

33RD

ANNUAL REPORT

2023-24



NALIN LEASE FINANCE LIMITED
CIN: L65910GJ1990PLC014516

COMPANY INFORMATION & MANAGEMENT

The Board of Directors

1. Narendrakumar Dalsukhdas Shah - Chairman (Independent Director)
2. Dilipkumar Nalinkant Gandhi - Managing Director
3. Harsh Dilipkumar Gandhi - Wholetime Director
4. Pallavi Dilipkumar Gandhi - Wholetime Director
5. Navinchandra Chandulal Soni - Independent Director
6. Samirkumar Kantilal Shah - Independent Director

Chief Financial Officer

Nikul Kumar Kantibhai Patel

Company Secretary

Swati Ajay Shah

Board Committees

Audit Committee

Stakeholder Relationship Committee

Nomination and Remuneration
Committee

Statutory Auditors

M/s Paresh Thothawala & Co.

Chartered Accountant

Member No. 048435

Firm Registration No. 114777W

A-707, Times Square Arcade-II,

Nr. Avalon Hotel, Opp. Mann Party

Plot, Bodakdev, Ahmedabad, Gujarat

- 380 054.

Secretarial Auditor

Amrish N. Gandhi

33rd ANNUAL GENERAL MEETING

Day : Saturday

Date : 21st September, 2024

Time : 3:30 P.M

Venue : through Video
Conference / Other Audio Visual
Means.

Registrar & Share Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED,
5th Floor, 506 to 508, Amarnath
Business Centre - 1 (ABC-1), Beside
Gala Business Centre, Nr. St. Xavier's
College Corner, Off C G Road,
Ellisbridge, Ahmedabad - 380006,
E-mail:-

ahmedabad@linkintime.co.in

Tel. No. 079 - 2646 5179

Registered Office:

NALIN LEASE FINANCE LIMITED

Ground Floor, Gandhi Nursing Home

Bldg, Dr.Nalinkant Gandhi Road,

Himatnagar, Gujarat 383001 In

Phone No. +91 2772 241264,
2422264

CIN: L65910GJ1990PLC014516

E-mail: info@nalinfin.co.in

www.nalinfin.co.in



TEN YEARS AT A GLANCE

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15
TURNOVER	666.75	576.31	559.59	488.89	498.01	447.48	353.16	268.64	233.22	286.15
EBIDTA	576.27	422.03	370.22	353.08	363.33	336.52	224.19	159.33	120.12	123.19
PBT	517.09	399.72	350.73	330.86	276.74	235.70	141.21	136.61	109.63	105.12
PAT	384.98	299.26	260.05	252.43	198.94	172.24	101.29	92.65	70.98	75.12
EQUITYSHARE CAPITAL	655.82	655.82	655.82	655.82	655.82	655.82	326.20	326.20	326.20	326.20
RESERVES & SURPLUS	2497.52	2112.54	1813.29	1586.03	1333.60	1134.66	759.58	658.29	576.94	503.68
KEY INDICATORS										
EARNINGPER SHARE (Rs.)	5.87	4.56	3.97	3.85	3.03	2.63	3.11	2.84	2.18	2.30



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NALIN LEASE FINANCE LIMITED
(CIN: L65910GJ1990PLC014516)

Registered Office:

Gandhi Nursing Home Bldg Dr. Nalinkant
Gandhi Road, Himatnagar, Gujarat, India,
383001

E-mail: info@nalinfin.co.in

Website: www.nalinfin.co.in

Phone: 02772 - 241264, 02772 - 242264

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of Members of **Nalin Lease Finance Limited** will be held on **Saturday, the 21st day of September, 2024 at 03:30 p.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended on **31st March, 2024** and the Reports of the Board of Directors ("the Board") and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

Appointment of Director in place of Smt. Pallavi D. Gandhi, (DIN: 00339639), who retires by rotation and being eligible, offers herself for re-appointment.

"RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Smt. Pallavi D. Gandhi, (DIN: 00339639), who retires by rotation at the ensuing Annual General Meeting, being eligible and willing for re-appointment, be reappointed as Director liable to retire by rotation.

RESOLVED FURTHER THAT, the consent of the members be and hereby accorded for the continuation of Smt. Pallavi D. Gandhi, (DIN: 00339639), as a Whole-time Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. To consider and approve appointment of Shri Ashwinbhai Maganbhai Prajapati (DIN: 10519641) as an Independent Director of the Company:

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on the basis of approvals and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Ashwinbhai Maganbhai Prajapati (DIN: 10519641), who was appointed as an Additional Director in the capacity of Independent Director of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from 01st August, 2024 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 01st August, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To consider and approve appointment of Shri Hirenkumar Satishkumar Soni (DIN: 10688271) as an Independent Director of the Company:

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on the basis of approvals and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Hirenkumar Satishkumar Soni (DIN: 10688271), who was appointed as an Additional

Director in the capacity of Independent Director of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from 01st August, 2024 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 01st August, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors,

Registered Office:

Gandhi Nursing Home Bldg
Dr. Nalinkant Gandhi Road,
Himatnagar, Gujarat, India, 383001

Place: Himatnagar

Date: 31st July, 2024

Harsh Gandhi
Whole-time Director
DIN: 03120638



NOTES:

A. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020; April 13, 2020; January 13, 2021; December 14, 2021 and December 28, 2022 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM.

B. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

C. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

D. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

E. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto. The venue of the meeting shall be deemed to be the Registered Office of the Company at Himatnagar- 383001, Gujarat.

F. As required by Regulation 36 of the SEBI (LODR) Regulations, 2015 (Listing Regulations) and Secretarial Standard - 2 on General Meetings issued by the

Institute of Company Secretaries of India, the relevant details of Director retiring by rotation and seeking appointment / re-appointment at the ensuing AGM are given in the Annexure to the Notice of the AGM.

G. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE: In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories Participants. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website <https://nalinfm.co.in>, website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com.

H. For receiving all communication (including Annual Report) from the Company electronically:

a) Members holding shares in physical mode and who have not registered/updated their e-mail address with the Company are requested to register/update the same by visiting the website of Link Intime India Private Limited at https://www.linkintime.co.in/EmailRegister/Email_Register.html with details of folio number and attaching/uploading a self-attested documents required therein. The Company urges all the members to use this link effectively since the Email Ids and Mobile Numbers could help the Company for sending paperless communication in future.

b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

I. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LINK INTIME at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also



required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

J. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before **Friday, 06th September, 2024** through email on info@nalinfin.co.in. The same will be replied by the Company suitably.

K. IEPF related information:

The details of unpaid and unclaimed dividends are available on the Company's website at <https://nalinfin.co.in>.

Details of unpaid and unclaimed dividends up to March 31, 2024 are also uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2020-21 is as under:

Financial Year	Date of Declaration	Date of Payment	Unclaimed Amount (Rs. in Thousands)	Date on which dividend will become part of IEPF
2020-21	07 th September, 2021	14 th September, 2021	80.22	12 th October, 2028

L. OTHER INFORMATION

i. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Link Intime India Private Limited. Shareholders who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.

ii. The e-voting period begins on **Wednesday, 18th September, 2024 at 09:00 a.m. and ends on Friday, 20th September, 2024 at 5:00 p.m.** During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Saturday, 14th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited ("LI IPL") for voting thereafter.

iii. The voting rights of shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date.

iv. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

v. Any person who acquires shares of the Company and becomes a shareholder of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain



the login ID and password by sending a request at instameet@linkintime.co.in. However, if he/she is already registered with LI IPL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.

vi. Shri Amrish Gandhi, proprietor of M/s. Amrish Gandhi & Associates, Company Secretary in Practice (FCS 8193 and CP No: 5656) has been appointed as the Scrutinizer to scrutinize the e-voting at the meeting and remote e-voting process in a fair and transparent manner.

vii. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than two (2) working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to the stock exchange, Link Intime India Private Limited and will also be displayed on the Company's website.

viii. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company / LI IPL have stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.

ix. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company/ LI IPL, if not registered with the Company/LI IPL, as mandated by SEBI by writing to the Company at info@nalinfm.co.in or to LI IPL at ahmedabad@linkintime.co.in along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.

x. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent i.e. LI IPL. In respect of shares held in electric/Demat form, the nomination form may be filed with the respective Depository Participant.

xi. Non-Resident Indian members are requested to inform LI IPL / respective DPs, immediately of:

a) Change in their residential status on return to India for permanent settlement.

b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

Members are requested to send all their documents and communications pertaining to shares to the Registrar & Transfer (R&T) Agent of the Company:

Link Intime India Private Limited ("LI IPL") at their address at- 1, ABC-1, 506 TO 508, Amarnath Business Centre, Corner, beside Gala Business Centre, Near St. Xavier's College Parking, Sardar Patel Nagar, Ellisbridge, Ahmedabad, Gujarat 380006 |Tel. No: +91 079 2646 5179, for both physical and Demat segments of Equity Shares.

Please quote on all such correspondence- "Unit -Nalin Lease Finance Limited." For Shareholders queries -Tel No: +91 079 2646 5179, Email ID ahmedabad@linkintime.co.in, Website www.linkintime.co.in.



M. Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on "Login".

▶ Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16-digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL Demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click "Go to Meeting" (You are now registered for InstaMeet, and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.



Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the WebEx application in advance by following the instructions as under:

- a) Please download and install the WebEx application by clicking on the link <https://www.webex.com/downloads.html/>



Webex Meetings
Looking for real time video conferencing?
HD video for face-to-face meetings
Flexible audio-only conference call options
Easy screen sharing
Meet across any device
[Download for Windows](#)

Webex Teams
Looking for messaging and team collaboration?
One-on-one or group messaging
Digital two-way whiteboarding
Rich content and file sharing
Video calling
[Download for Windows](#)

Step 1
Double-click the webexapp.msi file you downloaded

Step 2
The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3
Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)?
From: akamaicdn.webex.com
[Run](#) [Save](#) [Cancel](#)

Cisco Webex Meetings - InstallShield Wizard

Welcome to the InstallShield Wizard for Cisco Webex Meetings

The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

WARNING: This program is protected by copyright law and international treaties.

< Back Next > Cancel

Cisco Webex Meetings - InstallShield Wizard

License Agreement

Please read the following license agreement carefully.

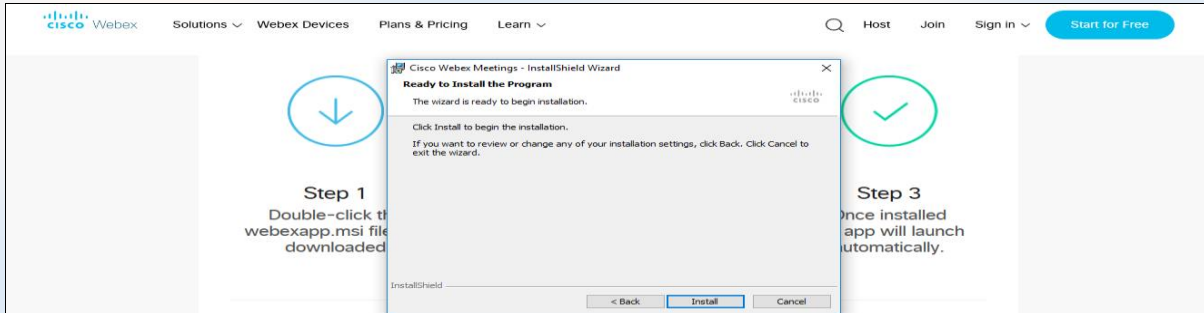
CISCO WEBEX LLC LICENSE AGREEMENT (AS APPLICABLE TO THE PARTICULAR DOWNLOAD)

IMPORTANT NOTICE - PLEASE READ PRIOR TO USING THIS SOFTWARE. This license agreement ("License Agreement") is a legal agreement between you (either an individual or an entity) and Cisco Webex LLC ("Webex") for the use of Webex software you may be required to download and install to use certain Webex services (such software, together with the underlying documentation if made available to you, the "Software"). By clicking on the button containing the "I accept" language, by installing the Software or by otherwise using the Software, you agree to be bound by the terms of this License Agreement. IF YOU DO NOT AGREE TO THE TERMS OF THIS LICENSE AGREEMENT, CLICK ON THE BUTTON

I accept the terms in the license agreement
 I do not accept the terms in the license agreement

InstallShield

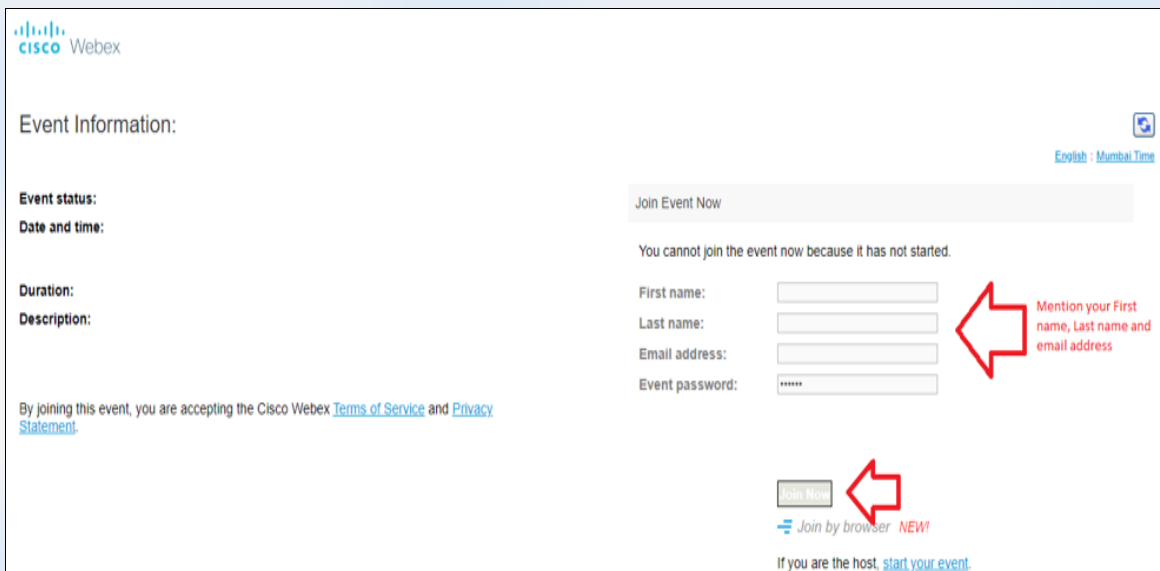
< Back Next > Cancel



Or

If you do not want to download and install the WebEx application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now
1 (A)	If you have already installed the WebEx application on your device, join the meeting by clicking on Join Now
1 (B)	If WebEx application is not installed, a new page will appear giving you an option to either Add WebEx to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



**N. Remote e-Voting Instructions for shareholders:
Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in Demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their Demat accounts.

Login method for Individual shareholders holding securities in Demat mode is given below:

Individual Shareholders holding securities in Demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".



- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in Demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".



- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in Demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your Demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in Demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL Demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@! # \$ & *), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.



4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID'-
 - i. Members holding shares in NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL Demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.



- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in Demat mode:

Individual Shareholders holding securities in Demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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



Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o **Click on "login"** under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL Demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL Demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") have forgotten the password:

If a Non-Individual Shareholders holding securities in Demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o '**Login**' Click on "**Login**" under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in Demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants' website.



- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Registered Office:
Ground Floor, Gandhi Nursing Home Building,
Dr. Nalinkant Gandhi Road, Sabarkantha,
Himatnagar, Gujarat- 383001

By Order of the Board of
Directors,

Place: Himatnagar
Date: 31st July, 2024

Harsh Gandhi
Whole-time Director
DIN: 03120638



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3 & 4

Pursuant to Section 161 of the Companies Act, 2013 and the Nomination & Remuneration Committee at its meeting held on 31st July, 2024 has recommended and the Board at its meeting held on 31st July, 2024 has approved the appointment of Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni as Additional Directors in the capacity of Independent Directors, for a term of 5 (five) consecutive years with effect from 1st August, 2024, subject to approval of members of the Company.

Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni have the requisite skills, capabilities and expertise in areas like legal, public relations, liasoning, strategic planning and risk & compliance oversight, through qualification or experience, and in NRC's and Board's opinion, their skill sets, experience and expertise will further strengthen the Board functioning and help the Company in achieving future growth.

Based on their skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the appointment of Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni as Independent Directors pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013. Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, they fulfill the conditions specified in the Act and the rules framed thereunder for appointment as Independent Directors and they are independent of the Management. They are not restrained from acting as Directors by virtue of any Order passed by SEBI or any such authority and are eligible to be appointed as Directors in terms of Section 164 of the Companies Act, 2013. They have also given their consent to act as Directors.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from members proposing their candidature for the office of Director of the Company. The brief resume of Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni and other details as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, SS-2 and other applicable provisions, if any, are provided in **Annexure - A** to this Notice.



In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, their appointment as Non-Executive Independent Directors is now being placed before the Members for their approval.

They do not hold by themselves or for any other person on a beneficial basis, any shares in the Company. Except Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni, being appointee or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3 & 4.

A brief profile of Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni are attached to this notice.

Registered Office:
Ground Floor, Gandhi Nursing Home Building,
Dr. Nalinkant Gandhi Road, Sabarkantha,
Himatnagar, Gujarat- 383001

By Order of the Board of
Directors,

Place: Himatnagar
Date: 31st July, 2024

Harsh Gandhi
Whole-time Director
DIN: 03120638



Annexure A

Details of the Director seeking appointment/re-appointment at the AGM, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, SS-2 and other applicable provisions are as under:

Item No 2, 3 & 4

Name of the Director	Pallaviben Dilipkumar Gandhi	Ashwinbhai Maganbhai Prajapati	Hirenkumar Satishkumar Soni
Director Identification Number	00339639	10519641	10688271
Date of Birth	06/09/1956	07/09/1974	17/10/1995
Date of Appointment	15/10/1992	01/08/2024	01/08/2024
Nationality	Indian	Indian	Indian
Qualifications	B.A.	M.A. (Part-1)	B.Sc.
Experience (including expertise in specific functional area) / Brief Resume	Having experience of more than 25 years in the management of the Company as Whole-time Director.	He has experience of working as Social Worker and in the field of Social Activities.	He works as a Consultant in a Private Tax Consultancy Firm.
Terms and Conditions of Appointment/Re-appointment	As per the resolution at Item No. 2 of the Notice convening this meeting.	As per the resolution at Item No. 3 of the Notice convening this meeting along with explanatory statement thereto.	As per the resolution at Item No. 4 of the Notice convening this meeting along with explanatory statement thereto.
Details of remuneration sought to be paid	As per the resolution at Item No. 4 of the Notice convening 31 st Annual General Meeting read with explanatory statement thereto.	Nil	Nil
Details of remuneration last drawn (during the Financial Year 2023-24)	For remuneration details, please refer to the Board's Report.	Nil	Nil
Number of the equity shares held in the Company	5,62,057	Nil	Nil
No. of Board Meetings Attended	7 (Seven)	Not Applicable	Not Applicable
List of Directorships held in other Companies	Nil	Nil	Nil
Chairmanship/Membership of the Committees of the other Board	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Wife of Mr. Dilipkumar Nalinkant Gandhi, Managing Director	He is not related to any Directors of the Company.	He is not related to any Directors of the Company.

