b>	<b>2.02</b>	<b>(28.12)</b>
<b>Corporate counter guarantees given to third parties by:</b>		
-Holding Company	200.64	381.08
<b>Total</b>	<b>200.64</b>	<b>381.08</b>

(d) Disclosure related to Fair value of Corporate Guarantee taken from holding as per IND As 109, "Financial Instruments":

Particulars	Amount Rs. in crores	
	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Deemed cost of fair value of corporate guarantee</b>		
– Indiabulls Housing Finance Limited	10.08	10.87
<b>Total</b>	<b>10.08</b>	<b>10.87</b>
<b>Unamortised portion of deemed cost for corporate guarantees</b>		
– Indiabulls Housing Finance Limited	5.13	15.22
<b>Total</b>	<b>5.13</b>	<b>15.22</b>

(e) Statement of Party wise transactions during the year:

Particulars	Amount Rs. in crores	
	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Secured Loans Taken*</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	2,360.00	3,240.00
<b>Total</b>	<b>2,360.00</b>	<b>3,240.00</b>
<b>Unsecured Loans Given*</b>		
– Pragati Employees Welfare Trust	67.30	30.00
– Indiabulls Investment Management Limited	2.00	-
<b>Total</b>	<b>69.30</b>	<b>30.00</b>
<b>Payment made for Redemption of Bonds to:</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	210.00	-
<b>Total</b>	<b>210.00</b>	<b>-</b>
<b>Amount Received against Bonds</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	50.00	-
<b>Total</b>	<b>50.00</b>	<b>-</b>
<b>Dividend Paid</b>		
– Indiabulls Housing Finance Limited	153.64	204.44
<b>Total</b>	<b>153.64</b>	<b>204.44</b>



## Note - 37 (continued...)

## (e) Statement of Party wise transactions during the year (continued...):

Amount Rs. in crores

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Assignment of Loans to</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	1,267.84	2,388.30
<b>Total</b>	<b>1,267.84</b>	<b>2,388.30</b>
<b>Sale of Assets held for sale</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	627.06	-
<b>Total</b>	<b>627.06</b>	<b>-</b>
<b>Sale of AIF</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	191.00	-
<b>Total</b>	<b>191.00</b>	<b>-</b>
<b>Rental Expenses</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	0.09	0.05
<b>Total</b>	<b>0.09</b>	<b>0.05</b>
<b>Service Charges</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	0.02	0.02
<b>Total</b>	<b>0.02</b>	<b>0.02</b>
<b>Income from Service Fee</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	0.04	0.05
<b>Total</b>	<b>0.04</b>	<b>0.05</b>
<b>Interest expenses on Loan</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	126.76	222.92
<b>Total</b>	<b>126.76</b>	<b>222.92</b>
<b>Interest income on Loan</b>		
<b>Follow Subsidiary</b>		
– Pragati Employees Welfare Trust	1.65	3.00
– Indiabulls Investment Management Limited	0.00	-
<b>Total</b>	<b>1.65</b>	<b>3.00</b>
<b>Interest Expenses on Bonds</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	152.57	137.86
– Indiabulls Investment Management Limited	2.25	-
<b>Total</b>	<b>154.82</b>	<b>137.86</b>
<b>Interest income on Bonds</b>		
<b>Holding Company</b>		
– Indiabulls Housing Finance Limited	4.41	4.44
<b>Total</b>	<b>4.41</b>	<b>4.44</b>
<b>Salary / Remuneration(Short-term employee benefits)</b>		
<b>Remuneration to Key Management Personnel</b>		
– Rajiv Gandhi	6.09	4.93
– Ashish Kumar Jain	1.72	0.99
– Ajit Singh	0.76	0.55
– Anil Malhan	2.08	-
<b>Total</b>	<b>10.65</b>	<b>6.46</b>



## Note - 37 (continued...)

## (e) Statement of Party wise transactions during the year (continued...): Amount Rs. in crores

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Salary / Remuneration(Share-based payments)</b>		
– Rajiv Gandhi	-	1.25
– Ashish Kumar Jain	-	0.19
– Ajit Singh	-	(0.03)
<b>Total</b>	-	<b>1.40</b>
<b>Salary / Remuneration(Post-employment benefits)</b>		
– Rajiv Gandhi	0.08	0.08
– Ashish Kumar Jain	0.22	(0.00)
– Ajit Singh	0.02	0.02
<b>Total</b>	<b>0.32</b>	<b>0.10</b>
<b>Salary / Remuneration (Others)</b>		
– Ajit kumar Mittal	0.60	-
– Satish Chand Mathur	0.08	0.05
– Dinabandhu Mohapatra	0.08	0.05
– Gorinka Jagannmohan Rao	1.04	-
– Nikita Sureshchand Tulsian	0.29	-
<b>Total</b>	<b>2.09</b>	<b>0.10</b>

\* Represents maximum balance of loan outstanding during the year

## Note - 38

## Earnings per share:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Net Profit available for equity shareholders for computing Basic earnings per share (Rs. in crores)	413.00	531.90
Weighted average number of equity shares used for computing Basic earnings per share (Nos.)	24,77,99,324	24,77,99,324
Earnings per share – Basic (Rs. per share)	16.67	21.46
Net Profit available for equity shareholders for computing Diluted earnings per share (Rs. in crores)	413.00	531.90
Weighted average number of equity shares used for computing Diluted earnings per share (Nos.)	24,77,99,324	24,77,99,324
Earnings per share – Diluted (Rs. per share)	16.67	21.46
Nominal value of equity shares – (Rs. per share)	10.00	10.00



## Risk Management

Indiabulls Commercial Credit Limited (ICCL) is a non banking finance Company in India and is regulated by the Reserve Bank of India (RBI). In view of the intrinsic nature of its operations as a lending institution, Company is exposed to various risks that are related to lending business and operating environment. The principal objective of the Company's risk management processes is to measure and monitor the various risks that Company is subject to and to follow policies and procedures to address such risks. The Company's risk management framework is driven by its Board of Directors and its subcommittees (including the Audit Committee, the Asset Liability Management Committee and the Risk Management Committee). The Company gives due importance to prudent lending practices and has implemented suitable measures for risk mitigation, which include verification of credit history from credit information bureaus, personal verification of a customer's business and residence, technical and legal verifications, conservative loan to value, and required term cover for insurance. The Company is exposed to a variety of risks, such as credit risk, market risk, liquidity risk, operational risk and regulatory risks. Well-established systems and procedures provide adequate defense against the regulatory and operational risks.

## (A) Liquidity risk

Liquidity risk is the potential for loss to an entity arising from either its inability to meet its obligations or to fund increases in assets as they fall due without incurring unacceptable cost or losses.

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents (including highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flows) to meet its obligations at all times. It also ensures having access to funding through an adequate amount of committed credit lines. The Company's treasury department is responsible for liquidity and funding as well as settlement management. The Company assesses the liquidity position under a variety of scenarios, giving due consideration to stress factors relating to both the market in general and specifically to the Company. The Company also takes into account liquidity of the market in which the entity operates. In addition, processes and policies related to such risks are overseen by the Asset Liability Management Committee and the senior management regularly monitors the position of cash and cash equivalents vis-à-vis projections. In addition, the Asset Liability Management Committee, guides the Company's treasury team in liquidity risk management through various means like liquidity buffers, sourcing of long term funds, positive asset liability mismatch, keeping strong pipeline of sanctions and approvals from banks and assignment of loans. Assessment of maturity profiles of financial assets and financial liabilities including debt financing plans and maintenance of Balance Sheet liquidity ratios are considered while reviewing the liquidity position.

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial liabilities

March 31, 2024	Amount Rs. in Crores				
	Upto One month	Over one months to 2 years	2 years to 5 years	more than 5 years	Total
Borrowings from banks and others	191.29	3,828.65	3,752.30	1,303.34	9,075.58
Lease liability recognised under Ind AS 116	0.04	0.98	0.40	-	1.42
Trade payables	0.05	-	-	-	0.05
Amount payable on assigned loans	189.61	-	-	-	189.61
Other liabilities	16.81	93.02	-	-	109.83
Undrawn Loan Commitments	-	147.98	-	-	147.98
Temporary overdrawn balances as per books	136.29	-	-	-	136.29
Servicing liability on assigned loans	0.31	5.09	1.07	-	6.47
	<b>534.40</b>	<b>4,075.72</b>	<b>3,753.77</b>	<b>1,303.34</b>	<b>9,667.23</b>

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial liabilities

March 31, 2023	Amount Rs. in Crores				
	Upto One month	Over one months to 2 years	2 years to 5 years	more than 5 years	Total
Borrowings from banks and others	142.77	3,771.63	3,666.87	1,333.09	8,914.36
Lease liability recognised under Ind AS 116	0.06	1.59	1.32	-	2.97
Trade payables	-	-	-	-	-
Amount payable on assigned loans	215.56	-	-	-	215.56
Other liabilities	254.83	28.97	16.34	-	300.14
Undrawn Loan Commitments	-	101.29	-	-	101.29
Temporary overdrawn balances as per books	-	-	-	-	-
Servicing liability on assigned loans	0.21	3.76	1.09	-	5.06
	<b>613.43</b>	<b>3,907.24</b>	<b>3,685.62</b>	<b>1,333.09</b>	<b>9,539.38</b>





**Note - 39 (continued...)**

**(B) Credit Risk**

Credit Risk is the risk of financial loss arising out of either a customer or counterparty's unwillingness to perform on an obligation or its ability to perform such obligation is impaired resulting in economic loss to the Company. The Company's Credit Risk Management framework is categorized into following main components:

- Senior management's oversight
- Organizational structure
- Systems and procedures for identification, acceptance, measurement, monitoring and controlling risks.

It is the overall responsibility of the Company's senior management to approve the Company's credit risk strategy and lending policies relating to credit risk and its management. The policies are based on the Company's overall business strategy and the same is reviewed every quarter by the senior management.

To maintain credit discipline and to enunciate credit risk management and control process there is a separate Risk Management department independent of loan origination function. The Risk Management department performs the function of Credit policy formulation, credit limit setting, monitoring of credit exceptions / exposures and review /monitoring of documentation.

The Risk Management Committee monitors credit risk the using level of credit exposures, portfolio monitoring, repurchase rate, bureau data of portfolio performance and industry, geographic, customer, portfolio concentration risks, and assessment of any major change in the business environment including economic, political as well as natural calamity/pandemic. The Risk Management Committee also periodically reviews the credit risk management procedures implemented by Risk management department.

**Derivative financial Instruments**

Credit risk arising from derivative financial instruments is, at any time, limited to those with positive fair values, as recorded on the balance sheet.

With gross-settled derivatives, the Company is also exposed to a settlement risk, being the risk that the Company honours its obligation, but the counterparty fails to deliver the counter value.

**Concentration of risks**

The Company's concentrations of risk for loans are managed by counterparty and type of loan (i.e. CRE-RH and others as defined by RBI). These are given to both individual and corporate borrowers. The table below shows the concentration of risk by type of loan.

