MANBA
FINANCE

THE ANNUAL REPORT (2022-23)

CORPORATE INFORMATION

With humble beginnings in 1996, **Manba Finance Ltd** has adopted an integrated approach to lending, with the technology infrastructure and related back-end support functions similar to that of a retail bank. This integrated approach has enabled it to manage increasing business volumes and optimize overall efficiencies. Manba Finance Ltd provides complete assurance and maintains the high level of transparency in every deal.

Our ethical approach has helped clients to develop long term and strong bonds with companies which work on a strong value system. Across India's cities, small towns and villages, people are aspiring to change their destiny through courage and fast access to capital. At Manba Finance Ltd., it is both an honour and a responsibility for us to help people in their hour of need.

Manba Finance Limited have made a mark by being completely ethical and transparent in all dealings and ensuring that customers are satisfied by services at all times.

Along with leaping progresses in innovation, technology, products and customer outreach, we ushered in an era of expansion. We extended our footprint with 54 locations and establishing operations in 4 states.

MISSION

- **Best financial service, at every step of the way**
- **To be your partner in the whole journey as we have products (loans) that you need every step of the way**
- **Technology friendly**

VISION

Manba Finance's vision is anchored in a digitally advanced India, where financial solutions are effortless and swift. Our commitment to providing paperless, quick loan approvals is paralleled by our dedication to social responsibility, amplifying positive change within society.

VALUES

We adhere to a set of value that secure every aspect of our core principles.

- **Core Values**
- **Integrity**
- **Commitment**
- **Reliability**
- **Service**
- **Excellence**
- **Compliance of Laws**
- **Regulations and Code of Conduct**

BOARD OF DIRECTORS

MANISH SHAH
Chairman &
Managing Director

NIKITA SHAH
Director

MONIL SHAH
Director &
Chief Business Officer

JAY MOTA
Director &
Chief Financial Officer

KIRIT SHAH
Director

ANSHU SHRIVASTAVA
Independent Director

ABHINAV SHARMA
Independent Director

BOARD OF DIRECTORS

Manish Shah
Chairman and Managing Director

Nikita Shah
Director

Monil Shah
Director and Chief Business Officer

Jay Mota
Director and Chief Financial Officer

Kirit Shah
Director

Anshu Shrivastava
Independent Director

Abhinav Sharma
Independent Director

KEY MANAGERIAL PERSONNEL

Jay Mota
Director and Chief Financial Officer

Bhavisha Jain
Company Secretary

CIN:

U65923MH1996PLC099938

SECRETARIAL AUDITORS

M/s Ronak Jhuthawat and Co
Company Secretaries

STATUTORY AUDITORS

Venus Shah & Associates
Chartered Accountants

RATING AGENCY

Care Ratings Limited
Acuite Ratings and Research Limited

REGISTRAR & TRANSFER AGENT

Purva Sharegistry India Pvt. Ltd.
Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt,
J. R. Boricha Marg, Lower Parel East,
Mumbai, Maharashtra 400011
Phone No. 022 2301 6761

DEBENTURE TRUSTEE

IDBI Trusteeship Services Limited
Asian Building, Ground Floor, 17 R. Kamani Marg,
Ballard Estate, Mumbai - 400 001
Tel No : 022-40807000
Website : www.idbitrustee.com

Vardhman Trusteeship Private Limited
The Capital, A Wing, 412A, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
Tel No : 022- 42648335
Website : www. vardhmantrustee.com

REGISTERED OFFICE

324, Runwal Heights, L.B.S Marg,
Opp. Nirmal Lifestyle, Mulund, West,
Mumbai – 400 080 Maharashtra, India
Website: www.manbafinance.com
E Mail: info@manbafinance.com
Phone : +91 022 662346666

CORPORATE OFFICE

MANBA HOUSE, Plot Number A-79, Road No. 16,
MIDC, Wagle Industrial Estate, Thane West
Thane 400604, Maharashtra India

BANKS AND FINANCIAL INSTITUTIONS

AU small finance bank Limited
Bank of Baroda Limited
Federal Bank Limited
IDFC First Bank Limited
Indian Overseas Bank Limited
ICICI Bank
Jana Small Finance Bank limited
State Bank of India
SBM Bank (India) Limited
Utkarsh Small Finance Bank Limited
A. K. Capital Finance Limited
Ambit Finvest Pvt Limited
Capital Small Finance Bank Limited
Cholamandalam Investment & Finance Company
Edge Credit Opportunities Fund
Hinduja Leyland Finance Limited
Incred Financial Services Limited
Kogta Finance Mahindra Finance Limited
Manappuram Finance Limited
MAS Financial Services Limited
Muthoot Capital Service Limited
Muthoot Finance Limited
Muthoot Money Limited
Muthoot Vehicle and Asset Finance Limited
Nabsamruddhi Finance Limited
Northern Arc Capital Limited
STCI Finance Limited
Sundaram Finance Limited

MANAGING DIRECTOR'S MESSAGE

I am delighted to present our annual report for the year 2022-23. I am proud to share that your Company has demonstrated consistent and sustainable growth over the past decade, even in the face of a challenging economic and business environment. Every milestone is a stepping-stone for the next

Amid a challenging external environment characterised by volatility, we have not only achieved strong growth in AUM and profitability

We have continued to make significant progress across financial and non-financial metrics. We also remain committed to creating long-term value for our shareholders by investing in people, processes, and products. Our 100,000 plus valuable customers are served through 54+ locations

In FY 2022-23, our AUM grew 27.80 % to ₹ 634 crores, Our net profit grew 61.37% to ₹15.33crores.

Your Company has been aggressively investing in developing unique products, processes, and experiences to emerge as one of the most preferred NBFCs in India. We shall focus towards building scale, keeping customers at the centre of all our initiatives. We have identified all core and critical digitisation initiatives, in line with our technology roadmap. Accordingly, in the next two years, we will invest in our core system to handle scale with agility.

Over the years, our endeavour has been to ensure transparency and maintain the highest standards of Corporate Governance in all our business processes

In order to achieve our milestone, we are always investing in our existing people, improving our culture and work environment through activities and initiatives. Retain our most important asset, our people. The journey of Manba Finance is never ending. But with the support of my team and clients, I am confident that the company will perpetuate to scale milestones of excellence for years to come.

We bring value to our customers by being with them whenever they need us. Because this is the best way we learn about their concerns, their aspirations and their specific needs.

This incredible journey would not have been possible without the support of our customers, our enthusiastic employees, the guidance of our regulators and the management of Manba Finance Limited.

I would like to thank all our stakeholders for their trust and faith in us, as we take confident strides into the future to emerge as one of the most respected financial institutions in India.

To,
The Members of Manba Finance Limited

Your Directors are pleased to present their 27th Annual Report the business, operations and state of affairs of the Company together with the audited accounts of your Company for the Financial Year ended 31st March, 2023.

The performance highlights and summarised financial results of the Company are given below:

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY
The financial performance of your Company for the year ended 31st March, 2023 is summarised below:

Amount in ₹ (lakhs)

Particulars	2022-23	2021-22
Total Income	**13,384.89**	**10,702.44**
Employee Benefit Expenses	2,799.86	2,287.14
Finance cost	5,661.89	4,658.59
Depreciation and amortization expense	444.64	379.24
Impairment on financial instruments	481.75	282.22
Other Expenses	1,894.91	1,892.95
Total Expenses	**11,283.05**	**9,500.14**
Profit Before Tax	**2,101.84**	**1,202.30**
Tax expense:	**580.42**	259.33
Profit After Tax	**1,521.42**	**942.97**
Statutory Reserve as per Sec 45IC of RBI Act, 1934	304.28	188.59

The financial statements for the financial year under review, forming part of this Annual Report, have been prepared in accordance with IND–AS notified under Section 133 of the Companies Act, 2013 ('the Act') and the Master Direction–Non-Banking Financial Companpy–Non–Deposit taking Company (Reserve Bank) Directions, 2016 dated September 1, 2016 ('RBI Directions') as amended from time to time. During the financial year under review, our Company continued its focus on its lending activities and posted total income and net profit of `13,384.89 crores and `1,521.42 crores as against `10,702.44 crores and `942.97 crores, respectively, in the previous year.

THE PROPOSED AMOUNTS TO CARRY TO ANY RESERVES (section 134 (3j)
Pursuant to section 45-IC(1) of Reserve Bank of India ('RBI') Act, 1934, every non-banking financial company ('NBFC') is required to transfer a sum not less than 20% of its net profit every year to reserve fund. Accordingly, for the year under review, the Company has transferred an amount of `304.28 crores to its Reserve Fund. Pursuant to provisions of Companies Act, 2013 (the 'Act') read with relevant rules thereunder, the Company, being an NBFC, is exempt from transferring any amount to debenture redemption reserve in respect of privately placed debentures. However, the Company maintains sufficient liquidity margin to ful-fil its obligations arising out of debentures. In case of secured debentures, an asset cover of over 100% is always maintained
Capital Adequacy Ratio

The Capital to Risk Asset Ratio (CRAR) as on March 31, 2023 stood at 33.73%

OPERATIONAL REVIEW
During the financial year under review, your Company continued its focus on its business and posted total income and PBT of Rs. 13,384.89 lakhs and Rs. 2,101.84 lakhs against Rs. 10,702.44 lakhs and Rs. 1,202.30 lakhs respectively,in the previous year. Your Company transferred an amount of Rs. 304.28 lakhs to Reserve Fund pursuant to Section 45-IC of the RBI Act, 1934.

DIVIDEND
Your Directors have recommended reinvesting the profits into the business of the Company in order to build a strong reserve base for the long-term growth of the Company. Your Company has formulated a Dividend payout policy as per the applicable regulations for bringing transparency in the matter of declaration of dividend and to protect the interest of investors. In line with the Company's dividend payout policy and applicable regulations, your Directors have not recommended any dividend for fiscal 2023 (fiscal 2023: Nil).

STATE OF COMPANY'S AFFAIRS:
The operating and financial performance of the Company has been given in the Management Discussion and Analysis Report which forms part of this Annual Report. During the year under review, there has been no change in the nature of business of the Company.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND
Since there was no amount lying w.r.t unpaid/unclaimed Dividend, the provisions of Section 125 of the Companies Act, 2013 does not apply. Further, there was no amount due to be transferred to IEPF in respect to secured redeemable non-convertible debentures and interest thereon by the Company.

SHARE CAPITAL

The issued, subscribed and paid-up Equity Share Capital as on 31st March, 2023 was ₹12,55,64,700 comprising of 12556470 Equity Shares of the face value of ₹10/- each. During the year under review, the Company has neither issued shares with differential rights as to dividend, voting or otherwise, nor has issued sweat equity, as on 31st March, 2023, none of the Directors of the Company holds instruments convertible into Equity Shares of the Company.

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised Share Capital	₹15,00,00,000/-	₹15,00,00,000/-
Equity Shares	₹14,90,00,000/- (1,49,00,000 equity Shares of ₹10/- each)	₹14,90,00,000/- (1,49,00,000 equity Shares of ₹10/- each)
Preferential Shares	₹10,00,000/-(1,00,000 preference shares of ₹ 10/- each)	₹10,00,000/-(1,00,000 preference shares of ₹ 10/- each)
Total	**₹15,00,00,000/-**	**₹15,00,00,000/-**
Issued, subscribed and fully paid-up	₹ 12,55,64,700/- (1,25,56,470 equity shares of ₹ 10/- each)	₹ 12,55,64,700/- (1,25,56,470 equity shares of ₹ 10/- each)
Total	**₹ 12,55,64,700 /-**	**₹ 12,55,64,700 /-**

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board is in compliance with the applicable provisions of the Companies Act, 2013, ("Act") and the rules framed thereunder, guideline(s) issued by the Reserve Bank of India and other applicable laws inter alia with respect to appointment of women director, non-executive director(s) and independent director(s).

As on March 31, 2023, the Board of Directors of the Company are as follows:

Sr. No.	Name of Director	Designation	DIN
1	Manish K. Shah	Chairman and Managing Director	00979854
2	Nikita M. Shah	Director	00171306
3	Monil M. Shah	Director and Chief Business Officer	07054772
4	Jay Mota	Additional Director	03105256
5	Kirit Shah	Director	00979608
6	Anshu Shrivastava	Independent Director	06594455
7	Abhinav Sharma	Independent Director	07641980

The following changes in the Directors and Key managerial personnel took place during the year under review:

A. CHANGE IN DIRECTORS

I. Appointment:

· On recommendation of Nomination and Remuneration Committee, the Board, at its meeting held on 12th February, 2023, has appointed Mr. Jay Mota (DIN: 03105256) as an Additional Director of the Company from February 13, 2023. Further, his appointment shall also be approved by the Shareholders in an forthcoming Annual General Meeting as Executive Director

· The Board is of the opinion that Mr. Jay Mota is a person of integrity, expertise, and has competent experience to serve the Company as an executive director and chief financial officer

B. Director(s) Liable to Retire by Rotation.

In accordance with the provisions of the Companies Act, 2013 read along with the applicable Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Nikita M. Shah, retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers herself for re-appointment.

C. "Key Managerial Personnel"

Mr. Manish K. Shah, Managing Director, Mr. Jay K. Mota, Chief Financial Officer and Ms. Bhavisha A. Jain, Company Secretary are the Key Managerial Personnel of the Company pursuant to the provisions of Section 203 of the Companies Act, 2013.

During the year under review, the composition of Key Managerial Personnel remains unchanged.

POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

In terms of Section 178 of the Companies Act, 2013 read with rules framed thereunder and the RBI Master Directions, as amended, your Company has adopted, 'Policy on "Fit & Proper" Person Criteria' for appointment of Directors and Senior Management Personnel of the Company which forms part of Nomination & Remuneration Policy of the Company. The said Policy is available on the website of the Company viz. www.manbafinance.com

DIRECTOR(S) DISCLOSURE

Based on the declarations and confirmations received in terms of the applicable provisions of the Act, circulars, notifications and directions issued by the Reserve Bank of India and other applicable laws, none of the Directors of your Company are disqualified from being appointed as Directors of the Company. The Company has received necessary declarations from the Independent Directors, affirming compliance with the criteria of independence laid under the provisions of Section 149(6) and sub rule 3 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 of the Act.

Your Board of Directors is of the Opinion that Independent Directors appointed / re-appointed during the year under review have the required integrity, expertise and experience (including the proficiency) as required under the applicable laws.

BOARD EVALUATION

Pursuant to provisions of the Companies Act, 2013, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees of the Board of Directors.

A structured questionnaire designed for the performance evaluation of the Board, its Committees, Chairman and individual directors and in accordance with the criteria set and covering various aspects of performance including structure of the board, meetings of the board, functions of the board, role and responsibilities of the board, governance and compliance, conflict of interest, relationship among directors, director competency, board procedures, processes, functioning and effectiveness was circulated to all the directors of the Company for the annual performance evaluation. Based on the assessment of the responses received to the questionnaire from the directors on the annual evaluation of the Board, its Committees, the Chairman and the individual Directors, a summary of the Board Evaluation was placed before the meeting of the Independent Directors for consideration.

Similarly, the Board at its meeting assessed the performance of the Independent Directors. The Directors were satisfied with the results of the performance evaluation of the Board & its Committees, Chairman and individual directors.
The Board has completed the annual evaluation of its own performance, the individual Directors (including the Chairman) as well as an evaluation of the working of all Board Committees. The Board of Directors was assisted by the Nomination and Remuneration Committee (“NRC”). The performance evaluation was carried out by seeking inputs from all the Directors/Members of the Committees.

MEETING OF INDEPENDENT DIRECTORS

A Separate Meeting of Independent Directors of your Company was held on 21-03-2023 without the presence of the Non-Executive Chairman, the Managing Director, the Whole-time Director and the management team of the Company. The meeting was attended by all the Independent Directors.

SUBSIDIARIES / JOINT VENTURE / ASSOCIATE COMPANIES:

Your Company does not have any Subsidiary, Joint Venture or Associate Companies in accordance with the provisions of the Act, and hence, disclosure regarding the same is not applicable.
However the Company is associate Company of Manba Investment and Securities Private Limited.

HUMAN RESOURCE:

MFL believes it's employees are important pillars of success. It offers them a nurturing environment and a merit-based, rewarding work culture. The Company undertakes various employment engagement initiatives and regular reviews for optimal utilisation of human resources. Knowledge sharing and cross functional industry insights have enabled our staff to meet evolving business environment.

With the proposed expansion of retail finance activity, Company has inducted significant industry talent at senior and mid-level into the organization. Talent across diversified business processes have been inducted to strengthen the Organization's Growth, Profitability & Sustainability.
To accelerate the company's growth and agility across locations, your Company has focused on strategic hiring. The company ended the year with a work force strength of 1062 employees on its payroll.

The company has undertaken steps for employee's health and safety while ensuring continuous operations during the COVID 19 pandemic. Precautionary measures such as hand sanitizers for all employees at Central Office and branches, discontinuation of group meetings, encouraging use of digital channels for transactions, restriction on non-essential domestic travel were implemented.
Your Directors place on record the appreciation of effort and dedication of the employees in achieving good results during the year under review.

COMPLIANCE MONITORING & REPORTING TOOL:

In terms of provisions of Section 134(5)(f) of the Act, the Company has put in place a Compliance Management System for effectively tracking and managing critical action items related to regulatory and internal compliance requirements.

FINANCE & CREDIT RATINGS:

Finance:
During the year under review, Your Company raised funds from various public/private sector banks, and financial institutions. The Company continued to borrow funds inter alia by issue of and Non-Convertible Debentures, term loan(s) from banks/ financial institutions etc. Details in this regard are stated and more particularly mentioned in the Audited Financial Statements.

DEBT SECURITIES:

The Company has issued listed and unlisted new Non- Convertible Debentures.

