Sapne Aapke, Bharosa Apno Ka

August 22, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400001

(INTECCAP | 526871 | INE017E01018)

Dear Sir/Madam,

Subject: **Notice of the 29th Annual General Meeting ('AGM') and Integrated Annual Report for FY 2022-23 of Intec Capital Limited ('the Company')**

Reference: **Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India**

This is in furtherance to our letter dated August 11, 2023 wherein the Company had informed about the 29th AGM of the Company scheduled to be held on Friday, September 15, 2023 at 12:00 p.m. (IST) through Video Conferencing/Other Audio Visual Means ('VC/OAVM'), in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. In this regard, we wish to inform the following:

1. Pursuant to the said circulars, AGM Notice and Integrated Annual Report for the financial year 2022-23 are being sent through electronic mode to all the Members whose email ids are registered with the Company/Registrar and Transfer Agent ('RTA')/Depository Participant ('DP'). These documents can be accessed through the following web links and are also enclosed herewith:

   Notice of 29th AGM: Click here
   Integrated Annual Report FY 2022-23: Click here

2. The Company has provided the facility to its Members to cast their vote electronically, through the remote e-Voting facility (prior to AGM) and e-Voting facility (during the AGM), on all the resolutions set forth in the AGM Notice to the Members, who are holding shares on the Cut-off date i.e. Friday, September 08, 2023.

3. The Remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting	Tuesday, September 12, 2023 (09:00 a.m. IST)
End of remote e-Voting	Thursday, September 14, 2023 (05:00 p.m. IST)

INTEC CAPITAL LTD.
CIN: L74899DL1994PLC057410
Regd. Off.: 708, Manjusha Building, 57 Nehru Place, New Delhi – 110019. T +91-11465200/300 F +91-114652 2333
Website: www.inteccapital.com, Email Id: complianceofficer@inteccapital.com

4. Detailed instructions for registering email id(s) and e-voting/ attendance at the AGM are given in the AGM Notice.

This is for your information and records.

Thanking you,

For Intec Capital Limited

SANJEEV GOEL

Digitally signed by SANJEEV GOEL
DN: c=IN, st=Haryana,
2.5.4.20=ccd896019459eefed36a4cd1e1ef6b38c3
f062838844575abb2aedbf2c7cb9f7,
postalCode=122009, street=1604B, The
magnolias, DLF, Phase 5 , Golf link Road,
pseudonym=023effb92f04c25ff1b5acfb42f4bb3c,
serialNumber=43b0d077c25a24fc885983ca0b757
8df3787603ac84f463dd9cacf4e522a33fc,
o=Personal, cn=SANJEEV GOEL
Date: 2023.08.22 12:26:16 +05'30'

(Sanjeev Goel)
Managing Director
DIN: 00028702

2023

Annual
REPORT

intec
CAPITAL LIMITED

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FROM THE DESK OF MANAGING DIRECTOR

Dear Shareholders,

Despite popular lore, the world's journey coming out of the Covid-19 pandemic wasn't particularly rosy. While we crossed one major hurdle, we were faced with another one. If last year was about the Russia-Ukraine war, this year is about inflation, the resulting increase in interest rates by Central Banks in some major economies of the world and recession. While a fear of an impending recession in the United States creates ripples of fear across the world, our Reserve Bank, along with our Government, have been able to rein in inflation. Although occasionally, we do have our share of exorbitant tomato prices and unseasonal rainfall, which takes a toll on various crops, the Government's timely monitoring and resolution measures are able to tackle the problem before it becomes unsolvable.

Additionally, this year a recurring adverse weather phenomenon known as "El Nino" has plagued the world more than usual. To put it simply, El Nino is the unusual warming of the surface water of the Pacific Ocean, which can cause dramatic changes to the weather in the surrounding areas. In India, El Nino has wreaked havoc through unseasonal rainfalls, which has severely affected the crops, as is visible through the sky high food prices.

Lastly, the financial world in which we operate, is witnessing strong growth on the back of largely clean balance sheets, despite the sharp rise in repo rates over the last year. The unsecured and vehicle loan segments witnessed the highest growth, clocking in growth rates above 25%, which is not only good for your Company but also great for the economy. High credit offtake means high consumption, which means high confidence of the general public in the economy.

Economic Outlook

Maintaining our long term average, the Indian economy, measured by the GDP growth rate, expanded by 7.2% in the last year. No small feat by any standard. Additionally, the prospects for the coming year look particularly bright and a reasonable fillip in the economic activity can be expected leading upto May 2024, given the election year.

Further, it is noteworthy to mention a recent statement by Goldman Sachs Research which predicts that given our growth trajectory, India will be a larger economy than the United States by 2075.

Across major countries in the world, high interest rates, inflation and the risk of a recession presents a cloudy image of the future. India, however, dubbed the golden bird, continues to outshine.

Intec Outlook

As last year, the Company continues to work profusely to repay its lenders, whose relentless support has been reassuring as the Company weathers these tough times.

Undoubtedly, when one enters a downward spiral, it takes time to get back up. Our competent team, however, only continues to strengthen their skills - resolving complex NPAs at a breakneck speed - during these times. The task of recovering money from sub-standard assets is nothing short of climbing Mt. Everest; there is a peak. It just takes extraordinary energy to get there. But our team labours on and to us, the peak is starting to appear.

We have no doubt on the skills that we as a company have been developing. Shareholders, your patience has not and will not be in vain.

On behalf of the Board of Directors, I would like to extend my gratitude to our Shareholders, Customers, Bankers and all other Stakeholders who continue to support us. I would also like to thank our team members who remain laser focused on producing meaningful results.

Sanjeev Goel
Managing Director
DIN: 00028702

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CORPORATE INFORMATION

MANAGING DIRECTOR
Mr. Sanjeev Goel

NON-EXECUTIVE INDEPENDENT DIRECTOR
Mr. Surender Kumar Goel
Mr. Rakesh Kumar Joshi
Mr. Ramesh Tyagi (Upto 05.07.2022)
Ms. Shilpy Chopra
Ms. Shalini Rahul
Mr. Himanshu Purwar (27.09.2022 to 20.03.2023)
Mr. Kanwar Nitin Singh (Appointed w.e.f. 17.06.2023)

CHIEF FINANCIAL OFFICER
Mr. Rajesh Sharma

COMPANY SECRETARY & COMPLIANCE OFFICER
Ms. Radhika Garg

SUBSIDIARY COMPANY
Amulet Technologies Limited

STATUTORY AUDITORS
S.P. Chopra & Co. Chartered Accountants
Address: 31 – F, Connaught Place,
New Delhi – 110001

SECRETARIAL AUDITOR
M/s. MSK and Associates
Address: 202, Second Floor Near Sai Baba Mandir (Above Dentist Clinic)
H-58, Vikas Marg Laxmi Nagar, Near Metro Pillar No-35, Delhi-110092

BANKERS
Bank of India - Lead Bank
Central Bank of India
Indian Overseas Bank
Punjab National Bank

REGISTERED AND CORPORATE OFFICE
Intec Capital Limited
CIN: L74899DL1994PLC057410.
708, Manjusha Building,
57, Nehru Place, New Delhi – 110019
Ph.: 011-46522200/300, Fax: 011-46522333
E-Mail: complianceofficer@inteccapital.com
Website: www.inteccapital.com

Registrar & Share Transfer Agent for Fully Paid-Up Listed Equity Shares
Beetal Financial & Computer Services Pvt. Ltd.
Address: Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062
Tel. No. – 011-29961281-283; Fax 011-29961284
Email: Beetalrta@gmail.com

Directors' Report

Dear Shareholders,

Your directors present the Twenty-Ninth Annual Report along with the Audited Standalone and Consolidated Financial Statements for FY 2022-2023.

Background:

Intec Capital Limited ("Company" or "ICL") was incorporated in India on February 15, 1994, and was registered with Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) vide Certificate of Registration B-14.00731 dated May 4, 1998 in the name of Intec Securities Limited. Subsequently, due to change in name of the company, the company received a revised Certificate of Registration ('COR') in the name of Intec Capital Limited on November 4, 2009 under section 45-1A of Reserve Bank of India Act, 1934.

Financial Results:

The performance of the Company for the Financial Year ended March 31, 2023 is summarized below:

(₹ in crore)

Particulars	Standalone		Consolidated	
	FY 2023	**FY 2022**	**FY 2023**	**FY 2022**
Total Revenue	985.28	1094.67	850.37	979.82
Less: Total expenses	2785.45	1383.37	2802.34	1400.46
Profit/Loss before Taxation & Exceptional Items	(1800.17)	(288.70)	(1951.97)	(420.64)
Gain on Extinguishment of borrowings under One Time Settlement	-	662.72	-	662.72
Profit/loss before Taxation	**(1800.17)**	**374.02**	**(1951.97)**	**242.08**
Tax expenses:				
Deferred tax	863.52	14.92	863.52	14.92
Earlier year tax	-	-	-	-
Profit/Loss after Tax	**(2663.69)**	**359.10**	**(2815.49)**	**227.16**

Note: The above figures are extracted from the Consolidated and Standalone Financial Statements prepared in accordance with Indian Accounting Standards ("Ind AS") as notified under Sections 129 and 133 of the Companies Act, 2013 ("the Act") read with the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Transfer to Reserve Fund:

Under section 45-IC(1) of Reserve Bank of India ('RBI') Act, 1934, Non-Banking Financial Companies ('NBFCs') are required to transfer a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend. As during the year there is no profit, there is no transfer to the said reserve.

Dividend Distribution Policy:

Pursuant to the provisions of regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the Company had formulated a Dividend Distribution Policy, which sets out the parameters and circumstances to be considered by the Board in determining the distribution of dividend to its shareholders and/or retaining profit earned. The policy is annexed to this report and is also available on the website of the Company at https://www.inteccapital.com/wp-content/uploads/2021/03/Intec-Dividend-Policy.pdf.

Dividend:

The company continues to evaluate and manage its dividend policy to build long term shareholder value. Due to paucity of funds, your Directors does not recommend any dividend during this year.

Results of Operations and the State of Company's Affairs:

Highlights of the Company's consolidated performance for the financial year ended 31st March, 2023 are as under:

Consolidated Revenue: Rs. 850.37 Lacs

Consolidated Net Loss: Rs. 2,815.49 Lacs

In accordance with the provisions of the Act, Regulation 33 of the SEBI Listing Regulations and applicable Accounting Standards, the Audited Consolidated Financial Statements of the Company for the financial year 2022-23, together with the Auditors' Report form part of this Annual Report.

The Audited Financial Statements including the Consolidated Financial Statements of the Company as stated above and all other documents required to be attached thereto are available on the Company's website at https://www.inteccapital.com/wp-content/uploads/2023/05/Financial-Results-for-the-Quarter-and-Year-ended-31st-March-2023.pdf

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The financial results of the Company and its Wholly – owned Subsidiary are elaborated in the Management Discussion and Analysis Report, which forms part of this Annual Report.

Listing of Equity Shares:

The Equity Shares of the Company are listed on the trading platform of BSE Limited, a recognized stock exchange having nationwide trading terminal.

Disclosure of Accounting Treatment:

Implementation of Indian Accounting Standards (IND AS) converged with International Financial Reporting Standards (IFRS)

As mandated by Companies (Indian Accounting Standards) Rules, 2015, Non-Banking Financial Company (NBFCs) whose equity or debt securities are listed on any stock exchange in India or outside India and having net worth less than rupees five hundred crore are required to comply with the Indian Accounting Standards (IND AS) for Financial Statements for accounting periods beginning from April 1, 2019 onwards, with comparatives for the period ending March 31, 2019.

Accordingly, the annual financial statements are prepared as per Indian Accounting Standards.

Presentation of Financial Statements:

The Audited Financial Statements of the Company for the financial year under review have been disclosed as per Division III of Schedule III to the Act.

Associates Companies, Joint Venture and Subsidiary Companies including highlights of performance of Subsidiaries and their contribution to the overall performance of the company during the period under report:

The Company has one wholly owned subsidiary, viz., Amulet Technologies Limited which was incorporated as private limited company on 30th April 2011. It was converted into a Public Limited Company on 27th March 2012.

The Primary objective of the subsidiary company is to offer consultancy, advisory & all related services in all areas of information technology including computer hardware & software, data communication, telecommunications, manufacturing & process control & automation, artificial intelligence, natural language processing.

The subsidiary company is managed by its Board, having the rights and obligations to manage the company in the best interest of respective stakeholders.

During FY 2022-2023, no new subsidiary was incorporated/ acquired. The Company does not have any associate company, nor has it entered into a joint venture with any other company.

The financial statements of the subsidiary companies are also available in a downloadable format under the 'Investor' section on the Company's website at https://www.inteccapital.com/investors/subsidiary-financials/.

The Company's policy for determination of material subsidiary, as adopted by the Board of Directors, in conformity with regulation 16 of the SEBI Listing Regulations, can be accessed on the Company's website at https://www.inteccapital.com/wp-content/uploads/2021/03/Material-Subsidiary-Policy-Of-Intec-Capital-Limited-1.pdf

In terms of the said policy and provisions of Regulation 16 of the SEBI Listing Regulations, Amulet Technologies Limited is not a material subsidiary of the Company.

Performance highlights of the subsidiary company during the FY2022-2023 have already been provided under the Financial Results tab of the Directors' Report.

Pursuant to Section 129(3) of the Companies Act, 2013, a separate statement containing the salient features of the financial statements of the Wholly-owned Subsidiary Company in the prescribed form AOC-1 is presented in **Annexure-A**, forming part of the Annual Report.

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in **Annexure-B**, forming part of the Annual Report.

Risk Management:

The Company has in place a Risk Management Policy in line with the prevailing business requirements. The Risk Management Committee was constituted originally on 8th January 2013 and was reconstituted from time to time according to the needs of the company.

Thereafter, the Asset Liability Committee was merged with Risk Management Committee and Asset Liability Cum Risk Management Committee (ALRMC) was formed on 9th February 2020. This Committee has been entrusted with the responsibility of Formulation of policies, procedures and practices to identify, evaluate, address and monitor risk and to ensure business growth plans are supported by an effective risk infrastructure. The Risk practices and conditions adopted are appropriate for the prevailing business environment and to assist the Board in discharge of its duties & responsibilities and in overseeing that all the risks that the organization faces such as strategic, financial credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

The detailed information on Risk Management Committee its constitution, its meeting held and attended during the year under review is separately mentioned in Corporate Governance Report Section.

The Company has introduced several improvements to existing internal policies / processes / framework / audit methodologies to mitigate / minimize the enterprise risk.

RBI Compliance:

The Company is registered with the RBI as a Non-Systemically Important Non-Deposit taking - Non-Banking Financial Company. The Company has complied with and continues to comply with all applicable laws, rules, circulars and regulations.

The Company continues to comply with all the requirements prescribed by the Reserve Bank of India (RBI) from time to time. The Company has appointed an Internal Ombudsman and Principal Nodal Officer as per the relevant notifications of RBI to carry out the prescribed duties and discharge the prescribed functions.

The snapshot of the Capital Adequacy Ratio (CAR) of the company in comparison with the previous year on standalone basis and on consolidated basis is as follows:

CAPITAL ADEQUECY RATIO:

Particulars	Standalone		Consolidated	
	As at 31 March, 2023	As at 31 March, 2022	As at 31 March, 2023	As at 31 March, 2022
Tier I Capital	-1,835.39	488.25	-492.39	1671.84
Tier II Capital	0.09	0.09	0.09	0.09
Total Capital Funds	-1835.30	488.34	-492.30	1671.93
Risk Weighted Assets	8,517.49	10435.96	7,590.48	9629.05
CET1 capital ratio	-21.55%	4.68%	-7.84%	17.36%
CET2 capital ratio	0.00%	0.00%	0.00%	0.00%
Total capital ratio	-21.55%	4.68%	-7.84%	17.36%

Directors and Key Managerial Personnel ('KMP'):

A. Change in Directorate

i. Resignation:

During the financial year under review, Due to unfortunate demise of Mr. Ramesh Chander Tyagi, (DIN: 09009275), Non-Executive Independent Director, he ceased to be Director on the Board with effect from 05 July 2022. His sudden and unexpected passing away will be an irreparable loss to the Company.

Further, Mr. Himanshu Purwar (DIN: 08203477) resigned as Non-Executive Independent Director of the Company with effect from 20 March, 2023. The Board places on record its sincere appreciation for the valuable contribution made by them during his tenure on the Board.

ii. Appointment:

During the financial year under review, the Board on recommendation by the Nomination Remuneration Committee appointed Mr. Himanshu Purwar (DIN: 08203477) as an Additional Non-Executive Independent Director on the Board of the Company, subject to the approval of the shareholders in the General Meeting, for a period of five consecutive years with effect from 27 September, 2022.

Considering Mr. Himanshu Purwar, a person of integrity, expertise, and having relevant experience to serve the Company as an Independent Director. The Company obtained the approval of shareholders to regularize Mr. Himanshu Purwar (DIN: 08203477) as a Non-Executive Independent Director of the Company by way of Postal Ballot with effect from December 24, 2022. Further, due to personal reasons, he tendered his resignation from the directorship of the Company as a Non-Executive Independent Director with effect from 20th March, 2023. The Board places on record its sincere appreciation for the valuable contribution made by them during his tenure on the Board.

In continuance, on the recommendation of the Nomination and Remuneration Committee, the Board has approved the appointment of Mr. Kanwar Nitin Singh (DIN: 10204543) as an Additional Non-Executive Independent Director on the Board w.e.f. June 17, 2023 for a period of five years from the date of appointment.

Further, the appointment/regularization of Mr. Kanwar Nitin Singh (DIN: 10204543) as an Non-Executive Independent Director is being placed for approval of the shareholders at this Annual General Meeting.

B. Directors liable to retire by rotation:

Mr. Sanjeev Goel (DIN: 0028702) Managing Director, retires by rotation at the ensuing AGM, being eligible, offers himself for re-appointment and his re-appointment shall not tantamount to a break in the tenure of appointment as Managing Director and all other terms and conditions of the re-appointment shall also remain unchanged pursuant to the provisions of Companies Act, 2013.

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Brief details of Mr. Sanjeev Goel, who is seeking re–appointment, are given in the Notice of AGM.

C. KMPs

i. Ms. Radhika Rautela has resigned from the position as Chief Financial Officer of the Company w.e.f. 27.05.2022;

ii. Ms. Neeti was appointed by the Board in its meeting held on August 05, 2022 as Chief Financial Officer of the Company w.e.f. 05.08.2022;

iii. Ms. Vandana Vijaykumar Das has resigned from the position as Company Secretary and Compliance Officer of the Company w.e.f. 22.09.2022;

iv. Ms. Radhika Garg was appointed by the Board in its meeting held on November 12, 2022 as Company Secretary and Compliance Officer of the Company w.e.f. 12.11.2022;

v. Ms. Neeti has resigned from the position as Chief Financial Officer of the Company w.e.f. 14.01.2023;

vi. Mr. Rajesh Sharma has been appointed by the Board in its meeting held on February 08, 2023 as Chief Financial Officer of the Company w.e.f. 08.02.2023;

Apart from the changes specified above, there have been no other changes in the KMPs of the Company during FY 2022-2023.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

As on March 31, 2023, the Board of Directors of your Company consists of 5 Directors. Their details are as follows:

Sr. No.	Name of Director	Designation
1.	Mr. Sanjeev Goel	Managing Director (KMP)
2.	Mr. Surender Kumar Goel	Non-Executive Independent Director
3.	Mr. Rakesh Kumar Joshi	Non-Executive Independent Director
4.	Ms. Shilpy Chopra	Non-Executive Independent Director
5.	Ms. Shalini Rahul	Non-Executive Independent Director

As on March 31, 2023, the Company had following Key Managerial Personnel (KMP's) in accordance with the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name of KMP	Designation
1.	Mr. Sanjeev Goel	Managing Director (KMP)
2.	Mr. Rajesh Sharma	Chief Financial Officer (KMP)
3.	Ms. Radhika Garg	Company Secretary (KMP) and Compliance Officer

Declaration by Independent Directors:

The Independent Directors have submitted a declaration of independence, stating that they meet the criteria of independence provided under section 149(6) of the Act read with regulation 16 of the SEBI Listing Regulations, as amended. The Independent Directors have also confirmed compliance with the provisions of rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of Independent Directors.

The Board took on record the declaration and confirmation submitted by the Independent Directors regarding them meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of Regulation 25 of the SEBI Listing Regulations.

Policy on Directors' Appointment and Remuneration:

The Nomination and Remuneration Committee as on March 31, 2023 comprises of the following Directors:

Name of the Director	Category	No. of Meetings held during FY 2022-2023 (4)	
		Entitled to attend	Attended
Mr. Surender Kumar Goel	Chairman, Non-Executive, Independent	4	3
Mr. Rakesh Kumar Joshi	Non-Executive, Independent	4	3
Ms. Shalini Rahul	Non-Executive, Independent (effective 28 May, 2022)	3	3

Furthermore, all recommendations of Nomination and Remuneration Committee were accepted by the Board of Directors. The detailed Nomination and Remuneration Committee and its terms of reference and meetings held and attended by the members during the year are mentioned in the Corporate Governance Report Section.

On recommendation of the NRC, the Board has framed a Remuneration Policy. This policy, inter alia, provides:

(a) The criteria for determining qualifications, positive attributes and independence of directors; and

(b) Policy on remuneration of directors, key managerial personnel and other employees.

The policy is directed towards a compensation philosophy and structure that will reward and retain talent; and provides for a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The Remuneration Policy is available on the Company's website and can be accessed at https://www.inteccapital.com/wp-content/uploads/2021/03/Nomination-And-Remuneration-Policy-And-Selection-Criteria-Due-Diligence-Of-Directors-Key-Managerial-Personnel-And-Senior-Management-Of-Intec-Capital-Limited.pdf

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and annexed as **Annexure-C** forming an integral part of this Report.

As per the requirements of the RBI Master Directions and SEBI Listing Regulations, details of all pecuniary relationship or transactions of the executive/ non-executive directors vis-à-vis the Company are disclosed in the **Corporate Governance Report**.

Compliance with Code of Conduct:

All Board members and senior management personnel have affirmed compliance with the Company's Code of Conduct for FY 2022-2023. A declaration to this effect signed by the Managing Director is included in this Annual Report.

Annual Return:

Pursuant to Section 92(3) of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Company has placed a copy of the annual return on its website and the same is available at https://www.inteccapital.com/investors/annual-returns/

Number of Meetings of the Board:

Five (5) meetings of the Board were held during FY 2022-2023 on the following dates: May 28, 2022, June 3, 2022, August 5, 2022, November 10, 2022, and February 8, 2023. Details of the meetings and attendance thereat form part of the **Corporate Governance Report**.

Directors' Responsibility Statement:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors, including audit of internal financial controls over financial reporting by the Statutory 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 FY 2022-23.

The Financial Statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act.

In accordance with the provisions of section 134(3)(c) of the Act and based on the information provided by the Management, the directors state that:

a) in the preparation of the annual accounts, the applicable accounting standards and guidance provided by The Institute of Chartered Accountants of India have been followed and that there are no material departures thereof;

b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and cash flows of the Company for the year;

c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they had prepared the annual accounts on a going concern basis;

e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively;

f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Audit Committee:

During the Financial Year under review, the Audit committee was re-constituted by the Board of Directors in its meeting held on May 28, 2022 and Ms. Shilpy Chopra (Non-Executive Independent Director) was inducted as member of the Committee effective from 28 May, 2022.

Mr. Ramesh Tyagi ceased to be the member of the Committee on account of his unfortunate demise on 05 July, 2022.

The present composition of the Committee is as follows:

Mr. Surender Kumar Goel, Chairman

Mr. Rakesh Kumar Joshi, Member

Ms. Shilpy Chopra, Member

During FY 2022-2023, all recommendations of the Audit Committee were accepted by the Board.

The brief terms of reference and attendance record of members are given in the **Corporate Governance Report.**

Particulars of Loans, Guarantees and Investments:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, form part of the Notes to the financial statements provided in this Annual Report pursuant to Section 134(3)(g) of the Companies Act, 2013.

Share Capital:

As on 31 March 2023, the paid-up share capital of the Company stood at ₹18,36,62,500 (Rupees Eighteen Crores Thirty-Six Lacs Sixty-Two thousand Five Hundred Only) consisting of 1,83,66,250 equity shares of face value of ₹10 fully paid-up.

There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

Material Changes and Commitments:

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year and the date of this report.

Conservation of Energy:

1. Steps taken / impact on conservation of energy:

   The operations of the Company, being Financial Services related, require normal consumption of electricity. The Company is taking every necessary step to reduce its consumption of energy.

2. Steps taken by the Company for utilizing alternate sources of energy:

   The company during the financial year 2022-23 did not take any additional step for utilizing alternate sources of energy.

3. Capital investment on energy conservation equipment:

   In view of the nature of activities carried on by the Company, there is no capital investment on energy conservation equipment.

Technology Absorption:

1. The efforts made towards technology absorption;

   Your Company's activities, being a Non-Banking Finance Company, do not require adoption of any specific technology. However, your Company has been at the forefront in implementing latest information technologies & tools towards enhancing our customer convenience and continues to adopt and use the latest technologies to improve the productivity and quality of its services. The Company's operations do not require significant import of technology.

2. The benefits derived like product improvement, cost reduction, product development or import substitution;- **N/A**

3. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year): - **N/A**

   (a) The details of technology imported:- **N/A**

   (b) The year of import:- **N/A**

   (c) Whether the technology been fully absorbed:- **N/A**

   (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:- N/A

   (e) The expenditure incurred on Research and Development:- **N/A**

Foreign Exchange Earnings and Outgo:

During FY 2022-2023, the Company did not have any Foreign Exchange earnings and Foreign Exchange outgo.

Annual Performance Evaluation of the Board:

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI LODR, 2015 and other applicable regulations, circulars etc., the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

Pursuant to the provisions of the Companies Act, 2013 and in terms of requirement of other applicable provisions of SEBI LODR, 2015, 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 the Committees. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management on February 08, 2023 and discussed, inter-alia, the performance of non-independent Directors and Board as a whole, assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Nomination and Remuneration Committee has also carried out evaluation of Director's performance during Financial Year 2022-23.

Significant and Material Orders:

During FY 2022-2023, there were no significant or material orders passed by any regulator or court or tribunal impacting the going concern status and Company's operations in future.

Internal Financial Controls:

The Internal Financial Controls laid down by the Company are a systematic set of controls and procedures to ensure orderly and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. Internal financial controls not only require the system to be designed effectively but also to be tested for operating effectiveness periodically.

The Board is of the opinion that Internal Financial Controls with reference to the financial statements were tested and reported adequate and operating effectively. The internal financial controls are commensurate with the size, scale and complexity of operations.

Deposits:

During FY 2022-2023, the Company has not accepted any deposit within the meaning of the Companies (Acceptance of Deposits) Rules, 2014 or Chapter V of the Act and guidelines and directions of Non-Banking Financial Companies (Acceptance of Public Deposits) (Reserve Bank) Directions, 2016, as prescribed by Reserve Bank of India in this regard and as such no details are required to be furnished.

Credit Rating:

During the year, no Credit Ratings have been obtained by the Company.

Human Resources:

The Company recognizes the importance of Human Resource and the continuous need for development of the same. The Company stresses on the need to continuously upgrade the competencies of its employees and equip them with the latest developments. In order to achieve this, the Company organizes various programs including in-house training and professional skill development programs across all levels of employees. The company also focused on Regional Level Induction & training covering corporate presentations & function specific knowledge and skills.

Whistle Blower Policy/Vigil Mechanism:

The Company has adopted a whistle blower policy/ vigil mechanism for Directors, Employees and third parties to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct, leak of unpublished price sensitive information and related matters.

This mechanism also provides adequate safeguards against the victimization of whistle blowers who avail of the mechanism. The whistle blowers may also access their higher level/ supervisors and/ or the Audit Committee.

The Whistle Blower Policy is available at https://www.inteccapital.com/wp-content/uploads/2021/09/Vigil-Mechanism-Whistle-Blower-Policy.pdf.

More details are given in Corporate Governance Report.

Corporate Governance:

The Company is committed to upholding the highest standards of Corporate Governance and follows the Corporate Governance requirements set out by the Securities and Exchange Board of India ("SEBI"). In addition, the Company has included various best governance practices.

In terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance including a certificate from M/s Vaibhav Sharma and Associates, Practicing Company Secretaries confirming compliance is annexed as **Annexure-D**, forming an integral part of this Report.

Secretarial Standards of ICSI:

The Company has complied with the requirements prescribed under the Secretarial Standards on meetings of the Board of Directors (SS–1) and General Meetings (SS–2) read with the MCA circulars granting exemptions in view of the COVID-19 pandemic.

SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Internal Audit:

The internal audit function provides an independent view to the Board of Directors, the Audit Committee and the Senior Management on the quality and efficacy of the internal controls, governance systems and processes. In line with the RBI's guidelines on Risk Based Internal Audit, the Company has adopted a Risk Based Internal audit policy

At the beginning of each financial year, an audit plan is rolled out after approval of the Audit Committee. Pursuant to Risk Based Internal Audit Framework, internal audit is aligned in such a manner that assurance is provided to the Audit Committee and Board of Directors on quality and effectiveness of the internal controls, and governance related systems and processes.

The Audit Committee regularly reviews the internal audit reports and the adequacy and effectiveness of internal controls. Significant audit observations, corrective and preventive actions thereon are presented to the Audit Committee on a quarterly basis.

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Statutory Auditors:

Pursuant to the provisions of section 139(8) of the Act, members of the Company have approved appointment of M/s. S. P. Chopra & Co., Chartered Accountants, New Delhi as Statutory Auditors for their re-appointment for the second block of Five (5) years from conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting scheduled to be held in Calendar Year 2027 for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2022-2023 till Financial Year 2026-2027.

The audit report given by M/s. S. P. Chopra & Co., Chartered Accountants, Statutory Auditors for FY 2022-2023 is modified.

EXPLANATION ON STATUTORY AUDITORS' REPORT:

Qualification reported by Statutory Auditors

For Standalone Financial Statements:

The Company has availed term loans and working capital facilities from various banks, however, slowdown of its lending business and increased level of non-performing / impaired loan portfolio, has impacted its cash flow / liquidity, and the Company is unable to service term loans and working capital facilities including interest thereon to certain banks. The interest of Rs. 3,559.44 lakhs accrued on these loans has not been accounted / provided for by the Company, due to the reasons as described by the Company in notes to these standalone financial statements. The same has resulted in the non-compliance of the Ind AS and inconsistency in the application of the accounting policies of the Company, and if the said interest would have been accounted / provided for, the Company's total comprehensive loss for the year, and borrowings and other equity as at the Balance Sheet date would have been Rs. 6,220.94 lakhs and Rs. 8,888.25 lakhs and Rs. 478.84 lakhs (debit balance) as against the reported figures of Rs. 2,661.50 lakhs of total comprehensive loss and Rs. 5,328.81 lakhs and Rs. 3,080.60 lakhs respectively.

For Consolidated Financial Results:

The Holding Company has availed term loans and working capital facilities from various banks, however, slowdown of its lending business and increased level of non-performing / impaired loan portfolio, has impacted its cash flow / liquidity, and the Company is un-able to service term loans and working capital facilities including interest thereon to certain banks. The interest of Rs. 3,559.44 lakhs accrued on these loans has not been accounted / provided for by the Company, due to the reasons as described by the Company in notes to these consolidated financial statements. The same has resulted in the non-compliance of the Ind AS and inconsistency in the application of the accounting policies of the Group, and if the said interest would have been accounted / provided for, the Group's total comprehensive loss for the year, and borrowings and other equity as at the Balance Sheet date would have been Rs. 6,372.74 lakhs and Rs. 8,888.25 lakhs and Rs. 1,402.40 lakhs (debit balance) as against the reported figures of Rs. 2,813.30 lakhs of total comprehensive loss and Rs. 5,328.81 lakhs and Rs. 2,157.04 lakhs respectively.

Board's reply:

The Company is in the talks / discussion with banks for restructuring / One Time Settlement. During the previous year also, OTS's proposal for settlement of its loans had been accepted / approved by two banks, Hence, the Company has decided not to provide Interest amounting Rs. 3,559.44 lakhs in their books of accounts as settlement with other banks is also in the advance stage.

Secretarial Auditor:

Pursuant to provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto, the Board of Directors of the Company have appointed Mr. Mohsin Khan, proprietor of M/s MSK and Associates, Practicing Company Secretaries (M. No: 39046 and COP: 14571) to conduct the Secretarial Audit for the financial year 2022-23.

The Secretarial Audit Report (Form MR-3) for the financial year ended March 31, 2023, is annexed as **Annexure-E** forming an integral part of this Report.

The qualifications/ adverse remarks/ observations/ suggestions/ disclosure and other matters of emphasis made by M/s. MSK and Associates, in their Secretarial Compliance Report dated 22nd June 2023, on the Secretarial and other related records of the company, for the FY 2022-23 are mentioned below :-

1. As Per Regulation 17(1) of SEB] (LODR) Regulation, 2015. The Board of Directors shall have an optimum combination of Executive and Non-Executive Directors with at least one Woman Director and not less than fifty per cent of the Board of Directors shall comprise of Non-Executive Directors. As regards the terminology used in the corresponding regulation, it has been enunciated that the Board shall comprise an optimum combination of Executive & Non-Executive Directors. It has been noticed that the Board encompasses only One Executive Director on the Board against five (5) Non-Executive Directors during the Audit period. Though the Company has a duly constituted Board in compliance with the provisions of the Companies Act, 2013 read with the SEBI (LODR). 2015, yet it is suggested to the Company for the sake of better Corporate Governance to have more than one Executive Directors on the Board.

   Board's Reply: In the Board's view, the Company has duly complied the provisions with regard to the constitution of the Board of Directors of the Company as laid down under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Further, it takes note of the recommendation of the Auditor and ensures to review it in the near future.

2. It has been noticed that in the intimation for the quarter ended on 30th September, 2022 under the corresponding Regulation of the SEBI (LODR), 2015, the time of conclusion of the Meeting has been written by hand which is slightly illegible. It has been advised to the Company that whenever. Any noting is made on any of the documents of the Company being filed in the public domain it must be assured that the same has been written in the most legible manner.

   Board's Reply: The document might have lost the legibility due to resolution loss during the scanning process. However, the observation raised by the Auditor has been taken on record. The Management will ensure that all the documents being filed in the public domain are legible.

3. Form CHG-4 towards Satisfaction of Charge bearing SRN: AA1208409 was filed with a delay of more than One Year with an Additional Fees of Rs. 7200/-. The Company has been advised to duly comply with the requirement of the Companies Act, 2013 regarding the timelines for filing of E-Forms. However, it has been informed by the Management that the said delay has occurred on account of the issues prevailing with the MCA V3 Portal.

   Board's Reply: The Company had received the NOC in the month of November and since then, the Secretariat had sent the e-form to the Bank (Charge Holder) for signing but due to pre-occupation on the part of the Bank, the signed copy of the form was only received in January.

   Further, the Ministry of Corporate Affairs Portal had introduced its version 3 (V3) in the month of January, on account of which the users had faced major technical glitches at the portal causing serious delays in form filing.

   Accordingly, the delay in form filing has occasioned on account of issues detailed above. The Management will ensure form filing within due timelines in future.

4. Form DIR-12 hearing SRN: AA2889602 for the appointment of Mr. Rajesh Sharma, CFO w.e.f. 08.02.2023 was filed with a delay whilst bearing an Additional Fee of Rs. 6000/- The Company has been advised to duly comply with the requirement of the Companies Act, 2013 regarding the timelines for filing of E-Forms. However, it has been informed by the Management that the said delay has occurred on account of the issues prevailing with the MCA V3 Portal.

   Board's Reply: The said delay has occurred on account of the technical issues as detailed in the previous pointer and that were prevailing with the MCA V3 version.

   The Company on its part had raised complaints citing the issue faced while preparation of the relevant form.

   Accordingly, the delay in form filing has occasioned on account of technical glitch faced by all the users at the V3 portal. The Management will ensure form filing within due timelines in future.

5. Form MGT-14 for filing of the Board Resolution under Section 179 bearing SRN: AA2249475 was filed with a delay whilst bearing an Additional Fee of Rs. 2,400/- The Company has been advised to duly comply with the requirement of the Companies Act, 2013 regarding the timelines for filing of E-Forms. However, it has been informed by the Management that the said delay has occurred on account of the issues prevailing with the MCA V3 Portal.

   Board's Reply: The said delay has occurred on account of the technical issues as detailed in the previous pointer and that were prevailing with the MCA V3 version.

   The Company on its part had raised complaints citing the issue faced while preparation of the relevant form.

   Accordingly, the delay in form filing has occasioned on account of technical glitch faced by all the users at the V3 portal. The Management will ensure form filing within due timelines in future.

6. Form DIR-12 for the resignation of Mrs. Neeti Kakkar, CFO bearing SRN: AA2248959 was filed with a delay whilst bearing an Additional lee of Rs. 3600/- The Company has been advised to duly comply with the requirement of the Companies Act, 2013. However, it has been informed by the Management that the said delay has occurred on account of the issues prevailing with the MCA V3 Portal.

   Board's Reply: The said delay has occurred on account of the technical issues as detailed in the previous pointer and that were prevailing with the MCA V3 version.

   The Company on its part had raised complaints citing the issue faced while preparation of the relevant form.

   Accordingly, the delay in form filing has occasioned on account of technical glitch faced by all the users at the V3 portal. The Management will ensure form filing within due timelines in future.

7. We have observed numerous delays in the monthly, quarterly and annual filings regarding RBI forms including the following forms; Form DNBS-4B, DNBS-2, DNBS-4A, DNBS-13 & FLA therefore we

have informed the company regarding the same.

Board's Reply: The delay in filing of mentioned returns have occasioned due to technical glitches experienced by the Management at the relevant portal. Further, additional delay has occurred on account of non-availability of the concerned personnel vested with the responsibility of form filing.

The Management will ensure the filing of returns well within stipulated time frame.

Pursuant to regulation 24A(2) of SEBI Listing Regulations, a report on secretarial compliance for FY 2022-2023 has been issued by M/s Manish K & Associates and the same was submitted with the stock exchanges within the given timeframe. The report is available on the website of the Company and can be assessed at https://www.inteccapital.com/wp-content/uploads/2023/05/Annual-Secretarial-Compliance-Report-2022-23.pdf

There are no observations, reservations or qualifications or adverse remark in any of the aforesaid reports.

Related Party Transactions:

All contracts/arrangement/transactions entered by the Company during FY 2022-2023 with related parties were in compliance with the applicable provisions of the Companies Act and SEBI Listing Regulations. Prior omnibus approval of the Audit Committee is obtained for all related party transactions which are foreseen and of repetitive nature. Pursuant to the said omnibus approval, details of transaction entered into are also reviewed by the Audit Committee on a quarterly basis.

All related party transactions entered during FY 2022-2023 were on an arm's length basis and were not material under the SEBI Listing Regulations except for the remuneration of Mr. Sanjeev Goel, Managing Director of the Company and as per the provisions of the SEBI Listing Regulations the Company has already obtained the approval of shareholders in the 27th Annual General Meeting held on 15th September, 2021 for three (3) Financial Years i.e. for Financial 2022–2023, 2023–2024 and 2024–2025.

Particulars of the Contracts or Arrangements with related parties referred to in Section 188(1) in the format specified as Form AOC-2 forms part of this Report as **Annexure-F**. Further details of related party transactions are provided in Notes to Financial Statements.

Further, as per Schedule V of SEBI Listing Regulations, The details of loans and advances by listed entity and its subsidiaries to loans to firms/ companies in which the Directors of Company are interested as follows:

S. No.	Name of the Firm/ Company ("The Borrower")	Name of the Company and interested Director ("The Lender")	Nature of Transaction	Outstanding amount of loans/advances/ Investments at the year end	The maximum amount of loans/ advances/Investments outstanding during the year
1.	Amulet Technologies Limited	Mr. Sanjeev Goel, Managing Director of Intec Capital Limited	Loan Transactions	1,36,06,281.50	1,60,73,845.50
2.	Pantec Devices Private Limited	Mr. Sanjeev Goel, Managing Director of Intec Capital Limited	Interest on Loan Transactions	50,21,707.30	50,21,707.30

The policy on materiality of related party transactions and on dealing with related party transactions was amended in line with SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021.

The policy is available on the website of the Company at https://www.inteccapital.com/wp-content/uploads/2022/06/Related_Party_Transaction_Policy_updated.pdf and also forms a part of the **Corporate Governance Report.**

Corporate Social Responsibility ('CSR'):

In accordance with Section 135 of the Act, your Company has a Corporate Social Responsibility ("CSR") Committee. The CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") indicating the activities to be undertaken by the Company, , in due compliance of the provisions of the Companies Act, 2013, which has been approved by the Board.

The CSR Committee comprises of three directors viz., Mr. Sanjeev Goel, Mr. Surender Kumar Goel and Ms. Shalini Rahul.

Mr. Sanjeev Goel is a permanent Chairman of the Committee.

The Company did not fulfill the eligibility criteria provided under the provisions of Section 135(1) of the Companies Act, 2013 as on 31st March, 2022, and therefore, the Company was not required to incur any CSR expenditure during the Financial Year 2022-23.

The CSR Policy is available on the Company's website at https://www.inteccapital.com/wp-content/uploads/2021/09/CSR-Policy-1.pdf

The Annual Report on CSR activities as required under Section 135 of the Companies Act, 2013, read with Rule

8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed as **Annexure-G** forming an integral part of this Report.

Further details on the CSR Committee are provided in the Corporate Governance Report, which forms part of this Annual Report.

COMMITTEES OF THE BOARD:

The Board has constituted Committees with specific terms of reference to focus effectively on specific issues and ensure expedient resolution of diverse matters. These include the Audit Committee; Asset Liability Cum Risk Management Committee; Stakeholders/ Investors' Grievances Cum Share Transfer Cum Stakeholder Relationship Committee; Nomination and Remuneration Committee; Corporate Social Responsibility Committee.

The Company Secretary is the Secretary of all the aforementioned Committees.

The Board of Directors and the Committees also take decisions by Resolutions passed through Circulation which are noted by the Board / respective Committees of the Board at their next meetings. The Minutes of meetings of all Committees of the Board are circulated to the Board of Directors for noting.

Familiarization Policy and Programme for Independent Directors:

The Company has in place a familiarization Programme for its Independent Directors which shall be given to new Independent Directors upon joining and to existing Independent Directors on "need basis". The objective of the familiarization Programme is to provide training to new Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it..

The familiarization program and other disclosures as specified under the Listing Regulations is available on the Company's website at https://www.inteccapital.com/wp-content/uploads/2023/02/Familiarization-Programme-For-Independent-Directors.pdf .

Unclaimed Dividend Transfer to Investor Education & Protection Fund (IEPF)

Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund ('IEPF') pursuant to the provisions of the Companies Act, 2013 read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the dividends, unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the IEPF. Accordingly, unclaimed dividends of Shareholders for the Financial Year 2015-16 lying in the unclaimed dividend account of the Company as on October 24, 2023 will be transferred to IEPF on the due date i.e. November 28, 2023.

Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a consecutive period of seven years from the date of transfer of the dividend to the unpaid dividend account is also mandatorily required to be transferred to the IEPF Authority established by the Central Government. Accordingly, the Company has transferred unclaimed dividend and eligible Shares to IEPF Demat Account within statutory timelines. For the Financial Year 2014-15 amount of unclaimed dividend transferred to IEPF is Rs.90801/-.

The details of unclaimed dividends to IEPF during Financial Year 2022-23 are as follows:

Details of date of declaration & due date for transfer to IEPF

Financial Year	Dividend Per Share	Date of Declaration	Due date for Transfer to IEPF
2015-2016	Rs. 0.25 (i.e. 2.05%) per Equity Share having face value of Rs. 10/- each	24-09-2016	28-11-2023
2016-2017	No Dividend Declared	No Dividend Declared	No Dividend Declared
2017-2018	No Dividend Declared	No Dividend Declared	No Dividend Declared
2018-2019	No Dividend Declared	No Dividend Declared	No Dividend Declared
2019-2020	No Dividend Declared	No Dividend Declared	No Dividend Declared
2020-2021	No Dividend Declared	No Dividend Declared	No Dividend Declared
2021-2022	No Dividend Declared	No Dividend Declared	No Dividend Declared

Any person whose unclaimed dividend and shares pertaining thereto, matured deposits, matured debentures, application money due for refund, or interest thereon, sale proceeds of fractional shares, redemption proceeds of preference shares, amongst others has been transferred to the IEPF Fund can claim their due amount from the IEPF Authority by making an electronic application in e-form IEPF-5.

Upon submitting a duly completed form, Shareholders are required to take print of the same and send physical copy duly signed along with requisite documents as specified in the form to the attention of the Nodal Officer, at the Registered Office of the Company.

Shareholders are requested to get in touch with the RTA for encashing the unclaimed dividend/ interest/

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principal amount, if any, standing to the credit of their account.

Other Statutory Disclosures:

1. The financial statements of the Company and its subsidiary are placed on the Company's website at https://inteccapital.com/.
2. Details required under the provisions of section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing, inter alia, the ratio of remuneration of directors to median remuneration of employees, percentage increase in the median remuneration, are annexed to this Report.
3. Details of top ten employees in terms of the remuneration and employees in receipt of remuneration as prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing details prescribed under rule 5(3) of the said rules, which form part of the Directors' Report, will be made available to any member on request, as per provisions of section 136(1) of the Act.
4. The Company being an NBFC, the provisions relating to Chapter V of the Act, i.e., acceptance of deposit, are not applicable.
5. The auditors, i.e., statutory auditors and secretarial auditors have not reported any matter under section 143(12) of the Act, and therefore, no details are required to be disclosed under section 134(3)(ca) of the Act.
6. The provision of section 148 of the Act relating to maintenance of cost records and cost audit are not applicable to the Company.
7. The Company has a policy on prevention of sexual harassment at the workplace. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The number of complaints received, disposed off and pending during FY 2022-2023 is given in the Corporate Governance Report.
8. There is no change in the nature of business of the Company during FY 2022-2023.
9. The securities of the Company were not suspended from trading during the year on account of corporate actions or otherwise.
10. The Managing Director, as per the terms of his appointment, does not draw any commission or remuneration from the subsidiary company. Hence, no disclosure as required under section 197(14) of the Act has been made.
11. Neither any application was made, nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 against the Company.
12. **THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

    The Company has not availed any loan during the financial year under review, hence, the disclosure is not applicable and not furnished herein.

Acknowledgement

The Board of Directors places its gratitude and appreciation for the support and cooperation from its members, the RBI and other regulators, banks, financial institutions. The Board of Directors also places on record its sincere appreciation for the commitment and hard work put in by the Management and the employees of the Company and its subsidiary and thank them for yet another excellent year of performance.