Amount Rs. in Crores		
	March 31, 2024	March 31, 2023
Commercial Real Estate - Residential Housing (CRE-RH)	1,909.86	1,552.36
Others	7,574.57	7,716.02

The Company's concentrations of risk (for financial assets other than loans and advances ) by industry sector are given below:

Amount Rs. in Crores				
March 31, 2024	Financial services	Government	Others	Total
<b>Financial assets</b>				
Cash and cash equivalents	154.36	-	-	154.36
Bank balance other than Cash and cash equivalents	214.81	-	-	214.81
Investments	2,774.57	-	-	2,774.57
Other financial assets	707.84	-	-	707.84
<b>March 31, 2023</b>				
<b>Financial assets</b>				
Cash and cash equivalents	773.92	-	-	773.92
Bank balance other than Cash and cash equivalents	132.90	-	-	132.90
Investments	944.20	-	-	944.20
Other financial assets	542.35	-	-	542.35



Note - 39 (continued...)

(i) Interest Rate Risk:-

Interest rate risk arises when there is a mismatch between positions, which are subject to interest rate adjustment within a specified period. The Company's lending, funding and investment activities give rise to interest rate risk. The immediate impact of variation in interest rate is on the Company's net interest income, while a long term impact is on the Company's net worth since the economic value of the assets, liabilities and off-balance sheet exposures are affected. While assessing interest rate risks, signals given to the market by RBI and government departments from time to time and the financial industry's reaction to them shall be continuously monitored.

Due to the very nature of financial services, the Company is exposed to moderate to higher Interest Rate Risk. This risk has a major impact on the balance sheet as well as the income statement of the Company. Interest Rate Risk arises due to

- i) Changes in regulatory or market conditions affecting the interest rates
- ii) Short term volatility
- iii) Prepayment risk translating into a reinvestment risk
- iv) Real interest rate risk

In short run, change in interest rate affects Company's earnings (measured by NII or NIM) and in long run it affects Market Value of Equity (MVE) or net worth. It is essential for the Company to not only quantify the interest rate risk but also to manage it proactively. The Company mitigates its interest rate risk by keeping a balanced portfolio of fixed and variable rate loans and borrowings. Further Company carries out Earnings at risk analysis and maturity gap analysis at quarterly intervals to quantify the risk.

Interest Rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates in respect of borrowings subject to variable interest rates (all other variables being constant) of the Company's statement of profit and loss:

Particulars	Basis Points	Amount Rs. in Crores	
		Effect on Profit before tax and Equity for the year ended March 31, 2024	Effect on Profit before tax and Equity for the year ended March 31, 2023
<b>Borrowings</b>			
Increase in basis points	+25	8.01	8.62
Decrease in basis points	-25	(8.01)	(8.62)
<b>Loans</b>			
Increase in basis points	+25	24.59	23.72
Decrease in basis points	-25	(24.59)	(23.72)

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign currency rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency borrowings taken from banks through the FCNR route.

The Company follows a conservative policy of hedging its foreign currency exposure through Forwards and / or Currency Swaps in such a manner that it has fixed determinate outflows in its function currency and as such there would be no significant impact of movement in foreign currency rates on the Company's profit before tax (PBT) and equity.



Note - 39 (continued...)

(iii) Equity Price Risk

The Company's exposure price risk arises from investments held and classified in the balance sheet either at fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets

(C) Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and system or from external events.

Operational risk is associated with human error, system failures and inadequate procedures and controls. It is the risk of loss arising from the potential that inadequate information system, technology failures, breaches in internal controls, fraud, unforeseen catastrophes, or other operational problems may result in unexpected losses or reputation problems. Operational risk exists in all products and business activities.

The Company recognizes that operational risk event types that have the potential to result in substantial losses includes Internal fraud, External fraud, employment practices and workplace safety, clients, products and business practices, business disruption and system failures, damage to physical assets, and finally execution, delivery and process management.

The Company cannot expect to eliminate all operational risks, but it endeavours to manage these risks through a control framework and by monitoring and responding to potential risks. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit.

Note - 40

Leases

(i) Leases where the Company is a Lessee

a) The Company has lease contracts for various office premises used in its operations. Leases of office premises generally have lease terms between 1 to 12 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets.

The Company also has certain leases of office premises with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

(b) Leases are shown as follows in the Company's balance sheet and Statement of profit and loss:

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Particulars	Building - Office Premises
	Amount Rs. In Crores
Opening balance as at 1 April 2022	3.01
Addition	0.26
Deletion (Terminated during the year)	-
Depreciation expense	0.76
<b>Closing balance as at March 31, 2023</b>	<b>2.51</b>
Addition	-
Deletion (Terminated during the year)	(0.85)
Depreciation expense	0.53
<b>Closing balance as at March 31, 2024</b>	<b>1.13</b>



## Notes to financial statements for the year ended March 31, 2024

## Note - 40 (continued...)

Set out below are the carrying amounts of lease liabilities (included under Borrowings (Other than Debt Securities)) and the movements during the year:

Particulars	Amount Rs. In Crores
<b>Opening balance as at 1 April 2022</b>	<b>3.34</b>
Additions	0.26
Deletion (Terminated during the year)	-
Accretion of interest	0.30
Payments	(0.93)
Change due to modification of leases	-
<b>As at March 31, 2023</b>	<b>2.97</b>
Additions	-
Deletion (Terminated during the year)	(1.05)
Accretion of interest	0.17
Payments	(0.67)
Change due to modification of leases	-
<b>As at March 31, 2024</b>	<b>1.42</b>
Current	0.53
Non-current	0.89

## (c) Amounts recognized in the Statement of Profit and Loss

Particulars	Amount Rs. In Crores	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation expense of right-of-use assets	0.53	0.76
Interest expense on lease liabilities	0.17	0.30
Gain on termination/modification of leases	(0.20)	-
Amount recognised in P/L for changes in lease payments on a/c of rent concession	-	-
Expense relating to short-term leases (included in other expenses)	0.24	0.08
<b>Total amount recognised in profit or loss</b>	<b>0.74</b>	<b>1.13</b>

During the year the Company had total cash outflows for leases of Rs. 0.67 crores (March 31, 2023: Rs 0.93 crores)

## Note - 41

## Transfers of financial assets

## Transfers of financial assets that are not derecognised in their entirety

Securitisations: The Company uses securitisations as a source of finance. Such transactions resulted in the transfer of contractual cash flows from portfolios of financial assets to holders of issued debt securities. Such deals resulted in continued recognition of the securitised assets since the Company retains substantial risks and rewards.

The table below outlines the carrying amounts and fair values of all financial assets transferred that are not derecognised in their entirety and associated liabilities.

Securitisations	Amount Rs. In Crores	
	As at March 31, 2024	As at March 31, 2023
Carrying amount of transferred assets measured at amortised cost	1,608.64	1,298.70
Carrying amount of associated liabilities	(2,118.50)	(1,849.17)

The carrying amount of above assets and liabilities is a reasonable approximation of their respective fair values.



Notes to financial statements for the year ended March 31, 2024

Note - 41 (continued...)

**Assignment Deals**

During the year ended March 31, 2024, the Company has sold certain loans (measured at amortised cost) pursuant to assignment deals, as a source of finance. As per the terms of such deals, since the derecognition criteria as per IND AS 109 are met, including transfer of substantially all the risks and rewards relating to assets being transferred to the buyer, the assets have been derecognised from the books of the Company

The table below summarises the details of the derecognised loans (measured at amortised cost) and the consequent gain upon derecognition:

Loans (at amortised cost)	Amount Rs. in Crores	
	For the year ended March 2024	For the year ended March 2023
Amount of derecognised financial assets	2,455.75	3,617.09
Gain/(loss) from derecognition	26.62	49.69

Since the Company has derecognised the above loan assets in entirety, the whole of the interest spread at the present value (discounted over the expected life of the assets) is recognised on the date of derecognition itself as interest-only strip receivable and corresponding gain on derecognition of financial assets is recognized in the Statement of Profit and Loss

Note - 42

**Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern
- to maintain a higher capital base than the mandated regulatory capital at all times
- to maintain an optimal capital structure to reduce cost of capital
- to provide an adequate return to shareholders

The Company monitors capital using a capital adequacy ratio as prescribed by the RBI guidelines. Refer note 45 for details.

Note - 43

**Fair value measurement**

As per Ind AS 107, 'Financial Instruments: Disclosures', the fair values of the financial assets or financial liabilities are defined as the price that would be received on sale of asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three Levels of a fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and lowest priority to unobservable inputs. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

**(i) Valuation principles**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using a valuation technique.

**(ii) Valuation governance**

The Company's process to determine fair values is part of its periodic financial close process. The Audit Committee exercises the overall supervision over the methodology and models to determine the fair value as part of its overall monitoring of financial close process and controls. The responsibility of ongoing measurement resides with business units. Once submitted, fair value estimates are also reviewed and challenged by the Risk and Finance functions.



## Note - 43 (continued...)

## (iii) Assets and liabilities by fair value hierarchy

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy

Amount Rs. in Crores

	March 31, 2024			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value on a recurring basis</b>				
Financial instruments measured at fair value through profit and loss				
Mutual funds and Debt Securities	50.42	11.37	313.13	374.92
Total financial instruments measured at fair value through profit and loss	50.42	11.37	313.13	374.92
Financial instruments measured at fair value through other comprehensive income				
Mutual funds and Debt Securities	-	118.91	2,280.74	2,399.65
Total Financial instruments measured at fair value through other comprehensive income	-	118.91	2,280.74	2,399.65
<b>Total assets measured at fair value on a recurring basis</b>	<b>50.42</b>	<b>130.28</b>	<b>2,593.87</b>	<b>2,774.57</b>
<b>Assets measured at fair value on a non-recurring basis</b>	-	-	-	-
Total financial assets measured at fair value	50.42	130.28	2,593.87	2,774.57
<b>Liabilities measured at fair value on a recurring basis</b>	-	-	-	-
<b>Liabilities measured at fair value on a non-recurring basis</b>	-	-	-	-
<b>Total financial liabilities measured at fair value</b>	-	-	-	-

Amount Rs. in Crores

	March 31, 2023			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value on a recurring basis</b>				
Financial instruments measured at fair value through profit and loss				
Mutual funds and Debt Securities	46.98	897.22	-	944.20
Total financial instruments measured at fair value through profit and loss	46.98	897.22	-	944.20
Financial instruments measured at fair value through Other comprehensive income	-	-	-	-
<b>Total assets measured at fair value on a recurring basis</b>	<b>46.98</b>	<b>897.22</b>	<b>-</b>	<b>944.20</b>
<b>Assets measured at fair value on a non-recurring basis</b>	-	-	-	-
Total financial assets measured at fair value	46.98	897.22	-	944.20
<b>Liabilities measured at fair value on a recurring basis</b>	-	-	-	-
<b>Liabilities measured at fair value on a non-recurring basis</b>	-	-	-	-
<b>Total financial liabilities measured at fair value</b>	-	-	-	-



Indiabulls Commercial Credit Limited

Notes to financial statements for the year ended March 31, 2024

Note - 43 (continued...)