Sr. No.	Particulars	No. of Debentures	Face Value of Debenture	Aggregating Value
1	Vardhaman Trusteeship Limited acting in its capacity as the trustee of Northern Arc Money market Alpha Trust with Northern Arc Money Market Alpha Fund	200	10,00,000	20,00,00,000 (Rs Twenty Crore)
2	Vardhman Trusteeship Private Limited	1,500	1,00,000	150000000 (Rs. Fifteen crore

CREDIT RATING:
The Company has been assigned A- by Acuite Ratings and Resarch Limited .

DEPOSITS:
The Company being a "Non-Deposit Accepting Non-Banking Financial Company", provisions of Section 73 and Section 74 of the Act read with Rule 8(5)(v) & (vi) of the Companies (Accounts) Rules, 2014, are not applicable to the Company.
During the year under review, the Company had neither accepted nor held any deposits from the public and shall not accept any deposits from the public without obtaining prior approval from the Reserve Bank of India.

ANNUAL RETURN:
Pursuant to the provisions of section 134(3)(a) and section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the company as on 31st March, 2023 once prepared shall be disclosed on the Company's website at www.manbafinance.com, Annual return as on 31st March, 2023 in form MGT-7 shall be available on the website of the Company viz. www.manbafinance.com.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES AND POLICY ON RELATED PARTY TRANSACTIONS:

All the Related Party Transactions entered by the Company are on arm's length basis and in the ordinary course of business. The disclosure in this regard forming part of this report is provided in the financial statement. All the Related Party Transactions as required under IND- AS Are reported in the Notes to the financial statement.
Relevant Form (AOC-2) 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 is given as **Annexure II** to this Report.

During the year, the Company has not entered into any contract/ arrangement/transaction with related parties which may have a potential conflict with the interest of the Company at large. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee for their review on a periodical basis.
The policy on Related Party Transactions is placed on the website of the Company at www.manbafinance.com under policy section.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:
During the year under review, the Company had not made any investments in terms of provisions of Section 186(1) of the Act. Except for Section 186(1), the provisions of Section 186 of the Act pertaining to making investments, granting of loans to any persons or body corporate and giving of guarantees or providing security in connection with the loan to any other body corporate or persons are not applicable to the Company, since the Company is a Non-Banking Financial Company, registered with Reserve Bank of India.

INTERNAL FINANCIAL CONTROL SYSTEMS:
The Board of Directors confirms that your Company has laid down set of standards, processes and structure which ensures Internal Financial controls across the organization with reference to Financial Statements and that such controls are adequate and are operating effectively.
The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company ensures compliance with operating procedures, accounting procedures and policies at all locations of the Company. Based on the report of Internal Audit Function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit

COMMITTEE OF THE BOARD.
During the year under review, such controls were tested by the Internal Audit Department of the Company and no material weaknesses in the design or operations were observed. The Statutory Auditors have reviewed the said test results and found them to be effective.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:
The particulars regarding foreign exchange earnings and outgo appear as separate item in the notes to the Financial Statements. Since the Company does not carry any manufacturing activities, particulars to be disclosed with respect to conservation of energy and technology absorption under section 134(3) (m) of the Companies Act, 2013 read with Companies Accounts Rules, 2014 are not applicable.
The Company is however, constantly pursuing its goal of technological up-gradation in a cost effective manner for delivering quality customer service.

RISK MANAGEMENT:
Your Company manages a variety of risks that can significantly impact its financial performance and also its ability to meet the expectations of our customers, shareholders, regulators and other stakeholders. The company is exposed to financial risk, such as credit, interest rate, market, liquidity and funding risks, and non-financial, such as operational including compliance and model risks, strategic and reputation risks. Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. Various aspects of risk are taken into account while preparing the annual business plan for the year.
MFL's risk appetite is articulated in a statement of risk appetite, which is approved at least annually by the RMC of the Board. MFL continuously monitors its risk appetite, and the RMC as well as the Board reviews periodic risk appetite reports and analysis. The Board is also periodically informed of the business risks and the actions taken to manage them.

The Board assesses management's performance, provides credible challenge, and holds management accountable for maintaining an effective risk management program and for adhering to risk management expectations.

The Board carries out its risk oversight responsibilities directly and through its committees. Further, The Risk Management Committee periodically reviews risk levels, portfolio composition, status of impaired credits, etc. Risk is everyone's responsibility and every team member is required to comply with applicable laws, regulations, and Company policies. The Board holds management accountable for establishing and maintaining the right risk culture and effectively managing risk.

THE REMUNERATION POLICY, DISCLOSURE OF REMUNERATION & PARTICULARS OF EMPLOYEES:

In terms of Section 178 of the Companies Act, 2013, your Board have adopted a 'Nomination and Remuneration Policy' inter-alia setting out the criteria for deciding remuneration of Executive Directors, Non-Executive Directors, Senior Management Personnel and other Employees of the Company. The said Policy is available on the website of the Company at https://www.manbafinance.com

In terms of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the disclosures with respect to the remuneration of Directors, Key Managerial Personnel and Employees of the Company have been provided at **Annexure III** to this Report.

In terms of Section 197 of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement relating to particulars of employees of the Company is available for inspection by the Members at the Registered Office of the Company during business hours on working days. A copy of this statement may be obtained by the Members by writing to the Company Secretary of the Company. The Board hereby confirm that the remuneration paid to the Directors is as per the Remuneration Policy of the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

In accordance with the provisions of Section 135 of the Act and the CSR Policy, the Company has contributed Rs 27,50,000 (Rupees Twenty Lakhs Fifty Thousand Only) (being 2 percent of the average net profit of the Company in the immediately three preceding financial years calculated as per Section 198 of the Act) towards CSR expenditure in various projects stipulated under Schedule VII of the Act. The details of the same is enclosed as **Annexure V** to this Report as mandated under the said Rules. The Policy adopted by the Company on Corporate Social Responsibility (CSR) is placed on the website of the Company at www.manbafinance.com

WHISTLE BLOWER / VIGIL MECHANISM:

The Company as part of the 'vigil mechanism' has in place a 'Whistle Blower Policy' to deal with instances of fraud and mismanagement, if any. The Whistle Blower Policy has been placed on the website of the Company at www.manbafinance.com

This vigil mechanism of the Company is overseen by the Audit Committee and provides adequate provisions protecting Whistle blowers from unfair termination and other unfair prejudicial and employment practices.

The audit committee of the board reviews the complaints received and resolution thereof under the said policy on a quarterly basis. It is hereby affirmed that the company has not denied any of its personnel, access to the Chairman of the Audit Committee.

During the year under review, the Company has not received any whistle blower complaint.

MANAGEMENT DISCUSSIONS AND ANALYSIS:

The Management Discussion and Analysis is annexed herewith as **Annexure** I to this Report

CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations and in all interactions with its stakeholders. The Company believes that all its operations and actions must serve the underlying goal of enhancing long-term shareholder value. In the commitment to practice sound governance principles, Company is guided by its core principles viz. Transparency, Disclosures, Empowerment and Accountability, Compliances and Ethical Conduct.

BOARD OF DIRECTORS:

In terms of the Corporate Governance philosophy all statutory and other significant material information is placed before the Board of Directors to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders. The Board currently consists of seven Directors. There are, three executive Directors and one additional director including women director and 3 non-executive directors out of which two are Independent Directors apart from the Managing Director. All the Directors bring a wide range of skills and experience to the board. The Independent Directors have confirmed that they satisfy the criteria prescribed for an Independent Director as stipulated under the provisions of Section 149(6) of the Companies Act, 2013.

List of Director

Sr. No.	Name of Director	Designation	DIN
1	Manish K. Shah	Chairman and Managing Director	00979854
2	Nikita M. Shah	Director	00171306
3	Monil M. Shah	Director and Chief Business Officer	07054772
4	Jay Mota	Additional Director	03105256
5	Kirit Shah	Director	00979608
6	Anshu Shrivastava	Independent Director	06594455
7	Abhinav Sharma	Independent Director	07641980

DETAILS OF BOARD MEETINGS

The Board met 30 times in the financial year 2022-23 viz., on 05th April, 2022, 11th April, 2022, 25th April,2022, 26th April,2022, 16th May,2022, 07th June, 2022, 23rd June,2022, 23rd Julu,2022, 26th July, 2022, 22nd August,2022, 21st September,2022, 23rd September,2022, 27th September,2022, 22nd October,2022,01st November,2022, 03rd November,2022, 18th November,2022, 30th November,2022, 10th December,2022, 22nd December,2022, 28th December,2022, 29th December,2022, 23rd Jaunuary,2023, 06th February,2023,13th February,2023, 25th February,2023, 17th March,2023, 21st March,2023, 29th March,2023, 30th March,2023

The gap between two Meetings did not exceed one hundred and twenty days.

COMMITTEES OF BOARD:

In accordance with the applicable provisions of the Act, the circular(s),notification(s) and directions issued by the Reserve Bank of India and the Company's internal corporate governance requirements, the Board has constituted various Committees with specific terms of reference to focus on specific issues and ensure expedient resolution on diverse matters.

The matters pertaining to financial results and auditor's report are taken care of by the Audit Committee and those pertaining to nomination /remuneration of Key Executives and Directors are within the realms of Nomination & Remuneration Committee. The Corporate Social Responsibility (CSR) Committee focuses on compliance of CSR policy and framework by the Company and monitors the expenditure to be incurred by the Company.

The Company Secretary acts as the Secretary for all the aforementioned Committees. The minutes of the meetings of all Committees along with summary of key decision/discussion taken at each Committee, is placed before the Board for discussion / noting /approval.

As at March 31, 2023, the Company has nine Committees of the Board, constituted in accordance with the provisions of the Act viz.,

1. Audit Committee
2. Nomination and Remuneration Committee
3. Corporate Social Responsibility Committee
4. Risk Management Committee
5. Internal Compliant Committee
6. Grievance Redressal Committee.
7. Asset Liability Management Committee

The Board at the time of constitution of each committee fixes the terms of reference and also delegates powers from time to time. Various recommendations of the committees are submitted to the Board for approval.

I.Audit Committee:

The Members of Committee possess strong accounting and financial management knowledge. The Committee meets the composition requirement pursuant to the provisions of Section 177 of the Companies Act, 2013.

The Composition of Audit Committee and attendance is as mentioned below:-

Name of Members	Designation
Mr. Anshu Shrivastava	Chairman
Mr. Abhinav Sharma	Member
Mr. Manish K. Shah	Member

The audit committee met 7 (Seven) times during the year on 26-04-2022, 07-06-2022, 23-07-2022, 22-10-2022, 18-11-2022, 10-12-2022, 13-02-2023

II.Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is formed in compliance with the provisions of Section 178 of the Companies Act, 2013.

The details of composition and attendance at the Nomination and Remuneration Committee.

Name of Members	Designation
Mr. Anshu Shrivastava	Chairman
Mr. Abhinav Sharma	Member
Mr. Kirit R. Shah	Member

During the financial year 2022-23, the committee held 3 (three) meetings. These were held on 23-09-2022, 10-12-2022, 12-02-2023

III. Corporate Social Responsibility Committee:

As per section 135 of the Companies Act, 2013 the Company had duly constituted a Corporate Social Responsibility (CSR) Committee. The functions of the Committee include review of corporate social responsibility (CSR) initiatives undertaken by the Company, formulation and recommendation to the Board of a CSR Policy indicating the activities to be undertaken by the Company and recommendation of the amount of expenditure to be incurred on such activities, reviewing and recommending the annual CSR plan to the Board, making recommendations to the Board with respect to the CSR initiatives, monitoring the CSR activities, implementation and compliance with the CSR Policy and reviewing and implementing, if required, any other matter related to CSR initiatives as recommended/suggested by RBI or any other statutory Authority.

The details of attendance at the CSR Committee meeting are as under:

Name of Members	Designation
Mr. AnshuShrivatava	Chairman
Mr. Abhinav Sharma	Member
Mr. Manish K. Shah	Member
Mrs. Nikita M. Shah	Member

During the financial year 2022-2023, the committee held 2 (two) meeting. These were held on 23-09-2022 and 21-03-2023

IV. Risk Management Committee
The Risk Management Committee of the Company is formed in Compliance with the Guidelines of Reserve Bank of India on Corporate Governance.

Name of Members	Designation
Mr. AnshuShrivatava	Chairman
Mr. Abhinav Sharma	Member
Mr. Monil M. Shah	Member

During the financial year 2022-2023, the committee held 2(two) meetings. These were held on 07-06-2022, 21-03-2023.

Internal Complaints Committee:
In terms of the Sexual Harassment of Women at Workplace(Prevention, Prohibition & Redressal) Act, 2013, ("Sexual Harassment Act") the Board had formulated and adopted a policy on prevention of sexual harassment at work place and takes all necessary measures to ensure a harassment- free workplace and has instituted an Internal Complaints Committee for redressal of complaints and to prevent sexual harassment. The Company believes that all employees, including other individuals who are dealing with the Company have the right to be treated with dignity. During the year under review, there is no complaint of any sexual harassment.

Grievance Redressal Committee:
The Grievance Redressal Committee specifically look into the mechanism of redressal of grievances of shareholders, debentures holders and other security holders.
The composition of Grievance Redressal Committee as on March31, 2023 is as under:

Name of Members	Designation
Mr. AnshuShrivatava	Chairman
Mr. Manish K. Shah	Member
Mr. Monil M. Shah	Member

During the financial year 2022-23, the committee met two times on 23rd September, 2022 and 29th March, 2022.

Asset Liability Management Committee
The Company had duly constituted an Asset Liability Management Committee inter-alia, to review the ALM profile, set and monitor the market risk limits including limits on liquidity, interest rate and exchange rate positions for the structural balance sheet and the trading book, decide the business strategy on asset and
liability side , oversee the implementation of the Asset Liability Management (ALM) system and review its functioning periodically, consider and approve any other matter related to liquidity and market risk management.

The composition of Asset Liability Management Committee as on March 31, 2023 is as under:

Name of Members	Designation
Mr. AnshuShrivatava	Chairman
Mr. Abhinav Sharma	Member
Mr. Manish K. Shah	Member

During the financial year 2022-23, the committee held 2 (Two) meetings. These were held on 07-06-2022, 21-03-2023

Annual General Meeting:
The Annual General Meeting of the Company for FY 2021-22 was held on September 30 , 2022. It was attended by the Chairperson of Audit Committee, and by the Chairperson of the Board as required under Companies Act, 2013.

An Extra Ordinary general meeting of the company was held on 04-01-2023 and It was attended by the Chairperson of Audit Committee, and by the Chairperson of the Board as required under Companies Act, 2013.

“ Attendance of the members in the board & Committee Meeting"

TYPE OF MEETING	NO OF MEETINGS HELD	KIRIT RATANSHI SHAH	MANISH KIRITKUMAR SHAH	NIKITA MANISH SHAH	MONIL MANISH SHAH	ANSHU SHRIVASTAVA	ABHINAV SHARM A	JAY KUSHAL MOTA
Board	30	30	30	30	30	5	5	5
Audit Committee	7	0	7	0	0	7	7	0
Nomination and Remuneration	3	3	0	0	0	3	3	0
Corporate Social Responsibility	2	0	2	2	0	2	2	0
Risk Management	2	0	0	0	2	2	2	0
Grievance Redressal	2	0	2	0	2	2	0	0

ACCOUNTING STANDARDS FOLLOWED BY THE COMPANY:

The Financial Statements of the Company has been prepared in accordance with the Indian Accounting Standards (“Ind AS”) notified under Section 133 of the Companies Act, 2013 (“the Act”) read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 In addition, the guidance notes/ announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations require a different treatment.

SECRETARIAL STANDARDS:

The Company has complied with the applicable Secretarial Standards viz. SS-1 and SS-2 during the year issued by the Institute of Company Secretaries of India.

AUDITORS

I) Statutory Auditors

In accordance with the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder (the Act), ATMS & CO LLP, Chartered Accountants, [Firm Registration No. W100164] had resigned during the financial year 2022-23 and Venus Shah and Associates have been appointed as the statutory Auditors of the Company for year ended 31st March, 2023 and are regularized for a term of three years to hold office from the conclusion of 27th Annual General Meeting (held in the calendar year 2023) till the conclusion of the 29th Annual General Meeting to be held in the calendar year 2025.

During the year under review, the statutory auditors have not reported any incident of fraud to the Audit Committee. Further the statutory auditors have not made any reservation or qualification in their Audit Report.The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

II) Internal Auditors: In terms of provisions of Section 138 of the Act and other applicable laws, Company has a structured Internal Audit Department that monitors and evaluates the efficacy and adequacy of internal control system in the Company ensures compliance with operating procedures, accounting procedures and policies at all locations of the Company.

III) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Ronak Jhuthawat & Co, Practicing Company Secretaries, Udaipur to conduct the secretarial audit for the financial year ended March 31, 2023.
The Report of the Secretarial Auditor is provided as **Annexure IV** to this Report.
There are no qualifications or adverse remarks in the Secretarial Audit Report.

REGULATORY & STATUTORY COMPLIANCES:

The Company has put in place adequate systems and processes in place to ensure compliance with the applicable guidelines issued by all regulators

COMPLIANCES OF RBI GUIDELINES:

The company continues to comply with the applicable regulations and guidelines of the Reserve Bank of India as applicable to a Non- Banking Non Deposit Taking Systemically Important Company ('NBFC-ND - SI'). The company has submitted returns with RBI on timely basis.

CHANGE IN NATURE OF BUSINESS, IF ANY:

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

MATERIAL CHANGES, IF ANY, POST FINANCIAL YEAR ENDED MARCH 31, 2023

The spread of COVID-19 has severely impacted many economies around the globe. Businesses are being forced to cease or limit operations for long or indefinite period of time, resulting in an economic slowdown and economic uncertainties. Measures have also been taken by the Government and the Reserve Bank to ease the burden on the businesses from hardship.