On behalf of the Board of Directors of
For INTEC CAPITAL LIMITED

(Sanjeev Goel)	**(Surender Kumar Goel)**
Managing Director	**Director**
(DIN:00028702)	**(DIN: 00963735)**

Place: New Delhi
Date: August 10, 2023

Annexure A

FORM AOC-I

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/ joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

S. No.	Particulars	Value (in Rs.)
1	Name of the subsidiary	Amulet Technologies Limited
2	The date since when subsidiary was acquired	17.03.2012
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N.A.
5	Share capital	Rs. 25,00,000.00
6	Reserves & surplus	Rs. (1,78,18,498.67)
7	Total assets	Rs. 13,44,91,827.48
8	Total Liabilities	Rs. 14,98,10,329.50
9	Investments	Nil
10	Turnover/Income	Rs. 10,28,389
11	Profit before taxation	Rs. (1,51,79,751.68)
12	Provision for taxation	Nil
13	Profit after taxation	Rs. (1,51,79,751.68)
14	Proposed Dividend	Nil
15	% of shareholding	100.00% (Wholly owned Subsidiary)

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

There are no subsidiaries which are yet to commence operations. Further, no subsidiaries have been liquidated or sold during the financial year under review.

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Part "B": Associates and Joint Ventures
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S. No.	Name of Associates & Joint Ventures	Name 1
1	Latest audited BalanceSheetDate	N.A.
2	Shares of associates /Joint Ventures held by the company on the year end	N.A.
	i) No.	N.A.
	ii) Amount of Investments in Associates/ Joint Ventures	N.A.
	iii) Extend of Holding	N.A.
3	Description of how there is significant influence	N.A.
4	Reason why the associates /Joint ventures is not consolidated	N.A.
5	Net worth attributable to shareholding as per latest audited balance sheet	N.A.
6	Profit/ Loss for the year	N.A.
	i) Considered in consolidation	N.A.
	ii) Not Considered in consolidation	N.A.

Notes: The following information shall be furnished at the end of the statement:

1. Names of associates or joint ventures which are yet to commence operations
2. Names of associates or joint ventures which have been liquidated or sold during the year.

There are no associates or joint ventures which are yet to commence operations. Further, no associates or joint ventures have been liquidated or sold during the financial year under review.

For and on Behalf of the board
For Intec Capital Limited

(Sanjeev Goel)
Managing Director
(DIN: 00028702)

(Surender Kumar Goel)
Director
(DIN: 00963735)

(Rajesh Sharma)
Chief Financial Officer
PAN: AWNPS1719H

(Radhika Garg)
Company Secretary
M. No. A36587

Place: New Delhi
Date: August 10, 2023

Annexure B

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)

INDIAN FINANCIAL SERVICES SECTOR OVERVIEW:

The Indian financial services sector is a vital component of the country's economy, comprising a diverse range of players such as commercial banks, insurance companies, non-banking financial companies, pension funds, mutual funds and other smaller financial entities. The sector has been evolving over the years, coupled with changes and reforms by the Government and regulatory bodies to strengthen the industry, enhancing its growth prospects.

One of the key growth drivers for the sector has been the increasing focus on financial inclusion and providing better access to finance for the underbanked and underserved sections of the society. This has led to the emergence of digital banking, microfinance, and fintech collaborations that are disrupting traditional banking models.

Despite the uncertain global environment since early 2020, the Indian financial sector has remained stable and resilient. Furthermore, the Non-Banking Financial (NBFC) sector has played a crucial role in bridging the credit gap and supporting the growth of various sectors such as micro, small and medium enterprises (MSMEs), agriculture and affordable housing, among others.

INDUSTRY OVERVIEW AND FINANCING:

The financial institutions have a vital role in promoting stability and implementing regulatory measures to support households and businesses, especially amid economic crises. At present, the geopolitical conflicts have slowed down countries' post-pandemic recoveries, hastening the normalization of monetary and fiscal policies.

In India, NBFCs have emerged as the principal institutions providing credit financing to the unorganized and underserved sectors. NBFCs have revolutionized the lending system in India by providing financial inclusion for those who lack easy access to credit. They offer a range of services, including MSME financing, home finance, microfinance, gold loans and other retail segments. On the back of digitalization and technology, NBFCs are further offering quick and convenient customer financing experience, especially for low-income and untapped segments of the creditworthy population. These companies have unlocked industrial opportunities by leveraging a hybrid model of physical and digital delivery.

Despite facing competition from banks in traditional segments, NBFCs have raised Rs. 700 Billion in equity over the past 3.5 years, improving their gearing levels. With more robust balance sheets, lower leverage and steadily improving funding access, NBFCs are well-positioned to capitalise on credit demand. This could lead to an increase in Assets Under Management (AUM) by 13-14% in FY 2023-24, with a strategic focus on non-traditional segments such as unsecured loans, used vehicles and the MSME sector.

According to the Reserve Bank of India (RBI) data, outstanding bank credit to NBFCs has significantly increased from Rs. 3.68 Lac crore in 2017 to Rs. 13.20 Lac crore as of December 2022. NBFCs are expected to play a crucial role in financing India's transition from the world's fifth-largest to the third-largest economy by the end of this decade. The Government is also focusing on developing NBFCs with high emphasis on driving quality corporate governance across these entities. Following sluggish years amid liquidity stress, NBFCs have bounced back strongly with higher capital levels, reasonable stability in delinquency accounts, better asset quality and larger balance sheets. Stronger risk assessment frameworks, Government support such as debt moratorium and liquidity enhancement measures and broader economic revival have helped them tide through these challenges and pursue innovative strategies to meet evolving opportunities.

MICRO, SMALL AND MEDIUM ENTERPRISES (MSME):

The MSME sector in India plays a crucial role in providing employment opportunities and contributing significantly to the country's GDP. The outbreak of the Covid-19 pandemic accelerated the adoption of digital technologies, resulting in increased efficiency and revenue for small business owners. However, the MSME sector is currently facing a credit gap from formal financial institutions, with only 15% of the total addressable market being served by them. This situation presents a promising opportunity for NBFCs to offer customised products and digital solutions to help the sector grow.

Regarded as the cornerstone of the Government's Make in India campaign, the Indian Government's numerous supportive measures aimed at creating a favorable environment for MSMEs will continue to propel a positive growth outlook. It is expected to lay strong emphasis on providing MSMEs with access to easy and secure funding to overcome credit-starvation and the hazards of credit fraud. The numerous Government initiatives supporting this positive outlook include tax exemptions, access to funding and expansion of financing, marketing and technology. Some other notable policies in this direction are the Pradhan Mantri MUDRA Yojana (PMMY), Special Credit Linked Capital Subsidy Scheme (SCLCSS), SAMBHAV and National MSME Policy.

NBFCs have played a significant role in boosting credit flow to MSMEs, especially in underbanked areas of the country. These companies have adopted innovative tools, unconventional risk modelling and personalised offerings to cater to the specific requirements of small businesses. Additionally, NBFCs have leveraged technology for data analytics and streamlined their processes for faster disbursement of credit.

Compared to banks, they have been more agile and introduced personalised products based on the risk profiles and demands of different segments of the sector. Furthermore, NBFCs have partnered with fintech players, banks and alternative lenders to extend credit and bundled products for businesses.

OUTLOOK:

As observed in FY 2022-23, the fundamentals of the country's economy remained resilient despite the challenges felt by the global economy. India is further expected to witness a growth of 6.0% in FY 2023-24. RBI projects CPI inflation for Q1 - FY 2023-24 at 5.0% and for Q2 -FY 2023-24 at 5.4% on the assumption of a normal monsoon. Whereas on the inflationary front, it is anticipated that the rates would remain moderate somewhere between 5-6%, due to the Government's adherence to calibrated monetary policies.

The Government's continued focus on infrastructure development, coupled with rising private investment, is providing the necessary momentum for the country's economy to flourish, backed by robust GST collections and forex reserves. The total gross collection for FY 2022-23 stands at Rs. 18.10 Lac crore with revenue increased by 22% that FY 2021-22. Way forward the GST collections would grow in the coming years and will be utilised in the economic development.

The forex reserve stood at USD 595.976 Billion in the first week of May 2023 marking second consecutive weekly rise in reserves. However, a high degree of synchronisation between India's growth cycle with advanced countries urges to remain cautious about plausible hindrances. This could have a significant impact on India's deepening trade and financial connections with advanced economies

OPPORTUNITIES AND THREAT:

Your Company is committed to addressing the changes boosted by its strengths in market position, agile execution capabilities, robust early warning systems and extensive use of analytics for risk mitigation and resource allocation. It will ensure to take advantage of the tailwinds that may emerge during the course of the year.

The stringent RBI and other regulatory norms governing the functioning of NBFC and certain government restrictions acts as hindrance in smooth functioning of NBFC.

SEGMENT–WISE OR PRODUCT-WISE PERFORMANCE OF THE COMPANY:

The Company operates in single segment, i.e. providing loans and finance in India. The revenue from operations from the aforesaid sector during the year was Rs. 824.52 Lacs

RISK MANAGEMENT:

The Company prioritises risk management to protect the interest of customers, colleagues, shareholders, and the Company while ensuring sustainable growth. Our risk management framework aligns with industry standards, and a strong control framework forms the foundation for effective risk management. The Risk Management Committee identifies major risk classes, including Credit, Market, legal and regulatory, operational, liquidity, interest rate, cyber security, information technology, strategic, and economic risks.

We address increasingly complex risks through our risk management system, which conducts risk analysis and implements preventive measures. Our risk-focussed culture is supported by standards, guidelines, processes, procedures, and controls. Policies are reviewed and approved by the Board and its Committees encompassing independent identification, assessment, and management of risk across business verticals.

Our philosophy is to ensure a sustainable and ethical business environment, reflected in our risk management practices.

Further, the company has always maintained strict credit norms and processes to ensure financial assistance is granted only to able borrowers.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has a well-defined organisational structure, documented policy guidelines, and a defined authority matrix that ensures efficiency of operations, compliance with internal policies and applicable laws and regulations, as well as protection of resources. The Company believes that a strong internal control system and processes play a critical role in the day-to-day operations of the Company.

To this end, the Company has put in place an effective internal control system to synchronise its business processes, operations, financial reporting, fraud control, and compliance with extant regulatory guidelines and compliance parameters. Strict internal control and systems are devised as a depiction of the principles of the highest standards of governance. The Company ensures that a standard and effective internal control framework operates throughout the organisation, providing assurance about safekeeping of the assets and execution of transactions as per the authorisation in compliance with the internal control policies of the Company.

The internal control system is supplemented by extensive internal audits, regular reviews by the management and standard policies and guidelines, which ensure reliability of financial and all other records. The Management periodically reviews the framework, efficacy, and operating effectiveness of the Internal Financial Controls of the Company.

The Internal Audit reports are periodically reviewed by the Audit Committee. The Company has, in material respect, an adequate internal financial control over financial reporting and such controls are operating effectively. Internal Audits are carried out to review the adequacy of the internal control systems, compliance with policies and procedures. Internal Audit areas are planned based on inherent risk assessment, risk score and other factors such as probability, impact, significance and strength of the control environment. Its adequacy is assessed, and the operating effectiveness was also tested. The Company has framed risk-based internal audit policy as part of its oversight function. The objective of risk-based internal audit review is to identify the key activities and controls in the business processes, review effectiveness of business processes and controls, assess the operating effectiveness of internal controls and provide recommendations for business process and internal control improvement.

DISCUSSION ON FINANCIAL PERFORMANCE:

Details of the Company's financial performance on standalone basis for the last two years is as follows:

(Amount in Lacs)

Year	Total Revenue	Profit/ Loss after Tax	EPS
2021-22	1,094.67	359.10	1.96
2022-23	985.28	(2,663.69)	(14.50)

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES /INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Human resources are a valuable asset for any organization. The Company is committed to create an environment of constant learning and development, drive an effective and transparent performance culture and build a culture of appreciation & transparent communication. The Company is giving emphasis to upgrade the skills of its human resources. This is in keeping with its policy of enhancing the individual's growth potential within the framework of corporate goals. Total number of employees as on 31st March 2023 stood at 66.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFORE, INCLUDING:

Following are the details of significant changes in the key financial ratios as compared to the immediately previous financial year:

Particular	F.Y. 2022-2023	F.Y. 2021-2022	Difference between FY	% in change from the last FY	Reason (if more than 25% change)
(i) Debtor Turnover	NA	NA	NA	NA	NA
(ii) Inventory Turnover	NA	NA	NA	NA	NA
(iii) Interest Coverage Ratio	(117.82)	(21.45)	(96.37)	449%	Due to increase in Impairment on financial instruments.
(iv) Current Ratio	0.47	1.17	(0.70)	-60%	Due to increase in current liabilities as compared to current asset.
(v) Debt Equity Ratio	1.08	0.75	0.33	44%	Due to decrease in borrowings liability.
(vi) Operating Profit Margin (%)	NA	NA	NA	NA	NA
(vii) Net Profit/Loss Margin (%)	-270%	33%	-303%	-924%	Due to increase in Impairment on financial instruments.

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DETAILS OF ANY CHANGE IN RETURN ON NET WORTH

Particulars	For the Financial Year 2022-23	For the Financial Year 2021-22
Net worth:		
Share Capital	1836.63	1836.63
Statutory Reserve	1868.50	1868.50
Securities Premium	8843.84	8843.84
Surplus in P & L	(7296.69)	(7323.91)
Total Net worth	5252.28	5225.06
PAT	(2663.69)	359.10
Return on Net worth	-50.71%	6.87%

CAUTIONARY STATEMENT

This report contains forward-looking statements extracted from reports of Government Authorities/ Bodies, Industry Associations etc. available on the public domain which may involve risks and uncertainties including, but not limited to, economic conditions, government policies, dependence on certain businesses and other factors. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto. The Company does not undertake to update these statements.

Annexure C

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year ended 31st March, 2023

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against the other employees of the company and with respect to the performance of the company (PAT) is given below:-

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2022-23.

Name of Director	Designation	Ratio*
Mr. Sanjeev Goel	Managing Director	36.25:1
Mr. Surender Kumar Goel#	Non- Executive Independent Director	0.11:1
Mr. Rakesh Kumar Joshi#	Non-Executive Independent Director	0.08:1
Mr. Ramesh Tyagi #, ##	Non-Executive Independent Director	0.00
Ms. Shilpy Chopra #	Non-Executive Independent Woman Director	0.11:1
Ms. Shalini Rahul #	Non-Executive Independent Woman Director	0.14:1
Mr. Himanshu Purwar#, ###	Non-Executive Independent Director	0.06:1

Note:

* *For calculating ratio, remuneration includes the sitting fees paid during the F.Y. 2022-23.*

\# *The remuneration consist of sitting fees paid during the F.Y. 2022-23.*

\## *Mr. Ramesh Tyagi has ceased to be the Director on account of his unfortunate demise on 05.07.2022.*

\### *Mr. Himanshu Purwar has resigned from the Directorship of the Company w.e.f. 20.03.2023*

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2022-23:-

   - There is no increase in remuneration of the Managing Director;
   - Change in remuneration of the Chief Financial Officer;

   (a) Ms. Radhika Rautela has resigned from the position of the Chief Financial Officer of the Company w.e.f. 27.05.2022 and there was no change in her remuneration during the FY 2022-23;

   (b) Ms. Neeti was appointed as the Chief Financial Officer of the Company w.e.f. 05.08.2022 and there is no change in her remuneration during her tenure of office. Later on, she has resigned from the post of CFO w.e.f. January 14, 2023;

   (c) Mr. Rajesh Sharma was appointed as the Chief Financial Officer of the Company w.e.f. February 08, 2023 and there was no increase in his remuneration during FY 2022-23;

   - Change in remuneration of the Company Secretary;

   (a) Remuneration of Ms. Vandana, Company Secretary of the Company has increased by 11.54 % with effect from May 01, 2022.

   (b) Ms. Radhika Garg was appointed as the Company Secretary and Compliance Officer of the Company w.e.f. November 12, 2022 and there was no increase in the her remuneration during FY 2022-23; Since none of the other Independent Directors were paid remuneration in the financial year 2021-22 and 2022-23, therefore there is no increase in remuneration, during the year.

4. The percentage increase in the median remuneration of employees in the financial year 2022-23: **-12.50%**

5. The number of active permanent employees on the payroll of company at year end: **66**

6. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:-

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Average % increase in the salary of employees other than Managerial Personnel: -

2022-23–**11.82%**

Average % increase in the Salary of the Managerial Personnel:-

2022-23 – **15%**

Affirmation:

We hereby confirm that the remuneration paid to employees is as per the remuneration policy of the company.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as given below:-

Employee Name	Designation	Nature of Duties/ Role	Qualifications & Age	Experience	Date of Joining	Last Employer	Remuneration Received	The % of equity shares held by the employee in the company	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
Gaurav Gaba	Associate Vice President	Head-Legal	LL.B 45 Years	20 Years	29.06.2021	Capital Trust Limited	33,92,496	Nil	No
Arvind Kumar Jha	Associate Vice President	Head-NCLT	LL.B 46 Years	19 Years	10.09.2021	Asset Reconstruction Company (I) Limited	29,56,248	Nil	No
Anish Kumar Menon	Associate Vice President	Head Legal-Execution	Bsc/LL.B 45 Years	18 Years	11.10.2022	Vistaar Financial Services Pvt. Ltd.	26,00,004	Nil	No
Pranav Goel	Chief Manager	Chief Manager-IT Infra & Software	BBA 30 Years	9 Years	1.05.2020	Modern Credit Private Limited	19,20,000	0.18%	Son of Mr. Sanjeev Goel (Managing Director)
Dhruv Goel	Chief Manager	Chief Manager-Finance & Legal	BA Economics 28 Years	7 Years	01.08.2020	Modern Credit Private Limited	15,61,956	0.18%	Son of Mr. Sanjeev Goel (Managing Director)
Anju Srivastava	Chief Manager	Chief Manager-Finance & Accounts	B.Com 47 Years	25 Years	01.08.1998	Kanha Vanaspati Limited	14,91,060	Nil	No
Dinesh Negi	Chief Manager	Chief Manager-Legal Collections	B.Com 49 Years	10 Years	24.11.2014	Nilhal Buildwell Pvt. Ltd.	14,36,160	Nil	No
Shikha Kadyan	Manager	Manager-Legal	LL.B/ M.com/ CS 32 Years	8 Years	01.04.2022	Renaissance Capital Advisors Pvt Ltd	10,20,000	Nil	No
Rajesh Sharma	Chief Financial Officer	Finance & Accounts	M.Com 55 Years	27 Years	01.02.2023	Blue Express Logistics Services India Pvt Ltd	10,20,000	Nil	No
Vijay Madan	Senior Manager	Finance & Accounts	B.Com 49 Years	12 Years	01.08.2011	Intec Share and Stock Brokers Limited	8,54,244	Nil	No

Statement of particulars of employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year ended 31st March, 2023.

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

Rule	Rule Description	Details
5(2)	name of such employee	Mr. Sanjeev Goel
5(3) (i)	designation of such employee	Managing Director
5(3) (ii)	remuneration received	129.99 Lacs
5(3) (iii)	nature of employment, whether contractual or otherwise	Executive Director
5(3) (iv)	qualifications and experience of the employee	CA, MBA (Finance) 30 years of experience
5(3) (v)	date of commencement of employment	15/02/1994
5(3) (vi)	the age of such employee	59 years
5(3) (vii)	the last employment held by such employee before joining the company	NIL
5(3) (viii)	the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	3.51%
5(3) (ix)	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	Mr. Pranav Goel, (Manger- IT & Infra) & Mr. Dhruv Goel, (Manager – Finance & legal) are relatives (Son) of Mr. Sanjeev Goel.

B. Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;

Rule	Rule Description	Details
5(2)	name of such employee	-
5(3) (i)	designation of such employee	-
5(3) (ii)	remuneration received	-
5(3) (iii)	nature of employment, whether contractual or otherwise	-
5(3) (iv)	qualifications and experience of the employee	-
5(3) (v)	date of commencement of employment	-
5(3) (vi)	the age of such employee	-
5(3) (vii)	the last employment held by such employee before joining the company	-
5(3) (viii)	the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	-
5(3) (ix)	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	-

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C. Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

Rule	Rule Description	Details
5(2)	name of such employee	-
5(3) (i)	designation of such employee	-
5(3) (ii)	remuneration received	-
5(3) (iii)	nature of employment, whether contractual or otherwise	-
5(3) (iv)	qualifications and experience of the employee	-
5(3) (v)	date of commencement of employment	-
5(3) (vi)	the age of such employee	-
5(3) (vii)	the last employment held by such employee before joining the company	-
5(3) (viii)	the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	-
5(3) (ix)	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	-

Annexure D

REPORT ON CORPORATE GOVERNANCE

Corporate governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business.

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of Intec Capital Limited (the 'Company') for FY 2022-2023.

This report outlines compliance with requirements of the Companies Act, 2013, as amended (the 'Act') and the SEBI Listing Regulations, as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures are well beyond complying with the minimum statutory and regulatory requirements stipulated in the applicable laws.

OUR CORPORATE GOVERNANCE PHILOSOPHY

Our corporate governance is a reflection of our value system, encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices and performance, and ensure that we gain and retain the trust of our stakeholders at all times.

Corporate governance is an ethically-driven business process that is committed to values aimed at enhancing an organization's capacity to create wealth. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At Intec Capital, it is imperative that our Company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

BOARD OF DIRECTORS

Keeping with the commitment to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

The responsibilities of the Board, inter alia, include formulation of overall strategy for the Company, reviewing major plan of actions, setting performance objectives, laying down the Code of Conduct for all members of the Board and Senior Management, formulating policies, performance review, monitoring due compliance with applicable laws, reviewing and approving the financial results, enhancing corporate governance practices and ensuring the best interest of the shareholders, the community, environment and its various stakeholders.

Composition

Your Company has an optimum mix of Executive, Non-Executive and Independent Directors which is essential to effectuate the two main functions of the Board viz. Governance and Management. During the year under review, the Company has complied with the provisions relating to corporate governance as provided under the Listing Regulations (hereinafter, "SEBI LODR"), the Companies Act, 2013 and also in terms of Guidelines as issued by Reserve Bank of India ("RBI") with respect to Composition of Board.

As on March 31, 2023, the Board of the Company consisted of 5 (Five) directors, of whom 1 (one) was Executive (Managing Director), 4 (Four) were Non-Executive Independent (including two-woman directors).

All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under regulation 16(1)(b) of the SEBI LODR and section 149 of the Companies Act, 2013. None of the Directors is related to each other and there are no inter-se relationships between the Directors.

The Board of Directors of your Company consists of professionals from varied disciplines and possesses adequate knowledge and skills.

Detailed profile of the Directors is available on the Company's website at https://www.inteccapital.com/about-us/board-of-directors/profile-of-directors/

Resignation of Independent Director

Mr. Himanshu Purwar (DIN: 08203477), who was holding office for a first term till 26.09.2027, resigned due to personal reasons with effect from close of business hours on 20 March, 2023.

He has confirmed that there is no other material reason for resignation other than that mentioned in his resignation letter.

A copy of his resignation mail dated 20 March, 2023 which has been submitted to stock exchanges can be accessed at https://www.bseindia.com/xml-data/corpfiling/AttachHis/519b8658-2582-43c2-aa3e-2cbd1e76b7d1.pdf

As Table 1 shows, the Company is in compliance with the SEBI Listing Regulations.

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Table 1: Composition and category of Board of Directors as on 31st March, 2023

S. No.	Name	Designation	Category	DIN	Date of joining Board
1.	Mr. Sanjeev Goel	Managing Director	Executive Director	00028702	15/02/1994
2.	Mr. Surender Kumar Goel	Non-Executive Independent Director	Non-Executive Independent Director	00963735	13/02/1998
3.	Mr. Rakesh Kumar Joshi	Non-Executive Independent Director	Non-Executive Independent Director	02410620	27/02/2002
4.	Mr. Ramesh Tyagi*	Non-Executive Independent Director	Non-Executive Independent Director	09009275	26/12/2020
5.	Ms. Shilpy Chopra	Non-Executive Independent Woman Director	Non-Executive Independent Director	07161915	12/05/2021
6.	Ms. Shalini Rahul	Non-Executive Independent Woman Director	Non-Executive Independent Director	09357650	13/10/2021
7.	Mr. Himanshu Purwar**	Non-Executive Independent Director	Non-Executive Independent Director	08203477	27/09/2022

**Mr. Ramesh Tyagi, (DIN 09009275), Non-Executive Independent Director has ceased to be the Director on account of his unfortunate demise on 05 July 2022. His sudden and unexpected passing away will be an irreparable loss to the Company.*

*** Mr. Himanshu Purwar, (DIN: 08203477), Non-Executive Independent Director of the Company, resigned with effect from 20 March, 2023, close of business hours, due to his personal reasons.*

As per the requirement under SEBI (LODR) Regulations, 2015, none of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the Listing Regulations), across all public companies in which he/she is a Director. The required disclosures regarding their position in the committees have been duly attained by the Company.

Furthermore, as per the requirement laid under the section 165(1) of Companies Act, 2013 none of the Directors hold office in more than 20 companies and in more than 10 public companies.

Also, in terms of Regulation 17A of SEBI (LODR) Regulations, 2015, no Director holds Directorships in more than 7 listed companies and none of the Director serves as Independent Director in more than 7 listed companies.

Other Directorship and Attendance of Directors

The number of Directorship and Committees Chairmanship/Membership held by the Directors as on March 31, 2023 are given hereunder:

Name	Date of Appointment	Category of Director	No. of Directorships in other Companies*	No. of other Committee Memberships/ Chairmanships**		Directorship held in Other Listed Companies and Category of Directorship
				Chairperson	M Member	
Mr. Sanjeev Goel	15/02/1994	Managing Director	2	Nil	Nil	Nil
Mr. Surender Kumar Goel	13/02/1998	Independent Director	1	Nil	Nil	Nil
Mr. Rakesh Kumar Joshi	27/02/2002	Independent Director	-	Nil	Nil	Nil
Ms. Shilpy Chopra	12/05/2021	Independent Director	-	Nil	2	3 Independent Director
Ms. Shalini Rahul	13/10/2021	Independent Director	-	Nil	1	2 Independent Director

* *Excludes Directorships/Chairpersonships in Associations, Private Limited Companies, Foreign Companies, Government Bodies, Companies registered under Section 8 of the Act and Alternate Directorships.*

** *Represents Chairpersonships/Memberships of Audit and Stakeholders Relationship Committees in all companies as required under Regulation 26(1)(b) of the Listing Regulations.*

The Twenty Eighth (28th) Annual General Meeting ('AGM') of the Company for the Financial Year ('FY') 2021-22 was held on Monday, September 05, 2022. All the Directors of the Company were present at the 28th AGM. The Board met five times on the following dates during the FY 2022-23 and the gap between two meetings at any time did not exceed 120 days. The quorum required was present for all the Board Meetings.

The details of names and categories of Directors on the Board during the Financial Year 2022-23, their attendance at Board Meetings held during the Financial Year 2022-23 and at the last Annual General Meeting are given hereunder:

Name and Category	Attendance at the Board Meetings held on					No. of meetings held during FY 2022-23 (Five)		Whether attended the AGM	Attendance (%)	No. of shares held in the company
	May 28, 2022	June 03, 2022	August 05, 2022	November 12, 2022	February 08, 2023	Entitled to attend	Attended			
Managing Director										
Mr. Sanjeev Goel	✓	✓	✓	✓	✓	5	5	✓	100.00	6,44,464
Non-Executive Independent Director										
Mr. Surender Kumar Goel	✓	✓	AB	✓	✓	5	4	✓	40.00	-
Mr. Rakesh Kumar Joshi	AB	✓	✓	✓	AB	5	3	✓	30.00	-
Mr. Ramesh Tragi*	AB	AB	NA	NA	NA	2	0	NA	NA	-
Ms. Shilpy Chopra	✓	✓	✓	AB	✓	5	4	✓	40.00	-
Ms. Shalini Rahul	✓	✓	✓	✓	✓	5	5	✓	100.00	-
Mr. Himanshu Purwar**	NA	NA	NA	✓	✓	2	2	NA	100.00	-

**Mr. Ramesh Tyagi, (DIN 09009275), Non-Executive Independent Director has ceased to be the Director on account of his unfortunate demise on 05 July 2022. His sudden and unexpected passing away will be an irreparable loss to the Company.*

*** Mr. Himanshu Purwar, (DIN: 08203477), Non-Executive Independent Director of the Company, resigned with effect from 20 March, 2023, close of business hours, due to his personal reasons.*

Core skills/expertise/competencies:

A brief profile of the Directors is available on the website of the Company at https://www.inteccapital.com/about-us/board-of-directors/profile-of-directors/

As stipulated under schedule V to the SEBI Listing Regulations, core skills/expertise/competencies as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

The Chart/matrix of such core skills/expertise/competencies, along with the names of Directors who possess such skills is given below:

Name of the Director	Core skills/expertise/competencies					
	Financial Services	Leadership	Technology	Risk, Assurance and Internal Controls	Understanding of accounting and financial statements	Business Transformation & Strategy
Mr. Sanjeev Goel	Yes	Yes	No	Yes	Yes	Yes
Mr. Surender Kumar Goel	Yes	Yes	No	Yes	Yes	Yes
Mr. Rakesh Kumar Joshi	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Ramesh Tyagi	Yes	Yes	No	No	Yes	No

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Name of the Director	Core skills/expertise/competencies					
	Financial Services	Leadership	Technology	Risk, Assurance and Internal Controls	Understanding of accounting and financial statements	Business Transformation & Strategy
Ms. Shilpy Chopra	Yes	Yes	Yes	No	Yes	Yes
Ms. Shalini Rahul	Yes	Yes	Yes	No	Yes	Yes
Mr. Himanshu Purwar	No	Yes	Yes	Yes	Yes	No

Non-Executive Directors' Compensation:

During FY2022-23, sitting fees of ₹ 10,000 per meeting was paid to Non-executive Independent Directors for every meeting of the Board attended by them.

Inter-se Relation among Directors:

There is No Inter-se Relationship among the directors of the Company.

Shareholding of Non-Executive Directors as on March 31, 2023:

None of the Non-Executive Director holds any Shares in the Company. The Company has not issued any convertible instruments.

Conduct of Board Proceedings:

The development of Company's vision, strategic direction and evaluates the management policies and their effectiveness is made under the guidance of the Board. The meetings of the Board are conducted at regular intervals in order to discuss and decide on business strategies/policies and review the financial performance of the Company from time to time.

The dates of the Board Meetings are fixed well in advance and intimated to the Board members to enable the Directors to plan their schedules accordingly. The agenda papers are circulated to the Directors in advance before the meeting. However, certain exigent proposals are tabled at the Board Meeting under "Any other items" of the Board Agenda with the approval of the Chairman and consent of all the Directors present.

The Company Secretary attends all the meetings of the Board and its Committees and is, inter alia, responsible for recording the minutes of such meetings. The agenda and related information is circulated through electronic mode. This has reduced paper consumption, thereby enhancing the sustainability efforts of the Company. Video conferencing facility is provided to facilitate Directors who are unable to attend the Meeting in person.

Managing Director (MD) and Chief Financial Officer (CFO) Certification:

As required under Regulation 17 read with Part B of Schedule II of the Listing Regulations, the MD and CFO certification on the Financial Statements, the Cash Flow Statement, and the Internal Control Systems for financial reporting has been obtained from Mr. Sanjeev Goel, Managing Director and Mr. Rajesh Sharma, Chief Financial Officer. The said certificate is annexed as **Annexure 1** to this report.

Code of Conduct:

The Code of Conduct aims at ensuring consistent standards of conduct and ethical business practices across the Company. The Company has laid down the Code of Conduct which is applicable to all its Directors whether executive or non-executive which can be accessed on the website of the Company at https://www.inteccapital.com/. The Board has also laid down a Code of Conduct for the Non-executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in Schedule IV to the Act which can be accessed on the website of the Company at h0ttps://www.inteccapital.com/.

All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct, as on March 31, 2023. A certificate to that effect is annexed as **Annexure 2**.

Certificate from Practicing Company Secretary:

The Company has received a certificate from Ms/ Sakshi M Bansal & Associates, Practicing Company Secretary, to the effect 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 Company by SEBI/Ministry of Corporate Affairs ('MCA') or such other statutory authority. The said certificate is annexed as **Annexure 3** to this report.

Review of Legal Compliance Reports:

The Board periodically reviews compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

Maximum Tenure of Independent Directors:

In terms of the Act, independent directors shall hold office for a term of up to five consecutive years on the board of a company but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the board's report. The tenure of the independent directors is in accordance with the provisions of the Act.

Independent Directors and Confirmation of Independence:

As on March 31, 2023, the Board of the Company comprises of four Non- Executive Independent Directors which formulates 80% of the total strength of the Board.

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Listing Regulations. The terms and conditions stating the appointment of Independent Directors are in accordance with the Companies Act, 2013 and the Listing Regulations.

The Independent Directors have submitted declarations that they meet the criteria of independence as provided in Regulation 16(1)(b) of the SEBI Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Meetings of Independent Directors:

A meeting of the Independent Directors of the Company was held on February 08, 2023 without the presence of Non-Independent Directors and the members of the management, and the meetings was held in compliance with Schedule IV to the Act and Regulation 25(3) of SEBI Listing Regulations.

Familiarization Program for Independent Directors:

Regulation 25(7) of the SEBI (LODR) Regulations mandates the Company to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through a detailed presentations. The Independent Directors of the Company are familiarized through familiarization of major developments and updates on the Company and group, etc., throughout the year on an ongoing and continuous basis. Such programs/presentations also provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy in a better manner.

Details of familiarization programmmes are placed on the Company's website and can be accessed at https://www.inteccapital.com/wp-content/uploads/2023/02/Familiarization-Programme-For-Independent-Directors.pdf.

Whistle Blower Policy/Vigil Mechanism:

The Company has a Whistle Blower Policy encompassing Vigil Mechanism pursuant to the requirements of the Section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations and meeting the requirements under applicable RBI regulations.

The Whistle Blower Policy/Vigil Mechanism enables directors and employees to report confidentially to the Management, without fear of victimization, any unacceptable and/or unethical behavior, suspected or actual fraud, violation of the Company's Code of Conduct or ethics policy and instances of leak or suspected leak of unpublished price sensitive information which are detrimental to the organization's interest. It provides safeguards against victimization of directors/employees who avail of the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.

The policy has been appropriately communicated to the employees within the organization and has also been hosted on the Company's website which can be accessed at https://www.inteccapital.com/wp-content/uploads/2021/09/Vigil-Mechanism-Whistle-Blower-Policy.pdf.

During FY 2022-2023, no employee was denied access to the Chairman of Audit Committee under this policy.

Subsidiary Company:

The Company has only one Wholly-Owned Subsidiary Company viz. Amulet Technologies Limited and it's a non-material Subsidiary Company within the meaning of the SEBI Listing Regulations.

The Subsidiary Company is managed by their respective Board of Directors in the best interest of their stakeholders.

Provision of regulation 24 of the SEBI Listing Regulations relating to subsidiary companies, to the extent applicable, have been duly complied with.

Utilization of funds raised through preferential allotment/qualified institutions placement:

The Company has not raised funds by issue of equity shares either on preferential basis or through qualified institutions placement during FY2022-23. Therefore, there are no details to be disclosed as per regulation 32(7A) of SEBI Listing Regulations.

Related Party Transactions:

All related party transactions entered during FY 2022-23 were on an arm's length basis and were not material under the SEBI Listing Regulations except to the remuneration of Mr. Sanjeev Goel, Managing Director of the Company and as per the provisions of the SEBI Listing Regulations the Company has already obtained the approval of shareholders in the 27th Annual General Meeting held on 15th September, 2021 for three (3) Financial Years i.e. for Financial 2022–2023, 2023–2024 and 2024–2025.

Particulars of the Contracts or Arrangements with related parties referred to in Section 188(1) in the format specified as Form AOC-2 forms part of this Report. Further details of related party transactions are provided in Notes to Financial Statements.

Approval of the Audit Committee was obtained for all related party transactions entered during FY2022-23. Details of such transactions were placed before the Audit Committee for its noting/review on a quarterly basis.

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Disclosures relating to related party transactions are filed with the stock exchanges on a half-yearly basis.

During FY2022-23, there were no materially significant related party transactions entered into by the Company that may have potential conflict with the interests of the Company at large, further the Company has a policy on dealing with Related Party Transaction and has also been hosted on the Company's website which can be accessed at https://www.inteccapital.com/wp-content/uploads/2022/06/Related_Party_Transaction_Policy_updated.pdf.

COMMITTEES OF THE BOARD

The constitution of Committees by the Board focus on specific areas and make informed decisions within the framework of delegated authority and make specific recommendations to the Board on matters within their areas or purview. The decisions and recommendations of the Committees are placed before the Board for information or for approval, as required. The Committees operate as empowered agents of the Board as per their Charter/Terms of Reference. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions/noting. The composition and functioning of these Committees are in compliance with the applicable provisions of the Companies Act, 2013, SEBI LODR and also in consonance with the Corporate Governance Master Directions issued by the Reserve Bank of India for Non-Deposit taking Non-Systematically Important NBFC's.

As on March 31, 2023, the following committees were in operation:

Audit Committee:

Pursuant to the Act, SEBI Listing Regulations and NBFC Regulations, the Company has an Audit Committee, meeting the composition prescribed thereunder with a minimum of two-third of its members (including Chairman) being Independent Directors. All members are Non–Executive Directors, are financially literate and have accounting or related financial management expertise.

The Board reviews the working of the Committee from time to time to bring about greater effectiveness and to ensure compliance with the various requirements under the Act, SEBI Listing Regulations and NBFC Regulations.

The terms of reference of the Committee are in accordance with the Act, SEBI Listing Regulations and NBFC Regulations. These broadly include oversight of the Company's financial reporting process and disclosure of its financial information, review of financial statements, review of compliances and review of systems and controls, approval or any subsequent modification of transactions with related parties, review compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. The detailed terms of reference of the Committee can be accessed at https://www.inteccapital.com/wp-content/uploads/2022/08/Word_-_Committees-of-Board-along-with-Charter-converted.pdf.

Meetings and attendance

During FY 2022-2023, the Committee met 5 (Five) times viz., on 28 May, 2022, 03 June, 2022, 05 August, 2022, 12 November, 2022 and 08 February, 2023. The meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two consecutive meetings. The quorum as required under the statute was duly maintained during the meetings.

In addition to the members of the Audit Committee, these meetings were attended by Chief Financial Officer, Internal Auditor, representative of Statutory Auditors and other Senior Executives who were considered necessary for providing inputs to the Committee.

The Company Secretary acted as the secretary to the Audit Committee.

The permanent Chairman of the Committee, Mr. Surender Kumar Goel was present at the AGM which was held through video conferencing ('VC') on 05th September, 2022 to answer members' queries.

Further, the committee was re-constituted by the Board of Directors in its meeting held on May 28, 2022 and Ms. Shilpy Chopra (Non-Executive Independent Director) was inducted as member of the Committee effective 28 May, 2022.

During the financial year under review, Mr. Ramesh Tyagi ceased to be the member of the Committee on account of his unfortunate demise on 05 July, 2022.

Composition of the Audit Committee and attendance record of the members for FY 2022-23

Name of the Director	Category	No. of Meetings held during FY2022-23 (5)	
		Entitled to attend	Attended
Mr. Surender Kumar Goel	Chairman, Non-Executive, Independent	5	4
Mr. Rakesh Kumar Joshi	Non-Executive, Independent	5	4
Mr. Ramesh Tyagi	Non-Executive, Independent (Upto 05 July, 2022)	1	0
Ms. Shilpy Chopra	Non-Executive, Independent (effective 28 May, 2022)	4	3

During FY 2022-2023, the Board had accepted all recommendations of the Committee.

Nomination and Remuneration Committee:

Pursuant to the Act, SEBI Listing Regulations and NBFC Regulations, the Company has constituted a Nomination and Remuneration Committee ('NRC'), meeting the composition prescribed thereunder with a minimum of two-third of its members (including Chairman) being Independent Directors. All members of the Committee are Non–Executive Directors.

The terms of reference of the Committee, inter alia, includes formulation of criteria for determining qualifications, positive attributes and independence of a director, recommendation of persons to be appointed to the Board and senior management and specifying the manner for effective evaluation of performance of Board, its Committees, Chairperson and Individual Directors, recommendation of Remuneration Policy for directors, Key Managerial Personnel and other employees, formulation of criteria for evaluation of performance of Independent Directors and the Board, devising a policy on Board diversity and such other matters as may be prescribed by Companies Act, Listing Regulations and NBFC Regulations.

The detailed terms of reference of the Committee can be accessed at https://www.inteccapital.com/wp-content/uploads/2022/08/Word_-_Committees-of-Board-along-with-Charter-converted.pdf.

Meetings and attendance

During FY 2022-2023, the Committee met 4 (Four) times viz., on 28 May, 2022, 05 August, 2022, 12 November, 2022 and 08 February, 2023. The meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two consecutive meetings.

The Company Secretary acted as the secretary to the NRC Committee.

The permanent Chairman of the Committee, Mr. Surender Kumar Goel was present at the AGM which was held through video conferencing ('VC') on 05th September, 2022 to answer members' queries.

Further, the committee was re-constituted by the Board of Directors in its meeting held on May 28, 2022 and Ms. Shalini Rahul (Non-Executive Independent Director) was inducted as member of the Committee effective 28 May, 2022.

During the financial year under review, Mr. Ramesh Tyagi ceased to be the member of the Committee on account of his unfortunate demise on 05 July, 2022.

Composition of the Nomination and Remuneration Committee and attendance record of the members for FY 2022-23

Name of the Director	Category	No. of Meetings held during FY2022-23 (4)	
		Entitled to attend	Attended
Mr. Surender Kumar Goel	Chairman, Non-Executive, Independent	4	3
Mr. Rakesh Kumar Joshi	Non-Executive, Independent	4	3
Mr. Ramesh Tyagi	Non-Executive, Independent (Upto 05 July, 2022)	1	0
Ms. Shalini Rahul	Non-Executive, Independent (effective 28 May, 2022)	3	3

During FY 2022-2023, the Board had accepted all recommendations of the Committee.

Asset Liability Cum Risk Management Committee:

Pursuant to the NBFC Regulations and SEBI Listing Regulations, the Company has constituted the Asset Liability cum Risk Management Committee ('ALRMC').

The terms of reference of the Committee are as follows:

1. Oversee the implementation of Risk Management Systems and Framework;
2. Review the Company's Financial and Risk Management Policies;
3. Assess risk and procedures to minimize the same;
4. Framing, implementing and monitoring the risk management plan for the Company;
5. To identify, quantify, integrate, monitor, manage and control the different type of risks associated with NBFC.
6. To assist the Board of Directors in Balance Sheet planning, putting in place a progressive risk management system, developing a risk return perspective including the strategic management of interest and liquidity risk.

Asset Liability Cum Risk Management Committee (ALRMC) was constituted by board of directors in its meeting held on 9th February, 2019 by merging the two existing Committees of the Board viz. Asset Liability

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Management Committee (ALCO) and Risk Management Committee (RMC).

Meetings and attendance

During FY 2022-2023, the Committee met 1 (One) time viz., on 28 May, 2022.

The Company Secretary acted as the secretary to the ALRMC Committee.

Further, the committee was re-constituted by the Board of Directors in its meeting held on May 28, 2022 and Ms. Shilpy Chopra (Non-Executive Independent Director) was inducted as member of the Committee effective 28 May, 2022.

Composition of the Asset Liability cum Risk Management Committee and attendance record of the members for FY 2022-23

Name of the Director	Category	No. of Meetings held during FY2023 (1)	
		Entitled to attend	Attended
Mr. Sanjeev Goel	Chairman, Managing Director	1	1
Mr. Surender Kumar Goel	Non-Executive, Independent	1	1
Mr. Rakesh Kumar Joshi	Non-Executive, Independent	1	0
Ms. Shilpy Chopra	Non-Executive, Independent (effective 28 May, 2022)	NA	NA

During FY 2022-2023, the Board had accepted all recommendations of the Committee.

Corporate Social Responsibility (CSR) Committee:

Pursuant to the Act and SEBI Listing Regulations, the Company has constituted a Corporate Social Responsibility (CSR) Committee.

The terms of reference of the Committee can be accessed at https://www.inteccapital.com/wp-content/uploads/2022/08/Word_-_Committees-of-Board-along-with-Charter-converted.pdf.

Meeting and attendance

During FY 2022-2023, the Committee met once on 28 May, 2022.

The Company Secretary acted as the Secretary to the Committee.

Further, the committee was re-constituted by the Board of Directors in its meeting held on May 28, 2022 and Ms. Shalini Rahul (Non-Executive Independent Director) was inducted as member of the Committee effective 28 May, 2022.

During the financial year under review, Mr. Ramesh Tyagi ceased to be the member of the Committee on account of his unfortunate demise on 05 July, 2022.

Composition of the Corporate Social Responsibility (CSR) Committee and attendance record of the members for FY 2022-23

Name of the Director	Category	No. of Meetings held during FY 2022-23 (1)	
		Entitled to attend	Attended
Mr. Sanjeev Goel	Chairman, Managing Director	1	1
Mr. Surender Kumar Goel	Non-Executive, Independent	1	1
Mr. Ramesh Tyagi	Non-Executive, Independent (Upto 05 July, 2022)	1	0
Ms. Shalini Rahul	Non-Executive, Independent (effective 28 May, 2022)	NA	NA

Shareholders Investors Grievance Committee (SHIC) cum Stakeholders Share Transfer Committee (STC) cum Stakeholders Relationship Committee:

Pursuant to the Act and SEBI Listing Regulations, the Company has constituted a Stakeholders Relationship Committee.

The terms of reference of the Committee, inter alia, includes review of measures taken for effective exercise of voting rights by shareholders and review of adherence to the service standards in respect of various services rendered by the share transfer agent. The terms of reference of the Committee can be accessed at https://www.inteccapital.com/wp-content/uploads/2022/08/Word_-_Committees-of-Board-along-with-Charter-converted.pdf.

More details on this subject and on shareholders' related matters including unclaimed suspense account have been furnished in **General Shareholder Information.**

Meeting and attendance

During FY 2022-2023, the Committee met once on 08 February, 2023 to review the status of investors' services rendered.

The Company Secretary acted as the Secretary to the Committee.

The Committee was apprised of the major developments on matters relating to investors. In addition, the Committee also considered matters that can facilitate better investor services and relations.

The permanent Chairman of the Committee, Mr. Surender Kumar Goel was present at the AGM which was held through video conferencing ('VC') on 05th September, 2022 to answer members' queries.

Further, the committee was re-constituted by the Board of Directors in its meeting held on May 28, 2022 and Ms. Shalini Rahul (Non-Executive Independent Director) was inducted as member of the Committee effective 28 May, 2022.

During the financial year under review, Mr. Ramesh Tyagi ceased to be the member of the Committee on account of his unfortunate demise on 05 July, 2022.