(iv) Valuation techniques

**Debenture and Bonds**

Fair value of these instruments is derived based on the indicative quotes of price and yields prevailing in the market as at reporting date and are classified as Level 2

**Unlisted debentures and bonds**

Fair value of these instruments is derived based on the discounted cash flows and market comparison technique as at reporting date and are classified as Level 3

**Mutual Funds**

Open ended mutual funds are valued at NAV declared by respective fund house and are classified under Level 1

(v) There have been no transfers between Level 1, Level 2 and Level 3 for the year ended March 31, 2024 and March 31, 2023.

(vi) Fair value of financial instruments not measured at fair value

Set out below is a comparison, by class, of the carrying amounts and fair values of the Company's financial instruments that are not carried at fair value in the financial statements. This table does not include the fair values of non-financial assets and non-financial liabilities.

Amount Rs. in Crores					
	Carrying Value	March 31, 2024			
		Fair Value			Total
		Level 1	Level 2	Level 3	
<b>Financial Assets:</b>					
Cash and cash equivalents	154.36	-	-	-	-
Bank balances other than cash and cash equivalents	214.81	-	-	-	-
Loans and advances	9,484.43	-	-	-	-
Other Financial assets	707.84	-	-	-	-
<b>Total financial assets</b>	<b>10,561.44</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Financial Liabilities:</b>					
Trade payables	0.05	-	-	-	-
Debt securities	2,525.86	-	2,572.86	-	2,572.86
Borrowing other than debt securities	4,628.59	-	-	-	-
Subordinated Liabilities	351.37	-	355.29	-	355.29
Other financial liabilities	585.96	-	-	-	-
<b>Total financial liabilities</b>	<b>8,091.83</b>	<b>-</b>	<b>2,928.16</b>	<b>-</b>	<b>2,928.16</b>
<b>Off-balance sheet items:</b>					
Other commitments	-	-	-	-	-
<b>Total off-balance sheet items</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



Amount Rs. in Crores

	Carrying Value	March 31, 2023			
		Fair Value			Total
		Level 1	Level 2	Level 3	
<b>Financial Assets:</b>					
Cash and cash equivalents	773.92	-	-	-	-
Bank balances other than cash and cash equivalents	132.90	-	-	-	-
Loans and advances	9,268.38	-	-	-	-
Other Financial assets	542.35	-	-	-	-
<b>Total financial assets</b>	<b>10,717.55</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Financial Liabilities:</b>					
Trade payables	-	-	-	-	-
Debt securities	2,766.68	-	2,805.28	-	2,805.28
Borrowing other than debt securities	4,085.19	-	-	-	-
Subordinated Liabilities	350.65	-	373.66	-	373.66
Other financial liabilities	674.90	-	-	-	-
<b>Total financial liabilities</b>	<b>7,877.42</b>	<b>-</b>	<b>3,178.93</b>	<b>-</b>	<b>3,178.93</b>
<b>Off-balance sheet items:</b>					
Other commitments	-	-	-	-	-
<b>Total off-balance sheet items</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**(vii) Valuation methodologies of financial instruments not measured at fair value**

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the Company's financial statements. These fair values were calculated for disclosure purposes only. The below methodologies and assumptions relate only to the instruments in the above tables.

**Debt Securities & Subordinated liabilities**

These include Subordinated debt and secured debentures. The fair values of such liabilities are estimated using a discounted cash flow model based on contractual cash flows using actual or estimated yields and discounting by yields incorporating the appropriate credit risk. These instruments are classified in Level 2.

**Assets and Liabilities other than above**

The carrying value of assets and liabilities other than investments at amortised cost, debt securities and subordinated liabilities represents a reasonable approximation of fair value.





Note - 43 (continued...)

The following table presents the changes in level 3 items for the year ended March 31, 2024 and March 31, 2023:

Particulars	Mutual funds and Debt Securities	Total
<b>Balance as at April 1, 2022</b>	-	-
Acquisitions	-	-
Transfer from Level 2 to Level 3	-	-
Deletions/redemption	-	-
Gains/(losses) recognised in profit and loss	-	-
Gains/(losses) recognised in other comprehensive income	-	-
Unrealised gains/(losses) recognised in profit and loss	-	-
Unrealised gains/(losses) recognised in Other Comprehensive Income	-	-
Impairment recognised in profit and loss	-	-
<b>As at March 31, 2023</b>	-	-
Acquisitions	2,580.42	2,580.42
Transfer from Level 2 to Level 3	-	-
Deletions/redemption	-	-
Gains/(losses) recognised in profit or loss	-	-
Gains/(losses) recognised in other comprehensive income	-	-
Unrealised gains/(losses) recognised in profit and loss	12.32	12.32
Unrealised gains/(losses) recognised in Other Comprehensive Income	1.14	1.14
Impairment recognised in profit and loss	-	-
<b>As at March 31, 2024</b>	<b>2,593.87</b>	<b>2,593.87</b>

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements:

Particulars	Fair value as at	
	As at March 31, 2024	As at March 31, 2023
Mutual funds and Debt Securities	2,593.87	-
<b>Total</b>	<b>2,593.87</b>	<b>-</b>

Particulars	Rates for Sensitivity	Impact of Increase in Rates on Total Comprehensive Income statement			
		March 31, 2024		March 31, 2023	
		Favourable	Unfavourable	Favourable	Unfavourable
Mutual funds and Debt Securities	0.25%	6.48	-6.48	-	-
<b>Total</b>		<b>6.48</b>	<b>-6.48</b>	<b>-</b>	<b>-</b>



Disclosures in terms of Annex VIII of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023:

Particulars	Amount Rs.in Crores			
	March 31, 2024		March 31, 2023	
Liabilities side:	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
<b>(1) Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:</b>				
(a) Debentures – Secured <sup>(1)</sup>	2,654.67	Nil	2,902.99	Nil
– Unsecured <sup>(2 &amp; 5)</sup> (other than falling within the meaning of public deposits)	363.70	Nil	362.97	Nil
(b) Deferred Credits		Nil		Nil
(c) Term Loans <sup>(2)</sup>	695.51	Nil	1,140.39	Nil
(d) Inter-corporate loans and borrowing	Nil	Nil	Nil	Nil
(e) Commercial Paper	Nil	Nil	Nil	Nil
(f) Other Loans – (specify nature)				
– Loan from Holding Company	1,330.00	Nil	995.00	Nil
– From Banks-Cash Credit Facility <sup>(4)</sup>	18.88	Nil	22.64	Nil
– From Banks-Overdraft Facility <sup>(4)</sup>	110.76	Nil	80.53	Nil

(1) Includes interest accrued but not paid for Rs. 128.81 crores (Previous year Rs. 136.31 crores)

(2) Includes interest accrued but not paid for Rs. 2.60 crores (Previous year Rs. 5.51 crores)

(3) Includes interest accrued but not paid for Rs. 12.34 crores (Previous year Rs. 12.32 crores)

(4) Includes interest accrued but not paid for Rs. NIL (Previous year Rs. NIL)

(5) Unsecured non convertible debentures in the nature of subordinate debts

Assets side:	Amount Rs. in Crores Outstanding as at	
	March 31, 2024	March 31, 2023
<b>(2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below:]</b>		
(a) Secured	7,293.66	6,595.18
(b) Unsecured	1,932.83	2,477.45
<b>(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
(i) Lease assets including lease rentals under sundry debtors		
(a) Financial lease	Nil	Nil
(b) Operating lease	Nil	Nil
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	Nil	Nil
(b) Repossessed Assets	Nil	Nil
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	Nil	Nil
(b) Loans other than (a) above	Nil	Nil



(4) Break-up of Investments:	Amount Rs. In Crores Outstanding as at	
	March 31, 2024	March 31, 2023
Current Investments		
1. Quoted		
(i) Shares (a) Equity	Nil	Nil
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (please specify)	Nil	Nil
2. Unquoted		
(i) Shares (a) Equity	Nil	Nil
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	426.62	Nil
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (please specify)	Nil	Nil
Long Term investments		
1. Quoted		
(i) Shares (a) Equity	Nil	Nil
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	50.00
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (please specify)	Nil	Nil
2. Unquoted		
(i) Shares (a) Equity	Nil	Nil
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	2,167.25	Nil
(iii) Units of mutual funds	169.33	894.20
(iv) Government Securities	Nil	Nil
(v) Others (Pass through certificate)	11.37	Nil

(5) Borrower group-wise classification of assets financed as in (2) and (3) above:

Category	Amount net of provisions (Rs. in Crores)					
	March 31, 2024			March 31, 2023		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1 Related Parties						
(a) Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil	Nil	Nil	Nil
(c) Other related parties	Nil	25.00	25.00	Nil	30.00	30.00
2 Other than related parties*	7,100.68	1,907.83	9,008.51	6,459.23	2,447.45	8,906.68
<b>Total</b>	<b>7,100.68</b>	<b>1,932.83</b>	<b>9,033.51</b>	<b>6,459.23</b>	<b>2,477.45</b>	<b>8,936.68</b>

\*Excludes Provision against loan assets of Rs 192.98 crores (Previous year Rs 135.95 crores)



## Note - 44 (continued...)

## (6) Investor group-wise classification of all investments (Current and Long term) in shares and securities (both quoted and unquoted):

Category	March 31, 2024		March 31, 2023	
	Market Value / Break up or fair value or NAV (Rs. in crores)	Book Value (Net of Provision) (Rs. in crores)	Market Value / Break up or fair value or NAV (Rs. in crores)	Book Value (Net of Provision) (Rs. in crores)
1. Related Parties				
(a) Subsidiaries	Nil	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	50.00	49.65
(c) Other related parties	Nil	Nil	Nil	Nil
2. Other than related parties.	2,774.57	2,734.96	894.20	913.17
<b>Total</b>	<b>2,774.57</b>	<b>2,734.96</b>	<b>944.20</b>	<b>962.82</b>

## (7) Other information:

Particulars	Amount (Rs. in Crores)	
	March 31, 2024	March 31, 2023
<b>(i) Gross Non-Performing Assets</b>		
(a) Related parties	Nil	Nil
(b) Other than related parties	202.07	201.94
<b>(ii) Net Non-Performing Assets</b>		
(a) Related parties	Nil	Nil
(b) Other than related parties	67.98	128.56
<b>(iii) Assets acquired in satisfaction of debt</b>	Nil	Nil

Note: In computing the above information certain estimates, assumptions and adjustments have been made by the Management for its regulatory submission which have been relied upon by the Auditors

## Note - 45

## (A) Disclosures in terms of Annex XXII of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023:

## (i) Disclosure of Capital to Risk Assets Ratio (CRAR):

Items	As at March 31, 2024	As at March 31, 2023
CRAR (%)	44.81%	49.87%
CRAR - Tier I Capital (%)	44.81%	46.67%
CRAR - Tier II Capital (%)	0.00%	3.20%
Amount of subordinated debt raised as Tier-II capital (Rs. in Crores)*	-	350.65
Amount raised by issue of Perpetual Debt Instruments	Nil	Nil

\* Tier II capital as at March 31, 2024 comprising of subordinated debt of Rs. 351.37 crores has been adjusted with investments in alternative investment funds in accordance with the requirements of RBI's Circular no. RBI/2023-24/140 DOR STR.REC 85/21 04.048/2023-24 dated March 27, 2024.