The impact of the COVID-19 pandemic on the financial position of the company will depend on future developments, including among other things, extent and severity of the pandemic, mitigating actions by governments and regulators, time taken for economy to recover, etc.

MATERIAL ADVERSE ORDERS, IF ANY

There are no significant and material orders passed by the Reserve Bank of India or the Ministry of Corporate Affairs or Courts or Tribunals or other Regulatory/ Statutory authorities which will have an impact on the going concern status of the Company and Company's operations in future.

MAINTENANCE OF COST RECORD

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

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

There is no application made or pending against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, ('the Act') your Directors confirm that:

i. In the preparation of the annual accounts for financial year ended 31st March, 2023, the applicable accounting standards have been followed and there are no material departures in adoption of these standards;

ii. The Directors have 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 31st March, 2023 and of the profit of the Company for the year ended on that date.

iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv. The Directors have prepared the annual accounts for financial year ended 31st March, 2023 on a 'going concern' basis.

v. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating efficiently.

vi. The Directors have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effective

ACKNOWLEDGEMENT

The Board wishes to place on record their appreciation for the dedication and hard work put in by the employees of the Company at all levels and the support extended by various stakeholders of the Company. The relationships with regulatory authorities and clients remained good during the year under review. The Board is also thankful to the Reserve Bank of India and other regulatory authorities for their cooperation, guidance and support extended by them to the Company in its endeavours.

For and on behalf of the Board

Sd/-	**Sd/-**
Manish K. Shah	**Monil M. Shah**
Managing Director	**Director**
DIN: 00979854	**DIN:07054772**

Date : 04-08-2023
Place : Mumbai

ANNEXURE I
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Global Economic Overview

The global economy was poised for a gradual recovery from the effects of the pandemic and it got into unexpected geopolitical conflict in Europe. The geopolitical tensions increased prices of essential commodities due to its impact on the supply chains of these commodities. As inflation rates accelerated, central banks across the globe responded with tightening of their monetary policies in fiscal 2023. The emergence of stresses in the banking sector in the US and Europe was seen as a sign of this over tightening, with the potential to cause a break, rather than a slowing These conditions led to debates around over-tightening, given the relatively quick hike to rates without allowing adequate time for transmission

On the other hand, there was improvement in supply chain issues due to lifting of curbs by all the major countries including China, which led to ease of pressure on prices that were elevated due to supply chain constraints. The Ukraine war has continued over the year, but dislocations in grain, edible oil and other markets appear to have eased dramatically.

INDIAN ECONOMY OVERVIEW

The Indian economy has been a story of incredible resilience and structural strength and has emerged to be fastest growing major economy in the World, Despite facing several global headwinds, Indian economy continues to remain robust. The Indian economy to expected grow at 6-6.8% in FY 2024, driven by fresh credit cycle in the economy, gains from greater formalisation, higher financial inclusion and digital technology-based economic reforms. It also predicts that India will be the world's fastest growing major economy between 2021 and 2024. The Union Budget 2023-24 announced capital expenditure of ` 10 lakh crores, a whopping increase of 37% over previous year's outlay, which would have a multiplier effect on the economy.

Industry Overview

NBFCs along with banks and financial institutions are one of the important pillars of Indian financial ecosystem. After sailing through challenging times over last few years exacerbated by the pandemic the sector has now started seeing the silver lining. NBFCs have improved asset quality, capital position, and collection efficiency and profitability and are now well-positioned to capitalise on growth opportunities.

As per the Economic Survey, the NBFCs have improved their asset quality substantially as evident from the decline in GNPA ratio of NBFCs from the peak of 7.2% during the second wave of the pandemic (June 2021) to 5.9% in September 2022, reaching close to the pre-pandemic level.

Business Overview

Manba Finance Limited is a non-deposit taking Non-Banking Financial Company (NBFC), Your Company's primary business is financing two - wheelers with focus on urban and rural areas. The domestic two-wheeler industry posted a year-on-year double digit growth in FY 2022-2023. Furthermore, electric two-wheelers are experiencing steady demand growth.

We at Manba have always focused that on meaningful and sustainable growth. Our goal was deeper penetration of our existing markets to improve the productivity of the business while at the same time controlling the risk to areas that we are comfortable with. The company has grown and evolved while aligning its strategies to keep up/mitigate/surpass market dynamics as well as implementing stringent credit discipline measures with significant focus on asset quality.

Using our experience we built innovative approaches towards financing schemes, partnerships and products helped us gain and strengthen our market share in the industry. Our innovative and strategic tie-ups with OEMs, Dealers and other key stakeholders across the purchase cycle help us stand apart from other financiers.

The Company added 27 locations/branches during FY 2022-2023, thereby increasing its network to 54 Maharashtra, Gujarat, Rajasthan and Chhattisgarh. With the increase in branch network and sound branch infrastructure, the Company is ready to take advantage of the improved business sentiments.

We have implemented various consumer centric processes that helps improve the two-wheeler purchase experience for them. Our innovative schemes and best in class service ensure that we develop long term relationships with our customers.

Operational Results

Particulars		FY 22 -23	FY 21 -22
Disbursement	in Crs.	455.45	301.9 0
No of Clients	in no's	115147	103799
AUM (in Crs)	in Crs.	633.68	495.55
Income (in Crs)	in Crs.	133.84	107.02
PAT (in Crs)	in Crs.	15.21	9.42
NIM	in %	14.33	13.68
ROTA	in times	3.1 0	2.25
GNPA	in %	3.74	5.08
NNPA	in %	3.14	4.42
CRAR	in %	33.73	34.24
D/E	in %	3.57	2.59

During FY2022-2023, the company disbursed loans amounting to ₹ 455.45 core. This is a growth of 50.86% over last financial year.

Your company recorded ₹ 133.84 in income which is roughly at par with ₹ 107.02 Crs in FY2022. While this marks a growth of 25.06% in income which is encouraging when compared with general industry performance. The Net Interest Margin (NIM) of the company has improved from 13.68% in FY2022 to 14.33% due to improvement in cost of funding. The return on total assets (ROTA) also improved from 2.25% in FY2022 to 3.10%in FY2023 -

Asset quality of the company has improved / remained stable as on 31st March 2023 with GNPA and NNPA % standing at 3.74% and 3.14% respectively, compared to GNPA of 5.08% and NNPA of 4.42% as on 31st March 2022.

The company has seen strong backing from its lending partners and has a robust financial standing. This support is mainly due to the stable and impressive performance of the book. Your company's Networth increased to ₹166.79 Crs, which is a 9.42 % increase from previous year. Your company's number of lenders increased to 28 Banks, FIs and NBFCs with new 8 lenders onboarded in the company. The company has been able to raise more than ₹ 550 crores from the lenders during FY22-23. The company has managed to raise more than ₹ 550 crores during FY22-23 The Credit rating has remained constant at A- with Acuite and BBB+ with Care Ratings.

-

Our strategies and measures have aided in sustainable growth of the Book to an AUM of
₹ 633.68 crores as of March 31, 2023 with an employee strength of 1062 people spread across 54 locations catering to 1062 customers and a diversified portfolio of products offering customised financial solutions.

CRAR as on 31st March 2023 stood at 33.73 % which is well above the regulatory requirement of 15%. This is highlights the conservative approach of the management towards capital allocation and is expected to continue in the future.

The company is looking at multiple avenues to shore up the equity capital of the Company so as to accelerate future performance. The Company has engaged advisors to explore raising equity from private and public sources and is also exploring options of listing on public markets in the future.

Geographical Diversification

Your company has now presence at 54+ locations, allowing it to strengthen its positioning and reach in the 4 states of Maharashtra, Gujarat, Rajasthan and Chhattisgarh. The company has started its operations in new state i.e. Chhattisgarh in FY 22-23. The number of locations also increased from 28 in FY22 to 54+ in FY23. The concentration level of Gujarat state has increased from 18.79% to 26.69% at the end of FY 23. The company's Market share has also improved considerably in all the regions specially rural regions, further improving the geographical spread.

Health & Safety

The safety and well-being of our members and customers is the priority. We have ensured every team member is vaccinated and resolves to help safety of self and others. Every team member at every location is encouraged to maintain healthy lifestyle and mental wellness. We ensure compliance with all local and central laws and guidelines issued by the authorities.

Risk Management

Manba Finance Limited has comprehensive risk management framework and processes in place to prudently manage different risks to ensure resilience and sustainable growth. Lending is by nature a risk-taking venture. We have laid down robust processes and policies and best in class internal controls to help mitigate these risks. The Management ensures regular and periodic review of all policies and parameters, to ensure the risk is mitigated and controlled before it creates any significant impact on the business.

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. We comply with the guidelines laid down by the RBI and relevant authorities to monitor and manage our risks. From identification, assessment, measurement and mitigation practises we have ensured our policies achieve its main objective to minimize the negative impact on profitability and capital.

The Company has been largely successful in managing the risks and concerns inherent in the business of a finance company. With multiple lenders and other sources of funds, the Company is assured of availability of funds at lower cost for its growing business. Your Company does not perceive any material threat to the profitable business growth.

Information Technology
Company has its own Loan Accounting System (LAS) and integrated with the Loan Management system and Loan Souring System to auto post all Line of business transactions with zero manual intervention ensuring a single point entry system. New business rules for the origination and Straight through process with a robust end to end platform is currently helping the organization to open branches on demand with minimal infrastructure and maximum return on investments.

Human Resources
Employees are the backbone of our 27 years of excellence! We want Manba Finance Limited to be a great place to work for. Our employees are our biggest assets and recognise the importance of our employees' contributions in making our company a success. In order to empower our employees to achieve organisational objective and have a fulfilling job, we offer a healthy workplace, competitive rewards, development opportunities and empathetic leadership as we strive to maintain a meritocratic and rewarding work culture.

FOR MANBA FINANCE LIMITED

Sd/-
Manish K. Shah
Managing Director
DIN: 00979854

ANNEXURE II

(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 arms length transactions under third proviso thereto

Details of contract or arrangements or transaction not at arm's length basis :	
(a) Name(s) of the related party and nature of relationship:	NIL
(b) Nature of contracts/arrangements/transactions:	NIL
(c) Duration of the contracts / arrangements/transactions:	NIL
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	NIL
(e) Justification for entering into such contracts or arrangements or transactions	NIL
(f) Date(s) of approval by the Board:	NIL
(g) Amount paid as advances, if any:	NIL
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:	NIL

2. Details of material contracts or arrangement or transactions at arm's length basis:		
i	Name (s) of the related party and nature of relationship	Theme Infotech Private Limited Aaramabh Properties LLP Riders Auto services Private Limited Celebrity Projects Private Limited Nirvan Vastu Developers LLP Celebrity Buildcon LLP Manba Fincorp Private Limited Manba Investments and Securities Private Limited Manba Infotech LLP Ride Choice Limited
ii	Nature of contracts / arrangements / transactions	Loans & advances
iii	Duration of the contracts / arrangements / transactions	Usually annual, however depends on the nature of transaction
iv	Salient terms of the contracts or arrangements or transactions including the value, if any	Transaction at arm's length and in ordinary course of business
v	Date (s) of approval by the Board, if an	NA
vi	Amount paid as advances, if any	NIL

FOR MANBA FINANCE LIMITED

Sd/-
Manish K. Shah
Managing Director
DIN: 00979854

ANNEXURE III

Disclosures in terms of sub-section 12 of Section 197 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 March 31, 2022.

(I) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the fiscal:

(ii)

Sr.No	Name of Directors	Ratio
1.	Manish K. Shah	157.24
2.	Nikita M. Shah	58.96
3.	Monil M. Shah	61.32

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

Sr.No	Name of Directors	% increase in remuneration
1.	Jay K. Mota	23.97%
2.	Bhavisha Jain	19.01%

(iv) The percentage increase in the median remuneration of employees in the fiscal – **1.69%**

(v) The number of permanent employees on the rolls of Company – **1062 Employees as on March 31, 2023.**

(vi) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last fiscal and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration : **Average remuneration increase for Non-managerial personnel of the company during the financial year was 168.17% and the average remuneration increase for the said managerial personnel of the company was 2.20%.**

(vii) Affirmation that the remuneration is as per the remuneration policy of the Company: **The remuneration is as per the Remuneration Policy of the Company.**

For Manba Finance Limited

Sd/-
Manish K. Shah
Managing Director
DIN: 00979854

Annexure-IV
Form No. MR-3
Secretarial Audit Report
(For the Financial Year ended 31st March, 2023)
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
Manba Finance Limited
324, Runwal Heights Commercial
Complex, L.B.S Marg, Opp. Nirmal
Lifestyle, Mulund (West) Mumbai,
City MH 400080

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to the good corporate practices by **M/s Manba Finance Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing 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 form **1st April, 2022 to 31st March, 2023,** complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Manba Finance Limited** for the period ended on 31.03.2023 according to the provisions of:

1. The Companies Act, 2013 **(the Act)** and the Rules made there under;

2. The Securities Contracts (Regulation) Act, 1956 **(SCRA)** and the Rules made thereunder; **Not Applicable to the Company during the Audit Period;**

3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;

4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder; **Not Applicable to the Company during the Audit Period;**

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 **('SEBI Act')** to the extent applicable to the Company-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable to the Company during the Audit Period;**

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not Applicable to the Company during the Audit Period;**

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018–**Not Applicable to the Company during the Audit Period;**

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable to the Company during the Audit Period;**

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies, Act and dealing with client- **Not Applicable to the Company during the Audit Period;**

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable to the Company during the Audit Period;**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable to the Company during the Audit Period;** and

I) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the Company.

6. Rules, regulations, directions and guidelines issued by the Reserve Bank of India as are applicable to the Company;

I have also examined the compliances with respect to the applicable clauses/Regulations of the following:

(I) Secretarial Standards pursuant to Section 118 (10) of the Companies Act, 2013 with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

(ii) Listing Agreement entered into by the Company with BSE Limited (for Debentures) as per the SEBI (Listing Obligations and Disclosers Requirements) Regulations, 2015.

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

I further report that

A. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director and Independent Directors. The changes in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

B. Adequate notice was given to all the Directors to schedule the Board Meetings, agenda were sent in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting;

C. All the decision at Board Meetings and Committee Meetings are carried by the majority as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes commensurate with its size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines except the following:

The Bombay Stock Exchange (BSE) have imposed penalty for delay in -compliance of Regulation 52(1) & 52(4) of SEBI (LODR) Regulations, 2015.

I further report that during the Audit Review Period, the Company has not taken any major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For Ronak Jhuthawat & Co.
(Company Secretaries)

Sd/-
Dr. Ronak Jhuthawat
Proprietor
FCS: 9738, COP: 12094
Peer Review No.: 1270/2021
UDIN: F009738E000743891

Place: Udaipur
Date: 04.08.2023

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE-1" and forms an integral part if this report.

"ANNEXURE-1"

To,
The Members of
Manba Finance Limited
324, Runwal Heights Commercial
Complex, L.B.S Marg, Opp. Nirmal
Lifestyle, Mulund (West) Mumbai
City MH 400080

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

A.Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.

B. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

C. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

D. Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.

E. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.

F. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Ronak Jhuthawat & Co.
(Company Secretaries)

Sd/-
Dr. Ronak Jhuthawat
Proprietor
FCS: 9738, COP: 12094
Peer Review No.: 1270/2021
UDIN: F009738E000743891

Place: Udaipur
Date: 04.08.2023

ANNEXURE V

Annual Report on Corporate Social Responsibility Activities as prescribed under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014

1.A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs :

CSR Policy
At Manba Finance Limited (MFL or 'the Company') we sincerely believe that the actions of the organization and its community are highly inter-dependent. Both on its own and as part of the MFL Group, through constant and collaborative interactions with our external stakeholders, MFL strives to become an asset in the communities where it operates. As part of our Corporate Social Responsibility (CSR), we actively implement projects and initiatives for the betterment of society, communities and the environment.
The Company has already constituted a Corporate Social Responsibility Committee on 29th January, 2016 and has aligned its CSR Policy in accordance with the Companies Act, 2013 ('the Act') read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 to make it compliant with the provisions of the Act and the Rules and to undertake the admissible CSR activities notified by the Ministry of Corporate Affairs in Schedule VII to the Act.
The CSR Policy and details of the projects undertaken by the Company are available at the link www.manba finance.com

2. The Composition of the CSR Committee:

Sr. No.	Name of Director	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Anshu Shrivastava	Chairperson	2	2
2	Manish K. Shah	Member	2	2
3	Nikita M. Shah	Member	2	2
3	Abhinav Sharma	Member	2	2

3. Weblink for the CSR committee , CSR policy and CSR Projects : www.manba.finance.com
4. Impact assessment of CSR Projects : Not Applicable
5. Details of the amount available for set off and amount required for set off for the financial year , if any:

Sr.No	Financial Year	Amount available for set off from proceeding financial years (in Rs.)	Amount required to be set off from proceeding financial years (in Rs.)
NIL			

6. Average net profit of the Company for last three financial years: Rs.1299.99 lakhs

7. a. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) : ₹ 25.99 lakhs
b. Surplus arising out of the CSR projects or program or activities of the previous financial year: Nil
c. Amount required to be set off from proceeding financial year, if any: Nil
d. Total CSR obligation for the financial year (7a+7b+7c): ₹ 25.99 lakhs

8.Details of CSR spent during the financial year.
a. Total amount spent for the financial year: ₹ 27.50 Lakhs
b. Amount unspent, if any: NIL
c. Manner in which the amount spent during the financial year is detailed below:

<table>
<tr><td rowspan="3">Total amount spent for the financial year(in ₹)</td><td colspan="5">Amount unspent</td></tr>
<tr><td colspan="2">Total Amount transferred to unspent CSR Account as per section 135 (6)</td><td colspan="3">Amount transferred to any fund specified under Schedule VII as per second proviso to section 135 (5)</td></tr>
<tr><td>Amount</td><td>Date of transfer</td><td>Name of the fund</td><td>Amount</td><td>Date of transfer</td></tr>
<tr><td>₹ 27 ,50 ,000/ -</td><td colspan="2">NIL</td><td colspan="3">NIL</td></tr>
</table>

<table>
<tr><th rowspan="2">Sr. No.</th><th rowspan="2">CSR Project or Activity identified</th><th rowspan="2">Item from the list of activities in schedule VII to the Act</th><th rowspan="2">Local Area (Yes/ No)</th><th colspan="2">Location of the Project</th><th rowspan="2">Amount spent for the projects (in Rs.)</th><th rowspan="2">Mode of implementation - Direct (Yes/ no)</th><th colspan="2">Mode of implementation - (Through implementing agency)</th></tr>
<tr><th>State</th><th>District</th><th>Name</th><th>CSR Registration No.</th></tr>
<tr><td>1</td><td>Medical</td><td>Item no (i): eradicating hunger, poverty and malnutrition, 2 [promoting health care including preventive health] and sanitation 3 [Including contribution to the Swatch Bharat Kosh set-up by the Central Government for the promotion of sanitation] and making available sa fe drinking water</td><td>Yes</td><td>Gujarat</td><td>Raper, Kutch</td><td>2750000 /-</td><td>Yes</td><td colspan="2">NA</td></tr>
</table>

d. Amount spent in Administrative Overheads: Nil
e. Amount spent on Impact Assessment, if applicable: Nil
f. Total amount spent for the fiscal 2023: ₹ 27.50 lakhs
g. Excess amount for set off, if any: Nil

Sr.No	Particulars	Amount (in ` lakhs)
i.	Two percent of average net profit of the company as per section 135(5)	25.99
ii.	Total amount spent for the Financial Year	27.50
iii	Excess amount spent for the financial year [(ii) (i)]	1.51
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v.	Amount available for set off in succeeding financial years [(iii) (iv)]	- Nil

9. a. Details of Unspent CSR amount for the preceding three financial years: Nil
b. Details of CSR amount spent in the financial year for ongoing projects of the preceding fiscal(s): Nil

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).
a. Date of creation or acquisition of the capital asset(s): NA
b. Amount of CSR spent for creation or acquisition of capital asset: NA
c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: NA
d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): NA

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA

For Manba Finance Limited

Sd/-	**Sd/-**
Anshu Shrivastava	**Nikita M. Shah**
Chairman CSR Committee	**Director**
DIN:06594455	**DIN : 00171306**

To the Members of Manba Finance Limited
(Erstwhile known as Manba Finance Private Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies {Indian Accounting Standards } Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICA) 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 obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

1. We draw attention to Note 40 to the Standalone Financial Statements in which the Company describes the expected credit loss on loans, reconciliation of loss allowance provisions and reconciliation of gross carrying amount. Our opinion is not modified in respect of this matter.
2. We draw attention to Note 41 to the Standalone Financial Statements in which the Company describes the fair values of financial assets and financial liabilities. Our opinion is not modified in respect of this matter.
3. We draw attention to Note 44 & 45 to the Standalone Financial Statements in which the Company describes the maturity analysis of assets and liabilities. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

Allowances for expected credit losses (ECL) as on 31st March 2023, the carrying value of loan assets measured at ammortised cost, aggregated INR 62,978.31 lakhs constituting approximately 79.81% of the company's total assets. Significant judgement is used in classifying these loan assets and applying appropriate measurement principles. ECL on such loan assets measured at ammortised cost is a critical estimate involving greater level of management judgment. As part of our risk assessment, we determined that the ECL on such loan assets has a high degree of estimation uncertainty, with a potential range of reasonable outcomes for the standalone financial statements.

The elements of estimating ECL involves increased level of audit focus are the following:

a. Qualitative and quantitative factors used in staging the loan assets measured at ammortised cost.
b. Basis used for estimating probabilities of default (PD), loss given default (LGD), and exposure at default (EAD) at product level with pastrends.
c. Judgements used in projecting economic scenarios and probability weights applied to reflect future economic conditions, and
d. Adjustments to model driven ECL results to address emerging trends (Refer note no. 2.4 iii, 3.6 and 43 (i) to the standalone financial statements.

Information technology and general controls:

The company is dependent on its information technology (IT) systems due to the significant number of transactions that are processed daily across multiple and discrete IT systems. Also, IT application controls are critical to ensure that changes to applications and underlying data are made in an appropriate manner and under controlled environments. Appropriate controls contribute to mitigating the risk of potential fraud or errors as a result of changes to applications and data. On account of the pervasive use of its IT systems, their testing of the general computer controls of the IT systems used in financial reporting was considered to be a key audit matter.

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

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

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

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations. We have nothing to report in this regard.

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

The Company's Board of Directors are 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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the 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 auditors' 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 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

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

•Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2.(A) As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our

(a)knowledge and belief were necessary for the purposes of our audit.

(b)In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c)The standalone Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, and the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

(d)In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

(e)On the basis of the written representations received from the directors as on 31 March 2023, 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g)With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended; in our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

(h)With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) 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 does not have any pending litigations which would impact its financial position. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii)The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii)The Company has no amounts which are required to be transferred to the Investor Education and Protection Fund.

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

b)The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("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 ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c)Based on the audit procedures performed 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 mis- statement.

v)The Board of directors have not proposed any interim or final dividend during the year.

For Venus Shah & Associates
Chartered Accountants
Firm Registration No: 120878W

Sd/-
Venus B. Shah
Partner
Membership No: 109140
UDIN: 23109140BGYAHM6260
Place: Mumbai
Date: June 19, 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)
With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2023, we report the following:

I. Property, Plant, Equipment and Intangible Assets:

a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
b. The Property, Plant, Equipment and intangible Assets are physically verified by the management according to a phased programme, designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the company and nature of its assets.
c. The title deeds of all immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the company.
d. The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year. Accordingly, the reporting clause 3(i)(d) of the Order is not applicable to the company.
e. Based on the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. Inventory:

a. The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
b. According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks on the basis of security of loans (assets). We have been provided with differences in the quarterly returns or statements filed by the Company with such banks or financial institutions as compared to the books of account maintained by the Company which according to our opinion were not material in nature

iii. Loans given by Company:

As explained in note 1 to the Standalone financial statements, the Company is a non-deposit taking non-banking financial company ("NBFC") registered with the Reserve Bank of India ("RBI") and as a part of its business activities is engaged in the business of lending across various types of loans.
During the year, in the ordinary course of its business, the Company has made investments in, provided guarantee / security to and granted loans and advances in the nature of loans, secured and unsecured, to companies, firms, limited liability partnerships and other parties. With respect to such investments, guarantees / security and loans and advances:

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

b. In our opinion having regards to the mature of the Company's business, the investments made, guarantees provided security given and the terms and conditions of the grants of all loans and advance in the nature of loans and guarantees provided are not prejudicial to the company's interest;

c. in respect of loans and advances in the nature of loans (together referred to as "loan assets"), the schedule of repayment of principal and payment of interest has been stipulated. Note 2.5(ii) to the standalone financial statements explains the Company's accounting policy relating to impairment of financial assets which include loans assets. In accordance with that policy, loan assets with balances as at 31st March, 2023, aggregating INR 2,368.68 lakhs were categorised as credit impaired ("Stage 3") and INR 2,913.12 lakhs were categorised as those where the credit risk has increased significantly since initial recognition ("Stage 2"). Disclosures in respect of such loans have been provided in Note 40 to the standalone financial statements. Additionally, out of loans and advances in the nature of loans with balances as at 31st March, 2023 aggregating INR 57,696.51 lakhs, where credit risk has not significantly increased since initial recognition (categorised as "Stage 1"). Having regard to the nature of the Company's business and the volume of information involved, it is not practicable to provide an itemised list of loan assets where delinquencies in the repayment of principal and interest have been identified.

d. The total amount overdue for more than ninety days, in respect of loans and advances in the nature of loans, as at 31st March, 2023 is INR 2,368.68 lakhs. Reasonable steps are being taken by the Company for recovery of the principal and interest.

e. The principal business of the Company is to give loans and hence reporting under clause (iii)(e) of the Order is not applicable.

f. Having regard to the nature of the Company's business and the volume of information involved, it is not practicable to provide an itemised list of loans and advances that the Company has granted in the nature of loans that were either repayable on demand or without specifying any terms or period of repayment.

iv. Loans to directors & Investment by the Company:

According to the information and explanations given to us and on the basis of our examination of records, the Company has not given any investments or provided any guarantee or security as specified under section 185 of the Companies Act,2013 and the Company has not provided any guarantees. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, as applicable.

v. Deposits:

According to the information and explanations given to us, the Company being Nonbanking finance Company registered with RBI, provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 & the Companies (Acceptance of deposits) Rules, 2014, as amended, are not applicable. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal against the Company in this regard.

vi. Cost Records:

The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Hence reporting under clause 3 (vi) of the Order is not applicable.

vii. Statutory Dues:

a. The Company has been regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Cess and other material statutory dues applicable to it, to the appropriate authorities. As explained to us, the Company does not have any dues on account of sales tax, service tax, duty of customs, duty of excise and value added tax.

There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Cess and other material statutory dues in arrears as at 31st March, 2023, for a period of more than six months from the date they became payable.

b. Details of dues of Income-tax, Value Added Tax and Service Tax Act which have not been deposited as on 31st March, 2023, on account of disputes are given below:

Name of the Statue	Nature of the Dues	Amount Involved (INR)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Income Tax	51,76,745/-	FY 2016-17	Jurisdictional Assessing Officer	Appeal order giving effect not received
Income Tax Act, 1961	Income Tax	1,60,94,721/-	FY 2017-18	Jurisdictional Assessing Officer	Rectification request has been filed
Income Tax Act, 1961	Income Tax	22,21,460/-	FY 2018-19	Centralised Processing Centre	Rectification request has been filed
Income Tax Act, 1961	Income Tax	10,59,94,646/-	FY 2019-20	Centralised Processing Centre	Rectification request has been filed

viii. Unrecorded income:

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

ix. Repayment of loans:

a. According to the information and explanations given to us and on the basis of our audit procedures, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
b. According to the information and explanations given to us and on the basis of our audit procedures, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
c. In our opinion, term loans availed by the Company during the year, were applied by the Company for the purposes for which the loans were obtained.
d. On the basis of the maturity profile of financial assets and financial liabilities provided in the note no. 43 and 44 to the standalone financial statements, financial liabilities maturing within 12 months following the reporting date i.e., 31st March 2023 are less than expected recoveries from financial assets during that period. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that the Company has not used funds raised on short-term basis for the long-term purposes.
e. According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. Utilisation of IPO & FPO and Private Placement and Preferential Issues:

a. In our opinion and according to the information and explanations given to us, the company has utilised the money raised by way of initial public offer / further public offer (including debt instruments) for the purposes for which they were raised.
b. The Company has not made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year under review and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. Reporting of Fraud:

a. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
b. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 has been filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.
c. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting.

xii. Nidhi Company:

As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under Clause 3(xii) of the Order is not applicable to the Company.

xiii. Related Party Transaction:

In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. Internal Audit:

a. As per the provisions of companies, there was an obligation on the company to conduct internal audit, the company had complied with the same.
b. We have considered, the internal audit reports for the year under audit, and found that there were no such major discrepancies reported by internal auditor.

xv. Non-cash Transaction

The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under Clause 3(xv) of the Order is not applicable to the Company.

xvi. Register under RBI Act, 1934:

a. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.
b. The Company has conducted the Non-Banking Financial activities with a valid Certificate of Registration (CoR) from the Reserve Bank of India (RBI) as per the Reserve Bank of India Act, 1934. The Company has not conducted any Housing Finance activities and is not required to obtain CoR for such activities from the RBI.
c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
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. Cash losses:

The Company has not incurred any cash losses in the financial year covered by our audit or in the immediately preceding financial year.

xviii. Auditor's resignation:

There has been resignation of the statutory auditors during the year and we have taken into considerations the issues, objections or concerns raised by the outgoing auditors. The predecessor statutory auditors have confirmed to us that they were not aware of reasons as to why we should not accept the statutory audit of the company.

xix. Financial Position:

According to the information and explanations given to us and 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 standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. Corporate Social Responsibility:

a. There are no unspent amounts towards Corporate Social Responsibility (CSR) other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, reporting under paragraph 3(xx)(a) of the Order is not applicable for the year.
b. The Company has not undertaken any ongoing projects during the year. Accordingly, reporting under paragraph 3(xx)(b) of the Order is not applicable for the year.

xxi. Subsidiary Audit Report Qualifications:

The company does not have any subsidiary company and hence, reporting under clause 3(xxi) of the Order is not applicable.

For Venus Shah & Associates
Chartered Accountants
Firm Registration No: 120878W

Sd/-
Venus B. Shah
Partner
Membership No. 109140
UDIN:23109140BGYAHM6260
Place: Mumbai
Date: June 19, 2023

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

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

We were engaged to audit the internal financial controls with reference to standalone financial statements of Manba Finance Limited ("the Company") as of March 31, 2023, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

Meaning of Internal Financial Controls with Reference to these Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Standalone financial statements

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

Opinion

In our opinion , to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2023, based on the criteria for internal financial controls with reference to financial statements established by the respective Company considering the essential Components of internal control stated in the Guidance Note.

For Venus Shah & Associates
Chartered Accountants
Firm Registration No: 120878W

Sd/-
Venus B. Shah
Partner
Membership No: 109140
UDIN: 23109140BGYAHM6260
Place: Mumbai
Date: June 19, 2023

MANBA FINANCE LIMITED
(CIN - U65923MH1996PLC099938)
BALANCE SHEET AS AT 31 MARCH,2023

(Rs. in lakhs)

Particulars	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Financial Assets			
Cash and cash equivalents	6	6,237.99	3,198.39
Bank balance other than cash and cash equivalents	7	4,624.53	1,805.57
Loans	8	62,331.61	48,267.35
Investments	9	1,835.99	8.04
Other financial assets	10	933.03	1,080.45
		75,963.15	**54,359.80**
Non- financial Assets			
Current tax assets (net)	11	165.72	287.36
Deferred tax assets (net)	12	147.21	202.25
Property, plant and equipment	13	970.13	1,131.97
Other intangible assets	14	79.84	53.79
Right of use of assets	15	1,117.85	92.80
Other non-financial assets	16	465.02	304.12
		2,945.77	**2,072.29**
Total Assets		**78,908.92**	**56,432.09**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Trade payables			
- total outstanding dues of micro enterprises and small enterprises		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	17	1,148.28	1,439.24
Debt securities	18	2,656.93	1,499.92
Borrowings (other than debt securities)	19	56,936.08	37,939.81
Lease liabilities	20	1,166.71	104.42
Other financial liabilities	21	94.80	59.02
		62,002.80	**41,042.41**
Non-financial liabilities			
Provisions	22	111.08	88.56
Other non-financial liabilities	23	115.93	58.17
		227.01	**146.73**
EQUITY			
Equity share capital	24	1,255.65	1,255.65
Other Equity	25	15,423.46	13,987.30
		16,679.11	**15,242.95**
Total liabilities and equity		**78,908.92**	**56,432.09**

The accompanying notes are an integral part of the financial statements

As per our report of even date
For Venus Shah & Associates
Chartered Accountants
Firm registration number - 120878W

Sd/-
Venus B. Shah
Partner
Membership No. - 109140

Place - Mumbai
Date - 19.06.2023

For and on bahalfofthe Board of
Manba Finance Limited

Sd/-
Manish K. Shah
Managing Director
DIN -00979854

Sd/-
Monil M. Shah
Director
DIN -07054772

Sd/-
Jay K. Mota
Executive Director & CFO

Sd/-
Bhavisha A. Jain
Company Secretary

MANBA FINANCE LIMITED
(CIN - U65923MH1996PLC099938)

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

(Rs. in lakhs)

Particulars	Notes	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from operations			
Interest income	26	12,496.17	9,397.99
Other operating income	27	442.32	1,066.58
Total revenue from operations		**12,938.49**	**10,464.57**
Other income	28	446.40	237.87
Total income		**13,384.89**	**10,702.44**
Expenses			
Finance costs	29	5,661.89	4,658.59
Impairment on financial instruments	30	481.75	282.22
Employee benefit expense	31	2,799.86	2,287.14
Depreciation, amortisation and impairment	32	444.64	379.24
Other expenses	33	1,894.91	1,892.95
Total expenses		**11,283.05**	**9,500.14**
Profit before taxes		2,101.84	1,202.30
Tax expenses			
- Current tax	12	528.99	302.60
- Deferred tax	12	51.42	(43.27)
		580.42	**259.33**
Profit for the year		**1,521.42**	**942.97**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Re-measurement gains / (losses) on defind benefit plans		14.39	6.47
(ii) Income tax impact		(3.62)	(1.63)
(iii) Gain on fair value of equity instruments		-	3.04
(iv) Income tax impact		-	(0.77)
Other comprehensive income for the year		**10.77471**	**7.11**
Total comprehensive income for the year (comprising profit and other comprehensive income for the year)		**1,532.19**	**950.08**
Earnings per equity shares (face value - Rs. 10 per equity share)			
Basic	34	12.12	7.51
Diluted	34	12.12	7.51

The accompanying notes are an integral part of the financial statements

As per our report of even date
For Venus Shah & Associates
Chartered Accountants
Firm registration number - 120878W

Sd/-
Venus B. Shah
Partner
Membership No. - 109140

Place - Mumbai
Date - 19.06.2023

For and on bahalfofthe Board of
Manba Finance Limited

Sd/-
Manish K. Shah
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Executive Director & CFO