Composition of the Shareholders Investors Grievance Committee (SHIC) cum Stakeholders Share Transfer Committee (STC) cum Stakeholders Relationship Committee and attendance record of the members for FY 2022-23

Name of the Director	Category	No. of Meetings held during FY2022-23 (1)	
		Entitled to attend	Attended
Mr. Surender Kumar Goel	Chairman, Non-Executive, Independent	1	1
Mr. Sanjeev Goel	Executive, Managing Director	1	1
Mr. Ramesh Tyagi	Non-Executive, Independent (Upto 05 July, 2022)	NA	NA
Ms. Shalini Rahul	Non-Executive, Independent (effective 28 May, 2022)	1	1

Details of the investor complaints received during FY2022-23

No. of complaints outstanding at the beginning of the year	No. of complaints received	No. of complaints not solved to the satisfaction of the shareholders	No. of complaints solved	No. of pending complaints at the end of the year
0	0	0	0	0

Remuneration of Directors:

S. No.	Name of the Director	Sitting Fees for attending Board/ Committee Meetings	Salary and Perquisites	Incentive/ Bonus	Total
1.	Mr. Sanjeev Goel	50,000	1,29,99,996	--	1,30,49,996
2.	Mr. Surender Kumar Goel	40,000	--	--	40,000
3.	Mr. Rakesh Kumar Joshi	30,000	--	--	30,000
4.	Mr. Ramesh Tyagi*	0	--	--	0
5.	Ms. Shilpy Chopra	40,000	--	--	40,000
6.	Ms. Shalini Rahul	50,000	--	--	50,000
7.	Mr. Himanshu Purwar**	20,000	--	--	20,000

* *Mr. Ramesh Tyagi, (DIN 09009275), Non-Executive Independent Director has ceased to be the Director on account of his unfortunate demise on 05 July 2022. His sudden and unexpected passing away will be an irreparable loss to the Company.*

** *Mr. Himanshu Purwar, (DIN: 08203477), Non-Executive Independent Director of the Company, resigned with effect from 20 March, 2023, close of business hours, due to his personal reasons.*

Pecuniary relationship/transaction with Non-Executive Directors

During FY2022-23, there were no pecuniary relationship/ transactions of any non–executive directors with the Company, apart from sitting fees paid for attending the meeting of Board or its committee as the case maybe. During FY2022-23, the Company did not advance any loans to any of its directors.

Criteria of making payments to Non-Executive Directors

Non-Executive Directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee the corporate governance framework of the Company.

The criteria of making payments to Non–Executive Directors are placed on the Company's website and can be accessed at https://www.inteccapital.com/wp-content/uploads/2018/03/CRITERIA-FOR-MAKING-PAYMENT-TO-NON-EXECUTIVE-DIRECTORS.pdf.

Managing Director

The tenure of Mr. Sanjeev Goel, Managing Director of the Company is of five (5) years up to 31st March 2025. There is no separate provision for payment of severance fees and performance linked incentives. The remuneration excluding sitting fees as mentioned above comprises only of fixed components. Further complete details of remuneration of Directors and Key Managerial Personnel have been provided in annual return which will be hosted at the website of the Company in terms of provisions of Section 92(3) of the Companies Act, 2013.

Management

Management discussion and analysis

This is given as a separate section in the **Annual Report**.

Disclosure of Material Transactions

Under regulation 26(5) of the SEBI Listing Regulations, Senior Management is required to make disclosures to the Board relating to all material, financial and commercial transactions, where they had or were deemed to have had personal interest that might have been in potential conflict with the interest of the Company at large. As per the disclosure submitted by Senior Management, there were no such transactions during FY2022-23.

Code of Conduct for Prevention of Insider Trading

Your Company has adopted a "Code of Internal procedure and conduct for regulating, monitoring and reporting of trading in securities by Insiders" as required under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Company formulated a Code of Conduct to Regulate, Monitor, and Report trading by Insiders to deter the Insider trading in the securities of the Company based on the unpublished price sensitive information (UPSI).

The Code duly envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company. During the year under review there has been due compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code is also available at the website of the Company.

Means of communication

The Board recognizes the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent manner. The Company has its website (https://www.inteccapital.com) that contains required information for the shareholders.

- **Quarterly results and other relevant information**:

The quarterly/half-yearly/yearly results are intimated to the Stock Exchanges immediately after the Board Meeting at which they are approved. The results of the Company are also published in at least one national newspaper (usually Financial Express) and one regional newspaper (usually Hari Bhoomi) having wide circulation.

- **Website:**

The Company's website, https://www.inteccapital.com, under the section of 'investors', contains all important public domain information including various policies and codes framed/approved by the Board, matters concerning the shareholders, details of the contact persons, etc.

- **Green initiatives by MCA:**

Sections 20 and 136 of the Act, read with relevant rules, permit companies to service delivery of documents electronically to the registered email addresses of the members.

In compliance with the said provisions and as a continuing endeavour towards the 'Go Green' initiative, the Company proposes to send all correspondence/ communications through email to those members who have registered their email addresses with their depository participant's/ Company's share transfer agent.

During FY2022-23, the Company sent documents, such as notice calling the Annual General Meeting, Postal Ballot Notice, Audited Financial Statements, Directors' Report, Auditors' Report, Half Yearly Communications, etc. in electronic form to the email addresses provided by the members and made available by them to the Company through the depositories.

All financial and other vital official documents under the SEBI Listing Regulations are also communicated to the concerned stock exchanges, besides being placed on the Company's website.

Information on General Body Meetings and details of Special Resolution(s) passed

Details of the AGMs held during last three years:

Details of AGM	Date and Time of AGM	Venue	Details of special resolution(s) passed at the AGM
FY 2019-20 26th AGM	Saturday, 26th December, 2020 at 12:00 p.m.	Through VC Deemed Venue: Registered office	- Re-appointment of Mr. Surender Kumar Goel (DIN: 00963735), as Non-Executive Independent Director of the Company who is re-appointed by Board of Directors for a consecutive period of five (5) years. - Re-appointment of Mr. Rakesh Kumar Joshi (DIN :02410620), as Non-Executive Independent Director of the Company who is re-appointed by Board of Directors for a consecutive period of five (5) years.
FY 2020-21 27th AGM	Wednesday, 15th September, 2021 at 12:00 p.m.	Through VC Deemed Venue: Registered office	- Approving the payment of Remuneration to Mr. Sanjeev Goel (DIN: 00028702), Managing Director for three (3) Financial Years i.e. for Financial 2022–2023, 2023–2024 and 2024–2025.
FY 2021-22 28th AGM	Monday 05th September, 2022 at 12:00 p.m.	Through VC Deemed Venue: Registered office	- Appointment of Mrs. Shalini Rahul (DIN: 09357650), as Non-Executive Independent Women Director of the Company who is appointed by Board of Directors for a consecutive period of five (5) years.

Extraordinary General Meetings:

During FY2022-23, no Extraordinary General Meeting was conducted by the Company.

Postal Ballot:

During FY2022-23, the Company had sought approval of the members through postal ballot, the details of the same are given below:

Appointment of Mr. HimanshuPurwar (DIN: 08203477), as Non-Executive Independent Director of the Company who is appointed by Board of Directors for a consecutive period of five (5) years. **(Special resolution)**

Date of Postal Ballot Notice	November 12, 2022
Voting Period	November 23, 2022 to December 22, 2022
Date of passing the resolutions (last date of for voting)	December 22, 2022
Date of Scrutinizer's Report	December 23, 2022
Name of Scrutinizer	CS Priyank Kukreja (ACS No: 40585, CP No: 19465)

The scrutinizer's report for the above postal ballot has been placed on the Company's website and can be accessed at https://www.inteccapital.com/wp-content/uploads/2022/12/Postal-Ballot_Voting-Results-and-Scrutinizers-Report.pdf.

Procedure for Postal Ballot

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Company provides facility to the members to exercise votes through electronic voting system ('remote e-voting'), in addition to physical ballot. Postal ballot notices and forms are dispatched along with the postage pre-paid business reply envelope to members/beneficial owners through email at their registered email addresses and through physical copy to the members who have not registered their email addresses.

The Company also publishes notice in the newspapers for the information of the members. Voting rights are reckoned on the equity shares held by the members as on the cut-off date.

Pursuant to the provisions of the Act, the Company appoints a scrutinizer for conducting the postal ballot process in a fair and transparent manner. The scrutinizer submits his consolidated report to the Chairman/Managing Director and the voting results are announced by the Chairman/Managing Director by placing the same along

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with the scrutinizer's report on the Company's website, besides being communicated to the stock exchanges. The resolution, if passed by requisite majority, is deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting.

In view of the relaxation granted by MCA, postal ballot notice was sent through e-mail only, to all those members who had registered their e-mail addresses with the Company/depositories. Arrangements were also made for other members to register their e-mail address to receive the postal ballot notice and cast their vote online.

Details of Capital Market Non-Compliance, if any

Details of penalty imposed on the Company by Stock Exchange, SEBI or any other Statutory Authority or any instance of non-compliance with any legal requirements, or any matter related to capital market, during the last three years are as follows:

Financial Year	Non-Compliance of Regulation	Authority	Penalty Amount exclusive of GST (in Rs.)
2022-23	--	--	--
2021-22	--	--	
2020-21	17(1) of SEBI (LODR), 2015	BSE	15,87,100/- *
	17(1A) of SEBI (LODR), 2015		1,62,840/- **

* *The company has complied with the said violations and the penalty amounting Rs. 10,79,700/- was waived of by the Bombay Stock Exchange (BSE) via an intimation received by the company on 25th June 2021 for June and September 2020 quarter. However, the remaining penalty amounting to Rs. 5,07,400/- (exclusive of 18% of GST) for December2020 quarter was not relinquished by the BSE which has been duly paid by the Company to the BSE on16.03.2022*

** *Has been duly paid by the company to the BSE.*

Report on Corporate Governance

This chapter read together with the information given in the **Directors' Report**, the section on **Management Discussion and Analysis** and **General Shareholder Information,** constitutes the compliance report on Corporate Governance during FY2022-23. The Company has been regularly submitting the Quarterly Corporate Governance Compliance Report to the Stock Exchanges as required under Regulation 27(2) of the SEBI Listing Regulations.

During FY2022-23, the Company has complied with all the requirements of Corporate Governance Report of sub-paras (2) to (10) of part C of Schedule V of SEBI (LODR), 2015.

A certificate affirming the compliances from M/s Vaibhav Sharma and Associates, a Practicing Company Secretaries has been duly attained by the Company and the same is forming part of this Report.

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

During FY 2022-2023, the Company has not received any complaint under this Act.

a) number of complaints filed during the financial year: NIL

b) number of complaints disposed of during the financial year: NIL

c) number of complaints pending as on the end of the financial year: NIL

The Company has re-constituted Internal Complaint Committee at the Board meeting held on 08 February, 2023 by inducting Ms. Shikha Kadyan as member of Committee in place of Ms. Neeti who has resigned from the services of the Company.

Fees paid to Statutory Auditors

M/s S.P. Chopra & Co. was appointed as the Statutory Auditors of the Company till the Financial Year 2026-2027.

Fees paid to S.P. Chopra & Co., for the financial year 2022-23 are as follows:

S. No.	Particulars	Amount (in ₹)
1.	Statutory Audit	5.50
2.	Tax Audit	1.00
3.	Limited Review	3.00
4.	Other services	0.46
5.	Out-of-pocket Expenses	0.17

Compliance of Mandatory and Discretionary Requirements

Mandatory

The Board of Directors periodically reviews the compliance of all applicable laws. The Company has complied with all the mandatory requirements of the SEBI Listing Regulations including but not limited to the provisions of regulations 17 to 27 and 46(2)(b) to (i) of the said Regulations.

Discretionary

- **Shareholders' Rights**:

As the Quarterly and Half Yearly Financial Results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the shareholders.

- **Reporting of Internal Auditor**:

In pursuance with Section 138 of the Companies Act, 2013, an Internal Auditor has been duly appointed by the Company who reports to the Audit Committee. Internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

List of Key policies of Intec Capital Limited

Sr. No.	Name of the Policy	Web Link
1.	Dividend Distribution Policy	https://www.inteccapital.com/wp-content/uploads/2021/03/Intec-Dividend-Policy.pdf
2.	Policy for determining material subsidiaries	https://www.inteccapital.com/wp-content/uploads/2021/03/Material-Subsidiary-Policy-Of-Intec-Capital-Limited-1.pdf
3.	Archival Policy	https://www.inteccapital.com/wp-content/uploads/2021/03/Latest_Preservation-of-documents-Policy.pdf
4.	Corporate Social Responsibility (CSR) Policy	https://www.inteccapital.com/wp-content/uploads/2021/09/CSR-Policy-1.pdf
5.	Common terms and conditions of Appointment of Independent Directors	https://www.inteccapital.com/wp-content/uploads/2023/02/Terms-and-conditions-of-Independent-Directots.pdf
6.	Policy on Determination of Materiality for Disclosure of Events	https://www.inteccapital.com/wp-content/uploads/2023/02/Policy-for-Determination-of-Materiality-of-Events.pdf
7.	Whistle Blower Policy	https://www.inteccapital.com/wp-content/uploads/2021/09/Vigil-Mechanism-Whistle-Blower-Policy.pdf
8.	Remuneration Policy	https://www.inteccapital.com/wp-content/uploads/2021/03/Nomination-And-Remuneration-Policy-And-Selection-Criteria-Due-Diligence-Of-Directors-Key-Managerial-Personnel-And-Senior-Management-Of-Intec-Capital-Limited.pdf
9.	Policy on Materiality of and dealing with Related Party Transactions	https://www.inteccapital.com/investors/policies-codes/related-party-transaction-policy/
10.	Familiarization Programme for Independent Directors	https://www.inteccapital.com/wp-content/uploads/2023/02/Familiarization-Programme-For-Independent-Directors.pdf
11.	Code of Conduct for Directors/KMP	https://www.inteccapital.com/wp-content/uploads/2018/03/Revised-Code-of-Conduct-for-Directors-KMP.pdf
12.	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)	https://www.inteccapital.com/wp-content/uploads/2021/03/Code-Of-Practices-And-Procedures-COPP-Of-Intec-Capital-Limited-For-Fair-Disclosure-Of-Unpublished-Price-Sensitive-Information-UPSI.pdf

GENERAL SHAREHOLDER INFORMATION

29TH Annual General Meeting (AGM)

Day and Date	:	**Friday, 15th September, 2023**
Time	:	**12:00 p.m.**
Venue/Mode	:	Virtual, Registered Office of the Company at 708, Manjusha Building, 57, Nehru Place, New Delhi – 110019 (Deemed venue)
Financial Year	:	1 April 2022 to 31 March 2023

Tentative meeting schedule for considering financial related matters for FY 2023- 2024

Type of Meeting	Particulars	Indicative month
Audit Committee and Board	To review and approve the unaudited financial results for the quarter ending 30 June 2023, subject to limited review	August 2023
	To review and approve the unaudited financial results for the quarter and half-year ending 30 September 2023, subject to limited review	November 2023
	To review and approve the unaudited financial results for the quarter and nine months ending 31 December 2023, subject to limited review	Early February 2024
	To review and approve audited annual results for the year ending 31 March 2024, subject to audit	May 2024

Registrar and Share transfer agent ('RTA')

In terms of regulation 7 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), M/s Beetal Financial & Computer Services Private Limited continues to be the Registrar and Share Transfer Agent and handle all relevant corporate registry services.

Share Transfer System

SEBI has mandated transfer of securities only in dematerialised form with effect from 1 April 2019. Thereafter, SEBI had fixed 31 March 2021 as the cut-off date for re-lodgement of deficient transfer deeds. Accordingly, with effect 1 April 2021, share transfers in physical form are prohibited under any circumstances and the same shall be processed only in dematerialized form.

All transmission, transposition, issue of duplicate share certificate(s), etc., as well as requests for dematerialization/ rematerialization are processed at Beetal. The work related to dematerialization/ rematerialization is handled by Beetal through connectivity with NSDL and CDSL.

Dematerialisation/Rematerialisation of Shares and Liquidity:

Shares held in physical and electronic mode as on March 31, 2023 are given below:

Particulars	No. of shares	% of total shareholding
Physical	75,988	0.41
Demat:		
NSDL	1,80,24,594	98.14
CDSL	2,65,668	1.45
Sub Total	18290262	99.59
Total	**1,83,66,250**	**100.00**

The equity shares of the Company are listed on BSE Ltd. ('BSE') and are frequently traded. The equity shares of the Company were not suspended from trading during the year on account of corporate actions or otherwise.

Listing information:

The Company's equity shares are listed on the following Stock Exchange:

Name of Stock Exchange	Address	Stock Code
BSE Ltd. (BSE)	25th Floor, P J Towers, Dalal Street Mumbai-400 001	526871

Annual listing fees, as prescribed, have been paid to the said stock exchanges up to 31 March 2024.

The ISIN Number of the Company for listed fully paid Equity Shares is INE017E01018.

Market Price Data:

Monthly highs and lows of equity shares of Intec Capital limited during FY2022-23

Month	High	Low	Volume of shares traded
April -2022	29.7	19.40	52986
May-2022	24.4	18.50	24902
June-2022	22.90	16.30	3188
July-2022	26.30	16.80	16618
August-2022	21.90	16.20	12902
September-2022	28.75	17.20	36976
October-2022	28.15	23.35	3370
November-2022	29.45	24.55	4738
December-2022	27.30	20.70	8044
January-2023	20.85	17.35	22411
February-2023	20.30	16.15	18316
March-2023	18.80	14.27	12707

Chart: Performance in comparison to BSE Sensex

Intec Capital Limited stock performance Vs BSE Sensex during the FY 2022-23

Distribution of shareholding

Table I gives details about the pattern of shareholding across various categories as on 31 March 2023, while Table II gives the data according to size classes.

Table I: Distribution of Shareholding across categories

Categories	No. of Shares	% to total Capital
Indian Promoter - Individual	710264	3.87
Corporate Bodies - Promoter Group	7070302	38.50
Trust - Promoter Group	2277972	12.40
Foreign Bodies Corporate-Promoter	3635958	19.80
Investor Education and Protection Fund (IEPF)	149164	0.81
Resident Individuals	367803	2.00
Non Resident Indians (NRIS)-Non - Repatariable	501	0.00
Non Resident Indians (NRIS)-Repatariable	2933	0.02
Bodies Corporate	4126715	22.47
Other - HUF	20538	0.11
Other - Clearing Member/House – CORP	4100	0.02

Table II: Distribution of shareholding according to size class as on 31 March 2023

Category (Shares)	Number of Members	% to total Members	Number of shares held	%to total capital
1-500	1138	87.80	117940	0.6422
501-1000	80	6.17	59671	0.3249
1001-2000	36	2.77	52617	0.2865
2001-3000	6	0.46	15744	0.0857
3001-4000	5	0.38	18349	0.0999
4001-5000	6	0.46	25730	0.1401
5001-10000	6	0.46	45223	0.2462
10001 & Above	19	1.46	18030976	98.1745
Total	**1296**	**100.00**	**18366250**	**100.00**

Credit Rating:

During the year no Credit Ratings has been obtained by the Company.

Shareholders' and Investors' Grievances

The Board of Directors of the Company has constituted a Stakeholders Relationship Committee to specifically look into and resolve grievances of security-holders. The Composition of the Committee and details on investor complaints received during the year are given in **Corporate Governance Report**.

Updation of PAN, KYC and Nomination:

SEBI vide its circular dated 16 March 2023 (in supersession of circulars dated 3 November 2021 and 14 December 2021) has, inter alia, mandated furnishing of PAN, KYC details and nomination by holders of physical securities and also stated that any service request shall be entertained only upon registration of aforesaid details. The forms prescribed for these purposes are given below:

Forms	**Purpose**
ISR-1	Request for registering PAN, KYC details or Changes/Updation thereof
SH-13	Nomination Form
ISR-3	Declaration to Opt-out for Nomination
SH-14	Change in Nomination

Members may access the above forms from website of the Company at https://www.inteccapital.com/investors/investor-information/investor-request-forms/.

SEBI vide its aforesaid circular has extended the timelines for updating the said details from 31 March 2023 to 30 September 2023. The folio(s) wherein any one of the cited document/details are not updated on or after 1 October 2023, shall be frozen by the RTA. Such members will be permitted to lodge grievance or avail service request from the RTA, only after furnishing the KYC details. Further, the payment of dividend in respect of such frozen folio(s) will be made only through electronic mode with effect from 1 April 2024.

The frozen folio(s) will then be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31 December 2025.

In view of the above, the Company has sent communication to members holding shares in physical form requesting them to update the required details and has also sent reminder letters to all those members who have not updated the aforesaid details.

Simplification of procedure of Transmission of securities:

SEBI has notified SEBI (Listing Obligation and Disclosure Requirements) (Fourth Amendment) Regulation, 2022 on 25 April 2022, specifying the documents required in case of transmission of securities.

Further, in order to make the transmission process more efficient and investor-friendly, SEBI vide its circular dated 18 May 2022, has enhanced the monetary limits for simplified documentation for transmission of securities, allowed 'Legal Heirship Certificate or equivalent certificate' as one of the acceptable documents for transmission and provided clarification regarding acceptability of 'Will' as one of the valid documents for transmission of securities. The said circular also specifies the formats of various documents which are required to be furnished for the processing of transmission of securities.

The circular also lays down operational guidelines for processing investor's service request for the purpose of transmission of securities. The procedure provided in this circular is duly followed by the Company's RTA while processing transmission service request.

Simplification of procedure for Issuance of Duplicate Share Certificates:

SEBI vide its circular dated 25 May 2022, has standardized the documents to be submitted for processing of service request for issue of duplicate share certificate and also laid down operational guidelines for the same.

Investor Grievances Redressal Mechanism:

SEBI vide its Master circular dated 7 November 2022, has mandated the investor to first take up the grievances with the company concerned for redressal and the same will be treated as "Direct Complaint". A timeline of 30 days has been provided to the company for resolution. Failing which, the complaint shall be registered on SCORES. Thereafter, SEBI shall take it up with the concerned company for resolution.

The circular also provides for handling complaints by the stock exchanges as well as the Standard Operating Procedure for actions to be taken against Listed Companies for failure to redress Investor Grievances. The Company takes adequate steps for expeditious redressal of investors' complaints.

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Issue of shares only in dematerialised form:

In line with requirements of SEBI circular dated 25 January 2022, the RTA issues 'Letter of Confirmation' in lieu of physical share certificates to shareholders while processing various service requests during the year such as issue of duplicate share certificates, claim from unclaimed suspense account, transmission, transposition etc.

Disclosure with respect to demat suspense account /unclaimed suspense account:

Nil

Outstanding convertible instruments/ADRs/GDRs/ Warrants:

The Company does not have any outstanding convertible instruments/ADRs/GDRs/Warrants as on date.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

Considering the Business of the Company, no such risks are associated with the Company.

Plant Locations:

The Company being NBFC is engaged in the business of Financing, Hence there is no such Plant Location.

Address for Correspondence

Share Transfer Agent
Beetal Financial & Computer Services Pvt Ltd.
Beetal House, 3rd Floor,
99, Madangir, Behind LSC, New Delhi – 110062

Ph. 011-29961281-283 , 26051061, 26051064

Fax 011-29961284

Company

708, Manjusha, 57 Nehru Place, New Delhi-110019

E-mail Id: complianceofficer@inteccapital.com

Phone No. : 011-46522200/300
Website: www.inteccapital.com

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Annexure-1

To
The Board of Directors
Intec Capital Limited
708, Manjusha Building
57, Nehru Place
New Delhi: 110019

Subject: Certificate under Regulation 17(8) and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, the undersigned, certify to the Board that:

a) We have reviewed financial statements and the cash flow statement of Intec Capital Limited ("the Company") for the year ended March 31, 2023 and to the best of our 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) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

d) We have indicated to the Auditors and the Audit Committee that:

   (i) there are no significant changes in internal control over financial reporting during the year;

   (ii) there are no significant changes in accounting policies during the year; and

   (iii) there are no instances of significant fraud of which they have become aware.

(Sanjeev Goel)	**(Rajesh Sharma)**
Managing Director	**Chief Financial Officer**
DIN: 00028702	**PAN: AWNPS1719H**

Date: 26th May, 2023
Place: New Delhi

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Annexure-2

Declaration by the Managing Director and Chief Executive Officer

[Regulation 34(3) read with schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

In accordance with the Listing Regulations, I hereby confirm that all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them, for the financial year ended March 31, 2023.

By order of the Board
For **Intec Capital Limited**

(Sanjeev Goel)
Managing Director
DIN: 00028702

Place: New Delhi
Date: August 10, 2023

Annexure-3

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (IO)(i) of the SEB1
(Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members
Intec Capital Limited
708, Manjusha Building
57 Nehru Place, New Delhi-110019

We have examined the relevant registers, records, forms, returns and disclosures received from the directors of **INTEC CAPITAL LIMITED** having CİN: **L74899DL1994PLC057410** and having registered office at 708, Manjusha Building, 57 Nehru Place New Delhi -110019 (hereinafter referred as the 'Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C 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, 2023 have been debarred or disqualified from being appointed or continuing as Director of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SI. No.	Name of the Director	DIN	Date of Appointment
1.	Sanjeev Goel	00028702	15/02/1994
2.	Surender Kumar Goel	00963735	13/02/1998
3.	Rakesh Kumar Joshi	02410620	27/02/2002
4.	Shilpy Chopra	07161915	12/05/2021
5.	Shalini Rahul	09357650	13/10/2021

Mr. Kanwar Nitin Singh (DIN: 10204543) has been appointed June 17, 2023 (after the end of Financial Year 2022-2023 but before the date of signing of the said certificate) and he is also not debarred or disqualified from being appointed or continuing as Director of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

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

For Sakshi M Bansal & Associates
Company Secretaries

Sakshi Bansal
Proprietor
Mem No. A59389/ COP No.: 26029
UDIN: A059389E000671176

Date: July 24, 2023
Place: Ghaziabad

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CORPORATE GOVERNANCE CERTIFICATE

Certificate on Compliance with the conditions of Corporate Governance as stipulated under Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended)

To

The Members of
Intec Capital Limited
CIN: L74899DL1994PLC057410
708, Manjusha Building, 57 Nehru Place, New Delhi-110019

This certificate is being issued to **Intec Capital Limited** ("the Company"), on compliance with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46 (2) and other applicable regulations of Chapter IV pertaining to Corporate Governance and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (collectively referred to as 'SEBI Listing Regulations, 2015') ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2023. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

Management Responsibility:

Compliance with the conditions of Corporate Governance as stipulated under Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) is the responsibility of the Management along with the Board of Directors of the Company.

Our Responsibility:

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

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2023.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management along with the Board of Directors of the Company, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, as applicable on the Company for the year ended March 31, 2023.

Other Matters and Restrictions on use:

This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the SEBI Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For
Vaibhav Sharma & Associates
Practising Company Secretaries

Name:- Vaibhav Sharma
FCS No: 30041
CP No: 10831
UDIN: A030041E000644765
Peer Reviewed Certificate No.: 2689/2022

Place: New Delhi
Date: 20/07/2023

Annexure E

FORM MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2023
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Intec Capital Limited
CIN: L74899DL1994PLC057410
708, Manjusha Building 57,
Nehru Place, New Delhi-110019

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the Audit Period covering the Financial Year ended on 31st March, 2023, mostly complied with the statutory provisions listed hereunder *(except for the few non-compliances explicitly mentioned in this Report).* Further, in my opinion, the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.

(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 and (Prohibition of Insider Trading) Amendment Regulation 2018 notified on dated 21.01.2019;

(c) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999;

(d) The Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2009;

(e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009;

(f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(h) 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;

(i) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;

As regards Clause (a), (d), (e), (f), (g), (h) & (i) of Para (v) above, it is informed that the said Regulations are not applicable to the Company during the Audit Period.

(vi) Other Applicable Acts:

(a) The Minimum Wages Act, 1948 and rules made there under,

(b) Employees' State Insurance Act, 1948, and rules made there under,

(c) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and rules made there under,

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(d) Payment of Gratuity Act, 1972, and rules made there under,

(e) The Maternity Benefit Act, 1961 and rules made there under,

(f) The Employees' Compensation Act, 1923 and rules made there under,

(g) Equal Remuneration Act, 1976 and rules made there under,

(h) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959 and rules made there under,

(i) The Reserve Bank of India Act, 1934 along with the master circular, notifications and directions issued by Reserve Bank of India ('RBI') for the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies from time to time.

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

(i) Secretarial Standards of the Institute of Company of Secretaries of India.

(ii) The Listing Agreements entered into by the Company with the 'Bombay Stock Exchange'(Listing Obligations and Disclosure Requirements), 2015 for Equity Shares (ISIN-INE017E01018)

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

- As Per Regulation 17(1) of SEBI (LODR) Regulation, 2015. The Board of Directors shall have an optimum combination of Executive and Non-Executive Directors with at least one Woman Director and not less than fifty per cent of the Board of Directors shall comprise of Non-Executive Directors. As regards the terminology used in the corresponding regulation, it has been enunciated that the Board shall comprise an optimum combination of Executive & Non-Executive Directors. It has been noticed that the Board encompasses only One Executive Director on the Board against five (5) Non-Executive Directors during the Audit period. Though the Company has a duly constituted Board in compliance with the provisions of the Companies Act, 2013 read with the SEBI (LODR), 2015, yet it is suggested to the Company for the sake of better Corporate Governance to have more than one Executive Directors on the Board.

- It has been noticed that in the intimation for the quarter ended on 30th September 2022 under the corresponding Regulation of the SEBI (LODR), 2015, the time of conclusion of the Meeting is slightly illegible. It has been advised to the Company that whenever any noting is made on any of the documents of the Company being filed in the public domain, it must be assured that the same has been filed in the most legible manner.

- Form CHG-4 towards Satisfaction of Charge bearing SRN: AA1208409 was filed with a delay of more than One Year with an Additional Fees of Rs. 7200/-. The Company has been advised to duly comply with the requirement of the Companies Act, 2013 regarding the timelines for filing of E-Forms. However, it has been informed by the Management that the said delay has occurred on account of the issues prevailing with the MCA V3 Portal.

- Form DIR-12 bearing SRN: AA2889602 for the appointment of Mr. Rajesh Sharma, CFO w.e.f. 08.02.2023 was filed with a delay whilst bearing an Additional Fee of Rs. 6,000/-. The Company has been advised to duly comply with the requirement of the Companies Act, 2013 regarding the timelines for filing of E-Forms. However, it has been informed by the Management that the said delay has occurred on account of the issues prevailing with the MCA V3 Portal.

- Form MGT-14 for filing of the Board Resolution under Section 179 bearing SRN: AA2249475 was filed with a delay whilst bearing an Additional Fee of Rs. 2,400/-. The Company has been advised to duly comply with the requirement of the Companies Act, 2013 regarding the timelines for filing of E-Forms. However, it has been informed by the Management that the said delay has occurred on account of the issues prevailing with the MCA V3 Portal.

- Form DIR-12 for the resignation of Mrs. Neeti Kakkar, CFO bearing SRN: AA2248959 was filed with a delay whilst bearing an Additional Fee of Rs. 3,600/-. The Company has been advised to duly comply with the requirement of the Companies Act, 2013 regarding the timelines for filing of E-Forms. However, it has been informed by the Management that the said delay has occurred on account of the issues prevailing with the MCA V3 Portal.

- We have observed numerous delays in the monthly, quarterly and annual filings regarding RBI forms including the following forms; Form DNBS-4B, DNBS-2, DNBS-4A, DNBS-13 & FLA therefore we have informed the company regarding the same.

I further report that:

Adequate notices are given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

It has been observed that majority decision have been taken by the Board, however, no views from the dissenting

Members have been captured/ recorded in the Minutes.

As informed, the Company has responded appropriately to notice received from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I further report that there are some inadequacies in the systems and processes in the Company with respect to its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The Company is in receipt of various Notices/ Complaints from different Departments/ Authorities/ Regulators against which the adjudication is under process. Since, the aforesaid matters are *sub-judice* before the said authorities, no comments have been made in this instant report so as to ensure that the adjudication process is not influenced in any manner whatsoever.

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

(i) Public/ Right/ Preferential issue of shares/ debentures/ sweat equity, etc.;
(ii) Redemption/ buy-back of securities;
(iii) Merger/ amalgamation/ reconstruction, etc.;
(iv) Foreign technical collaborations.

Mohsin Khan
(Practicing Company Secretary)
M.No-39046
CP.No-14571
UDIN- A039046E000763946

Date: August 08 2023
Place: New Delhi

Note: This Secretarial Audit finding are based upon the information made available to me and it should not be treated as Compliance Report

intec CAPITAL LIMITED
Sapne Aapke, Bharosa Apno Ka

Annexure F

Form No. AOC-2

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

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

Details of the contracts entered into with related parties during the financial year 2022-23 (April 01, 2022 to March 31, 2023):

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

There were no contracts or arrangements, or transactions entered into during the financial year ended March 31, 2023, which were not at arm's length basis.

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

There were no contracts or arrangements, or transactions entered into during the financial year ended March 31, 2023, which were material in nature and at an arm's length basis. However, the Company has entered into following Related Party Transactions:

Name(s) of the related party and nature of relationship	Mr. Pranav Goel (Immediate relative of Managing Director)	Mr. Dhruv Goel (Immediate relative of Managing Director)
Nature of contracts / arrangements / transactions	Relative of Managing Director holding office or place of profit	
Duration in month	Financial Year 2022-23	
Salient terms of the contracts or arrangements or transactions including the value, if any	Remuneration paid during the FY 2022-23 – Rs. 14,36,300/-	Remuneration paid during the FY 2022-23 – Rs. 11,96,104/-
Date(s) of approval by the Board, if any	08th May, 2020	11th September, 2020
Amount paid as advances	NIL	NIL

For and on behalf of Board of Directors
Intec Capital Limited

(Sanjeev Goel)
Managing Director
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

Place: New Delhi
Date: August 10, 2023

Annexure G

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023

1. **Brief Outline on CSR Policy of the Company:**

   Intec Capital ('Company') has developed this Policy titled 'Intec's CSR Policy' (Policy) encompassing the Company's philosophy for being a responsible corporate citizen and lays down the principles and mechanisms for undertaking various programs in accordance with section 135 of the Companies Act, 2013 ('the Act') for the community at large , the Company has also formulated a Corporate Social Responsibility Policy which is available on the website of the Company at https://www.inteccapital.com/wp-content/uploads/2021/09/CSR-Policy-1.pdf

2. **Composition of CSR Committee as on 31st March 2023:**

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sanjeev Goel	Chairman Managing Director	1	1
2	Mr. Surender Kumar Goel	Member Non-Executive Independent Director	1	1
3	Ms. Shalini Rahul*	Member Non-Executive Independent Director (effective 28 May, 2022)	1	1

* the committee was re-constituted by the Board of Directors in its meeting held on May 28, 2022 and Ms. Shalini Rahul (Non-Executive Independent Director) was inducted as member of the Committee effective 28 May, 2022.

** During the period under review, Mr. Ramesh Tyagi ceased to be the member of the Committee on account of his unfortunate demise on 05 July, 2022.

3. **Provide web link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company**:

   The Company has framed a CSR Policy in compliance with the provisions of section 135 of the Companies Act, 2013 and the same is placed on the website of the Company and the web link for the same is https://www.inteccapital.com/wp-content/uploads/2021/09/CSR-Policy-1.pdf.

4. **Provide the executive summary along with web-link(s) of impact assessment of CSR Projects out in pursuance of sub-rule (3) of rule 8 of the companies (Corporate Social responsibility Policy) Rules, 2014 if applicable–**

   Not applicable for the financial year 2022 – 23.

5. (a) **Average net profit of the Company as per section 135(5):**

   Net Loss of Rs. 889.09 Lacs.

   (b) **Two percent of average net profit of the Company as per section 135(5):**

   Not Applicable, on account of average Net Loss of Rs. 889.09 Lacs of preceding three FY.

   (c) **Surplus arising out of the CSR Projects or Programs or Activities of the previous financial years:**

   Not Applicable

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

   Not Applicable

   (e) **Total CSR Obligation for the Financial Year:**

   Not Applicable

6. (a) **CSR amount spent or unspent for the financial year (both Ongoing Project and other than Ongoing Project):**

Not Applicable

(a) **Amount Spent in Administrative Overhead:**

Not Applicable

(b) **Amount spent on Impact assessment, if applicable:**

Not Applicable

(c) **Total amount spent for the financial year:**

Not Applicable

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

Not Applicable

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
			Name of the		
	Amount	Date of transfer	Fund	Amount.	Date of transfer.
-	-	-	-	-	-

(e) **Excess amount for set off, if any:**

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

7. **Details of Unspent CSR Amount for the preceding three financial years:**

Not applicable.

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount spent in the Financial Year (in Rs.)	Amount transferred to a fund specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer		
-	-	-	-	-	- -	-		-

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

No

9. **Specify the reason(s), if the company has failed to spend two percent of the net profit as per section 135(5):**

Not Applicable

(Sanjeev Goel)
Managing Director/Chairman of Audit Committee
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

Place: New Delhi
Date: August 10, 2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF 'INTEC CAPITAL LIMITED' ON STANDALONE FINANCIAL STATEMENTS

Qualified Opinion

We have audited the accompanying standalone financial statements of **Intec Capital Limited** (the "Company"), which comprise the Standalone Balance Sheet as at 31 March, 2023, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the *Basis for Qualified Opinion* section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') and the directions and guidelines issued by Reserve Bank of India as applicable to Non-Systemically Important Non-Deposit taking Non Banking Financial Company ('NBFC Regulations'), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2023 and its Loss (including Other Comprehensive Loss), its changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

The Company has availed term loans and working capital facilities from various banks, however, slow down of its lending business and increased level of non-performing / impaired loan portfolio, has impacted its cash flow / liquidity, and the Company is un-able to service term loans and working capital facilities including interest thereon to certain banks. The interest of Rs. 3,559.44 lakhs accrued on these loans has not been accounted / provided for by the Company, due to the reasons as described by the Company in note no. 17.4 to these standalone financial statements. The same has resulted in the non-compliance of the Ind AS and inconsistency in the application of the accounting policies of the Company, and if the said interest would have been accounted / provided for, the Company's total comprehensive loss for the year, and borrowings and other equity as at the Balance Sheet date would have been Rs. 6,220.94 lakhs and Rs. 8,888.25 lakhs and Rs. 478.84 lakhs (debit balance) as against the reported figures of Rs. 2,661.50 lakhs of total comprehensive loss and Rs. 5,328.81 lakhs and Rs. 3,080.60 lakhs respectively.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

We draw attention to the following notes to the standalone financial statements:

Notes 32.21 & 32.22; regarding write off of the loans (including interest accrued) of Rs. 5,080.47 lakhs and reversal of impairment loss allowance of Rs. 4,026.86 lakhs held thereon, by the management considering very low probability of their recovery and resultant reversal of deferred tax assets thereon, as described in these notes.

Our qualified opinion on the standalone financial statements is not further modified in respect of the above matter.

Key Audit Matter

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

Key Audit Matter	How the matter was addressed in the audit
Impairment of Financial Assets including Loans to the Customers (Expected Credit Lossess)	Our Audit Procedure**:**
Ind AS 109 requires the Company to recognise impairment loss allowance towards its financial assets including loans to customers (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 unbiased, probability weighted outcome under	We obtained and evaluated the management's estimations and specifically performed the work as under: - Read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109.

Key Audit Matter	How the matter was addressed in the audit
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.	- 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. Our Results: - The results of our testing were satisfactory and we considered the fair value of the financial assets including loans to customers recognised to be acceptable.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the Corporate Governance Report and Directors' Report, including annexures, if any, thereon, (but does not include the standalone financial statements and our auditor's report thereon), which is expected to be made available to us after the date of this Auditor's report.

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

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

When we read the Corporate Governance Report and Directors' Report, including annexures, if any, thereon, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and the NBFC Regulations, as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2020' ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure-'A',** a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
   a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b. in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
   c. the Standalone Balance Sheet, the Standalone Statement of Profit and Loss, the Standalone Statement of Changes in Equity and the Standalone 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 rule 7 of the Companies (Accounts) Rules, 2014, as amended and the Companies (Accounting Standards) Amendement Rules, 2016, as amended, to the extent they are not inconsistent with the accounting principles prescribed in the NBFC Regulation.

e. on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

f. with respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure-'B'**;

g. In our opinion, the remuneration paid by the Company to its Director is in accordance with the provisions of Section 197 read with Schedule V of the Act; and

h. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 32.1 to the standalone financial statements;

   ii. The Company has not entered into any long-term contracts including derivative contracts.

   iii. There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Company.

   iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

   v. No dividend was declared or paid during the year; hence, the said clause is not applicable.

   vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining the books of accounts using accounting software which has the feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 01, 2023, therefore, reporting under rule 11(g) is not appliable for the financial year ended March 31, 2023.

For S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No. 000346N

(Gautam Bhutani)
Partner
M. No. 524485
UDIN: 23524485BGPZAV6293

Place : New Delhi
Dated: 26 May, 2023

ANNEXURE-'A'

TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under `Report on Other Legal and Regulatory Requirements' section of the independent auditors' report of even date on the standalone financial statements of Intec Capital Limited for the year ended 31 March, 2023)

(i) In respect of its property, plant and equipment, intangible assets and right to use assets;

a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment and relevant details of Right-to-use assets.

(B) The Company has maintained proper records showing full particulars of the Intangible assets.

b. As explained to us, the property, plant and equipments are physically verified by the management once in a period of three years, which in our opinion is reasonable, having regard to the size of the Company and nature of its property, plant and equipments. No material discrepancies were noticed on such physical verification.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds in respect of the immovable properties included in the standalone financial statements under Property, plant and equipments and assets held for sale (other than premises where the Company is the lessee and the lease agreement is duly executed in its favour) are held in the name of the Company except for one immoveable propery i.e. land (having carrying value of Rs. 4.82 lakhs) as disclosed in note no. 32.18 to the standalone financial statements.

d. The Company has not revalued any of its Property, plant and equipment (including Right to use assets) during the year.

e. According to the information and explanations given to us and based on our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31 March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, as amended.

(ii) (a) The Company's business does not involve inventories, hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned any working capital limit, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. However, Company is having outstanding working capital facilities from various banks since earlier year, wherein as informed no returns/statements are required to be submitted as these facilities are under process of one time settlement (OTS) with these Banks.

(iii) The Company is a NBFC registered under Section 45-IA of the Reserve Bank of India Act, 1934, and as a part of its business activities was engaged in lending/granting of the loans.

(a) As the Company is a NBFC, the reporting under caluse 3(iii)(a) of the Order regarding loans, and advances in the nature of loans are not applicable.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the investment made by the Company are not prejudicial to its interest. Further, the Company during the year has not given any guarantee, security or loans, and advances in the nature of loans.

(c) and (d) In respect of the loans, and advances in the nature of loans, given by the Company though the schedule of repayment of principal and payment of interest has been stipulated, however, in few cases loans including interest of Rs. 5,215.48 lakhs (net of impairment loss allowance of Rs. 8,340.78 lakhs) are overdue since more than 180 days, for which the necessary steps were found to be taken by the Company during our examination of the relevant records. Further, during the year loans including interest of Rs. 1,053.61 lakhs (net of impairment loss allowance of Rs. 4,026.86 lakhs) which were overdue since earlier years, have been written off and impairment loss thereon has been written back, as in view of the management there are very low probability of recovery of these loans, as fully described in Note 32.21 to the standalone financial statements, however, the litigation process will be continued for recovery of the claims filed.

(d) As the Company is a NBFC, the reporting under caluse 3(iii)(e) of the Order regarding loans, and advances in the nature of loans are not applicable.

(e) During the year, the Company has not given any loans, and advances in the nature of loans, hence the reporting under caluse 3(iii)(f) of the Order is not applicable.

(iv) According to the information and explanations given to us, and on the basis of our examination of the records, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of the loans granted, investment made and guarantees and security provided, as applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence reporting under clause 3(v) of the Order is not applicable.

(vi) The maintenance of cost records has not been specified by the Central Government of India under sub-section (1) of Section 148 of the Act for any of the business activities carried out by the Company. Hence reporting under clause 3(vi) of the Order is not applicable.

(vii) In respect of statutory dues:

a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31 March, 2023 for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) above, which have not been deposited on account of any dispute.

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) Based on the audit procedures and according to the information and explanations given to us, the Company has defaulted in repayment of loans and borrowings to the banks. The detail of the defaults has been given in the notes 17.3 and 17.4 to the standalone financial statements.

(b) Based on the audit procedures and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or other lender.

(c) and (d) During the year, no term loan or short term loan or borrowings / funds were taken by the Company, hence reporting under these clauses is not applicable.

(e) Based on the audit procedures and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary or associates. Further, the Company is not having any joint venture.

(f) Based on the audit procedures and according to the information and explanations given to us, the Company has not raised any loans during the year on pledge of securities held in its subsidiary or associates. Further, the Company is not having any joint venture.

(x) (a) According to the information and explanations given to us, the Company has neither raised funds by way of initial public offer nor further public offer (including debt instruments) during the year, hence reporting under this clause is not applicable.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year, hence reporting under this clause is not applicable.

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

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

(c) According to the information and explanations given to us and based on our examination of the records of the Company, no whistle blower complaint was received by the Company during the year. Further, as informed Company has a process of thoroughly addressing any complaints, received from the shareholders, borrowers or any other party/stakeholder. Also, refer para E.B under Annexure I to note 32.10 in the financial statements for status of complaints received from the customers.

(xii) The Company is not a Nidhi Company, hence reporting under clauses 3(xii)(a) to 3(xii)(c) is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable. The details of such transcations have been disclosed in the financial statements, as required by Ind AS 24 – Related Party Disclosures.

(xiv) (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business, as per the provisions of the Act.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.

(xv)In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with them.

(xvi) (a) The Company is required to and has been registered under section 45-IA of the Reserve Bank of India Act, 1934 as a Non-systematically Important Non-Deposit taking Non-Banking Financial Company.

(b) The Company is conducting its activites as Non-Systematically Important Non-Deposit Taking Non-Banking Financial Company vide Certificate No. B-14.00731 dated November 04, 2009 issued by the Reserve Bank of India.

(c) The Company is a Non-Banking Financial Company (NBFC) as defined in the regulations made by RBI, and it has continued to fulfil the criteria of a NBFC as stipulated by RBI.

(d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(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 during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, 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 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 except in case of Company's Net Owned Fund and Leverage Ration which are not in compliance of the Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 issued vide notification no. RBI/DNBR/2016-17/44 Master Direction DNBR. PD.007/03.10.119/2016-17 dated September 01, 2016, as updated / amended from time to time ("RBI Master Directions") and we will be issuing an Exceptional Report to the RBI on the same. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) & (b) During the year, no amount was required to be spent towards the Corporate Social Responsibility as Company has not made average net profits during the three immediately preceding financial years. Hence reporting under clause 3(xx) is not applicable.