## Note - 45 (continued...)

## (ii) Disclosures of Investments

Particulars	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>(1) Value of Investments</b>		
(i) Gross Value of Investments		
a) In India	2,774.57	944.20
b) Outside India	-	-
(ii) Provision for Depreciation		
a) In India	-	-
b) Outside India	-	-
(iii) Net Value of Investments		
a) In India	2,774.57	944.20
b) Outside India	-	-
<b>(2) Movement of provisions held towards depreciation on investments</b>		
(i) Opening balance	-	1.91
(ii) Add: Provisions made during the year	2.98	-
(iii) Less: Write-off/write-back of excess provisions during the year	2.98	1.91
(iv) Closing balance	-	-

## (iii) Disclosures of Derivatives

## (a) Forward Rate Agreement/Interest Rate Swap

Particulars	Amount Rs. in crores	
	March 31, 2024	March 31, 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 NBFC upon entering into swaps	Nil	Nil
(iv) Concentrations of credit risk arising from swaps	Nil	Nil
(v) The fair value of the swap book	Nil	Nil

## (b) Exchange Traded Interest Rate (IR) Derivatives

Particulars	Amount Rs. in crores	
	March 31, 2024	March 31, 2023
(i) Notional principal amount of exchange traded IR derivatives undertaken during the year (instrument-wise)	Nil	Nil
(ii) Notional principal amount of exchange traded IR derivatives outstanding (instrument-wise)	Nil	Nil
(iii) Notional principal amount of exchange traded IR derivatives outstanding and not "highly effective"(instrument-wise)	Nil	Nil
(iv) Mark-to-market value of exchange traded IR derivatives outstanding and not "highly effective"(instrument-wise)	Nil	Nil

## (c) Disclosures on Risk Exposure in Derivatives

## Qualitative Disclosure

During the year ended March 31, 2024, the Company does not have any risk exposure in derivative financial instruments. The Company has in place a policy approved by its Board of Directors which is consistent with its risk management strategy. The Company's risk management activities are subject to the management, direction and control of Risk Management Committee of its Board of Directors, which reports to the Board on the scope of its activities. As at March 31, 2024, the Company has no outstanding forward exchange contract (previous year: Nil).



Note - 45 (continued...)

Quantitative Disclosures

Particulars	Amount Rs. in crores			
	March 31, 2024		March 31, 2023	
	Currency Derivatives	Interest Rate Derivatives	Currency Derivatives	Interest Rate Derivatives
(i) Derivatives (Notional Principal Amount)				
For hedging	Nil	Nil	Nil	Nil
(ii) Marked to Market Positions(1)				
(a) Asset(+)	Nil	Nil	Nil	Nil
(b) Liability(-)	Nil	Nil	Nil	Nil
(iii) Credit Exposure(2)	Nil	Nil	Nil	Nil
(iv) Unhedged Exposures	Nil	Nil	Nil	Nil

(iv) Maturity pattern of certain items of assets and liabilities March 31,2024\*:

Particulars	Deposits	Advances	Investments	Borrowings	Amount Rs. in crores	
					Foreign Currency assets	Foreign Currency Liabilities
1 to 7 days	-	159.58	3.63	-	-	-
8 to 14 days	-	4.01	52.30	2.20	-	-
15 days to 30 /31 days	-	180.59	5.58	31.42	-	-
Over one month to 2 months	-	590.30	-	84.11	-	-
Over 2 months to 3 months	-	238.90	7.05	82.40	-	-
Over 3 months to 6 months	-	946.41	54.03	1,038.76	-	-
Over 6 months to 1 year	-	1,352.86	506.90	704.57	-	-
Over 1 year to 3 years	-	4,007.55	1,372.42	3,946.02	-	-
Over 3 years to 5 years	-	2,926.35	750.19	670.17	-	-
Over 5 years	-	620.12	270.11	1,089.93	-	-
<b>Total</b>	-	<b>11,026.67</b>	<b>3,022.20</b>	<b>7,649.58</b>	-	-

(iv) Maturity pattern of certain items of assets and liabilities March 31, 2023\*:

Particulars	Deposits	Advances	Investments	Borrowings	Amount Rs. in crores	
					Foreign Currency assets	Foreign Currency Liabilities
1 to 7 days	-	140.47	1.07	-	-	-
8 to 14 days	-	3.29	55.28	2.57	-	-
15 days to 30 /31 days	-	317.46	0.41	21.46	-	-
Over one month to 2 months	-	477.37	11.20	57.37	-	-
Over 2 months to 3 months	-	118.21	54.77	155.23	-	-
Over 3 months to 6 months	-	719.71	51.00	649.88	-	-
Over 6 months to 1 year	-	1,811.27	7.07	331.01	-	-
Over 1 year to 3 years	-	4,999.03	849.31	2,135.63	-	-
Over 3 years to 5 years	-	2,765.22	-	2,940.81	-	-
Over 5 years	-	439.82	46.99	1,062.70	-	-
<b>Total</b>	-	<b>11,791.85</b>	<b>1,077.10</b>	<b>7,356.66</b>	-	-

\*In addition to the investments shown in the table above, the Company also had cash and cash equivalents of Rs. 154.36 Crores as at March 31, 2024 (previous year Rs. 773.92 Crores)

Note: In computing the above information certain estimates, assumptions and adjustments have been made by the Management for its regulatory submission which have been relied upon by the auditors



## Note - 45 (continued...)

## (v)(a) Exposure to Real Estate Sector:

Category	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
<b>Direct Exposure</b>		
(a) Residential Mortgages -		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Individual housing loans up to Rs. 15 lakh are Rs. Nil (Previous year Rs. Nil).	1,438.39	1,154.35
(b) Commercial Real Estate -		
Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.) Exposure would also include non-fund based (NFB) limits.	4,246.20	3,221.67
(c) Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
(i) Residential	Nil	Nil
(ii) Commercial Real Estate.	Nil	Nil
<b>Total Exposure to Real Estate Sector</b>	<b>5,684.59</b>	<b>4,376.03</b>

## (v)(b)(1) Exposure to Capital Market:

Particulars	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 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	-	-
(ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds	-	-
(iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
(iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances	-	-
(v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-
(vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
(vii) Bridge loans to companies against expected equity flows / issues	-	-
(viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
(ix) Financing to stockbrokers for margin trading	-	-
<b>(x) All exposures to Alternative Investment Funds:</b>		
(i) Category I	-	-
(ii) Category II	118.91	847.22
(iii) Category III	-	-
<b>Total (2)</b>	<b>118.91</b>	<b>847.22</b>
<b>Total Exposure to Capital Market (1+2)</b>	<b>118.91</b>	<b>847.22</b>

The above summary is prepared based on the information available with the Company.

## (vi) Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the NBFC

The Company has not exceeded the limits for SGL / GBL



Note - 45 (continued...)

(vii) The Company has been assigned the following credit ratings during the year:

Deposits Instrument	Name of rating agency	Date of rating / revaluation	Rating assigned	Borrowing limit or conditions imposed by rating agency, if any (Amt. in Rs. Crs)
Term Loans	CRISIL	31-Jan-24	CRISIL AA	2,500.00
Subordinate debt	CRISIL	21-Sep-23	CRISIL AA	500.00
Retail Bond	CRISIL	21-Sep-23	CRISIL AA	4,508.83
NCDs	CRISIL	21-Sep-23	CRISIL AA	2,250.00
NCDs (Public Issue of retail secured redeemable non-convertible debentures)	CRISIL	21-Sep-23	CRISIL AA	83.62
Short Term Debt (CPs)	CRISIL	21-Sep-23	CRISIL A1+	3,000.00
Long-term/Short term bank facilities	CARE	03-Oct-23	CARE AA-/CARE A1+	1,255.00
Subordinate debt	CARE	03-Oct-23	CARE AA-	355.00
NCDs	CARE	03-Oct-23	CARE AA-	40.00
Public Issue of secured redeemable non-convertible debentures	CARE	03-Oct-23	CARE AA-	123.63
NCDs	Brickwork	02-Jan-23	BWR AA+	500.00
NCDs	Brickwork	02-Jan-23	BWR AA+	2,000.00
Bank Loan Facilities	Brickwork	02-Jan-23	BWR AA+	1,500.00
Subordinate debt	Brickwork	02-Jan-23	BWR AA+	750.00
NCDs (Public Issue of retail secured redeemable non-convertible debentures)	Brickwork	02-Jan-23	BWR AA+	1,000.00
NCDs (Public Issue of retail unsecured redeemable non-convertible debentures)	Brickwork	02-Jan-23	BWR AA+	500.00
Short Term Debt (CPs)	Brickwork	02-Jan-23	BWR A1+	500.00
NCDs	ICRA	29-Dec-23	ICRA AA	2,000.00
Retail Bond	ICRA	29-Dec-23	ICRA AA	2,000.00

(viii) Additional Disclosures

(a) Provisions and Contingencies

Amount Rs. in crores

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	March 31, 2024	March 31, 2023
Provisions for depreciation on Investment	1.42	-
Provision towards NPA	213.38	388.13
Provision made towards Income tax (including deferred tax and MAT Credit)	130.94	175.65
Other Provisions and contingencies (with details)	-	-
Provision for standard assets	(3.68)	(42.63)

(b) Concentration of Advances\*

Amount Rs. in crores

	As at March 31, 2024	As at March 31, 2023
Total Advances to twenty largest borrowers	4,183.83	3,915.46
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	45.35%	43.16%

\* doesn't consider credit substitute





## Note - 45 (continued...)

## (c) Concentration of Exposures\*

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
Total Exposure to twenty largest borrowers / customers	4,183.83	3,915.46
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	45.35%	43.16%

\* doesn't consider credit substitute

## (d) Concentration of NPAs

	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
Total Exposure to top four NPA accounts	126.51	163.13

## (e) Sector-wise NPAs

Sector	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
	Percentage of NPAs to Total Advances in that sector	
Agriculture & allied activities	0.00%	0.00%
MSME	1.39%	2.19%
Corporate borrowers	2.06%	2.92%
Services	0.00%	0.00%
Unsecured personal loans	10.64%	0.24%
Other personal loans	0.00%	0.00%
Auto loans and Other Loans	2.46%	5.08%

## (f) Movement of NPAs

Particulars	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
(i) Net NPAs to Net Advances (%)	0.74%	1.42%
(ii) Movement of NPAs (Gross)		
a) Opening balance	201.94	260.73
b) Additions during the year	179.56	394.54
c) Reductions during the year	179.43	453.33
d) Closing balance	202.07	201.94
(iii) Movement of Net NPAs		
a) Opening balance	128.56	195.54
b) Additions during the year	-	6.41
c) Reductions during the year	60.58	73.39
d) Closing balance	67.98	128.56
(iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
a) Opening balance	73.38	65.19
b) Provisions made during the year	213.38	388.13
c) Write off/write back of excess provisions	152.67	379.94
d) Closing balance	134.09	73.38



Note - 45 (continued...)