Sd/-
Bhavisha A. Jain
Company Secretary

MANBA FINANCE LIMITED
(CIN - U65923MH1996PLC099938)
STATEMENT OF AUDITED CASHFLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

(Rs. In Lakhs)

Particulars	31st March, 2023	31st March, 2022
	(Audited)	(Audited)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax & Extraordinary items	2,101.84	1,202.31
Adjustments for:		
(+)Depreciation	199.95	203.31
(+) Gratuity Provision	36.91	35.34
(-)Profit on sale of fixed assets	-	-
(-)Other IT Provision	(96.03)	-
(-) Profit on sale of investment	-	-
(-) Profit on valuation of investment	-	3.04
Subtotal	**2,242.67**	**1,444.00**
(-)Dividend Received	-	-
(-)Income Tax Paid	528.99	302.60
Operating Profit before Working Capital Changes	**1,713.68**	**1,141.40**
(Increase)/Decrease in Current Assets	(916.89)	386.98
Increase/(Decrease) in Current Liabilities & Trade Payables	864.87	797.76
(Inrease)/Decrease in Loans given	(14,064.26)	(487.76)
Net Cash Flow from Operating activities	**(12,402.60)**	**1,838.38**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Asset	(68.18)	(69.82)
Sale of fixed assets	4.03	1.53
Purchase of Investments	(1,827.95)	(3.04)
Sale of Investments	-	-
Other Income	-	-
Net Cash used in investing activities	**(1,892.10)**	**(71.33)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	-	-
Proceeds from/(repayment of) Borrowings	20,153.28	1,861.48
Loans and Advances Given	-	-
Net Cash from Financing Activities	**20,153.28**	**1,861.48**
Net increase/ (Decrease) in cash and cash equivalents (A+B+C)	**5,858.58**	**3,628.53**
Cash and cash equivalents at the beginning of the year	5,003.93	1,375.43
Cash and cash equivalents at the close of the year	10,862.53	5,003.96

The accompanying notes are an integral part of the financial statements

As per our report of even date
For Venus Shah & Associates
Chartered Accountants
Firm registration number - 120878W

Sd/-
Venus B. Shah
Partner
Membership No. - 109140

Place - Mumbai
Date - 19.06.2023

For and on bahalf of the Board of
Manba Finance Limited

Sd/-
Manish K. Shah
Managing Director
DIN -00979854

Sd/-
Monil M. Shah
Director
DIN -07054772

Sd/-
Jay K. Mota
Executive Director & CFO

Sd/-
Bhavisha A. Jain
Company Secretary

Notes Forming Part of Financial Statements
For the year ended 31 March 2023

1 Corporate Information

The Company is a registered non-banking finance company engaged in the business of providing finance. The Company is registered with the Reserve Bank of India as a Non-Banking Finance Company (NBFC) with effect from 07-04-1998, with Registration No. 13.00610. The Company primarily deals in the financing of two-wheelers, personal loan. The Company is a systemically important NBFC as per Reserve Bank of India . The Company is having its head office at Mumbai and currently having 28 branches as on 31st March 2023. The financial statements of the Company for the year ended March 31, 2023 were approved for issue in accordance with the resolution of the Board of Directors on 19th June ,2023.

2 Basis of Preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. In addition, the guidance notes/ announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations require a different treatment.

2.2 Basis of preparation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period. Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety.

2.3 Functional and presentation currency

The financial statements are presented in Indian Rupees (Rs.) which is the currency of the primary economic environment in which the Company operates (the 'functional currency).

2.4 Use of estimates, judgements and assumptions

The preparation of the financial statements in conformity with Ind AS requires management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Actual results may differ from the estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Following are the areas that involved a higher degree of estimates and judgement or complexity in determining the carrying amount of some assets and liabilities.

i) Fair value of financial instruments

The fair value of financial instruments 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 another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values.

ii) Effective interest rate ('EIR') method

The Company's EIR methodology, as explained in Note 3.1(A), recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to interest rates and other fee income/ expense that are integral parts of the instrument.

iii) Impairment of financial asset

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Company's expected credit loss (ECL) calculations are output of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

a) The Company's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a life time expected credit loss ('LTECL') basis.

b) Development of ECL models, including the various formulas and the choice of inputs.
c) Determination of associations between macroeconomic scenarios and economic inputs as gross domestic products, and the effect on probability of default (PD), exposure at default ("EAD) and loss given default ('LGD').
d) Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into ECL models

iv) Provisions and other contingent liabilities

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations.

When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the outflow is considered to be probable, but a reliable estimate cannot be made, a contingent liability is disclosed.
Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significantjudgement is required to conclude on these estimates.

These estimates and judgements are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

2.5 Presentation of the financial statements

The Balance Sheet and the Statement of Profit and Lossare prepared and presented in the format prescribed in the DivisionIIIto Schedule IIIto the Companies Act, 2013 ("the Act") applicable for Non-BankingFinance Companies ("NBFC").The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss,as prescribed in the Schedule IIIto the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified accounting Standards and the SEBI(ListingObligations and Disclosure Requirements) Regulations, 2015

3.1 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Revenue is measured at the fair value of the consideration received or receivable as reduced for estimated customer credits and other similar allowances.

A. Interest and dividend income

Interest income for all financial instruments except for those classified as held for trading or those measured or designated as at fair value through profit or loss (FVTPL) are recognised in 'Interest income' in the profit or loss account using the effective interest method (EIR).

Effective Interest Rate (EIR)wherever applicable in case of a financial asset is computed as the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. It is computed by considering all contractual terms of the financial instrument in estimating the cash flows. The cash flows are estimated Includingall fees and points paid or received between parties to the contract that are incremental and directly attributable to the specific lending arrangement, transaction costs, and all other premiums or discounts. For financial assets at FVTPL transaction costs are recognised in profit or loss at initial recognition.

Interest income is recognised by applying the Effective Interest Rate (EIR)to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at FVTPL. Interest Income on credit impaired assets are treated to accrue only upon realisation, due to uncertainty involved in its realisation and are accounted accordingly.
Income on NPAwhere interest/ principal has become overdue for more than 3 months is recognized as and when received and appropriated. Any such income recognized before the assets become non performing and remaining unrealized is reversed

Dividendincome is recognised when the Company'sright to receive dividend is established by the reporting date and no significant uncertainty as to collectability exists

B. Fee and commission income

Fee and commission income and expense include fees other than those that are an integral part of EIR.Processing fees not considered in EIR,NACH charges, Processing Fees , Documentation fees , service income, bounce charges, penal charges and foreclosure charges, etc. are recognised on point in time basis.

Further, Disbursement income deferred over loan period

C. Net gain or fair value change

Anydifferences between the fair values of the financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain/loss in the statement of profit and loss. In cases there is a net gain in aggregate, the same is recognised in "Net gains or fair value changes" under revenue from operations and if there is a net loss the same is disclosed "Expenses", in the statement of profit and loss if any .

D. Other operational revenue

Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

3.2 Financial instrument - initial recognition

A. Date of recognition

Debt securities issued are initiallyrecognised when they are originated. Allother financial assets and financial liabilitiesare initiallyrecognised when the Company becomes a party to the contractual provisions of the instrument.

B. Initial measurement of financial instruments

Financialassets and financial liabilitiesare initiallymeasured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities,as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss

3.3 Financial assets and liabilities

A) Financial assets

Business model assessment

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'sbusiness model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

a) How the performance of the business model and the financial assets held within that business model are evaluated and reported to the Company's key management personnel.

b) The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed.

c) The expected frequency, value and timing of sales are also important aspects of the Company's assessment.

The business model assessment is based on reasonably expected scenarios without taking worst case' or stress case' scenarios into account. 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 or newly purchased financial assets going forward.

Solely payments of principal and interest (SPPI) test

As a second step of its classification process, the Company assesses the contractual terms of financial to identify whether they meet SPPI test. 'Principal'for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of financial asset (for example, if there are repayments of principal or amortisation of the premium/ discount)

The most significant elements of interest within a lending arrangement are typicallythe consideration for the time value of money and credit risk. To make the SPPIassessment, the Company applies judgement and considers relevant factors such as the period for which the interest rate is set. In contrast, contractual terms that introduce a more than de-minimise exposure to risks or volatilityin the contractual cash flows that are unrelated to a basic tending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

Accordingly, financial assets are measured as follows

i) Financial assets carried at amortised cost ('AC`)

Afinancial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets measured at FVOCI

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

iii) Financial assets measured at FVTPL

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

B) Financial liabilities

i) Initial recognition and measurement Financialliabilitiesare classified and measured at amortized cost or FVTPLA financial liabilityis classified as at FVTPL if it is classified as held-for trading or it is designated as on initial recognition.

ii) Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIRmethod. The EIR amortization is included as finance costs in the statement of profit and loss.

3.4 Reclassification of financial assets and liabilities

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line. Financial liabilities are never reclassified. The Company did not reclassify any of its financial assets or liabilities in the year ended 31 March 2023 and 31 March 2022.

3.5 Derecognition of financial assets and liabilities

i) Financial assets

A. Derecognition of financial assets due to substantial modification of terms and conditions

The Company derecognises a financial asset, such as a loan to a customer, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes

B. Derecognition of financial assets other than due to substantial modification

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the contractual rights to the cash flows from the financial asset expires or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the 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 the statement of profit and loss.

ii) Financial liabilities

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

3.6 Impairment of financial assets

A. Overview of ECL principles

In accordance with Ind AS 109, the Company uses ECL model, for evaluating impairment of financial assets other than those measured at FVTPL. Expected credit losses are measured through a loss allowance at an amount equal to:

i) The 12-months expected credit losses (expected credit losses that result from those default events on the financial Instrument that are possible within 12 months after the reporting date); or

ii) Full lifetime expected credit losses (‘LTECL’) (expected credit losses that result from all possible default events over the life of the financial instrument)

Both LTECLs and 12 months ECLs are calculated on collective basis

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

Stage 1:	When loans are first recognised, the Company recognises an allowance based on 12 months ECLStage 1 loans includes those loans where there is no significant credit risk observed and also includes facilities where the credit risk has been improved and the loan has been reclassified from stage 2 or stage 3
Stage 2:	When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the life time ECL.Stage 2 loans also includes facilities where the credit risk has improved and the loan has been reclassified from stage 3.
Stage 3:	Loans considered credit impaired are the loans which are past due for more than 90 days. The Company records an allowance for life time ECL.

B. Calculation of ECLs

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

PD: Probability of Default (‘PD’) is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio. For investments and balances with banks, the Company uses external ratings for determining the PD of respective instruments.

EAD: Exposure at Default (‘EAD’) is an estimate of the amount outstanding when the borrower defaults. It is the total amount of an asset the entity is exposed to at the time of default. It is defined based on characteristics of the asset.

LGD: Loss Given Default (‘LGD’) is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the tender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

The Company has calculated PD, EAD and LGD to determine impairment loss on the portfolio of loans. At every reporting date, the above calculated PDs, EADand LGDsare reviewed and changes in the forward looking estimates are analysed. The mechanics of the ECL method are summarised below:

Stage 1:	The 12 months ECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Company calculates the 12 months ECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-months default probabilities are applied to a EAD and multiplied by the expected LGD.
Stage 2:	When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECLs.The mechanics are similar to those explained above,but PDs and LGDs are estimated over the lifetime of the instrument.
Stage 3:	For loans considered credit-impaired, the Company recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%.

3.7 Write-offs

Financial assets are written off when there are no prospects of recovery which are subject to management decision. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any recoveries made from written off assets are netted off against the amount of financial assets written off during the year under Bad debts and write offs forming part of Impairment on financial instruments in Statement of profit and loss.

3.8 Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company has taken into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

3.9 I) Recognition of other expense

A. Borrowing costs

Borrowing costs are the interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.
All other borrowing costs are charged to the statement of profit and loss for the period for which they are incurred.

3.10 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

3.11 Property, plant and equipment

Property, plant and equipment ('PPE')are carried at cost, less accumulated depreciation and impairment losses, if any. The cost of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use and other incidental expenses. Subsequent expenditure on PPE after its purchase is capitalized only if it is probable that the future economic benefits will flow to the enterprise and the cost of the item can be measured reliably.

Depreciation is calculated using the straight line method to write down the cost of property and equipment to their residual values over their estimated useful lives as specified under schedule II of the Act. Land is not depreciated.

The estimated useful lives are, as follows:
i) Building - 60 years
ii) Office equipment - 5 years
iii) Computers - 3 years
iv) Furniture and electrical fittings - 10 years
v) Vehicles - 8 years
vi) Printers - 5 years
vii) Server - 6 years
viii) Generator-10 years
ix) Plant and Machinery -15 Years
Depreciation is provided on a pro-rata basis from the date on which such asset is ready for its intended use.
The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
PPE is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised.

3.12 Intangible assets

The Company's intangible assets include the value of software. An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to, will flow to the Company.

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

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the statement of profit and loss.

3.13 Impairment of non financial assets - property, plant and equipments and intangible assets

The carrying values of assets / cash generating units at the each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and if the carrying amount of these assets exceeds their recoverable amount, impairment loss is recognised in the statement of profit and loss as an expense, for such excess amount. The recoverable amount is the greater of the net selling price and value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss.

3.14 Leases

The Company as a lessee, recognises the right-of-use asset and lease liability at the lease commencement date. Initially the right-of-use asset is 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 lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or a change in the estimate of the amount expected to be payable under a residual value guarantee, or a change in the assessment of whether it will exercise a purchase, extension or termination option. 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 profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The right-of-use asset is measured by applying cost model i.e. right-of-use asset at cost less accumulated depreciation /impairment losses.

The right-of-use assets are depreciated from the date of commencement of the lease on a straightline basis over the shorter of the lease term and the useful life of the underlying asset. Carrying amount of lease liability is increased by interest on lease liability and reduced by lease payments made.

Lease payments associated with following leases are recognised as expense on straight-line basis:

Low value leases; and

Leases which are short-term.

3.15 Defined benefit plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation / retirement. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

As per Ind AS 19, the service cost and the net interest cost are charged to the statement of profit and loss. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI.

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

3.16 Provisions, contingent liabilities and contingent assets

A. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the Company determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

B. Contingent liability

A possible obligation that arises from past events and 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; present obligation that arises from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability are disclosed as contingent liability and not provided for.

C. Contingent asset

A contingent asset is a possible asset that arises from past events and whose existence 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. Contingent assets are neither recognised not disclosed in the financial statements.

3.17 Taxes

A. Current Tax

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

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

B. Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax taws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

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

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

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off.

C. Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or availing of services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

3.18 Earnings per share

Basic earnings per share (EPS) is computed by dividing the profit after tax (i.e. profit attributable to ordinary equity holders) by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the profit after tax (i.e. profit attributable to ordinary equity holders) as adjusted for after-tax amount of dividends and interest recognised in the period in respect of the dilutive potential ordinary shares and is adjusted for any other changes in income or expense that would result from the conversion of the dilutive potential ordinary shares, by the weighted average number of equity shares considered for deriving basic earnings per share as increased by the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits, right issue and bonus shares, as appropriate.

3.19 Dividends on ordinary shares

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Act, final dividend is authorised when it is approved by the shareholders and interim dividend is authorised when the it is approved by the Board of Directors of the Company. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

3.2 Cash flows are reported using the indirect method as prescribed under Ind AS 7, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

4.Standards (including amendments) issued but not yet effective

Ministry of Corporate Affairs ("MCA") has not notified any new or amendments in existing Ind AS which would be applicable with effect from April 1, 2021, other relavent notification , disclosure issued where applicable disclosed correctly

5.The Company have prepared the Financials Statement as per Ind AS .