For S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No. 000346N

(Gautam Bhutani)
Partner
M. No. 524485
UDIN: 23524485BGPZAV6293

Place : New Delhi
Dated: 26 May, 2023

intec CAPITAL LIMITED
Sapne Aapke, Bharosa Apno Ka

ANNEXURE-'B'

TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under `Report on Other Legal and Regulatory Requirements' section of the independent auditors' report of even date on the standalone financial statements of Intec Capital Limited for the year ended 31 March, 2023)

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

We have audited the internal financial controls over financial reporting of **Intec Capital Limited** ("the Company") as of 31 March, 2023 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting" (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March, 2023, 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 S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No. 000346N

(Gautam Bhutani)
Partner
M. No. 524485

Place : New Delhi
Dated: 26 May, 2023

intec CAPITAL LIMITED
Sapne Aapke, Bharosa Apno Ka

STANDALONE BALANCE SHEET AS AT 31 MARCH, 2023

(Amount in INR lakhs, unless otherwise stated)

Particulars	Note No.	As at 31 March, 2023	As at 31 March, 2022
ASSETS			
Financial assets			
Cash and cash equivalents	5	119.79	411.28
Bank Balance other than cash and cash equivalents	6	0.48	1.39
Loans	7	6,938.58	7,953.53
Investments	8	777.21	777.21
Other financial assets	9	619.74	1,525.91
Non-financial assets			
Current tax assets (net)	10	3.66	3.06
Deferred tax assets (net)	11	1,922.98	2,787.23
Property, plant and equipment	12.a	42.97	39.05
Capital work-in-progress	12.b	-	0.35
Intangible assets	13	16.15	21.35
Right-of-use assets	14	57.31	95.29
Other non-financial assets	15	16.04	17.33
Non-current assets held for sale	16	122.93	122.93
TOTAL ASSETS		**10,637.84**	**13,755.91**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Borrowings	17	5,328.81	5,710.32
Lease liabilities	32.6	71.95	111.10
Other financial liabilities	18		
- Total outstanding dues of micro enterprises and small enterprises.		3.11	3.06
- Total outstanding dues of other than micro enterprises and small enterprises.		295.40	319.52
Non-financial liabilities			
Provisions	19	3.33	2.84
Other non-financial liabilities	20	18.01	30.34
EQUITY			
Equity share capital	21	1,836.63	1,836.63
Other equity	22	3,080.60	5,742.10
TOTAL LIABILITIES AND EQUITY		**10,637.84**	**13,755.91**

The accompanying notes 1 to 32 form an integral part of the standalone financial statements.

As per our report of even date
For S. P. Chopra & Co.
Chartered Accountants
Firm Registration No. 000346N

For and on behalf of the Board of Directors of
Intec Capital Limited

(Gautam Bhutani)
Partner
Membership No: 524485

(Sanjeev Goel)
Managing Director
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

Place: New Delhi
Date: 26 May, 2023

(Rajesh Sharma)
Chief Financial Officer

(Radhika Garg)
Company Secretary
M. No. ACS 36587

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 MARCH, 2023

(Amount in INR lakhs, unless otherwise stated)

Particulars	Note No.	Year ended 31 March, 2023	Year ended 31 March, 2022
INCOME			
Revenue from operations			
Interest income	23	462.87	419.37
Fees and commission income	24	1.81	0.66
Recoveries of financial assets written off	25	359.84	668.45
Total revenue from operations		**824.52**	**1,088.48**
Other income	26	160.76	6.19
Total Income		**985.28**	**1,094.67**
EXPENSES			
Finance costs	27	15.15	12.86
Impairment on financial instruments	28	1,639.33	197.61
Employee benefits expenses	29	517.82	496.60
Depreciation and amortization	30	43.52	43.74
Other expenses	31	569.63	632.56
Total Expenses		**2,785.45**	**1,383.37**
(Loss) before exceptional item and tax		**(1,800.17)**	**(288.70)**
Gain on extinguishment of borrowings under One Time Settlement	17.5	-	662.72
(Loss) / Profit before tax		**(1,800.17)**	**374.02**
Tax expense			
Deferred tax	11.iii	863.52	14.92
Total tax expense		**863.52**	**14.92**
(Loss) / Profit for the year		**(2,663.69)**	**359.10**
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
Re-measurement gain / (loss) on defined benefit plan		2.92	(9.47)
Income tax effect	11.iv	(0.73)	2.38
Other comprehensive income / (loss)		**2.19**	**(7.09)**
Total comprehensive (loss) / income for the year		**(2,661.50)**	**352.01**
Earnings per share: (Nominal value per share Rs. 10/-)	32.7		
Basic/Diluted earnings per share (in Rs.)		**(14.50)**	**1.96**

The accompanying notes 1 to 32 form an integral part of the standalone financial statements.

As per our report of even date
For S. P. Chopra & Co.
Chartered Accountants
Firm Registration No. 000346N

For and on behalf of the Board of Directors of
Intec Capital Limited

(Gautam Bhutani)
Partner
Membership No: 524485

(Sanjeev Goel)
Managing Director
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

Place: New Delhi
Date: 26 May, 2023

(Rajesh Sharma)
Chief Financial Officer

(Radhika Garg)
Company Secretary
M. No. ACS 36587

intec CAPITAL LIMITED
Sapne Aapke, Bharosa Apno Ka

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MAR, 2023

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
A. Cash flow from operating activities		
(Loss) / Profit before tax	**(1,800.17)**	**374.02**
Adjustments for:		
Depreciation and amortisation	43.52	43.74
Impairment on financial instruments	1,639.33	197.61
Liabilities no longer required written back	(158.48)	(0.70)
Gain on extinguishment of borrowings under one time settlement	-	(662.72)
(Profit) / Loss on disposal of property, plant & equipment (net)	(0.12)	0.67
Finance costs	15.15	12.86
Operating (loss) before working capital changes	**(260.77)**	**(34.52)**
Movement in working capital:		
(Increase) / Decrease in loans	(624.38)	933.93
(Increase) / Decrease in other financial assets	906.17	183.98
(Increase) / Decrease in other non-financial assets	1.30	(0.93)
Increase / (Decrease) in other financial liabilities	136.53	7.26
Increase /(Decrease) in provisions	3.41	(0.13)
Increase /(Decrease) in other non-financial liabilities	(12.34)	12.87
Cash flow from operations	**149.92**	**1,102.46**
Taxes paid / refund / adjustment (net)	(0.60)	23.65
Net cash flow from operating activities (A)	**149.32**	**1,126.11**
Cash flow from investing activities		
(Purchase)/sale of property, plant and equipment and intangible assets (net)	(16.55)	(8.30)
Fixed deposits (free from lien)	-	1.04
Net cash used in investing activities (B)	**(16.55)**	**(7.26)**
Cash flow from financing activities		
Repayments / settlements of secured loans	(381.51)	(782.11)
Payment of principal portion of lease liabilities	(26.39)	(14.39)
Payment of interest portion of lease liabilities	(10.75)	(8.22)
Finance costs	(5.61)	(3.44)
Net cash used in financing activities (C)	**(424.26)**	**(808.16)**
Net (decrease) / increase in cash and cash equivalents (A+B+C)	**(291.48)**	**310.69**
Cash and cash equivalents at the beginning of the year	**411.28**	**100.59**
Cash and cash equivalents at the end of the year	**119.79**	**411.28**

Notes:

1. The above Standalone Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind - AS) - 7 'Statement of Cash Flows'
2. Cash and cash equivalents in the standalone balance sheet comprises of Cash in hand, Balances with Banks and Drafts on hand.

- Cash on hand	5.98	19.42
- Balances with banks - in current accounts	113.81	120.05
- Drafts on hand	-	271.81
	119.79	**411.28**

The accompanying notes 1 to 32 form an integral part of the standalone financial statements.

As per our report of even date
For S.P. Chopra and Co.
Chartered Accountants
Firm Registration No. 000346N

For and on behalf of the Board of Directors of
Intec Capital Limited

(Gautam Bhutani)
Partner
Membership No: 524485

(Sanjeev Goel)
Managing Director
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

Place: New Delhi
Date: 26 May, 2023

(Rajesh Sharma)
Chief Financial Officer

(Radhika Garg)
Company Secretary
M. No. ACS 36587

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2023

(Amount in INR lakhs, unless otherwise stated)

(A) Equity Share Capital

For the year ended 31 March, 2023

Balance as at 01 April, 2022	Changes in equity share capital during the year	Balance as at 31 March, 2023
1,836.63		1,836.63

For the year ended 31 March, 2022

Balance as at 01 April, 2021	Changes in equity share capital during the year	Balance as at 31 March, 2022
1,836.63	-	1,836.63

(B) **Other Equity**

Particulars	Reserves & Surplus				Other Items of Other Comprehensive Income - Re-measurement gains/ (losses) on defined benefit plan	Total
	Statutory Reserve as per Section 45-IC of RBI Act, 1934	Securities Premium	Retained Earnings	Impairment Reserve (Refer note 32.17)		
Balance as at 1 April, 2022	**1,868.50**	**8,843.84**	**(7,294.72)**	**2,326.44**	**(1.96)**	**5,742.10**
Loss for the year	-	-	(2,663.69)	-	-	(2,663.69)
Other Comprehensive income	-	-	-	-	2.19	2.19
Total Comprehensive Loss for the year	**-**	**-**	**(2663.69)**	**-**	**2.19**	**(2,661.50)**
Appropriation during the year	-	-	(220.49)	220.49	-	-
Balance as at 31 March, 2023	**1,868.50**	**8,843.84**	**(10,178.90)**	**2,546.93**	**0.23**	**3,080.60**

Particulars	Reserves & Surplus				Other Items of Other Comprehensive Income - Re-measurement gains/ (losses) on defined benefit plan	Total
	Statutory Reserve as per Section 45-IC of RBI Act, 1934	Securities Premium	Retained Earnings	Impairment Reserve		
Balance as at 1 April, 2021	**1,796.68**	**8,843.84**	**(7,329.04)**	**2,073.47**	**5.13**	**5,390.08**
Profit for the year	-	-	359.10	-	-	359.10
Other Comprehensive Loss	-	-	-	-	(7.09)	(7.09)
Total Comprehensive Income for the year	**-**	**-**	**359.10**	**-**	**(7.09)**	**352.01**
Appropriation during the year	71.82	-	(324.79)	252.97	-	-
Balance as at 31 March, 2022	**1,868.50**	**8,843.84**	**(7,294.72)**	**2,326.44**	**(1.96)**	**5,742.10**

The accompanying notes 1 to 32 form an integral part of the standalone financial statements.

As per our report of even date
For S. P. Chopra & Co.
Chartered Accountants
Firm Registration No. 000346N

(Gautam Bhutani)
Partner
Membership No: 524485

Place: New Delhi
Date: 26 May, 2023

For and on behalf of the Board of Directors of
Intec Capital Limited

(Sanjeev Goel)
Managing Director
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

(Rajesh Sharma)
Chief Financial Officer

(Radhika Garg)
Company Secretary
M. No. ACS 36587

Notes to standalone financial statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

1. COMPANY INFORMATION

Intec Capital Limited (the 'Company') incorporated in India on 15 February, 1994,was registered with the Reserve Bank of India ('RBI') as a Non-Banking Financial Company ('NBFC') *vide* Certificate No. B-14.00731dated 4 May, 1998 in the name of Intec Securities Limited. Subsequently, due to change in name of the Company, the Company received a revised Certificate of Registration ('CoR') in the name of Intec Capital Limited on 04 November, 2009under Section 45-1A of the Reserve Bank of India Act, 1934. Equity shares of the Company are listed on the Bombay Stock Exchange Limited (BSE).

The standalone financial statements for the year ended 31 March, 2023, were approved by the Board of Directors and authorized for issue on 26May, 2023,and recommended for consideration and adoption by the shareholders in their ensuing Annual General Meeting.

2. BASIS OF PREPARATION

2.1 Compliance with Indian Accounting Standards (Ind–AS):

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015, and the other relevant provisions of the Companies Act, 2013 (the 'Act'), and the Master Direction – Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Non-Banking Financial Company (the 'NBFC Regulations') issued by RBI, as amended from time to time. The notified Indian Accounting Standards (Ind AS) are followed by the Company insofar as they are not inconsistent with the NBFC Regulations.

The standalone financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

2.2 Presentation of standalone financial statements:

The Company presents its Balance Sheet in order of liquidity. The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

2.3 Historical Cost Convention

The standalone financial statements have been prepared on a historical cost basis, except, certain financial assets and liabilities, measured at fair value,

2.4 Functional and present currency

The standalone financial statements are prepared in Indian Rupees ('Rs.'), which is the Company's functional and presentation currency. All financial information presented in Indian Rupees has been rounded to the nearest lakhs with two decimal places, unless stated otherwise.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of standalone financial statements in conformity with Ind AS requires the management to make use of estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of standalone financial statements, and the reported amount of revenues and expenses during the reporting period. 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 on which the Management's estimates are based.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are given below.

- <u>Fair value of financial instruments</u>

  Fair value of financial instruments is required to be estimated for financial reporting purposes. The Company applies appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of an asset or a liability, the Company uses quoted prices and market-observable data to the extent it is available. When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, based on the inputs to these models taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

- Impairment of financial assets – Expected Credit Loss

  The measurement of impairment loss allowance for financial asset measured at amortized cost requires use of statistical models, significant assumptions about future economic conditions and credit behavior (e.g. likelihood of borrowers defaulting and resulting losses). In estimating the cash flows expected to be recovered from credit impaired loans, the Company makes judgements about the borrower's financial situation, current status of the project, net realizable value of securities/ collateral etc. As these estimates are based on various assumptions, actual results may vary leading to changes to the impairment loss allowance. Further, judgement is also made in identifying the default and significant increase in credit risk (SICR) on financial assets as well as for homogeneous grouping of similar financial assets. Impairment assessment also takes into account the data from the loan portfolio, levels of arrears and an analysis of historical defaults.

- Non recognition of income on Credit Impaired Loans

  As a matter of prudence, income on credit impaired loans is recognized as and when received and / or on accrual basis when expected realization is higher than the gross loan amount outstanding.

- Taxes

  Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

- Useful life of property, plant and equipment

  The Property, Plant and Equipment are depreciated on straight line method over their respective useful lives. Management estimates the useful lives of these assets as detailed in Note 4.5 below. Changes in the expected level of usage, technological developments, level of wear and tear could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised and could have an impact on the financial position in future years.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

4.1 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

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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 after setting-off of collateral amounts. In case of credit-impaired financial assets regarded as 'stage 3', the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR, to the extent of probability of its recovery. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Interest on financial assets subsequently measured at fair value through profit and loss, is recognized on accrual basis in accordance with the terms of the respective contract.

(ii) Dividend Income

Dividend Income on investments is recognized when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(iii) Fees and Commission

Processing fees and other servicing fees is recognized on accrual basis. The Company recognizes 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 recognized on rendering of services and products to the customer.

(iv) Interest on Borrowings

Interest expense on borrowings subsequently measured at amortized cost is recognized using Effective Interest Rate (EIR) method.

(v) 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.

(vi) Sale of Loan Assets

Profit / loss on sale of loan assets through direct assignment / securitization are recognized over the residual life of loan / pass through certificates in terms of RBI guidelines. Loss arising on account of direct assignment / securitization is recognized upfront.

(vii) Other Income / Revenue

Other income/revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and it can be reliably measured.

4.2 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.

4.3 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 subsidiaries and associates, borrowings, cash and cash equivalents, other bank balances 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.

(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 instruments, trade receivables and cash and cash equivalents etc.

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. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

(i) <u>Classification and Measurement of Financial assets (other than Equity instruments)</u>

For the purpose of subsequent measurement, financial assets (other than equity instruments) are classified into three categories:

(a) Financial Assets at amortised cost

(b) Financial Assets at FVOCI

(c) Financial Assets at FVTPL

(a) Financial Assets at amortised cost

The Company measures its financial assets at amortised cost if both the following conditions are met:

- The asset is held within a business model of collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Sole 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 in the books of the Company, it may sell these portfolios to banks and/or asset reconstruction companies.

After initial measurement, such financial assets are subsequently measured at amortised cost on effective interest rate (EIR) as given in para4.1.(i) above.

(b) Financial Assets at FVOCI

The Company subsequently classifies its financial assets as FVOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Financial Assets included within the FVOCI category are measured at each reporting date at fair value with such changes being recognised in other comprehensive income (OCI). The interest income on these assets is recognised in profit or loss.

On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to profit or loss.

(c) Financial Assets at FVTPL

The Company classifies financial assets which are held for trading under FVTPL category. Held for trading assets are recorded and measured in the Balance Sheet at fair value. Interest and dividend incomes are recorded in interest income and dividend income, respectively according to the terms of the contract, or when the right to receive the same has been established. Gain and losses on changes in fair value of financial assets are recognised on net basis through profit or loss.

Term/fixed deposits held by the Company have been classified under this category

(ii) **Classification and Measurement of Equity instruments**

All equity investments other than in subsidiaries are measured at fair value.

Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company at initial recognition makes an irrevocable election to classify it as either FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. An equity investment classified as FVTOCI is initially measured at fair value plus transaction costs. Subsequently, it is measured at fair value and, all fair value changes are recognised in Other Comprehensive Income (OCI) and accumulated in Reserve. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company transfers the same within equity.

(iii) **De-recognition of Financial Assets**

The Company derecognises a financial asset (or, where applicable, a part of a financial asset) when:

- The right to receive cash flows from the asset have expired; or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and the Company has transferred substantially all the risks and rewards of the asset. Once the asset is derecognised, the Company does not have any continuing involvement in the same.

The Company transfers its financial assets through the partial assignment route and accordingly derecognises the transferred portion as it neither has any continuing involvement in the same nor does it retain any control. If the Company retains the right to service the financial asset for a fee, it recognises either a servicing asset or a servicing liability for that servicing contract. A service liability in respect of a service is recognised at fair value if the fee to be received is not expected to compensate the Company adequately for performing the service. If the fees to be received is expected to be more than adequate compensation for the servicing, a service asset is recognised for the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset.

On de-recognition of a financial asset in its entirety, the difference between:

- the carrying amount (measured at the date of de-recognition) and
- the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

(iv) **Impairment of financial assets**

Expected Credit Loss (ECL) are recognised for financial assets held under amortised cost, measured at FVOCI, and certain loan commitments.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for which a 12-month ECL is recognised. Financial assets that are considered to have significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognised for stage 2 and stage 3 financial assets.

At initial recognition, allowance (or provision in the case of loan commitments) is required for ECL towards default events that are possible in the next 12 months, or less, where the remaining life is less than 12 months.

In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL').

Financial assets (and the related impairment loss allowances) are written off in full, when there is no realistic prospect of recovery.

Treatment of the different stages of financial assets and the methodology of determination of ECL

(a) <u>Credit impaired (stage 3)</u>

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.

(b) Significant increase in credit risk (stage 2)

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure. However, unless identified at an earlier stage, 90 days past due is considered as an indication of financial assets to have suffered a significant increase in credit risk.

The measurement of risk of defaults under stage 2 is computed on homogenous portfolios, generally by nature of loans, tenors, underlying collateral, geographies and borrower profiles. The default risk is assessed using PD (probability of default) derived from past behavioural trends of default across the identified homogenous portfolios. These past trends factor in the past customer behavioural trends, credit transition probabilities and macroeconomic conditions. The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL.

(c) Without significant increase in credit risk since initial recognition (stage 1)

ECL resulting from default events that are possible in the next 12 months are recognised for financial instruments in stage 1. The Company has ascertained default possibilities on past behavioural trends witnessed for each homogenous portfolio using application/behavioural score cards and other performance indicators, determined statistically.

(d) Measurement of ECL

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro-economic factors.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money using a rate which is a reasonable approximation of EIR.

- Determination of PD is covered above for each stage of ECL.
- EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected draw downs of committed facilities.
- LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

A more detailed description of the methodology used for ECL is covered in the 'credit risk' section of note no. 32.17.

(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

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in the entities own equity instruments. Few examples of financial liabilities are trade payables, borrowings etc.

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, borrowings and other payables.

Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the EIR [Refer note no. 4.1(i)]. Any gains or losses arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial liability when the obligation under the liability is discharged, cancelled or expired.

(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.

4.4 Investment in subsidiary and associates

Investment in subsidiary is recognised at cost and is not adjusted to fair value at the end of each reporting period. Cost of investment represents amount paid for acquisition of the said investment.

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.

4.5 Property plant and equipment

(i) Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any, consistent with the criteria specified in Ind AS 16 'Property, Plant and Equipment'. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

(ii) Subsequent expenditure related to an item of property, plant and equipmentis added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

(iii) An item of PPE and any significantly part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(iv) Depreciation on property, plant and equipment is provided on straight-line method over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013. Immovable assets at the leased premises including civil works, fixtures and electrical items etc. are capitalized as leasehold improvements and are amortized over the primary period of lease subject to maximum of two years. The useful lives in the following case are different from those prescribed in Schedule II of the Companies Act, 2013.

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Asset	Useful life as per Schedule II of the Companies Act, 2013 (No. of Years)	Useful life as assessed / estimated by the Company (No. of Years)
Electrical installations	10	8

Based on usage pattern and internal assessment, the management believes that the useful lives as given above best represent the period over which the management expects to use these assets. Hence the useful lives of these assets is different from the lives as prescribed in Schedule II of the Companies Act, 2013

(v) Depreciation on addition or on sale / discard of an asset is calculated pro-rata from / up to the date of such addition or sale/discard.

(vi) The residual values, useful lives and methods of depreciation of Plant, property and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

4.6 Intangible Assets and amortization thereof

(i) Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to assets will flow to the Company and the costs of the assets can be measured reliably. Intangible assets comprising computer software are carried at cost less amortization and accumulated impairment, if any. Computer software including improvements are amortized over the management's estimate of the useful life of such intangibles. Management estimates for useful life of intangibles is 6 years.

(ii) An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognized in the Statement of Profit and Loss when the asset is derecognized.

4.7 Employee Benefits:

(i) Short term employee benefits:

All employee benefits payable/ available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognized in the same period in which the employee renders the related service.

(ii) Defined contribution plan:

Contributions towards Employees' Provident Fund and State Insurance Scheme are considered as defined contribution plans and the contributions are charged to the Statement of Profit and Loss for the year when the expense is actually incurred.

(ii) Other long-term employee benefits:

Entitlements to annual leave are recognized when they accrue to employees. Leave entitlements can be availed while in service of employment subject to restriction on the maximum number of accumulations. The Company determines the liability for such accumulated leave entitlements on the basis of actuarial valuation carried out by an independent actuary at the year end.

(iii) Defined benefit plan:

The Company's gratuity scheme is a defined benefit plan. The plan provides for a lump sum payment to vested employees on retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation on projected unit credit method as at the balance sheet date. Re-measurement, comprising of actuarial gains and losses, are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods. Liability towards Gratuity is funded / managed by Life Insurance Corporation of India ('LIC').

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The short / excess of the Gratuity liability as compared to the net fund held by LIC is accounted for as liability/ assets as at the year end

4.8 Taxation

Tax expense for the year comprises of Current Tax and Deferred Tax.

a. Current Tax

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the tax regime inserted by the Taxation Laws (Amendment) Act, 2019in the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates and the tax laws that are enacted at the reporting date.

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

b. Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. 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 utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized 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 realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

4.9 Provision, contingent liabilities and contingent assets

a) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation, at the balances sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

b) Contingent Liabilities

A disclosure for a contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation arising as a result of past event that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

c) Contingent Assets

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

4.10 Earnings per share

Basic earnings per equity share is computed by dividing net profit/ loss attributable to the equity shareholders of the company by the weighted average number of equity shares outstanding during the financial year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

4.11 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Company has taken certain assets on Operating Lease. Operating Lease is a contract, which conveys the right to Lessee, to control the use of an identified asset for a period of time, the lease term, in exchange for consideration. The Company assesses whether a contract is, or contains, a lease on inception.

The lease term is either the non-cancellable period of the lease and any additional periods when there is an enforceable option to extend the lease and it is reasonably certain that the Company will extend the term, or a lease period in which it is reasonably certain that the Company will not exercise a right to terminate. The lease term is reassessed if there is a significant change in circumstances.

At commencement, or on the modification, of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is amortized / depreciated using straight-line method from the commencement date to the end of the lease term. If the lessor transfers ownership of the underlying asset to the Company by the end of the lease term or if the Company expects to exercise a purchase option, the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as the Company's other property, plant and equipment. Right-of-use assets are reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the total lease payments due on the commencement date, discounted using either the interest rate implicit in the lease, if readily determinable, or more usually, an estimate of the Company's incremental borrowing rate on the inception date for a loan with similar terms to the lease. The incremental borrowing rate is estimated by obtaining interest rates from various external financing sources.

The lease liability is measured at amortized cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the statement of profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

In accordance with Ind AS 116, the Company does not recognize right-of-use assets and lease liabilities for leases of low-value assets and short-term leases i.e. leases with a lease term of 12 months or less and containing no purchase options. Payments associated with

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these leases are recognized as an expense on a straight-line basis over the lease term.

4.12 Statement of Cash flows:

For the purpose of Standalone Statement of Cash Flows, cash and cash equivalents comprise cash on hand, cash at banks, short-term deposits with an original maturity of three months or less and other short term investments, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

4.13 Impairment of Non-Financial Assets

The Company assesses, at each reporting date, using external and internal sources, whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognized in the previous period/s. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognized when the carrying value of an asset exceeds its recoverable amount.

The recoverable amount is determined:

- in the case of an individual asset, at the higher of the asset's fair value less cost of sell and value in use; and
- in the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of the cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that effects current market assessments of the time value of money and the risks specific to that asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An impairment loss for an asset is reversed, if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized, the carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss being recognized for the asset in prior year/s.

4.14 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, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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 detailed information on the fair value hierarchy, refer note no. 32.15.

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 categorization (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.

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023

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5	Cash and cash equivalents	As at 31 March, 2023	As at 31 March, 2022
	Cash on hand	5.98	19.42
	Balances with banks - in current accounts (Refer note 5.1)	113.81	120.05
	Drafts on Hand	-	271.81
	Total	**119.79**	**411.28**

5.1 Includes Rs. 75.30 lakhs lien marked a Bank towards upfront payment for OTS Approval (Refer note 17.6).

6	Bank balances other than Cash and cash equivalents	As at 31 March, 2023	As at 31 March, 2022
	Balances with banks - in unpaid dividend account	0.48	1.39
	Total	**0.48**	**1.39**

7	Loans	As at 31 March, 2023	As at 31 March, 2022
	At amortised cost		
	a. Secured term loans	12,298.95	16,017.91
	b. Unsecured term loans	1,483.35	2,339.20
	c. Unsecured term loan to a subsidiary	1,497.06	1,378.34
	Total - Gross	**15,279.36**	**19,735.45**
	Less: Impairment loss allowance	8,340.78	11,781.92
	Total - Net	**6,938.58**	**7,953.53**
7.1	Break-up of Secured/Unsecured loans		
a.	Secured by Tangible assets	12,298.95	16,017.91
	Less: Impairment loss allowance	7,193.47	9,846.58
	Secured - net	**5,105.48**	**6,171.33**
b.	Unsecured	2,980.41	3,717.54
	Less: Impairment loss allowance	1,147.31	1,935.34
	Unsecured - net	**1,833.10**	**1,782.20**
	Total (a+b)	**6,938.58**	**7,953.53**
7.2	Break-up of Loans In India/Outside India		
a.	Loans in India		
	i. Public Sector	-	-
	ii. Others	15,279.36	19,735.45
	Less: Impairment loss allowance	8,340.78	11,781.92
		6,938.58	7,953.53
b.	Loans outside India	-	-
	Total (a+b)	**6,938.58**	**7,953.53**

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

7.3 Summary of loans by stage distribution

Particulars	As at 31 March, 2023				As at 31 March, 2022			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount	1,555.14	167.96	13,556.26	**15,279.36**	1,467.20	180.17	18,088.08	**19,735.45**
Less: Impairment loss allowance	-	-	8,340.78	**8,340.78**	0.09	-	11,781.83	**11,781.92**
Net carrying amount	**1,555.14**	**167.96**	**5,215.48**	**6,938.58**	**1,467.11**	**180.17**	**6,306.25**	**7,953.53**

7.4 Analysis of changes in the gross carrying amount and corresponding ECL allowances in relation to loans is as follows

Particulars	As at 31 March, 2023							
	Stage 1		Stage 2		Stage 3		Total	
	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance
As at 31 March, 2022	**1,467.20**	**0.09**	**180.17**	**-**	**18,088.08**	**11,781.83**	**19,735.45**	**11,781.92**
Transfers during the year								
to Stage 1	-	-	-	-	-	-	-	-
to Stage 2	(2.75)	-	2.75	-	-	-	-	-
to Stage 3	-	-	(8.19)	-	8.19	-	-	-
Total transfers	**(2.75)**	**-**	**(5.44)**	**-**	**8.19**	**-**	**-**	**-**
Impact of changes in credit risk on account of stage movements	-	-	-	-	-	-	-	-
Changes in opening credit exposures	90.69	(0.09)	(6.77)	-	(381.40)	585.81	(297.48)	585.72
New credit exposures during the year, net of repayments	-	-	-	-	-	-	-	-
Amounts written off during the year	-	-	-	-	(4,158.61)	(4,026.86)	(4,158.61)	(4,026.86)
As at 31 March, 2023	**1,555.14**	**-**	**167.96**	**-**	**13,556.26**	**8,340.78**	**15,279.36**	**8,340.78**

Analysis of changes in the gross carrying amount and corresponding ECL allowances in relation to loans is as follows

Particulars	As at 31 March, 2022							
	Stage 1		Stage 2		Stage 3		Total	
	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance
As at 31 March, 2021	**1,602.47**	**0.95**	**264.89**	**0.23**	**18,851.26**	**11,632.37**	**20,718.62**	**11,633.55**
Transfers during the year								
to Stage 1	45.72	-	-	-	(45.72)	-	-	-
to Stage 2	(10.77)	-	10.77	-	-	-	-	-
to Stage 3	(83.90)	(0.10)	(22.28)	(0.11)	106.18	0.21	-	-
Total transfers	**(48.95)**	**(0.10)**	**(11.51)**	**(0.11)**	**60.46**	**0.21**	**-**	**-**
Impact of changes in credit risk on account of stage movements	-	-	-	-	-	74.36	-	74.36
Changes in opening credit exposures	(86.32)	(0.76)	(73.21)	(0.11)	(774.40)	112.85	(933.93)	111.97
New credit exposures during the year, net of repayments	-	-	-	-	-	-	-	-
Amounts written off during the year	-	-	-	-	(49.24)	(37.96)	(49.24)	(37.96)
As at 31 March, 2022	**1,467.20**	**0.09**	**180.17**	**-**	**18,088.08**	**11,781.83**	**19,735.45**	**11,781.92**

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8	**Investments**	**As at 31 March, 2023**	**As at 31 March, 2022**
i.	**Investment in Subsidiary**		
	(At Cost)		
	- Amulet Technologies Limited	770.37	770.37
	Total - i	**770.37**	**770.37**
ii.	**Investment in Equity Instruments**		
	(At amortised cost)		
	- Pantec Devices Private Limited	1.16	1.16
	- Pantec Consultants Private Limited	1.01	1.01
	- Intec Worldwide Private Limited	0.86	0.86
	- Spherical Collection Agency (P) Ltd.	1.11	1.11
	- Intec Share & Stock Brokers Limited	2.26	2.26
	- Spectacle Advisory Solutions Pvt. Ltd.	0.44	0.44
	Total - ii	**6.84**	**6.84**
	Total Investments - i + ii	**777.21**	**777.21**
	Out of above		
	In India	777.21	777.21
	Outside India	-	-

8.1 Information about Subsidiary is given below:

Name of the Company and Country of Incorporation	Principal Activities	Proportion (%) of Shareholding*	
		As at 31 March, 2023	As at 31 March, 2022
Amulet Technologies Limited, India	Consultancy, Advisory and related service in Information Technology	100%	100%

* including 6 shares held by nominee shareholders.

9	**Other financial assets**	**As at 31 March, 2023**	**As at 31 March, 2022**
	Security deposits	18.75	11.07
	Interest accured and due on loans	442.80	1,375.21
	Interest accured but not due on loans	0.09	0.75
	Advances to employees	2.11	2.69
	Balance with government authorities	154.98	135.27
	Other advances	1.01	0.92
	Total	**619.74**	**1,525.91**

10	**Current tax assets (net)**	**As at 31 March, 2023**	**As at 31 March, 2022**
	Tax deducted at source	3.66	3.06
	Total	**3.66**	**3.06**

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

11	Deferred tax assets (net)	As at 31 March, 2023	As at 31 March, 2022
i.	**Reconciliation of tax expenses and profit/loss before tax multiplied by corporate tax rate**		
	(Loss) / Profit before tax	(1,800.17)	374.02
	At corporate tax rate of 25.168%	-	-
	Tax on timinig differences	863.52	14.92
	Tax expense	**863.52**	**14.92**

ii.	Deferred tax assets recorded in Balance Sheet	As at 31 March, 2023	As at 31 March, 2022
	Deferred tax assets:		
	- Impairment on financial instruments	2,099.21	2,965.27
	- Lease liabilities	18.11	27.96
	- Depreciation and amortisation	8.52	9.35
	Gross deferred tax assets	**2,125.84**	**3,002.58**
	Deferred tax liabilities:		
	- Right-of-use assets	14.42	23.98
	- Financial instruments measured at EIR	187.68	190.16
	- Provision for employee benefits	0.76	1.21
	Gross deferred tax liabilities	**202.86**	**215.35**
	Deferred tax assets (net)	**1,922.98**	**2,787.23**

iii.	Changes in deferred tax assets recorded in profit or loss (Refer note 32.21 & 32.22)	As at 31 March, 2023	As at 31 March, 2022
	Deferred tax relates to the following:		
	- Impairment on financial instruments	866.06	(37.34)
	- Financial instruments measured at EIR	(2.48)	0.67
	- Depreciation and amortisation	0.83	(0.50)
	- Right-of-use assets	(9.56)	0.41
	- Lease liabilities	9.85	(1.20)
	- Provision for employee benefits	(1.18)	(0.47)
	- Other temporary differences	-	53.35
		863.52	**14.92**

iv.	Changes in deferred tax assets recorded in other comprehensive income	As at 31 March, 2023	As at 31 March, 2022
	Deferred tax relates to the following:		
	- Re-measurement gains on defined benefit plan (net of tax)	(0.73)	2.38
		(0.73)	**2.38**
	Total	**864.25**	**12.54**

12 Property, Plant and Equipment and Capital work-in-progress (As at 31 March, 2023)

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Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

Particulars	Gross block				Accumulated depreciation				Net Block	
	As at 01 April, 2022	Additions	Deductions / adjustments	As at 31 March, 2023	As at 01 April, 2022	Depreciation/ amortisation	Deductions / adjustments	As at 31 March, 2023	As at 31 March, 2023	As at 31 March, 2022
a. Property, Plant and Equipment										
Vehicles	46.94	-	-	46.94	36.39	2.24	-	38.63	8.31	10.55
Office equipment	9.65	0.99	-	10.64	7.30	1.21	-	8.51	2.13	2.35
Data processing equipments	32.58	8.12	1.19	39.51	16.06	8.72	1.14	23.64	15.87	16.52
Furniture and fixtures	2.45	8.07	-	10.52	0.46	0.39	-	0.85	9.67	1.99
Leasehold improvements	1.09	-	-	1.09	0.98	0.11	-	1.09	-	0.11
Electric installations	0.77	-	0.12	0.65	0.17	0.07	-	0.24	0.41	0.60
Air conditioners	4.65	-	-	4.65	2.54	0.35	-	2.89	1.76	2.11
Land	4.82			4.82	-	-	-	-	4.82	4.82
Total - (A)	**102.95**	**17.18**	**1.31**	**118.82**	**63.90**	**13.09**	**1.14**	**75.85**	**42.97**	**39.05**
b. Capital Work in Progress	0.35	-	0.35	-	-	-	-	-	-	0.35
Grand Total - Current Year	**103.30**	**17.18**	**1.66**	**118.82**	**63.90**	**13.09**	**1.14**	**75.85**	**42.97**	**39.40**

Property, Plant and Equipment and Capital work-in-progress (As at 31 March, 2022)

Particulars	Gross block				Accumulated depreciation				Net Block	
	As at 01 April, 2021	Additions	Deductions / adjustments	As at 31 March, 2022	As at 01 April, 2021	Depreciation	Deductions / adjustments	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
a. Property, Plant and Equipment										
Vehicles	46.94	-	-	46.94	27.29	9.10	-	36.39	10.55	19.65
Office equipment	9.66	1.33	1.34	9.65	6.74	1.82	1.26	7.30	2.35	2.92
Data processing equipments	40.53	5.58	13.53	32.58	20.92	8.00	12.86	16.06	16.52	19.61
Furniture and fixtures	4.75	-	2.30	2.45	2.13	0.52	2.19	0.46	1.99	2.62
Leasehold improvements	1.09	-	-	1.09	0.98	-	-	0.98	0.11	0.11
Electric installations	1.45	-	0.68	0.77	0.67	0.12	0.62	0.17	0.60	0.78
Air conditioners	3.79	0.86	-	4.65	2.00	0.54	-	2.54	2.11	1.79

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

Particulars	Gross block				Accumulated depreciation				Net Block	
	As at 01 April, 2021	Additions	Deductions / adjustments	As at 31 March, 2022	As at 01 April, 2021	Depreciation	Deductions / adjustments	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
Land	4.82	-	-	4.82	-	-	-	-	4.82	4.82
Total (a)	**113.03**	**7.77**	**17.85**	**102.95**	**60.73**	**20.10**	**16.93**	**63.90**	**39.05**	**52.30**
b. Capital Work in Progress (Note 12.2)	**0.35**	-	-	**0.35**	-	-	-	-	**0.35**	**0.35**
Grand Total - Previous Year	**113.38**	**7.77**	**17.85**	**103.30**	**60.73**	**20.10**	**16.93**	**63.90**	**39.40**	**52.65**

Note 12.1 : Refer para 4.5 of Significant Accounting Policies for depreciation on property, plant and equipment.

Note 12.2 : Refer note 32.20 for ageing of the Capital Work in Progress.

13. Intangible Assets (As at 31 March, 2023)

Particulars	Gross block				Accumulated amortization				Net Block	
	As at 01 April, 2022	Additions	Deductions / adjustments	As at 31 March, 2023	As at 01 April, 2022	Amortisation	Deductions / adjustments	As at 31 March, 2023	As at 31 March, 2023	As at 31 March, 2022
Computer software	71.86	-	-	**71.86**	50.51	5.20	-	55.71	16.15	21.35
Total	**71.86**	**-**	**-**	**71.86**	**50.51**	**5.20**	**-**	**55.71**	**16.15**	**21.35**

Intangible Assets (As at 31 March, 2022)

Particulars	Gross block				Accumulated amortisation				Net Block	
	As at 01 April, 2021	Additions	Deductions / adjustments	As at 31 March, 2022	As at 01 April, 2021	Amortisation	Deductions / adjustments	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
Computer software	71.09	0.77	-	71.86	44.40	6.11	-	50.51	21.35	26.69
Total	**71.09**	**0.77**	**-**	**71.86**	**44.40**	**6.11**	**-**	**50.51**	**21.35**	**26.69**

13.1 : Refer para 4.6 of Significant Accounting Policies for amortisation on intangible assets.

14. Right-of-use Assets (As at 31 March, 2023)

Particulars	Gross block				Accumulated amortization				Net Block	
	As at 01 April, 2022	Additions	Deductions / adjustments	As at 31 March, 2023	As at 01 April, 2022	Amortisation	Deductions / adjustments	As at 31 March, 2023	As at 31 March, 2023	As at 31 March, 2022
Premises	153.21	-	13.17	140.04	57.92	25.23	0.42	82.73	57.31	95.29
Total	**153.21**	**-**	**13.17**	**140.04**	**57.92**	**25.23**	**0.42**	**82.73**	**57.31**	**95.29**

Right-of-use Assets (As at 31 March, 2022)

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Particulars	Gross block				Accumulated amortization				Net Block	
	As at 01 April, 2021	Additions	Deductions / adjustments	As at 31 March, 2022	As at 01 April, 2021	Amortisation	Deductions / adjustments	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
Premises	134.05	19.16	-	153.21	40.39	17.53	-	57.92	95.29	93.66
Total	**134.05**	**19.16**	**-**	**153.21**	**40.39**	**17.53**	**-**	**57.92**	**95.29**	**93.66**

14.1 : Refer para 4.5 of Significant Accounting Policies for amortization of Right-of-use-Assets.

15	Other non-financial assets	Note	As at 31 March, 2023	As at 31 March, 2022
	Prepaid expenses		9.67	9.68
	Plan Assets of employee benefits (Net of provision) - Gratuity	32.3	6.37	7.65
	Total		**16.04**	**17.33**

16	Non-current assets held for sale		As at 31 March, 2023	As at 31 March, 2022
	Assets held for sale		122.93	122.93
	Total		**122.93**	**122.93**

16.1 Company has acquired certain properties on settlement of loan dues from its borrowers which has been classified as held for sale and is being measured at the lower of carrying value or fair value less cost to sell. Fair market value of these properties is estimated at Rs. 292.36 lakhs based on valuation conducted by a registered valuer.

17	Borrowings (At amortised cost)	Note	As at 31 March, 2023	As at 31 March, 2022
	Secured			
	i. Term Loans from Banks	17.1 & 17.3	851.27	908.71
	ii. Working Capital Loans from Banks	17.2 & 17.3	4,477.54	4,801.61
	Total		**5,328.81**	**5,710.32**
	Borrowings in India		5,328.81	5,710.32
	Borrowings outside India		-	-
	Total		**5,328.81**	**5,710.32**

17.1 Terms of security and repayment are given below:
As at 31 March, 2023

Particulars	Maturity pattern			
	0-1 years	1-2 years	2-3 years	Total
<u>Term Loans</u>				
(i) Secured by hypothecation of loan receivables (also refer note- 17.1.1)				
- for loans taken from banks (Interest rates range between 10.50%- 15.00% per annum)	851.27	-	-	**851.27**
Total	**851.27**	**-**	**-**	**851.27**

repayable on equitable monthly installments

As at 31 March, 2022

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

Particulars	Maturity pattern			
	0-1 years	1-2 years	2-3 years	Total
<u>Term Loans</u>				
(i) Secured by hypothecation of loan receivables (also refer note- 17.1.1)				
- for loans taken from banks (Interest rates range between 10.50%- 10.65% per annum)	907.73	-	-	**907.73**
(ii) Secured by hypothecation of car				
- for loans taken from financial institutions# (Remaining monthly installments payable-5) (Interest rate - 8.25% per annum)	0.98	-	-	**0.98**
Total	**908.71**	**-**	**-**	**908.71**

repayable on equitable monthly installments

17.1.1 **Loans also guaranteed by Managing Director**

- loans of Rs. 851.27 lakhs (31.03.2022: Rs. 907.73 lakhs) also secured by personal guarantee of Managing Director.

17.2 Terms of Security and Interest Rates for Working Capital Loans:

(i) Working Capital loans from banks are secured by :

(a) Primary Security- first pari passu charge on present and future receivables of the Company.

(b) Collateral Security - Immovable properties belonging to promoter & others.

(c) Personal guarantees of Managing Director and relative of Managing Director.

(d) Corporate guarantee of Bubble Infosolution Private Limited (company in which Managing Director of the Company is a director) and Amulet Technologies Limited, Subsidary of the Company)

(ii) Interest rates on above loans range between 11.65 % - 15.00 % per annum (31.03.2022: 11.65% - 14.85%).

17.3 Details of Default in repayment of Borrowings as at 31 March, 2023 is given below:

(i) **<u>Term loans:</u>**

(Amount in Rs.)

Name of Bank	NPA Date	Total Outstanding as at 31 March, 2023	Amount of Interest accrued and debited by the banks	Amount of Interest accrued but not debited by the banks	Total Default (Installments & interest)
Punjab National Bank (Ex- United Bank of India)	31.03.2022	55,915,096	21,108,195	4,995,128	82,018,419
Bank of India	30.09.2020	29,211,419	3,272,782	13,559,217	46,043,418
Total		**85,126,515**	**24,380,977**	**18,554,345**	**128,061,837**

(ii) **<u>Cash Credit Loans from Banks:</u>**

(Amount in Rs.)

Name of Bank	NPA Date	Total Outstanding as at 31 March, 2023	Amount of Interest accrued and debited by the banks	Amount of Interest accrued but not debited by the banks	Total Default (Installments & interest)
Punjab National Bank	16.06.2019	108,370,656	102,291,297	-	**210,661,953**
Punjab National Bank (Ex- Oriental Bank of Commerce)	02.08.2019	48,505,740	21,470,499	-	**69,976,239**
Indian Overseas Bank	30.11.2019	91,306,772	-	51,521,118	**142,827,890**
Central Bank of India	30.06.2019	61,055,902	-	43,168,918	**104,224,820**

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(Amount in Rs.)

Name of Bank	NPA Date	Total Outstanding as at 31 March, 2023	Amount of Interest accrued and debited by the banks	Amount of Interest accrued but not debited by the banks	Total Default (Installments & interest)
Bank of India	30.09.2019	153,485,376	20,888,399	73,668,662	**248,042,437**
Total		**462,724,446**	**144,650,195**	**168,358,698**	**775,733,339**
Less: Upfront payment to Consortium of Banks for OTS Approval (Refer note 17.6)		14,970,000	-	-	**14,970,000**
Total Cash Credit Loans		**447,754,446**	**144,650,195**	**168,358,698**	**760,763,339**

17.4 The Company has availed term loans and working capital facilities from various banks, however, slow down of its lending business and increased level of non-performing / impaired loan portfolio, has impacted its cash flow / liquidity, and the Company is un-able to service term loans and working capital facilities including interest thereon to certain banks as detailed in para 17.3 above, and has approached these banks for its restructuring / settlement which inter-alia includes waiver / reduction of interest being considered by the respective banks. As the Company is reasonably hopeful of waiver / reduction of the interest under these restructuring / settlement packages, interest of Rs. 3,559.44 lakhs though accrued on these loans, has not been provided in these financial statements.

17.5 During the previous year ended 31 March, 2022, the Company's proposals for One Time Settlement (OTS) of its loans had been accepted / approved by two banks i.e. Bank of Maharashtra and Dhanlaxmi Bank. As the Company had substantially paid the OTS amount upto 31 March, 2022 and had also complied with the terms and conditions thereof, the gain of Rs. 662.72 lakhs on extinguishment of loan liability under OTS had been treated as an exceptional item in the financial statements for the year ended 31 March, 2022. These OTS amount have since been fully paid and the Company has received No Due Certificates from these banks during the current year.