			Amount Rs. in crores	
Name of Joint Venture/Subsidiary	Other Partner in the JV	Country	Total Assets	
			As at March 31, 2024	As at March 31, 2023
NIL	NA	NA	-	-

(h) Disclosure of Complaints -Customer Complaints

Particulars	March 31, 2024	March 31, 2023
(a) No. of complaints pending at the beginning of the year	-	-
(b) No. of complaints received during the year	44	57
(c) No. of complaints redressed during the year	44	57
(d) No. of complaints pending at the end of the year	-	-

Note: In computing the above information and disclosures, certain estimates, assumptions and adjustments have been made by the Management for its regulatory submissions which have been relied upon by the Auditors.

(B) Detail of Loans transferred / acquired during the Year under the Master Direction - RBI(Transfer of Loan Exposures) Directions , 2021 as given below:

(i) Details of Loans not in Default transferred / acquired through assignment :

Particulars	Amount Rs. in crores			
	March 31, 2024		March 31, 2023	
	Transferred	Acquired	Transferred	Acquired
Count of Loan accounts Assigned	2,139	9.00	2,683	-
Amount of Loan accounts Assigned	2,732.84	38.01	3,905.17	-
Retention of beneficial economic interest (MRR)	277.10	-	288.08	-
Weighted Average Maturity (Residual Maturity in months)	106.89	246.86	14.35	-
Weighted Average Holding Period [in months]	4.97	48.08	54.92	-
Coverage of tangible security coverage	1.00	1.00	1.00	-
Rating-wise distribution of rated loans	NA	NA	NA	NA

(ii) Details of stressed loans transferred during the year

Particulars	Amount Rs. in crores		
	March 31, 2024		
	To Asset Reconstruction Companies (ARC)		
	NPA	SMA	Total
Number of accounts*	41,461	-	41,461
Aggregate principal outstanding of loans transferred (Rs. in crores)	144.90	-	144.90
Weighted average residual tenor of the loans transferred (in months)	5.24	-	5.24
Net book value of loans transferred (at the time of transfer) (Rs. in crores)	108.67	-	108.67
Aggregate consideration (Rs. in crores)	92.85	-	92.85
Additional consideration realized in respect of accounts transferred in earlier years	-	-	-
Excess provisions reversed to the Profit and Loss Account on account of sale	-	-	-

\* Apart from the above, the Company has also sold nos. 21,303 cases (March 31, 2023 nos. 2 cases) where loans were written off, to ARC for purchase consideration of Rs 22.20 Crores (March 31, 2023 Rs 0.58 Crores)



Note - 45 (continued...)

(ii) Details of stressed loans transferred during the year

Particulars	March 31, 2023		
	To Asset Reconstruction Companies (ARC)		
	NPA	SMA	Total
Number of accounts*	9	-	9
Aggregate principal outstanding of loans transferred (Rs. in crores)	7.93	-	7.93
Weighted average residual tenor of the loans transferred (in months)	150.71	-	150.71
Net book value of loans transferred (at the time of transfer) (Rs. in crores)	5.95	-	5.95
Aggregate consideration (Rs. in crores)	6.74	-	6.74
Additional consideration realized in respect of accounts transferred in earlier years	-	-	-
Excess provisions reversed to the Profit and Loss Account on account of sale	-	-	-

(iii) The Company has not acquired any stressed loan during the year ended March 31, 2024 (March 31, 2023: NIL)

(iv) (a) Details of Security Receipts held and Credit rating during the year ended March 31, 2024 are as follows:

Recovery Rating	Anticipated recovery as per recovery rating	Amount (Rs. in crores)
RR1+	150% and above	-
RR1	100% - 150%	6.41
RR4	25% - 50%	-
Unrated	100% - 150%	-
<b>Total</b>		<b>6.41</b>

(iv) (b) The Company did not hold any Security Receipts as on March 31, 2023.

(C) Disclosures under Master Direction - Reserve Bank of India ( Securitisation of Standard Assets ) Directions , 2021

Particulars	Amount Rs. in crores	
	March 31, 2024	March 31, 2023
(1) No of SPEs holding assets for securitisation transactions originated by	33.00	20
(2) Total amount of securitised assets as per books of the SPEs	2,766.08	1,978.78
(3) Total amount of exposures retained by the originator to comply with MRR	-	-
a) Off-balance sheet exposures	-	-
First loss	-	-
Others	-	-
b) On-balance sheet exposures	56.51	55.22
First loss	56.51	55.22
Others	-	-



Note - 45 (continued...)

Disclosures under Master Direction - Reserve Bank of India ( Securitisation of Standard Assets ) Directions , 2021 (continued...);

Particulars	Amount Rs. in crores	
	March 31, 2024	March 31, 2023
(4) Amount of exposures to securitisation transactions other than MRR		-
a) Off-balance sheet exposures		-
i) Exposure to own securitisations		-
First loss		-
Others		-
ii) Exposure to third party securitisations		-
First loss		-
Others		-
b) On-balance sheet exposures	668.43	162.25
i) Exposure to own securitisations	668.43	162.25
First loss		-
Others	668.43	162.25
ii) Exposure to third party securitisations		-
First loss		-
Others		-
(5) Sale consideration received for the securitised assets	3,399.21	2,335.39
(6) Gain/loss on sale on account of securitisation		-

Note - 46

(A) Disclosures in terms of Annex VII of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023;

1. Exposure

a) Exposure to Real Estate Sector Refer Note 45(v)(a)

b) Exposure to capital market Refer Note 45(v)(b)

c) Sectoral Exposure

Sectors	March 31, 2024			March 31, 2023		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Amount Rs. In crores)	Gross NPAs (Amount Rs. In crores)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Amount Rs. In crores)	Gross NPAs (Amount Rs. In crores)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	0.00%	-	-	0.00%
2. Industry						
i)	-	-	0.00%	-	-	0.00%
ii)	-	-	0.00%	-	-	0.00%
Others	-	-	0.00%	-	-	0.00%
<b>Total of Industry</b>	-	-	-	-	-	-
3. Services						
i) Commercial Real Estate	4,246.20	47.62	1.12%	3,221.67	0.54	0.02%
ii) Others	4,852.21	139.90	2.88%	5,545.00	200.67	3.62%
<b>Total of Services</b>	<b>9,098.42</b>	<b>187.52</b>	<b>2.06%</b>	<b>8,766.68</b>	<b>201.21</b>	<b>2.30%</b>



Note - 46 (continued...)

c) Sectoral Exposure (continued...)

Sectors	March 31, 2024			March 31, 2023		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Amount Rs. In crores)	Gross NPAs (Amount Rs. In crores)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Amount Rs. In crores)	Gross NPAs (Amount Rs. In crores)	Percentage of Gross NPAs to total exposure in that sector
<b>4. Personal loans</b>						
i) Personal Loan	128.08	14.55	11.36%	305.95	0.73	0.24%
ii) Others	-	-	0.00%	-	-	0.00%
<b>Total of Personal loan</b>	<b>128.08</b>	<b>14.55</b>	<b>11.36%</b>	<b>305.95</b>	<b>0.73</b>	<b>0.24%</b>
<b>5. Others, if any</b>	-	-	-	-	-	-

d) Intra group Exposure

Particulars	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
(i) Total amount of intra-group exposures	25.00	80.00
(ii) Total amount of top 20 intra-group exposures	25.00	80.00
(iii) Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	100.00%	100.00%

e) Unhedged foreign currency exposure

The Company does not have any Unhedged foreign currency exposure Nil as at March 31, 2024 ( Previous year Nil)

2) Related Party Disclosure

Refer Note 37

3) Disclosure of Customer Complaints

a) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Particulars	As at March 31, 2024	As at March 31, 2023
Complaints received by the NBFC from its customers	44	57
No. of complaints pending at the beginning of the year	NIL	NIL
No. of complaints received during the year	44	57
No. of complaints disposed during the year	44	57
Of which, number of complaints rejected by the NBFC	NIL	NIL
Number of complaints pending at the end of the year	NIL	NIL
<b>Maintainable complaints received by the NBFC from Office of Ombudsman</b>		
Number of maintainable complaints received by the NBFC from Office of Ombudsman	44	57
Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	44	57
Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-
Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-
Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-



## Note - 46 (continued...)

## b) Top five grounds of complaints received by the NBFCs from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
<b>Year ended March 31, 2024</b>					
Closure	NIL	17	-5.00%	NIL	NIL
CIBIL	NIL	7	-22.00%	NIL	NIL
ROI (ROI reset / Change in EMI / Change in Tenure)	NIL	9	0.00%	NIL	NIL
Legal	NIL	2	-66.00%	NIL	NIL
Refund	NIL	1	-66.67%	NIL	NIL
Others	NIL	8	-33.33%	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>44</b>	<b>42.00%</b>	<b>NIL</b>	<b>NIL</b>
<b>Year ended March 31, 2023</b>					
ROI (ROI reset / Change in EMI / Change in Tenure)	NIL	18	125.00%	NIL	NIL
Closure	NIL	9	800.00%	NIL	NIL
Disbursement	NIL	9	-35.00%	NIL	NIL
EMI/ PEMI	NIL	6	100.00%	NIL	NIL
Refund	NIL	3	0.00%	NIL	NIL
Others	NIL	12	-50.00%	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>57</b>	<b>42.00%</b>	<b>NIL</b>	<b>NIL</b>

## 4) Corporate Governance

## (a) Composition of Board as on March 31, 2024

Name of director	Director since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	DIN	Number of board meeting	
				Held	Attended
Mr. Ajit Kumar Mittal	30-09-2013	Non-Executive Chairman	02698115	7	7
Mr. Rajiv Gandhi	15-02-2021	Managing Director & CEO	09063985	7	7
Mr. Anil Malhan	07-07-2006	Non-Executive Director	01542646	7	4
Mr. Dnabandhu Mohapatra	23-06-2022	Independent Director	07488705	7	7
Mr. Satish Chand Mathur	23-06-2022	Independent Director	03641285	7	7
Mr. Gorinka Jagannohan Rao	01-07-2023	Independent Director	06743140	7	4
Ms. Nikita Sureshchand Tulsian	23-10-2023	Independent Director	08628087	7	3



Note - 46 (continued...)

4) Corporate Governance (continued...)