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Note 6 - Cash and cash equivalents **(Rs. in lakhs)**

Particulars	As at 31 March 2023	As at 31 March 2022
Cash on hand	48.10	678.91
Balances with banks		
- current accounts	6,189.89	2,519.48
	6,237.99	**3,198.39**

Note 7 - Bank balances other than cash and cash equivalents **(Rs. in lakhs)**

Particulars	As at 31 March 2023	As at 31 March 2022
Fixed deposit (including accrued interest)	4,624.53	1,805.57
	4,624.53	**1,805.57**

Note 8 - Loans **(Rs. in lakhs)**

Particulars	As at 31 March 2023	As at 31 March 2022
Loan measures of amortised cost		
Gross term loans	63,368.90	49,555.62
Less - Unamortised Income-INDAS	(390.58)	(647.29)
Less - Impairment loss allowance	(646.71)	(640.98)
Net term loans	**62,331.61**	**48,267.35**

Note 9 - Investments **(Rs. in lakhs)**

Particulars	As at 31 March 2023	As at 31 March 2022
Investments in equity instruments (measured at cost) (unquoted)		
Progressive bank (50,000 equity shares of Rs. 10 each)	8.04	8.04
Investment in ARC Trust	1,827.95	-
	1,835.99	**8.04**

Note 10 - Other financial assets **(Rs. in lakhs)**

Particulars	As at 31 March 2023	As at 31 March 2022
Security deposits	172.01	98.54
Advances to employees	8.75	12.87
Sundry Debtors	752.27	969.04
	933.03	**1,080.45**

Note 11 - Current tax assets (net) **(Rs. in lakhs)**

Particulars	As at 31 March 2023	As at 31 March 2022
Advance income tax (net of provision for tax)	165.72	287.36
	165.72	**287.36**

Note 12 - Deferred tax assets (net) **(Rs. in lakhs)**

Particulars	As at 31 March 2023	As at 31 March 2022
(A) Deferred tax Assets to the following -		
Deferred tax assets		
- On expected credit loss provision on loans	162.76	161.32
- On Unamortised income	95.01	169.70
- On gratuity	27.96	22.29
- On Account of Lease Ind As 116	16.92	0.79
Total deferred tax assets (A)	**302.66**	**354.11**

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(Rs. in lakhs)

Particulars		
Deferred tax liabilities		
- On difference between written down value of property, plant and equipment as per book of accounts and as per income tax	47.23	57.71
- On Impact on recognition of borrowings at amortised cost using EIR	44.46	24.25
- On Interest income on non performing assets	63.76	69.14
- On Gain on fair value of equity instruments		0.77
Total deferred tax liabilities (B)	**155.45**	**151.86**
Deferred tax assets / (liabliity), (net) (A-B)	**147.21**	**202.25**

(B) Reconcilition of deferred tax assets / (liabilites) (net) (Rs. in lakhs)

Particulars	As at 31 March 2023	Year ended 31 March 2022
Opening balance	202.25	161.37
Deferred tax assets / (liabilities) recognised in statement of profit and loss	-51.42	43.27
Deferred tax assets / (liabilities) recognised in OCI	(3.62)	(2.39)
Closing balance	**147.21**	**202.25**

(C) Income tax expenses recognised in profit and loss (Rs. in lakhs)

Particulars	As at 31 March 2023	Year ended 31 March 2022
- Current tax	528.99	302.60
- Prior period income tax		
- Deferred tax charge / (income)	51.42	(43.27)
	580.41	**259.32**

(D) Income tax expenses recognised in other comprehensive income (Rs. in lakhs)

Particulars	As at 31 March 2023	Year ended 31 March 2022
Net loss / (gain) on remeasurements of defind benefit plans	3.62	1.63
Net loss / (gain) on Fair Valuation of Equity	0	0.77
	3.62	**2.40**

(E) Major components of tax expenses / (income) (Rs. in lakhs)

Particulars	As at 31 March 2023	Year ended 31 March 2022
Statement of profit and loss		
(a) Profit & loss section		
(i) Current tax	528.99	302.60
Current tax expenses for the year		-
Tax expenses for the earlier years		-
	528.99	**302.60**
(ii) Deferred tax		
Tax expense on origination and reversal of temporary differences	-51.42	43.27
	51.42	**(43.27)**
Income tax expenses reported in the statement of profit and loss	**580.42**	**259.33**
Other comprehensive income section -		
Items that will not be reclassified to profit or loss in subsequent years		
Deferred tax expenses / (income)	3.62	2.40
Income tax expenses reported in the other comprehensive income	**3.62**	**2.40**

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(F) Reconciliation of tax charge **(Rs. in lakhs)**

Particulars	As at 31 March 2023	Year ended 31 March 2022
Profit before tax	2101.84	1202.30
Income tax expenses at tax rates applicable	25.17%	25.17%
Income tax expenses	**528.99**	**302.60**
Tax effects of -		
- Disallowed expenses	-	-
- Excess provision made	-	-
- Others	-	-
Tax at different rate		
Deduction under chapter VIA		
Adjustments related to tax of prior years		-
Impact of deferred tax adjustments	55.04	(40.87)
Effect on deferred tax due to change in tax rates		-
Tax expenses recognised in statement of profit and loss	**584.03**	**261.73**

(G) Computing corporate tax rate applicable to the Company **(Rs. in lakhs)**

Particulars	As at 31 March 2023	Year ended 31 March 2022
Basic tax rate	22%	22%
Add - surchage	10%	10%
Add - cess	4%	4%
Corporate Tax rate Applicable	**25.17%**	**25.17%**

Note 13 - Property, plant and equipment

(Rs. in lakhs)

	Gross block				Accumulated depreciation and impairment				Net block	
Particulars	**As at 31 March 2022**	**Additions / Adjustments**	**Deductions / adjustments**	**As at 31 March 2023**	**As at 31 March 2022**	**For the year**	**Deductions / adjustments**	**As at 31 March 2023**	**As at 31 March 2023**	**As at 31 March 2022**
Buildings	178.71	-	-	**178.71**	11.63	2.82359		**14.46**	**164.25**	**167.08**
Office equiptments	49.04	4.49	-	**53.52**	37.04	6.94	(0.99)	**42.98**	**10.54**	**11.99**
Computers	417.01	23.56	0.29	**440.28**	324.55	50.37	(3.82)	**371.10**	**69.19**	**92.46**
Furniture & fixtures	901.99	4.26	-	**906.25**	398.78	80.21	(0.08)	**478.91**	**427.34**	**503.21**
Vehicles	**352.74**	0.70	2.78	**350.66**	**161.97**	39.55258		**201.52**	**149.14**	**190.77**
Air Conditioner	105.99	-	-	**105.99**	45.39	6.00	(0.00)	**51.39**	**54.60**	**60.60**
Plant & Machinery	163.30		0.96	**162.34**	81.57	7.51	(1.27)	**87.80**	**74.54**	**81.73**
Electrical Fittings	41.59	-	-	**41.59**	**17.47**	3.58383		**21.05**	**20.53**	**24.12**
Total	**2210.37**	33.01	4.03	**2239.35**	**1078.41**	196.99	(6.18)	**1269.22**	**970.13**	**1131.97**

Note 14- Intangible Assets

(Rs. in lakhs)

	Gross block				Accumulated depreciation and impairment				Net block	
Particulars	**As at 31 March 2022**	**Additions / Adjustments**	**Deductions / adjustments**	**As at 31 March 2023**	**As at 31 March 2022**	**For the year**	**Deductions / adjustments**	**As at 31 March 2023**	**As at 31 March 2023**	**As at 31 March 2022**
Computer Software	101.60	35.19	**-**	**136.79**	47.81	9.73	**(0.58)**	**56.95**	**79.84**	**53.79**
Total	**101.60**	35.19	**-**	**136.79**	**47.81**	9.73	**(0.58)**	**56.95**	**79.84**	**53.79**

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Note 15 - Right of use of assets

Particulars	As at 31 March 2023	(Rs. in lakhs) As at 31 March 2022
Right of use of assets	1,117.85	92.80

Note 15 - Detailed Note on Leases

The weighted average incremental borrowing rate applied to lease liabilities is 10%

Information about leases for which the Company is a leasee are presented below -

(i) Right-of-use assets (ROU)	**(Rs. in lakhs Total)**
Gross carrying value	
Balance as at 1 April 2021	594.69
Additions	18.13
Disposals	(84.84)
Balance as at 31 March 2022	**527.98**
Additions	1276.36
Disposals	(1.11)
Balance as at 31 March 2023	**1803.23**
Accumulated depreciation	
Balance as at 1 April 2021	333.39
Charge for the year	175.93
Disposal / adjustment	(74.14)
Balance as at 31 March 2022	**435.18**
Charge for the year	255.72
Disposal / adjustment	(5.52)
Balance as at 31 March 2023	**685.38**
Net carrying value	
Balance as at 31 March 2022	**92.8**
Balance as at 31 March 2023	**1117.85**

(ii) Amount recognised in the statement of profit and loss **(Rs. in lakhs)**

	Year ended 31 March 2023	Year ended 31 March 2022
Interest cost on lease liabilities	119.94	19.44
Depreciation on right of use assets	244.69	175.93
Rental expense recorded for short-term lease payments and payments for lease of low-value assets not included in the measurement of the lease liability (refer note (i) below)	22.7	50.85

Note - (i) Breakdown of rent **(Rs. in lakhs)**

	Year ended 31 March 2023	Year ended 31 March 2022
Short-term lease expense	35.07	50.85
Low value lease expense	-	-
Total lease expense	**35.07**	**50.85**

(iii) Cash outflow from leases **(Rs. in lakhs)**

	As at 31 March 2023	As at 31 March 2022
Cash payments for the principal and interest portion of the lease liability within financing activities	250.77	150.15
Short-term lease payments, payments for lease of low-value assets and variable lease payments not included in the measurement of the lease liability within operating activities	35.07	50.85

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(iv) Lease liabilities **(Rs. in lakhs)**

Balance as at 1 April 2021	281.14
Adjustment on transition to Ind AS 116	
Less: Movement during the year	(46.01)
Add: Interest cost accrued during the year	19.44
Less: payment of lease liabilities	(150.15)
Balance as at 31 March 2022	**104.42**
Less: Movement during the year	1193.12
Add: Interest cost accrued during the year	119.94
Less: Payment of lease liabilities	(250.77)
Balance as at 31 March 2023	**1,166.71**

(Rs. in lakhs)

	As at 31 March 2023	**As at 31 March 2022**
Non-current	1,134.78	45.59
Current	31.93	58.82

(v) Maturity analysis of lease liabilities

Maturity analysis – contractual discounted cash flows
As at 31 March 2023

(Rs. in lakhs)

Less than 1 year	31.93
Between 1 and 2 years	42.53
Between 1 and 2 years	1092.25
Over 5 years	-
As at 31 March 2022	
Less than 1 year	58.82
Between 1 and 2 years	41.39
Between 2 and 5 years	4.2
Over 5 years	-

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Note 16 - Other non financial assets **(Rs. in lakhs)**

Particulars	As at 31 March 2023	As at 31 March 2022
Balance with government authorities	285.66	157.54
Prepaid expenses	171.74	140.56
Others	7.62	6.02
	465.02	**304.12**

Note 17 - Trade payables **(Rs. in lakhs)**

Particulars	As at 31 March 2023	As at 31 March 2022
- total outstanding dues of micro enterprises and small enterprises	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	1,148.28	1,439.24
	1,148.28	**1,439.24**

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3**	**Total**
i)MSME	-	-	-	-	-
ii)Others	1,148.28	-	-	-	1,148.28
iii)Disputed dues MSME	-	-	-	-	-
iii)Disputed dues others	-	-	-	-	-
Total	**1,148.28**	**-**	**-**	**-**	**1,148.28**

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
i)MSME	-	-	-	-	-
ii)Others	1,439.24	-	-	-	1,439.24
iii)Disputed dues MSME	-	-	-	-	-
iii)Disputed dues others	-	-	-	-	-
Total	**1,439.24**	**-**	**-**	**-**	**1,439.24**

Note 18 - Debt securities **(Rs. in lakhs)**

Particulars	As at 31 March 2023	As at 31 March 2022
At amortised cost		-
Secured		-
Non convertible debenture	2,656.93	1,499.92
	2,656.93	**1,499.92**

(Rs. in lakhs)

Issue of secured redeemable non convertible debentures as on 31 March 2022 and 31 March 2021

Particulars	Face value per debenture	Date of allotment	Interest rate % p.a.	Date of redemption	As at 31 March 2023	As at 31 March 2022
Bank of Baroda	10	Aug-20	10.60%	Aug-23	166.67	500.00
Axis trustee Services Limited acting in its capacity as trustee of the Northern Arc Money Market Alpha Trust with Northern Arc Money Market Alpha Fund as its scheme	10	Sep-20	13.25%	Sep-21	1,000.00	0.00
A K Capital Finance Pvt Ltd	1	Mar-21	13.50%	Mar-23	0.00	999.92
EDGE CREDIT OPPORTUNITIES FUND - NCD	1	Jan-23	13.10%	Jul-25	1,500.00	0.00

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Note 19 - Borrowings (other than debt securities)

(Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
At amortised cost		
(a) Term laons		
(i) Secured		
Term loan from banks	28,847.11	20,803.16
Term loan from financial institutions	28,228.27	13,685.81
Car loan from bank	37.33	45.18
(ii) Unsecured		
Term loan from financial institutions	-	3,405.66
Loan from inter companies	-	-
(b) Unamortised processing fees	(176.63)	-
	56,936.08	**37,939.81**

Term loans from bank as on 31 March 2023 - Secured

Repayment term	Tenure	Interest range	As at 31 March 2023	As at 31 March 2022
Monthly	Upto 5 years	8%-10%	5,197.99	8,170.84
Monthly	Upto 5 years	10%-11%	603.65	88.61
Monthly	Upto 5 years	11%-12%	9,797.18	656.90
Monthly	Upto 5 years	12%-13%	8,568.44	6,158.41
Monthly	Upto 5 years	above 13%	-	1,099.48
Monthly	above 5yrs-7yrs	8.80%	37.33	45.18
Quarterly	Upto 5 years	12%-13%	-	-
			24,204.59	**16,219.42**

Loan repayable on demand from bank - secured

Repayment term	Tenure	Interest range	As at 31 March 2023	As at 31 March 2022
On demand	Upto 5 years	10%-11%	2,498.26	2,370.78
On demand	Upto 5 years	11%-12%	1,851.45	1,832.31
On demand	Upto 5 years	12%-13%	330.15	425.83
On demand	Upto 5 years	Above 13%	-	-
			4,679.85	**4,628.92**

Term loans from financial institutions as on 31 March 2023 - Secured

Repayment term	Tenure	Interest range	As at 31 March 2023	As at 31 March 2022
Monthly	Upto 5 years	9%-10%	163.06	-
Monthly	Upto 5 years	10%-11%	1,103.30	610.29
Monthly	Upto 5 years	11%-12%	3,126.70	2,398.60
Monthly	Upto 5 years	12%-13%	14,697.76	8,182.76
Monthly	Upto 5 years	above 13%	9,137.44	2,494.16
Quarterly	Upto 5 years	11.15%	-	-
			28,228.27	**13,685.81**

Term loans from financial institutions as on 31 March 2023 - UnSecured

Repayment term	Tenure	Interest range	As at 31 March 2023	As at 31 March 2022
Monthly	Upto 5 years	12%-13%	0	405.66
Quarterly	Upto 5 years	12%-13%	0	1,000.00
Ondemand	Upto 5 years	12%-13%	0	2,000.00
			-	**3,405.66**

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Maturity of Loan - Need to Specify with Loan Maturity Data Given

	As at 31 March 2023			As at 31 March 2022		
Rate of interest (in%)	**Upto 1 year**	**1-7years**	**Total**	**Upto 1 year**	**1-7years**	**Total**
8.80	8.56	28.78	37.33	7.84	37.34	45.18
9.15	1,168.33	2,936.23	4,104.56	803.38	4,135.65	4,939.03
9.55	163.06	-	163.06	-	-	-
9.95	868.80	-	868.80	1,080.00	274.81	1,354.81
10.00	220.11	4.51	224.62	1,000.00	877.00	1,877.00
10.50	-		-	66.37	-	66.37
10.80	-		-	88.61	-	88.61
10.90	2,498.26		2,498.26	2,370.78	-	2,370.78
11.00	1,673.07	33.88	1,706.95	-	-	-
11.10	554.18	324.15	878.33	-	-	-
11.20	590.76	73.75	664.51	105.41	-	105.41
11.25	239.17	-	239.17	1,344.96	237.76	1,582.72
11.30	1,606.91	252.38	1,859.29	-	-	-
11.40	1,375.97	661.32	2,037.29	-	-	-
11.50	687.90	430.96	1,118.86	-	-	-
11.55	1,851.45	-	1,851.45	1,832.31	-	1,832.31
11.60	2,098.30	1,421.90	3,520.20	-		
11.75	-		-	125.68	-	125.68
11.80	288.07	-	288.07	527.81	288.07	815.88
12.00	1,090.91	1,227.22	2,318.13	425.82	-	425.82
12.50	-		-	543.93	-	543.93
12.25	2,251.25	1,531.67	3,782.92	1,323.30	1,023.10	2,346.40
12.37	-		-	554.54	-	554.54
12.50	3,224.05	2,189.27	5,413.32	6,885.16	1,822.79	8,707.95
12.60	356.55	162.46	519.01	877.10	513.20	1,390.30
12.75	5,621.36	2,595.53	8,216.89	1,417.25	512.86	1,930.11
12.80	220.36	779.64	1,000.00	-	-	-
13.00	2,320.56	2,343.68	4,664.24	2,361.19	882.17	3,243.36
13.20	500.00	500.00	1,000.00	-	-	-
13.25	2,004.29	1,669.02	3,673.31	-	-	-
13.50	527.53		527.53	2,202.28	514.33	2,716.61
13.75	1,218.40	232.00	1,450.40	-		
13.80	358.26	110.82	469.08	320.68	463.14	783.82
13.90	-		-	93.19	-	93.19
15.30	1,217.62	799.51	2,017.13	-	-	-
Unamortised processing fees	-	(176.63)	(176.63)	-	-	-
	36,804.04	**20,132.05**	**56,936.08**	**26,357.59**	**11,582.22**	**37,939.81**

Note 20 - Lease liabilities

(Rs. in lakhs)

Particulars	**As at 31 March 2023**	**As at 31 March 2022**
Lease	**1,166.71**	**104.42**

Note 21 - Other financial liabilities

Particulars	**As at 31 March 2023**	**As at 31 March 2022**
Employee related payable		-
Other expenses payable	94.80	59.02
	94.80	**59.02**

Note 22 - Provision

Particulars	**As at 31 March 2023**	**As at 31 March 2022**
Provision for employee benefits		
- provision for gratuity	111.08	88.56
- provision for compensated absences		
	111.08	**88.56**

Note 23 - Other non-financial liabilites

Particulars	**As at 31 March 2023**	**As at 31 March 2022**
Statutory dues payable	115.93	58.17
	115.93	**58.17**

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Statement of changes in equity
Note 24 - Equity share capital

Share capital

Particulars	No of shares	Amount (Rs. in lakhs)
As at 31 March 2022	1,25,56,470	1,255.65
Issued during the year		-
As at 31 March 2023	**1,25,56,470**	**1,255.65**

Note 25 - Other equity

Particulars	Reserve and surplus			
	Securities premium	Retained earnings	Statutory reserve	Total
Balance as at 31-03-2022	5,879.19	6,469.21	1,638.90	13,987.30
Profit for the year	-	1,217.14	304.28	1,521.42
Provision for taxes of past years		(96.03)		(96.03)
Other comprehensive income	-	10.77	-	10.77
Transfer from retained earnings	-	-	-	-
Balance as at 31 March 2023	**5,879.19**	**7,601.09**	**1,943.19**	**15,423.46**

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Note 24 - (Detailed note on Equity)

(Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Authorised		
1,49,00,000 Equity share of Rs. 10 each	1,490.00	1,490.00
1,00,000 Preference shares of Rs. 10 each	10.00	10.00
	1,500.00	**1,500.00**
Issued, subscribed and paid up		
31 March 2022-1,25,56,470 (31 March 2021 - 1,25,56,470, 1 April 2019 - 1,25,56,470) equity shares of face value Rs. 10 each fully paid up	1,255.65	1,255.65
	1,255.65	**1,255.65**

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount (Rs. in lakhs)	Number of shares	Amount (Rs. in lakhs)
Shares outstanding at the beginning of the year	1,25,56,470.00	1,255.65	1,25,56,470.00	1,255.65
Shares issued during the year				
Shares outstanding at the end of the year	**1,25,56,470.00**	**1,255.65**	**1,25,56,470.00**	**1,255.65**

(b) Right, preference and restriction on shares

The Company has one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend if proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	As at 31 March 2023		As at 31 March 2022	
	Number of shares	% of total shares	Number of shares	% of total shares
Manish K Shah	21,86,616.00	17	21,86,616.00	17
Nikita M Shah	16,68,090.00	13	16,68,090.00	13
Manish Kirit Shah (HUF)	7,38,282.00	6	7,38,282.00	6
Mansi M Shah	1,800.00	0	1,800.00	0
Monil M Shah	5,98,183.00	5	5,98,183.00	5
Manba Investments and Securities Private Limited	46,35,346.00	37	46,35,346.00	37
Manba Broking Services Pvt Ltd	8,31,900.00	7	8,31,900.00	7
Manba Fincorp Pvt Ltd	6,95,902.00	6	6,95,902.00	6
Manba Infotech LLP	12,00,351.00	10	12,00,351.00	10
Total	**1,25,56,470.00**	**100**	**1,25,56,470.00**	**100**

(d) Disclosure of shareholding of promoters and promoter group of the Company

Out of equity shares issued by the Company, shares held by promoter and promoter group are as below -

Name of promotors	As at 31 March 2023		As at 31 March 2022	
	Number of shares	% of total shares	Number of shares	% of total shares
Manish K Shah	21,86,616.00	17	21,86,616.00	17
Nikita M Shah	16,68,090.00	13	16,68,090.00	13
Total	**38,54,706.00**		**38,54,706.00**	

(e) The Company has neither issued any bonus shares nor there has been any buy back of shares during the five years immediately preceding 31 March 2022. Also, no share were issued for consideration other than cash during five years immediately preceeding 31 March 2022.