Registered Office:
Ground Floor, Gandhi Nursing Home Building,
Dr. Nalinkant Gandhi Road, Sabarkantha,
Himatnagar, Gujarat- 383001

Place: Himatnagar
Date: 31st July, 2024

By Order of the Board of Directors,

Harsh Gandhi
Whole-time Director
DIN: 03120638



BOARD'S REPORT

To,
The Members of **Nalin Lease Finance Limited**,

The Directors take pleasure in presenting the **33rd** Annual Report together with the Audited Financial Statements for the Financial Year ended on **31st March, 2024**.

1. HIGHLIGHTS OF PERFORMANCE

Total Revenue for the year increased to Rs. 77,317.71Thousands as compared to Rs.59,464.68 Thousands in the previous year. Profit Before Tax for the year was Rs.51,709.03 Thousands as compared to Rs.39,971.86Thousands in the previous year. Profit After Tax for the year was Rs.38,497.51Thousands as compared to Rs.29,925.59Thousands in the previous year.

2. FINANCIAL RESULTS

(Rs. In Thousands)

Particulars	Standalone	
	31-03-2024	31-03-2023
Revenue from Operations	66,675.26	57,631.23
Other Income	10,642.45	1,833.44
Total Income from Operations	77,317.71	59,464.68
Profit Before Tax	51,709.03	39,971.86
Tax Expenses	13,211.52	10,046.27
Profit for the Year	38,497.51	29,925.59
Other Comprehensive Income	-	-
Total Comprehensive Income for the Year	38,497.51	29,925.59

3. DIVIDEND

With the view to conserve the resources of company; the directors are not recommending any dividend for the Financial Year 2023-24.

4. TRANSFER TO RESERVES

The Board of the Company has decided /proposed to Carry following amount to its Reserves as under:-

- To Compulsory Reserve as per RBI Act (Rs. in Thousands): 7,699.50/-
- To General Reserve (Rs. in Thousands): 7,500/-
- To Dividend: NIL

5. SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

As on 31st March, 2024, the Company has neither subsidiary, nor Joint Venture and Associate Companies.

6. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2024 was Rs. 65,581.80 Thousands. During the year under review, the Company has neither issued shares with differential voting rights nor granted stock options or sweat equity.

7. BORROWINGS

FINANCE

The Company continues to focus on judicious management of its working capital. Receivables, Inventories and other working capital parameters were kept under strict check through continuous monitoring. The whole of the properties of the Company have been suitably insured.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not advanced loans or made investments in or provided guarantees or security to parties covered by Section 185 and 186 of Companies Act, 2013.

FIXED DEPOSITS

The Company being a non-banking financial company registered with the Reserve Bank of India, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted are not applicable to the Company.



8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Director Retiring by Rotation

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Smt. Pallavi D. Gandhi, (DIN: 00339639), retires by rotation at the forthcoming Annual General Meeting of the Company and, being eligible, offers herself for re-appointment. The Board recommends her appointment for your approval.

Performance Evaluation of the Board

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, 2015 and notifications/ circulars of SEBI, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees.

The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration. The weblink of the policy is <https://www.nalinfin.co.in/upload/nomination-and-remuneration-policy%2028.06.2021.pdf>

Meetings of the Board

During the year under review, Seven (7) meetings of the Board were held. The meeting details are provided in the Corporate Governance Report that forms part of this Annual Report. The maximum interval between any two meetings is as prescribed under the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015.

Composition of Various Committees

Details of various committees constituted by the Board as per the provisions of Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and the details of the said committee meetings are given in the

Corporate Governance Report which forms part of this report.

Separate Meeting of Independent Directors

The Independent Directors met on 5th March, 2024 without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Declaration by Independent Directors

All Independent Directors of the Company have given declarations to the Company under Section 149 (7) of the Companies Act, 2013 and under Regulation 25(8) of the SEBI (LODR), Regulations, 2015, that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR), Regulations, 2015.

Disclosures by Directors

None of the Directors of your Company is disqualified as per the provisions of Section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required under provisions of the Companies Act, 2013.

Key Managerial Personnel

As on 31st March, 2024, Shri Dilipkumar N. Gandhi, Managing Director; Shri Harsh D. Gandhi, Wholetime Director; Mrs. Pallavi D. Gandhi, Wholetime Director ; Shri Nikulkumar K. Patel, Chief Financial Officer and Mrs. Swati A. Shah, Company Secretary are designated as KMP of the Company.

9. DIRECTOR'S RESPONSIBILITY STATEMENT

Based on the frame work of internal financial controls and compliance systems established and Based on the frame work of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and



secretarial auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the year ended on 31st March, 2024. Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, based on the above and the representations received from the Operating Management, the Board of Directors, to the best of their knowledge and ability, confirmed that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and that there were no material departures therefrom;
- ii. They have, in the selection of the accounting policies, consulted the statutory auditors and have applied their recommendations consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the profit of the Company for the year ended on that date;
- iii. They have taken proper and sufficient care 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;
- iv. They have prepared the annual accounts on a going concern basis;
- v. They have laid internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively during the year ended on 31st March, 2024; and

- vi. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively during the year ended on 31st March, 2024.

10. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The company does not fall under the criteria of net worth, turnover or profit for applicability of Corporate Social Responsibility (CSR) provisions as per Section 135 of the Companies Act, 2013; hence the same are not applicable to the company for the period under review.

11. RELATED PARTY TRANSACTIONS

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

All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature and in the ordinary course of the Company's business. Transactions with related parties are disclosed in the notes to accounts to the financial statements.

The Form No. AOC-2 envisages disclosure of material contracts or arrangement or transaction at arm's length basis is annexed with as **Annexure 'B'**.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. The weblink of the policy is

<https://www.nalinfin.co.in/upload/Policy%20on%20dealing%20with%20related%20party%20transactions.pdf>.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS

A detailed review of the operations, performance and future outlook of the Company is given in the Management's Discussion and Analysis appearing as **Annexure 'C'** to this Report.



13. CORPORATE GOVERNANCE

Your Company has always striven to incorporate appropriate standards for good Corporate Governance. It has taken adequate steps to ensure that the provisions of Corporate Governance as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 are complied with.

A detailed report on Corporate Governance is appearing as **Annexure 'D'** to this Report along with the Practicing Company Secretary's Certificate on its compliance by the Company.

14. PARTICULARS OF EMPLOYEES

The disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the 'Rules') have been appended as the **Annexure 'E'**, forming the part of this Report.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

The requisite information with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo, in terms of the Section 134(3) (m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 is given below:

A) Conservation of Energy

Your Company being a Non-Banking Finance Company, its activities are not energy intensive. However your Company has taken adequate measures for conservation of energy, wherever required.

B) Technology Absorption

Your Company being a Non-Banking Finance Company, its activities do not require adoption of any specific technology. However, your Company has been in the forefront in implementing latest information technologies & tools towards enhancing our customer convenience. Mobile number validation system

introduced has enhanced the quality of our KYC data captured in the system. This helps us provide the customers useful and informative SMS alerts on transactions, repayment reminders and missed call facilities so as to track their accounts offline also. With the infusion of technology across, we walked ahead of time towards true Digital India and financial inclusion.

C) Foreign Exchange earnings and outgo

Total Foreign Exchange Earned: NIL
Total Foreign Exchange Used: NIL

The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and submitted a certificate in affirming that they are not disqualified for holding the office of the Statutory Auditor of the Company. The report given by the Statutory Auditor on the financial statements of the Company forms the part of the Annual Report. The Statutory Auditor have issued an unqualified audit report on the annual accounts of the Company for the financial year 2023-24.

16. AUDITORS

a) Statutory Auditor

M/S PARESH THOTHAWALA & CO., Chartered Accountants, Ahmedabad were appointed as the Statutory Auditors of the Company for a period of 5 (five) consecutive years at the 31st Annual General Meeting of the Company. The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and submitted a certificate in affirming that they are not disqualified for holding the office of the Statutory Auditor of the Company. The report given by the Statutory Auditor on the financial statements of the Company forms the part of the Annual Report. The Statutory Auditor have issued an unqualified audit report on the annual accounts of the Company for the financial year 2023-24.

b) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the



Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Messrs Amrish Gandhi & Associates, Company Secretary in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2023-24.

The Report on the Secretarial Audit carried out by the Secretarial Auditor during the Financial Year 2023-24 is annexed herewith as **Annexure 'F'**. There is no secretarial audit qualification for the year under review.

Further, your Directors have on the recommendation of the Audit Committee appointed M/s. Amrish Gandhi & Associates, Practicing Company Secretary, Ahmedabad, as a Secretarial Auditors of the Company to undertake the Secretarial Audit of the Company and provide Annual Secretarial Compliance Report for the FY2024-25.

17. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has an effective internal control and risk-mitigation systems, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to Messrs Ajaykumar J. Shah & Co., Chartered Accountants.

The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors of the Company and the Statutory Auditors are periodically apprised of the internal audit findings and

corrective actions are taken by the Management. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the Management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

18. RISK MANAGEMENT

The Company operates in a competitive environment and is generally exposed to various risks at different times such as Credit Risk, Liquidity Risk, Market Rate Risk, Price Risk, Prepayment risk etc. The Company has a system based approach to business risk management backed by strong internal control systems. A range of responsibilities from strategy to the operations is specified. A strong independent internal audit function at the corporate level carries out risk focused audits across all businesses enabling identification of areas where risk managements processes may need to be improved.

The Board reviews internal audit findings and provides strategic guidance on internal control, monitors internal control environment within the Company and ensures that Internal Audit recommendations are effectively implemented. The combination of policies and procedures adequately addresses the various risks associated with your company's businesses.

19. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has established Vigil Mechanism system and framed Whistle Blower Policy. Whistle Blower Policy is disclosed on the website of the Company at following web-link https://nalinfin.co.in/upload/WHISTLE%20BLOWER%20POLICY_06062017.pdf.

20. DISCLOSURE UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013

Harassment of Women at the Workplace (Prevention & Redressal) Act, 2013. All



employees (permanent, contractual, temporary, trainee) are covered under the policy.

The following is a summary of sexual harassment complaints received and disposed-off during the year 2023-24:

No. of Complaints Received : Nil
No. of Complaints disposed : N.A.
off
No. of Complaints Pending : Nil

The policy on Sexual Harassment at workplace is placed on the Company's website

<https://www.nalinfin.co.in/upload/POLICY%20ON%20SEXUAL%20HARASSMENT%20AGAINST%20EMPLOYEES.pdf>

21. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return as on 31st March, 2024 is available on the Company's website

<https://www.nalinfin.co.in/reportdetail?rp tid=3&menuid=1>.

22. REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors and Secretarial Auditors to report to the Audit Committee or the Board or the Central Government under Section 143(12) of the Companies Act, 2013 and Rules framed thereunder.

23. INSURANCE

The Company takes a very pragmatic approach towards insurance. Adequate insurance cover has been taken for all movable and immovable assets for various types of risks.

24. INDUSTRIAL RELATIONS / PERSONNEL

Your Company is committed to upholding its excellent reputation in the field of Industrial relations. Through continuous efforts the Company invests and improvises development programmes or its employees.

25. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the Financial Year and date of this report.

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS

No significant material orders have been passed by the Regulators/Courts/Tribunals which would impact the going concern status and its future operations of the Company.

27. APPLICATION MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial period under review, no application was made under the Insolvency and Bankruptcy Code, 2016 ("IBC 2016") by the Company. No proceedings are pending under IBC 2016 against the Company.

28. PARTICULARS OF VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

During the financial period under review, no application was made under the Insolvency and Bankruptcy Code, 2016 ("IBC 2016") by the Company. No proceedings are pending under IBC 2016 against the Company.

29. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business during the year under review.

30. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

SEBI, vide its circular dated 10th May, 2021, made Business Responsibility and Sustainability Report (BRSR) mandatory for the top 1000 listed companies by market capitalization from financial year 2023.



Your company is not covered under top 1000 listed companies by market capitalization. Therefore, BSRS is not applicable to the Company.

31. COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards as issued by the Institute of Company Secretaries of India.

32. ACKNOWLEDGEMENT

Your Directors are highly grateful for the unstinted guidance, support and assistance received from the Government, Bankers and Financial Institutions. Your Directors are thankful to all valuable Stakeholders of the Company viz. shareholders, customers, vendors, collaborators, business associates and

other agencies for their faith, trust and confidence reposed in the Company.

Your Directors wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels, to ensure that the Company continues to grow and excel.

For and on behalf of the Board of Directors,

Harsh Gandhi
Whole Time
Director
DIN: 03120638

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Place: Himatnagar
Date: 31st July, 2024



ANNEXURE 'B' TO BOARD'S REPORT – ITEM NO. 11

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

Form No. AOC-2: Material Related Party Transaction

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

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

Details of contracts or arrangements or transactions not at arm's length basis during the year ended on 31st March, 2024:

Not Applicable.

Details of material contracts or arrangement or transactions at arm's length basis during the year ended on 31st March, 2024:

Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are required to be disclosed in Form AOC-2. The Form AOC – 2 envisages disclosure of material contracts or arrangements or transactions at arm's length basis. The details herein are as per the policy on dealing with related party transactions adopted by the Company.

Name of related party & Nature of Contract	Nature of relationship	Duration of Contract	Salient Terms	(Rs. In Thousands)
Dilipkumar Nalinkant Gandhi Office Rent	Related party of the Company u/s 2(76) read with Section 188 of the Companies Act, 2013	1 year w.e.f. 1 st April, 2023 to 31 st March, 2024.	Material terms and conditions are based on the agreement/contract which inter alia includes the commercial terms which are market linked.	2903.61

Note:

1. Amount Paid in Advance, if any: Nil
2. The amount is inclusive of Tax.

For and on behalf of the Board of Directors,

Harsh Gandhi

Whole Time Director
DIN: 03120638

Dilipkumar Gandhi

Managing Director
DIN: 00339595

Place: Himatnagar

Date: 31st July, 2024



MANAGEMENT'S DISCUSSION & ANALYSIS
ANNEXURE 'C' TO BOARD'S REPORT – ITEM NO. 12

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Non-Banking Financial Companies (NBFC) sector has been a key component of India's financial system, providing credit to various segments of the economy that are underserved by traditional banks. The industry has undergone significant regulatory changes over the past few years to ensure better governance, financial stability, and risk management practices. The emphasis has been on enhancing transparency, strengthening the capital base, and promoting digitalization in operations to cater to the growing demand for financial services across the country.

OPPORTUNITIES AND THREATS:

The opportunities in the NBFC sector are vast, driven by the increasing demand for credit in the unorganized and rural sectors. With the government's focus on financial inclusion and infrastructure development, NBFCs have an essential role to play in the credit market. The adoption of technology and innovation in financial services also provides a competitive edge to NBFCs in reaching a broader customer base. However, the sector faces threats from economic slowdowns, regulatory challenges, rising competition from FinTech companies, and potential credit risks due to the uncertainties in the macroeconomic environment.

FUTURE SCENARIO

The NBFC sector is expected to continue its growth trajectory, driven by increasing demand for credit in underserved markets and segments. The future will likely see a greater emphasis on digital transformation, enhanced risk management practices, and stricter compliance with regulatory requirements. The sector is poised to play a critical role in supporting the economic recovery and driving inclusive growth in India.

PRODUCT AND PERFORMANCE

Nalin Lease Finance Limited offers a range of financial products and services, including lease financing, hire purchase, and loans, catering to various customer segments. The company has a strong presence in the regional market, leveraging its deep understanding of customer needs and preferences. During the financial year 2023-24, the company has witnessed consistent growth in its product portfolio, driven by the demand for tailored financial solutions. The performance of each product segment has been in line with expectations, contributing positively to the company's overall revenue and profitability.

RISK AND CONCERNS

The NBFC sector faces several risks and concerns, including credit risk, market risk; liquidity risk, and operational risk. The uncertainties in the macroeconomic environment, potential defaults by borrowers, and fluctuations in interest rates can significantly impact the sector's performance. Additionally, increased regulatory scrutiny and compliance requirements add to the operational challenges faced by NBFCs. It is imperative for companies in this sector to adopt robust risk management frameworks and stay vigilant to mitigate these risks effectively.

INTERNAL CONTROL SYSTEM

The company recognizes the importance of its human resources in achieving its business objectives. During the year, several initiatives were undertaken to enhance employee engagement, training, and development. The company maintains a harmonious industrial relations environment, fostering a culture of collaboration and continuous improvement. The focus remains on attracting, retaining, and developing talent to drive organizational growth.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Nalin Lease Finance Limited has demonstrated a strong financial



performance during the financial year 2023-24, driven by efficient operations, prudent risk management, and a focus on customer satisfaction. The company's revenue growth and profitability have been supported by its diversified portfolio of financial products and services. The operational performance has been further enhanced by the adoption of digital tools and technologies, enabling the company to expand its reach and improve service delivery.

OUTLOOK

Looking ahead, Nalin Lease Finance Limited remains optimistic about its growth prospects, despite the challenges posed by the external environment. The company is committed to leveraging its strengths, including its strong customer base, robust risk management practices, and strategic focus on innovation, to drive sustainable growth and create long-term value for its stakeholders.

CAUTIONARY STATEMENT

This report contains forward-looking statements, which are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated. These statements are based on management's current expectations and assumptions, and the company does not undertake any obligation to update or revise any forward-looking statements to reflect subsequent events or circumstances.

For and on behalf of the Board of Directors,

Harsh Gandhi
Whole Time
Director
DIN: 03120638

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Place: Himatnagar

Date: 31st July, 2024



CORPORATE GOVERNANCE REPORT ANNEXURE 'D' TO BOARD'S REPORT – ITEM NO. 13

1. COMPANY'S PHILOSOPHY

Pursuant to the practice of Good Corporate Governance, your Company is committed to meet the aspirations of all our stakeholders and believes in adopting the best corporate practices for ethical conduct of business.

Your Company continues to maintain its industry leadership, by pursuing excellence in everything it does, including standards of business conduct. The Company's philosophy on Corporate Governance emanates from the principles of ethical governance and is aimed at conducting of business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders. This objective is achieved by adopting corporate practices based on principles of transparency, accountability, fairness and integrity to create long-term sustainable value for all its stakeholders.

The Company is committed to good Corporate Governance. The mandatory and non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') have been fully implemented by your Company. The Company firmly believes in the rights of its stakeholders for information regarding the Company's business and financial performance.

2. BOARD OF DIRECTORS

The Board of Directors of the Company is the highest governance authority within the management structure of the Company. Further, the Board is totally committed to the best practices for effective Corporate Governance.

The Board, along with its Committees, provides leadership and guidance to the Management and directs and supervises the performance of the Company, thereby enhancing stakeholders' value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. The Board composition is in accordance with the Companies Act, 2013 ('the Act') and the Listing Regulations.

Composition of the Board

The Board is at the helm of governance structure at the Company. The Board has diverse and optimum mix of Executive and Non-Executive Directors. The composition is in line with the applicable provisions of Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). As on date of this Report, the Board consists of Six Directors comprising Three Independent Non-Executive Directors and Three Executive Directors (including One Woman Director). The composition of the Board represents optimum combination of the knowledge, experience and skills which are required by the Board to discharge its responsibilities effectively.