17.6 Out of total Upfront payment of Rs. 225.00 lakhs, Rs. 149.70 lakhs has already been paid and Rs. 75.30 lakhs has been lien marked by a Bank (Refer note 5.1).

18	Other financial liabilities	Note	As at 31 March, 2023	As at 31 March, 2022
	Interest accrued but not due		-	1.20
	Unclaimed dividends		0.48	1.39
	Payable to customers (borrowers)		27.83	189.53
	Payable to employees		130.91	46.74
	Accrued expenses and payables	18.1	139.29	83.72
	Total		**298.51**	**322.58**

18.1 Disclosure for dues for micro enterprises and small enterprises refer para 32.2.

19	Provisions	Note	As at 31 March, 2023	As at 31 March, 2022
	For employee benefits - leave encashment	32.3	3.33	2.84
	Total		**3.33**	**2.84**

20	Other non-financial liabilities	As at 31 March, 2023	As at 31 March, 2022
	Statutory dues payable	18.01	30.34
	Total	**18.01**	**30.34**

21 Equity Share Capital

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Authorised share capital		
Equity Shares:		
3,50,00,000 equity shares of Rs. 10 each	3,500.00	3,500.00
Preference Shares:		
15,00,000 preference shares of Rs. 100 each	1,500.00	1,500.00
	5,000.00	**5,000.00**
Issued, subscribed and fully paid-up		
Equity Shares:		
1,83,66,250 equity shares of Rs. 10 each fully paid up	1,836.63	1,836.63
Total	**1,836.63**	**1,836.63**

Notes:

21.1 Reconciliation of number of shares outstanding at the beginning and at the end of the year

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Equity shares				
Balance at the beginning of the year	18,366,250	1,836.63	18,366,250	1,836.63
Balance as at end of the year	**18,366,250**	**1,836.63**	**18,366,250**	**1,836.63**

21.2 Rights, preferences and restrictions attached to each class of shares

The Company has only one class of Equity Share having par value of Rs. 10 per share. Each shareholder is eligble for one vote per share held. All Equity Shareholders are entitled to receive dividend as declared from time to time. The voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

21.3 Detail of shareholders holding more than 5% of the aggregate shares in the Company:

Particulars	As at 31 March, 2023		As at 31 March, 2022	
Shareholders	No. of Shares	% age of share holding	No. of Shares	% age of share holding
Equity Shares				
Pantec Devices Private Limited	4,497,264	24.49%	4,497,264	24.49%
India Business Excellence Fund-IIA	3,635,958	19.80%	3,646,142	19.85%
India Business Excellence Fund-II	2,277,972	12.40%	2,284,356	12.44%
Pantec Consultant Private Limited	1,453,771	7.92%	1,453,771	7.92%
Sanjeev Goel (Including shares held in IBEF - II Escrow account)	1,244,464	6.77%	1,244,464	6.77%

21.4 Details of Shareholding of Promoter/s:

Shares held by promoter/s at the end of the year			% age change during	
S.No. Promoter name	No. of Shares	% age of total shares	31 March, 2023	31 March, 2022
1. Pantec Devices Private Limited	4,497,264	24.49%	No change	No change
2. India Business Excellence Fund-IIA	3,635,958	19.80%	(-) 0.05%	No change
3. India Business Excellence Fund-II	2,277,972	12.40%	(-) 0.04%	No change
4. Pantec Consultant Private Limited	1,453,771	7.92%	No change	No change
5. Intec Worldwide Private Limited	519,267	2.82%	No change	No change

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Shares held by promoter/s at the end of the year			% age change during	
S.No. Promoter name	No. of Shares	% age of total shares	31 March, 2023	31 March, 2022
6. Sanjeev Goel (Including held in IBEF - II Escrow account)	1,244,464	6.77%	No change	No change
7. Pranav Goel	32,900	0.18%	(+) 0.00%	(+) 100%
8. Dhruv Goel	32,900	0.18%	(+) 0.00%	(+) 100%

22 Other Equity

Particulars	As at 31 March, 2023	As at 31 March, 2022
Securities premium		
As per last account	8,843.84	8,843.84
Statutory Reserve as per Section 45-IC of RBI Act.		
As per last account	1,868.50	1,796.68
Addition during the year	-	71.82
Closing Balance	1,868.50	1,868.50
Impairment Reserve		
As per last account	2,326.44	2,073.47
Addition during the year (Refer Note 32.17)	220.49	252.97
Closing Balance	2,546.93	2,326.44
Retained earnings		
As per last account	(7,294.72)	(7,329.04)
(Loss) / Profit for the year	(2,663.69)	359.10
Appropriation to Statutory Reserve as per Section 45-IC of RBI Act	-	(71.82)
Appropriation to Impairment Reserve	(220.49)	(252.97)
Closing Balance	(10,178.90)	(7,294.72)
Other Comprehensive (Loss)/Income - Re-measurement gains/(losses) on defined benefit plan		
As per last account	(1.96)	5.13
Addition during the year	2.19	(7.09)
Closing Balance	0.23	(1.96)
Total	**3,080.60**	**5,742.10**

22.1 **Nature and purpose of other equity:**

i **Security 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

ii **Statutory Reserve as per Section 45-IC(1) of RBI Act, 1934**

Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

iii **Impairment Reserve**

Reserve Bank of India (RBI) issued Notification No. DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March, 2020 in respect of 'Implementation of Indian Accounting Standards' by NBFCs. In terms of the said circular, in case where the impairment allowance under Ind AS 109 is lower than the provisioning required under Income Recognition, Asset Classification and Provisioning (IRACP) Norms (including standard asset provisioning) issued by RBI, the Company is required to appropriate the difference from their net profit after tax to "Impairment Reserve". No withdrawals are permitted from this reserve without prior permission from the Department of Supervision, RBI. Refer Note. 32.17 in respect of the disclosure in respect of comparison between impairment allowance and provisioning under IRACP Norms.

iv **Retained Earnings**

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

The profit/loss earned till date, less any transfers/appropriations to any other reserve, dividends or other distribution paid to shareholders.

v **Other Comprehensive Income / (Loss)**

The other comprehensive income/(loss) till date, which is available for set off or adjustable only against such income/loss in future.

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Interest income	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Interest income on:		
- on loans	316.32	287.71
- deposits with banks	-	0.49
- financial instruments	146.55	131.17
Total	**462.87**	**419.37**

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Fees and commission income	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Income on preclosure of loans	1.10	0.35
Other service fees	0.71	0.31
Total	**1.81**	**0.66**

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Recoveries of financial assets written off	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Recoveries of financial assets written off	359.84	668.45
Total	**359.84**	**668.45**

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Other income	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Liabilities no longer required written back	158.48	0.70
Profit on disposal of property, plant & equipment (net)	0.12	-
Miscellaneous Income	2.16	5.49
Total	**160.76**	**6.19**

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Finance costs	Note	For the year ended 31 March, 2023	For the year ended 31 March, 2022
On financial liabilities measured at amortised cost:			
- on borrowings - term loan from banks/financial institutions	17.4	-	0.23
- on borrowings - CC from banks	17.4	3.58	3.45
- on borrowings - car loan from bank		0.02	0.21
- on lease liabilities	32.6	10.75	8.22
Other borrowing costs		0.80	0.75
Total		**15.15**	**12.86**

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28	Impairment on financial instruments		For the year ended 31 March, 2023	For the year ended 31 March, 2022
	(Measured at amortised cost)			
	Loans written off (including interest)	32.21	5,080.47	49.24
	Less: Impairment loss allowance		(4,026.86)	(37.96)
	Impairment loss allowance on loans		585.72	186.33
	Total		**1,639.33**	**197.61**

29	Employee benefits expenses		For the year ended 31 March, 2023	For the year ended 31 March, 2022
	Salaries and wages		493.27	471.24
	Contribution to provident and other funds		10.39	12.00
	Staff welfare expenses		14.16	13.36
	Total		**517.82**	**496.60**

30	Depreciation and amortization	Note	For the year ended 31 March, 2023	For the year ended 31 March, 2022
	Depreciation on property, plant and equipment	12	13.09	20.10
	Amortization of intangible assets	13	5.20	6.11
	Amortization of right-of-use assets	14	25.23	17.53
	Total		**43.52**	**43.74**

31	Other expenses	For the year ended 31 March, 2023	For the year ended 31 March, 2022
	Rent	4.19	12.85
	Insurance	9.19	5.53
	Legal & professional	339.79	404.26
	Payment to Auditors:		
	- Statutory Audit	5.50	5.50
	- Tax Audit	1.00	1.00
	- Limited Reviews	3.00	3.00
	- Other services	0.46	0.50
	- Reimbursement of expenses	0.17	0.61
	Rates & taxes	-	0.11
	Electricity & water	15.99	12.68
	Directors' sitting fees	2.38	2.62
	Repairs & maintenance	32.44	20.91
	Communication and internet	11.54	11.97
	Travelling & conveyance	58.91	41.84
	Business promotion	47.90	35.32
	Loss on disposal of property, plant & equipment (net)	-	0.67
	Capital Work in Progress written off	0.35	-
	Other expenditure	36.82	73.19
	Total	**569.63**	**632.56**

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

32 OTHER NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2023

32.1 Contingent Liabilities and Commitments:

Sr. No.	Particulars	As at 31 March, 2023	As at 31 March, 2022
A.	**Contingent Liabilities**		
i.	Claims against the Company not acknowledged as debts.	Few customers / borrowers of the Company have filed legal cases for various claims against the Company. The Company has reviewed these pending litigations and proceedings and does not expect any material out flow / reimbursement in respect of the same.	
B.	**Commitments**		
i.	Loan approved but pending disbursements.	Nil	Nil

32.2 Disclosure required under Section 22 of Micro, Small and Medium Enterprise DevelopmentAct, 2006:

	As at 31 March, 2023	As at 31 March, 2022
i. Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act.		
- Principal	3.11	3.06
- Interest	-	-
ii. Amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii. 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.	-	-
iv. The amount of interest accrued and remaining unpaid.	-	-
v. 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 enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act, 2006	-	-
Total	**3.11**	**3.06**

The above information regarding dues to Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information collected with the Company.

32.3 Employee Benefits (Ind AS-19)

(a) **Defined Benefit plans**:

Gratuity : Payable on separation as per the Payment of Gratuity Act, 1972, as amended @ 15 days pay, for each completed year of service to eligible employees who render continuous service of 5 years or more. The Company's liability towards Gratuity is funded / managed by Life Insurance Corporation of India (LIC).

(b) **Other Long-Term Benefit**:

Compensated Absences : Employees of the Company are entitled to accumulate their earned/privilege leave up to a maximum of 30 days which can be availed / utilized in coming year/s, while in service. During the year the amount of Rs. 0.49 lakhs has been debited (Previous year: Rs. 0.13 lakhs credited) in the Statement of Profit and Loss towards creation of the provision (Previous year: reversal of excess provision) based on actuarial valuation.

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Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023
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(c) **Defined Contribution plans:**

Company's employees are covered by Provident Fund and Employees State Insurance Scheme, to which the Company makes a defined contribution measured as a fixed percentage of salary. During the year, amount of Rs. 10.03 lakhs (Previous Year: Rs. 11.57 lakhs) has been charged to the Statement of Profit and Loss towards employer's contribution to these schemes/funds as under:

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Employer's contribution towards Provident Fund (PF)	8.93	10.49
Employer's contribution towards Employees State Insurance (ESI)	1.10	1.08

(d) Other disclosures of Defined Benefit plan (Gratuity) are as under:

i) **Reconciliation of Defined Benefit Obligations:**

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Present Value of **Defined Benefit Obligation** at the beginning of year	27.26	19.75
Interest cost	1.86	1.25
Current Service Cost	4.90	3.34
Benefit Paid	(2.43)	(6.36)
Actuarial (Gain)/Loss arising from Change in Financial Assumptions	(1.24)	(1.02)
Actuarial (Gain) arising from Change in Demographic Assumptions	-	(2.19)
Actuarial (Gain)/Loss arising from Changes in Experience Adjustments	(2.06)	12.49
Present value of the Defined Benefit Obligation at the end of year	**28.29**	**27.26**

ii) **Net Defined Benefit recognized in the Statement of Profit and Loss.**

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Current Service Cost	4.90	3.34
Interest cost (net of return)	(0.70)	(1.36)
Net Defined Benefit recognized in Statement of Profit and Loss	**4.20**	**1.98**

iii) **Recognized in Other Comprehensive Income/(loss)**

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Actuarial Gain/(Loss) on arising from Change in Financial Assumption	1.24	1.02
Actuarial Gain/(Loss) on arising from Change in Demographic Assumption	-	2.19
Actuarial Gain/(Loss) on arising from Changes in Experience Adjustments	2.06	(12.49)
Actuarial Gain/(Loss) on Plan Assets	(0.38)	(0.19)
Net actuarial (Loss)/Gain	**2.92**	**(9.47)**

iv) **Reconciliation of the opening and closing balances of fair value of Plan Assets**

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Fair value of Plan Assets at the beginning of year	34.91	38.85
Expected return on plan Assets	2.56	2.61
Employer's Contribution	-	-
Return on Plan Assets excluding interest income	(0.38)	(0.19)
Benefits paid	(2.43)	(6.36)
Fair value of Plan Assets at the end of year	**34.66**	**34.91**

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023
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v) Net Defined Benefit Assets / (Liability) recognized in the Balance Sheet

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Present value of the **Defined Benefit Obligation** at the end of year	(28.29)	(27.26)
Fair value of Plan Assets at the end of year	34.66	34.91
Net Defined Benefit Assets recognized in the Balance Sheet	**6.37**	**7.65**

vi) Broad categories of Plan Assets as percentage of total assets

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Insurer Managed Funds	100%	100%

vii) Sensitivity Analysis*

a) Impact of the change in the discount rate

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Present value of the **Defined Benefit Obligation** at the end of year	28.29	27.26
a) Impact due to increase of 0.50% (Previous year: 0.50%)	(1.17)	(1.20)
b) Impact due to decrease of 0.50% (Previous Year: 0.50%)	1.24	1.29

b) Impact of the change in the salary increase

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Present value of the **Defined Benefit Obligation** at the end of year	28.29	27.26
a) Impact due to increase of 0.50% (Previous year: 0.50%)	0.95	0.99
b) Impact due to decrease of 0.50% (Previous year: 0.50%)	(0.89)	(0.95)

* Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.
* Sensitivities as to rate of inflation, rate of increase of pension in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

viii. Maturity Profile.

Year	Year ended 31 March, 2023	Year ended 31 March, 2022
0 to 1 year	1.4%	1.7%
1 to 2 Year	1.4%	2.1%
2 to 3 Year	2.0%	1.9%
3 to 4 Year	5.7%	2.2%
4 to 5 Year	2.4%	5.7%
5 Year onwards	25.1%	25.4%

ix. Expected contribution for the next Annual reporting period

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Expected contribution for the next Annual reporting period	5.56	4.90

x. Actuarial Assumptions:

The principal assumptions are the discount rate and salary increase. The discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the Liabilities and the salary increase takes account of inflation, seniority, promotion and other relevant factors on long term basis. Principal assumptions used for actuarial valuation are:

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Particulars	Gratuity		Compensated Absences	
	Year ended 31 March, 2023	Year ended 31 March, 2022	Year ended 31 March, 2023	Year ended 31 March, 2022
Method used	Projected unit credit method			
Discount rate	7.45%	6.95%	7.45%	6.95%
Salary Escalation	6.00%	6.00%	6.00%	6.00%
Mortality Rate	IALM (2012-14)			
Rate of return on plan Assets	7.45%	6.95%	NA	NA

Withdrawal Rates Per Annum

Age Band	Year ended 31 March, 2023	Year ended 31 March, 2022
25 & below	1.00%	1.00%
25 to 35	24.00%	24.00%
35 to 45	8.00%	8.00%
45 to 55	2.00%	2.00%
55 & above	1.00%	1.00%

32.4 Operating Segments (Ind AS –108):
The Company is primarily engaged only in the business of providing loans to Small and Medium Enterprises ('SME') customers and has no overseas operations/units and as such, no segment reporting is required under Ind AS- 108 dealing with the Segment Reporting.

32.5 Related Party Disclosures (Ind AS-24):

A. List of Related Parties and relationships, having transactions during the year:

a) Subsidiary Company
Amulet Technologies Limited

b) Key Management Personnel's
Sanjeev Goel, Managing Director
Rajesh Sharma, Chief Finance Officer (w.e.f. 08 February, 2023)
Neeti Kakkar, Chief Finance Officer (w.e.f. 05 August, 2022 and upto 13 January, 2023)
Radhika Rautela, Chief Finance Officer (upto 26 May, 2022)
Radhika Garg, Company Secretary (w.e.f. 12 November, 2022)
Vandana Das, Company Secretary (upto 22 September, 2022)

c) Relatives of Key Management Personnel
Pranav Goel, Son of Managing Director
Dhruv Goel, Son of Managing Director

d) Enterprise over which Key Management Personnel exercises significant influence
Bubble Info Solutions Private Limited

e) Investing party in respect of which the Company is an associate
Pantec Devices Private Limited

A. Transactions with Related Parties

Nature of Transaction	Subsidiary Company		Investing party in respect of which the Company is an associate		Key Management Personnel and Relatives	
	Year ended 31 March					
	2023	2022	2023	2022	2023	2022
Remuneration paid						
a) Key Management Personnel's	-	-	-	-	145.42	147.13
b) Relatives of Key Management Personnel	-	-	-	-	26.32	23.36

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023
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Nature of Transaction	Subsidiary Company		Investing party in respect of which the Company is an associate		Key Management Personnel and Relatives	
	Year ended 31 March					
	2023	2022	2023	2022	2023	2022
Loans and Advances (received back)/ given (net) Amulet Technologies Limited (net of Ind AS impact)	(26.74)	(161.96)	-	-	-	-
Sitting Fees paid Sanjeev Goel (excluding GST)	-	-	-	-	0.50	0.50
Interest Income on loans Pantec Devices Private Limited	-	-	2.25	2.25	-	-
Amulet Technologies Limited (net of Ind AS impact)	-	-	-	-	-	-

B. Year end balances with related parties:

	As at 31 March, 2023	As at 31 March, 2022
Loans and Advances given		
Amulet Technologies Limited (Subsidiary Company)	1,497.06	1,378.34
Pantec Devices Private Limited, (Investing party in respect of which the Company is an associate)	50.22	47.97
Guarantee given on behalf of Company (Refer note 17.1.1 & 17.2) The Managing Director, Bubble Infosolution Private Limited (Company in which Managing Director of the Company is a Director), and Amulet Technologies Limited, Subsidiary of the Company)	Term Loans: 851.27 WCDL: 4,477.54	Term Loans: 907.73 WCDL: 4,801.61

Notes:

- Transaction values are excluding taxes and duties.
- Related parties as defined under Ind AS 24 'Related Party Disclosures' have been identified based on representations made by key managerial personnel and information available with the Company. All above transactions are in the ordinary course of business and on arm's length basis.
- Provisions for gratuity, compensated absences and other long-term service benefits are made for the Company as a whole and the amounts pertaining to the Key Managerial Personnel are not specifically identified and hence are not included above.

32.6 Leases.

Company's significant leasing arrangements are in respect of the premises (commercial premises, offices etc.) which contain extension option after the initial contract period, the amounts recognized on account of leases are as under:

(i) Amount recognized in Statement of Profit and Loss.

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Interest Expense on Lease Liabilities	10.75	8.22
Amortization of Right-of-Use Assets	25.23	17.53

(ii) Amount recognized in Balance Sheet.

Particulars	As at 31 March, 2022	Addition / (Deduction) during the year	As at 31 March, 2023
Lease liabilities	111.10	(39.15)	71.95
Right-of-use assets (Gross) (Refer Note 14)	153.21	(13.17)	140.04

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(iii) Maturity Profile

Particulars	Amount
Maturity analysis – contractual undiscounted cash flows	
Within 1 year	29.18
Within 2 years	17.36
Within 3 years	14.77
Within 4 years	21.64
5 years or more	14.67
Total undiscounted lease liabilities	**97.62**
Impact of discounting and other adjustments	25.67
Lease liabilities included in the Balance Sheet	**71.95**

32.7 Earnings Per Share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
(Loss) / Profit for the year (Rs. in lakhs)	(2,663.69)	359.10
Basic/Diluted weighted average number of equity shares outstanding during the year	1,83,66,250	1,83,66,250
Nominal value of Equity Share (Rs.)	10.00	10.00
Basic/Diluted Earnings per Share (Rs.)	(14.50)	1.96

32.8 Corporate Social Responsibility (CSR):

The Company had constituted a CSR committee as required under Section 135 of the Companies Act, 2013, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules'). The CSR Committee had approved the CSR Policy and also identified the broad areas of CSR activities which it propose to carry out viz. Child Education and Women Empowerment. The Company had made serious deliberations and chosen the CSR programs which would be undertaken on a long term and continuous basis. Such programs will benefit communities where the Company operates or likely to operate and create goodwill for the Company. As the Company has incurred average net losses during the last three years, no amount is required to be spent on account of CSR during the year ended 31 March, 2023 / 31 March, 2022.

32.9 Going Concern:

Accumulated losses have resulted in erosion of substantial net worth of the Company and due to financial crunch being faced by the Company, it is not carrying out the active lending activities. Further, to improve its liquidity / cash flow, and to revive its financial position the Company has approached its lenders / bankers for restructuring / settlement of its loans which inter-alia includes waiver / reduction of interest. Few proposals had been accepted / approved by certain banks during the previous / earlier year/s wherein the Company has been able to get the gain of extinguishment of the loan liability including interest, and in other cases these proposals are under process at advanced stage and therein also the Company is hopeful to get substantial reduction in its loan's liability towards interest and principal.

Considering the above, and the future profitability and cash flow projections and the continued support of its promoters and bankers / lenders, the management is hopeful of further improvement in its financial position / performance, and accordingly the financial statements have been prepared on a going concern basis.

32.10 Disclosures as required under 'Master Direction - Non-Banking Financial Company – Non- Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016' and other applicable directions/circulars are enclosed vide **Annexure – I.**

32.11 Capital

The Company maintains an actively managed capital base to cover risks inherent in the business which includes issued equity capital and other reserves attributable to equity holders of the Company. As an NBFC, the RBI requires the Company to maintain a minimum capital to risk weighted assets ratio ("CRAR") consisting of Tier 1 and Tier 2 capital of 15% of the aggregate risk weighted assets. Further, the total of the Tier 2 capital cannot exceed 100% of the Tier 1 capital at any point of time. The capital management process of the Company ensures to maintain a healthy CRAR at all the times.

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

Capital Management

The primary objectives of the Company's capital management policy is to maintain appropriate levels of capital to support its business strategy taking into account the regulatory, economic and commercial environment. The Company aims to maintain a strong capital base to support the risks inherent to its business and growth strategies. The Company endeavors to maintain a higher capital base than the mandated regulatory capital at all times.

Planning

The Company's assessment of capital requirement is aligned to its planned growth which forms part of an annual operating plan which is approved by the ALCO and also a long-range strategy. These growth plans are aligned to assessment of risks– which include credit, liquidity and interest rate.

The Company monitors its capital to risk-weighted assets ratio (CRAR) on yearly basis through its Assets Liability Management Committee (ALCO).

The Company endeavors to maintain its CRAR higher than the mandated regulatory norm. Accordingly, increase in capital is planned well in advance to ensure adequate funding for its growth.

The Company is also the provider of equity capital to its wholly owned subsidiary and associates and also provides them with non-equity capital where necessary. These investments are funded by the Company through its equity share capital and other equity which inter alia includes securities premium and retained earnings.

Regulatory capital

Particulars	As at 31 March, 2023	As at 31 March, 2022
Tier I Capital	(1,846.39)	488.25
Tier II Capital	--	0.09
Total Capital Funds	**(1,846.39)**	**488.34**
Risk Weighted Assets	8,517.47	10,435.96
CET1 capital ratio	(21.68%)	4.68%
CET2 capital ratio	--	0.00%
Total capital ratio	**(21.68%)**	**4.68%**

Regulatory capital consists of Tier 1 capital, which comprises share capital, securities premium and retained earnings. Certain adjustments are made to Ind AS based results and reserves, as prescribed by the Reserve Bank of India. The other component of regulatory capital is Tier 2 Capital, which includes subordinated debt. The Company is trying to meet the capital adequacy requirements of Reserve Bank of India (RBI).

32.12 Events after Reporting Date

There have been no events after the reporting date that require disclosure in these financial statements.

32.13 Fair Values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

This note describes the fair value measurement of both financial and non-financial instruments.

Valuation framework

The Company has an internal fair value assessment team which assesses the fair values for assets qualifying for fair valuation.

The Company's valuation framework includes:

- Benchmarking prices against observable market prices or other independent sources;

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- Development and validation of fair valuation models using model logic, inputs, outputs and adjustments.

These valuation models are subject to a process of due diligence and validation before they become operational and are continuously calibrated. These models are subject to approvals by various functions of the Company. Finance function is responsible for establishing procedures, governing valuation and ensuring fair values are in compliance with Indian accounting standards.

Valuation methodologies adopted

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

a. Fair values of strategic investments in equity instruments designated under FVOCI have been measured under level 3.

b. Fair value of loans held under a business model that is achieved by both collecting contractual cash flows and partially selling the loans through partial assignment to willing buyers and which contain contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest are measured at FVOCI. The fair value of these loans has been determined under level 3.

c. The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, other financial assets and liabilities at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

32.14 Fair Values Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2: Valuation based on using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: Valuation technique with significant unobservable inputs: – financial instruments valued using valuation techniques where one or more significant inputs are unobservable.

Disclosures of fair value measurement hierarchy for financial instruments are given below:

Particulars	Carrying amount/Fair value					
	As at 31 March, 2023			As at 31 March, 2022		
Financial assets	L-1	L-2	L-3	L-1	L-2	L-3
Carrying amounts/fair value:						
a) Measured at fair value though profit and loss						
Financial Guarantee Contracts	--	--	--	--	--	--
b) Measured at fair value though other comprehensive income	--	--	--	--	--	--
c) Measured at amortised cost						
- Cash and cash equivalents	--	--		--	--	
- Bank Balance other than cash and cash	--	--	119.79	--	--	411.28
equivalents	--	--	0.48	--	--	1.39
- Loans	--	--	6,938.58	--	--	7,953.53
- Investments	--	--	777.21	--	--	777.21
- Other financial assets			619.74			1,525.91
Total	**--**	**--**	**8,455.80**	**--**	**--**	**10,669.32**
Financial liabilities	L-1	L-2	L-3	L-1	L-2	L-3
Carrying amounts/fair value:						

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Particulars	Carrying amount/Fair value					
	As at 31 March, 2023			As at 31 March, 2022		
a) Measured at fair value though profit and loss						
Financial Guarantee Contracts	--	--	--	--	--	--
b) Measured at fair value though other comprehensive income	--	--	--	--	--	--
c) Measured at amortised cost						
- Borrowings	--	--	5,328.81	--	--	5,710.32
- Lease liabilities	--	--	71.95	--	--	111.10
- Other financial liabilities	--	--	298.51	--	--	322.58
Total	**--**	**--**	**5,699.27**	**--**	**--**	**6,144.00**

32.15 Disclosure required under Section 186 (4) of the Companies Act, 2013.

Particulars of transaction made during the year and outstanding balance as at the end of the year:

Name of the Investee	Nature of Transaction	Purpose for which it is utilized	2022-23		2021-22	
			During the Year	Outstanding Balance	During the Year	Outstanding Balance
Amulet Technologies Limited	Investment	To fund the Subsidiary to carry out its activities i.e., consultancy, advisory and IT etc.	--	770.37	--	770.37
	Loan		118.72 (Including loan received back (net) and interest Accrual thereon as per Ind AS)	1,497.06	(31.72) (Including loan received back (net) and interest Accrual thereon as per Ind AS)	1,378.34

32.16 Risk management objectives and policies

Risk Management Framework

A summary of the major risks faced by the Company, its measurement monitoring and management are described as under:

Nature of risk	Arising from	Executive governance structure	Measurement, monitoring and management of risk
Liquidity and funding risk	Liquidity risk arises from mismatches in the timing of cash flows. Funding risk arises: • when long term assets cannot be funded at the expected term resulting in cash flow mismatches; • amidst volatile market conditions impacting sourcing of funds from banks and money markets	Board appointed Asset Liability Committee (ALCO)	Liquidity and funding risk is: • measured by identifying gaps in the structural and dynamic liquidity statements. • monitored by – assessment of the gap between visibility of funds and the near term liabilities given current liquidity conditions and evolving regulatory directions for NBFCs. – a constant calibration of sources of funds in line with emerging market conditions in banking and money markets. – periodic reviews by ALCO relating to the liquidity position and stress tests assuming varied 'what if' scenarios and comparing probable gaps with the liquidity buffers maintained by the Company. • managed by the Company's treasury team under the guidance of ALCO.

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Nature of risk	Arising from	Executive governance structure	Measurement, monitoring and management of risk
Interest rate risk	Interest rate risk stems from movements in market factors, such as interest rates, credit spreads which impacts investments, income and the value of portfolios.	Board appointed Asset Liability Committee	Interest rate risk is: • measured using Valuation at Risk ('VaR'), and modified duration analysis and other measures, including the sensitivity of net interest income. • monitored by assessment of probable impacts of interest rate sensitivities under simulated stress test scenarios given range of probable interest rate movement so on both fixed and floating assets and liabilities. • managed by the Company's treasury team under the guidance of ALCO.
Credit risk	Credit risk is the risk of financial loss arising out of a customer or counter party failing to meet their repayment obligations to the Company	Board appointed Risk Management Committee	Credit risk is: • measured as the amount at risk due to repayment default to a customer or counter party to the Company. Various matrices such as EMI default rate, overdue position, collection efficiency, customers non-performing loans etc. are used as leading indicators to assess credit risk. • monitored by Risk Management Committee using level of credit exposures, portfolio monitoring, repurchase rate, bureau data of portfolio performance and industry, geographic, customer and portfolio concentration risks. • managed by a robust control framework by the risk department which continuously align credit policies, obtaining external data from credit bureaus and reviews of portfolios and delinquencies by senior and middle Management team comprising of risk, analytics, collection and fraud containment along with business. The same is periodically reviewed by the Board appointed Risk Management Committee.

Liquidity and funding risk

The Company monitors asset liability mismatches to ensure that there are no imbalances or excessive concentrations on either side of the Balance Sheet.

The Company continuously monitors liquidity in the market; and as a part of its strategy, the Company maintains a liquidity buffer managed by an active investment desk to reduce this risk.

The Company is managing its fund requirements mainly from banks and financial institutions. The Company emphasis on long term borrowings, however, presently its short term borrowing are more than the long term borrowing, which has helped the Company to manage and meet its fund requirements, considering that presently the Company is not disbursing new / further loans to its customers and its focus is on recovery and to improve its assets quality. The table below summaries the maturity profile of the undiscounted cashflow of the Company's financial liabilities:

Particulars	As at 31 March, 2023			As at 31 March, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After12 months	Total
Borrowings	5,328.81	--	5,328.81	5,710.32	--	5,710.32
Lease liabilities	22.04	49.91	71.95	27.60	83.50	111.10
Other financial liabilities	298.51	--	298.51	322.58	--	322.58
	5,649.36	**49.91**	**5,699.27**	**6,060.50**	**83.50**	**6,144.00**

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Particulars	As at 31 March, 2023		Total	As at 31 March, 2022		
	Within 12 months	After 12 months		Within 12 months	After 12 months	Total
ASSETS						
Financial assets						
Cash and cash equivalents	119.79	--	119.79	411.28	--	411.28
Bank balances other than cash and cash equivalents	0.48	--	0.48	1.39	--	1.39
Loans	6,938.58	--	6,938.58	6,505.47	1,448.06	7,953.53
Investments	--	777.21	777.21	--	777.21	777.21
Other financial assets	600.99	18.75	619.74	1,514.84	11.07	1,525.91
Non-financial assets						
Current tax assets (net)	3.66	--	3.66	3.06	--	3.06
Deferred tax assets (net)	--	1,922.98	1,922.98	--	2,787.23	2,787.23
Property, plant and equipment	--	42.97	42.97	--	39.05	39.05
Capital work-in-progress	--	-	-	--	0.35	0.35
Intangible assets	--	16.15	16.15	--	21.35	21.35
Right-of-use assets	--	57.31	57.31	--	95.29	95.29
Other non-financial assets	16.04	--	16.04	17.33	--	17.33
Non-current assets held for sale	122.93	--	122.93	122.93	--	122.93
Total			**10,637.84**			**13,755.91**
LIABILITIES						
Financial liabilities						
Borrowings	5,328.81	--	5,328.81	5,710.32	--	5,710.32
Lease liabilities	22.04	49.91	71.95	27.60	83.50	111.10
Other financial liabilities	298.51	--	298.51	322.58	--	322.58
Non-financial liabilities						
Provisions	0.53	2.80	3.33	0.46	2.38	2.84
Other non-financial liabilities	18.01	--	18.01	30.34	--	30.34
			5,720.61			**6,177.18**

Market risk

Market risk is the risk that the fair value of future cash flow of financial instruments will fluctuate due to changes in the market variables such as interest rates, foreign exchange rates and equity prices. The Company do not have any exposure to foreign exchange rate and equity price risk.

Interest rate risk On investments

The interest rate risk on the investment portfolio and corresponding fair value change impact is monitored using Valuation at Risk ('VaR') and modified duration analysis and other measures, including the sensitivity of net interest income. The Company do not have any investment which is exposed to interest risk.

On assets and liabilities

Interest rate sensitivity on fixed and floating rate assets and liabilities with differing maturity profiles is measured by using the duration gap analysis. The same is computed periodically and sensitivity of the market value of equity assuming varied changes in interest rates are presented and monitored.

Sensitivity analysis as at 31 March, 2023

Particulars	Carrying value	Fair value	Sensitivity to closing fair value	
			1% increase	1% decrease
Loans – Financial Assets	6,938.58	6,938.58	69.39	(69.39)
Borrowings – Financial Liabilities	5,328.81	5,328.81	53.29	(53.29)

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Sensitivity analysis as at 31 March, 2022

Particularsw	Carrying value	Fair value	Sensitivity to closing fair value	
			1% increase	1% decrease
Loans – Financial Assets	7,953.53	7,953.53	79.53	(79.53)
Borrowings – Financial Liabilities	5,710.32	5,710.32	57.10	(57.10)

Credit risk

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the Company. It has a diversified lending model and focuses on broad categories viz: business, mortgages, and commercial lending. The Company assesses the credit quality of all financial instruments that are subject to credit risk.

Classification of financial assets under various stages

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

Stage1: unimpaired and without significant increase in credit risk since initial recognition on which a 12-month allowance for ECL is recognised;

Stage 2: a significant increase in credit risk since initial recognition on which a lifetime ECL is recognised;

Stage 3: objective evidence of impairment, and are therefore considered to be in default or otherwise credit impaired on which a lifetime ECL is recognised.

Unless identified at an earlier stage, all financial assets are deemed to have suffered a significant increase in credit risk when they are 90 days past due (DPD) and are accordingly transferred from stage 1 to stage 2. For stage 1 an ECL allowance is calculated based on a 12-month Point in Time (PIT) probability weighted probability of default (PD). For stage 2 and 3 assets a life time ECL is calculated based on a lifetime PD.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD) along with an adjustment considering forward macro-economic conditions [for a detailed note for methodology of computation of ECL please refer to significant accounting policies note no 4.3(i) to the financial statements].

Financial instruments other than loans were subjected to simplified ECL approach under Ind AS 109 'Financial Instruments' and accordingly were not subject to sensitivity of future economic conditions.

The table below summarises the approach adopted by the Company for various components of ECL viz. PD, EAD and LGD across product lines using empirical data where relevant

Lending Category	Nature of Businesses	Probability of Default (PD)			Exposure at Default (EAD)	Loss Given Default (LGD)
		Stage 1	Stage 2	Stage 3		
Business Loan	Unsecured loans to SMEs, corporate and others etc.	Use of past trend and data and statistical analysis thereof, external / internal ratings and internal evaluation with a management overlay.		100%	EAD is computed based on assessment of time to default considering customers profile and time for liquidation of securities	Based on past trend of recoveries, associated risk of underlying security and estimated cash flows.
Mortgage Loan	Loans against collateral security of plant & machinery					
Commercial Loan	Loans against property					

The table below summaries the gross carrying values and the associated allowances for expected credit loss (ECL) stage wise for loan portfolio:

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As at 31 March, 2023

Particulars	Secured			Unsecured		
	Stage 1	Stage 2	Stage 3	Stage 1	Stage 2	Stage 3
Gross Carrying Value	7.86	-	12,291.09	1,547.28	167.96	1,265.17
Allowance for ECL	-	-	7,193.47	-	-	1,147.31
ECL Coverage ratio	0.00%	0.00%	58.53%	0.00%	0.00%	90.68%

As at 31 March, 2022

Particulars	Secured			Unsecured		
	Stage 1	Stage 2	Stage 3	Stage 1	Stage 2	Stage 3
Gross Carrying Value	40.89	8.19	15,968.83	1,426.31	171.98	2,119.25
Allowance for ECL	0.09	-	9,846.49	-	-	1,935.34
ECL Coverage ratio	0.22%	0.00%	61.66%	0.00%	0.00%	91.32%

Collateral Valuation

The nature of products across these broad categories are either unsecured or secured by collateral. Although collateral is an important risk mitigant of credit risk, the Company's practice is to lend on the basis of assessment of the customer's ability to repay rather than placing primary reliance on collateral. Based on the nature of product and the Company's assessment of the customer's credit risk, a loan may be offered with suitable collateral. Depending on its form, collateral can have a significant financial effect in mitigating the Company's credit risk.

The main types of collateral across various products obtained are as follows:

Product group	Nature of securities
Mortgage Loan	Hypothecation of underlying plant & machinery
Commercial Loan	Equitable mortgage of residential and commercial properties.

The Company periodically monitors the market value of collateral and evaluates its exposure and loan to value matrix for high risk customers. The Company exercises its right of repossession across all secured products, and also resorts to judicial remedies available against its mortgages and commercial lending business. The repossessed assets are either sold or released to delinquent customers in case they come forward to settle their dues, but are not recorded in the accounts. The assets possessed / received in settlement of the loan are recorded as non–current assets held for sale (refer note 16).

Analysis of Concentration Risk

Credit concentration risk is the risk associated with any single exposure or group of exposures with the potential to produce large enough losses to threaten Company's core operation. The Company's exposure to various borrowers is constantly monitored to mitigate the credit concentration risk. The detail of advances to the top 20 largest borrowers and its percentage to the total advances is as under:

Particulars	As at 31 March, 2023	As at 31 March, 2022
Total Loans to twenty largest borrowers	6,754.59	6,970.74
Percentage of Advances to twenty largest borrowers to Total Loans of the Company	44.21%	35.32%

The Company's loans exposure are within the geographic area of National Capital Region, New Delhi.

Measurement uncertainty and sensitivity analysis of ECL estimates

Expected credit loss impairment loss allowances recognised in the financial statements reflect the effect of a range of possible economic outcomes, calculated on a probability-weighted basis, based on the economic scenarios. Key assumptions used in measurement of ECL.

- The Company considers the date of initial recognition as the base date from which significant increase in credit risk is determined.
- Since the Company has a right to cancel any sanctioned but undrawn limits to any of its borrowers, EAD is assumed to be outstanding balance as on the reporting date.

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32.17 Disclosures pursuant to RBI Notification-RBI/2019-20/170 DOR (NBFC).CC.PD.NO.109/22.10.106/2019-20 Dated 13 March 2020- A comparison between provisions required under Income recognition, asset classification and provisioning (IRACP) and impairment allowances as per Ind AS 109 'Financial instruments'

Asset classification as per RBI Norms (1)	Asset classification as per Ind AS 109	Gross carrying amount as per Ind AS	Loss allowance (Provisions) as required under Ind AS 109	Net Carrying amount	Provision required as per IRACP norms	Difference between Ind AS 109 provision and IRACP norms
	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
(a) Performing Assets						
Standard	Stage 1	1,555.14	--	1,555.14	3.88	(3.88)
	Stage 2	167.96	--	167.96	16.79	(16.79)
Subtotal (a)		**1,723.10**	--	**1,723.10**	**20.67**	**(20.67)**
(b) Non-Performing Assets (NPA)						
(i) Substandard	Stage 3	-	-	-	-	-
(ii) Doubtful up to						
1 year	Stage 3	781.59	268.88	512.71	439.75	(170.87)
1 to 3 years	Stage 3	2,304.59	1,252.42	1,052.17	1,629.59	(377.17)
More than 3 years	Stage 3	10,470.08	6,819.48	3,650.60	8,797.70	(1,978.22)
Subtotal (ii)		**13,556.26**	**8,340.78**	**5,215.48**	**10,867.04**	**(2,526.26)**
(iii) Loss	Stage 3	-	-	-	-	-
Subtotal (b)		**13,556.26**	**8,340.78**	**5,215.48**	**10,867.04**	**(2,526.26)**
Total (a+b)	Stage 1	1,555.14	0.00	1,555.14	3.88	(3.88)
	Stage 2	167.96	0.00	167.96	16.79	(16.79)
	Stage 3	13,556.26	8,340.78	5,215.48	10,867.04	(2,526.26)
	Total	**15,279.36**	**8,340.78**	**6,938.58**	**10,887.71**	**(2,546.93)**

32.18 Title deeds of Immovable Properties not held in name of the Company

Relevant line item in the Balance Sheet	Description of item property	Gross Carrying Value	Title Deeds held in the name of	Whether title deed holder is promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, plant & equipment	Land	4.82	Unitel Credit Private Limited (merged with Intec Capital Limited)	No	02/08/2006	Land was transferred to the Company after merger of Unitel Credit Private Limited into the Company. Company is taking necessary steps to transfer the same in the name of the Company.

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23.19 Details of Loan & Advances in the nature of loan granted to Promoters, Directors, Key Management Personnel & the related parties.

Type of Borrower	As at 31 March 2023		As at 31 March 2022	
	Amount outstanding	% of Total	Amount outstanding	% of Total
Promoters	--	--	--	--
Director	--	--	--	--
KMPs	--	--	--	--
Related Parties 1) Amulet Technologies	1,497.06	9.80%	1,378.34	6.98%
2) Pantec devices Pvt. Ltd	50.22	0.33%	47.97	0.24%

32.20 Capital-Work-in Progress (CWIP)

Capital-work-in progress ageing schedule as at 31 March, 2023

CWIP	Amount in CWIP for a period of 31 March, 2023				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

Capital-work-in progress completion schedule as at 31 March, 2022

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	0.35	-	-	-	-

Capital-work-in progress ageing schedule as at 31 March, 2022

CWIP	Amount in CWIP for a period of 31 March, 2021				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	0.35	-	-	0.35
Projects temporarily suspended	-	-	-	-	-

32.21 During the year, Company has written off loans having gross amount (including interest accrued thereon) of Rs. 5,080.47 lakhs (Previous year: Rs. 49.24 lakhs) and also reversed impairment loss allowance of Rs. 4,026.86 lakhs (Previous year: Rs. 37.96 lakhs) held on these loans, as in view of the management, there is very low probability of recovery of these loans, however, the litigation / recovery process will be continued in the normal course. The reversal of impairment loss allowance on these loans after their write off has also resulted in reversal of deferred tax assets of Rs. 1,013.48 lakhs during the year (Previous year: Rs. 9.55 lakhs).

33.22 In absence of virtual uncertainty regarding availability of the sufficient taxable income in future, the deferred tax assets has not been recognised on accumulated brought forwarded and current tax losses. Further, the Company has also reversed the Deferred tax assets (net) of Rs. 863.52 lakhs during the year, i.e. net of reversal of deferred tax assets of Rs. 1,013.48 lakhs on impairment loss on the loans (as detailed in note 32.21 above) and creation of deferred tax liabilities of Rs. 149.96 lakhs on other temporary differences.

34.23 Wilful Defaulter:

The Company has not been declared wilful defaulter by any bank or financial institution or other lender company, as such the declaration as wilful defaulter is not applicable.

35.24 Relationship with Struck off Companies

The Company has the transactions with the company struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956, as under:

Name of Struck off Company	Nature of transactions with struck-off Company	Balance outstanding as at 31 March, 2023	Relationship with the struck off company, if any, to be disclosed
Runit Fabrics Pvt Ltd.	Loan outstanding	9.65	No relation

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35.25 Ratio Analysis

Particulars	Numerator	Denominator	31 March, 2023	31 March, 2022	% Variance	Reason for variance
Capital to risk-weighted assets ratio (CRAR)	Total Capital Funds	Risk Weighted Assets	(21.68)	4.68	-563%	Due to losses in the current year
Tier I CRAR	Net Owned Funds	Risk Weighted Assets	(21.68)	4.68	-563%	Due to losses in the current year
Tier II CRAR	Tier II Capital	Risk Weighted Assets	0.00	0.01*	-100.00% *(round-up)	Due to decrease in provision
Liquidity Coverage Ratio	Cash & cash equivalents	Net Cash Out Flow	0.41	1.32	-69%	Due to decrease in cash and cash equivalents

32.26 The Company did not have any transaction which had not been recorded in the books of accounts, which had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

32.**27** The Company has not traded or invested in crupto currency or virtual currency during the year.

32.28 The Company has not advanced or loaned or invested any funds (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provided any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

32.29 The Company has not received any funds from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provided any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

32.30 Previous year’s figures have been reclassified / regrouped wherever necessary to conform to current year classification.

As per our report of even date
For S. P. Chopra & Co.
Firm Registration No. 000346N

For and on behalf of the Board
of Directors of Chartered Accountants
Intec Capital Limited

(Gautam Bhutani)
Partner
Membership No.: 524485

(Sanjeev Goel)
Managing Director
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

Place: New Delhi
Date: 26 May, 2023

(Rajesh Sharma)
Chief Financial Officer

(Radhika Garg)
Company Secretary
M. No. ACS – 36587

Notes to standalone financial statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

Annexure – I, as referred in Note 32.11

A. Schedule to the Balance Sheet, as required in terms of paragraph 18 of 'Master Direction - Non-Banking Financial Company-Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, as amended.

	Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Liabilities side:				
1	**Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:**	**Amount Outstanding**	**Amount Overdue**	**Amount Outstanding**	**Amount Overdue**
	(a) Debentures:				
	Secured	-	-	-	-
	Unsecured	-	-	-	-
	(Other than falling within the meaning of public deposits)				
	(b) Deferred credits	-	-	-	-
	(c) Term loan	851.27	851.27	908.71	907.73
	(d) Inter corporate loans and borrowings	-	-	-	-
	(e) Commercial paper (net of un-amortized discount on issue)	-	-	-	-
	(f) Public Deposits	-	-	-	-
	(g) Other loans:				
	Working capital demand loans from banks	-	-	-	-
	Cash credit/overdraft from banks	4,477.54	4,477.54	4,801.61	4,680.78
	Total	**5,328.81**	**5,328.81**	**5,710.32**	**5,588.51**

2	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):	Amount outstanding As at 31 March, 2023	Amount outstanding As at 31 March, 2022
	a) In the form of Unsecured Debentures	-	-
	b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
		-	-
	c) Other Public deposits		
	Total	-	-

3	Assets side: Break-up of loans and advances including bills receivables {other than those included in (4) below}:	Amount outstanding As at 31 March, 2023	Amount outstanding As at 31 March, 2022
	(a) Secured #	5,105.48	6,171.33
	(b) Unsecured #	1,833.10	1,782.20
	Total	**6,938.58**	**7,953.53**

Comprises of loans which are disclosed net of provision for non-performing assets.