Note 25 - (Detailed note on Other equity)

(Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Security premium	5879.19	5879.19
Capital reserve	-	-
Revaluatoin reserve	-	-
Profit and loss account	7601.09	6469.21
Statutory reserve	1943.19	1638.90
	15423.46	13987.30

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(i) Security premium

(Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	5879.19	5879.19
Add - changes during the year		
Balance at the end of the year	**5879.19**	**5879.19**

Amount received (on issued of shares) in excess of the face value has been classified as securities premium. The reserve will be utilised in accordance with the provision of the Act.

(ii) Capital reserve

(Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year		
Add - transfer from debenture redemption reserve	-	-
Balance at the end of the year	-	-

Capital redemption reserve is created on account of merger and it will be utilised in accordance with the provision of the Companies Act, 2013.

(iii) Revaluation reserve

(Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year		
Less - transfer to general reserve	-	-
Balance at the end of the year	-	-

(iv) Profit and loss account

(Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	6,469.21	5,707.73
Add - Profit for the year	1,217.14	754.37
Add - Other comprehensive income for the year	10.77	7.11
Less - Income Tax Provision Past years	96.03	-
Balance at the end of the year	**7601.09**	**6469.21**

Retained earnings represents the accumulated profits / losses made by the Company over the years.

(v) Statutory reserve

(Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	1,638.90	1,450.31
Less - transfer to general reserve	304.28	188.59
Balance at the end of the year	**1,943.18**	**1,638.90**

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilised only for limited purposes as specified by RBI from time to time and every such utilisation shall be reported to the RBI within specified period of time from the date of such utilisation. The Company has transferred 25% of the profit after tax (as against 20%) required to the statutory reserves in accordance to the provision of Section 45-IC of Reserve Bank of India Act,1934.

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Note 26 - Interest income

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest income on financial assets measured at amortised cost		
- Interest on loans	12496.17	9,397.99
	12,496.17	**9,397.99**

Note 27 - Other operating income

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Other financials charges	442.32	1,066.58
	442.32	**1,066.58**

Note 28 - Other income

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Commission income	264.58	118.74
Profit on sale of property, plant and equipment		0.26
Interest on SD	6.04	9.94
Interest on Fixed deposits	122.53	65.81
Miscellaneous income	53.25	43.12
	446.40	**237.87**

Note 29 - Finance costs

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
On financial liabilities measured at amortised cost		
Interest on borrowings	5,253.04	4,235.19
Interest on debt securitties	39.71	125.91
Interest on lease liabilities	119.94	19.44
Othr finance charges	249.20	278.05
	5,661.89	**4,658.59**

Note 30 - Impairment offinancial instruments

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Financial assets measured at amortised cost		-
Loans	481.75	282.22
	481.75	**282.22**

Note 31 - Employee Benefit Expenses

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Salaries, wages and bonus	2620.17	2,176.46
Contribution to provident and other funds	78.45	42.07
Gratuity expenses	40.73	40.19
Staff welfare expenses	60.51	28.42
	2,799.86	**2,287.14**

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Note 32 - Depreciation and amortisatoin expense

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation on property, plant and equipments	190.22	195.99
Depreciation on right to use assets	244.69	175.93
Amortisation on intangible assets	9.73	7.32
	444.64	**379.24**

Note 33 - Other expenses

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Advertisement Expenses	1.75	1.68
Statutory auditors remuneration	5.89	4.60
Business Promotion expenses	66.45	57.11
CIBIL Charges	73.45	45.59
Computer & Software Charges	44.85	25.18
Commission expenses	105.37	93.31
Conveyance Expenses	89.3	49.75
CSR expenses	27.5	30.00
Document & Stamping Charges	91.74	56.24
Diwali Exp	-	-
Donations	2.4	24.09
Goods and services tax	135.88	168.19
House keeping expenses	19.85	13.94
Insurance expenses	7.33	7.29
Legal Expenses	0.1	0.39
Personnel Expense	-	-
Petrol Charges	5.49	3.44
Security Charges	51.2	13.53
Society Maintenance	7.97	6.19
Transport Charges	-	-
Water Charges	2.49	3.00
Electricity Charges	56.7	48.67
FIR Charges	31.63	32.00
Internet Expenses	9.47	9.33
Loss on sale of Seized Vehicles	349.77	730.31
Office Expenses	39.54	35.00
Postage & Telegram	26.74	13.00
Printing & Stationery	39.25	24.86
Professional & Consultancy Fees	59.32	90.20
Incentive to Dealer	402.53	212.19
Rent, Rates & Taxes	22.7	50.85
Repairs & Maintenance	32.33	21.68
Telephone Expenses	16.85	15.64
Other Miscellaneous Expenses	18.21	5.70
Loss on sale to ARC	50.86	
	1,894.91	**1,892.95**

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Note I - Payments to auditors

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Statutory audit fees	3.00	2.42
Taxation matters and Other attest services	2.89	12.82
	5.89	**15.24**

Note II - Corporate social responsibility

As per section 135 of the Companies Act, and rules therein, the Company is required to spend at least 2% of its average net profits for three immediately preceeding financial years towards CSR activities. The Company has CSR committee as per the Act. The funds are utilised on the activities which are specified in schedule VII of the Act. Details of CSR expenditure are as follows -

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
(i) Amount required to be spent by the company during the year	26.00	29.28
(ii) Amount of expenditure incurred on:		
(a) Construction/acquisition of any asset	-	-
(b) On purposes other than (a) above	27.50	30.00
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reason for shortfall	-	-
(vi) Nature of CSR activities	Medical and Education	Medical and Education
(vii) Details of related party transactions in relation to CSR expenditure as per relevant accounting standard	NA	NA

The amount spent towards CSR does note involve any long term project and accordingly, disclosure requirements relating to ongoing projects is not applicable as at reporting dates.

Note 34 - Earnings per share

The earnings per equity share is computed by dividing the net profit attributable to the equity shareholders for the year by weighted average number of equity shares outstanding at the year end.

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Net profit after tax for the year	15,21,41,890.88	9,42,96,589.71
Profit attributable to equity share holders	15,21,41,890.88	9,42,96,589.71
Weighted average number of equity shares outstanding during the year (numbers)	1,25,56,470.00	1,25,56,470.00
Basic (in Rs.)	12.12	7.51
Diluted (in Rs.)	12.12	7.51
Face value per share (in Rs.)	10	10

Note 35 - Contingent liabilites

No Contigency have been identified hence no provision has been created.

Note 36 - Capital commitments

(Rs. in lakhs)

Particulars	As at 31 March 2023	Year ended 31 March 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	NIL	NIL

Note 37 - Operating segment

There is no separate reportable segment as per Ind AS 108 on Operating Segments' in respect of the Company.
The Company operates in single segment only. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

No revenue from transactions with a single external customer amounted to 10% or more of the Company's total revenue in year ended 31 March 2023 or 31 March 2022.

Significant accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31st March 2023

Note 38 - Employee benefits

(A) Defind contribution plans

During the year, the Company has recognised the following amounts in the statement of profit and loss -

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Contribution to provident, ESIC and labour welfare fund (refer note 31)	109.98	64.05
	109.98	**64.05**

(B) Defind benefit plans

(i) Gratuity

The Company's liabilities under the Payment of Gratuity Act,1972 are determined on the basis of actuarial valuation made at the end of each reporting period using the projected unit credit method.

The gratuity benefit is provided through unfunded plan and annual contributions are charged to the statement of profit and loss. Under the scheme, the settlement obligation remains with the Company. Company accounts for the liability for future gratuity benefits based on an actuarial valuation. The net present value of the Company's obligation towards the same is actuarially determined based on the projected unit credit method as at the Balance Sheet date.

The defined benefit plans expose the Company to risks such as actuarial risk, liquidity risk, market risk, legislative risk. These are discussed as follows:

Basis of assumptions

Calculating Defined benefit obligation, by using Projected Unit Credit Method, requires an actuary to make a lot of assumptions, based on current market scenarios.The basis of different assumptions used while calculating the defined benefit obligation is as follows :-

Discount rate -

Discount rate has been determined by reference to market yields on Government bonds of term consistent with estimated term of obligations.

Mortality / disability

If the actual mortality rate in the future turns out to be more or less than expected then it may result in increase / decrease in the liability.

Employee turnover / withdrawal rate

If the actual withdrawal rate in the future turns out to be more or less than expected then it may result in increase / decrease in the liability.

Salary escalation rate

More or less than expected increase in the future salary levels may result in increase / decrease in the liability.

(a) Principal assumptions used for the purposes of the actuarial valautions

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Economic assumptions		
Discount rate (per annum)	7.33%	7.37%
Salary escalation rate		For First year-0%
Demographic assumptions		Thereafter -8.5%
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Employee turnover / withdrawal rate	8.50%	7.00%
Retirement age	58 Years	58 years

(ii) Amount recognised in the balance sheet

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Present value of unfunded obligation as at the end of the year	111.08	88.56
Net liability recognised in the balance sheet	111.08	88.56
Current obligations	-	-
Non-current obligations	3.91	2.54
(iii) Changes in the present value of defind benefit obligation	107.17	86.02

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Present value of obligation at the beginning of the year	88.56	59.68
Interest cost	7.65	5.12
Current service cost	33.08	32.61
Past service cost	-	-
benefits paid	(3.81)	(2.39)
Actuarial (gain) / loss on obligations - due to change in financial assumptions	(14.39)	(6.47)
Actuarial (gain) / loss on obligations - due to experience adjustments	-	-
Present value of obligation at the end of the year	**111.08**	**88.55**

Significant accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31st March 2023

(iv) Expenses recognised in the statement of profit and loss

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Current service cost	33.08	32.61
Net interest cost	7.65	5.12
Past service cost	-	-
Total expenses recognised in the statement of profit and loss	**40.73**	**37.73**

(v) Expenses recognised in other comprehensive income

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Remeasurement due to		
- effect ofchange in financial assumptions	11.06	6.72
- effect ofchange in demographic assumptions	(4.72)	6.94
- effect ofexperience adjustments	(20.74)	-20.13
Net actuarial (gains)/ losses recognised in OCI	**(14.39)**	**(6.47)**

(vi) Sensitivety analysis for significant assumption

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Discount rate		
1% increase	(11.30)	(9.78)
1% decrease	13.36	11.70
Salary escalation rate		
1% increase	9.87	8.73
1% decrease	(9.67)	(8.55)

(vii) Maturity profit of defined benefits obligation

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Withing next 12 months	4.05	2.63
Between 2 and 5 years	24.74	18.25
Between 6 and 10 years	129.60	32.72
Beyond 10 years	221.97	215.18
Total expected payments	**380.35**	**268.78**

Significant accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31st March 2023

Note 39 - Related party Disclosure

Names and Relationships of the related parties

i) Concerns under same Management:
1.Theme Infotech Private Limited
2 .Celebrity Project Private Limited
3. Aarambh Properties LLP
4 .Nirvan Vastu Developers LLP
5 .Celebrity Buildcon LLP
6. Manba Fincorp Private Lmited
7.Manba Investment and Securities Private Limited
8 Manba Infotech LLP
9.Ride Choice Ltd

ii) Key Management Personnel
1.Manish K Shah.
2.Nikita M Shah.
3.Monil M Shah
4.Jay Mota.
5.Bhavisha Jain.

iii) Transactions with the related parties during the year are as follows:

Transaction with related parties	Companyunder same management	Key Management Personnel and Relatives
Remuneration		3,53,00,004.00
Loan taken/ Repayment Received	7,43,31,976.00	20,66,434.00
Loan given/ Repaid	1,01,27,362.00	10,18,512.00
Share Application Money paid		

Significant accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31st March 2023

Note 40 - Operating segment

(a) Excepted Credit loss - Loans :

Particulars		As at 31 March 2023 Gross carrying amount	Expected credit loss	Carrying amount net of impairement provision	As at 31 March 2022 Gross carrying amount	Expected credit loss	Carrying amount net of impairement provision
Loss allowance measured at 12 months expected credit losses	Financial assets for which credit risk has not increased significantly since initial recognition	57,696.51	201.49	57,495.03	43,294.84	243.75	43,051.09
Loss allowance measured at life-time expected credit losses	Financial assets for which credit risk has increased significantly and not credit-Impaired	2,913.12	66.23	2,846.88	3,163.45	78.72	3,084.73
	Financial assets for which credit risk has increased significantly and credit-impaired	2,368.68	378.99	1,989.69	2,450.04	318.51	2,131.53
Total		**62,978.31**	**646.71**	**62,331.60**	**48,908.33**	**640.98**	**48,267.35**

(b) Reconciliation of loss allowance provision - Loans

Particulars	Stage 1	Stage 2	Stage 3	Total
ECL as on 1 April 2021	349.30	85.26	221.60	656.16
New assets originated or purchased	48.34	21.32	70.31	139.97
Amount written off	(171.67)	(38.64)	(87.09)	(297.41)
Transfers to Stage 1	(2.50)	1.70	0.80	-
Transfers to Stage 2	3.45	(5.79)	2.34	-
Transfers to Stage 3	222.72	49.18	(271.90)	-
Increase/ (Decrease) provision on existing financial assets including recovery	(205.89)	(34.30)	382.45	142.26
ECL as on 31 March 2022	243.75	78.72	318.51	640.98
New assets originated or purchased	88.83	39.01	58.48	186.33
Amount written off	(145.14)	(34.78)	(65.66)	(245.58)
Transfers to Stage 1	(0.71)	0.62	0.09	-
Transfers to Stage 2	21.08	(21.50)	0.42	(0.00)
Transfers to Stage 3	126.16	66.29	(192.45)	-
Increase/ (Decrease) provision on existing financial assets including recovery	(132.48)	(62.12)	259.59	64.99
ECL as on 31 March 2023	**201.49**	**66.23**	**378.99**	**646.71**

(c) Reconciliatoin of gross carrying amount - Loans

Particulars	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount as on 1 April 2021	43,120.69	4,013.50	1,301.57	48,435.75
New assets originated or purchased	20,326.26	943.89	3,540.85	24,811.00
Amount written off	(171.67)	(38.64)	(87.09)	(297.41)
Transfers from Stage 1	(747.42)	722.17	25.25	-
Transfers from Stage 2	1,700.56	(1,738.91)	38.35	0.00
Transfers from Stage 3	711.33	378.32	(1,089.65)	-
Net recovery	(21,644.91)	(1,116.87)	(1,279.24)	(24,041.02)
Gross carrying amount as on 31 March 2022	43,294.84	3,163.45	2,450.04	48,908.33
New assets originated or purchased	33,357.32	1,529.22	1,472.08	36,358.63
Amount written off	(145.14)	(34.78)	(65.66)	(245.58)
Transfers from Stage 1	(384.24)	333.08	51.16	-
Transfers from Stage 2	999.03	(1,026.51)	27.48	-
Transfers from Stage 3	970.44	509.92	(1,480.35)	-
Net recovery	(20,395.73)	(1,561.25)	(86.08)	(22,043.06)
Gross carrying amount as on 31 March 2023	**57,696.51**	**2,913.12**	**2,368.68**	**62,978.31**

Ratios	
GNPA	3.74%
NNPA	3.14%

Significant accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31st March 2023

Note 41 - Fair values of financial assets and financial liabilities

(Rs. in lakhs)

Particulars	FVOCI	FVTPL	Amortised cost
As at 31 March 2023			
Financial Assets			
Cash and cash equivalents	-	-	6,237.99
Bank balance other than cash and cash equivalents	-	-	4,624.53
Loans	-	-	62,331.61
Investments	-	-	1,835.99
Other financial assets	-	-	933.03
			-
Financial liabilities			-
Trade payables	-	-	165.72
Debt securities	-	-	147.21
Borrowings (other than debt securities)	-	-	970.13
Deposits	-	-	-
Other financial liabilities	-	-	79.84
As at 31 March 2022			
Financial Assets			
Cash and cash equivalents	-	-	3,198.39
Bank balance other than cash and cash equivalents	-	-	1,805.57
Loans	-	-	48,267.35
Investments	-	-	8.04
Other financial assets	-	-	1,080.45
Financial liabilities			
Trade payables	-	-	287.36
Debt securities	-	-	202.25
Borrowings (other than debt securities)	-	-	1,131.97
Deposits	-	-	-
Other financial liabilities	-	-	53.79

Significant accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31st March 2023

Note 42 - Fair values hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

• Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

• Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

• Level 3 - inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of financial instruments measured at fair value on a recurring basis:

Particulars	Level 1	Level 2	Level 3	Total
As at 31 March 2023.				
Financial assets				
Financial assets measured at fair value through profit or loss				
Investment in equity instruments	-	-	1,835.99	1835.99
Total financial assets				
As at 31 March 2022				
Financial assets				
Financial assets measured at fair value through profit or loss				
Investment in equity instruments	8.04	-	-	8.04
Total financial assets				

1) Investment in quoted equity instruments are valued using the closing market rate on the reporting date

2) Investment in Mutual funds and Alternative Investment Funds are valued using the closing NAV on the reporting date

3) Investment in gold is valued using the rate of gold as on the reporting date.