Name of director	No. of other directorship	Remunerations			No. of shares held in and convertible instruments held in the NBFC
		Salary & other compensation	Sitting Fee	Commission/incentive	
Mr. Ajit Kumar Mittal	2	-	-	0.60	NIL
Mr. Rajiv Gandhi	-	6.17	-	-	NIL
Mr. Anil Malhan	1	-	-	2.08	NIL
Ms. Preetinder Virk*	NA	-	-	-	NIL
Mr. Dinabandhu Mohapatra	2	-	0.08	-	NIL
Mr. Satish Chand Mathur	9	-	0.08	-	NIL
Mr. Gorinka Jagannathan Rao	1	-	0.05	0.99	NA
Ms. Nikita Sureshchand Tulsian	1	-	0.04	0.25	NA

\* Resigned w.e.f 23/10/2023

(b) Details of change in composition of the Board during the current and previous financial year.

Name of director	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Nature of change (resignation, appointment)	Effective date
Mr. Gorinka Jagannathan Rao	Independent Director	Appointed	01-07-2023
Ms. Nikita Sureshchand Tulsian	Independent Director	Appointed	23-10-2023
Ms. Preetinder Virk	Non-Executive Director	Resigned	23-10-2023
Mr. Prem Prakash Mirdha	Independent Director	Resigned	23-06-2022
Mr. Shamsher Singh Ahlawat	Independent Director	Resigned	23-06-2022
Mr. Satish Chand Mathur	Independent Director	Appointed	23-06-2022
Mr. Dinabandhu Mohapatra	Independent Director	Appointed	23-06-2022

(c) Committees of the Board and their composition

(i) Name of the committee of the Board : **Audit Committee**

Summarized terms of reference-

1. To oversee the financial reporting process and disclosure of financial information.
2. To review with management, quarterly, half yearly and annual financial statements and ensure their accuracy and correctness before submission to the Board.
3. To review with management and internal auditors, the adequacy of internal control systems, approving the internal audit plans/ reports and reviewing the efficacy of their function, discussion and review of periodic audit reports including findings of internal investigations.
4. To recommend the appointment of the internal and statutory auditors and their remuneration.
5. To review and approve required provisions to be maintained as per IRAC norms and write off decisions.
6. To hold discussions with the Statutory and Internal Auditors.
7. Review and monitoring of the auditor's independence and performance, and effectiveness of audit process.
8. Examination of the auditors' report on financial statements of the Company (in addition to the financial statements) before submission to the Board.
9. Approval or any subsequent modification of transactions of the Company with related parties.
10. Scrutiny of inter-corporate loans and investments.



Note - 46 (continued...)

4) Corporate Governance (continued...)

(i) Name of the committee of the Board : Audit Committee

Summarized terms of reference (continued...)

- 11 Review of Credit Concurrent Audit Report/ Concurrent Audit Report of Treasury.
- 12 Valuation of undertakings or assets of the Company, wherever it is necessary;
- 13 Monitoring the end use of funds raised through public offers and related matters as and when such funds are raised and also reviewing with the management the utilisation of the funds so raised, for purposes other than those stated in the relevant offer document, if any and making appropriate recommendations to the Board in this regard;
- 14 Evaluation of the risk management systems (in addition to the internal control systems);
- 15 Review and monitoring of the performance of the statutory auditors and effectiveness of the audit process;
- 16 To hold post audit discussions with the auditors to ascertain any area of concern;
- 17 To review the functioning of the whistle blower mechanism;
- 18 Approval to the appointment of the CFO after assessing the qualifications, experience and background etc. of the candidate;
- 19 Approval of Bad Debt Write Off in terms of the Policy;
- 20 Review of information system audit of the internal systems and processes to assess the operational risks faced by the Company and also ensures that the information system audit of internal systems and processes is conducted periodically; and
- 21 Reviewing the utilisation of loans and/or advances and/or investment by the Company to its subsidiary companies, exceeding ₹100 crores or 10% of the assets side of the respective subsidiary companies, whichever is lower, including existing loans / advances / investment existing as on April 01, 2019

Composition and other details

Name of director	Member of committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)		Number of board committee meeting		No. of shares held in NBFC
				Held	Attended	
Mr Anil Malhan	30-09-2021	Member	Non-Executive –Director	4	3	NIL
Mr Dinabandhu Mohapatra	23-06-2022	Chairman	Independent Director	4	4	NIL
Mr Satish Chand Mathur	23-06-2022	Member	Independent Director	4	4	NIL

(ii) Name of the committee of the Board : Nomination & Remuneration Committee

Summarized terms of reference-

- 1 Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- 2 Formulation of criteria for evaluation of performance of Independent Directors and the board of directors;
- 3 Devising a policy on diversity of board of directors;
- 4 Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- 5 Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- 6 To ensure 'fit and proper' status of proposed/ existing directors;
- 7 To recommend to the Board all remuneration, in whatever form, payable to Directors, KMPs and senior management.

Name of director	Member of committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)		Number of board committee meeting		No. of shares held in NBFC
				Held	Attended	
Mr Anil Malhan	30-09-2021	Member	Non-Executive –Director	3	3	NIL
Mr Dinabandhu Mohapatra	23-06-2022	Chairman	Independent Director	3	3	NIL
Mr Satish Chand Mathur**	23-06-2022	Member	Independent Director	3	3	NIL





Note - 46 (continued...)

## \*4) Corporate Governance (continued...)

(iii) Name of the committee of the Board **Stakeholders Relationship Committee****Summarized terms of reference-**

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares/Debentures, non-receipt of annual report, non-receipt of declared dividends/interest, issue of new/duplicate certificates, general meetings etc. ,
- Review of measures taken for effective exercise of voting rights by shareholders,
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company

Name of director	Member of committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)		Number of board committee meeting		No. of shares held in NBFC
				Held	Attended	
Mr Anil Malhan	15-10-2018	Chairman	Non-Executive –Director	4	4	NIL
Mr Dinabandhu Mohapatra	23-06-2022	Chairman	Independent Director	4	4	NIL
Mr Satish Chand Mathur	23-06-2022	Member	Independent Director	4	4	NIL

(iv) Name of the committee of the Board **Risk Management Committee****Summarized terms of reference-**

1. Review of Grievance Redressal Mechanism and Customers Services
2. Approve the Credit/Operation Policy and its review/modification from time to time.
3. Review of applicable regulatory requirements;
4. Approve all the functional policies of the Company;
5. Place appropriate mechanism in the system to cater Fraud while dealing with customers/approval of loans etc;
6. Review of profile of the high loan Customers and periodical review of the same;
7. Review of Branch Audit Report;
8. Review Compliances of lapses;
9. Review of implementation of FPCs, KYC and PMLA guidelines.
10. Define loan sanctioning authorities, including process of vetting by credit committee for various types/values of loans as specified in Credit Policy approved by the Board.
11. Recommend Bad Debt Write Off in terms of the Policy, for approval to Audit Committee;
12. Ensure appropriate mechanisms to detect customer fraud and cyber security during the loan approval process etc. ;
13. Evaluation of the risk management systems (in addition to the internal control systems);
14. Recovery action on NPA cases to be approved/ratified by the committee;
15. To act / decide / deliberate on such cases falling with both ICCL and Indiabulls Housing Finance Limited
16. Approval of waiver of charges accrued but not recognized/booked' For NPA cases;
17. Any other matter involving Risk to the asset/business of the Company

Name	Member of committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)		Number of board committee meeting		No. of shares held in NBFC
				Held	Attended	
Mr. Anil Malhan	30-09-2021	Chairman	Non-Executive –Director	4	4	NIL
Mr Dinabandhu Mohapatra	23-06-2022	Member	Independent Director	4	4	NIL
Mr. Ashish Jain	30-09-2021	Member	Member of the Committee(CFO)	4	4	NIL
Mr Rajiv Gandhi	01-04-2023	Member	Independent Director	4	4	NIL
Mr Kaushik Mukherjee	01-04-2023	Member	NA	4	4	NIL



Note - 46 (continued...)

4) Corporate Governance (continued...)

(v) Name of the committee of the Board Corporate Social Responsibility [CSR] Committee

Summarized terms of reference-

- 1 To recommend to the Board, the CSR activities to be undertaken by the Company.
- 2 To approve the expenditure to be incurred on the CSR activities.
- 3 To oversee and review the effective implementation of the CSR activities.
- 4 To ensure compliance of all related applicable regulatory requirements.

Name of director	Member of committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)		Number of board committee meeting		No. of shares held in NBFC
				Held	Attended	
Mr. Anil Malhan	19-03-2014	Chairman	Non-Executive –Director	2	2	NIL
Mr. Dinabandhu Mohapatra	23-06-2022	Member	Independent Director	2	2	NIL
Mr Satish Chand Mathur	23-06-2022	Member	Independent Director	2	2	NIL

(d) General Body Meetings FY 2023-24

Type of meeting (Annual/Extra Ordinary)	Date and Place	Special resolutions passed
Extra Ordinary General Meeting	May 18, 2023	Alteration in the main objects of the Company
Extra Ordinary General Meeting	January 19, 2024	Appointment of Ms. Nikita Sureshchand Tulsian (DIN: 08628087), as Non-Executive Independent Director of the Company, w e f October 23, 2023
Annual General Meeting	September 25, 2023	Amendment in Articles Of Association, Authorisation for issue of Non-Convertible Debentures and/or Bonds, of the Company on private placement basis, Appointment of Mr. Gorinka Jagannmohan Rao (Din: 07488705) as an Independent Director, payment of remuneration/commission/ incentives to Non-Executive Directors

(e) Details of non-compliance with requirements of Companies Act, 2013- None

(f) Details of penalties and strictures

Disclosure of Penalties imposed by RBI and other regulators [FY24]- Nil

Disclosure of Penalties imposed by RBI and other regulators [FY23]

Penalty of Rs. 0.12 crores was imposed by The Reserve Bank of India, in exercise of the powers conferred under Section 58G(1)(b) read with Section 58B(5)(aa) of the Reserve Bank of India Act, 1934, on account of certain non-compliance by the Company with statutory directions issued by the RBI.