The Composition and category of Board of Directors and the number of Directorships and Committee positions held by them as on 31st March, 2024 are as under:



Name and Designation of Director(s) (DIN)	Category	No. of Other Directorships held	No. of Board Committees in which Chairman/Member		Directorship held in Other listed Entities	
			Chairman	Member	Name of Entities	Category of Directorship
Shri Narendrakumar Dalsukhdas Shah (DIN: 00314044)	Chairman & Non-Executive Director (Independent)	01	-	03	-	-
Shri Dilipkumar Nalinkant Gandhi (DIN: 00339595)	Managing (Executive) Director	02	-	02	-	-
Smt. Pallaviben Dilipkumar Gandhi (DIN: 00339639)	Wholetime (Executive) Director	-	-	-	-	-
Shri Harsh Dilipkumar Gandhi (DIN: 03120638)	Wholetime (Executive) Director	02	-	-	-	-
Shri Navinchandra Chandulal Soni (DIN: 03123355)	Non-Executive Director (Independent)	-	03	-	-	-
Shri Samirkumar Kantilal Shah (DIN: 07215030)	Non-Executive Director (Independent)	-	-	01	-	-

Notes :

1) Shri Navinchandra Chandulal Soni and Shri Narendrakumar Dalsukhdas Shah will cease to be the directors of the Company from the closure of business hours of 33rd Annual General Meeting due to completion of their second and final term of being Directors of the Company.

2) Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni were appointed as Independent Directors of the Company w.e.f. 1st August, 2024.

3) During the period under review, none of the Independent Directors of the Company has resigned.

4) As on 31st March, 2024 none of the directors of the Company were related to each other except Shri Dilipkumar Nalinkant Gandhi, Smt. Pallaviben Dilipkumar Gandhi and Shri Harsh Dilipkumar Gandhi.

5) As on 31st March, 2024 the Non-Executive Director hold equity shares of the company as follows:

Shri Narendrakumar Dalsukhdas Shah	2,550
Shri Navinchandra Chandulal Soni	Nil
Shri Samirkumar Kantilal Shah	Nil



BOARD MEETINGS AND PROCEDURES

A) Scheduling and Selection of Agenda items for Board Meetings

- i. The meetings are being convened by giving appropriate advance notice after obtaining the approval of the Chairman of the Board. Detailed agenda, management reports and other explanatory statements are circulated in advance amongst the members for facilitating meaningful, informed and focused decisions.
- ii. Where it is not practicable to attach any document or an agenda is of price sensitive in nature, the same is placed on the table with the approval of Chairman of the Board. In special and exceptional circumstances, additional or supplemental item(s) on the agenda are permitted. Sensitive subject matters are discussed at the meeting without written materials being circulated.
- iii. As per convenience of the Members of the Board and Committees, the Meetings are usually held at the Company's registered office at Himatnagar, Dist. Sabarkantha, Gujarat.
- iv. The Members of the Board have complete access to all information of the Company. The Board is also free to recommend inclusion of any matter in agenda for discussion. Senior Management Officials are called to provide inputs to the items discussed by the Board as and when required.

B) Recording minutes of proceedings at the Board / Committee Meetings

Minutes of the proceedings of each Board/ Committee Meeting are recorded and the same are approved in the next Board/ Committee Meeting. The minutes of the proceedings of the meetings are entered in the minutes book and the same are signed by the Chairman as prescribed in the Companies Act, 2013 and the Rules made thereunder and as per the Secretarial Standards issued by the Institute of Company Secretaries of India.

C) Compliance

The Compliance Officer while preparing the agenda notes is responsible for and is required to ensure adherence to all the applicable provisions of law, rules, guidelines etc. The Compliance Officer has to ensure compliance to all the applicable provisions of the Companies Act, 2013, SEBI Guidelines, Listing Regulations and other statutory requirements pertaining to the capital market. The Board of Directors reviews quarterly Compliance Report confirming adherence to all applicable laws, rules, regulations and guidelines.

BOARD MEETINGS

During the year 2023-24, 7 (Seven) Board Meetings were held i.e. on 17th May, 2023; 14th July, 2023; 21st July, 2023; 14th August, 2023; 30th October, 2023; 13th February, 2024 and 27th March, 2024. The maximum gap between two consecutive meetings was as stipulated under Section 173(3) of the Companies Act, 2013 and Regulation 17(2) of the SEBI (LODR) Regulation, 2015. The necessary quorum was present in all the meetings.

The details of Attendance of Directors at the Board Meetings and last Annual General Meeting are as under:-

Sr. No.	Name of Directors	No. of Board Meetings held during the Tenure of Directorship	No. of Board Meetings Attended	Attendance at Last AGM
1	Shri Narendrakumar Dalsukhdas Shah	7	7	Yes
2	Shri Dilipkumar Nalinkant Gandhi	7	7	Yes
3	Smt. Pallaviben Dilipkumar	7	7	Yes



	Gandhi			
4	Shri Harsh Dilipkumar Gandhi	7	7	Yes
5	Shri Navinchandra Chandulal Soni	7	7	Yes
6	Shri Samirkumar Kantilal Shah	7	7	Yes

D) Cessation of Term of Independent Director

Shri Navinchandra Chandulal Soni and Shri Narendrakumar Dalsukhdas Shah will cease to be the directors of the Company from the closure of business hours of 33rd Annual General Meeting. The Board placed on record their appreciation for the assistance and guidance provided by Shri Navinchandra Chandulal Soni and Shri Narendrakumar Dalsukhdas Shah during their tenure as Non-Executive Independent Directors of the Company.

E) Appointment of Independent Director

On appointment of new Independent Director, Company issues formal letter of appointment to independent director describing their duties, responsibilities, etc.

The terms and conditions of appointment of Independent Directors are uploaded on the website of the Company and can be accessed through weblink:

<https://nalinfin.co.in/upload/TERMS%20AND%20CONDITIONS%20FOR%20%20%20APPPOINTMENT%20OF%20INDEPENDENT%20DIERCTORS.pdf>.

F) Separate Meeting of Independent Directors

Separate meeting of Independent Directors was held on 5th March, 2024 to evaluate the performance of Non-Independent Directors and the Board as a whole as well as the performance of the Chairman of the Company.

G) Director Retiring by Rotation

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Smt. Pallaviben Dilipkumar Gandhi (DIN: 00339639) retires by rotation at the forthcoming Annual General Meeting of the Company and, being eligible, offers herself for re-appointment. The Board recommends her appointment for your approval.

H) Declaration from the Independent Directors

All Independent Directors of the Company have given declarations to the Company under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations, that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

3. COMMITTEES OF THE BOARD

The Board has constituted 3 (Three) Committees, namely Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee.

1) AUDIT COMMITTEE

The Audit Committee is governed by and is in line with the regulatory requirements mandated by Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.

The terms of reference of the Audit Committee are as under:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- 3) Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors;



- 4) Reviewing, with the management, the annual financial statements and the Auditors Report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b) Changes, if any, in accounting policies and practices and reasons for the same
 - c) Major accounting entries involving estimates based on the exercise of judgment by the Management
 - d) Significant adjustments made in the financial statements arising out of audit findings
 - e) Compliance with listing and other legal requirements relating to financial statements
 - f) Disclosure of any related party transactions
 - g) Qualifications in the draft audit report
- 5) Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
- 6) Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Review and monitor the Auditors' independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the Company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function, including reporting structure coverage and frequency of internal audit;
- 14) Discussion with the internal auditors of any significant findings and follow up there on;



15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16) Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17) To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors;

18) To review the functioning of the Whistle Blower mechanism;

19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

21) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

In addition to the above, the following information of the Company will be reviewed by the Audit Committee:

- 1) Management Discussion and Analysis of financial condition and results of operations;
- 2) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- 3) Internal audit reports relating to internal control weaknesses; and
- 4) Appointment, removal and terms of remuneration of the Internal Auditors.

The composition of the Audit Committee is as under:

Name of Members	Designation	Category
Shri Navinchandra Soni*	Chairman	Independent & Non- Executive Director
Shri Narendrakumar Shah*	Member	Independent & Non- Executive Director
Shri Dilipkumar Gandhi	Member	Managing (Executive) Director

*Shri Navinchandra Soni and Shri Narendrakumar Shah will cease to be the directors of the Company from the closure of business hours of 33rd Annual General Meeting due to completion of their second and final term of being Independent Directors of the Company, thus vacating the committee and position as well.

Meetings and attendance during the year:

Members	Attendance at Committee Meeting held on			
	17 th May, 2023	14 th August, 2023	30 th October, 2023	13 th February, 2024
Shri Navinchandra Soni	Yes	Yes	Yes	Yes
Shri Narendrakumar Shah	Yes	Yes	Yes	Yes
Shri Dilipkumar Gandhi	Yes	Yes	Yes	Yes

The meetings of the Audit Committee are usually attended by the Whole-time Director, the Executive Director, the Chief Financial Officer of the Company. The representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Compliance Officer acts as the Secretary of the Committee.



2) NOMINATION AND REMUNERATION COMMITTEE

In compliance with the Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015; the Board of Directors has constituted the "Nomination and Remuneration Committee" in its meeting. The Company has formulated the Nomination and Remuneration Policy, which was approved by the Nomination and Remuneration Committee followed by the approval of the Board of Directors.

Nomination and Remuneration Committee has been constituted to recommend the remuneration package of Directors and KMPs based on the performance and defined criteria.

The terms of reference of Nomination and Remuneration Committee are as under:-

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
- 3) Formulation of criteria for evaluation of Independent Directors and the Board;
- 4) Devising a policy on Board diversity;
- 5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- 6) 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.
- 7) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The composition of the Nomination & Remuneration Committee is as under :

Name of Members	Designation	Category
Shri Navinchandra Soni*	Chairman	Independent & Non- Executive Director
Shri Narendrakumar Shah*	Member	Independent & Non- Executive Director
Shri Samirkumar Shah	Member	Independent & Non- Executive Director

*Shri Navinchandra Soni and Shri Narendrakumar Shah will cease to be the directors of the Company from the closure of business hours of 33rd Annual General Meeting due to completion of their second and final term of being Independent Directors of the Company, thus vacating the committee and position as well.



Meetings and attendance during the year:

Members	Attendance at Committee Meeting held on
	22 nd February, 2024
Shri Navinchandra Soni	Yes
Shri Narendrakumar Shah	Yes
Shri Samirkumar Shah	Yes

The Compliance Officer acts as the Secretary of the Committee.

Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration. The Remuneration Policy is available at the Company's website <https://nalinfin.co.in/upload/nomination-and-remuneration-policy%2028.06.2021.pdf>.

Performance Evaluation of Independent Directors

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of Committees.

A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

3) STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Company has constituted the Stakeholders' Relationship Committee in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015.

The terms of reference of Stakeholders' Relationship Committee are as under:-

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

The composition of the Stakeholder's Relationship Committee is as under :

Name of Members	Designation	Category
Shri Navinchandra Soni*	Chairman	Independent & Non- Executive Director
Shri Narendrakumar Shah*	Member	Independent & Non- Executive Director
Shri Dilipkumar Gandhi	Member	Managing (Executive) Director

*Shri Navinchandra Soni and Shri Narendrakumar Shah will cease to be the directors of the Company from the closure of business hours of 33rd Annual General Meeting due to



completion of their second and final term of being Independent Directors of the Company, thus vacating the committee and position as well.

Meetings and attendance during the year:

Members	Attendance at Committee Meeting held on			
	17 th May, 2023	14 th August, 2023	30 th October, 2023	13 th February, 2024
Shri Navinchandra Soni	Yes	Yes	Yes	Yes
Shri Narendrakumar Shah	Yes	Yes	Yes	Yes
Shri Dilipkumar Gandhi	Yes	Yes	Yes	Yes

The Compliance Officer acts as the Secretary of the Committee.

Name and Designation of the Compliance Officer:-

The shareholders may address their communications/suggestions/grievances to:-

Shri Nikulkumar Patel

Chief Financial Officer & Compliance Officer

Nalin Lease Finance Limited
Gandhi Nursing Home Bldg.,
Dr. Nalinkant Gandhi Road,
Himatnagar -383001
Telephone: (02772) 241264, 242264
Email Address: - info@nalinfm.co.in

Details of shareholders' complaints received, solved and pending

The below complaints were received from the SEBI SCORE by the Company during the Financial Year 2023-24.

Complaints Pending as on 1 st April, 2023	0
Complaints received during the Year	0
Complaints resolved during the Year	0
Complaints pending as on 31 st March, 2024	0

4. REMUNERATION OF DIRECTORS

- The Non-Executive Directors/Independent Directors do not have any material pecuniary relationship or transactions with the Company.
- The details of remuneration paid to the **Executive Directors** areas under:
(in Rs. Thousands)

Name	Salary (Rs.)	Perquisites & Retirement Benefits	Commission Payable
Shri Dilipkumar Nalinkant Gandhi	2,240.0	Perquisites & Retirement benefits as per terms of appointment and subject to overall ceiling of the Companies Act, 2013.	Nil
Smt. Pallaviben Dilipkumar Gandhi	1,880.0		Nil
Shri Harsh Dilipkumar Gandhi	1,760.0		Nil

There is no payment towards Bonus, Stock Options, Pension or any other to above said Executive Directors.



The details of remuneration paid to **Non-Executive Directors** are as under:
(in Rs. Thousands)

Name	Sitting Fees for 2023-24		Commission on Annual basis for the year 2023-24	Total (Rs.)
	Board Meeting	Committee Meeting		
Shri Navinchandra Soni	Nil	Nil	Nil	Nil
Shri Narendrakumar Shah	Nil	Nil	Nil	Nil
Shri Samirkumar Shah	Nil	Nil	Nil	Nil

5. GENERAL BODY MEETINGS

i) Annual General Meetings

The Location, Date and Time of the last Three Annual General Meetings held are as under:

Year	Venue	AGM	Date	Day	Time
2022-23	Meeting conducted through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM")	AGM	16.09.2023	Saturday	03:00 p.m.
2021-22		AGM	27.09.2022	Tuesday	12:00 p.m.
2020-21		AGM	07.09.2021	Tuesday	04:00 p.m.

ii) The Special Resolution(s) passed by the Company are as under:

Year	Resolution
2022-23	No Special Resolutions were passed.
2021-22	Re-appointment of Smt. Pallaviben Dilipkumar Gandhi (DIN: 00339639) as a Whole-Time Director of the Company for a period of five (5) years w.e.f. 01 st August, 2022
2020-21	No Special Resolutions were passed.

iii) Postal Ballot

The Company has not passed any resolution through postal ballot during the year 2023-24.

6. MEANS OF COMMUNICATION

i.	Half yearly report sent to each shareholders residence.	No
ii.	In which newspapers quarterly results were normally published.	Western Times (English & Gujarati)
iii.	Any website where results or official news are displayed.	www.nalinfin.co.in
iv.	The presentation made to institutional investors or to the analysts.	No
v.	Whether Management Discussion and Analysis is part of Annual Report or not	Yes, contained in the Board's Report

7. GENERAL SHAREHOLDER INFORMATION

i) AGM – date, time and venue

Saturday, 21st September, 2024 at 03:30 p.m. IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM"). The place of the meeting deemed to be at Registered Office of the Company at Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road Himatnagar – 383001



ii) Financial Year

1st April to 31st March

iii) Book Closure Date

Sunday, 15th September, 2024, to Saturday, 21st September, 2024 (both days inclusive)

iv) Listing on Stock Exchange

The Company's shares are listed on the following stock exchange:

BSE Limited, P. J. Towers, 25th Floor, Dalal Street, Mumbai - 400 001.

The listing fees for the year 2023-24 for the above Stock Exchange has been paid in time and the shares of the Company have been neither de-listed nor suspended from trading during the year under review.

v) Stock Code

The Stock Code of the Company's shares are as follows:

Name of the Stock Exchange	Code No.
BSE Limited	531212
ISIN No. for Shares in Demat mode	INE606C01012

vi) Stock Market Price Data.

Months 2023-24	BSE Limited (BSE)			BSE Index	
	High (Rs.)	Low (Rs.)	Volume (Nos.)	High	low
Apr-23	36.00	29.03	32,365	61,209.46	58,793.08
May-23	40.09	31.00	76,572	63,036.12	61,002.17
Jun-23	42.40	31.37	1,32,320	64,768.58	62,359.14
Jul-23	41.80	31.43	1,35,445	67,619.17	64,836.16
Aug-23	36.00	31.50	49,543	66,658.12	64,723.63
Sep-23	35.94	32.00	50,028	67,927.23	64,818.37
Oct-23	37.85	31.59	57,293	66,592.16	63,092.98
Nov-23	43.70	33.00	65,557	67,069.89	63,550.46
Dec-23	46.00	33.66	2,82,875	72,484.34	67,149.07
Jan-24	63.89	38.56	4,04,104	73,427.59	70,001.60
Feb-24	72.46	47.10	6,29,627	73,413.93	70,809.84
Mar-24	51.99	40.89	70,599	74,215.17	71,674.42

vii) Registrar to an Issue and Share Transfer Agent (RTA)

The Company has appointed SEBI Registered Category-I Registrar and Share Transfer Agent (RTA) and such details are as under:

Link Intime India Private Limited

5th Floor, 506 to 508, Amarnath Business
Centre – 1 (ABC-1), Beside Gala Business
Centre, Nr. St. Xavier's College Corner, Off
C G Road, Ellisbridge, Ahmedabad - 380006,
E-mail:- ahmedabad@linkintime.co.in
Tel. No. 079 - 2646 5179

viii) Share Transfer System

All share transmission, issue of duplicate shares, name deletion and such other related matters were processed and completed by Registrar & Transfer Agent within a stipulated period from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective



Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

ix) Shareholding Pattern as at 31st March, 2024

Category Wise Holdings Summary							
Category	Demat Securities	Demat Holders	Physical Securities	Physical Holders	Total Securities	Total Holders	%-Issued Capital
Corporate Bodies (Promoter Co)	23159	2	0	0	23159	2	0.3531
Other Bodies Corporate	16560	6	0	0	16560	6	0.2525
Hindu Undivided Family	16156	17	0	0	16156	17	0.2463
Non Resident Indians	4441	9	0	0	4441	9	0.0677
Non Resident (Non Repatriable)	1955	7	0	0	1955	7	0.0298
Public	1691703	2990	145500	423	1837203	3413	28.0139
Promoters	4573670	5	0	0	4573670	5	69.7399
Promoters - HUF	85036	2	0	0	85036	2	1.2966
TOTAL :	6412680	3038	145500	423	6558180	3461	100

Distribution of Shareholding as on 31st March, 2024

Shares Held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1-500	3166	91.4765	344668	5.2555
501-1000	141	4.0740	111603	1.7017
1001-2000	68	1.9648	101351	1.5454
2001-3000	24	0.6934	59663	0.9097
3001-4000	9	0.2600	32391	0.4939
4001-5000	6	0.1734	27763	0.4233
5001-10000	10	0.2889	73381	1.1189
10001 & Above	37	1.0691	5807360	88.5514
Total	3461	100.00	6558180	100.00

x) Dematerialization of Shares and Liquidity

As on 31st March, 2024 6,412,680 shares have been dematerialized from representing 97.7813% of total shares. The Company's shares are traded on BSE Limited, Mumbai. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

xi) Outstanding GDR/ADR/Warrants or convertible instruments: Nil

xii) Address for Correspondence:

Nalin Lease Finance Limited
Gandhi Nursing Home Bldg.,
Dr. Nalinkant Gandhi Road,
Himatnagar -383 001



8. OTHER DISCLOSURES

i) Disclosure on materially significant related party transactions

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

All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature and in the ordinary course of the Company's business. Transactions with related parties are disclosed in the notes to accounts to the financial statements.