The carrying amount of cash and cash equivalents, trade receivables, bank balances other than cash and cash equivalents, trade payables, and other receivables/ payables are considered to be the same as their fair values.

Significant accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31st March 2023

Note 43 - Financial risk management objectives

The Company's activities expose it to credit risk, liquidity risk and market risk. The Company's overall risk management program focuses on robust liquidity management as well as monitoring of various relevant market variables, thereby consistently seeking to minimize potential adverse effects on the Company's financial performance. Management has not formed formal risk management policies, however, the risks are monitored by management by analyzing exposures by degree and magnitude of risk on a continued basis. This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the related impact in the financial statements.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

(I) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have exposure to floating interest rate borrowings, hence it is not exposed to interest rate risk. Further we have some borrowing werein we have floating rate of interest

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company's mainly transacting in INR and hence the company is not exposed to any foreign currency risk.

(B) Credit risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligation.Credit risk is the single largest risk for the Company's business. Management therefore carefully manages its exposure to credit risk by following adequate internal controls according to the materiality of the risk involved. The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the financial statements.

Credit risk arises mainly from retail loans and advances and loan commitments arising from such lending activities. Credit-worthiness is checked and documented prior to signing any contracts, based on market information. Management endeavours to improve its underwriting standards to reduce the credit risk the Company is exposed to from time to time.

Cash and cash equivalents are considered to have negligible risk or nil risk, as they are maintained with high rated banks / financial Institutions as approved by the Board of Directors.

(I) Loans and advances (including loan commitments and gaurantees)

The estimation of credit exposure for risk management purposes is complex, as the exposure varies with changes in market conditions, expected cash flows and the passage of time. The assessment of credit risk of a portfolio of assets entails further estimations as to the likelihood of defaults occurring and of the associated loss ratios. The Company measures credit risk for each class of loan assets using inputs such as Probability of Default (“PD”) and Loss Given Default (“LGD”).

Computation of allowance for impairment losses:

The Company prepares its financial statements in accordance with the IND AS framework.

As per the RBI notification on acceptance of IND AS for regulatory reporting, the Company computes provision as per IND AS 109 as well as per extent prudential norms on Income Recognition, Asset Classification and Provisioning (IRACP). Where impairment allowance in aggregate for the Company under Ind AS 109 is lower than the provisioning required under IRACP (Including standard asset provisioning) for the Company, the difference is appropriated from net profit or loss after tax to a separate 'Impairment Reserve'. Any withdrawals from this reserve shall be done only with prior permission from the RBI.

Significant accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31st March 2023

ECL allowances recognised in the financial statements reflect the effect of a range of possible economic outcomes, calculated on a probability weighted basis, based on certain economic scenarios. The recognition and measurement of ECL involves use of significant judgement and estimation. Forward looking economic forecasts are used in developing the ECL estimates. Three scenarios sufficient to calculate unbiased ECL were used - representing the “Base case” (the “Central” scenario) and two “Worst case” scenarios (the “Downside” scenario) and three “Best case' (the “Upside” scenario). Probability weights are assigned to each scenario. The Central scenario is based on the Company outlook of GDP growth, inflation, unemployment and interest rates for India and most relevant for the Company's loan portfolio. The Upside and Downside scenarios generated at the reporting dates are designed to cover cyclical changes and are updated during the year only if the economic conditions change significantly.

In case where the estimate based on ECL model does not appropriately capture the stress in the portfolio given the lag effect between the actual stress and its impact on ECL computation, the management estimates an additional provision over and above the estimate based on the model and computation methodology stated above. This additional provision is referred to as management overlay.

In accordance with the Board approved moratorium policy read with the RBI guidelines dated March 27, 2020, April 17,2020 and May 23,2020 related to “Covid-19 Regulatory Package”, the Company has granted moratorium up to five months for payment of installment falling due between April 1,2020 and August 31,2020 to selected borrowers in accordance with the Company's policy approved by the Board. As per assessment of the Company, extension of such moratorium benefit to the borrowers as per the Covid-19 regulatory package of the RBI, is not considered to result in significant increase in credit risk as defined in Ind AS 109.The Company continued to recognize interest income during the moratorium period and in absence of other credit indicators, granting of moratorium period does not result in accounts becoming past due thereby automatically triggering stage 2 or stage 3 classification criteria as per IND AS 109. For all such accounts where moratorium is granted pursuant to the above RBI guidelines, the asset classification shall remain stand still during the moratorium period (i.e. number of days past-due shall exclude the moratorium period for the purpose of asset classification under Income Recognition, Asset Classification and provisioning norms).

(ii) Other remaining financial assets (Other financial assets and loans)

Other financial assets mainly includes deposit and advances given, and receivables from recovery agents. Loans, being a primary part of our operations, represent vehicle loans given to various parties for purchasing motor vehicles. Based on assessment carried by the Company, entire receivable under this category is classified as “Stage 1”. There is no history of loss and credit risk and the amount of provision for expected credit losses on other financial assets is negligible.

C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarizes the maturity profile of the Company's financial liabilities:

(Rs. in lakhs)

Particulars	**Within 12 months**	**Beyond 12 months**	**Total**
As at 31 March 2023			
Trade payables	1,148.28	-	1,148.28
Debt securities	1,691.67	974.50	2,666.17
Less: Unamortised Interest	-	(9.24)	(9.24)
Borrowings (other than debt securities)	36,804.04	20,132.05	56,936.08
Other financial liabilities	94.79	-	94.79
	39,738.78	**21,097.31**	**60,836.08**
As at 31 March 2022			
Trade payables	1439.24	-	1439.24
Debt securities	999.92	500.00	1499.92
Borrowings (other than debt securities)	26357.59	11582.22	37939.81
Other financial liabilities	59.02	-	59.02
	28,855.77	**12,082.22**	**40,937.99**

Significant accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31st March 2023

Note 44 - Maturity analysis ofassets and liabilities

The below table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Maturity analysts of assets and liabilities as at 31 March 2023

As at 31 March 2023 **(Rs. in lakhs)**

Particulars	Within 12 monhts	After 12 monhts	Total
Assets			
Cash and cash equivalents	6,237.99	-	6,237.99
Bank balance other than cash and cash equivalents	4,624.53	-	4,624.53
Loans	39,380.00	22,951.61	62,331.61
Investments	-	1,835.99	1,835.99
Other financial assets	933.03	-	933.03
Current tax assets (net)	165.72	-	165.72
Deferred tax assets (net)	-	147.21	147.21
Property, plant and equipment	-	970.13	970.13
Capital work in progess	-	-	-
Other intangiable assets	-	79.84	79.84
Right of use of assets	-	1,117.85	1,117.85
Other non-financial assets	465.02	-	465.02
Total assets	**51,806.29**	**27,102.63**	**78,908.92**
Liabilities			
Trade payables			
- total outstanding dues of micro enterprises and small enterprises			
- total outstanding dues of creditors other than micro enterprises and small enterprises	1,148.28	-	1,148.28
Debt securities	1,691.67	974.50	2,666.17
Less: Unamortised Interest		(9.24)	(9.24)
Borrowings (other than debt securities)	36,804.04	20,132.05	56,936.08
Other financial liabilities	94.80	-	94.80
Current tax liabilities (net)	-	-	-
Lease liabilities	31.93	1,134.78	1,166.71
Provisions	111.08	-	111.08
Other non-financial liabilities	115.93	-	115.93
Total liabilities	**39,997.73**	**22,232.09**	**62,229.81**

Maturity analysis ofassets and liabilities as at 31 March 2022

As at 31 March 2022

Particulars	Within 12 monhts	After 12 monhts	Total
Assets			
Cash and cash equivalents	3,198.39	-	3,198.39
Bank balance other than cash and cash equivalents	1,805.57	-	1,805.57
Loans	30,618.00	17,649.35	48,267.35
Investments	-	8.04	8.04
Other financial assets	1,080.45	-	1,080.45
Current tax assets (net)	-	287.36	287.36
Deferred tax assets (net)	-	202.25	202.25
Property, plant and equipment	-	1,131.97	1,131.97
Capital work in progess	-	-	-
Other intangiable assets	-	53.79	53.79
Right of use of assets	-	92.80	92.80
Other non-financial assets	304.12	-	304.12
Total assets	**37,006.53**	**19,425.56**	**56,432.09**
Liabilities			
Trade payables			
- total outstanding dues of micro enterprises and small enterprises			
- total outstanding dues of creditors other than micro enterprises and small enterprises	1,439.24	-	1,439.24
Debt securities	999.92	500.00	1,499.92
Borrowings (other than debt securities)	26,357.00	11,582.22	37,939.22
Other financial liabilities	59.02	-	59.02
Current tax liabilities (net)		-	-
Lease liabilities	104.42	-	104.42
Provisions	88.56	-	88.56
Other non-financial liabilities	58.17	-	58.17
Total liabilities	**29,106.33**	**12,082.22**	**41,188.55**

Significant accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31st March 2023

Note 45 - Maturity analysis of assets and liabilities

For the purpose of the Company's capital management, capital includes issued equity capital, Cumulative compulsorily convertible participating preference shares and all other equity reserves attributable to the equity holders.

The Company's objective while managing the capital are to :-

1) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders;

2) Maintain an optimal Capital Structure to reduce the cost of capital

3) Maximize shareholder value

The company strategically manages its funds by :-

1) Maintaining diversity of sources of funding and spreading the maturity across periods in order to minimize the liquidity risk

2) Minimizing or wherever possible, eliminating exposure to market rate risks like foreign exchange risk, interest rate risk and commodity price risk, thereby minimizing the impact of market volatility on earnings.

3) Analyzing the changes in macro economic factors affecting business environment and re-organizing its capital structure accordingly to adapt to the ever changing dynamics of business environment

4) By continuously monitoring and adjusting overall capital demand and supply in an effort to achieve an appropriate balance of the economic and regulatory considerations at all times and from all perspectives

The company determines the amount of capital required on the basis of operations, capital expenditure and strategic investment plans. The capital structure is monitored on the basis of net gearing ratio : Net Debt (total borrowings net of cash and cash equivalents) divided by Total Equity (as shown in the balance sheet).

Particulars	As at 31 March 2023	As at 31 March 2022
Gross debt	59,593.01	39,439.73
Less - Liquid assets	6,237.99	3,198.39
Net	53,355.02	36,241.34
Equity	16,679.11	15,242.95

The Company has not distributed dividend to its shareholders.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023, 31 March 2022

Accompanying notes to the financial statements for the year ended March 31, 2023

NOTE 46 Liquid Coverage Ratio Disclosure

Disclosure as per Circular no. RBI/2019-20/88 DOR.NBFC(PD)CC. No.102/03.10.001/2019-20 dated November 04,2019 issued by Reserve Bank of India on " Liquidity Covearge Ratio (LCR) **9.46**

NOTE 47: Additional Disclosure as per Schdule III

1. Expenditure in foreign currency - Nil, Previous year Nil.

2. Earnings in foreign currency - Nil, Previous year Nil.

3. Information on related parties as required by Accounting Standard (AS)-18– Related Party Disclosures:

a.	Holding/subsidiary companies –	NA	
b.	Associates –	NA	
c.	Key Management Personnel –	a) Manish K Shah	Directors
		b) Nikita M Shah	Directors
		c) Kirit R Shah	Directors
		d) Monil M Shah	Directors
		e) Jay Mota	Chief Financial Officer
		f) Bhavisha Jain	Company Secretary

d. Entities / Person(s) controlling – Manish K Shah, Nikita M Shah and Monil M Shah

4. Expenditure in Corporate Social Responsibility **(Rs. in lakhs)**

Particular	2022-23	2021-22
Unspent amount (opening Balance)	-	-
Gross amount required to be spent during the year	25.99974053	29.28
Amount approved by the Board to be spent during the year	-	-
Amount Spent during the year	27.50	30.00
Unspent amount (Closing Balance)	-	-

5. Disclosure under the Micro, Small and Medium Enterprises Development Act 2006 to the extent the Company has received intimation from parties under the Act.

Particulars	31st March, 2023	31st March, 2022
(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to Micro and small enterprises	-	-
Interest due on above but not claimed by the parties	-	-
(ii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts 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 year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
(iv)The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(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 the MSMED Act 2006	-	-
Dues to Micro and Small Enterprises have been determined to the extent such parties have been indentified on the basis of information collected by Management.This has been relied upon by Auditors.		

6. Pursuant to the amendments to Schedule III vide MCA circular dated March 24, 2021, the following ratios are presented:

Particular	Numerator	Denominator	2022-23	2021-22	Variance (in %)	Remarks
(a) Current Ratio	Total current assets	Total current liabilities	8.46	3.60	0.5749069	
(b) Debt-Equity Ratio,	NA	NA	NA	NA	NA	
(c) Debt Service Coverage Ratio,	NA	NA	NA	NA	NA	
(d) Return on Equity Ratio,	Profit after tax	Total share holder's Equity	9.19%	6.23%	0.321502	
(e) Inventory turnover ratio,	NA	NA	NA	NA	NA	
(f) Trade Receivables turnover ratio,	NA	NA	NA	NA	NA	
(g) Trade payables turnover ratio,	NA	NA	NA	NA	NA	
(h) Net capital turnover ratio,	NA	NA	NA	NA	NA	
(i) Net profit ratio,	Profit after tax	Total operating sales	11.45%	8.88%	0.2245092	
(j) Return on Capital employed,	Profit before tax and finance costs	Total share holder's Equity	12.60%	7.89%	0.3740824	
(k) Return on investment	Income generated from invested funds	Investment	NA	NA	NA	

There has been no charges or satisfaction yet to be registered with ROC beyond the statutory period.

Accompanying notes to the financial statements for the year ended March 31, 2023

7. Title deeds of immovable property not held in the name of the company:
All Titel Deed of the Property is in the name of Company **(Rs. in lakhs)**

Relevant line item in the Balance Sheet	Description of an item of property	Gross Carrying Value	Title deeds held in the name of	TD Holder-Promoter, Director or relative of P/D or employee of P/D	Property held since which date	Reason for not being held in the name of the company (also indicate if in dispute)
PPE Investment in property PPE retired from active use and held for disposal Others	Land & Building Land & Building	178.71				

Land is in the name of Theme Infotech Pvt Ltd which is related party and on that Building was developed and on that land we are paying rent which is considered Lease under Ind AS 116.

8. Undisclosed Income:

No Undisclosed income have been identified during the year

9. Revaluation of Plant, Property, and Equipment:

No Revaluation of PPE was performed during the year

10. The Company is not declared as wilful defaulter by bank or financial institution or other lenders.

11. There are no transactions with the Struck off Companies under Section 248 or 560 of the Companies, Act 2013.

12. The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against theCompany under the Benami Transactions Prohibition Act, 1988 (45 of 1988) and Rules made thereunder.

13. The Company has not traded or invested in crypto currency or virtual currency during the year.

14. The Company being an non-banking finance company, as part of its normal business, grants loans and advances to its customers, other entities and persons ensuring adherence to all regulatory requirements. Further, the company has also borrowed funds from banks, financial institutions in compliance with regulatory requirements in the ordinary course of business.Other than the transactions described above, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has also not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

15. 'The Company has regrouped, reclassified and restated previous year figures to confirm to this year's presentation.

As per our report of even date
For Venus Shah & Associates
Chartered Accountants

Firm registration number - 120878W

Sd/-
Venus B. Shah
Partner
Membership No. - 109140

Place - Mumbai
Date - 19th June, 2023

For and on bahalf of the Baord of
Manba Finance Limited

Sd/-
Manish K. Shah
Managing Director
DIN -00979854

Sd/-
Monil M. Shah
Director
DIN -07054772

Sd/-
Jay K. Mota
Executive Director & CFO

Sd/-
Bhavisha A. Jain
Company Secretary

MANBA
FINANCE

Registered Office : 324, Runwal Heights,Opp. Nirmal Lifestyle,
L. B. S. Marg, Mulund (West), Mumbai 400 080, Maharashtra.

Corporate Back Office : Manba House, Plot Number A 79, Road No.16, Wagle Estate,
Thane 400604, Maharashtra.

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