5) Breach of covenant - None



Disclosures in terms of RBI circular vide reference no RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 Dated as on March 13, 2020 ;

Amount in Rs crores

March 31, 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	Stage 1	8,411.06	46.06	8,365.01	33.64	12.41
	Stage 2	613.35	12.09	601.26	2.45	9.64
Subtotal		9,024.42	58.15	8,966.27	30.10	22.05
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	102.42	39.65	62.77	10.24	29.41
Doubtful	Stage 3	99.66	94.44	5.22	87.10	7.34
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		202.07	134.09	67.98	97.34	36.75
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 (moratorium etc.)	Stage 1	147.98	0.74	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		147.98	0.74	-	-	-
<b>Total</b>	<b>Stage 1</b>	<b>8,559.04</b>	<b>46.80</b>	<b>8,365.01</b>	<b>33.64</b>	<b>12.41</b>
	<b>Stage 2</b>	<b>613.35</b>	<b>12.09</b>	<b>601.26</b>	<b>2.45</b>	<b>9.64</b>
	<b>Stage 3</b>	<b>202.07</b>	<b>134.09</b>	<b>67.98</b>	<b>97.34</b>	<b>36.75</b>
<b>Total Provision</b>		<b>9,374.47</b>	<b>192.98</b>	<b>9,034.25</b>	<b>133.44</b>	<b>58.80</b>

Amount in Rs crores

March 31, 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	Stage 1	8,190.47	45.19	8,145.29	32.76	12.43
	Stage 2	680.22	17.16	663.06	2.72	14.44
Subtotal		8,870.69	62.35	8,808.35	35.48	26.86
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	188.75	64.83	123.93	18.88	45.95
Doubtful	Stage 3	13.19	8.55	4.64	3.15	5.40
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		201.94	73.38	128.56	22.03	51.35
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current	Stage 1	101.29	0.23	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		101.29	0.23	-	-	-
<b>Total</b>	<b>Stage 1</b>	<b>8,291.76</b>	<b>45.41</b>	<b>8,145.29</b>	<b>32.76</b>	<b>12.43</b>
	<b>Stage 2</b>	<b>680.22</b>	<b>17.16</b>	<b>663.06</b>	<b>2.72</b>	<b>14.44</b>
	<b>Stage 3</b>	<b>201.94</b>	<b>73.38</b>	<b>128.56</b>	<b>22.03</b>	<b>51.35</b>
<b>Total Provision</b>		<b>9,173.92</b>	<b>135.95</b>	<b>8,936.91</b>	<b>57.51</b>	<b>78.22</b>



Disclosures in terms of Annex VI of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023;

## Funding Concentration based on significant counterparty

S No	No. of significant counterparties	March 31, 2024		
		Amount in Rs Crores	% of Total Deposits	% of Total Liabilities
1	11	5,052.90	NA	60.51%

S No	No. of significant counterparties	March 31, 2023		
		Amount in Rs Crores	% of Total Deposits	% of Total Liabilities
1	11	4,866.71	NA	60.53%

## Funding Concentration based on significant counterparty (continued...)

	March 31, 2024	March 31, 2023
Top 20 large Deposits	Not Applicable	Not Applicable

Particulars	Amount in Rs Crores*	
	March 31, 2024	March 31, 2023
Top 10 borrowings (Crores)	4,990.10	4,826.71
Top 10 borrowings [% of Total borrowings]	92.65%	91.57%

\* Represents contractual amount

## Funding Concentration based on significant instrument/product

Name of the instrument/product	Amount in Rs Crores*			
	March 31, 2024		March 31, 2023	
	Amount	% of Total Liabilities	Amount	% of Total Liabilities
Term loans from banks and others	981.78	11.76%	1,134.88	14.12%
Secured non convertible debentures	2,525.86	30.25%	2,766.68	34.41%
Loan from Holding Company	1,330.00	15.93%	995.00	12.38%
Subordinated debt	351.37	4.21%	350.65	4.36%
Cash credit (includes securitisation and lease liability)	2,316.81	27.74%	1,955.31	24.01%

## Stock Ratios:

	March 31, 2024	March 31, 2023
CP as % of total public funds	0.00%	0.00%
CP as % of total liabilities	0.00%	0.00%
CP as % of total assets	0.00%	0.00%
NCD (original maturity of less than 1 year) as % of total public funds	0.00%	0.00%
NCD (original maturity of less than 1 year) as % of total liabilities	0.00%	0.00%
NCD (original maturity of less than 1 year) as % of total assets	0.00%	0.00%
Other short term liabilities as % of total public funds	27.74%	34.68%
Other short term liabilities as % of total liabilities	17.89%	22.74%
Other short term liabilities as % of total assets	11.04%	13.62%

\* Total Liabilities = Total Balance Sheet Size - Net Worth

## Institutional set-up for liquidity risk management

The Company has constituted an Asset Liability Management Committee ('ALCO'), a sub-committee of the Board of Directors, to oversee ALM on an ongoing basis. The meetings of ALCO are held at periodic intervals for reviewing the specific risks relating to liquidity risk and interest rate sensitivity.



## Note - 49

Disclosures in terms of Annex XXI of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023;

From	December 1, 2020	December 1, 2021	December 1, 2022	December 1, 2023	December 1, 2024
Minimum LCR	50%	60%	70%	85%	100%

LCR disclosure	Q4 FY 2023-24		Q3 FY 2023-24	
	Total Unweighted Value(average)	Total Weighted Value(average)	Total Unweighted Value(average)	Total Weighted Value(average)
<b>High Quality Liquid Assets</b>				
<b>1. Total High Quality Liquid Assets (HQLA)</b>	129.17	129.17	69.97	69.97
Cash in Hand and Bank balance	129.17	129.17	69.97	69.97
<b>Cash Outflow</b>				
2. Deposit for deposit taking companies	NA	NA	NA	NA
3. Unsecured wholesale funding	-	-	-	-
4. Secured wholesale funding	28.27	32.51	8.40	9.66
5. Additional Requirements, of which	-	-	-	-
(i) Outflow related to derivative exposures and other collateral	-	-	-	-
(ii) Outflow related to loss of funding on debt products	-	-	-	-
(iii) Credit and Liquidity facilities	-	-	-	-
6. Contractual funding Obligations	50.00	57.50	50.00	57.50
7. Other Contingent funding Obligations	-	-	-	-
<b>8. Total Cash Outflow</b>	<b>78.27</b>	<b>90.01</b>	<b>58.40</b>	<b>67.16</b>
<b>Cash Inflows</b>				
9. Secure Lending	51.57	38.68	21.92	16.44
10. Inflow from fully performing exposure	300.00	225.00	300.00	225.00
11. Other Cash inflows	-	-	-	-
<b>12. Total Cash Inflows</b>	<b>351.57</b>	<b>263.68</b>	<b>321.92</b>	<b>241.44</b>
		<b>Total Adjusted value</b>		<b>Total Adjusted value</b>
<b>13. Total HQLA</b>		129.17		69.97
<b>14. Total Net cash outflow over next 30 days</b>		22.50		16.79
<b>15. Liquidity Coverage Ratio</b>		574.03%		416.76%

## Notes:

1. Unweighted Values: Inflows and Outflows within 1 month are considered as per outstanding balances that mature in 1 month

2. Weighted values are calculated as per the applicable haircuts or stress factors.

Note: In computing the above information certain estimates, assumptions and adjustments have been made by the Management for its regulatory submission which have been relied upon by the auditors.



## Note - 49 (continued...)

Disclosures in terms of Annex XXI of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023;

LCR disclosure	Q2 FY 2023-24				Q1 FY 2023-24			
	Total Value(average)	Unweighted Value(average)	Total Value(average)	Weighted Value(average)	Total Value(average)	Unweighted Value(average)	Total Value(average)	Weighted Value(average)
<b>High Quality Liquid Assets</b>								
<b>1. Total High Quality Liquid Assets (HQLA)</b>		144.28		144.28		148.98		148.98
Cash in Hand and Bank balance		144.28		144.28		148.98		148.98
<b>Cash Outflow</b>								
2. Deposit for deposit taking companies		NA		NA		NA		NA
3. Unsecured wholesale funding		-		-		-		-
4. Secured wholesale funding		4.74		5.45		96.75		111.26
5. Additional Requirements, of which		-		-		-		-
(i) Outflow related to derivative exposures and other collateral		-		-		-		-
(ii) Outflow related to loss of funding on debt products		-		-		-		-
(iii) Credit and Liquidity facilities		-		-		-		-
6. Contractual funding Obligations		50.00		57.50		50.00		57.50
7. Other Contingent funding Obligations		-		-		-		-
<b>8. Total Cash Outflow</b>		<b>54.74</b>		<b>62.95</b>		<b>146.75</b>		<b>168.76</b>
<b>Cash Inflows</b>								
9. Secure Lending		34.96		26.22		31.40		23.55
10. Inflow from fully performing exposure		300.00		225.00		300.00		225.00
11. Other Cash inflows		17.53		13.15		17.20		12.90
<b>12. Total Cash Inflows</b>		<b>352.49</b>		<b>264.37</b>		<b>348.60</b>		<b>261.45</b>
				<b>Total Adjusted value</b>				<b>Total Adjusted value</b>
<b>13. Total HQLA</b>				<b>144.28</b>				<b>148.98</b>
<b>14. Total Net cash outflow over next 30 days</b>				<b>15.74</b>				<b>42.19</b>
<b>15. Liquidity Coverage Ratio</b>				<b>916.75%</b>				<b>353.12%</b>

## Notes:

1. Unweighted Values: Inflows and Outflows within 1 month are considered as per outstanding balances that mature in 1 month
2. Weighted values are calculated as per the applicable haircuts or stress factors

The above represents the LCR as at March 31, 2024. The average LCR for Q4 FY 23-24 computed based on the average of the respective monthly LCRs for each of the months in Q4 FY 23-24 is calculated at 142%.

Note: In computing the above information certain estimates, assumptions and adjustments have been made by the Management for its regulatory submission which have been relied upon by the auditors.



Disclosures in terms of Annex XXI of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023;

LCR disclosure	Q4 FY 2022-23				Q3 FY 2022-23			
	Total Value(average)	Unweighted Value(average)	Total Value(average)	Weighted Value(average)	Total Value(average)	Unweighted Value(average)	Total Value(average)	Weighted Value(average)
<b>High Quality Liquid Assets</b>								
<b>1. Total High Quality Liquid Assets (HQLA)</b>		502.28		502.28		115.84		115.84
Cash in Hand and Bank balance		502.28		502.28		115.84		115.84
<b>Cash Outflow</b>								
2. Deposit for deposit taking companies		NA		NA		NA		NA
3. Unsecured wholesale funding		-		-		-		-
4. Secured wholesale funding		40.48		46.55		29.55		33.99
5. Additional Requirements, of which		-		-		-		-
(i) Outflow related to derivative exposures and other collateral requirements		-		-		-		-
(ii) Outflow related to loss of funding on debt products		-		-		-		-
(iii) Credit and Liquidity facilities		-		-		-		-
6. Contractual funding Obligations		50.00		57.50		30.00		34.50
7. Other Contingent funding Obligations		-		-		-		-
<b>8. Total Cash Outflow</b>		<b>90.48</b>		<b>104.05</b>		<b>59.55</b>		<b>68.49</b>
<b>Cash Inflows</b>								
9. Secure Lending		47.36		35.52		63.55		47.67
10. Inflow from fully performing exposure		400.00		300.00		503.35		377.52
11. Other Cash inflows		-		-		-		-
<b>12. Total Cash Inflows</b>		<b>447.36</b>		<b>335.52</b>		<b>566.91</b>		<b>425.18</b>
				Total Adjusted value		Total Adjusted value		
<b>13. Total HQLA</b>				502.28		115.84		
<b>14. Total Net cash outflow over next 30 days</b> (Weighted value of total cash outflow- Minimum of weighted value of total cash inflows, 75% of weighted value of total cash outflow)				26.01		17.12		
<b>15. Liquidity Coverage Ratio</b>				1930.89%		676.55%		

**Notes:**

1. Unweighted Values: Inflows and Outflows within 1 month are considered as per outstanding balances that mature in 1 month
2. Weighted values are calculated as per the applicable haircuts or stress factors

Note: In computing the above information certain estimates, assumptions and adjustments have been made by the Management for its regulatory submission which have been relied upon by the auditors.