4	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities	As at 31 March, 2023	As at 31 March, 2022
	(i) Lease assets including lease rentals under sundry debtors:		
	(a) Financial lease	-	-
	(b) Operating lease	-	-
	(ii) Stock on hire including hire charges, under sundry debtors:		
	(a) Assets on hire	-	-
	(b) Repossessed stock	-	-
	(iii) Other Loans counting towards AFC activities:		
	(a) Loans where assets have been repossessed	-	-
	(b) Loans other than (a) above	-	-
	Total	**-**	**-**

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Notes to standalone financial statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

5	Break-up of investments	Amount outstanding as at 31 March, 2023	Amount outstanding as at 31 March, 2022
	Current investments:		
1	**Quoted:**		
	(i) Shares:		
	(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others	-	-
2	**Unquoted:**		
	(i) Shares:		
	(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others	-	-
	Long term investments:		
1	**Quoted:**		
	(i) Shares:		
	(a) Equity	-	-
	(b)Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others	-	-
2	**Unquoted:**		
	(i) Shares:		
	(a) Equity	777.21	777.21
	(b) Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others	-	-
	Total	**777.21**	**777.21**

6 Borrower group wise classification of all assets financed as in (2) and (3) above:

Category	Amount net of provisions As at 31 March, 2023			Amount net of provisions As at 31 March, 2022		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties:						
(a) Subsidiaries	-	1,497.06	1,497.06	-	1,378.34	1,378.34
(b) Companies in the same group	-		-	-	-	-
(c) Other related Parties	-	50.22	50.22	-	47.97	47.97
2 Other than related Parties	5,105.48	285.82	5,391.30	6,171.33	355.89	6,527.22
Total	**5,105.48**	**1,833.10**	**6,938.58**	**6,171.33**	**1,782.20**	**7,953.53**

Notes to standalone financial statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

7 Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	As at 31 March, 2023		As at 31 March, 2022	
	Market value/ Break-up or Fair value or NAV #	Book value (net of Provisions)	Market Value/ Break-up or Fair Value or NAV #	Book value (net of Provisions)
1 Related Parties:				
(a) Subsidiaries	770.37	770.37	770.37	770.37
(b) Companies in the same group	-	-	-	-
(c) Other related parties	3.03	3.03	3.03	3.03
2 Other than related parties	3.81	3.81	3.81	3.81
Total	**777.21**	**777.21**	**777.21**	**777.21**

8 Other information	As at 31 March, 2023	As at 31 March, 2022
(i) Gross Non-Performing Assets#		
(a) Related parties	-	-
(b) Other than related parties	13,556.26	18,088.08
(ii) Net Non-Performing Assets #		
(a) Related parties	-	-
(b) Other than related parties	5,215.48	6,306.25
(iii) Assets acquired in satisfaction of debts (net of provisions)	-	-

 # These are unquoted shares and the fair value/NAV thereof is not less than their book value.

B. Details of assignment transactions undertaken

Particulars	As at 31 March, 2023	As at 31 March, 2022
(i) No. of accounts	-	-
(ii) Aggregate value of accounts sold, gross exposure	-	-
(iii) Aggregate consideration for assigned portion	-	-
(iv) Additional consideration realised in respect of accounts transferred in earlier years	-	-
(v) Aggregate gain/(loss) over net book value	-	-

C. Disclosure of restructured accounts as required by the NBFC Master Directions issued by RBI

Type of restructuring – Others	Asset Classification				
	Standard	Sub-standard	Doubtful	Loss	Total
i) Restructured accounts as on 1 April, 2022					
No. of borrowers	1	-	-	-	1
Amount outstanding	171.98	-	-	-	171.98
Provision thereon	0.43	-	-	-	0.43
ii) Fresh restructuring during the year-					
No. of borrowers	-	-	-	-	-
Amount outstanding	-	-	-	-	-
Provision thereon	-	-	-	-	-
iii) Upgradations to restructured standard category during the FY-					
No. of borrowers	-	-	-	-	-

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Notes to standalone financial statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

Type of restructuring – Others	Asset Classification				
	Standard	Sub-standard	Doubtful	Loss	Total
Amount outstanding	-	-	-	-	-
Provision thereon	-	-	-	-	-
iv) Restructured standard advances which cease to attract higher provisioning and/or additional risk weight at the end of the FY and hence need not be shown as restructured standard advances at the beginning of the next FY-					
No. of borrowers	-	-	-	-	-
Amount outstanding	-	-	-	-	-
Provision thereon	-	-	-	-	-
V) Downgradations of restructured accounts during the FY-					
No. of borrowers	-	-	-	-	-
Amount outstanding	-	-	-	-	-
Provision thereon	-	-	-	-	-
vi) Write-offs/Settlements/Recoveries of restructured accounts during the year					
No. of borrowers	1	-	-	-	1
Amount outstanding	(4.02)	-	-	-	(4.02)
Provision thereon	16.37	-	-	-	16.37
vii) Restructured accounts as on 31 March, 2023					
No. of borrowers	1	-	-	-	1
Amount outstanding	167.96	-	-	-	167.96
Provision thereon	16.80	-	-	-	16.80

D. Disclosure pursuant to Reserve Bank of India Circular DOR. NBFC (PD) CC. No.102/03.10.001/2019-20 dated November 4, 2019 pertaining to Liquidity Risk Management Framework for Non-Banking Financial Companies:

(I) Funding Concentration based on significant counterparty (borrowings)

Particulars	As at 31 March, 2023
Number of significant counter parties*	-
Amount	-
Percentage of funding concentration to total liabilities	-

* Significant counterparty is as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC.No.102/03.10.001/2019-20 dated 4 November 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies.

(II) Top 10 borrowings

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Amount	% of Total Borrowings	Amount	% of Total Borrowings
Top 10 Borrower*	5,328.81	100 %	5,710.32	100 %

*Based on size of bond issuance/term loans from bank

(III) Funding Concentration based on significant instrument/product

Significant instrument / product	As at 31 March, 2023		As at 31 March, 2022	
	Amount	% of Total Liabilities	Amount	% of Total Liabilities
Borrowings	5,328.81	100 %	5,710.32	100 %
Total	5,328.81	100 %	5,710.32	100 %

Notes to standalone financial statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

(IV) Stock Ratios

Particulars	% to total public funds	% to total liabilities	% to total assets
As at 31.03.2023			
Other short-term liabilities	-	5.93 %	3.19 %
As at 31.03.2022			
Other short-term liabilities	-	5.69 %	2.56 %

E. Additional disclosures in financial statements - notes to accounts of NBFCs pursuant to the RBI Circular RBI/2022-23/26 DOR.ACC.REC.No.20/21.04.018/2022-23 dated April 19, 2022:

A) Exposure

1) Exposure to real estate sector- Nil

2) Exposure to capital market- Nil

3) Sectoral Exposure

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-
2. Industry						
2.1 Micro and Small	6,555.56	4,840.31	76.37 %	8,825.09	7,205.47	81.65 %
2.2 Medium	1,402.52	1,402.52	100 %	1404.82	1404.82	100 %
2.3 Large	141.45	141.45	100 %	141.45	141.45	100 %
Total of Industry (1 + 2)	**8,099.53**	**6,384.28**	**80.87 %**	**10,371.36**	**8,751.74**	**84.38 %**
3. Services						
3.1 Transport Operators	165.00	165.00	100 %	165	165	100 %
3.2 Computer Software	282.51	282.51	100 %	419	419	100 %
3.3 Tourism, Hotel and Restaurants	40.40	40.40	100 %	71.85	71.85	100 %
3.4 Professional Services	1,519.55	1,519.55	100 %	1,782.92	1,782.92	100 %
3.5 Trade						
3.5.1 Wholesale Trade (other than Food Procurement)	642.19	638.63	99.45 %	1,010.23	999.56	98.94 %
3.5.2 Retail Trade	2,043.16	2,043.16	100 %	2,287.10	2,287.10	100 %
3.6 Others	2,487.02	2,482.73	99.83 %	3,627.99	3,610.89	99.35 %
Total of Services (3.1 to 3.6)	**7,179.83**	**7,171.98**	**99.89 %**	**9,364.09**	**9,336.34**	**99.70 %**
Total	**15,279.36**	**13,556.26**	**89.81 %**	**19,735.45**	**18,088.08**	**91.58 %**

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Notes to standalone financial statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

4) Intra-group exposures

Particulars	As at 31 March, 2023	As at 31 March, 2022
(i) Total amount of intra-group exposures	1,547.28	1,426.31
(ii) Total amount of top 20 intra-group exposures	1,547.28	1,426.31
(iii) Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	10.13%	7.23%

B) Related Party Disclosure

Items/ Related Party	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel@		Other related party		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Advances outstanding as at year end	1,497.06	1,378.34	-	-	-	-	50.22	47.97	**1,547.28**	**1,426.31**
Remuneration paid	-	-	145.42	147.13	26.32	23.36	-	-	**171.74**	**170.49**
Sitting Fees paid	-	-	0.50	0.50	-	-	-	-	**0.50**	**0.50**
Interest income on loans (net of Ind AS impact)	-	-	-	-	-	-	2.25	2.25	**2.25**	**2.25**
Investments held	770.37	770.37	-	-	-	-	3.03	3.03	**774.56**	**774.56**
Guarantees given on behalf of the Company	(1)	(2)	(1)	(2)	-	-	(1)	(2)	**5,328.81 (1)**	**5,709.34 (2)**

C) Disclosure of complaints

1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Particulars	As at March 31, 2023	As at March 31, 2022
i) No. of complaints pending at the beginning of the year	6	35
ii) No. of complaints received during the year	139	125
iii) No. of complaints redressed during the year	144	154
iv) No. of complaints pending at the end of the year	1	6

2) Top five grounds of complaints received by the NBFCs from customers. (Refer Note below)

Grounds of Complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
			Current Year		
CIBIL	1	53	61%	-	-
Refund	5	4	84%	-	-
CHG-4	-	31	82%	-	-

Notes to standalone financial statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

Grounds of Complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
Settlement	-	19	6%	-	-
Withdraw	-	9	80%	-	-
Legal	-	23	15%	1	1
Total	6	139	-	1	1
			Previous Year		
CIBIL	1	33	NA	1	-
Refund	31	25	NA	5	-
CHG-4	-	17	NA	-	-
Settlement	1	18	NA	-	-
Withdraw	-	5	NA	-	-
Legal	2	27	NA	-	-
Total	35	125		6	-

Note:

The complaints, if any from the shareholders, borrowers or any other party/stakeholder are thoroughly addressed/ investigated/enquired as and when received and necessary action and impact thereof, if any is taken accordingly as considered appropriate by the Management. As at the yearend, no such impact is required in the financial statements and the same if any required will be taken in the period such complaints are suitably/appropriately addressed.

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF 'INTEC CAPITAL LIMITED' ON CONSOLIDATED FINANCIAL STATEMENTS

Qualifed Opinion

We have audited the accompanying consolidated financial statements of **Intec Capital Limited** (hereinafter referred to as the "Holding Company") and its Subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the *Basis for Qualified Opinion* section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') and the directions and guidelines issued by Reserve Bank of India as applicable to Non-Systemically Important Non-Deposit taking Non Banking Financial Company ('NBFC Regulations'), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2023 and its Loss (including Other Comprehensive Loss), its changes in equity and its cash flows for the year ended on that date

Basis for Qualified Opinion

The Holding Company has availed term loans and working capital facilities from various banks, however, slow down of its lending business and increased level of non-performing / impaired loan portfolio, has impacted its cash flow / liquidity, and the Holding Company is un-able to service term loans and working capital facilities including interest thereon to certain banks. The interest of Rs. 3,559.44 lakhs accrued on these loans has not been accounted / provided for by the Company, due to the reasons as described by the Company in note no. 17.4 to these consolidated financial statements. The same has resulted in the non-compliance of the Ind AS and inconsistency in the application of the accounting policies of the Group, and if the said interest would have been accounted / provided for, the Group's total comprehensive loss for the year, and borrowings and other equity as at the Balance Sheet date would have been Rs. 6,372.74 lakhs and Rs. 8,888.25 lakhs and Rs. 1,402.40 lakhs (debit balance) as against the reported figures of Rs. 2,813.30 lakhs of total comprehensive loss and Rs. 5,328.81 lakhs and Rs. 2,157.04 lakhs respectively.

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

Emphasis of Matter

We draw attention to the following notes to the consolidated financial statements:

Notes 32.21 & 32.22; regarding write off of the loans (including interest accrued) of Rs. 5,080.47 lakhs and reversal of impairment loss allowance of Rs. 4,026.86 lakhs held thereon, by the management considering very low probability of their recovery and resultant reversal of deferred tax assets thereon, as described in these said notes.

Our qualified opinion on the consolidated financial statements is not further modified in respect of the above matter.

Key Audit Matter

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

Key Audit Matters	How the matter was addressed in the audit
Impairment of Financial Assets including Loans to the Customers (Expected Credit Lossess) Ind AS 109 requires the Holding Company to recognise impairment loss allowance towards its financial assets including loans to customers (designated at amortised cost) using the expected credit loss (ECL) approach. Such ECL allowance is required to be	***Our Audit Procedure:*** We obtained and evaluated the management's estimations and specifically performed the work as under: - Read and assessed the Holding Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109.

Key Audit Matters	How the matter was addressed in the audit
measured considering the guiding principles of Ind AS 109 including unbiased, probability weighted 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.	- 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 Holding Company for loan products with inadequate historical defaults. Our Results: The results of our testing were satisfactory and we considered the fair value of the financial assets including loans to customers recognised to be acceptable.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Corporate Governance Report and Directors' Report, including annexures, if any, thereon, (but does not include the consolidated financial statements and our auditor's report thereon), which is expected to be made available to us after the date of this Auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Corporate Governance Report and Directors' Report, including annexures, if any, thereon, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and the NBFC Regulations, as amended from time to time.

The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consoldiated financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consoldiated 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 consolildated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 consoldiated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the conosolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the audits carried out by him. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Holding Company and such other entity included in the consolidated financial statements of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other Matter

We did not audit the financial statements of the Subsidiary Company, namely Amulet Technologies Limited, whose financial statements reflect total assets of Rs. 1,344.92 lakhs as at 31 March, 2023, and total revenues of Rs. 10.28 lakhs, total loss after tax of Rs. 151.80 lakhs and total comprehensive loss of Rs. 151.80 lakhs and net cash inflow of Rs. 1.94 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor, whose report has been furnished to us by the management and our opinion on the consolidated financial statements, in so far it relates to the amounts and disclosures included in respect of the said Subsidiary, is based solely on the report of the said auditor.

Our qualified opinion on the consolidated financial statements, and our Report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by us for the Holding Company, and report for its Subsidiary issued by other auditor as stated in 'Other matter' above which is included in the consolidated financial statements of the Group, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports, except to the extent stated herein below:

Sr. No.	Name of the Company	CIN	Holding Company/ Subsidiary	Clause number of the CARO report which is qualified or adverse
1.	Intec Capital Limited	L74899DL1994PLC057410	Holding Company	Clauses 3(i)(c) and 3(ix)(a)
2.	Amulet Technologies Limited	U74140DL2011PLC217880	Subsidiary	Clauses 3(iii)(c), 3(iii)(f) and 3(xvii)

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books and reports of the other auditor.

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

   e. on the basis of the written representations received from the directors of the Holding Company audited by us, and taken on record by the Board of Directors, and the report of the statutory auditor of the Subsidiary company not audited by us, none of the directors of the Holding Company and its Subsidiary company is disqualified as on 31 March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls with reference to financial statements and operating effectiveness of such controls of the Holding Company audited by us, and of the Subsidiary company, not audited by us (as reported by its auditor), refer to our separate report in **Annexure-'A'**; and

   g. In our opinion, the remuneration paid by the Holding Company and by the Subsidiary company, not audited by us (as reported by its auditor), to its Directors is in accordance with the provisions of Section 197 of the Companies Act, 2013; and

   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Consolidated financial statements disclose the impact of pending litigations on the Consolidated financial position of the Group – Refer Note 32.1 to the consolidated financial statements;

      ii. The Group has not entered into any long-term contracts including derivative contracts.

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iii. There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Group.

iv. (a) The Managements of the companies considered in the consolidated financial statements have represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Managements of the companies considered in the consolidated financial statements have represented, that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Group from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. No dividend was declared or paid during the year; hence, the said clause is not applicable.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining the books of accounts using accounting software which has the feature of recording audit trail (edit log) facility is applicable to the Holding Company and its Subsidiary Company with effect from April 01, 2023, therefore, reporting under rule 11(g) is not appliable for the financial year ended March 31, 2023.

For S. P. CHOPRA & CO.
Chartered Accountants
Firm Regn. No. 000346N

(Gautam Bhutani)
Partner
M. No. 524485
UDIN: 23524485BGPZAW4263

Place : New Delhi
Dated : 26 May, 2023

ANNEXURE-'A'

TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2.f under 'Report on Other Legal and Regulatory Requirements' section of the independent auditors report of even date on the consolidated financial statements of Intec Caiptal Limited for the year ended 31 March, 2023)

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

We have audited the internal financial controls over financial reporting of **Intec Capital Limited** ("the Holding Company") and its Subsidiary (the Holding Company and its Subsidiary together referred as "the Group") for the year ended 31 March, 2023, in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

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Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Group has, in all material respects, adequate internal financial controls with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at 31 March, 2023, based on the internal control over financial reporting criteria established by the Group 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.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to the financial statements in so far as it relates to Subsidiary Company, namely Amulet Technologies Limited is based on the corresponding report of the auditor of the said Company.

Our opinion is not modified in respect of the above matter.

For S. P. CHOPRA & CO.
Chartered Accountants
Firm Regn. No. 000346N

Place : New Delhi
Dated : 26 May, 2023

(Gautam Bhutani)
Partner
M. No. 524485

intec CAPITAL LIMITED
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CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2023

(Amount in INR lakhs, unless otherwise stated)

Particulars	Note No.	As at 31 March, 2023	As at 31 March, 2022
ASSETS			
Financial assets			
Cash and cash equivalents	5	123.90	413.45
Bank Balance other than cash and cash equivalents	6	0.83	32.13
Loans	7	5,579.92	6,575.19
Investments	8	6.84	6.84
Other financial assets	9	620.75	1,655.67
Non-financial assets			
Current tax assets (net)	10	3.66	5.70
Deferred tax assets (net)	11	1,922.98	2,787.23
Property, plant and equipment	12.a	1,242.55	1,250.97
Capital work-in-progress	12.b	-	0.35
Intangible assets	13	16.15	21.35
Right-of-use assets	14	57.31	95.29
Other non-financial assets	15	17.50	17.47
Non-current assets held for sale	16	122.93	122.93
TOTAL ASSETS		**9,715.32**	**12,984.57**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Borrowings	17	5,328.81	5,710.32
Lease liabilities	32.6	71.95	111.10
Other financial liabilities	18		
- Total outstanding dues of micro enterprises and small enterprises.		3.11	3.18
- Total outstanding dues of other than micro enterprises and small enterprises.		296.44	319.82
Non-financial liabilities			
Provisions	19	3.33	2.84
Other non-financial liabilities	20	18.01	30.34
EQUITY			
Equity share capital	21	1,836.63	1,836.63
Other equity	22	2,157.04	4,970.34
TOTAL LIABILITIES AND EQUITY		**9,715.32**	**12,984.57**

The accompanying notes 1 to 32 form an integral part of the Consolidated financial statements.

As per our report of even date
For S. P. Chopra & Co.
Chartered Accountants
Firm Registration No. 000346N

For and on behalf of the Board of Directors of
Intec Capital Limited

(Gautam Bhutani)
Partner
Membership No: 524485

(Sanjeev Goel)
Managing Director
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

(Rajesh Sharma)
Chief Financial Officer

(Radhika Garg)
Company Secretary
M. No. ACS 36587

Place: New Delhi
Date: 26 May, 2023

intec CAPITAL LIMITED
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CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 MARCH, 2023

(Amount in INR lakhs, unless otherwise stated)

Particulars	Note No.	Year ended 31 March, 2023	Year ended 31 March, 2022
INCOME			
Revenue from operations			
Interest income	23	327.69	303.40
Fees and commission income	24	1.81	0.66
Recoveries of financial assets written off	25	359.84	668.45
Total revenue from operations		**689.34**	**972.51**
Other income	26	161.03	7.31
Total Income		**850.37**	**979.82**
EXPENSES			
Finance costs	27	15.15	13.25
Impairment on financial instruments	28	1,639.33	197.61
Employee benefits expenses	29	517.82	496.60
Depreciation and amortization	30	55.86	56.08
Other expenses	31	574.18	636.92
Total Expenses		**2,802.34**	**1,400.46**
(Loss) before exceptional item and tax		**(1,951.97)**	**(420.64)**
Gain on extinguishment of borrowings under One Time Settlement	17.5	-	662.72
(Loss) / Profit before tax		**(1,951.97)**	**242.08**
Tax expense			
Deferred tax	11.iii	863.52	14.92
Total tax expense		**863.52**	**14.92**
(Loss) / Profit for the year		**(2,815.49)**	**227.16**
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
Re-measurement gain / (loss) on defined benefit plan		2.92	(9.47)
Income tax effect	11.iv	(0.73)	2.38
Other comprehensive income / (loss)		**2.19**	**(7.09)**
Total comprehensive (loss) / income for the year		**(2,813.30)**	**220.07**
Earnings per share: (Nominal value per share Rs. 10/-)	32.7		
Basic/Diluted earnings per share (in Rs.)		**(15.33)**	**1.24**

The accompanying notes 1 to 32 form an integral part of the Consolidated financial statements.

As per our report of even date
For S. P. Chopra & Co.
Chartered Accountants
Firm Registration No. 000346N

For and on behalf of the Board of Directors of
Intec Capital Limited

(Gautam Bhutani)
Partner
Membership No: 524485

(Sanjeev Goel)
Managing Director
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

Place: New Delhi
Date: 26 May, 2023

(Rajesh Sharma)
Chief Financial Officer

(Radhika Garg)
Company Secretary
M. No. ACS 36587

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH, 2023

(Amount in INR Lakhs, unless otherwise stated)

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
A. Cash flow from operating activities		
(Loss) / Profit before tax	**(1,951.97)**	**242.08**
Adjustments for:		
Depreciation and amortisation	55.86	56.08
Impairment on financial instruments	1,639.33	197.61
Liabilities no longer required written back	(158.48)	(0.82)
Gain on extinguishment of borrowings under One Time Settlement	-	(662.72)
(Profit) / Loss on disposal of property, plant & equipment (net)	(0.12)	0.67
Interest on deposit and others	(10.28)	(14.26)
Finance costs	15.15	13.25
Operating (loss) before working capital changes	**(410.51)**	**(168.11)**
Movement in working capital:		
(Increase) / Decrease in loans	(514.30)	902.21
(Increase) / Decrease in other financial assets	949.21	168.53
(Increase) / Decrease in other non-financial assets	1.30	8.40
Increase / (Decrease) in other financial liabilities	137.15	8.46
Increase / (Decrease) in provisions	3.41	(0.13)
(Decrease) / Increase in other non-financial liabilities	(12.34)	12.85
Cash flow from operations	**153.92**	**932.21**
Taxes refund / adjustment (net)	(0.60)	22.23
Net cash flow from operating activities (A)	**153.32**	**954.44**
Cash flow from investing activities		
(Purchase)/sale of property, plant and equipment and intangible assets (net)	(28.89)	(8.30)
Fixed deposits (free from lien)	-	(29.70)
Interest income	10.28	14.26
Net cash used in investing activities (B)	**(18.61)**	**(23.74)**
Cash flow from financing activities		
Repayments / settlements of secured loans	(381.51)	(782.11)
Payment of principal portion of lease liabilities	(26.39)	(14.39)
Payment of interest portion of lease liabilities	(10.75)	(8.22)
Finance costs	(5.61)	(3.83)
Net cash used in financing activities (C)	**(424.26)**	**(808.55)**
Net (decrease) / increase in cash and cash equivalents (A+B+C)	**(289.55)**	**122.15**
Cash and cash equivalents at the beginning of the year	**413.45**	**291.30**
Cash and cash equivalents at the end of the year	**123.90**	**413.45**

Notes:

1. The above Consolidated Statement of Cash Flows has been prepared under the “Indirect Method” as set out in Indian Accounting Standard (Ind - AS) - 7 ‘Statement of Cash Flows’
2. Cash and cash equivalents in the Consolidated balance sheet comprises of Cash in hand, Balances with Banks and Drafts on hand.

Cash on hand	8.61	19.88
Balances with banks - in current accounts	115.29	121.76
Drafts on hand	-	271.81
	123.90	**413.45**

The accompanying notes 1 to 32 form an integral part of the Consolidated financial statements.

As per our report of even date
For S.P. Chopra and Co.
Chartered Accountants
Firm Registration No. 000346N

For and on behalf of the Board of Directors of
Intec Capital Limited

(Gautam Bhutani)
Partner
Membership No: 524485

(Sanjeev Goel)
Managing Director
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

Place: New Delhi
Date: 26 May, 2023

(Rajesh Sharma)
Chief Financial Officer

(Radhika Garg)
Company Secretary
M. No. ACS 36587

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2023

(Amount in INR lakhs, unless otherwise stated)

(A) Equity Share Capital

For the year ended 31 March, 2023

Balance as at 01 April, 2022	Changes in equity share capital during the year	Balance as at 31 March, 2023
1,836.63	-	1,836.63

For the year ended 31 March, 2022

Balance as at 01 April, 2021	Changes in equity share capital during the year	Balance as at 31 March, 2022
1,836.63	-	1,836.63

(B) **Other Equity**

Particulars	Reserves & Surplus				Other Items of Other Comprehensive Income - Re-measurement gains/ (losses) on defined benefit plan	Total
	Statutory Reserve as per Section 45- IC of RBI Act, 1934	Securities Premium	Retained Earnings	Impairment Reserve (Refer note 32.16)		
Balance as at 1 April, 2022	**1,868.50**	**8,843.84**	**(8,066.48)**	**2,326.44**	**(1.96)**	**4,970.34**
Loss for the year	-	-	(2,815.49)	-	-	(2,815.49)
Other Comprehensive income	-	-	-	-	2.19	2.19
Total Comprehensive Loss for the year	**-**	**-**	**(2815.49)**	**-**	**2.19**	**(2,813.30)**
Appropriation during the year	-	-	(220.49)	220.49	-	-
Balance as at 31 March, 2023	**1,868.50**	**8,843.84**	**(11,102.46)**	**2,546.93**	**0.23**	**2,157.04**

Particulars	Reserves & Surplus				Other Items of Other Comprehensive Income - Re-measurement gains/ (losses) on defined benefit plan	Total
	Statutory Reserve as per Section 45- IC of RBI Act, 1934	Securities Premium	Retained Earnings	Impairment Reserve		
Balance as at 1 April, 2021	**1,796.68**	**8,843.84**	**(7,968.86)**	**2,073.47**	**5.13**	**4,750.26**
Profit for the year	-	-	227.16	-	-	227.16
Other Comprehensive Loss	-	-	-	-	(7.09)	(7.09)
Total Comprehensive Income for the year	**-**	**-**	**227.16**	**-**	**(7.09)**	**220.07**
Appropriation during the year	71.82	-	(324.79)	252.97	-	-
Balance as at 31 March, 2022	**1,868.50**	**8,843.84**	**(8,066.48)**	**2,326.44**	**(1.96)**	**4,970.34**

The accompanying notes 1 to 32 form an integral part of the Consolidated financial statements.

As per our report of even date
For S. P. Chopra & Co.
Chartered Accountants
Firm Registration No. 000346N

For and on behalf of the Board of Directors of
Intec Capital Limited

(Gautam Bhutani)
Partner
Membership No: 524485

(Sanjeev Goel)
Managing Director
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

Place: New Delhi
Date: 26 May, 2023

(Rajesh Sharma)
Chief Financial Officer

(Radhika Garg)
Company Secretary
M. No. ACS 36587

Notes to consolidated financial statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

1. COMPANY INFORMATION

Intec Capital Limited (the 'Holding Company') incorporated in India on 15 February, 1994,was registered with the Reserve Bank of India ('RBI') as a Non-Banking Financial Company ('NBFC') *vide* Certificate No. B-14.00731dated 04 May, 1998 in the name of Intec Securities Limited.Subsequently, due to change in name of the Company, the Company received a revised Certificate of Registration ('CoR') in the name of Intec Capital Limited on 04 November, 2009under Section 45-1A of the Reserve Bank of India Act, 1934. Equity shares of the Company are listed on the Bombay Stock Exchange Limited (BSE).

The Holding Company, has one Subsidiary company namely Amulet Technologies Limited (the 'Subsidiary'), incorporated in India, which has the objectives of providing consultancy, advisory and the related services in the area of Information technology, however, it is yet to commence business.

The accompanying Consolidated Financial Statements relate to Intec Capital Limited (the 'Holding Company') and its Subsidiary company (the Holding Company and its Subsidiary together referred as the 'Group')

The consolidated financial statements for the year ended 31 March, 2023, were approved by the Board of Directors and authorized for issue on 26 May, 2023, and recommended for consideration and adoption by the shareholders in their ensuing Annual General Meeting.

2. BASIS OF PREPARATION

2.1 Compliance with Indian Accounting Standards (Ind – AS):

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015, and the other relevant provisions of the Companies Act, 2013 (the 'Act'), and the Master Direction – Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Non-Banking Financial Company (the 'NBFC Regulations') issued by RBI, as amended from time to time.The notified Indian Accounting Standards (Ind AS) are followed by the Group insofar as they are not inconsistent with the NBFC Regulations.

The consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

2.2 Presentation of Consolidated financial statements:

The Group presents its Balance Sheet in order of liquidity.The Group generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Group offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

2.3 Historical Cost Convention

The consolidated financial statements have been prepared on a historical cost basis, except, certain financial assets and liabilities, measured at fair value.

2.4 Functional and presentcurrency

The consolidated financial statements are prepared in Indian Rupees ('Rs.'), which is the Group's functional and presentation currency. All financial information presented in Indian Rupees has been rounded to the nearest lakhs with two decimal places, unless stated otherwise.

2.5 Critical Accounting Estimates and Judgements

The preparation of consolidated financial statements in conformity with Ind AS requires the management to make use of estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of consolidated financial statements, and the reported amount of revenues and expenses during the reporting period. 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 on which the Management's estimates are based.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities

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within the next financial year are given below.

- Fair value of financial instruments

  Fair value of financial instruments is required to be estimated for financial reporting purposes. The Group applies appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of an asset or a liability, the Group uses quoted prices and market-observable data to the extent it is available. When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, based on the inputs to these models taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

- Impairment of financial assets – Expected Credit Loss

  The measurement of impairment loss allowance for financial asset measured at amortised cost requires use of statistical models, significant assumptions about future economic conditions and credit behavior (e.g. likelihood of borrowers defaulting and resulting losses). In estimating the cash flows expected to be recovered from credit impaired loans, the Group makes judgements about the borrower's financial situation, current status of the project, net realisable value of securities/ collateral etc. As these estimates are based on various assumptions, actual results may vary leading to changes to the impairment loss allowance. Further, judgement is also made in identifying the default and significant increase in credit risk (SICR) on financial assets as well as for homogeneous grouping of similar financial assets. Impairment assessment also takes into account the data from the loan portfolio, levels of arrears and an analysis of historical defaults.

- Non recognition of income on Credit Impaired Loans

  As a matter of prudence, income on credit impaired loans is recognised as and when received and / or on accrual basis when expected realization is higher than the gross loan amount outstanding.

- Taxes

  Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

- Useful life of property, plant and equipment

  The Property, Plant and Equipment are depreciated on straight line method over their respective useful lives. Management estimates the useful lives of these assets as detailed in Note 4.4 below. Changes in the expected level of usage, technological developments, level of wear and tear could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised and could have an impact on the financial position in future years.

3 BASIS OF CONSOLIDATION

3.1 Basis of Accounting:

i. The financial statements of the Subsidiary Company are drawn up to the same reporting date as of the Holding Company.

ii. The Consolidated Financial Statements of the Group have been prepared in accordance with Indian Accounting Standard - 110 on "Consolidated Financial Statements".

3.2 Principles of Consolidation:

i. The financial statements of the Holding Company and its Subsidiary have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating the intra-group balances and intra-group transactions and unrealized profits or losses in accordance with Indian Accounting Standard - 110 on “Consolidated Financial Statements”.

ii. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Holding Company’s separate financial statements except as otherwise stated in the Significant Accounting Policies.

iii. The difference between the cost of investment in the Subsidiary over the net assets at the time of acquisition of shares in the Subsidiary is recognized in the Consolidated Financial Statements as Goodwill or Capital Reserve as the case may be.

The Consolidated Financial Statements includes the results of following entities:

Name of Company	Country of Incorporation	Proportion(%) of Shareholding as on 31 March, 2023	Proportion(%) of Shareholding as on 31 March, 2022
Holding Company			
Intec Capital Limited	India	**N.A.**	**N.A.**
Subsidiary Company			
Amulet Technologies Limited	India	99.998%	99.998%

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

4.1 Revenue Recognition

(i) Interest Income

The Holding 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 Holding Company recognises interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assetsafter setting-off of collateral amounts. In case of credit-impaired financial assets regarded as ‘stage 3’, the Holding Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR, to the extent of probability of its recovery. If the financial asset is no longer credit-impaired, the Holding Company reverts to calculating interest income on a gross basis.

Interest on financial assets subsequently measured at fair value through profit and loss, is recognized on accrual basis in accordance with the terms of the respective contract.

(ii) Dividend Income

Dividend Income on investments is recognized when the Group’s right to receive the payment is established, which is generally when shareholders approve the dividend.

(iii) Fees and Commission

Processing fees and other servicing fees is recognized on accrual basis. The Group 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.

(iv) Interest on Borrowings

Interest expense on borrowings subsequently measured at amortized cost is recognized using Effective Interest Rate (EIR) method.

(v) Recoveries of Financial Assets written off

The Holding 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.

(vi) Sale of Loan Assets

Profit / loss on sale of loan assets through direct assignment / securitization are recognized over the residual life of loan / pass through certificates in terms of RBI guidelines. Loss arising on account of direct assignment / securitization is recognized upfront.

(vii) Other Income / Revenue

Other income/revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and it can be reliably measured.

4.2 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.

4.3 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 subsidiaries and associates, borrowings, cash and cash equivalents, other bank balances 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.

(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 instruments, trade receivables and cash and cash equivalents etc.

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.However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

(i) Classification and Measurement of Financial assets (other than Equity instruments)

For the purpose of subsequent measurement, financial assets (other than equity instruments) are classified into three categories:

(a) Financial Assets at amortised cost

(b) Financial Assets at FVOCI

(c) Financial Assets at FVTPL

(a) Financial Assets at amortised cost

The Group measures its financial assets at amortised cost if both the following conditions are met:

- The asset is held within a business model of collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Sole 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 Group 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 Group 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 Group 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 in the books of the Group, it may sell these portfolios to banks and/or asset reconstruction companies.

After initial measurement, such financial assets are subsequently measured at amortised cost on effective interest rate (EIR) as given in para4.1.(i) above.

(b) Financial Assets at FVOCI

The Group subsequently classifies its financial assets as FVOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling thefinancial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Financial Assets included within the FVOCI category are measured at each reporting date at fair value with such changes being recognised in other comprehensive income (OCI). The interest income on these assets is recognised in profit or loss.

On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to profit or loss.

(c) Financial Assets at FVTPL

The Group classifies financial assets which are held for trading under FVTPL category. Held for trading assets are recorded and measured in the Balance Sheet at fair value. Interest and dividend incomes are recorded in interest income and dividend income, respectively according to the terms of the contract, or when the right to receive the same has been established. Gain and losses on changes in fair value of financial assets are recognised on net basis through profit or loss.

Term/fixed deposits held by the Grouphave been classified under this category

(ii) **Classification and Measurement of Equity instruments**

All equity investments other than in subsidiaries and associates are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company at initial recognition makes an irrevocable election to classify it as either FVTOCI or FVTPL. The Group makes such election on an instrument by instrument basis. An equity investment classified as FVTOCI is initially measured at fair value plus transaction costs. Subsequently, it is measured at fair value and, all fair value changes are recognised in Other Comprehensive Income (OCI) and accumulated in Reserve. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Group transfers the same within equity. As at the reporting date, there are no such equity instruments held by the Group.

(iii) **Derecognition of Financial Assets**

The Group derecognises a financial asset (or, where applicable, a part of a financial asset) when:

- The right to receive cash flows from the asset have expired; or
- The Group has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and the Group has transferred substantially all the risks and rewards of the asset. Once the asset is derecognised, the Group does not

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have any continuing involvement in the same.

The Group transfers its financial assets through the partial assignment route and accordingly derecognises the transferred portion as it neither has any continuing involvement in the same nor does it retain any control. If the Group retains the right to service the financial asset for a fee, it recognises either a servicing asset or a servicing liability for that servicing contract. A service liability in respect of a service is recognised at fair value if the fee to be received is not expected to compensate the Group adequately for performing the service. If the fees to be received is expected to be more than adequate compensation for the servicing, a service asset is recognised for the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset.

On derecognition of a financial asset in its entirety, the difference between:

- the carrying amount (measured at the date of derecognition) and
- the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

(iv) Impairment of financial assets

Expected Credit Loss (ECL) are recognised for financial assets held under amortised cost, measured at FVOCI, and certain loan commitments.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for which a 12-month ECL is recognised. Financial assets that are considered to have significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognised for stage 2 and stage 3 financial assets.

At initial recognition, allowance (or provision in the case of loan commitments) is required for ECL towards default events that are possible in the next 12 months, or less, where the remaining life is less than 12 months.

In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL').

Financial assets (and the related impairment loss allowances) are written off in full, when there is no realistic prospect of recovery.

Treatment of the different stages of financial assets and the methodology of determination of ECL

(a) Credit impaired (stage 3)

The Group 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.

(b) Significant increase in credit risk (stage 2)

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure.

However, unless identified at an earlier stage, 90 days past due is considered as an indication of financial assets to have suffered a significant increase in credit risk.

The measurement of risk of defaults under stage 2 is computed on homogenous portfolios, generally by nature of loans, tenors, underlying collateral, geographies and borrower profiles. The default risk is assessed using PD (probability of default) derived from past behavioural trends of default across the identified homogenous portfolios. These past trends factor in the past customer behavioural trends, credit transition probabilities and macroeconomic conditions. The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL.

(c) Without significant increase in credit risk since initial recognition (stage 1)

ECL resulting from default events that are possible in the next 12 months are recognised for financialinstruments in stage 1. The Holding Company has ascertained default possibilities on past behavioural trends witnessed for each homogenous portfolio using application/ behavioural score cards and other performance indicators, determined statistically.

(d) Measurement of ECL

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro-economic factors.

The Holding Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money using a rate which is a reasonable approximation of EIR.

- Determination of PD is covered above for each stage of ECL.
- EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdowns of committed facilities.
- LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

A more detailed description of the methodology used for ECL is covered in the 'credit risk' section of note no. 32.17.

(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, borrowings etc.

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, borrowings and other payables.

Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the EIR [Refer note no. 4.1(i)]. Any gains or losses arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

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Derecognition

The Group derecognises a financial liability when the obligation under the liability is discharged, cancelled or expired.

(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.

4.4 Property plant and equipment

(i) Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any, consistent with the criteria specified in Ind AS 16 'Property, Plant and Equipment'. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

(ii) Subsequent expenditure related to an item of property, plant and equipmentis added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

(iii) An item of PPE and any significantly part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(iv) Depreciation on property, plant and equipment is provided on straight-line method over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013. Immovable assets at the leased premises including civil works, fixtures and electrical items etc. are capitalized as leasehold improvements and are amortized over the primary period of lease subject to maximum of two years. The useful lives in the following case is different from those prescribed in Schedule II of the Companies Act, 2013.

Asset	Useful life as per Schedule II of the Companies Act, 2013 (No. of Years)	Useful life as assessed / estimated by the Company (No. of Years)
Electrical installations	10	8

Based on usage pattern and internal assessment, the management believes that the useful lives as given above best represent the period over which the management expects to use these assets. Hence the useful lives of these assets is different from the lives as prescribed in Schedule II of the Companies Act, 2013

(v) Depreciation on addition or on sale / discard of an asset is calculated pro-rata from / up to the date of such addition or sale/discard.

(vi) The residual values, useful lives and methods of depreciation of Plant, property and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

4.5 Intangible Assets and amortization thereof

(i) Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to assets will flow to the Group and the costs of the assets can be measured reliably. Intangible assets comprising computer software are carried at cost less amortization and accumulated impairment, if any. Computer software including improvements are amortised over the management's estimate of the useful life of such intangibles. Management estimates for useful life of intangibles is 6 years.

(ii) An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognized.

4.6 Employee Benefits:

(i) Short term employee benefits:

All employee benefits payable/ available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognized in the same period in which the employee renders the related service.

(ii) Defined contribution plan:

Contributions towards Employees' Provident Fund and State Insurance Scheme, are considered as defined contribution plans and the contributions are charged to the Statement of Profit and Loss for the year when the expense is actually incurred.

(ii) Other long-term employee benefits:

Entitlements to annual leave are recognized when they accrue to employees. Leave entitlements can be availed while in service of employment subject to restriction on the maximum number of accumulations. The Holding Company determines the liability for such accumulated leave entitlements on the basis of actuarial valuation carried out by an independent actuary at the year end.

(iii) Defined benefit plan:

The Holding Company's gratuity scheme is a defined benefit plan. The plan provides for a lump sum payment to vested employees on retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation on projected unit credit method as at the balance sheet date. Re-measurement, comprising of actuarial gains and losses, are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods. Liability towards Gratuity is funded / managed by Life Insurance Corporation of India ('LIC'). The short / excess of the Gratuity liability as compared to the net fund held by LIC is accounted for as liability/ assets as at the year end

4.7 Taxation

Tax expense for the year comprises of Current Tax and Deferred Tax.

a. Current Tax

Current income tax, assets and liabilities aremeasured at the amount expected to be paidto or recovered from the taxation authoritiesin accordance with the tax regime insertedby the Taxation Laws (Amendment) Act, 2019in the Income Tax Act, 1961 and the IncomeComputation and Disclosure Standards (ICDS)enacted in India by using tax rates and the taxlaws that are enacted at the reporting date.

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

b. Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that

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it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

4.8 Provision, contingent liabilities and contingent assets

a) Provisions

Provisions are recognized when the Grouphas a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation, at the balances sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

b) Contingent Liabilities

A disclosure for a contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation arising as a result of past event that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

c) Contingent Assets

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

4.9 Earnings per share

Basic earnings per equity share is computed by dividing net profit/ loss attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the financial year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

4.10 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Group has taken certain assets on Operating Lease. Operating Lease is a contract, which conveys the right to Lessee, to control the use of an identified asset for a period of time, the lease term, in exchange for consideration. The Group assesses whether a contract is, or contains, a lease on inception.

The lease term is either the non-cancellable period of the lease and any additional periods when there is an enforceable option to extend the lease and it is reasonably certain that the Group will extend the term, or a lease period

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in which it is reasonably certain that the Group will not exercise a right to terminate. The lease term is reassessed if there is a significant change in circumstances.

At commencement, or on the modification, of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is amortised / depreciated using straight-line method from the commencement date to the end of the lease term. If the lessor transfers ownership of the underlying asset to the Group by the end of the lease term or if the Company expects to exercise a purchase option, the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as the Group's other property, plant and equipment. Right-of-use assets are reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the total lease payments due on the commencement date, discounted using either the interest rate implicit in the lease, if readily determinable, or more usually, an estimate of the Group's incremental borrowing rate on the inception date for a loan with similar terms to the lease. The incremental borrowing rate is estimated by obtaining interest rates from various external financing sources.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the statement of profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

In accordance with Ind AS 116, the Group does not recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases i.e. leases with a lease term of 12 months or less and containing no purchase options. Payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

4.11 Statement of Cash flows:

For the purpose of Consolidated Statement of Cash Flows, cash and cash equivalents comprise cash on hand, cash at banks, short-term deposits with an original maturity of three months or less and other short term investments, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

4.12 Impairment of Non-Financial Assets

The Group assesses, at each reporting date, using external and internal sources, whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous period/s. If any indication exists, or when annual impairment testing for an asset is required, the Groupdetermines the recoverable amount and impairment loss is recognised when the carrying value of an asset exceeds its recoverable amount.

The recoverable amount is determined:

- in the case of an individual asset, at the higher of the asset's fair value less cost of sell and value in use; and
- in the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of the cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, estimated future cash flows are discounted to their present

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value using a pre-tax discount rate that effects current market assessments of the time value of money and the risks specific to that asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An impairment loss for an asset is reversed, if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized, the carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss being recognized for the asset in prior year/s.

4.13 Fair value measurement

The Group 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 Group 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. 32.15.

For assets and liabilities that are fair valued in the financial statements on a recurring basis, the Group 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 Group 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.