The Form No. AOC-2 envisages disclosure of material contracts or arrangement or transaction at arm's length basis is annexed with as **Annexure 'B'**.

ii) Details of Non- Compliance by the Company

During last three years, there was neither non-compliance made by the Company nor any penalty nor strictures imposed on the Company by any Stock Exchange(s) or the SEBI or any other statutory authority, on any matter related to capital markets.

iii) Vigil Mechanism/Whistle Blower Policy

The Company has a Whistle Blower Policy. The Company takes cognizance of complaints made and suggestions given, if any, by the employees and others. No employee of the Company has been denied access to the Audit Committee. The Weblink for the Whistle Blower

is https://nalinfin.co.in/upload/WHISTLE%20BLOWER%20POLICY_06062017.pdf.

iv) Compliance with Mandatory And Adoption of the Non-Mandatory Requirements

During the year, the Company has fully complied with the mandatory and adopted non-mandatory requirements as stipulated in the Listing Regulations.

v) Policy for Determining Material Subsidiaries

During the year under review, it is not applicable to the Company.

vi) Policy on dealing with Related Party Transactions

The weblink for the Policy on dealing with Related Party Transactions is <https://nalinfin.co.in/upload/Policy%20on%20dealing%20with%20related%20party%20transactions.pdf>.

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

During the period under review, the Company has not raised any funds through preferential allotment or qualified institutions placement.

viii) Certificate from Company Secretary in Practice

Shri Amrish Gandhi & Associates., Company Secretary in Practice, has issued a certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed herewith as a part of the Report.

ix) Whether the Board has accepted any Recommendations of the Committees of the Board

During the year under review, the Board of Directors confirms that it has accepted all recommendations received from all its Committees.



x) Fees paid to Statutory Auditor

A total fee of Rs. 2.10 Lakhs was paid by the Company, on a consolidated basis, for all services to Paresh Thothawala & Co., Statutory Auditors.

xi) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The details of number of complaints filed and disposed of during the year and pending as on 31st March, 2024 are given in the Boards' report.

xii) 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'

During the period under review, it is not applicable to the Company.

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

During the period under review, it is not applicable to the Company.

9. Non-Compliance of any requirement of Corporate Governance Report

During the year, the Company has fully complied with the mandatory requirements of Corporate Governance Report.

10. The status on the compliance with the discretionary requirements as specified in Listing Regulations and Part E of Schedule II of Listing Regulations is as under

• The Board:

The Company has a Non-Executive Chairman.

• Shareholder Rights:

Half-yearly and other quarterly financial results are published in newspapers. Quarterly results as approved by the Board are disseminated to BSE Limited (www.bseindia.com) and uploaded on the website of the Company at www.nalinfin.co.in.

• Modified opinion(s) in audit report:

The Financial Statements of the Company for the Financial Year ended on 31st March, 2024 are with unmodified audit opinion.

• Reporting of Internal Auditor:

The Internal Auditors of the Company are permanent invitees to the Audit Committee Meeting for reporting their findings of the internal audit to the Audit Committee Members.



11. The disclosures of the compliance with corporate governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the SEBI (LODR) Regulations, 2015.

Regulation No	Particulars	Compliance Status
17	Board of Directors	Yes
17A	Maximum Number of Directorship	Yes
18	Audit Committee	Yes
19	Nomination & Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transaction	Yes
24	Corporate Governance requirements with respect to subsidiary of the Company	NA
24A	Secretarial Audit & Secretarial Compliance Report	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors & Senior Management, Key Managerial Personnel, Directors and Promoters	Yes
26A	Vacancies in respect of certain Key Managerial Personnel	Yes
27	Other Corporate Governance requirements	Yes
46	Website	Yes

12. CODE OF CONDUCT

a) For prevention of Insider Trading

The Company has a comprehensive code of conduct for its management, staff and directors for prevention of insider trading. The code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them on the consequences of non-compliances. The Chief Financial Officer has been appointed as a Compliance Officer and is responsible for adherence to "Code for Prevention of Insider Trading".

b) For Board of Directors (including Independent Directors) and Senior Management

The Board of Directors of the Company has laid down a "Code of Conduct" for all Board Members including Independent Directors and Members of Senior Management of the Company. The Code of Conduct is posted on the website of the Company www.nalinfin.co.in. The Board Members (including Independent Directors) and Senior Management Personnel have affirmed compliance with the "Code of Conduct" for the year ended on 31st March, 2024.

13. COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARY REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Shri Amrish N. Gandhi, M/s. Amrish Gandhi & Associates, Company Secretary in Practice, Ahmedabad, has issued a Certificate as require under the Listing Regulations. The Certificate is annexed herewith as a part of the report.



14. UNCLAIMED DIVIDEND

Section 125 of the Companies Act, 2013, mandates that companies transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF.

Financial Year	Date of Declaration	Date of Payment	Unclaimed Amount (Rs.)	Date on which Dividend will become part of IEPF
2020-2021	07 th September, 2021	14 th September, 2021	80,218	12 th October, 2028

Transfer of unclaimed equity shares to IEPF Authority:

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules) and amendments thereof, the shares on which dividend has not been claimed for seven consecutive years or more, then such shares are required to be transferred to Investor Education and Protection Fund (IEPF) Authority after complying with the procedure laid down under the Rules.

To know necessary guidelines and procedures for claiming the dividend and shares from IEPF Authority, please login into <http://www.iepf.gov.in/IEPFA/refund.html>.

15. AGREEMENTS RELATING TO COMPANY

During the year under review, there are no agreements with any party which impact the management or control of the Company or impose any restriction or create any liability upon the Company.

16. CEO/CFO CERTIFICATION

The Executive Director/ CEO and the Chief Financial Officer of the Company have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II to the SEBI (LODR) Regulations, 2015 pertaining to CEO/CFO certification for the financial year ended on 31st March, 2024. The said certificate is part of the Annual Report.

17. INTERNAL CONTROLS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/regulatory compliances.

18. DISCLOSURE OF ACCOUNTING TREATMENTS

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards as notified by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

For and on behalf of the Board of Directors,

Harsh Gandhi
Whole Time Director
DIN: 03120638

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Place: Himatnagar
Date: 31st July, 2024



DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirement of the Schedule V of the SEBI (LODR) Regulations, 2015, this is to confirm that all the members of the Board and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended on 31st March, 2024.

For and on behalf of the Board of Directors,

Harsh Gandhi
Whole Time
Director
DIN: 03120638

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Place: Himatnagar
Date: 31st July, 2024



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Nalin Lease Finance Limited
Gandhi Nursing Home Bldg,
Dr. Nalinkant Gandhi Road,
Himatnagar 383001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Nalin Lease Finance Limited** having **CIN: L65910GJ1990PLC014516** and having registered office at Gandhi Nursing Home Bldg, Dr. Nalinkant Gandhi Road, Himatnagar 383001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities 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) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 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, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of Appointment
1.	Narendrakumar Dalsukhdas Shah	00314044	13/12/1994
2.	Dilipkumar Nalinkant Gandhi	00339595	01/08/2005
3.	Pallaviben Dilipkumar Gandhi	00339639	15/10/1992
4.	Harsh Dilipkumar Gandhi	03120638	09/07/2010
5.	Navinchandra Chandulal Soni	03123355	09/07/2010
6.	Samirkumar Kantilal Shah	07215030	15/04/2015

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

For Amrish Gandhi & Associates
Practising Company Secretaries

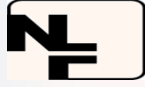
Amrish N. Gandhi
(Proprietor)

M. No: F8193|CP No: 5656

Peer Review Cert. No: 5814/2024

UDIN Number F008193F000867326

Date : 31-07-2024
Place: Ahmedabad



CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

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

To,
The Members,
Nalin Lease Finance Limited
Gandhi Nursing Home Bldg,
Dr. Nalinkant Gandhi Road,
Himatnagar 383001

I, Amrish Gandhi, Proprietor, Amrish Gandhi & Associates, Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by **Nalin Lease Finance Limited** ('the Company') for the year ended on **March 31, 2024** as stipulated in Chapter IV and referred in Regulation 15 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to the procedures and implementation thereof, adopted by the company for ensuring 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 my opinion and to the best of my information according to the explanations and information furnished to me, I certify that the Company has complied with the conditions of corporate governance, to the extent applicable and as stipulated in the above-mentioned Listing Regulations.

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

For Amrish Gandhi & Associates
Practising Company Secretaries

Date : 31-07-2024
Place: Ahmedabad

Amrish N. Gandhi
(Proprietor)
M. No: F8193|CP No: 5656
Peer Review Cert. No: 5814/2024
UDIN Number F008193F000867392



**CHIEF EXECUTIVE OFFICE (CEO) AND CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATE**

To,
The Board of Directors,
Nalin Lease Finance Limited,
Himatnagar, Sabarkantha,
Gujarat-383 001.

We, the undersigned, in our respective capacities as Executive Director and Chief Financial Officer of Nalin Lease Finance Limited ("the Company") to the best of our knowledge and belief, certify that:

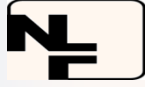
- a) We have reviewed financial statements and cash flow statement for the financial year ended on 31st March, 2024 and that to the best of my knowledge and belief:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended on 31st March, 2024 which are fraudulent, illegal or violative of the Company's Code of Conduct or ethics policy.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we confirm that no deficiencies in the design or operation of such internal controls of which we are aware were noticed during the year.
- d) We have indicated to the Auditors and the Audit Committee:-
- i) There are no significant changes in internal control over financial reporting during the financial year ended on 31st March, 2024;
 - ii) There are no significant changes in accounting policies during the financial year ended on 31st March, 2024; and
 - iii) There are no instances of significant fraud of which the Management have become aware and the involvement, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors,

Harsh Gandhi
Whole Time
Director
DIN: 03120638

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Place: Himatnagar
Date: 31st July, 2024



ANNEXURE 'E' TO BOARD'S REPORT – ITEM NO. 14

Information pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Sr. No.	Name of Directors and KMPs	Designation	% increase in Remuneration in FY 2023-24	Ratio of Remuneration to Median Remuneration of Employees
A DIRECTORS				
	Shri Narendrakumar Dalsukhdas Shah	Chairman	-	-
	Shri Dilipkumar Nalinkant Gandhi	Executive Director	6.16	10.14
	Smt. Pallaviben Dilipkumar Gandhi	Executive Director	7.43	8.51
	Shri Harsh Dilipkumar Gandhi	Executive Director	7.98	7.96
	Shri Navinchandra Chandulal Soni	Independent Director	-	-
	Shri Samirkumar Kantilal Shah	Independent Director	-	-
B KEY MANAGEMENT PERSONNEL				
	Shri Nikulkumar Kantibhai Patel	Chief Financial Officer	10.00	1.29
	Smt. Swati Ajay Shah	Company Secretary	Nil	0.54

Notes:

1. There were 15 permanent employees on the rolls of Company as on 31st March, 2024.
2. The median remuneration of employees of the Company during the Financial Year was Rs. 2.21 Lakhs. There was an increase of 13.33% in the median remuneration of the employees.
3. There was an increase of 15.65% in average percentage salaries of employees (other than the managerial personnel) in the last Financial Year i.e. 2023-24 whereas the increase in the key managerial personnel remuneration for the same Financial Year was 7.09%.
4. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
5. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees of the Company.

For and on behalf of the Board of Directors,

Place: Himatnagar
Date: 31st July, 2024

Harsh Gandhi
Whole Time Director
DIN: 03120638

Dilipkumar Gandhi
Managing Director
DIN: 00339595



ANNEXURE – 'F TO BOARD'S REPORT - ITEM NO. 16(b)
Form No. MR-3
Secretarial Audit Report
FOR THE FINANCIAL YEAR ENDED 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,
Nalin Lease Finance Limited
Gandhi Nursing Home Bldg,
Dr. Nalinkant Gandhi Road,
Himatnagar 383001

Dear Sir / Madam,

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

Based on our verification of the Company's Books, Papers, Minute books, Forms and Returns filed with regulatory authorities and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised 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 the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minutes Books, Forms and Returns with applicable regulatory authorities and other records maintained by the Company for the financial year ended on **31st March 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); - As reported to us there were no FDI, ODI and ECB transactions in the Company during the Audit period.;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (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 and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period.)**
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (f) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; The Company has appointed SEBI Registered Category I Registrar & Share Transfer Agent.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. - **Not Applicable to the Company during the Audit Period.**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. - **Not Applicable to the Company during the Audit Period;**

(vi) Further, as per representation of management letter, considering its nature of business, process and location, the following Acts are specifically applicable to the Company. There are adequate systems and processes in the Company to monitor and ensure compliance.

- (a) The Reserve Bank of India Act, 1934;
- (b) Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;
- (c) Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015;
- (d) Master Direction- Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation) Directions, 2023 (Limited to Corporate Governance Compliance)

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

- (i) The Mandatory Secretarial Standards (SS-1 and 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 and amendments made thereunder.

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review, there were no changes in the composition of the Board of Directors.

Due Notice were served on all Directors entitled to receive notice in accordance with section 173(3) of the Companies Act, 2013 for holding Board and Committee meetings. Agenda and detail notes on Agenda were sent to the Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that as per the minutes of the meetings duly recorded and signed by the Chairman, the decisions were carried at meetings without any dissent.

Based on the Compliance mechanism established by the Company and on the basis of certificates placed before the Board and taken on record by the Directors at their meetings, we further report that there are adequate systems and processes in the Company



commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Amrish Gandhi & Associates
Practising Company Secretaries

Date : 31-07-2024
Place: Ahmedabad

Amrish N. Gandhi
(Proprietor)
M. No: F8193|CP No: 5656
Peer Review Cert. No: 5814/2024
UDIN Number F008193F000867414

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



ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
Nalin Lease Finance Limited
Gandhi Nursing Home Bldg,
Dr. Nalinkant Gandhi Road,
Himatnagar 383001

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

1. Maintenance of secretarial records 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 the 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 the practices, we followed provided 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. The Compliance of applicable financial laws like direct and indirect laws have not been reviewed in this Audit since the same have been subject to review by Statutory Financial Audit and Other designated professionals.
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.

For Amrish Gandhi & Associates
Practising Company Secretaries

Date : 31-07-2024
Place: Ahmedabad

Amrish N. Gandhi
(Proprietor)
M. No: F8193|CP No: 5656
Peer Review Cert. No: 5814/2024
UDIN Number F008193F000867414



INDEPENDENT AUDITOR'S REPORT

To,
THE MEMBERS OF,
NALIN LEASE FINANCE LIMITED
Himatnagar
CIN -L65910GJ1990PLC014516

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **NALIN LEASE FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2024, and the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of Significant Accounting Policies and other Explanatory Information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the 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

Key audit matters	How our audit addressed the key audit matter
a) Impairment of financial assets (expected credit losses) (<i>as described in note 3.4 of the Ind AS financial statements</i>)	
Ind AS 109 requires the Company to recognise impairment loss allowance towards its financial assets (designated at amortised cost) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including: <ul style="list-style-type: none">• unbiased, probability weighted	We read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109. We tested the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) loans

In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016;

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.



- outcome under various scenarios;
- time value of money;
- impact arising from forward looking macro-economic factors and;
- Availability of reasonable and supportable information without undue costs.

Applying these principles involves significant estimation in various aspects, such as:

- grouping of borrowers based on homogeneity by using appropriate statistical techniques;
- staging of loans and estimation of behavioral life;
- determining macro-economic factors impacting credit quality of receivables;
- Estimation of losses for loan products with no/minimal historical defaults.

Considering the significance of such allowance to the overall financial statements and the degree of estimation involved in computation of expected credit losses, this area is considered as a key audit matter.

to assess whether any loss indicators were present requiring them to be classified under stage 2 or 3 and vice versa.

We evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation and tested the controls around data extraction and validation.

Tested the ECL model, including assumptions and underlying computation.

Assessed the floor/minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults.

Audited disclosures included in the Ind AS financial statements in respect of expected credit losses.

Information Other than the Standalone Financial Statements and Auditor's Report thereon (Other Information)

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Corporate Overview, Board's Report, Management Discussion and Analysis Report and Report on Corporate Governance in the Annual Report of the Company for the financial year 2023-24, but does not include the standalone 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 standalone financial statements, our responsibility is to read the other Information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have

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

Responsibilities of Management and those charged with governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable



and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement 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.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS 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 a part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

(a) 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.

(b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

(d) 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.

(e) 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 standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and



qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "[Annexure - A](#)", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended, Except Ind AS-19 on retirement benefits as provision for gratuity is not based on actuarial valuation but on other rational basis while provision for other benefits such as leave encashment has not been made, the effect of the same cannot be quantified, to that extent profit for the year and balance of Profit & Loss account is overstated.

(e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "[Annexure - B](#)". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act

(h) With respect to the other matters to be included in the Auditor's Report in accordance



with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company does not have any pending litigations which would impact its financial position in its Standalone Ind AS 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 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 entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that

the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures that were 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 (a) and (b) contain any material misstatement.

(v) The Company has not declared or paid any dividend during the year ended 31 March 2024.

(vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which does not have a feature of audit trail (edit log) facility.

For Paresh Thothawala & Co.
Chartered Accountants
Firm Registration No: 114777W

Paresh K Thothawala
Partner
Membership No. 048435

UDIN: 24048435BKAOZD9844

Place: Ahmedabad
Date: 01-05-2024



"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

(The Annexure referred to in Independent Auditors' Report to the members of the Nalin Lease Finance Limited on the standalone financial statements for the year ended March 31, 2024.)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Standalone financial statements of the Company and taking into consideration the information and explanations given to us, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(b) Property, Plant and Equipment have been physically verified by the Management during the year and no material discrepancies were identified on such verification.

(c) According to the information and explanations given by the Management, the title deeds of immovable properties included in property, plant and equipment/fixed assets are held in the name of the Company.

(d) The Company does not hold any immovable properties. (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee)

(e) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended 31 March, 2024.

(f) There are no proceedings initiated or are 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's business does not involve inventories except

stationery & Adhesive Stamp and, accordingly, the requirements under clause 3(ii)(a) of the Order are not applicable to the Company and hence not commented upon.

(b) The Company has not been sanctioned working capital limits in excess of ₹ five crore in aggregate from banks during the year on the basis of security of current assets of the Company, accordingly, the requirements under clause 3(ii)(b) of the Order are not applicable to the Company.

(iii) During the year, the Company has made investments in and 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 provided any guarantee or security to any other entity during the year. With respect to such investments and loans and advances:

(a) The Company's principal business is to give loans, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) The investments made and the terms and conditions of the grant of all the loans and advances in the nature of loans, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

(c) In respect of loans and advances in the nature of loans (together referred to as "loan assets"), the schedule of repayment of principal and payment of interest has been stipulated. Note 3.4 to the Financial Statements explains the Company's accounting policy relating to impairment of financial assets which include loans assets. Disclosures in respect of such loans have been provided in Note 27 to 29 to the Financial Statements.

(d) The total amount overdue for more than 180 days, in respect of loans and advances in the nature of loans, as at the year-end is ₹ 3759.07 thousands. Reasonable steps are being taken by the Company for recovery of the principal and



interest as stated in the applicable Regulations and Loan agreements.

(e) The Company's principal business is to give loans, and hence 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 3(iii)(f) is not applicable.

(iv) According to information and explanation given to us, the Company has not advanced loans or made investments in or provided guarantees or security to parties covered by section 185 and 186 of the Act. Hence reporting under paragraph 3(iv) of the Order is not applicable.