Disclosures in terms of Annex XXI of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023;

LCR disclosure	Q2 FY 2022-23				Q1 FY 2022-23			
	Total Value(average)	Unweighted Value(average)	Total Value(average)	Weighted Value(average)	Total Value(average)	Unweighted Value(average)	Total Value(average)	Weighted Value(average)
<b>High Quality Liquid Assets</b>								
<b>1. Total High Quality Liquid Assets (HQLA)</b>		259.16		259.16		85.63		85.63
Cash in Hand and Bank balance		259.16		259.16		85.63		85.63
<b>Cash Outflow</b>								
2. Deposit for deposit taking companies		NA		NA		NA		NA
3. Unsecured wholesale funding		-		-		-		-
4. Secured wholesale funding		5.86		6.74		182.75		210.16
5. Additional Requirements, of which		-		-		-		-
(i) Outflow related to derivative exposures and other collateral requirements		-		-		-		-
(ii) Outflow related to loss of funding on debt products		-		-		-		-
(iii) Credit and Liquidity facilities		-		-		-		-
6. Contractual funding Obligations		30.00		34.50		30.00		34.50
7. Other Contingent funding Obligations		-		-		-		-
<b>8. Total Cash Outflow</b>		<b>35.86</b>		<b>41.24</b>		<b>212.75</b>		<b>244.66</b>
<b>Cash Inflows</b>								
9. Secure Lending		59.72		44.79		14.66		11.00
10. Inflow from fully performing exposure		503.35		377.52		503.35		377.52
11. Other Cash inflows		-		-		-		-
<b>12. Total Cash Inflows</b>		<b>563.07</b>		<b>422.30</b>		<b>518.01</b>		<b>388.51</b>
<b>13. Total HQLA</b>								
				<b>Total Adjusted value</b>				
				259.16				
				10.31				
				2513.82%				
<b>14. Total Net cash outflow over next 30 days</b> (Weighted value of total cash outflow- Minimum of weighted value of total cash inflows, 75% of weighted value of total cash outflow)								
				10.31				
<b>15. Liquidity Coverage Ratio</b>								
				2513.82%				
				139.99%				

**Notes:**

1. Unweighted Values: Inflows and Outflows within 1 month are considered as per outstanding balances that mature in 1 month
2. Weighted values are calculated as per the applicable haircuts or stress factors

The above represents the LCR as at March 31, 2023. The average LCR for Q4 FY 22-23 computed based on the average of the respective monthly LCRs for each of the months in Q4 FY 22-23 is calculated at 263%.

Note: In computing the above information certain estimates, assumptions and adjustments have been made by the Management for its regulatory submission which have been relied upon by the auditors





Indiabulls Commercial Credit Limited

Notes to financial statements for the year ended March 31, 2024

Note - 50

(A) Disclosures in terms of Annex IX of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023;

Details of dividend declared during the financial year <sup>(Refer note 21.9)</sup>

Accounting period	Net profit for the accounting period (₹ crore)(A)	Rate of dividend (%) (B)*	Amount of dividend (₹ crore) (C)	Dividend Pay Out Ratio (%) (C)/(A)
Year ended March 31, 2024	413.00	62.00%	153.64	37.20%
Year ended March 31, 2023	531.90	82.50%	204.44	38.44%

\* Amount of dividend per share as a percentage of face value per equity share

(B) Disclosures in terms of Annex XI of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023;

Loans to Directors, Senior Officers and Relatives of Directors

	Amount in Rs Crores	
	March 31, 2024	March 31, 2023
Directors and their relatives	0.56	0.56
Entities associated with directors and their relatives	-	-
Senior Officers and their relatives	-	-

Note - 51

There are no borrowing costs to be capitalised as at March 31, 2024 (March 31, 2023: Rs. Nil)

Note - 52

In respect of amounts as mentioned under Section 124 of the Companies Act, 2013, there were no dues required to be credited to the Investor Education and Protection Fund as on March 31, 2024 (March 31, 2023: Nil)

Note - 53

Major classes of assets held for sale are as below:

Description	Amount Rs. in crores	
	As at March 31, 2024	As at March 31, 2023
Residential	324.01	1,408.49
Commercial	35.92	231.57
<b>Total</b>	<b>359.93</b>	<b>1,640.06</b>

Note - 54

The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended March 31, 2023 (Previous year Rs. Nil)

Note - 55

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediaries 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

Note - 56

The Company has not received any funds 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:

- 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

Note - 57

The Company does not have any charges or satisfaction of charges which are yet to be registered with the Registrar of Companies beyond the statutory period.



**Indiabulls Commercial Credit Limited**

**Notes to financial statements for the year ended March 31, 2024**

**Note - 58**

The Company did not enter into any transactions which are not recorded in the books of accounts and has been surrendered or disclosed as income during the year in the tax assessments under the Income

**Note - 59**

The Company has not traded or invested in crypto currency or virtual currency during the financial year ended March 31, 2024 (March 31, 2023: Rs. Nil)

**Note - 60**

In terms of Circular no. RBI/2014-15/458, DNBR(PD) CC No 019/03 10 01/2014-15 dated February 06, 2015, every NBFC is required to become a member of all Credit information Companies. As of the date of these financial statements, the Company has obtained the membership of Equifax Information Services Private Limited, CRIF High Mark Credit Information Services Private Limited, Experian Credit Information Company of India Private Limited and Credit Information Bureau (India) Limited

**Note - 61**

As at March 31, 2024, the Company is in compliance with RBI Circular No. RBI/2021-2022/125 DOR STR REC 68/21 04 048/2021-22 dated November 12 2021 and subsequent RBI Circular DOR STR REC 85/21 04 048/2021-22 dated February 15 ,2022, related to classification of NPA and up-gradation of accounts classified as NPA.

**Note - 62**

The Company has complied with the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 to the extent applicable.

**Note - 63**

There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) during the year ended March 31, 2024 (March 31, 2023: Rs. Nil).

**Note - 64**

Under the Scale Based Regulations (SBR) dated September 30, 2022 of Reserve Bank of India, the Company falls under the "Middle Layer (NBFC-ML)" category.

**Note - 65**

Disclosures pursuant to RBI Notification RBI/2020-21/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated 06 August 2020 and RBI/2021-22/31/DOR.STR.REC.11/21.04.048/2021-22 dated 5 May 2021:

**Disclosures of cases restructured under Resolution Framework for COVID-19-related Stress:**

Amount Rs. in crores					
For the half year ended March 31, 2024					
Type of borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of the previous half-year (A)	Of (A), aggregate debt that slipped into NPA during the half-year	Of (A) amount written off during the half-year	Of (A) amount paid by the borrowers during the half-year	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of this half-year
Personal Loans	1.11	-	-	0.09	1.02
Corporate persons*	-	-	-	-	-
Of which, MSMEs	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>1.11</b>	<b>-</b>	<b>-</b>	<b>0.09</b>	<b>1.02</b>

\*As defined in Section 3(7) of the Insolvency and Bankruptcy Code, 2016



## Disclosures of cases restructured under Resolution Framework for COVID-19-related Stress (continued...);

For the half year ended September 30, 2023						Amount Rs. in crores
Type of borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of the previous half-year (A)	Of (A), aggregate debt that slipped into NPA during the half-year	Of (A) amount written off during the half-year	Of (A) amount paid by the borrowers during the half-year	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of this half-year	
Personal Loans	1.19	-	-	0.08	1.11	
Corporate persons*	0.51	-	-	0.51	-	
Of which, MSMEs	-	-	-	-	-	
Others	0.51	-	-	0.51	-	
<b>Total</b>	<b>1.70</b>	<b>-</b>	<b>-</b>	<b>0.59</b>	<b>1.11</b>	

\*As defined in Section 3(7) of the Insolvency and Bankruptcy Code, 2016

For the half year ended March 31, 2023						Amount Rs. in crores
Type of borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of the previous half-year (A)	Of (A), aggregate debt that slipped into NPA during the half-year	Of (A) amount written off during the half-year	Of (A) amount paid by the borrowers during the half-year	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of this half-year	
Personal Loans	1.15	-	-	-	1.19	
Corporate persons*	3.51	-	-	3.00	0.51	
Of which, MSMEs	-	-	-	-	-	
Others	3.51	-	-	3.00	0.51	
<b>Total</b>	<b>4.66</b>	<b>-</b>	<b>-</b>	<b>3.00</b>	<b>1.70</b>	

\*As defined in Section 3(7) of the Insolvency and Bankruptcy Code, 2016

# Includes restructured loans which were "substandard" in previous half-year but upgraded during the half-year ended March 31, 2023.

For the half year ended September 30, 2022						Amount Rs. in crores
Type of borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of the previous half-year (A)	Of (A), aggregate debt that slipped into NPA during the half-year	Of (A) amount written off during the half-year	Of (A) amount paid by the borrowers during the half-year	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of this half-year	
Personal Loans	1.46	0.30	-	0.00	1.15	
Corporate persons*	8.85	-	-	5.34	3.51	
Of which, MSMEs	2.02	-	-	2.02	-	
Others	6.83	-	-	3.32	3.51	
<b>Total</b>	<b>10.31</b>	<b>0.30</b>	<b>-</b>	<b>5.34</b>	<b>4.66</b>	



Indiabulls Commercial Credit Limited

Notes to financial statements for the year ended March 31, 2024

Note - 66

Prior year figures have been regrouped, wherever necessary, to conform to the current year presentation.

As per our report of even date

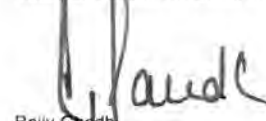
For Hem Sandeep & Co  
Chartered Accountants  
Firm Registration No.009907N



Ajay Sardana  
Partner  
Membership No. 089011  
New Delhi, May 24, 2024



For and on behalf of the Board of Directors of  
Indiabulls Commercial Credit Limited

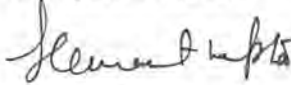


Rajiv Gandhi  
Managing Director & CEO  
DIN : 09063985  
Mumbai, May 24, 2024



Anil Malhan  
Non Executive Director  
DIN : 01542646  
New Delhi, May 24, 2024

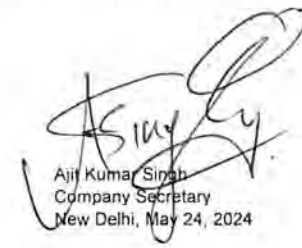
For Rao & Emmar  
Chartered Accountants  
Firm Registration No.003084S



Hemant Gupta  
Partner  
Membership No. 500806  
New Delhi, May 24, 2024



Ashish Kumar Jain  
Chief Financial Officer  
New Delhi, May 24, 2024



Aji Kumar Singh  
Company Secretary  
New Delhi, May 24, 2024