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

5	Cash and cash equivalents	As at 31 March, 2023	As at 31 March, 2022
	Cash on hand	8.61	19.88
	Balances with banks - in current accounts (Refer note 5.1)	115.29	121.76
	Drafts on Hand	-	271.81
	Total	**123.90**	**413.45**

5.1 Includes Rs. 75.30 lakhs lien marked a Bank towards upfront payment for OTS Approval (Refer note 17.6).

6	Bank balances other than Cash and cash equivalents	As at 31 March, 2023	As at 31 March, 2022
	Balances with banks		
	- in term deposits having original maturity upto 12 months	0.35	30.74
	- in unpaid dividend Account	0.48	1.39
	Total	**0.83**	**32.13**

7	Loans	Asat 31 March, 2023	Asat 31 March, 2022
	Atamortisedcost		
	a. Securedtermloans	12,298.95	16,017.91
	b. Unsecuredtermloans	1,621.75	2,339.20
	Total-Gross	**13,920.70**	**18,357.11**
	Less:Impairmentlossallowance	8,340.78	11,781.92
	Total-Net	**5,579.92**	**6,575.19**
7.1	Break-upofSecured/Unsecuredloans		
a.	SecuredbyTangibleassets	12,298.95	16,017.91
	Less:Impairmentlossallowance	7,193.47	9,846.58
	Secured-net	**5,105.48**	**6,171.33**
b.	Unsecured	1,621.75	2,339.20
	Less:Impairmentlossallowance	1,147.31	1,935.34
	Unsecured-net	**474.44**	**403.86**
	Total (a+b)	**5,579.92**	**6,575.19**
7.2	Break-upofLoansInIndia/OutsideIndia		
a.	LoansinIndia		
	i. PublicSector	-	-
	ii. Others	13,920.70	18,357.11
	Less:Impairmentlossallowance	8,340.78	11,781.92
		5,579.92	6,575.19
b.	LoansoutsideIndia	-	-
	Total(a+b)	**5,579.92**	**6,575.19**

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7.3 Summary of loans by stage distribution

Particulars	As at 31 March, 2023				As at 31 March, 2022			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount	196.48	167.96	13,556.26	**13,920.70**	88.86	180.17	18,088.08	**18,357.11**
Less: Impairment loss allowance	-	-	8,340.78	**8,340.78**	0.09	-	11,781.83	**11,781.92**
Net carrying amount	**196.48**	**167.96**	**5,215.48**	**5,579.92**	**88.77**	**180.17**	**6,306.25**	**6,575.19**

7.4 Analysis of changes in the gross carrying amount and corresponding ECL allowances in relation to loans is as follows:

Particulars	As at 31 March, 2023							
	Stage 1		Stage 2		Stage 3		Total	
	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance
As at 31 March, 2022	**88.86**	**0.09**	**180.17**	**-**	**18,088.08**	**11,781.83**	**18,357.11**	**11,781.92**
Transfers during the year								
to Stage 1	-	-	-	-	-	-	-	-
to Stage 2	(2.75)	-	2.75	-	-	-	-	-
to Stage 3	-	-	(8.19)	-	8.19	-	-	-
Total transfers	**(2.75)**	**-**	**(5.44)**	**-**	**8.19**	**-**	**-**	**-**
Impact of changes in credit risk on account of stage movements	-	-	-	-	-	-	-	-
Changes in opening credit exposures	110.37	(0.09)	(6.77)	-	(381.40)	585.81	(277.80)	585.72
New credit exposures during the year, net of repayments	-	-	-	-	-	-	-	-
Amounts written off during the year	-	-	-	-	(4,158.61)	(4,026.86)	(4,158.61)	(4,026.86)
As at 31 March, 2023	**196.48**	**-**	**167.96**	**-**	**13,556.26**	**8,340.78**	**13,920.70**	**8,340.78**

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

Analysis of changes in the gross carrying amount and corresponding ECL allowances in relation to loans is as follows

Particulars	As at 31 March, 2022							
	Stage 1		Stage 2		Stage 3		Total	
	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance	Term loans (gross)	Impairment loss allowance
As at 31 March, 2021	**192.41**	**0.95**	**264.89**	**0.23**	**18,851.26**	**11,632.37**	**19,308.56**	**11,633.55**
Transfers during the year								
to Stage 1	45.72	-	-	-	(45.72)	-	-	-
to Stage 2	(10.77)	-	10.77	-	-	-	-	-
to Stage 3	(83.90)	(0.10)	(22.28)	(0.11)	106.18	0.21	-	-
Total transfers	**(48.95)**	**(0.10)**	**(11.51)**	**(0.11)**	**60.46**	**0.21**	**-**	**-**
Impact of changes in credit risk on account of stage movements	-	-	-	-	-	74.36	-	74.36
Changes in opening credit exposures	(54.60)	(0.76)	(73.21)	(0.11)	(774.40)	112.85	(902.21)	111.97
New credit exposures during the year, net of repayments	-	-	-	-	-	-	-	-
Amounts written off during the year	-	-	-	-	(49.24)	(37.96)	(49.24)	(37.96)
As at 31 March, 2022	**88.86**	**0.09**	**180.17**	**-**	**18,088.08**	**11,781.83**	**18,357.11**	**11,781.92**

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(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

8	Investments	As at 31 March, 2023	As at 31 March, 2022
	Investment in Equity Instruments		
	(At amortised cost)		
	- Pantec Devices Private Limited	1.16	1.16
	- Pantec Consultants Private Limited	1.01	1.01
	- Intec Worldwide Private Limited	0.86	0.86
	- Spherical Collection Agency (P) Ltd.	1.11	1.11
	- Intec Share & Stock Brokers Limited	2.26	2.26
	- Spectacle Advisory Solutions Pvt. Ltd.	0.44	0.44
	Total Investments	**6.84**	**6.84**
	Out of above		
	In India	6.84	6.84
	Outside India	-	-

9	Other financial assets	As at 31 March, 2023	As at 31 March, 2022
	Security deposits	18.75	11.07
	Interest accured and due on loans	442.80	1,375.21
	Interest accured but not due on loans	0.09	0.75
	Advances to employees	2.11	2.69
	Balance with government authorities	155.99	135.27
	Other advances	1.01	130.68
	Total	**620.75**	**1,655.67**

10	Current tax assets (net)	As at 31 March, 2023	As at 31 March, 2022
	Tax deducted at source	3.66	5.70
	Total	**3.66**	**5.70**

11	Deferred tax assets (net)	As at 31 March, 2023	As at 31 March, 2022
i.	**Reconciliation of tax expenses and profit/loss before tax multiplied by corporate tax rate**		
	(Loss) / Profit before tax	(1,951.97)	242.08
	At corporate tax rate of 25.168%	-	-
	Tax on timinig differences	863.52	14.92
	Tax expense	**863.52**	**14.92**
ii.	**Deferred tax assets recorded in Balance Sheet**	**As at 31 March, 2023**	**As at 31 March, 2022**
	Deferred tax assets:		
	- Impairment on financial instruments	2,099.21	2,965.27
	- Lease liabilities	18.11	27.96
	- Depreciation and amortisation	8.52	9.35
	Gross deferred tax assets	**2,125.84**	**3,002.58**
	Deferred tax liabilities:		
	- Right-of-use assets	14.42	23.98
	- Financial instruments measured at EIR	187.68	190.16
	- Provision for employee benefits	0.76	1.21
	Gross deferred tax liabilities	**202.86**	**215.35**
	Deferred tax assets (net)	**1,922.98**	**2,787.23**
iii.	**Changes in deferred tax assets recorded in profit or loss (Refer note 32.21 & 32.22)**	**As at 31 March, 2023**	**As at 31 March, 2022**
	Deferred tax relates to the following:		
	- Impairment on financial instruments	866.06	(37.34)
	- Financial instruments measured at EIR	(2.48)	0.67
	- Depreciation and amortisation	0.83	(0.50)
	- Right-of-use assets	(9.56)	0.41

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

	Particulars	As at 31 March, 2023	As at 31 March, 2022
iii.	**Changes in deferred tax assets recorded in profit or loss (Refer note 32.21 & 32.22)**		
	- Lease liabilities	9.85	(1.20)
	- Provision for employee benefits	(1.18)	(0.47)
	- Other temporary differences	-	53.35
		863.52	**14.92**
iv.	**Changes in deferred tax assets recorded in other comprehensive income**	**As at 31 March, 2023**	**As at 31 March, 2022**
	Deferred tax relates to the following:		
	- Re-measurement gains on defined benefit plan (net of tax)	(0.73)	2.38
		(0.73)	**2.38**
	Total	**864.25**	**12.54**

12 Property, Plant and Equipment and Capital work-in-progress (As at 31 March, 2023)

	Gross block				Accumulated depreciation				Net Block	
Particulars	As at 01 April, 2022	Additions	Deductions / adjustments	As at 31 March, 2023	As at 01 April, 2022	Depreciation/ amortisation	Deductions / adjustments	As at 31 March, 2023	As at 31 March, 2023	As at 31 March, 2022
a. Property, Plant and Equipment										
Vehicles	46.94	-	-	46.94	36.39	2.24	-	38.63	8.31	10.55
Building	377.28	-	-	377.28	49.36	12.34	-	61.70	315.58	327.92
Office equipment	9.64	0.99	-	10.63	7.30	1.21	-	8.51	2.12	2.34
Data processing equipments	32.59	8.12	1.19	39.52	16.06	8.72	1.14	23.64	15.88	16.53
Furniture and fixtures	2.45	8.07	-	10.52	0.46	0.39	-	0.85	9.67	1.99
Leasehold improvements	1.09	-	-	1.09	0.98	0.11	-	1.09	-	0.11
Electric installations	0.77	-	0.12	0.65	0.17	0.07	-	0.24	0.41	0.60
Air conditioners	4.65	-	-	4.65	2.53	0.35	-	2.88	1.77	2.12
Land	888.81			888.81	-	-	-	-	888.81	888.81
Total - (A)	**1,364.22**	**17.18**	**1.31**	**1,380.09**	**113.25**	**25.43**	**1.14**	**137.54**	**1,242.55**	**1,250.97**
b. Capital Work in Progress	0.35	-	0.35	-	-	-	-	-	-	0.35
Grand Total - Current Year	**1,364.57**	**17.18**	**1.66**	**1,380.09**	**113.25**	**25.43**	**1.14**	**137.54**	**1,242.55**	**1,251.32**

Property, Plant and Equipment and Capital work-in-progress (As at 31 March, 2022)

Particulars	Gross block				Accumulated depreciation				Net Block	
	As at 01 April, 2021	Additions	Deductions / adjustments	As at 31 March, 2022	As at 01 April, 2021	Depreciation	Deductions / adjustments	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
a. Property, Plant and Equipment										
Vehicles	46.94	-	-	46.94	27.29	9.10	-	36.39	10.55	19.65
Building	377.28			377.28	37.02	12.34	-	49.36	327.92	340.27
Office equipment	9.65	1.33	1.34	9.64	6.74	1.82	1.26	7.30	2.34	2.92
Data processing equipments	40.54	5.58	13.53	32.59	20.92	8.00	12.86	16.06	16.53	19.61
Furniture and fixtures	4.75	-	2.30	2.45	2.13	0.52	2.19	0.46	1.99	2.62
Leasehold improvements	1.09	-	-	1.09	0.98	-	-	0.98	0.11	0.11
Electric installations	1.45	-	0.68	0.77	0.67	0.12	0.62	0.17	0.60	0.78
Air conditioners	3.79	0.86	-	4.65	1.99	0.54	-	2.53	2.12	1.79
Land	888.81	-	-	888.81	-	-	-	-	888.81	888.81
Total (a)	**1,374.30**	**7.77**	**17.85**	**1,364.22**	**97.74**	**32.44**	**16.93**	**113.25**	**1,250.97**	**1,276.56**

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

Particulars	Gross block				Accumulated depreciation				Net Block	
	As at 01 April, 2021	Additions	Deductions / adjustments	As at 31 March, 2022	As at 01 April, 2021	Depreciation	Deductions / adjustments	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
b. Capital Work in Progress (Note 12.2)	**0.35**	-	-	**0.35**	-	-	-	-	**0.35**	**0.35**
Grand Total - Previous Year	**1,374.65**	**7.77**	**17.85**	**1,364.57**	**97.74**	**32.44**	**16.93**	**113.25**	**1,251.32**	**1,276.91**

Note 12.1 : Refer para 4.5 of Significant Accounting Policies for depreciation on property, plant and equipment.
Note 12.2 : Refer note 32.21 for ageing of the Capital Work in Progress.

13. Intangible Assets (As at 31 March, 2023)

Particulars	Gross block				Accumulated amortization				Net Block	
	As at 01 April, 2022	Additions	Deductions / adjustments	As at 31 March, 2023	As at 01 April, 2022	Amortisation	eductions / adjustments	As at 31 March, 2023	As at 31 March, 2023	As at 31 March, 2022
Computer software	71.86	-	-	**71.86**	50.51	5.20	-	55.71	16.15	21.35
Total	**71.86**	**-**	**-**	**71.86**	**50.51**	**5.20**	**-**	**55.71**	**16.15**	**21.35**

Intangible Assets (As at 31 March, 2022)

Particulars	Gross block				Accumulated amortisation				Net Block	
	As at 01 April, 2021	Additions	Deductions / adjustments	As at 31 March, 2022	As at 01 April, 2021	Amortisation	Deductions / adjustments	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
Computer software	71.09	0.77	-	71.86	44.40	6.11	-	50.51	21.35	26.69
Total	**71.09**	**0.77**	**-**	**71.86**	**44.40**	**6.11**	**-**	**50.51**	**21.35**	**26.69**

13.1 : Refer para 4.6 of Significant Accounting Policies for amortisation on intangible assets.

14. Right-of-use Assets (As at 31 March, 2023)

Particulars	Gross block				Accumulated amortization				Net Block	
	As at 01 April, 2022	Additions	Deductions / adjustments	As at 31 March, 2023	As at 01 April, 2022	Amortisation	Deductions / adjustments	As at 31 March, 2023	As at 31 March, 2023	As at 31 March, 2022
Premises	153.21	-	13.17	140.04	57.92	25.23	0.42	82.73	57.31	95.29
Total	**153.21**	**-**	**13.17**	**140.04**	**57.92**	**25.23**	**0.42**	**82.73**	**57.31**	**95.29**

Right-of-use Assets (As at 31 March, 2022)

Particulars	Gross block				Accumulated amortization				Net Block	
	As at 01 April, 2021	Additions	Deductions / adjustments	As at 31 March, 2022	As at 01 April, 2021	Amortisation	Deductions / adjustments	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
Premises	134.05	19.16	-	153.21	40.39	17.53	-	57.92	95.29	93.66
Total	**134.05**	**19.16**	**-**	**153.21**	**40.39**	**17.53**	**-**	**57.92**	**95.29**	**93.66**

14.1 : Refer para 4.5 of Significant Accounting Policies for amortization of Right-of-use-Assets.

15 Other non-financial assets	Note	As at 31 March, 2023	As at 31 March, 2022
Prepaid expenses		11.13	9.82
Plan Assets of employee benefits (Net of provision) - Gratuity	32.3	6.37	7.65
Total		**17.50**	**17.47**

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16	Non-current assets held for sale	As at 31 March, 2023	As at 31 March, 2022
	Assets held for sale	122.93	122.93
	Total	**122.93**	**122.93**

16.1 Holding Company has acquired certain properties on settlement of loan dues from its borrowers which has been classified as held for sale and is being measured at the lower of carrying value or fair value less cost to sell. Fair market value of these properties is estimated at Rs. 292.36 lakhs based on valuation conducted by a registered valuer.

17	Borrowings (At amortised cost)	Note	As at 31 March, 2023	As at 31 March, 2022
	Secured			
	i. Term Loans from Banks	17.1 & 17.3	851.27	908.71
	ii. Working Capital Loans from Banks	17.2 & 17.3	4,477.54	4,801.61
	Total		**5,328.81**	**5,710.32**
	Borrowings in India		5,328.81	5,710.32
	Borrowings outside India		-	-
	Total		**5,328.81**	**5,710.32**

17.1 Terms of security and repayment are given below:

As at 31 March, 2023

Particulars	Maturity pattern			
	0-1 years	1-2 years	2-3 years	Total
<u>Term Loans</u>				
(i) Secured by hypothecation of loan receivables (also refer note- 17.1.1)				
- for loans taken from banks (Interest rates range between 10.50%- 15.00% per annum)	851.27	-	-	**851.27**
Total	**851.27**	**-**	**-**	**851.27**

repayable on equitable monthly installments

As at 31 March, 2022

Particulars	Maturity pattern			
	0-1 years	1-2 years	2-3 years	Total
<u>Term Loans</u>				
(i) Secured by hypothecation of loan receivables (also refer note- 17.1.1)				
- for loans taken from banks (Interest rates range between 10.50%- 10.65% per annum)	907.73	-	-	**907.73**
(ii) Secured by hypothecation of car				
- for loans taken from financial institutions# (Remaining monthly installments payable-5) (Interest rate - 8.25% per annum)	0.98	-	-	**0.98**
Total	**908.71**	**-**	**-**	**908.71**

#repayable on equitable monthly installments

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17.1.1 **Loans also guaranteed by Managing Director**

- loans of Rs. 851.27 lakhs (31.03.2022: Rs. 907.73 lakhs) also secured by personal guarantee of Managing Director.

17.2 Terms of Security and Interest Rates for Working Capital Loans:

(i) Working Capital loans from banks are secured by :

(a) Primary Security- first pari passu charge on present and future receivables of the Holding Company.

(b) Collateral Security - Immovable properties belonging to promoter & others.

(c) Personal guarantees of Managing Director and relative of Managing Director.

(d) Corporate guarantee of Bubble Infosolution Private Limited (Company in which Managing Director of the Company is a director) and Amulet Technologies Limited, Subsidary of the Company)

(ii) Interest rates on above loans range between 11.65 % - 15.00 % per annum (31.03.2022: 11.65% - 14.85%).

17.3 Details of Default in repayment of Borrowings as at 31 March, 2023 is given below:

(i) **Term loans:**

(Amount in Rs.)

Name of Bank	NPA Date	Total Outstanding as at 31 March, 2023	Amount of Interest accrued and debited by the banks	Amount of Interest accrued but not debited by the banks	Total Default (Installments & interest)
Punjab National Bank (Ex- United Bank of India)	31.03.2022	55,915,096	21,108,195	4,995,128	82,018,419
Bank of India	30.09.2020	29,211,419	3,272,782	13,559,217	46,043,418
Total		**85,126,515**	**24,380,977**	**18,554,345**	**128,061,837**

(ii) **Cash Credit Loans from Banks:**

(Amount in Rs.)

Name of Bank	NPA Date	Total Outstanding as at 31 March, 2023	Amount of Interest accrued and debited by the banks	Amount of Interest accrued but not debited by the banks	Total Default (Installments & interest)
Punjab National Bank	16.06.2019	108,370,656	102,291,297	-	**210,661,953**
Punjab National Bank (Ex- Oriental Bank of Commerce)	02.08.2019	48,505,740	21,470,499	-	**69,976,239**
Indian Overseas Bank	30.11.2019	91,306,772	-	51,521,118	**142,827,890**
Central Bank of India	30.06.2019	61,055,902	-	43,168,918	**104,224,820**
Bank of India	30.09.2019	153,485,376	20,888,399	73,668,662	**248,042,437**
Total		**462,724,446**	**144,650,195**	**168,358,698**	**775,733,339**
Less: Upfront payment to Consortium of Banks for OTS Approval (Refer note 17.6)		14,970,000	-	-	**14,970,000**
Total Cash Credit Loans		**447,754,446**	**144,650,195**	**168,358,698**	**760,763,339**

17.4 The Holding Company has availed term loans and working capital facilities from various banks, however, slow down of its lending business and increased level of non-performing / impaired loan portfolio, has impacted its cash flow / liquidity, and the Holding Company is un-able to service term loans and working capital facilities including interest thereon to certain banks as detailed in para 17.3 above, and has approached these banks for its restructuring / settlement which inter-alia includes waiver / reduction of interest being considered by the respective banks. As the Holding Company is reasonably hopeful of waiver / reduction of the interest under these restructuring / settlement packages, interest of Rs. 3,559.44 lakhs though accrued on these loans, has not been provided in these financial statements.

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17.5 During the previous year ended 31 March, 2022, the Holding Company's proposals for One Time Settlement (OTS) of its loans had been accepted / approved by two banks i.e. Bank of Maharashtra and Dhanlaxmi Bank. As the Holding Company had substantially paid the OTS amount upto 31 March, 2022 and had also complied with the terms and conditions thereof, the gain of Rs. 662.72 lakhs on extinguishment of loan liability under OTS had been treated as an exceptional item in the financial statements for the year ended 31 March, 2022. These OTS amount have since been fully paid and the Holding Company has received No Due Certificates from these banks during the current year.

17.6 Out of total Upfront payment of Rs. 225.00 lakhs, Rs. 149.70 lakhs has already been paid and Rs. 75.30 lakhs has been lien marked by a Bank (Refer note 5.1).

18	Other financial liabilities	Note	As at 31 March, 2023	As at 31 March, 2022
	Interest accrued but not due		-	1.20
	Unclaimed dividends		0.48	1.39
	Payable to customers (borrowers)		27.83	189.53
	Payable to employees		130.91	46.74
	Accrued expenses and payables	18.1	140.33	84.14
	Total		**299.55**	**323.00**

18.1 Disclosure for dues for micro enterprises and small enterprises refer para 32.2.

19	Provisions	Note	As at 31 March, 2023	As at 31 March, 2022
	For employee benefits - leave encashment	32.3	3.33	2.84
	Total		**3.33**	**2.84**

20	Other non-financial liabilities		As at 31 March, 2023	As at 31 March, 2022
	Statutory dues payable		18.01	30.34
	Total		**18.01**	**30.34**

21 Equity Share Capital

Particulars	As at 31 March, 2023	As at 31 March, 2022
Authorised share capital		
Equity Shares:		
3,50,00,000 equity shares of Rs. 10 each	3,500.00	3,500.00
Preference Shares:		
15,00,000 preference shares of Rs. 100 each	1,500.00	1,500.00
	5,000.00	**5,000.00**
Issued, subscribed and fully paid-up		
Equity Shares:		
1,83,66,250 equity shares of Rs. 10 each fully paid up	1,836.63	1,836.63
Total	**1,836.63**	**1,836.63**

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Notes:

21.1 Reconciliation of number of shares outstanding at the beginning and at the end of the year

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Equity shares				
Balance at the beginning of the year	18366250	1,836.63	18,366,250	1,836.63
Balance as at end of the year	**18366250**	**1,836.63**	**18,366,250**	**1,836.63**

21.2 Rights, preferences and restrictions attached to each class of shares

The Holding Company has only one class of Equity Share having par value of Rs. 10 per share. Each shareholder is eligble for one vote per share held. All Equity Shareholders are entitled to receive dividend as declared from time to time. The voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Group in proportion of their shareholding.

21.3 Detail of shareholders holding more than 5% of the aggregate shares in the Holding Company:

Particulars	As at 31 March, 2023		As at 31 March, 2022	
Shareholders	No. of Shares	% age of share holding	No. of Shares	% age of share holding
Equity Shares				
Pantec Devices Private Limited	44,97,264	24.49%	4,497,264	24.49%
India Business Excellence Fund-IIA	36,35,958	19.80%	3,646,142	19.85%
India Business Excellence Fund-II	22,77,972	12.40%	2,284,356	12.44%
Pantec Consultant Private Limited	14,53,771	7.92%	1,453,771	7.92%
Sanjeev Goel (Including shares held in IBEF - II Escrow account)	12,44,464	6.77%	1,244,464	6.77%

21.4 Details of Shareholding of Promoter/s:

Shares held by promoter/s at the end of the year **% age change during**

S.No. Promoter name	No. of Shares	% age of total shares	31 March, 2023	31 March, 2022
1. Pantec Devices Private Limited	44,97,264	24.49%	No change	No change
2. India Business Excellence Fund-IIA	36,35,958	19.80%	(-) 0.05%	No change
3. India Business Excellence Fund-II	22,77,972	12.40%	(-) 0.04%	No change
4. Pantec Consultant Private Limited	14,53,771	7.92%	No change	No change
5. Intec Worldwide Private Limited	5,19,267	2.82%	No change	No change
6. Sanjeev Goel (Including held in IBEF - II Escrow account)	12,44,464	6.77%	No change	No change
7. Pranav Goel	32,900	0.18%	(+) 0.00%	(+) 100%
8. Dhruv Goel	32,900	0.18%	(+) 0.00%	(+) 100%

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

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22 Other Equity

Particulars	As at 31 March, 2023	As at 31 March, 2022
Securities premium		
As per last account	8,843.84	8,843.84
Statutory Reserve as per Section 45-IC of RBI Act.		
As per last account	1,868.50	1,796.68
Addition during the year	-	71.82
Closing Balance	1,868.50	1,868.50
Impairment Reserve		
As per last account	2,326.44	2,073.47
Addition during the year (Refer Note 32.16)	220.49	252.97
Closing Balance	2,546.93	2,326.44
Retained earnings		
As per last account	(8,066.48)	(7,968.86)
(Loss) / Profit for the year	(2,815.49)	227.16
Appropriation to Statutory Reserve as per Section 45-IC of RBI Act	-	(71.82)
Appropriation to Impairment Reserve	(220.49)	(252.97)
Closing Balance	(11,102.46)	(8,066.48)
Other Comprehensive (Loss)/Income - Re-measurement gains/ (losses) on defined benefit plan		
As per last account	(1.96)	5.13
Addition during the year	2.19	(7.09)
Closing Balance	0.23	(1.96)
Total	**2,157.04**	**4,970.34**

22.1 <u>**Nature and purpose of other equity:**</u>

i **Security 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

ii **Statutory Reserve as per Section 45-IC(1) of RBI Act, 1934**

Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

iii **Impairment Reserve**

Reserve Bank of India (RBI) issued Notification No. DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March, 2020 in respect of 'Implementation of Indian Accounting Standards' by NBFCs. In terms of the said circular, in case where the impairment allowance under Ind AS 109 is lower than the provisioning required under Income Recognition, Asset Classification and Provisioning (IRACP) Norms (including standard asset provisioning) issued by RBI, the Holding Company is required to appropriate the difference from their net profit after tax to "Impairment Reserve". No withdrawals are permitted from this reserve without prior permission from the Department of Supervision, RBI. Refer Note. 32.16 in respect of the disclosure in respect of comparison between impairment allowance and provisioning under IRACP Norms.

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iv **Retained Earnings**

The profit/loss earned till date, less any transfers/appropriations to any other reserve, dividends or other distribution paid to shareholders.

v **Other Comprehensive Income / (Loss)**

The other comprehensive income/(loss) till date, which is available for set off or adjustable only against such income/loss in future.

23

Interest income	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Interest income on:		
- on loans	181.14	171.74
- deposits with banks	-	0.49
- financial instruments	146.55	131.17
Total	**327.69**	**303.40**

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Fees and commission income	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Income on preclosure of loans	1.10	0.35
Other service fees	0.71	0.31
Total	**1.81**	**0.66**

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Recoveries of financial assets written off	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Recoveries of financial assets written off	359.84	668.45
Total	**359.84**	**668.45**

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Other income	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Liabilities no longer required written back	158.48	0.82
Profit on disposal of property, plant & equipment (net)	0.12	-
Miscellaneous Income	2.43	6.49
Total	**161.03**	**7.31**

27

Finance costs	Note	For the year ended 31 March, 2023	For the year ended 31 March, 2022
On financial liabilities measured at amortised cost:			
- on borrowings - term loan from banks/financial institutions	17.4	-	0.23
- on borrowings - CC from banks	17.4	3.58	3.45
- on borrowings - car loan from bank		0.02	0.21
- on lease liabilities	32.6	10.75	8.22
Other borrowing costs		0.80	1.14
Total		**15.15**	**13.25**

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

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Impairment on financial instruments		For the year ended 31 March, 2023	For the year ended 31 March, 2022
(Measured at amortised cost)			
Loans written off (including interest)	32.21	5,080.47	49.24
Less: Impairment loss allowance		(4,026.86)	(37.96)
Impairment loss allowance on loans		585.72	186.33
Total		**1,639.33**	**197.61**

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Employee benefits expenses	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Salaries and wages	493.27	471.24
Contribution to provident and other funds	10.39	12.00
Staff welfare expenses	14.16	13.36
Total	**517.82**	**496.60**

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Depreciation and amortization	Note	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Depreciation on property, plant and equipment	12	25.43	32.44
Amortization of intangible assets	13	5.20	6.11
Amortization of right-of-use assets	14	25.23	17.53
Total		**55.86**	**56.08**

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Other expenses	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Rent	4.25	12.90
Insurance	9.22	5.55
Legal & professional	339.95	404.44
Payment to Auditors:		
- Statutory Audit	5.74	5.80
- Tax Audit	1.00	1.00
- Limited Reviews	3.00	3.00
- Other services	0.46	0.50
- Reimbursement of expenses	0.17	0.61
Rates & taxes	0.12	0.34
Electricity & water	15.99	12.68
Directors' sitting fees	2.38	2.62
Repairs & maintenance	36.28	24.37
Communication and internet	11.54	11.99
Travelling & conveyance	58.91	41.88
Business promotion	47.90	35.32
Loss on disposal of property, plant & equipment (net)	-	0.67
Capital Work in Progress written off	0.35	-
Other expenditure	36.92	73.25
Total	**574.18**	**636.92**

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32: OTHER NOTES FORMING PART OF THE CONSOLIDATED FINANCIALSTATEMENTS FOR THE YEAR ENDED 31 MARCH,2023

32.1 Contingent Liabilities andCommitments:

Sr. No.	Particulars	As at 31 March, 2023	As at 31 March, 2022
A.	**Contingent Liabilities**		
i.	Claims against the Holding Companynot acknowledged asdebts.	Few customers / borrowers of the Holding Company have filed legal cases for various claims against the Holding Company. The Holding Company has reviewed these pending litigations and proceedings and does not expect any material out flow / reimbursement in respect of the same.	
B.	**Commitments**		
i.	Loan approved but pending disbursements.	Nil	Nil
C.	**Corporate Guarantee**		
i.	By Subsidiary Company on behalf of Holding Company for Credit Facilities	40,000.00	40,000.00

32.2 Disclosure required under Section 22 of Micro, Small and Medium Enterprise DevelopmentAct, 2006:

		As at 31March, 2023	As at 31March, 2022
i.	Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act.		
-	Principal	3.11	3.18
-	Interest	-	-
ii.	Amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed dayduring each accounting year.	-	-
iii.	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 interestspecified under MSMED Act.	-	-
iv.	The amount of interest accrued and remaining unpaid.	-	-
v.	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 enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act, 2006	-	-
Total		**3.11**	**3.18**

The above information regarding dues to Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information collected with the Group.

32.3 Employee Benefits (IndAS-19)

(a) **Defined Benefitplans**:

Gratuity : Payable on separation as per the Payment of Gratuity Act, 1972, as amended @ 15 days pay, for each completed year of service to eligible employees who render continuous service of 5 years or more. The Holding Company's liability towards Gratuity is funded / managed by Life Insurance Corporation of India(LIC).

(b) **Other Long-TermBenefit**:

Compensated Absences :Employees of the Holding Company are entitled to accumulate their earned/privilege leave up to a maximum of 30 days which can be availed / utilized in coming year/s, while in service. During the year the amount of Rs. 0.49 lakhs has been debited(Previous year: Rs. 0.13 lakhs credited) in the Statement of Profit and Loss towards creationof the provision (Previous year: reversal of excess provision) based on actuarialvaluation.

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

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(c) **Defined Contributionplans:**

Holding Company's employees are covered by Provident Fund and Employees State Insurance Scheme, to which the Holding Company makes a defined contribution measured as a fixed percentage of salary. During the year, amount of Rs.10.03 lakhs (Previous Year: Rs. 11.57 lakhs) has been charged to the Statement of Profit and Loss towards employer's contribution to these schemes/funds as under:

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Employer's contribution towards Provident Fund (PF)	8.93	10.49
Employer's contribution towards Employees State Insurance(ESI)	1.10	1.08

(d) Other disclosures of Defined Benefit plan (Gratuity) are asunder:

i) Reconciliation of Defined BenefitObligations:

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Present Value of **Defined Benefit Obligation** at the beginning of year	27.26	19.75
Interest cost	1.86	1.25
Current Service Cost	4.90	3.34
Benefit Paid	(2.43)	(6.36)
Actuarial (Gain)/Loss arising from Change in Financial Assumptions	(1.24)	(1.02)
Actuarial (Gain) arising from Change in Demographic Assumptions	-	(2.19)
Actuarial (Gain)/Loss arising from Changes in Experience Adjustments	(2.06)	12.49
Present value of the Defined Benefit Obligation at the end of year	**28.29**	**27.26**

ii) Net Defined Benefit recognized in the Statement of Profit andLoss.

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Current Service Cost	4.90	3.34
Interest cost (net of return)	(0.70)	(1.36)
Net Defined Benefit recognized in Statement of Profit and Loss	**4.20**	**1.98**

iii) Recognized in Other ComprehensiveIncome/(loss)

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Actuarial Gain/(Loss) on arising from Change in Financial Assumption	1.24	1.02
Actuarial Gain/(Loss) on arising from Change in DemographicAssumption	-	2.19
Actuarial Gain/(Loss) on arising from Changes in Experience Adjustments	2.06	(12.49)
Actuarial Gain/(Loss) on Plan Assets	(0.38)	(0.19)
Net actuarial (Loss)/Gain	**(2.92)**	**(9.47)**

iv) Reconciliation of the opening and closing balances of fair value of PlanAssets

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Fair value of Plan Assets at the beginning of year	34.91	38.85
Expected return on plan Assets	2.56	2.61

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Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Employer's Contribution	-	-
Return on Plan Assets excluding interest income	(0.38)	(0.19)
Benefits paid	(2.43)	(6.36)
Fair value of Plan Assets at the end of year	**34.66**	**34.91**

v) Net Defined Benefit Assets / (Liability) recognized in the Balance Sheet

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Present value of the **Defined Benefit Obligation** at the end of year	(28.29)	(27.26)
Fair value of Plan Assets at the end of year	34.66	34.91
Net Defined Benefit Assets recognized in the Balance Sheet	**6.37**	**7.65**

vi) Broad categories of Plan Assets as percentage of totalassets

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Insurer Managed Funds	100%	100%

vii) Sensitivity Analysis*

a) Impact of the change in the discountrate

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Present value of the **Defined Benefit Obligation** at the end of year	28.29	27.26
a) Impact due to increase of 0.50% (Previous year: 0.50%)	(1.17)	(1.20)
b) Impact due to decrease of 0.50% (Previous Year: 0.50%)	1.24	1.29

b) Impact of the change in the salaryincrease

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Present value of the **Defined Benefit Obligation** at the end of year	28.29	27.26
a) Impact due to increase of 0.50% (Previous year: 0.50%)	0.95	0.99
b) Impact due to decrease of 0.50% (Previous year: 0.50%)	(0.89)	(0.95)

* Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.
* Sensitivities as to rate of inflation, rate of increase of pension in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

viii. MaturityProfile.

Year	Year ended 31 March, 2023	Year ended 31 March, 2022
0 to 1 year	1.4%	1.7%
1 to 2 Year	1.4%	2.1%
2 to 3 Year	2.0%	1.9%
3 to 4 Year	5.7%	2.2%
4 to 5 Year	2.4%	5.7%
5 Year onwards	25.1%	25.4%

ix. Expected contribution for the next Annual reportingperiod

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Expected contribution for the next Annual reporting period	5.56	4.90

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

x. ActuarialAssumptions:

The principal assumptions are the discount rate and salary increase. The discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the Liabilities and the salary increase takes account of inflation, seniority, promotion and other relevant factors on long term basis. Principal assumptions used for actuarial valuation are:

Particulars	Gratuity		Compensated Absences	
	Year ended 31 March, 2023	Year ended 31 March, 2022	Year ended 31 March, 2023	Year ended 31 March, 2022
Method used	Projected unit credit method			
Discount rate	7.45%	6.95%	7.45%	6.95%
Salary Escalation	6.00%	6.00%	6.00%	6.00%
Mortality Rate	IALM (2012-14)			
Rate of return on plan Assets	7.45%	6.95%	NA	NA

Withdrawal Rates Per Annum

Age Band	Year ended 31 March, 2023	Year ended 31 March, 2022
25 & below	1.00%	1.00%
25 to 35	24.00%	24.00%
35 to 45	8.00%	8.00%
45 to 55	2.00%	2.00%
55 & above	1.00%	1.00%

32.4 Operating Segments (Ind AS –108):

The Holding Company is primarily engaged only in the business of providing loans to Small and Medium Enterprises (‘SME’) customers and has no overseas operations/units and as such, no segment reporting is required under Ind AS- 108 dealing with the Segment Reporting.

32.5 Related Party Disclosures (IndAS-24):

A. List of Related Parties and relationships, having transactions during theyear:

a) Key ManagementPersonnel’s

Sanjeev Goel, Managing Director
Rajesh Sharma, Chief Finance Officer (w.e.f. 08 February, 2023)
Neeti Kakkar, Chief Finance Officer (w.e.f. 05 August, 2022upto 13 January, 2023)
Radhika Rautela, Chief Finance Officer (upto26 May, 2022)
Radhika Garg, Holding Company Secretary (w.e.f. 12 November, 2022)
Vandana Das, Holding Company Secretary (upto 22 September, 2022)

b) Relatives of Key Management Personnel

Pranav Goel, Son of Managing Director
Dhruv Goel, Son of Managing Director

c) Enterprise over which Key Management Personnel exercises significant influence

Bubble Info Solutions Private Limited

d) Investing party in respect of which the Holding Company is anassociate

Pantec Devices Private Limited

A. Transactions with Related Parties

Nature of Transaction	Investing party in respect of which the Company is an associate		Key Management Personnel and Relatives	
	Year ended 31 March			
	2023	2022	2023	2022
Remuneration Paid				
a) Key Management personnel’s	-	-	145.42	147.13
b) Relatives of key Management personnel	-	-	26.32	23.36

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Nature of Transaction	Investing party in respect of which the Company is an associate		Key Management Personnel and Relatives	
	Year ended 31 March			
	2023	2022	2023	2022
Sitting Fees paid Sanjeev Goel (excluding GST)	-	-	0.50	0.50
Interest Income on loans Pantec Devices Private Limited	2.25	2.25	-	-

B. Year end balances with relatedparties:

	As at 31 March, 2023	As at 31 March, 2022
Loans and Advances given Pantec Devices Private Limited, (Investing party in respect of which the Holding Company is an associate)	50.22	47.97
Guarantee given on behalf of Company (Refer note 17.1.1 & 17.2) The Managing Director, Bubble Infosolution Private Limited (Company in which Managing Director of theCompany is a Director)	Term Loans: 851.27 W1CDL: 4,477.54	Term Loans: 907.73 WCDL: 4,801.61

Notes:

- Transaction values are excluding taxes andduties.
- Related parties as defined under Ind AS 24 'Related Party Disclosures' have been identified based on representations made by key managerial personnel and information available with the Group. All above transactions are in the ordinary course of business and on arm's lengthbasis.
- Provisions for gratuity, compensated absences and other long-term service benefits are made for the Group as a whole and the amounts pertaining to the Key Managerial Personnel are not specifically identified and hence are not includedabove.

32.6 Leases.

Group's significant leasing arrangements are in respect of the premises (commercial premises, offices etc.) which contain extension option after the initial contract period, the amounts recognized on account of leases are as under:

(i) Amount recognized in Statement of Profit andLoss.

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Interest Expense on Lease Liabilities	10.75	8.22
Amortization of Right-of-Use Assets	25.23	17.53

(ii) Amount recognized in Balance Sheet.

Particulars	As at 31March, 2022	Addition / (Deduction) during the year	As at 31March, 2023
Lease liabilities	111.10	(39.15)	71.95
Right-of-use assets (Gross) (Refer Note 14)	153.21	(13.17)	140.04

(iii) Maturity Profile

Particulars	Amount
Maturity analysis - contractual undiscounted cash flows	
Within 1 year	29.18
Within 2 years	17.36
Within 3 years	14.77
Within 4 years	21.64
5 years or more	14.67
Total undiscounted lease liabilities	**97.62**
Impact of discounting and other adjustments	25.67
Lease liabilities included in the Balance Sheet	**71.95**

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

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32.7 Earnings Per Share(EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
(Loss) / Profit for the year (Rs. in lakhs)	(2,815.49)	227.16
Basic/Diluted weighted average number of equity shares outstanding during the year	1,83,66,250	1,83,66,250
Nominal value of Equity Share (Rs.)	10.00	10.00
Basic/Diluted Earnings per Share (Rs.)	(15.33)	1.24

32.8 Corporate Social Responsibility(CSR):

The Holding Company had constituted a CSR committee as required under Section 135 of the Companies Act, 2013, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules').The CSR Committee had approved the CSR Policy and also identified the broad areas of CSR activities which it propose to carry out viz. Child Education and Women Empowerment. The Holding Company had made serious deliberations and chosen the CSR programs which would be undertaken on a long term and continuous basis. Such programs will benefit communities where the Holding Company operates or likely to operate and create goodwill for the Holding Company. As the Holding Company has incurred average net losses during the last three years, no amount is required to be spent on account of CSR during the year ended 31 March, 2023 / 31 March, 2022.

32.9 GoingConcern:

Accumulated losses have resulted in erosion of substantial net worth of the Holding Company and due to financial crunch being faced by the Holding Company, it is not carrying out the active lending activities. Further, to improve its liquidity / cash flow, and to revive its financial position theHolding Company has approached its lenders / bankers for restructuring / settlement of its loans which inter-alia includes waiver / reduction of interest. Few proposals had been accepted /approved by certain banks during the previous / earlier year/swherein the Holding Companyhas been able to get the gain of extinguishment of the loan liability including interest, and in other cases these proposalsare under process atadvanced stage and therein also the Holding Companyis hopeful to get substantial reduction in its loan'sliability towards interest and principal.

Considering the above, and the future profitability and cash flow projections and the continued support of its promoters and bankers / lenders,the management is hopeful of further improvement in its financial position / performance, and accordingly the financial statements have been prepared on a going concern basis.

32.10 Disclosures as required under 'Master Direction - Non-Banking FinancialCompany – Non- Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016' and other applicable directions/circulars are enclosed vide **Annexure – I.**

32.11 Capital

The Holding Company maintains an actively managed capital base to cover risks inherent in the business which includes issued equity capital and other reserves attributable to equity holders of the Holding Company. As an NBFC, the RBI requires the Holding Companyto maintain a minimum capital to risk weighted assets ratio ("CRAR") consisting of Tier 1 and Tier 2 capital of 15% of the aggregate risk weighted assets. Further, the total of the Tier 2 capital cannot exceed 100% of the Tier 1 capital at any point of time. The capital management process of the Holding Company ensures to maintain a healthy CRAR at all thetimes.

CapitalManagement

The primary objectives of the Holding Company's capital management policy is to maintain appropriate levels of capital to support its business strategy taking into account the regulatory, economic and commercial environment. The Holding Company aims to maintain a strong capital base to support the risks inherent to its business and growth strategies. The Holding Companyendeavors to maintain a higher capital base than the mandated regulatory capital at all times.

Planning

The Holding Company's assessment of capital requirement is aligned to its planned growth which forms part of an annual operating plan which is approved by the ALCO and also a long-range strategy. These growth plans are aligned to assessment of risks– which include credit, liquidity and interest rate.

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The Holding Company monitors its capital to risk-weighted assets ratio (CRAR) on a monthly basis through its Assets Liability Management Committee (ALCO).

The Holding Companyendeavors to maintain its CRAR higher than the mandated regulatory norm. Accordingly, increase in capital is planned well in advance to ensure adequatefunding for its growth.

The Holding Company is also the provider of equity capital to its wholly owned subsidiary and associates and also provides them with non-equity capital where necessary. These investments are funded by the Holding Company through its equity share capital and other equity which inter alia includes securities premium and retained earnings.

Regulatory capital

Particulars	As at 31 March, 2023	As at 31 March, 2022
Tier I Capital	(594.88)	1,671.84
Tier II Capital	--	0.09
Total Capital Funds	**(594.88)**	**1671.93**
Risk Weighted Assets	7,590.48	9,629.05
CET1 capital ratio	(7.84%)	17.36%
CET2 capital ratio	0.00%	0.00%
Total capital ratio	**(7.84%)**	**17.36%**

Regulatory capital consists of Tier 1 capital, which comprises share capital, securities premium and retained earnings. Certain adjustments are made to Ind AS based results and reserves, as prescribed by the Reserve Bank of India. The other component of regulatory capital is Tier 2 Capital, which includes subordinated debt. The Holding Company is trying to meet the capital adequacy requirements of Reserve Bank of India(RBI).

32.12 Events after ReportingDate

There have been no events after the reporting date that require disclosure in these financial statements.

32.13 FairValues

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

This note describes the fair value measurement of both financial and non-financial instruments.

Valuation framework

The Group has an internal fair value assessment team which assesses the fair values for assets qualifying for fair valuation.

The Group's valuation framework includes:

- Benchmarking prices against observable market prices or other independentsources;
- Development and validation of fair valuation models using model logic, inputs, outputs andadjustments.

  These valuation models are subject to a process of due diligence and validation before they become operational and are continuously calibrated. These models are subject to approvals by various functions of the Group. Finance function is responsible for establishing procedures, governing valuation and ensuring fair values are in compliance with Indian accounting standards.

Valuation methodologies adopted

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

a. Fair values of strategic investments in equity instruments designated under FVOCI have been measured under level3.

b. Fair value of loans held under a business model that is achieved by both collecting contractual cash flows and partiallysellingtheloansthroughpartialassignmenttowillingbuyersandwhichcontaincontractualtermsthat give rise

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on specified dates to cash flows that are solely payments of principal and interest are measured at FVOCI. The fair value of these loans has been determined under level 3.

c. The Group has disclosed financial instruments such as cash and cash equivalents, other bank balances, other financial assets and liabilities at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-termnature.

32.14 Fair Values Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Group can access at the measurement date.

Level 2: Valuation based on using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs areobservable.

Level 3: Valuation technique with significant unobservable inputs: – financial instruments valued using valuation techniques where one or more significant inputs are unobservable.