(v) In our opinion and according to the information and explanations given to us, the Company being a non-banking financial company registered with the Reserve Bank of India, the provisions of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted are not applicable to the Company. We are informed by the Management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, in respect of the services rendered by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service tax (GST), Provident Fund, Employees' State Insurance, Income-tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of GST, Provident Fund, Employees' State Insurance, Income-tax, cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(c) There were no dues referred in sub clause (a) above which have not been deposited on account of disputes as at March 31, 2024.

(viii) According to the information and explanations given to us, no transactions relating to previously unrecorded income were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.

(ix) According to the information and explanations given to us, in respect of borrowings:

(a) The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short term basis have,



prima facie, not been used during the year for long-term purposes by the Company.

(e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.

(f) The Company does not have any subsidiary or associate or joint venture and hence reporting on clause 3(ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) The Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) According to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under section 143(12) of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and upto the date of this report.

(c) 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 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Act, where applicable, for all

transactions with the related parties and the details of related party transactions have been disclosed in the financial statements, etc. as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 31, 2024.

(xv) According to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence, provisions of section 192 of the Act are not applicable.

(xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are applicable to the Company and we report that the Company has registered as required.

(b) The Company has conducted Non-Banking Financial activities obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. The company is Non-Systemically Important Non-Deposit taking non-banking financing company (NBFC) registered with Reserve Bank of India ("RBI") with Registration no. 01.00242.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(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 of the Company. Hence, reporting under clause 3(xviii) of the Order is not applicable.

(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, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the 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) Corporate Social Responsibility (CSR) clause as per Companies Act, 2013 is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable.

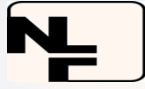
(xxi) According to the information and explanations given to us, the Company does not have subsidiary, associate and joint venture. Accordingly, reporting under clause 3(xxi) of the Order is not applicable.

For Paresh Thothawala & Co.
Chartered Accountants
Firm Registration No: 114777W

Paresh K Thothawala
Partner
Membership No: 048435

UDIN: 24048435BKAOZD9844

Place: Ahmedabad
Date: 01-05-2024



"ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Nalin Lease Finance Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 with reference to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and, both

issued by the Institute of Chartered Accountants of India. 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 with reference to these standalone Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements.

Meaning of internal financial controls over financial reporting with reference to these Standalone Ind AS financial statements

A Company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to these standalone Ind AS



financial statements includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and Directors of the Company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements to future periods are

subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

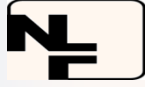
In our opinion, the Company has, in all material respects, an adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Paresh Thothawala & Co.
Chartered Accountants
Firm Registration No: 114777W

Paresh K Thothawala
Partner
Membership No: 048435

UDIN: 24048435BKAOZD9844

Place: Ahmedabad
Date: 01-05-2024



NALIN LEASE FINANCE LIMITED
CIN:L65910GJ1990PLC014516
BALANCE SHEET AS AT 31ST MARCH, 2024

(` in thousands)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
Assets			
1. Financial Assets			
(a) Cash and Cash Equivalents	4	3,037.45	9,310.08
(b) Bank Balance other than (a) above	5	130.22	180.22
(c) Investments	6	98,690.83	45,716.68
(d) Loans	7	2,40,538.32	2,24,950.48
(e) Other Financial Assets	8	176.83	3,218.35
2. Non Financial Assets			
(a) Inventories	9	525.00	689.30
(b) Current Tax Assets (Net)		10,409.62	7,460.52
(c) Deferred Tax Assets (Net)	10	-	163.39
(d) Right of Use Asset	11	6,373.82	-
(e) Property, Plant & Equipment	12	9,705.80	9,738.81
(f) Capital Work-in-progress	12	-	926.74
(g) Other Non Financial Assets	13	2,812.41	870.07
Total Assets		3,72,400.30	3,03,224.65
Liabilities and Equity			
Liabilities			
1. Financial Liabilities			
(a) Trade Payables			
Total outstanding dues to micro enterprises and small enterprises		-	-
Total outstanding dues to creditors other than micro enterprises and small enterprises		-	-
(b) Borrowings (Other than debt securities)	14	36,617.68	15,422.55
(c) Lease Liabilities	15	6,523.19	-
(d) Other financial Liabilities	16	1,054.12	1,006.38
2. Non-financial Liabilities			
(a) Current Tax Liabilities (net)		10,995.66	9,930.89
(b) Deferred Tax Liabilities (Net)	10	1,849.01	-
(c) Provisions	17	27.00	28.70
3. Equity			
(a) Equity Share Capital	18	65,581.80	65,581.80
(b) Other Equity	19	2,49,751.84	2,11,254.33
Total Liabilities and Equity		3,72,400.30	3,03,224.65
Statement of Significant Accounting Policies	1 to 3		
See accompanying notes forming part of the financial statements	4 to 57		

In terms of our report of even date attached

For Paresh Thothawala & Co.

Chartered Accountants

Firm Registration No: 114777W

(S.N.PARIKH)

Company Secretary

Paresh K Thothawala

Partner

Membership No. 048435

(N.K.PATEL)

Chief Financial Officer

UDIN: 24048435BKAOZD9844

Date: 01-05-2024

Place: Ahmedabad

For and on behalf of board of Directors of Nalin Lease Finance Limited

D.N.Gandhi Managing Director(Din: 00339595)

H.D.Gandhi - Whole time Director(Din: 03120638)

P.D.Gandhi - Whole time Director (Din: 00339639)

Date: 01-05-2024

Place: Himantnagar



<u>NALIN LEASE FINANCE LIMITED</u> <u>CIN:L65910GJ1990PLC014516</u>			
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2024			
(` in thousands)			
Particulars	Note No.	Year Ended March 31, 2024	Year Ended March 31, 2023
Revenue from operations	20		
(i) Interest Income		55,389.08	53,134.97
(ii) Other revenue from operations		4,048.80	4,660.35
(iii) Net Gain/Loss on Fair Value Changes		7,237.37	(164.09)
(I) Total revenue from operations		66,675.26	57,631.23
(II) Other income	21	10,642.45	1,833.44
(III) Total Income (I+II)		77,317.71	59,464.68
Expenses			
(i) Finance Cost	22	4,252.79	766.47
(ii) Impairment on financial instruments	23	2,566.23	369.42
(iii) Employee Benefits Expenses	24	9,131.15	8,385.14
(iv) Depreciation, amortization and impairment	12	1,664.99	1,464.92
(v) Other expenses	25	7,993.51	8,506.87
(IV) Total expenses		25,608.68	19,492.81
(V) Profit before tax (III-IV)		51,709.03	39,971.86
(VI) Tax expense:			
Current tax		10,995.66	9,930.89
Deferred tax		2,012.40	66.35
Provision for taxes related to earlier periods		203.46	49.03
Total tax expenses	10	13,211.52	10,046.27
(VII) Profit for the period (V-VI)		38,497.51	29,925.59
(VIII) Other Comprehensive Income		-	-
(IX) Total Comprehensive Income for the year (VII+VIII)		38,497.51	29,925.59
(X) Earnings per equity share			
Basic	26	5.87	4.56
Diluted		5.87	4.56
Statement of Significant Accounting Policies	1 to 3		
See accompanying notes forming part of the financial statements	4 to 57		

In terms of our report of even date attached

For Paresh Thothawala & Co.
Chartered Accountants

Firm Registration No: 114777W

Paresh K Thothawala
Partner

Membership No. 048435

UDIN: 24048435BKAOZD9844

Date: 01-05-2024

Place: Ahmedabad

(S.N.PARIKH)

Company Secretary

(N.K.PATEL)

Chief Financial Officer

For and on behalf of board of Directors of
Nalin Lease Finance Limited

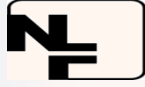
D.N.Gandhi Managing Director(Din: 00339595)

H.D.Gandhi – Whole time Director(Din: 03120638)

P.D.Gandhi – Whole time Director (Din: 00339639)

Date: 01-05-2024

Place: Himantnagar



NALIN LEASE FINANCE LIMITED
CIN:L65910GJ1990PLC014516
STATEMENT OF CHANGE IN EQUITY

A. EQUITY SHARE CAPITAL (₹ in thousands)

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Balance at the beginning of the year	65,581.80	65,581.80
Change in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the year	65,581.80	65,581.80
Changes in equity share capital during the year [refer note no. 18.3]	-	-
Balance at the end of the year	65,581.80	65,581.80

B. OTHER EQUITY

For the year ended March 31, 2024 (₹ in thousands)

Particular	Note No.	Reserves and surplus				
		Securities Premium	Retained earnings	Statutory Reserve	General Reserve	Total Other equity
Balance as at April 1, 2023	19	20,798.90	54,999.17	42,314.28	93,141.98	2,11,254.33
Changes in accounting policy or prior period errors		-	-	-	-	-
Restated balance as at April 1, 2023		20,798.90	54,999.17	42,314.28	93,141.98	2,11,254.33
Profit after tax			38,497.51			38,497.51
Transfer to Statutory reserve from retained earnings			(7,699.50)	7,699.50		-
Transfer to General Reserve			(7,500.00)		7,500.00	-
Balance as at March 31, 2024	19	20,798.90	78,297.18	50,013.79	1,00,641.98	2,49,751.84

For the year ended March 31, 2023 (₹ in thousands)

Particular	Note No.	Reserves and surplus				
		Securities Premium	Retained earnings	Statutory Reserve	General Reserve	Total Other equity
Balance as at April 1, 2022	19	20,798.90	38,558.70	36,329.16	85,641.98	1,81,328.74
Changes in accounting policy or prior period errors		-	-	-	-	-
Restated balance as at April 1, 2022		20,798.90	38,558.70	36,329.16	85,641.98	1,81,328.74
Profit after tax			29,925.59			29,925.59
Transfer to Statutory reserve from retained earnings			(5,985.12)	5,985.12		-
Transfer to General Reserve			(7,500.00)		7,500.00	-
Balance as at March 31, 2023	19	20,798.90	54,999.17	42,314.28	93,141.98	2,11,254.33

In terms of our report of even date attached

For Paresh Thothawala & Co.
Chartered Accountants

Firm Registration No: 114777W

(S.N.PARIKH)

Company Secretary

Paresh K Thothawala
Partner

Membership No. 048435

(N.K.PATEL)

Chief Financial Officer

UDIN: 24048435BKAOZD9844

Date: 01-05-2024

Place: Ahmedabad

For and on behalf of board of Directors of
Nalin Lease Finance Limited

D.N.Gandhi Managing Director(Din: 00339595)

H.D.Gandhi – Whole time Director(Din: 03120638)

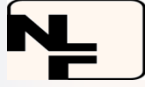
P.D.Gandhi – Whole time Director (Din: 00339639)

Date: 01-05-2024

Place: Himantnagar



<u>NALIN LEASE FINANCE LIMITED</u>		
<u>CIN:L65910GJ1990PLC014516</u>		
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2024		
(Pursuant to the Listing Agreement with Stock Exchange)		
(` in thousands)		
Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
A CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	51,709.03	39,971.86
Adjustments for :		
Depreciation and amortisation	1,664.99	1,464.92
Interest income	(55,389.08)	(53,134.97)
Dividend Income	(31.40)	-
Finance cost	3,894.22	766.47
Lease Interest cost	358.56	-
Impairment on financial instruments	272.09	(106.98)
Gain/Loss on Fair Value Changes	(7,237.37)	164.09
Bad Debts & Written off	473.05	476.40
Gain/Loss on Sale of Shares & Securities	(1,377.41)	-
Operating profit before working capital changes	(5,663.31)	(10,398.21)
Adjustment for Changes in Working Capital:		
(Increase) / decrease in loans	(16,332.99)	6,392.45
(Increase) / decrease in other bank balances	50.00	(100.00)
(Increase) / Decrease in inventories	164.30	259.78
(Increase) / Decrease in financial assets	3,041.52	(3,199.34)
(Increase) / Decrease in other non financial assets	(1,942.34)	(500.70)
(Increase) / Decrease in right of use asset	(6,373.82)	-
Increase / (Decrease) in financial liabilities	47.74	124.77
Increase / (Decrease) in provisions	(1.70)	(2.30)
Cash generated from operations	(27,010.60)	(7,423.55)
Interest income received	55,389.08	53,134.97
Finance cost paid	(3,894.22)	(766.47)
Income tax paid (net)	(13,083.46)	(8,425.50)
Net cash generated from operating activities (A)	11,400.80	36,519.46
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(705.24)	(6,961.22)
Dividend Income	31.40	-
Purchase of Investment	(44,359.36)	(35,730.78)
Net cash used in investing activities (B)	(45,033.20)	(42,691.99)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds of Borrowings other than debt securities	21,906.06	11,191.06
Repayment of Borrowings other than debt securities	(710.93)	(260.30)
(Payment) / Proceeds of Lease Liabilities (Including interest)	6,164.63	-
Net cash generated from financing activities (C)	27,359.76	10,930.76
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(6,272.64)	4,758.23
Cash and cash equivalent at the beginning of the year	9,310.08	4,551.86
Cash and cash equivalent at the end of the year	3,037.45	9,310.08
# The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'.		
# Components of cash and cash equivalents are disclosed in note no. 4.		
# Change in liabilities arising from financing activities		



NALIN LEASE FINANCE LIMITED
33RD ANNUAL REPORT

Particulars	(` in thousands)	
	As at	
	31/03/2024	31/03/2023
Opening Balance of Financial Liabilities	15,422.55	4,491.79
Cash Flow	27,359.76	10,930.76
Non-cash changes*	358.56	-
Total Liabilities from Financial Liabilities	43,140.88	15,422.55

* Non-cash changes represents the effect of amortization of transaction cost.

**In terms of our report of even
date attached**

**For Paresh Thothawala & Co.
Chartered Accountants**

Firm Registration No: 114777W

**Paresh K Thothawala
Partner**

Membership No. 048435

UDIN: 24048435BKAQZD9844

Date: 01-05-2024

Place: Ahmedabad

(S.N.PARIKH)

Company Secretary

(N.K.PATEL)

Chief Financial
Officer

**For and on behalf of board of Directors of
Nalin Lease Finance Limited**

D.N.Gandhi Managing Director(Din: 00339595)

H.D.Gandhi – Whole time Director(Din: 03120638)

P.D.Gandhi – Whole time Director (Din: 00339639)

Date: 01-05-2024

Place: Himantnagar



**NOTES FORMING PART OF THE
FINANCIAL STATEMENT FOR THE
PERIOD ENDED ON MARCH 31,
2024**

Note 1: Corporate Information:

Nalin Lease Finance Limited ('NLFL' or 'the company') was incorporated on October 11, 1990 in Himatnagar, Gujarat. The company is Non-Systemically Important Non-Deposit taking non-banking financing company (NBFC) registered with Reserve Bank of India ("RBI") with Registration no. 01.00242. The company provides a wide range of fund based services including gold loans, vehicle loans, business loans etc. The audited financial statements were subject to review and recommendation of Audit Committee and approval of Board of Directors. On 01 May 2024, Board of Directors of the Company approved and recommended the audited financial statements for consideration and adoption by the shareholders in its Annual General Meeting.

Note 2 : Basis of preparation and presentation

2.1 : Statement of Compliance:

The financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 read with sub-section (1) of section 210A of the Companies Act, 2013 along with other relevant provisions of the Act, and the Master Direction - Non-Banking Financial Companies - Non-Deposit taking company (Reserve Bank) Directions, 2016 ("the NBFC Master Directions") issued by RBI. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations require a different treatment.

2.2 : Basis of preparation:

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period.

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at reporting date

Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the valuation of assets or liabilities

2.3 : Presentation of financial statements::

The financial statement of the company are prepared and presented as per Schedule III (Division III) of the Companies Act, 2013 ("the Act") applicable for Non-Banking Finance Companies ("NBFC"), as notified by the MCA. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The Company classifies its assets and liabilities as financial and non-financial and presents them in the order of liquidity. An analysis regarding expected recovery or settlement within 12 months after the reporting date and more than 12 months after the reporting date is presented in notes to the financial statements. Financial assets and financial liabilities are generally reported on a gross basis except when, there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in the following circumstances:



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

The financial statements are presented in Indian Rupees (INR) which is also its functional currency and all values are rounded to the nearest thousands, except when otherwise indicated.

Critical accounting estimates and judgments

The preparation of the Company's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those based on Management's estimates. Accounting estimates and judgments are used in various line items in the financial statements for e.g.:

- # Business model assessment [Refer note no. 3.4(i)(a)]
- # Fair value of financial instruments [Refer note no. 3.14, and 28]
- # Effective interest rate (EIR) [Refer note no. 3.1(i)]
- # Impairment of financial assets [Refer note no. 3.4(i), and 27]
- # Provisions and contingent liabilities [Refer note no. 3.10 and 35]
- # Provision for tax expenses [Refer note no. 3.6]
- # Residual value, useful life and indicators of impairment and recoverable value of property, plant and equipment [Refer note no. 3.7 and 3.9]

Note 3 : Summary of significant accounting policies:

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 : Revenue recognition:

i) Interest Income

The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

The Company recognises interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. In case of credit-impaired financial assets [as set out in note no. 3.4(i)] regarded as 'stage 3', the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired [as outlined in note no. 3.4(i)], the Company reverts to calculating interest income on a gross basis.

Delayed payment interest (penal interest) levied on customers for delay in repayments/non payment of contractual cashflows is recognised on realisation.

ii) Dividend income

Dividend income on equity shares is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

iii) Other revenue from operations

The Company recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial Instruments' is applicable) based on a comprehensive assessment model as set out in Ind AS 115 'Revenue from contracts with customers'. The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory



completion of performance obligations. Revenue is measured at fair value of the consideration received or receivable.

(a) Fees and commission

The Company recognises service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery.

Fees on value added services and products are recognised on rendering of services and products to the customer.

Distribution income is earned by selling of services and products of other entities under distribution arrangements. The income so earned is recognised on successful sales on behalf of other entities subject to there being no significant uncertainty of its recovery.

Foreclosure charges are collected from loan customers for early payment/closure of loan and are recognised on realisation.

Late Fees charges are collected from loan customers for late payment of loan instalment and are recognised on realisation.

Cheque return charges are collected from loan customers for cheque return of loan instalment and are recognised on realisation.

Postage charges are collected from loan customers for postage and courier expenses and recognised on realisation.

(b) Sale of services

The Company, on de-recognition of financial assets where a right to service the derecognised financial assets for a fee is retained, recognises the fair value of future service fee income over service obligations cost on net basis as service fee income in the statement of profit or loss and, correspondingly creates a service asset in Balance Sheet. Any subsequent increase in the fair value of service assets is recognised as service income and any decrease is recognised as an expense in the period in which it occurs. The embedded interest component in the service asset is recognised as interest income in line with Ind AS 109 'Financial instruments'.

Other revenues on sale of services are recognised as per Ind AS 115 'Revenue From Contracts with Customers' as articulated above in 'other revenue from operations'.

(c) Recoveries of financial assets written off

The Company recognises income on recoveries of financial assets written off on realisation or when the right to receive the same without any uncertainties of recovery is established.

iv) Taxes

Incomes are recognised net of the Goods and Services Tax, wherever applicable.

3.2 : Expenditures:

(i) Finance costs

Borrowing costs on financial liabilities are recognised using the EIR [refer note no. 3.1(i)].

(ii) Fees and commission expenses

Fees and commission expenses which are not directly linked to the sourcing of financial assets, such as commission/incentive incurred on value added services and products distribution, recovery charges and fees payable for management of portfolio etc., are recognised in the Statement of Profit and Loss on an accrual basis.

(iii) Taxes

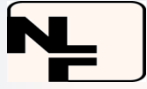
Expenses are recognised net of the Goods and Services Tax except where credit for the input tax is not statutorily permitted.

3.3 : Cash and cash equivalents:

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.4 : Financial instruments:

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries,



debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments.

All the financial instruments are recognised on the date when the Company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Company recognises the financial instruments on settlement date.

(i) Financial assets

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity and debt instruments, trade receivables and cash and cash equivalents.

Initial measurement

All financial assets are recognised initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at FVTPL where the transaction costs are charged to profit or loss.

Subsequent measurement

The Company classifies its financial assets into various measurement categories. The classification depends on the contractual terms of the financial assets' cash flows and the Company's business model for managing financial assets.

a) Financial assets measured at amortised cost

A financial asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

To make the SPPI assessment, the Company applies judgment and considers relevant factors such as the nature of portfolio, and the period for which the interest rate is set.

The Company determines its business model at the level that best reflects how it manages

groups of financial assets to achieve its business objective. The Company's business model is not assessed on an instrument by instrument basis, but at a higher level of aggregated portfolios. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated financial assets going forward.

The business model of the Company for assets subsequently measured at amortised cost category is to hold and collect contractual cash flows. However, considering the economic viability of carrying the delinquent portfolios on the books of the Company, it may enter into immaterial and/or infrequent transactions to sell these portfolios to banks and/or asset reconstruction companies without affecting the business model of the Company.

After initial measurement, such financial assets are subsequently measured at amortised cost on effective interest rate (EIR). For further details, refer note no. 3.1(i). The expected credit loss (ECL) calculation for debt instruments at amortised cost is explained in subsequent notes in this section.

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

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets measured at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Derecognition

The Company derecognizes a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive



contractual cash flows from the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' model (ECL), for evaluating impairment of financial assets other than those measured at Fair value through profit and loss.

Overview of the Expected Credit Loss (ECL) model

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

At an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

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

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

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

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

Based on the above process, the Company categorises its loans into three stages as described below:

For non-impaired financial assets

Stage 1 is comprised of all non-impaired financial assets which have not experienced a significant increase in credit risk (SICR) since initial recognition. A 12-month ECL provision is made for stage 1 financial assets. In assessing whether credit risk has increased significantly, the Company compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition.

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

For impaired financial assets:

Financial assets are classified as stage 3 when there is objective evidence of impairment as a result of one or more loss events that have occurred after initial recognition with a negative impact on the estimated future cash flows of a loan or a portfolio of loans. The Company recognises lifetime ECL for impaired financial assets.

The Company recognises a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether:

Contractual payments of either principal or interest are past due for more than 180 days;

The loan is otherwise considered to be in default.

Restructured loans, where repayment terms are renegotiated as compared to the original contracted terms due to significant credit distress of the borrower, are classified as credit impaired. Such loans continue to be in stage 3 until they exhibit regular payment of renegotiated principal and interest over a minimum observation period, typically 12 months– post renegotiation, and there are no other indicators of impairment. Having



satisfied the conditions of timely payment over the observation period these loans could be transferred to stage 1 or 2 and a fresh assessment of the risk of default be done for such loans.

Interest income is recognised by applying the EIR to the net amortised cost amount i.e. gross carrying amount less ECL allowance.

The Company recognises loss allowance for ECLs on Loans and advances to customers as per Income recognition, Asset Classification and Provisioning (IRACP) norms notified by RBI.

A more detailed description of the methodology used for ECL is covered in the 'credit risk' section of note no. 27.

Estimation of Expected Credit Loss

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

Probability of Default (PD) - The Probability of Default is an estimate of the likelihood of default over a given time horizon. The Company uses historical information where available to determine PD. Considering the different products and schemes, the Company has bifurcated its loan portfolio into various pools. For certain pools where historical information is available, the PD is calculated considering fresh slippage of past years. For those pools where historical information is not available, the PD/ default rates as stated by external reporting agencies is considered.

Exposure at Default (EAD) - The Exposure at Default is an estimate of the exposure at a future default date, considering expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.

Loss Given Default (LGD) - The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from

the realisation of any collateral.

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, if any, are embedded in the methodology to reflect such macro-economic trends reasonably.

To mitigate its credit risks on financial assets, the Company seeks to use collateral, where possible. The collateral comes in various forms, such as cash, securities, letters of credit/guarantees, vehicles, etc. However, the fair value of collateral affects the calculation of ECL. The collateral is majorly the property for which the loan is given. The fair value of the same is based on data provided by third party or management judgements.

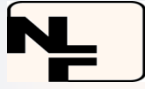
Loans are written off (either partially or in full) when there is no realistic prospect of recovery. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the statement of profit and loss.

(ii) Financial liabilities

Financial liabilities include liabilities that represent a contractual obligation to deliver cash or another financial assets to another entity, or a contract that may or will be settled in the entities own equity instruments. Few examples of financial liabilities are trade payables, debt securities and other borrowings.

Initial measurement

All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable



transaction costs. The Company's financial liabilities include trade payables, other payables, and other borrowings.

Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the EIR [Refer note no. 3.1(i)]. Any gains or losses arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

Derecognition

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 de-recognition 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.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet only if there is an enforceable legal right to offset the recognised amounts with an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

3.5 : Investments in Subsidiaries, Associates and Joint Ventures:

Investment in subsidiaries is recognised at cost and are not adjusted to fair value at the end of each reporting period as allowed by Ind AS 27 'Separate financial statement'. Cost of investment represents amount paid for acquisition of the said investment and a proportionate recognition of the fair value of shares granted to employees of subsidiary under a group share based payment arrangement.

The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides

for impairment, if any i.e. the deficit in the recoverable value over cost.

Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the changes in fair value through other comprehensive income (FVOCI).

3.6 : Taxes:

(i) Current tax

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

Current tax relating to items recognised outside profit or loss is recognised in correlation to the underlying transaction either in OCI or directly in other equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is provided using the Balance Sheet approach 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 liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences 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, if any, are reassessed 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 either in OCI or in other 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.

3.7 : Property, plant and equipment:

Property, plant and equipment are carried at historical cost of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, Plant and Equipment'. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Advances paid towards the acquisition of fixed assets, outstanding at each reporting date are shown under other non-financial assets. The cost of property, plant and equipment not ready for its intended use at each reporting date are disclosed as capital work-in-progress.

Subsequent expenditure related to the asset are added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of

performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Depreciation

Depreciation on Property, Plant and Equipment is calculated using Straight line method (SLM) to write down the cost of property and equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013.

Nature of Assets	Useful life in years
Computer Equipment	3
Office Equipment*	3
Buildings	60
Furniture & Fixtures	10
Vehicles	8
Electrical installations	10

*The company has estimated useful life which is different from schedule II useful life based on technical advice obtained by the management.

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. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

3.8 : Intangible assets and amortisation thereof :

Intangible assets, representing softwares are initially recognised at cost and subsequently carried at cost less accumulated amortisation



and accumulated impairment. The intangible assets are amortised using the straight line method over a period of five years, which is the Management's estimate of its useful life. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.9 : Impairment of non-financial assets:

An assessment is done at each Balance Sheet date to ascertain whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

3.10 : Provisions and contingent liabilities:

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.11 : Foreign currency translation:

The Company's financial statements are presented in Indian Rupee, which is also the Company's functional currency.

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are re-translated using the exchange rate prevailing at the reporting date. Nonmonetary

items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Exchange differences

All exchange differences are accounted in the Statement of Profit and Loss.

3.12 : Retirement and other employee benefits:

(i) Short term employee benefits: Employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

(ii) Post-employment benefits: (a) Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/ payable under the schemes is recognised during the period in which the employee renders the related service.

The Company has adopted the policy of accounting for retirement & other employee benefits on actual payment basis. As explained by the Company, PF & ESIC is not applicable to the Company.

3.13 : Leases:

With effect from 1 April 2019, the Company has applied Ind AS 116 'Leases' for all long term and material lease contracts covered by the Ind AS. The Company has adopted modified retrospective approach as stated in Ind AS 116 for all applicable leases on the date of adoption.

Measurement of Lease Liability

At the time of initial recognition, the Company measures lease liability as present value of all lease payments discounted using the Company's incremental cost of borrowing and directly attributable costs. Subsequently, the lease liability is –



- (i) increased by interest on lease liability;
- (ii) reduced by lease payments made; and
- (iii) remeasured to reflect any reassessment or lease modifications specified in Ind AS 116 'Leases', or to reflect revised fixed lease payments.

Measurement of Right-of-use assets

At the time of initial recognition, the Company measures 'Right-of-use assets' as present value of all lease payments discounted using the Company's incremental cost of borrowing w.r.t said lease contract. Subsequently, 'Right-of-use assets' is measured using cost model i.e. at cost less any accumulated depreciation and any accumulated impairment losses adjusted for any remeasurement of the lease liability specified in Ind AS 116 'Leases'.

Depreciation on 'Right-of-use assets' is provided on straight line basis over the lease period.

3.14 : Fair value measurement:

The Company measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of 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 in the accessible principal market or the most advantageous accessible market as applicable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is 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 into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole. For a detailed information on the fair

value hierarchy, refer note no. 28.

For assets and liabilities that are fair valued 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.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

3.15 : Statement of cash flows:

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- (i) changes during the period in operating receivables and payables transactions of a non-cash nature
- (ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and
- (iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

3.16 : Earnings per share:

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.



3.17 : Operating cycle for current and non-current classification:

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.18 : Segments:

The Company is engaged primarily on the business of "Financing" only, taking into account the risks and returns, the organization structure and the internal reporting systems, in India. All other activities of the Company revolve around the main business. This in the context of Ind AS 108 – Operating Segments reporting is considered to constitute one reportable segment.

3.19 : Recent pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment

is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no significant impact on its standalone financial statements.

Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no significant impact on its standalone financial statement.

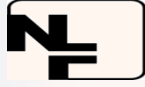


Note 4: Cash and cash equivalents (` in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
Cash on hand	1,053.13	855.48
Balance with banks in current accounts	1,984.31	8,454.61
	3,037.45	9,310.08
Note 5: Bank balance other than note 4 above (` in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
<u>Fixed deposits with bank</u>		
Maturing after period of three months	50.00	100.00
<u>Balance in other escrow accounts</u>		
Unpaid (Unclaimed) Dividend Account	80.22	80.22
	130.22	180.22
Note 6: Investments (` in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
Investments in Mutual Funds- Fair Value through P&L	39,544.28	3,065.41
Investments in Debt Securities- Fair Value through P&L	24,881.19	9,885.68
Investments in Debt Securities- At amortised cost	32,482.84	29,852.53
Investments in Equity instruments- Fair Value through P&L	1,782.53	2,913.07
	98,690.83	45,716.68
<i>i) Investments outside India</i>	-	-
<i>ii) Investments in India</i>	98,690.83	45,716.68
	98,690.83	45,716.68
	98,690.83	45,716.68



Note 7: Loans		(` in thousands)	
Particulars	As at		
	31/03/2024	31/03/2023	
	At amortised	At amortised	
	cost	cost	
A) Secured			
i) Vehicle Loan	90,431.83	89,706.63	
ii) Gold Loan	1,52,211.40	1,30,423.25	
Total (A) Gross	2,42,643.24	2,20,129.89	
Less: Impairment loss allowance	2,707.20	2,299.29	
Total (A) - Net	2,39,936.04	2,17,830.60	
B) Unsecured			
i) Business & Education Loan	603.80	7,260.55	
Total (B) Gross	603.80	7,260.55	
Less: Impairment loss allowance	1.51	140.68	
Total (B) - Net	602.29	7,119.87	
Total (A+B) - Net	2,40,538.32	2,24,950.48	
C) Out of above			
I) Loans in India			
i) Public sectors	-	-	
ii) Others	2,43,247.03	2,27,390.44	
II) Loans outside India	-	-	
Total (C) Gross	2,43,247.03	2,27,390.44	
Less: Impairment loss allowance	2,708.71	2,439.96	
Total (C) - Net	2,40,538.32	2,24,950.48	
	2,40,538.32	2,24,950.48	

Category of Loans		(` in thousands)	
Particulars	As at		
	31/03/2024	31/03/2023	
	At amortised	At amortised	
	cost	cost	
A) Loans repayable on demand			
i) Gold Loan	1,52,211.40	1,30,423.25	
ii) Business & Education Loan	603.80	7,260.55	
Total (A) Gross	1,52,815.20	1,37,683.81	
Less: Impairment loss allowance	2,421.66	1,874.54	
Total (A) - Net	1,50,393.54	1,35,809.26	
B) Term Loans			
i) Vehicle Loan	90,431.83	89,706.63	
Total (B) Gross	90,431.83	89,706.63	
Less: Impairment loss allowance	287.05	499.01	
Total (B) - Net	90,144.78	89,207.63	
Total (A+B) - Net	2,40,538.32	2,25,016.89	
	2,40,538.32	2,25,016.89	



Note 8: Other Financial assets (` in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
Security Deposits	-	19.02
Interest accrued on fixed deposits with banks and investment in debt securities	176.83	32.25
Advances to dealer	-	3,000.00
Other Finance Assets	-	167.09
	176.83	3,218.35
Note 9: Inventories (` in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
Sp. Adhesive Stamp	512.00	672.00
Stationery Stock	13.00	17.30
	525.00	689.30
Note 10: Deferred Tax Assets / (liabilities) (Net)		
Reconciliation of tax expenses and profit before tax multiplied by corporate tax rate (` in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
Accounting Profit Before Tax	51,709.03	39,971.86
Applicable tax rate	25.17%	25.17%
Computed tax expense	13,014.13	10,060.12
Tax effect of:		
Short / (Excess) provision for tax relating to prior years	203.46	49.03
Others	(6.07)	(62.88)
Tax expenses recognised in the statement of profit and loss	13,211.52	10,046.27
Effective tax rate	25.55%	25.13%
Deferred tax assets/(Liabilities) (net) recorded in Balance Sheet (` in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
Deferred tax to the following:		
Deferred tax assets		
Disallowance u/s 37 of the Income Tax Act, 1961	(66.84)	(66.84)
Fairvalue of Investment	(1,821.50)	41.30
Impairment on financial instruments	(458.33)	-
Financial instruments measured at EIR	(90.24)	-
Depreciation and amortisation	76.93	188.93
Gross deferred tax assets (a)	(2,359.99)	163.39
Deferred tax liabilities		
Other temporary differences	510.98	-
Gross deferred tax liabilities (b)	510.98	-
Deferred tax assets/(liabilities), net (a-b)	(1,849.01)	163.39
	(1,849.01)	163.39



Changes in deferred tax assets/(Liabilities) recorded in profit or loss (₹ in thousands)		
Particulars	Year ended	
	31/03/2024	31/03/2023
Deferred tax relates to the following:		
Disallowance u/s 37 of the Income Tax Act, 1961	-	-
Fairvalue of Investment	(1,862.80)	41.30
Impairment on financial instruments	(458.33)	-
Financial instruments measured at EIR	(90.24)	-
Depreciation and amortisation	(112.00)	(107.65)
Other temporary differences	510.98	-
	(2,012.40)	(66.35)
Note 11: Right of Use Asset (₹ in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
Gross carrying amount (Office building)		
Opening gross carrying amount	-	-
Add: Additions	8,194.91	-
Less: Disposals / Adjustments	-	-
Closing gross carrying amount (A)	8,194.91	-
Accumulated depreciation		
Opening accumulated depreciation	-	-
Add: Depreciation and impairment	1,821.09	-
Less: Disposals / Adjustments	-	-
Closing accumulated depreciation (B)	1,821.09	-
Net carrying amount (A-B)	6,373.82	-
	6,373.82	-
Note 13: Other Non-financial Assets (₹ in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
Balances with Government Authorities	37.42	422.08
Prepaid Expenses	2,755.87	410.12
Other Receivables	19.12	37.87
	2,812.41	870.07
Note 14: Borrowings (Other than debt securities) (₹ in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
	At amortised cost	At amortised cost
a) Loans repayable on demand		
i) from banks		
Over Draft* (Secured by Fixed Deposit)	-	72.91
ii) from financial institutions		
Vehicle Term Loan* (Secured by Vehicle)	4,317.68	4,955.70
Over Draft* (Secured by Company's Mutual Funds Investment)	9,900.00	8,043.94
ii) from related party		
Loan from Directors and Relatives (Unsecured)	22,400.00	2,350.00
Total (A)	36,617.68	15,422.55
Borrowings in India	36,617.68	15,422.55
Borrowings outside India	-	-
Total (B)	36,617.68	15,422.55
	36,617.68	15,422.55

* Note: Over draft facility from Bajaj Finance Ltd are secured by Mutual fund investment of the Company. The Tenure of the Loan is 36 Months. Bajaj Finance Ltd shall review the Facility account at the end of every 12 months from date of first disbursement and shall be entitled to revise any of the terms of sanction. In the event, Borrower is not acceptable to the revised sanction terms, Borrower shall have the right to prepay the Facility without any Prepayment Charges. * Note: Vehicle Term loan from BMW Financial Services Pvt Ltd is secured by hypothecation of vehicle as collateral security. Co-borrower of the vehicle term loan is Mr. Harsh Dilipkumar Gandhi (director). The duration of Loan is 36 Months. The Company has not defaulted in repayment of principal and interest to its lenders.



a) Term Loans (Vehicle Loan facility from financial institutions)			
(` in thousands)			
Terms of repayment			
Particulars	Rate of Interest	As at	
		31/03/2024	31/03/2023
Secured by hypothecation of Motor vehicle with repayable in 36 monthly Installment.	10.75%	4,317.68	4,955.70
b) Loans repayable on demand (Over Draft Facility from financial institutions)			
(` in thousands)			
Terms of repayment			
Particulars	Rate of Interest	As at	
		31/03/2024	31/03/2023
Secured by Company's mutual funds	10.5%* (RBI repo rate + 4.00% Spread*) Currently, RBI repo rate: 6.5 %.	9,900.00	8,043.94
c) Unsecured Loans repayable on demand (Loan from Directors and Relatives)			
(` in thousands)			
Terms of repayment			
Particulars	Rate of Interest	As at	
		31/03/2024	31/03/2023
Unsecured Loan from directors	11.00%	22,400.00	2,350.00
Note 15: Lease Liabilities			
(` in thousands)			
Particulars	As at		
	31/03/2024	31/03/2023	
Opening balance of Lease Liabilities	-	-	
Add: Additions / Renewal during the year	8,194.91	-	
Less: Terminated / Withdrawal during the year	-	-	
Add: Interest Expense on Lease Liabilities	358.56	-	
Less: Payments of Lease Liabilities	2,030.28	-	
Closing balance of Lease Liabilities	6,523.19	-	
	6,523.19	-	

Note 16: Other Financial Liabilities		
(` in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
Unclaimed Dividend	80.22	80.22
Auction Surplus Refundable	717.69	650.92
Payable for Expenses	256.21	244.32
Other Financial Liabilities	-	30.92
	1,054.12	1,006.38

Note 17: Provisions		
(` in thousands)		
Particulars	As at	
	31/03/2024	31/03/2023
Opening balance of Provision	28.70	31.00
Add: Created during the year	27.00	28.70
Less: Used during the year	28.70	31.00
Closing balance of Provision	27.00	28.70
	27.00	28.70



Note 18: Equity Share Capital

18.1 The reconciliation of equity shares outstanding at the beginning and at the end of the period

(` in thousands)

Particulars	As at	
	31/03/2024	31/03/2023
Authorised Capital		
93,50,000 Equity shares of ` 10/- each	93,500.00	93,500.00
Issued & Subscribed and Paid up		
65,58,180 Equity shares of ` 10/- each	65,581.80	65,581.80
	65,581.80	65,581.80

18.2 Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ` 10/- per share. All these shares have the same rights and preferences with respect to the payment of dividend, repayment of capital and voting. The Company declares and pays dividends in Indian rupees. The interim dividend is declared and approved by Board of Directors. The final dividend proposed by the Board of Directors and is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the 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.