Disclosures of fair value measurement hierarchy for financial instruments are given below:

Particulars	Carrying amount/Fair value					
	As at 31 March, 2023			As at 31 March, 2022		
Financial assets	L-1	L-2	L-3	L-1	L-2	L-3
Carrying amounts/fair value:						
a) Measured at fair value though profit and loss						
Financial Guarantee Contracts	-	-	-	-	-	-
b) Measured at fair value though other comprehensive income	-	-	-	-	-	-
c) Measured at amortisedcost						
- Cash and cashequivalents	-	-	123.90	-	-	413.45
- Bank Balance other than cash and cashequivalents	-	-	0.83	-	-	32.13
- Loans	-	-	5,579.92	-	-	6,575.19
- Investments	-	-	6.84	-	-	6.84
- Other financialassets	-	-	620.75	-	-	1,655.67
Total	-	-	**6,332.24**	-	-	**8,683.28**
Financial liabilities	L-1	L-2	L-3	L-1	L-2	L-3
Carrying amounts/fair value:						
a) Measured at fair value though profit and loss Financial Guarantee Contracts	-	-	-	-	-	-
b) Measured at fair value though othercomprehensive income	-	-	-	-	-	-
c) Measured at amortisedcost						
- Borrowings	-	-	5,328.81	-	-	5,710.32
- Leaseliabilities	-	-	71.95	-	-	111.10
- Other financialliabilities	-	-	299.55	-	-	323.00
Total	**-**	**-**	**5,700.31**	**-**	**-**	**6,144.42**

32.15 Risk management objectives andpolicies

Risk Management Framework

A summary of the major risks faced by the Group, its measurement monitoring and management are described as under:

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Nature of risk	Arising from	Executive governance structure	Measurement, monitoring and management of risk
Liquidity and funding risk	Liquidity risk arises from mismatches in the timing of cash flows. Funding risk arises: • when long term assets cannot be fundedat the expected term resulting in cash flowmismatches; • amidstvolatile market conditions impacting sourcing of funds from banks andmoneymarkets	Board appointed Asset Liability Committee (ALCO)	Liquidity and funding risk is: • measured by identifying gaps in the structural and dynamic liquiditystatements. • monitoredby – assessment of the gap between visibility of funds and the near term liabilities given current liquidity conditions and evolving regulatory directions for NBFCs. – a constant calibration of sources of funds in line with emerging market conditions in banking and money markets. – periodic reviews by ALCO relating to the liquidity position and stress tests assuming varied 'what if' scenarios and comparing probable gaps with the liquidity buffers maintained by theCompany. • managed by theCompany's treasury team under the guidance ofALCO.
Interest rate risk	Interest rate risk stems from movements in market factors, such as interest rates, credit spreads which impacts investments, income and the value of portfolios.	Board appointed Asset Liability Committee	Interest rate risk is: • measured using Valuation at Risk ('VaR'), and modified duration analysis and othermeasures, including the sensitivity of net interestincome. • monitored by assessment of probable impacts of interest rate sensitivities under simulated stresstest scenarios given range of probable interest rate movement so on both fixed and floating assets and liabilities. • managed by the Company's treasury team under the guidance of ALCO.
Credit risk	Credit risk is the risk of financial loss arising out of a customer or counter party failing to meet their repayment obligations to the Company	Board appointed Risk Management Committee	Credit risk is: • measured as the amount at risk due to repayment default to a customer or counter party to the Company. Various matrices such as EMI default rate, overdue position, collection efficiency, customers non-performing loans etc. are used as leading indicators to assess creditrisk. • monitored by Risk Management Committee using level of credit exposures, portfoliomonitoring, repurchase rate, bureau data of portfolio performance and industry, geographic, customer and portfolio concentrationrisks.
			• managed by a robust control framework by therisk department which continuously align credit policies, obtaining external data from credit bureaus and reviews of portfolios and delinquencies by senior and middle Management team comprising of risk, analytics, collection and fraud containment along with business. The same is periodically reviewed by the Board appointed Risk Management Committee.

Liquidity and funding risk

The Holding Company monitors asset liability mismatches to ensure that there are no imbalances or excessive concentrations on either side of the Balance Sheet.

The Holding Company continuously monitors liquidity in the market; and as a part of its strategy, the Holding Company maintains a liquidity buffer managed by an active investment desk to reduce thisrisk.

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The Holding Company is managing its fund requirements mainly from banks and financial institutions. The Holding Company emphasis on long term borrowings, however, presently its short term borrowing are more than the long term borrowing, which has helped the Holding Company to manage and meet its fund requirements, considering that presently the Holding Company is not disbursing new / further loans to its customers and its focus is on recovery and to improve its assets quality. The table below summaries the maturity profile of the undiscounted cashflow of the Holding Company's financial liabilities:

Particulars	As at 31 March, 2023			As at 31 March, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After12 months	Total
Borrowings	5,328.81	--	5,328.81	5,710.32	--	5,710.32
Lease liabilities	22.04	49.91	71.95	27.60	83.50	111.10
Other financial liabilities	299.55	--	299.55	323.00	--	323.00
	5,650.40	**49.91**	**5,700.31**	**6,060.92**	**83.50**	**6,144.42**

ASSETS						
Financial assets						
Cash and cash equivalents	123.90	--	123.90	413.45	--	413.45
Bank balances other than cash and cash equivalents	0.83	--	0.83	32.13	--	32.13
Loans	5,579.92	--	5,579.92	6,342.67	232.52	6,575.19
Investments	--	6.84	6.84	--	6.84	6.84
Other financial assets	602.00	18.75	620.75	1,644.60	11.07	1,655.67
Non-financial assets						
Current tax assets (net)	3.66	--	3.66	5.70	--	5.70
Deferred tax assets (net)	--	1,922.98	1,922.98	--	2,787.23	2,787.23
Property, plant and equipment	--	1,242.55	1,242.55	--	1,250.97	1,250.97
Capital work-in-progress	--	-	-	--	0.35	0.35
Intangible assets	--	16.15	16.15	--	21.35	21.35
Right-of-use assets	--	57.31	57.31	--	95.29	95.29
Other non-financial assets	17.50	--	17.50	17.47	--	17.47
Non-current assets held for sale	122.93	--	122.93	122.93	--	122.93
Total			**9,715.32**			**12,984.57**
LIABILITIES						
Financial liabilities						
Borrowings	5,328.81	--	5,328.81	5,710.32	--	5,710.32
Leaseliabilities	22.04	49.91	71.95	27.60	83.50	111.10
Other financial liabilities	299.55	--	299.55	323.00	--	323.00
Non-financial liabilities						
Provisions	0.53	2.80	3.33	0.46	2.38	2.84
Other non-financialliabilities	18.01	--	18.01	30.34	--	30.34
			5,721.65			**6,177.60**

Market risk

Market risk is the risk that the fair value of future cash flow of financial instruments will fluctuate due to changes in the market variables such as interest rates, foreign exchange rates and equity prices. The Group do not have any exposure to foreign exchange rate and equity price risk.

Interest rate risk On investments

The interest rate risk on the investment portfolio and corresponding fair value change impact is monitored using Valuation at Risk ('VaR') and modified duration analysis and other measures, including the sensitivity of net interest income. The Groupdo not have any investment which is exposed to interestrisk.

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On assets and liabilities

Interest rate sensitivity on fixed and floating rate assets and liabilities with differing maturity profiles is measured by using the duration gap analysis. The same is computed periodically and sensitivity of the market value of equity assuming varied changes in interest rates are presented and monitored.

Sensitivity analysis as at 31 March, 2023

Particulars	Carrying value	Fair value	Sensitivity to closing fairvalue	
			1% increase	1% decrease
Loans - Financial Assets	5,579.92	5,579.92	55.80	(55.80)
Borrowings - Financial Liabilities	5,328.81	5,328.81	53.29	(53.29)

Sensitivity analysis as at 31 March, 2022

Particulars	Carrying value	Fair value	Sensitivity to closing fairvalue	
			1% increase	1% decrease
Loans – Financial Assets	6,575.19	6,575.19	65.75	(65.75)
Borrowings – Financial Liabilities	5,710.32	5,710.32	57.10	(57.10)

Credit risk

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the Group. It has a diversified lending model and focuses on broad categories viz: business, mortgages, and commercial lending. The Group assesses the credit quality of all financial instruments that are subject to credit risk.

Classification of financial assets under various stages

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

Stage1: unimpaired and without significant increase in credit risk since initial recognition on whicha 12-month allowance for ECL isrecognised;

Stage 2: a significant increase in credit risk since initial recognition on which a lifetime ECL is recognised;

Stage3: objective evidence of impairment, and are therefore considered to be in default or otherwise credit impaired on which a lifetime ECL is recognised.

Unless identified at an earlier stage, all financial assets are deemed to have suffered a significant increase in credit risk when they are 90 days past due (DPD) and are accordingly transferred from stage 1 to stage 2. For stage 1 an ECL allowance is calculated based on a 12-month Point in Time (PIT) probability weighted probability of default (PD). For stage 2 and 3 assets a life time ECL is calculated based on a lifetime PD.

The Holding Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD) along with an adjustment considering forward macro-economic conditions [for a detailed note for methodology of computation of ECL please refer to significant accounting policies note no 4.3(i) to the financial statements].

Financial instruments other than loans were subjected to simplified ECL approach under Ind AS 109 'Financial Instruments' and accordingly were not subject to sensitivity of future economic conditions.

The table below summarises the approach adopted by the Holding Company for various components of ECL viz. PD, EAD and LGD across product lines using empirical data where relevant.

Lending Category	Nature of Businesses	Probability of Default (PD)			Exposure at Default (EAD)	Loss Given Default (LGD)
		Stage 1	Stage 2	Stage 3		
Business Loan	Unsecured loans to SMEs, corporate and others etc.	Use of past trend and data and statistical analysis there of, external / internal ratings and internal evaluation with a managemen to verlay.		100%	EAD is computed based on assessment of time to default considering customer sprofile and time for liquidation of securities	Basedon past trend of recoveries, associated risk of underlying security and estimated cash flows.
Mortgage Loan	Loans against collateral security of plant & machinery					
Commercial Loan	Loans against property					

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The table below summaries the gross carrying values and the associated allowances for expected credit loss (ECL) stage wise for loan portfolio:

As at 31 March,2023

Particulars	Secured			Unsecured		
	Stage 1	Stage 2	Stage 3	Stage 1	Stage 2	Stage 3
Gross Carrying Value	7.86	-	12,291.09	188.62	167.96	1,265.17
Allowance for ECL	-	-	7,193.47	-	-	1,147.31
ECL Coverage ratio	0.00%	0.00%	58.53%	0.00%	0.00%	90.68%

As at 31 March,2022

Particulars	Secured			Unsecured		
	Stage 1	Stage 2	Stage 3	Stage 1	Stage 2	Stage 3
Gross Carrying Value	40.89	8.19	15,968.83	47.97	171.98	2,119.25
Allowance for ECL	0.09	-	9,846.49	-	-	1,935.34
ECL Coverage ratio	0.22%	0.00%	61.66%	0.00%	0.00%	91.32%

Collateral Valuation

The nature of products across these broad categories are either unsecured or secured by collateral. Although collateral is an important risk mitigant of credit risk, the Holding Company's practice is to lend on the basis of assessment of the customer's ability to repay rather than placing primary reliance on collateral. Based on the nature of product and the Holding Company's assessmentof the customer's credit risk, a loan may be offered with suitable collateral. Depending on its form, collateral can have a significant financial effect in mitigating the Holding Company's creditrisk.

The main types of collateral across various products obtained are as follows:

Product group	Nature of securities
Mortgage Loan	Hypothecation of underlying plant & machinery
Commercial Loan	Equitable mortgage of residential and commercial properties.

The Holding Company periodically monitors the market value of collateral and evaluates its exposure and loan to value matrix for high risk customers. The Holding Company exercises its right of repossession across all secured products, and also resorts to judicial remedies available against its mortgages and commercial lending business. The repossessed assets are either sold or released to delinquent customers in case they come forward to settle their dues, but are not recorded in the accounts. The assets possessed / received in settlement of the loan are recorded as non–current assets held for sale (refer note16).

Analysis of Concentration Risk

Credit concentration risk is the risk associated with any single exposure or group of exposures with the potential to produce large enough losses to threaten Holding Company's core operation. The Holding Company's exposure to various borrowers is constantly monitored to mitigate the credit concentration risk. The detail of advances to the top 20 largest borrowers and its percentage to the total advances is as under:

Particulars	As at 31 March, 2023	As at 31 March, 2022
Total Loans to twenty largest borrowers	5,406.48	5,140.29
Percentage of Advances to twenty largest borrowers to Total Loans of the Holding Company	38.84%	28.00%

The Holding Company's loans exposure are within the geographic area of National Capital Region, New Delhi.

Measurement uncertainty and sensitivity analysis of ECL estimates

Expected credit loss impairment loss allowances recognised in the financial statements reflect the effect of a range of possible economic outcomes, calculated on a probability-weighted basis, based on the economic scenarios. Key assumptions used in measurement of ECL.

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- The Holding Company considers the date of initial recognition as the base date from which significant increase in credit risk is determined.
- Since the Holding Company has a right to cancel any sanctioned but undrawn limits to any of its borrowers, EAD is assumed to be outstanding balance as on the reportingdate.

32.16 Disclosures pursuant to RBI Notification-RBI/2019-20/170 DOR (NBFC).CC.PD.NO.109/22.10.106/2019-20 Dated 13 March 2020- A comparison between provisions required under Income recognition, asset classification and provisioning (IRACP) and impairment allowances as per Ind AS 109 'Financial instruments'

Asset classification as per RBI Norms	Asset classification as per Ind AS 109	Gross carrying amount as per Ind AS	Loss allowance (Provisions) as required under Ind AS 109	Net Carrying amount	Provision required as per IRACP norms	Difference between Ind AS 109 provision and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
(a) Performing Assets						
Standard	Stage 1	196.48	0.00	196.48	3.88	(3.88)
	Stage 2	167.96	0.00	167.96	16.79	(16.79)
Subtotal (a)		**364.44**	**0.00**	**364.44**	**20.67**	**(20.67)**
(b) Non-Performing Assets (NPA)						
(i) Substandard	Stage 3	-	-	-	-	-
(ii) Doubtful up to						
1 year	Stage3	781.59	268.88	512.71	439.75	(170.87)
1 to 3 years	Stage 3	2,304.59	1,252.42	1,052.17	1,629.59	(377.17)
More than 3 years	Stage 3	10,470.08	6,819.48	3,650.60	8,797.70	(1,978.22)
Subtotal (ii)		**13,556.26**	**8,340.78**	**5,215.48**	**10,867.04**	**(2,526.26)**
(iii) Loss	Stage 3	-	-	-	-	-
Subtotal (b)		**13,556.26**	**8,340.78**	**5,215.48**	**10,867.04**	**(2,526.26)**
	Stage 1	196.48	0.00	196.48	3.88	(3.88)
Total (a+b)	Stage 2	167.96	0.00	167.96	16.79	(16.79)
	Stage 3	13,556.26	8,340.78	5,215.48	10,867.04	(2,526.26)
	Total	**13920.70**	**8,340.78**	**6,938.58**	**10,887.71**	**(2,546.93)**

32.17 Salient Feature of financials of Subsidiary Company as per the Companies Act, 2013.

Sl. No.	Particulars	Subsidiary (Amulet Technologies Limited) (Refer Note Below)
1.	Reporting period of the subsidiary concerned if different from the Holding Company's reporting period	N.A.
2.	Share Capital	25.00
3.	Reserve & Surplus	(178.18)
4.	Total Assets	1,344.92
5.	Total Liabilities	1,498.10
6.	Investment	Nil
7.	Turnover/Total Income	10.28
8.	(Loss) before Tax	(151.80)
9.	Provision for Tax	Nil

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Sl. No.	Particulars	Subsidiary (Amulet Technologies Limited) (Refer Note Below)
10.	(Loss) after Tax	(151.80)
11.	Proposed Dividend	Nil
12.	% of Shareholding	99.998%

Note: The Subsidiary has yet to start its commercial operations.

32.18 Additional information pursuant to schedule III of companies Act, 2013.

Name of Entity	Net Assets i.e. Total Assets minus Total liabilities		Share in (Loss)	
	As % of Consolidated net assets	Amount (Rs. in Lakhs)	As % of Consolidated Profit	Amount (Rs. in Lakhs)
Holding:				
Intec Capital Limited	66.35	2,649.79	(99.77)	(2,806.97)
Subsidiary:				
Amulet Technologies Limited	33.65	1,343.88	(0.23)	(6.33)

32.19 Title deeds of Immovable Properties not held in name of the Holding Company

Relevant line item in the Balance Sheet	Description of item property	Gross Carrying Value	Title Deeds held in the name of	Whether title deed holder is promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Holding Company
Property, plant & equipment	Land	4.82	Unitel Credit Private Limited (merged with Intec Capital Limited)	No	02/08/2006	Land was transferred to the Holding Company after merger of Unitel Credit Private Limited into the Holding Company. Holding Company istaking necessary steps to transfer the same in the name of the Holding Company.

32.20 Details of Loan & Advances in the nature of loan granted to Promoters, Directors, Key Management Personnal & the related parties.

Type of Borrower	As at 31 March 2023		As at 31 March 2022	
	Amount outstanding	% of Total	Amount outstanding	% of Total
Promoters	--	--	--	--
Director	--	--	--	--
KMPs	--	--	--	--
Related Parties				
Pantec devices Pvt. Ltd	50.22	0.33%	47.97	0.26%

32.21 Capital-Work-in Progress (CWIP)

Capital-work-in progress ageing schedule as at 31 March, 2023

CWIP	Amount in CWIP for a period of 31 March, 2023				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

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Capital-work-in progress completion schedule as at 31 March, 2022

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	0.35	-	-	-	-

Capital-work-in progress ageing schedule as at 31 March, 2022

CWIP	Amount in CWIP for a period of 31 March, 2021				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	0.35	-	-	0.35
Projects temporarily suspended	-	-	-	-	-

32.22 During the year, Holding Company has written off loans having gross amount (including interest accrued thereon) of Rs. 5,080.47 lakhs (Previous year: Rs. 49.24 lakhs) and also reversed impairment loss allowance of Rs. 4,026.86 lakhs (Previous year: Rs. 37.96 lakhs) held on these loans, as in view of the management, there is very low probability of recovery of these loans, however, the litigation / recovery process will be continued in the normal course. The reversal of impairment loss allowance on these loans after their write off has also resulted in reversal of deferred tax assets of Rs. 1,013.48 lakhs during the year (Previous year: Rs. 9.55 lakhs).

32.23 In absence of virtual uncertainty regarding availability of the sufficient taxable income in future, the deferred tax assets has not been recognised on accumulated brought forwarded and current tax losses, however, has reversed the Deferred tax assets (net) of Rs. 863.52 lakhs during the year, i.e. net of reversal of deferred tax assets of Rs. 1,013.48 lakhs on impairment loss on the loans (as detailed in note 32.21 above) and creation of deferred tax liabilities of Rs. 149.96 lakhs on other temporary differences.

32.24 Wilful Defaulter:

The Holding Company has not been declared wilful defaulter by any bank or financial institution or other lender Company, as such the declaration as wilful defaulter is not applicable.

32.25 Relationship with Struck off Companies

The Company has the transactions with the Company struck off under Section 248 of CompaniesAct, 2013 or Section 560 of CompaniesAct, 1956, as under:

Name of Struck off Holding Company	Nature of transactions with struck-off Company	Balance outstanding as at 31 March, 2023	Relationship with the struck off Company, if any, to be disclosed
Runit Fabrics Pvt Ltd.	Loan outstanding	9.65	No relation

32.26 Ratio Analysis

Particulars	Numerator	Denominator	31March, 2023	31 March, 2022	% Variance	Reason for variance
Capital to risk-weighted assets ratio (CRAR)	Total Capital Funds	Risk Weighted Assets	(7.84)	17.36	-145%	Due to losses in the current year
Tier I CRAR	Net Owned Funds	Risk Weighted Assets	(7.84)	17.36	-145%	Due to losses in the current year
Tier II CRAR	Tier II Capital	Risk Weighted Assets	0.00	0.01*	-100.00% *(round-up)	Due to decrease in provision
Liquidity Coverage Ratio	Cash & cash equivalents	Net Cash Out Flow	0.43	3.38	+87.28%	Due to decrease in cash and cash equivalents

32.27 The Holding Company did not have any transaction which had not been recorded in the books of accounts, which had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

32.28 The Holding Company has not traded or invested in crupto currency or virtual currency during the year.

32.29 The Holding Company has not advanced or loaned or invested any funds (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person or entity, including foreign entity (“Intermediaries”), with

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

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 provided any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

32.30 The Holding Company has not received any funds from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provided any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

32**.31** Previous year's figures have been reclassified / regrouped wherever necessary to conform to current year classification.

As per our report of even date
For S. P. Chopra&Co.
Firm Registration No. 000346N

For and on behalf of the Board of Directorsof Chartered Accountants Intec Capital Limited

(Gautam Bhutani)
Partner
Membership No.: 524485

(Sanjeev Goel)
Managing Director
DIN: 00028702

(Surender Kumar Goel)
Director
DIN: 00963735

Place: New Delhi
Date: 26 May, 2023

(Rajesh Sharma)
Chief Financial Officer

(Radhika Garg)
Company Secretary
M. No. ACS – 36587

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Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

ANNEXURE – I, AS REFERRED IN NOTE 32.11

A. Schedule to the Balance Sheet, as required in terms of paragraph 18 of 'Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, as amended.

		Particulars	As at 31 March, 2023		As at 31 March, 2022	
		Liabilities side:				
1		**Loans and advances availed by the NBFC inclusive ofinterest accrued thereon but not paid:**	**Amount Outstanding**	**Amount Overdue**	**Amount Outstanding**	**Amount Overdue**
	(a)	Debentures:				
		Secured	-	-	-	-
		Unsecured	-	-	-	-
		(Other than falling within the meaning of public deposits)				
	(b)	Deferred credits	-	-	-	-
	(c)	Term loan	851.27	851.27	908.71	907.73
	(d)	Inter corporate loans and borrowings	-	-	-	-
	(e)	Commercial paper (net of un-amortized discount on issue)	-	-	-	-
	(f)	Public Deposits	-	-	-	-
	(g)	Other loans:				
		Working capital demand loans from banks	-	-	-	-
		Cash credit/overdraft from banks	4,477.54	4,477.54	4,801.61	4,680.78
		Total	**5,328.81**	**5,328.81**	**5,710.32**	**5,588.51**

2			Amount outstanding As at 31 March, 2023	Amount out standing As at 31 March, 2022
		Break-up of (1)(f) above (Outstanding public depositsinclusive of interest accrued thereon but not paid):		
	a)	In the form of Unsecured Debentures	-	-
	b)	In the form of partly secured debentures i.e.debentures where there is a shortfall in the value ofsecurity	-	-
	c)	Other Publicdeposits	-	-
		Total	-	-

3		Assets side:	Amount outstanding As at 31 March, 2023	Amount outstanding As at 31 March, 2022
		Break-up of loans and advances including bills receivables {other than those included in (4) below}:		
	(a)	Secured #	5,105.48	6,171.33
	(b)	Unsecured #	474.44	403.86
		Total	**5,579.92**	**6,575.19**

Comprises of loans which are disclosed net of provision for non-performing assets.

4	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities	As at 31 March, 2023	As at 31 March, 2022
	(i) Lease assets including lease rentals under sundry debtors:		
	(a) Financial lease	-	-
	(b) Operating lease	-	-
	(ii) Stock on hire including hire charges, under sundry debtors:		
	(a) Assets on hire	-	-
	(b) Repossessed stock	-	-
	(iii) Other Loans counting towards AFC activities:		
	(a) Loans where assets have been repossessed	-	-
	(b) Loans other than (a) above	-	-
	Total	**-**	**-**

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

5	Break-up of investments		Amount outstanding as at 31 March, 2023	Amount outstanding as at 31 March, 2022
	Current investments:			
1	**Quoted:**			
	(i)	Shares:		
		(a) Equity	-	-
		(b) Preference	-	-
	(ii)	Debentures and bonds	-	-
	(iii)	Units of mutual funds	-	-
	(iv)	Government securities	-	-
	(v)	Others	-	-
2	**Unquoted:**			
	(i)	Shares:		
		(a) Equity	-	-
		(b) Preference	-	-
	(ii)	Debentures and bonds	-	-
	(iii)	Units of mutual funds	-	-
	(iv)	Government securities	-	-
	(v)	Others	-	-
	Long term investments:			
1	**Quoted:**			
	(i)	Shares:		
		(a) Equity	-	-
		(b) Preference	-	-
	(ii)	Debentures and bonds	-	-
	(iii)	Units of mutual funds	-	-
	(iv)	Government securities	-	-
	(v)	Others	-	-
2	**Unquoted:**			
	(i)	Shares:		
		(a) Equity	6.84	6.84
		(b) Preference	-	-
	(ii)	Debentures and bonds	-	-
	(iii)	Units of mutual funds	-	-
	(iv)	Government securities	-	-
	(v)	Others	-	-
		Total	**6.84**	**6.84**

6 Borrower group wise classification of all assets financed as in (2) and (3) above:

Category	Amount net of provisions			Amount net of provisions		
	As at 31 March, 2023			As at 31 March, 2022		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties:						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related Parties	-	50.22	50.22	-	47.97	47.97
2 Other than related Parties	5,105.48	424.22	5,391.30	6,171.33	355.89	6,527.22
Total	**5,105.48**	**474.44**	**6,938.58**	**6,171.33**	**403.86**	**6575.19**

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Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

7 Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	As at 31 March, 2023		As at 31 March, 2022	
	Market value/ Break-up or Fair value or NAV #	Book value (net of Provisions)	Market Value/ Break-up or Fair Value or NAV #	Book value (net of Provisions)
1 Related Parties:				
(a) Subsidiaries	-	-	-	-
(b) Companies in thesame group	-	-	-	-
(c) Other related parties	3.03	3.03	3.03	3.03
2 Other than related parties	3.81	3.81	3.81	3.81
Total	**6.84**	**6.84**	**6.84**	**6.84**

8	Other information	As at 31 March, 2023	As at 31 March, 2022
	(i) Gross Non-PerformingAssets#		
	(a) Related parties	-	-
	(b) Other than related parties	13,556.26	18,088.08
	(ii) Net Non-Performing Assets #		
	(a) Related parties	-	-
	(b) Other than related parties	5,215.48	6,306.25
	(iii) Assets acquired in satisfaction of debts (net of provisions)	-	-

 # These are unquoted shares and the fair value/NAV thereof is not less than their book value.

B. Details of assignment transactions undertaken

Particulars	As at 31 March, 2023	As at 31 March, 2022
(i) No. of accounts	-	-
(ii) Aggregate value of accounts sold, gross exposure	-	-
(iii) Aggregate consideration for assigned portion	-	-
(iv) Additional consideration realised in respect of accounts transferred in earlier years	-	-
(v) Aggregate gain/(loss) over net book value	-	-

C. Disclosure of restructured accounts as required by the NBFC Master Directions issued by RBI

Type of restructuring – Others	Asset Classification				
	Standard	Sub-standard	Doubtful	Loss	Total
i) Restructured accounts as on 1 April, 2022					
No. of borrowers	1	-	-	-	1
Amount outstanding	171.98	-	-	-	171.98
Provision thereon	0.43	-	-	-	0.43
ii) Fresh restructuring during the year-					
No. of borrowers	-	-	-	-	-
Amount outstanding	-	-	-	-	-
Provision thereon	-	-	-	-	-
iii) Upgradations to restructured standard category during the FY-					
No. of borrowers	-	-	-	-	-
Amount outstanding	-	-	-	-	-
Provision thereon	-	-	-	-	-

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

Type of restructuring – Others	Asset Classification				
	Standard	Sub-standard	Doubtful	Loss	Total
iv) Restructured standard advances which cease to attract higher provisioning and/or additional risk weight at the end of the FY and hence need not be shown as restructured standard advances at the beginning of the next FY-					
No. of borrowers	-	-	-	-	-
Amount outstanding	-	-	-	-	-
Provision thereon	-	-	-	-	-
V) Downgradations of restructured accounts during the FY-					
No. of borrowers	-	-	-	-	-
Amount outstanding	-	-	-	-	-
Provision thereon	-	-	-	-	-
vi) Write-offs/Settlements/Recoveries of restructured accounts during the year					
No. of borrowers	1	-	-	-	1
Amount outstanding	(4.02)	-	-	-	(4.02)
Provision thereon	16.37	-	-	-	16.37
vii) Restructured accounts as on 31 March, 2023					
No. of borrowers	1	-	-	-	1
Amount outstanding	167.96	-	-	-	167.96
Provision thereon	16.80	-	-	-	16.80

D. Disclosure pursuant to Reserve Bank of India Circular DOR.NBFC (PD) CC. No.102/03.10.001/2019-20 dated November 4, 2019 pertaining to Liquidity Risk Management Framework for Non-Banking Financial Companies:

(I) Funding Concentration based on significant counterparty (borrowings)

Particulars	As at 31 March, 2023
Number of significant counter parties*	-
Amount	-
Percentage of funding concentration to total liabilities	-

*Significant counterparty is as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC.No.102/03.10.001/2019-20 dated 4 November 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies.

(II) Top 10 borrowings

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Amount	% of Total Borrowings	Amount	% of Total Borrowings
Top 10 Borrower*	5,328.81	100 %	5,710.32	100 %

*Based on size of bond issuance/term loans from bank

(III) Funding Concentration based on significant instrument/product

Significant instrument / product	As at 31 March, 2023		As at 31 March, 2022	
	Amount	% of Total Liabilities	Amount	% of Total Liabilities
Borrowings	5,328.81	100 %	5,710.32	100 %
Total	5,328.81	100 %	5,710.32	100 %

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Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023
(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

(IV) Stock Ratios

Particulars	% to total public funds	% to total liabilities	% to total assets
As at 31.03.2023			
Other short-term liabilities	-	5.94 %	3.50 %
As at 31.03.2022			
Other short-term liabilities	-	5.70 %	2.71 %

E. Additional disclosures in financial statements - notes to accounts of NBFCs pursuant to the RBI Circular RBI/2022-23/26 DOR.ACC.REC.No.20/21.04.018/2022-23 dated April 19, 2022:

A) Exposure

1) Exposure to real estate sector-Nil

2) Exposure to capital market-Nil

3) Sectoral Exposure

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities						
2. Industry						
2.1 Micro and Small	6,555.56	4,840.31	76.37 %	8,825.09	7,205.47	81.65 %
2.2 Medium	1,402.52	1,402.52	100 %	1404.82	1404.82	100 %
2.3 Large	141.45	141.45	100 %	141.45	141.45	100 %
Total of Industry (1 + 2)	**8,099.53**	**6,384.28**	**80.87 %**	**10,371.36**	**8,751.74**	**84.38 %**
3. Services						
3.1 Transport Operators	165.00	165.00	100 %	165	165	100 %
3.2 Computer Software	282.51	282.51	100 %	419	419	100 %
3.3 Tourism, Hotel and Restaurants	40.40	40.40	100 %	71.85	71.85	100 %
3.4 Professional Services	1,519.55	1,519.55	100 %	1,782.92	1,782.92	100 %
3.5 Trade						
3.5.1 Wholesale Trade (other than Food Procurement)	642.19	638.63	99.45 %	1,010.23	999.56	98.94 %
3.5.2 Retail Trade etc.	2,043.16	2,043.16	100 %	2,287.10	2,287.10	100 %
3.6 Others	2,487.02	2,482.73	99.83 %	3,627.99	3,610.89	99.35 %
Total of Services (3.1 to 3.6)	**7,179.83**	**7,171.98**	**99.89 %**	**9,364.09**	**9,336.34**	**99.70 %**
Total	**15,279.36**	**13,556.26**	**89.81 %**	**19,735.45**	**18,088.08**	**91.58 %**

4) Intra-group exposures

Particulars	As at 31 March, 2023	As at 31 March, 2022
(i) Total amount of intra-group exposures	50.22	47.97
(ii) Total amount of top 20 intra-group exposures	20.22	47.97
(iii) Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	0.36%	0.26%

Notes forming part of the Consolidated Financial Statements for the year ended 31 March, 2023

(All amounts in Indian Rupees (Rs.) in lakhs, unless otherwise stated)

B) Related Party Disclosure

Items/ Related Party	Key Management Personnel		Relatives of Key Management Personnel@		Other related party		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Advances outstanding as at year end	-	-	-	-	50.22	47.97	**50.22**	**47.97**
Remuneration paid	145.42	147.13	26.32	23.36	-	-	**171.74**	**170.49**
Sitting Fees paid	0.50	0.50	-	-	-	-	**0.50**	**0.50**
Interest income on loans (net of Ind AS impact)	-	-	-	-	2.25	2.25	**2.25**	**2.25**
Investments held	-	-	-	-	3.03	3.03	**3.03**	**3.03**
Guarantees given on behalf of the Holding Company	(1)	(2)	-	-	(1)	(2)	**5,328.81 (1)**	**5,709.34 (2)**

C) Disclosure of complaints

1) Summary information on complaints received by the NBFCs from customers and fromthe Offices of Ombudsman

Particulars	As at March 31, 2023	As at March 31, 2022
i) No. of complaints pending at the beginning of the year	6	35
ii) No. of complaints received during the year	139	125
iii) No. of complaints redressed during the year	144	154
iv) No. of complaints pending at the end of the year	1	6

2) Top five grounds of complaints received by the NBFCs from customers. (Refer Note below)

Grounds of Complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
			Current Year		
CIBIL	1	53	61%	-	-
Refund	5	4	(84%)	-	-
CHG-4	-	31	82%	-	-
Settlement	-	19	6%	-	-
Withdraw legal	-	9	80%	-	-
Others	-	23	(15%)	1	1
Total	**6**	**139**		**1**	**1**
			Previous Year		
CIBIL	1	33	NA	1	-
Refund	31	25	NA	5	-
CHG-4	-	17	NA	-	-
Settlement	1	18	NA	-	-
Withdraw legal	-	5	NA	-	-
Others	2	27	NA	-	-
Total	**35**	**125**		**6**	

Note:
The complaints, if any from the shareholders, borrowers or any other party/stakeholder are thoroughly addressed/ investigated/enquired as and when received and necessary action and impact thereof, if any is taken accordingly as considered appropriate by the Management. As at the yearend, no such impact is required in the financial statements and the same if any required will be taken in the period such complaints are suitably/appropriately addressed.

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NOTICE OF 29th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting (AGM / 29th AGM) of the members of **INTEC CAPITAL LIMITED** ("the Company") will be held on Friday, 15th September, 2023 at 12:00 p.m. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility, to transact the following business:

ORDINARY BUSINESS:

Item No. 1: To consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2023 together with the Directors' and Auditors' Reports thereon.

To receive, consider and adopt the Audited Financial Statements of the Company which include Balance Sheet as at March 31, 2023, the Statement of Profit & Loss for the Financial year ended on that date together with schedule(s), annexure(s) and note(s) thereon and the cash flow statement of the Company ("Financial Statement") and the report of the Board of Director(s) ("Board") and the Statutory Auditor(s) thereon.

Item No. 2: Appointment of Mr. Sanjeev Goel (DIN: 00028702) Managing Director who retires by rotation and being eligible, offers himself for re-appointment.

To appoint a director in place of Mr. Sanjeev Goel, Director (DIN: 00028702), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: To adopt new set of Memorandum of Association (MOA) of the Company as per Companies Act, 2013

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

"RESOLVED THAT pursuant to Section 4, 13, 15 and other applicable provisions read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association to sync the Memorandum of Association in accordance with the Table A of the Schedule I of the Act and to alter the Clause III(B) & Clause III(C) of object clause as follows:

1. Substitute in Clause III(B) with the new sub-heading "III(B) - Matters which are necessary for furtherance of the Objects specified in Clause III(A)" without any change in sub-clause no. 1 to 28 therein; and
2. Delete the entire other objects Clause III(C) including the sub clause no. 1 to 77;

RESOLVED FURTHER THAT the Company Secretary and the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Item No. 4: To adopt new set of Articles of Association (AOA) of the Company as per Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt new set of Articles of Association in place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Company Secretary and the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution ."

Item No. 5: To appoint Mr. Kanwar Nitin Singh (DIN: 10204543) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Kanwar Nitin Singh (DIN: 10204543), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 17^{th} June, 2023 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non- Executive Independent) of the Company to hold office for five consecutive years with effect from the date of appointment i.e. 17^{th} June, 2023 to 16^{th} June, 2028 and whose office shall not be liable to retire by rotation."

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

Registered Office:
708, Manjusha, 57 Nehru Place,
New Delhi – 110019
CIN: L74899DL1994PLC057410
Email: complianceofficer@inteccapital.com

By Order of the Board of Directors
For Intec Capital Limited

Sd/-
(Radhika Garg)
Company Secretary & Compliance officer

Place: New Delhi
Date: August 10, 2023

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EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH PARA 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS

Item No. 3:

The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified". Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to adopt the new Memorandum of Association in place of the existing Memorandum of Association to sync the Memorandum of Association in accordance with the Table A of the Schedule I of the Act and to alter the Clause III(B) & Clause III(C) of object clause as follows:

1. Substitute in Clause III(B) with the new sub-heading "III(B) - Matters which are necessary for furtherance of the Objects specified in Clause III(A)" without any change in sub-clause no. 1 to 28 therein; and
2. Delete the entire other objects Clause III(C) including the sub clause no. 1 to 77;

The Board at its meeting held on August 10, 2023 has approved alteration of the MOA of the Company and the Board now seeks Members' approval for the same.

Copy of the draft Memorandum of Association of the Company would be available for inspection by the members during the Annual General Meeting of the Company between 03:00 p.m. to 05:00 p.m.

The Board recommends the **Special Resolution** for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No. 4:

The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new set of AOA to be substituted in place of the existing AOA.

The Board at its meeting held on August 10, 2023 has approved such alteration of the AOA of the Company and the Board now seek Members' approval for the same.

Copy of the draft Articles of Association of the Company would be available for inspection by the members during Annual General Meeting of the Company between 03:00 p.m. to 05:00 p.m.

The Board recommends the **Special Resolution** for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5:

The Board with a view to strengthen the Board with professionals from diversified background, on the recommendation of the Nomination and Remuneration Committee ('NRC'), has passed the circular resolution on June 17, 2023 and appointed Mr. Kanwar Nitin Singh (DIN: 10204543) as an Additional Director (Non-Executive - Independent) on the Board of the Company w.e.f 17.06.2023 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto five consecutive years from the date of appointment i.e. 17th June, 2023 to 16th June, 2028.

In addition, the appointment of Mr. Kanwar Nitin Singh will enable the Company to fulfill the requirement of having a Non-Executive Independent Director consequent to resignation of Mr. Himanshu Purwar as a Non-Executive Independent Director of the Company.

NRC, inter alia, have identified experience in Financial Services, Leadership capabilities, Expertise in Governance, Risk Management, Strategic Investments, and Business Transformation & Strategy as the skills and capabilities required for the role.

Considering the profile and experience of Mr. Kanwar Nitin Singh, the NRC and the Board is of the view that he meets the above skills and capabilities. Mr. Kanwar Nitin Singh is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 (the 'Act').

He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received declaration from him that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In the opinion of the Board, Mr. Kanwar Nitin Singh fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management.

In connection with the aforementioned, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder; has been received by the Company, regarding candidature of Mr. Kanwar Nitin Singh for the office of the director. The copy of letter of appointment issued to Mr. Kanwar Nitin Singh setting out the terms and conditions of his appointment is available electronically for inspection by the members.

In terms of regulation 25(2A) of the Listing Regulations, a Special Resolution is required for appointment of an Independent Director. Further, as per regulation 17(1C) of the Listing Regulations, appointment of a person on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought.

Relevant details relating to appointment of Mr. Kanwar Nitin Singh as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an "Annexure - I" to this Notice.

The Board recommends the **Special Resolution** for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ANNEXURE -I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of the Director	Sanjeev Goel	Kanwar Nitin Singh
DIN	00028702	10204543
Date of Birth	07-09-1963	18-10-1982
Age	59 Years	40 Years
Date of first appointment on the Board	15/02/1994	NA
Qualifications	Fellow member of Institute of Chartered Accountants of India and has done MBA from University of IOWA (USA)	Company Secretary and Lawyer
Expertise in specific functional areas	He has total work experience of more than 25 years in the financial sector.	He has vast experience in Legal & Secretarial of over 12 years. He also holds an MBA in Finance from Amity University. He inter alia possesses skills in leadership role, corporate governance, risk management and strategic planning. He has handled all Secretarial compliances and Legal cases including Consumer Court cases, Criminal cases, Labour Law cases, Suit for recovery of dues, Suit for declaration and Specific Performance etc. He has experience in handling all matters related to BIFR, DRT, DRAT etc.

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Name of the Director	Sanjeev Goel	Kanwar Nitin Singh
No. of Board Meetings attended during the financial year 2022-23	Five	NA
Directorships of other Board*	1. Intec Share and Stock Brokers Limited 2. Amulet Technologies Limited	None
Membership/Chairmanship of Committees of other Board	None	None
Number of Shares held in the Company	644464	Nil
Inter-se relationship with other Directors, Manager and Key Managerial Personnel	None	None
Terms and Conditions of appointment or reappointment	As per the appointment letter	As per the appointment letter
Remuneration last drawn	As per the shareholders' approval	NA
Remuneration proposed to be paid	NA	He will be eligible for payment of sitting fees as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.

**Excludes Directorship/Chairpersonships in Associations, Private Limited companies, Foreign Companies, Government Bodies, Companies registered under Section 8 of the Act and Alternate Directorships.*

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item nos. 3, 4 and 5 of the Notice is annexed hereto and forms part of this Notice. The Board of Directors has considered and decided to include Item Nos. 3, 4 and 5 as given above as Special Business in the forthcoming AGM as they are unavoidable in nature. The relevant details as set out under Item Nos. 2 and 5 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking re-appointment and appointment at this AGM are also annexed to this Notice.

2. The Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") due to the COVID-19 pandemic. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 29th AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 29th AGM shall be the Registered Office of the Company.

   As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

3. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.

4. In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2022-2023 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes.

   In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2022-2023 and Notice of the 29th AGM of the Company, may send request to the Company's e-mail address at complianceofficer@inteccapital.com mentioning Folio No./DP ID and Client ID.

   Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at complianceofficer@inteccapital.com on or before Thursday, September 7, 2023. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

5. Pursuant to Section 113 of the Act, institutional / corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-voting / attending AGM, to complianceofficer@inteccapital.com.

6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India ("ICSI"), Regulation 44 of Listing Regulations 2015, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 29th AGM to those Members participating in the 29th AGM to cast vote through e-voting system during the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.

7. The Board of Directors of the Company has appointed Mr. Priyank Kukreja, (M. No. A40585 and Certificate of Practice No. 19465), Practicing Company Secretaries as Scrutinizer for conducting the voting process of remote e-voting and e-voting during AGM in a fair and transparent manner. The Scrutinizer shall submit his / her report, to the Chairman or any person authorized by him, on the voting in favour or against, if any, within two working days from the conclusion of the Meeting. The results declared along with the consolidated Scrutinizer's Report of the meeting shall be placed on the website of the Company at https://www.inteccapital.com/investors/shareholders-notices-and-voting-results/agmegm-notices-and-results/. The results shall simultaneously be communicated to the Stock Exchange and on CDSL's website www.evotingindia.com, immediately after the result is declared by the Chairman.

8. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on email to complianceofficer@inteccapital.com.

9. Pursuant to the provisions of Section 91 of the Act the register of members and share transfer books of the Company will remain closed from Saturday, September 09, 2023 to Friday, September 15, 2023 (both days inclusive) for the purpose of the AGM.

10. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz., NSDL and CDSL. Member holding shares in physical form are requested to update bank details with the Company's Registrar and Share Transfer Agents viz., M/s Beetal Financial & Computer Services Pvt. Ltd. 99 Madangir, Behind LSC New Delhi -110062.

11. Members who have not yet registered their e-mail addresses and mobile numbers are requested to update the said details in the records of the relevant depositories (National Securities Depository Limited / Central Depository Services (India) Limited) through their depository participants (Or) may contact the Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services Pvt. Ltd. 99 Madangir, Behind LSC New Delhi -110062, Telephone: 011-29961281-283 , 26051061, 26051064, E-mail: beetalrta@gmail.com for receiving any documents / communication from the Company.

12. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.

13. The Securities and Exchange Board of India vide its circular dated November 3, 2021 had mandated all holders of physical securities to furnish the PAN, Nomination details, contact details including postal address with PIN, mobile number, e-mail address, bank account details and specimen signature to the Company/ Registrar & Share Transfer Agents (RTA) of the Company in Forms ISR-1, ISR-2, SH-13 etc.

Pursuant to the circulars dated November 3, 2021, January 25, 2022 read with March 16, 2023, the RTA has obtained documents / is in the process of obtaining the details of PAN, KYC details and nomination (wherever, the same is not available in the folio), while processing any service requests or complaint from the holder(s) / claimant(s). As indicated in the SEBI Circular dated March 16, 2023, the physical folios of those shareholders who have not submitted the abovementioned documents / details on or after October 1, 2023 will be frozen by the RTA.

The securities in the frozen folios shall be:-

a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid;

b) eligible for any payment including dividend, interest or redemption payment only through electronic mode;

c) referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

The shareholders shall be eligible to lodge any grievance or avail service request and receive dividend from the Company only after furnishing the above said complete documents.

In this regard, the members who have not yet submitted the above-mentioned documents are requested to furnish the above-mentioned details in Forms ISR-1, ISR-2, SH-13 etc., so that the Company / RTA shall revert the frozen folio to normal status upon receiving the above-mentioned documents. The forms are available on the Company's website at https://www.inteccapital.com/investors/investor-information/investor-request-forms/. Alternatively, the members may also dematerialize all the shares held by them.

14. Members may note that the Notice of AGM and the Annual Report for the financial year 2022-2023 will also be available on the Company's website www.inteccapital.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com. For any communication in this regard, including the requirement of physical copy of Annual Report, members may send their request letters to complianceofficer@inteccapital.com / beetalrta@gmail.com.

15. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or the Company Secretary, at the Company's Registered office mentioning the relevant Folio number or DP Id and Client Id, for issuance of demand draft. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend account, shall, as per section 125 of the Act, be transferred to the Investor Education and Protection fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to IEPF as per Section 125 of the Act, and the applicable rules.

16. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the Company and the same can be accessed through the link: https://www.inteccapital.com/investors/investor-information/unclaimed-unpaid-amount-of-dividends-deposits/. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in.

17. Members may join the 29th AGM through VC Facility by following the procedure as mentioned below in the notice, which shall be kept open for **the Members from 11:45 A.M. IST i.e.** 15 minutes before the time scheduled to start the 29th AGM and the Company may close the window for joining the VC Facility, 15 minutes after the scheduled time to start the 29th AGM. Attendance of members will be counted as the members who have successfully logged in through VC or OAVM and shall be counted for the purpose of reckoning of the quorum under section 103 of the Act.

18. Relevant documents referred to in the notice will also be available for electronic inspection without any fees by the members from the date of this notice upto the date of the meeting.

19. The Remote e-voting starts at 09.00 A.M. on Tuesday, 12th September 2023 and ends at 05.00 P.M. on Thurday, 14th September, 2023. The remote e-voting module will be disabled by CDSL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 08th September, 2023 (cut-off date) may cast their vote electronically.

20. The voting rights of shareholders shall be in proportion to their equity shares in the paid up equity share capital of the Company as on Friday, 08th September, 2023 (cut-off date).

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

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

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

1) The voting period begins at 09.00 A.M. on Tuesday, 12th September 2023 and ends at 05.00 P.M. on Thursday, 14th September, 2023. 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 Friday, 08th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

3) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

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

 2) Click on “Shareholders” module.

 3) Now enter your User ID

  a. For CDSL: 16 digits beneficiary ID,

  b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

  c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

 4) Next enter the Image Verification as displayed and Click on Login.

 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

ii. After entering these details appropriately, click on “SUBMIT” tab.

iii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

iv. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

v. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

vi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

viii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xiii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; complianceofficer@ inteccapital.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@inteccapital.com on or before 07th September, 2023 .The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@inteccapital.com on or before 07th September, 2023. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Friday, 26th December, 2022, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.

Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to e-mail such request to the Company at complianceofficer@inteccapital.com.

Registered Office:
708, Manjusha, 57 Nehru Place,
New Delhi – 110019
CIN: L74899DL1994PLC057410
Email: complianceofficer@inteccapital.com

By Order of the Board of Directors
For Intec Capital Limited

Sd/-
(Radhika Garg)
Company Secretary & Compliance officer

Place: New Delhi
Date: August 10, 2023

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