18.3 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

(` in thousands)

Particulars	In Numbers	Amount
As at 01 April, 2023	65,58,180	65,581.80
Share issued during the year	-	-
As at 31 March, 2024	65,58,180	65,581.80

Particulars	In Numbers	Amount
As at 01 April, 2022	65,58,180	65,581.80
Share issued during the year	-	-
As at 31 March, 2023	65,58,180	65,581.80

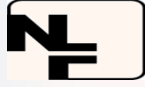
18.4 Details of Equity shareholders holding more than 5% shares in the company

Particulars	31/03/2024	31/03/2023
	No. of Shares held	
Dilipkumar Nalinkant Gandhi	28,40,970	28,40,970
Pallaviben Dilipkumar Gandhi	5,62,057	5,62,057
Harsh Dilipkumar Gandhi	9,72,632	9,72,632
	% holding in the class	
Dilipkumar Nalinkant Gandhi	43.32%	43.32%
Pallaviben Dilipkumar Gandhi	8.57%	8.57%
Harsh Dilipkumar Gandhi	14.83%	14.83%

18.5 Details of shareholding of Promoters

Equity Shares held by promoters at the end of the 31.03.2024				% change during the year
Sr No.	Promoter Name	No. of Share	% of total shares	
1	Dilipkumar Nalinkant Gandhi	28,40,970	43.32%	0.00%
2	Harsh Dilipkumar Gandhi	9,72,632	14.83%	0.00%
3	Pallaviben Dilipkumar Gandhi	5,62,057	8.57%	0.00%
4	Manali Harshkumar Gandhi	1,73,542	2.65%	0.00%
5	Falguniben Krishnakant Shah	24,500	0.37%	0.00%
6	Dilipkumar Nalinkant Gandhi HUF	56,560	0.86%	0.00%
7	Harsh Dilipkumar Gandhi HUF	28,476	0.43%	0.00%

Equity Shares held by promoters at the end of the 31.03.2023				% change during the year
Sr No.	Promoter Name	No. of Share	% of total shares	
1	Dilipkumar Nalinkant Gandhi	28,40,970	43.32%	0.00%
2	Harsh Dilipkumar Gandhi	9,72,632	14.83%	0.00%
3	Pallaviben Dilipkumar Gandhi	5,62,057	8.57%	0.00%
4	Manali Harshkumar Gandhi	1,73,542	2.65%	0.00%
5	Falguniben Krishnakant Shah	24,500	0.37%	0.00%
6	Dilipkumar Nalinkant Gandhi HUF	56,560	0.86%	0.45%
7	Harsh Dilipkumar Gandhi HUF	28,476	0.43%	0.22%



Note 19: Other Equity		(` in thousands)	
Particulars	As at		
	31/03/2024	31/03/2023	
(A) SECURITIES PREMIUM	20,798.90	20,798.90	
TOTAL (A)	20,798.90	20,798.90	
(B) GENERAL RESERVE			
Opening Balance	93,141.98	85,641.98	
Add: Profit transferred from Profit & Loss for the year	7,500.00	7,500.00	
TOTAL (B)	1,00,641.98	93,141.98	
(C) STATUTORY RESERVE (U/S 45 IC of RBI ACT)			
Opening Balance	42,314.28	36,329.16	
Add: Profit transferred from Profit & Loss for the year	7,699.50	5,985.12	
TOTAL (C)	50,013.79	42,314.28	
(D) RETAINED EARNINGS			
Opening Balance	54,999.17	38,558.70	
Add: Profit for the year	38,497.51	29,925.59	
Less: Transfer to General Reserve	7,500.00	7,500.00	
Less: Transfer to Compulsory Reserve	7,699.50	5,985.12	
TOTAL (D)	78,297.18	54,999.17	
TOTAL (A+B+C+D)	2,49,751.84	2,11,254.33	

19.1 Nature and purpose of reserve

Securities Premium

Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

Statutory Reserve (u/s 45 IC of RBI Act)

The Company created a reserve pursuant to section 45 IC the Reserve Bank of India Act, 1934 by transferring amount not less than twenty per cent of its net profit every year as disclosed in the Statement of Profit and Loss and before any dividend is declared.

General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of profit for the period at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Retained earnings

This Reserve represents the cumulative profits of the Company. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.



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Note 12: Property, Plant & Equipments and Capital work-in-progress

For the financial year 2023-24

(` in thousands)

Particulars	Gross Block				Accumulated Depreciation			Net Block		
	Balance as at 1 April 2023	Additions	Disposals	Balance as at 31 March 2024	Balance as at 1 April 2023	Depreciation charge for the year	Adjustments	Balance as at 31 March 2024	Balance as at 31 March 2024	Balance as at 31 March 2023
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Property, Plant & Equipments										
Air Conditioner	874.52	99.75	-	974.27	699.09	84.30	-	783.39	190.88	175.42
Furniture & Fixtures	2,155.84	66.14	-	2,221.99	1,765.44	155.96	-	1,921.40	300.59	390.40
Office Equipment	3,172.49	252.80	-	3,425.29	2,910.96	89.25	-	3,000.21	425.09	261.53
Computers*	2,022.87	286.55	-	2,309.42	1,813.57	138.64	-	1,952.21	357.21	209.30
Vehicles	9,584.53	-	-	9,584.53	882.37	1,138.16	-	2,020.54	7,563.99	8,702.16
Solar System	-	926.74	-	926.74	-	58.69	-	58.69	868.05	-
Grand Total	17,810.26	1,631.98	-	19,442.24	8,071.44	1,664.99	-	9,677.74	9,705.80	9,738.81
Capital work-in-progress	926.74	-	926.74	-	-	-	-	-	-	926.74

* Includes Server and networking

10.1 Capital work-in-progress (CWIP) aging schedule as at March 31, 2024 (` in thousands)

Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
Solar Power System	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

10.2 Capital work-in-progress (CWIP) completion schedule as at March 31, 2024 (` in thousands)

Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
Solar Power System	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-



NALIN LEASE FINANCE LIMITED
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For the financial year 2022-23

(` in thousands)

Particulars	Gross Block				Accumulated Depreciation			Net Block		
	Balance as at 1 April 2022	Additions	Disposals	Balance as at 31 March 2023	Balance as at 1 April 2022	Depreciation charge for the year	Adjustments	Balance as at 31 March 2023	Balance as at 31 March 2023	Balance as at 31 March 2022
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Property, Plant & Equipments										
Air Conditioner	874.52	-	-	874.52	620.32	78.77	(0.00)	699.09	175.42	254.20
Furniture & Fixtures	2,155.84	-	-	2,155.84	1,606.01	159.43	(0.00)	1,765.44	390.40	549.83
Office Equipment	3,105.43	67.06	-	3,172.49	2,764.10	146.86	(0.00)	2,910.96	261.53	341.34
Computers*	1,960.94	61.93	-	2,022.87	1,579.68	233.89	0.00	1,813.57	209.30	381.26
Vehicles	3,679.05	5,905.48	-	9,584.53	36.41	845.97	-	882.37	8,702.16	3,642.64
Grand Total	11,775.78	6,034.48	-	17,810.26	6,606.52	1,464.92	(0.00)	8,071.44	9,738.81	5,169.26
Capital work-in-progress	-	926.74	-	926.74	-	-	-	-	926.74	-

* Includes Server and networking

10.3 Capital work-in-progress (CWIP) aging schedule as at March 31, 2023

(` in thousands)

Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
Solar Power System	926.74	-	-	-	926.74
Projects temporarily suspended	-	-	-	-	-

10.4 Capital work-in-progress (CWIP) completion schedule as at March 31, 2023

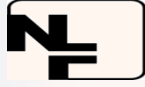
(` in thousands)

Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
Solar Power System	926.74	-	-	-	926.74
Projects temporarily suspended	-	-	-	-	-



Note 20: Revenue from Operations (` in thousands)		
Particulars	Year ended	
	31/03/2024	31/03/2023
Interest Income		
Interest Income on Vehicle Loan	26,646.04	24,347.92
Interest Income on Gold Loan	26,970.96	25,743.37
Interest received on Business & Other Loans	1,772.08	3,043.68
	55,389.08	53,134.97
Other Revenue from Operations		
Miscellaneous Charges and receipts	629.53	679.89
Late Fees Charges	1,991.89	2,150.61
Bad Debt recovered	1,427.38	1,829.85
	4,048.80	4,660.35
Net Gain/Loss on Fair Value Changes		
Net Gain/Loss on Fair Value Changes	7,237.37	(164.09)
	7,237.37	(164.09)
	66,675.26	57,631.23
Note 21: Other Income (` in thousands)		
Particulars	Year ended	
	31/03/2024	31/03/2023
Other Interest income	4,969.86	1,829.84
Interest on Income tax Refund	157.41	-
Income from Dividend	31.40	3.60
Net Gain/Loss on Sale of Shares & Securities	1,377.41	-
Commission Income from Finance Service	4,106.36	-
	10,642.45	1,833.44
Note 22: Finance Cost (` in thousands)		
Particulars	Year ended	
	31/03/2024	31/03/2023
On financial liabilities measured at amortised cost		
Bank Interest & Charges	1,345.02	135.87
Other Interest Cost	2,244.05	600.01
Loan Processing Charges	305.15	30.59
Lease Interest cost	358.56	-
	4,252.79	766.47

Note 23: Impairment on Financial Instruments (` in thousands)		
Particulars	Year ended	
	31/03/2024	31/03/2023
On financial instruments measured at amortised cost:		
Bad Debts & Written off	473.05	476.40
Loan Assets	272.09	(106.98)
Right of Use Asset	1,821.09	-
	2,566.23	369.42



Note 24: Employee Benefit Expense (₹ in thousands)		
Particulars	Year ended	
	31/03/2024	31/03/2023
Salary & Conveyance	3,214.50	2,831.50
Staff Welfare Expense	36.65	63.64
Director Remuneration	5,880.00	5,490.00
	9,131.15	8,385.14

Note 25: Other Expenses (₹ in thousands)		
Particulars	Year ended	
	31/03/2024	31/03/2023
Advertisement & Marketing Expense	215.36	493.16
Payment to auditors (Refer note below)	210.00	230.00
CIBIL Charges	131.29	136.90
Cash Back to Customer (against advance interest payment)	58.87	52.63
Computer & Software Expense	32.25	47.25
Demate Charges & Stock Exchange Listing Fee	515.46	455.93
Electricity Expense	253.29	375.34
GST Expense	506.02	441.16
Insurance Expense	2,120.74	1,158.59
Kasar & Round off	1.40	1.51
Legal & Professional Fees	537.52	229.40
Loss on sale of Gold auction	551.44	465.22
Loss on sale of Mutual Funds	-	31.41
Membership & Subscription Expense	-	11.80
Office & General Expense	27.43	56.74
Professional Tax	33.08	90.55
Postage & Courier Expense	440.27	360.02
Rent Expense	873.33	2,619.98
Repairs & Annual Maintenance Expense	106.42	148.36
Sp Adhesive Stamp Expense	611.80	577.98
Stationery & Printing Expense	271.49	178.23
Telephone Expense	242.99	141.87
Vehicle & Travelling Expense	241.53	190.83
Website Maintenance Expense	11.52	12.00
	7,993.51	8,506.87

Payment to Auditor (₹ in thousands)		
Particulars	Year ended	
	31/03/2024	31/03/2023
Statutory Audit	70.00	70.00
Tax Audit	40.00	40.00
Limited Review	40.00	40.00
Other Services	60.00	80.00
	210.00	230.00

Note 26: Earning per Share (₹ in thousands)		
Particulars	Year ended	
	31/03/2024	31/03/2023
i: Net Profit for the year	38,497.51	29,925.59
ii: Basic No of Equity Share	65,58,180	65,58,180
iii: Basic & Diluted Earnings per Share	5.87	4.56
iv: Face Value per Equity Share	10	10



Note 27 : Disclosure pursuant to Ind AS 107 “Financial Instruments: Disclosures”:

Financial risk management The Company’s principal financial liabilities comprise borrowings and other financial liabilities. The main purpose of these financial liabilities is to finance the Company’s operations and to support its operations. The Company’s financial assets include loan and advances, cash and cash equivalents that derive directly from its operations. The Company is exposed to credit risk, liquidity risk and market risk. The Company’s board of directors has an overall responsibility for the establishment and oversight of the Company’s risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Company’s risk management policies. The committee reports regularly to the board of directors on its activities. The Company’s risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company’s activities. The Company’s risk management committee oversees how management monitors compliance with the Company’s risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The major risks are summarised below:

1- Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party to financial instrument fails to meet its contractual obligations and arises principally from the Company’s receivables from customers and loans. The carrying amounts of financial assets represent the maximum credit risk exposure. The Company’s major income generating activity is gold loan, vehicle loan, business loans and others. Therefore credit risk is a principal risk. Credit risk mainly arises from loans and advances to customers that are an asset position. The Company considers all elements of credit risk exposure such as counterparty default risk, risk of not taking collateral against loans, geographical risk and sector risk for risk management purposes.

The Company’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company’s standard payment and delivery terms and conditions are offered. The Company’s review includes external ratings, if they are available, financial statements, credit agency information, industry information etc.

Policies and procedure for credit risk for different products

The Company addresses credit risk by following different processes for different product:

Gold Loan

a) Credit risk on Gold loan is considerably reduced as collateral is in the form of Gold ornaments which can be easily liquidated and there is only a distant possibility of losses due to adequate margin of 25% or more retained while disbursing the loan. Credit risk is further reduced through a quick but careful collateral appraisal and loan approval process. Hence overall, the Credit risk is normally low.

b) Sanctioning powers for Gold Loans is delegated to Manager of the company. Sanctioning powers is used only for granting loans for legally permitted purposes. The maximum Loan to Value stipulated by the Reserve Bank of India does not exceed under any circumstances.

c) Gold ornaments brought for pledge is the primary responsibility of Manager. Extra care is taken if the gold jewellery brought for pledge by any customer at any one time or cumulatively is more than 20 gm. Manager records the questions asked to the customer for ascertaining the ownership of the gold jewellery and also the responses given by the customer in a register for future reference.

d) Auctions are conducted as per the Auction Policy of the Company and the guidelines issued by Reserve Bank of India. Auction is generally conducted before loan amount plus interest exceeds



realizable value of gold. After reasonable time is given to the customers for release after loan becomes overdue and exhausting all efforts for persuasive recovery, auction is resorted to as the last measure in unavoidable cases. Loss on account of auctions are recovered from the customer. Any excess received on auctions are refunded to the customer.

Vehicle Loan

The credit risk management policy of the Group seeks to have following controls and key metrics that allows credit risks to be identified, assessed, monitored and reported in a timely and efficient manner in compliance with regulatory requirements:

- i) Standardize the process of identifying new risks and designing appropriate controls for these risks
- ii) Minimize losses due to defaults or untimely payments by borrowers
- iii) Maintain an appropriate credit administration and loan review system
- iv) Design appropriate credit risk mitigation techniques

The Company's exposure to credit risk for loans and advances by type of counterparty is as follows:

(` in thousands)

Particulars	Gross Carrying Amount	
	31/03/2024	31/03/2023
Vehicle Loan	90,431.83	89,706.63
Gold Loan	1,52,211.40	1,30,423.25
Business & Education Loan	603.80	7,260.55
	2,43,247.03	2,27,390.44

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. For the purposes of this analysis, the loan receivables are categorised into Company's based on days past due. Each Company is then assessed for impairment using the ECL model as per the provisions of Ind AS 109 - financial instruments. The Company recognises loss allowance for ECLs on Loans and advances to customers as per Income recognition, Asset Classification and Provisioning (IRACP) norms notified by RBI.

Staging:

As per the provision of Ind AS 109 general approach all financial instruments are allocated to stage 1 on initial recognition. However, if a significant increase in credit risk is identified at the reporting date compared with the initial recognition, then an instrument is transferred to stage 2. If there is objective evidence of impairment, then the asset is credit impaired and transferred to stage 3.

The Company considers a financial instrument defaulted and therefore Stage 3 (credit-impaired) for ECL calculations in all cases when the borrower becomes 180 days past due on its contractual payments.

Stage	Assets	% of Provision	Ageing
Stage-1	Standard	0.25%	0-180 Days
Stage-2			
Stage-3	Sub-Standard	10.00%	180+ days
	Doubtful	20.00%	
	Loss	100.00%	



Movement of ECL

(` in thousands)

Particulars	31/03/2024	31/03/2023
Opening Provision of ECL	2,439.96	9,501.44
Addition during the year	2,089.84	-
Utilization / Reversal during the year	-	7,061.48
Closing provision for ECL	4,529.80	2,439.96

ECL sensitivity to future economic conditions

(` in thousands)

Particulars	31/03/2024	31/03/2023
Gross carrying amount of loans	2,43,247.03	2,27,390.44
Reported ECL	2,708.71	2,439.96
Reported ECL coverage	1.11%	1.07%

2- Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due. The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the use of various types of borrowings.

The company's principal sources of liability are cash and cash equivalents, cash flow from operations and available unutilized credit limit sanctioned by bank and nbfc. The company believes that cash flow from operations and the working capital is sufficient to meet its current requirements and accordingly no liquidity risk is perceived.

Maturity profile of financial liabilities :

(` in

thousands)

as at March 31, 2024

Particulars	Carrying Amount	Less than 1 year	1 to 2 year	More than 2 Years	Total
Borrowings (Other than debt securities)	36,617.68	33,010.09	3,607.59	-	36,617.68
Lease Liabilities	6,523.19	2,662.47	2,860.63	1,000.09	6,523.19
Other financial Liabilities	1,054.12	1,054.12	-	-	1,054.12
Total	44,195.00	36,726.68	6,468.22	1,000.09	44,195.00

as at March 31, 2023

Particulars	Carrying Amount	Less than 1 year	1 to 2 year	More than 2 Years	Total
Borrowings (Other than debt securities)	15,422.55	11,104.87	710.09	3,607.59	15,422.55
Lease Liabilities	-	-	-	-	-
Other financial Liabilities	1,006.38	1,006.38	-	-	1,006.38
Total	16,428.93	12,111.25	710.09	3,607.59	16,428.93



3- Market rate risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. In the case of the Company, market risk primarily impacts financial instruments measured at fair value through profit or loss. Market risk includes interest rate risk and foreign currency risk.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have exposure to the risk of changes in market interest rate as it has debt obligations with fixed interest rates which are measured at amortised cost.

b) Foreign currency risk

The Company does not have any instrument denominated or traded in foreign currency. Hence, such risk does not affect the Company.

4- Price risk

For Gold Loan

Sudden fall in the gold price and fall in the value of the pledged gold ornaments can result in some of the customers to default if the loan amount and interest exceeds the market value of gold. This risk is in part mitigated by a minimum 25% margin retained on the value of jewellery for the purpose of calculation of the loan amount. Further, we appraise the jewellery collateral solely based on the weight of its gold content, excluding weight and value of the stone studded in the jewellery. In addition, the sentimental value of the gold jewellery to the customers may induce repayment and redemption of the collateral even if the value of gold ornaments falls below the value of the repayment amount. An occasional decrease in gold prices will increase price risk significantly on account of our adequate collateral security margins. However, a sustained decrease in the market price of gold can additionally cause a decrease in the size of our loan portfolio and our interest income.

For Market Listed Investments measured at fair value through P&L

The Company's quoted equity, Mutual fund and other market link investment carry a risk of change in prices. To manage its price risk arising from investments in equity, Mutual fund and other market link securities, the Company periodically monitors the sectors it has invested in, performance of the investee companies and measures mark- to- market gains / (losses).

Sensitivity Analysis

(` in thousands)

Particulars	Carrying Value	Fair Value	Impact in statement of profit and loss	
			1 % increase	1 % decrease
As at March 31, 2024				
Investment in equity shares (quoted)	1,782.53	1,782.53	17.83	(17.83)
Investment in Mutual Funds	39,544.28	39,544.28	395.44	(395.44)
Investment in Market linked Debt Securities	24,881.19	24,881.19	248.81	(248.81)
As at March 31, 2023				
Investment in equity shares (quoted)	2,913.07	2,913.07	29.13	(29.13)
Investment in Mutual Funds	3,065.41	3,065.41	30.65	(30.65)
Investment in Market linked Debt Securities	9,885.68	9,885.68	98.86	(98.86)



5- Prepayment risk

Prepayment risk is the risk that the Company will incur a financial loss because its customers and counterparties repay or request repayment earlier or later than expected, such as fixed rate loans like ours when interest rates fall.

Note 28 : Other disclosure pursuant to Ind AS 107 “Financial Instruments: Disclosures”:

a) Category-wise classification for applicable financial assets and financial liabilities:

(` in thousands)

Particulars	Amortised Cost	Fair Value through OCI	Fair Value through P&L
As at March 31, 2024			
Financial Assets			
Cash and Cash Equivalents	3,037.45	-	-
Bank Balance other than Cash and Cash Equivalents	130.22	-	-
Investments	32,482.84	-	66,208.00
Loans	2,40,538.32	-	-
Other Financial Assets	176.83	-	-
Financial Liabilities			
Borrowings (Other than debt securities)	36,617.68	-	-
Lease Liabilities	6,523.19	-	-
Other financial Liabilities	1,054.12	-	-
As at March 31, 2023			
Financial Assets			
Cash and Cash Equivalents	9,310.08	-	-
Bank Balance other than Cash and Cash Equivalents	180.22	-	-
Investments	29,852.53	-	15,864.16
Loans	2,24,950.48	-	-
Other Financial Assets	3,218.35	-	-
Financial Liabilities			
Borrowings (Other than debt securities)	15,422.55	-	-
Lease Liabilities	-	-	-
Other financial Liabilities	1,006.38	-	-



b) Fair value of financial assets and financial liabilities:

(` in thousands)

Particulars	31/03/2024		31/03/2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Cash and Cash Equivalents (at amortised cost)	3,037.45	3,037.45	9,310.08	9,310.08
Bank Balance other than Cash & Cash Equivalents (at amortised cost)	130.22	130.22	180.22	180.22
Investments (at fair value through P&L)	66,208.00	66,208.00	15,864.16	15,864.16
Investments (at amortised cost)	32,482.84	32,482.84	29,852.53	29,852.53
Loans* (at amortised cost)	2,40,538.32	2,40,538.32	2,24,950.48	2,24,950.48
Other Financial Assets (at amortised cost)	176.83	176.83	3,218.35	3,218.35
	3,42,573.65	3,42,573.65	2,83,375.82	2,83,375.82
Financial Liabilities				
Borrowings (Other than debt securities) (at amortised cost)	36,617.68	36,617.68	15,422.55	15,422.55
Lease Liabilities (at amortised cost)	6,523.19	6,523.19	-	-
Other financial Liabilities (at amortised cost)	1,054.12	1,054.12	1,006.38	1,006.38
	44,195.00	44,195.00	16,428.93	16,428.93

Note: Carrying amounts of cash and cash equivalents, borrowings and other financial liabilities as at March 31, 2023 and March 31, 2022 approximate the fair value because of their short term nature. The carrying amounts of loans given and borrowings taken for short term are considered to be close to the fair value.

* In the absence of unobservable market for these loan assets, the fair value have been determined from the perspective of the Company's asset considering the changes in performance and risk indicators (including delinquencies and interest rate)



c) Fair value hierarchy of financial assets and financial liabilities:

(` in thousands)

Particulars	Fair Value			
	Level 1	Level 2	Level 3	Total
As at March 31, 2024				
Financial Assets				
Loans (at amortised cost)	-	-	2,40,538.32	2,40,538.32
Investments (at amortised cost)	-	-	32,482.84	32,482.84
Investments (at fair value through P&L)	66,208.00	-	-	66,208.00
Other Financial Assets (at amortised cost)	-	-	176.83	176.83
	66,208.00	-	2,73,197.99	3,39,405.99
Financial Liabilities				
Borrowings (Other than debt securities) (at amortised cost)	-	-	36,617.68	36,617.68
Lease Liabilities (at amortised cost)	-	-	6,523.19	6,523.19
Other financial Liabilities (at amortised cost)	-	-	1,054.12	1,054.12
	-	-	44,195.00	44,195.00
As at March 31, 2023				
Financial Assets				
Loans (at amortised cost)	-	-	2,24,950.48	2,24,950.48
Investments (at amortised cost)	-	-	29,852.53	29,852.53
Investments (at fair value through P&L)	15,864.16	-	-	15,864.16
Other Financial Assets (at amortised cost)	-	-	3,218.35	3,218.35
	15,864.16	-	2,58,021.36	2,73,885.51
Financial Liabilities				
Borrowings (Other than debt securities) (at amortised cost)	-	-	15,422.55	15,422.55
Lease Liabilities (at amortised cost)	-	-	-	-
Other financial Liabilities (at amortised cost)	-	-	1,006.38	1,006.38
	-	-	16,428.93	16,428.93

The Company has not disclosed the fair values for cash and cash equivalents and Bank balances other than cash and cash equivalents as these are short term in nature and their carrying amounts are a reasonable approximation of fair value.



Measurement of fair values

i) Valuation techniques and significant unobservable inputs

The carrying amounts of financial assets and liabilities which are at amortised cost are considered to be the same as their fair values as there is no material differences in the carrying values presented.

ii) Financial instruments - fair value

The fair value of financial instruments have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurement).

The categories used are as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices;

Level 2: The fair value of financial instruments that are not traded in active market is determined using valuation technique which maximizes the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value on instrument are observable, the instrument is included in level 2; and

Level 3: If one or more of significant input is not based on observable market data, the instrument is included in level 3.

iii) Transfers between levels I and II

There has been no transfer in between level I and level II.



d) Maturity profile of assets and liabilities:

as at March 31, 2024 (` in thousands)

Particulars	Within 12 Months	After 12 Months	Total
Financial Assets			
Cash and Cash Equivalents	3,037.45	-	3,037.45
Bank Balance other than Cash & Cash Equivalents	130.22		130.22
Investments	20,529.13	78,161.71	98,690.83
Loans	1,92,714.85	47,823.47	2,40,538.32
Other Financial Assets	176.83	-	176.83
Non Financial Assets			
Inventories	525.00	-	525.00
Current Tax Assets (Net)	10,409.62	-	10,409.62
Deferred Tax Assets (Net)	-	-	-
Right of Use Asset	-	6,373.82	6,373.82
Property, Plant & Equipments	-	9,705.80	9,705.80
Capital Work-in-progress	-	-	-
Other Non Financial Assets	2,812.41	-	2,812.41
Total	2,30,335.50	1,42,064.80	3,72,400.30
Financial Liabilities			
Borrowings (Other than debt securities)	33,010.09	3,607.59	36,617.68
Lease Liabilities	2,662.47	3,860.72	6,523.19
Other financial Liabilities	1,054.12	-	1,054.12
Non Financial Liabilities			
Current Tax Liabilities (net)	10,995.66	-	10,995.66
Deferred Tax Liabilities (Net)	-	1,849.01	1,849.01
Provisions	27.00	-	27.00
Total	47,749.34	9,317.32	57,066.66



as at March 31, 2023

(` in thousands)

Particulars	Within 12 Months	After 12 Months	Total
Financial Assets			
Cash and Cash Equivalents	9,310.08	-	9,310.08
Bank Balance other than Cash & Cash Equivalents	180.22	-	180.22
Investments	12,390.48	33,326.20	45,716.68
Loans	1,76,079.34	48,871.14	2,24,950.48
Other Financial Assets	3,218.35	-	3,218.35
Non Financial Assets			
Inventories	689.30	-	689.30
Current Tax Assets (Net)	7,460.52	-	7,460.52
Deferred Tax Assets (Net)	-	163.39	163.39
Right of Use Asset	-	-	-
Property, Plant & Equipments	-	9,738.81	9,738.81
Capital Work-in-progress	926.74	-	926.74
Other Non Financial Assets	870.07	-	870.07
Total	2,11,125.10	92,099.54	3,03,224.65
Financial Liabilities			
Borrowings (Other than debt securities)	11,104.87	4,317.68	15,422.55
Lease Liabilities	-	-	-
Other financial Liabilities	1,006.38	-	1,006.38
Non Financial Liabilities			
Current Tax Liabilities (net)	9,930.89	-	9,930.89
Deferred Tax Liabilities (Net)	-	-	-
Provisions	28.70	-	28.70
Total	22,070.84	4,317.68	26,388.52



Note 29 : Loss Allowances (Provisions) as required under Ind AS 109:

(` in thousands)

Asset Classification as per RBI Norms (1)	Asset Classification as per Ind AS 109 (2)	Gross Carrying Amount as per Ind AS (3)	Loss Allowances (Provisions) as required under Ind AS 109 (4)	Net Carrying Amount (5) = (3)-(4)	Provisions required as per IRACP norms (6)	Difference between Ind AS 109 provisions and IRACP norms (7) = (4)-(6)
Performing Assets						
Standard	Stage 1	2,39,014.91	1,640.63	2,37,374.28	1,640.63	-
Non-Performing Assets						
Sub Standard	Stage 3	1,567.87	156.79	1,411.08	156.79	-
Doubtful Assets	Stage 3	2,191.20	438.24	1,752.96	438.24	-
Loss Assets	Stage 3	473.05	473.05	-	473.05	-
Total	Stage 1	2,39,014.91	1,640.63	2,37,374.28	1,640.63	-
	Stage 3	4,232.12	1,068.08	3,164.04	1,068.08	-
	Total	2,43,247.03	2,708.71	2,40,538.32	2,708.71	-

Note 30 : Disclosure required as per Reserve Bank of India Notification No. DNBS.CC.PD.NO. 265/03.10.01/2011-12 dated March 21, 2012:

(` in thousands)

Particulars	31/03/2024	31/03/2023
Gold Loans granted against collateral of gold jewellery (principal portion)	1,47,312.15	1,25,898.23
Total assets of the Company	3,72,400.30	3,03,224.65
Percentage of Gold Loans to Total Assets	39.56%	41.52%

Note 31 : Disclosure required as per Reserve Bank of India for Special Mention Accounts (SMA) with the three sub-categories as given in the table below:

(` in thousands)

SMA Sub-Categories	Basis of Classification	31/03/2024	31/03/2023
SMA-0	Principal or interest not overdue for more than 30 days but account showing signs of incipient stress	23,439.22	38,473.64
SMA-1	Principal or interest payment overdue between 31-60 days	10,686.62	13,310.06
SMA-2	Principal or interest payment overdue between 61-180 days	4,647.05	11,241.88

Note 32 : Capital Management:

The objective of the Company's Capital Management is to maximise shareholder value, safeguard business continuity and support the growth of its subsidiaries. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through loans and operating cash flows generated. The debt equity ratio is 0.18 as at March 31, 2024 (as at March 31, 2023 is 0.10)

Note 33 : Segment Reporting:

"The Company is engaged primarily on the business of "Financing" only, taking into account the risks and returns, the organization structure and the internal reporting systems. All the operations of the Company are in India. All non-current assets of the Company are located in India Accordingly, there are no separate reportable segments as per Ind AS 108 – "Operating segments".



Note 34 : Under the Micro, Small and Medium Enterprises Development Act, 2006 (“MSMED Act”) which came into force from October 2, 2006, certain disclosures are required to be made relating to micro, small and medium enterprises. There have been no reported cases of delays in payments to micro and small enterprises or of interest payments due to delays in such payments.

The disclosure as required by section 22 of MSMED Act has been given below:

Particulars	31/03/2024	31/03/2023
Principal amount payable to suppliers as at year-end	-	-
Interest due thereon as at year end	-	-
Interest amount for delayed payments to suppliers pursuant to provisions of MSMED Act actually paid during the year, irrespective of the year to which the interest relates	-	-
Amount of delayed payment actually made to suppliers during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	-	-

Note 35 : Contingent liabilities and commitments:

Particulars	31/03/2024	31/03/2023
Contingent Liabilities	-	-

Note 36 : Expenditure in foreign currency & unhedged exposure:

Particulars	31/03/2024	31/03/2023
Foreign Currency Expenditure	-	-
Unhedged Foreign Currency Exposure	-	-

Note 37 : Contribution to political parties during the year 2023-24 is Rs. NIL

Note 38 : Protection Fund as at March 31, 2024 There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2024

Note 39 : Related Party Disclosure:

Related party disclosures as required by Ind AS 24 - Related Party Disclosures.

A) Name of the related party and description of the relationship with whom transaction taken place:

Description of relationship	Names of related parties
Key Management Personnel (KMP)	Mr. Dilipkumar Nalinkant Gandhi Mrs. Pallaviben Dilipkumar Gandhi Mr. Harsh Dilipkumar Gandhi
Note: Related parties have been identified by the Management.	



**Details of related party transactions during the year ended 31
March, 2024**

(` in
thousands)

Nature of Transaction with Related Parties (Excluding Reimbursement)	2023-24		2022-23	
	Transaction Value	Outstandin g amount carried in the Balance Sheet	Transaction Value	Outstandin g amount carried in the Balance Sheet
<u>Mr. Dilipkumar Nalinkant Gandhi</u>				
Director remuneration	2,240.00		2,110.00	
Rent	2,903.61		2,619.98	
Interest	504.94		7.50	
Loan taken	26,500.00	12,400.00	2,305.00	-
Loan repaid	14,604.94		2,312.50	
<u>Mrs. Pallaviben Dilipkumar Gandhi</u>				
Director remuneration	1,880.00	-	1,750.00	-
Interest	225.64		61.93	
Loan taken	27,500.00	3,450.00	33,400.00	750.00
Loan repaid	25,025.64		32,711.93	
<u>Mr. Harsh Dilipkumar Gandhi</u>				
Director remuneration	1,760.00		1,630.00	
Interest	757.07		61.05	
Loan taken	48,310.00	6,550.00	12,150.00	1,600.00
Loan repaid	44,117.07		10,611.05	
-				

Note 40 : Events after the reporting period:

There have been no events after the reporting date that require disclosure in the financial statements.

Note 41 : In the opinion of the Board of Directors, the Current Assets, Loans and Advances have value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the foregoing Balance Sheet and adequate provision for all known liabilities on the Company has been made.



Note 42 : The Company does not hold any immovable property as on 31 March 2024. All the lease agreements are duly executed in favour of the Company for properties where the Company is the lessee.

Note 43 : No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, as at 31 March 2024.

Note 44 : The Company is not a declared wilful defaulter by any bank or financial Institution or other lender, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India, during the year ended 31 March 2024.

Note 45 : The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2024.

Note 46 : Analytical Ratios

Ratio	Numerator	Denominator	Current year	Previous year
Capital to risk-weighted assets ratio (CRAR) (times)	Tier 1 Capital + Tier 2 Capital	Risk weighted assets	1.11	1.24
Tier I CRAR (times)	Core Capital	Risk weighted assets	1.11	1.24
Tier II CRAR*	Supplementary Capital	Risk weighted assets	NA	NA
Liquidity Coverage Ratio (%)**	Stock of high quality liquid assets	Total net cash outflows over the next 30 calendar days	230.04%	334.35%

Tier-II CRAR* ratio is not applicable to the company because the company does not have supplementary capital.

Variance in Liquidity Coverage Ratio (%) ** is more than 25% due to reason that in the current year company has obtained additional overdraft facility from financial institution.

Note 47 : The Company has borrowings from banks and financial institutions on the basis of security of current assets and the quarterly returns filed by the Company with the banks and financial institutions are in accordance with the books of accounts of the Company for the respective quarters.

Note 48 : The Company has taken borrowings from banks and financial institutions and utilised them for the specific purpose for which they were taken as at the Balance sheet date.

Note 49 : There have been no transactions which have not been recorded in the books of accounts, that have been surrendered or disclosed as income during the year ended 31 March 2024, in the tax assessments under the Income Tax Act, 1961. There have been no previously unrecorded income and related assets which were to be properly recorded in the books of account during the year ended 31 March 2024.

Note 50 : As a part of normal lending business, the company grants loans and advances on the basis of security / guarantee provided by the Borrower/ co-borrower. These transactions are conducted after exercising proper due diligence.

Note 51 : The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended 31 March 2024.



Note 52 : Derivatives: There are no derivative instruments in the Company for the year ended 31 March 2024.

Note 53 : Registration of charges or satisfaction with Registrar of Companies (ROC): All charges or satisfaction are registered with ROC within the statutory period for the financial years ended March 31, 2024. No charges or satisfactions are yet to be registered with ROC beyond the statutory period.

Note 54 : Compliance with number of Layers of companies: The Company has not violated with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2024.

Note 55 : Miscellaneous

Registration obtained from other financial sector regulators

The Company is registered with RBI and has all its operations in India, it has not obtained registration from any other financial sector regulators during the year.

Group structure: Not Applicable. The Company does not have any holding, subsidiary or associate company.

Net Profit or Loss for the period, prior period items and changes in accounting policies:

The Company does not have any prior period items / change in accounting policies during the current year other than disclosed in financials.

Revenue Recognition: There have been no circumstances in which revenue recognition has been postponed pending the resolution of significant uncertainties.

Consolidated Financial Statements (CFS): The Company does not have any subsidiary, associate or joint venture accordingly CFS is not applicable.

Note 56 : There were no instances of fraud reported during the year ended 31 March 2024.

Note 57 : Figures of previous year have been reworked/regrouped/reclassified wherever necessary.

In terms of our report of even
date attached

For Paresh Thothawala & Co.
Chartered Accountants

Firm Registration No: 114777W

Paresh K Thothawala

Partner

Membership No. 048435

UDIN: 24048435BKAOZD9844

Date: 01-05-2024

Place: Ahmedabad

(S.N.PARIKH)

Company Secretary

(N.K.PATEL)

Chief Financial
Officer

For and on behalf of board of Directors of
Nalin Lease Finance Limited

D.N.Gandhi Managing Director(Din: 00339595)

H.D.Gandhi – Whole time Director(Din: 03120638)

P.D.Gandhi – Whole time Director (Din: 00339639)

Date: 01-05-2024

Place: Himantnagar

NALIN LEASE FINANCE LIMITED

REGD. OFFICE: GANDHI NURSING HOME BLDG,
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