



ANNUAL REPORT

2023-24

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vivek Tiwari – Managing Director
Mr. Chandanathil Pappachan Mohan -Independent Director
Mr. Mahesh Shivlingappa Payannavar- Independent Director
Dr. Ratnesh Tiwari –Director
Mr. Sohil Manoj Shah -Director

REGISTERED OFFICE

519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase-1, New Delhi-110020

CORPORATE OFFICE

7th Floor, Prius Heights, Noida, Sector-125, Uttar Pradesh

STATUTORY AUDITOR

M/s A Prasad & Associates
Chartered Accountants
613 at 6th Floor, Vishal Chambers, P-1, Sector-18, District Gautam Budh Nagar, Noida-201301

Registrar & Transfer Agent

KFin Technologies Limited
(Formerly KFin Technologies Private Limited)
Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.
Email : einward.ris@kfintech.com
Tel. No.: +91 040 67162222,
Toll Free No.: 1800-345-4001
Fax No. : +91 040 23001153

KEY MANAGERIAL PERSONNEL

Managing Director	Chief Executive Officer	Chief Financial Officer	Company Secretary & Chief Compliance Officer
Mr. Vivek Tiwari	Mr. Ranjeet Kumar Mishra	Mr. Sanjay Goel	Mr. Ankit Tiwari

BANKS & FINANCIAL INSTITUTIONS

- NATIONAL HOUSING BANK
- MAS FINANCIAL SERVICES LIMITED
- NORTHERN ARC CAPITAL LIMITED
- IDFC FIRST BANK LIMITED
- SATYA MICROCAPITAL LIMITED
- IDFC FIRST BANK LIMITED
- VIVRITI CAPITAL LIMITED
- JANA SMALL FINANCE BANK LIMITED

NOTICE OF THE 16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th (Sixteenth) Annual General Meeting (“AGM”) of the members of SATYA Micro Housing Finance Private Limited (Formerly known as Baid Housing Finance Private Limited) will be held on, Saturday July 06, 2024 at 10:30 A.M. at Registered Office of the Company situated at 519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase-1, New Delhi-110020 to transact the following businesses: -

ORDINARY BUSINESS:

ITEM NO.1- ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2024, including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and cash flow statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

ITEM NO.2- RE-APPOINTMENT OF MR. VIVEK TIWARI (DIN: 02174160), AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Vivek Tiwari (DIN: 02174160), who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO.3- TO CONSIDER THE REGULARISATION OF MR. SOHIL MANOJ SHAH (DIN: 07004702) WHO WAS APPOINTED AS ADDITIONAL DIRECTOR OF THE COMPANY WITH EFFECT FROM 10.08.2023

“**RESOLVED THAT** Mr. Sohil Manoj Shah (holding DIN:07004702) who was appointed as Additional Director vide resolution passed by the Board of Directors on 10.08.2023 as Non-Executive (Nominee Director), pursuant to applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and who holds office up to the date of this ensuing Annual General Meeting of the Company, the consent of the members be and is hereby accorded to appoint Mr. Sohil Manoj Shah, as Non-Executive (Nominee Director) of the Company, whose term of office shall be determined by applicable provisions of the Companies Act, 2013.”

SPECIAL BUSINESS

ITEM NO. 4 RE-APPOINTMENT OF STATUTORY AUDITORS

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142, 143 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with Rules made thereunder as well as Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and RBI Guidelines RBI/2021-22/25 Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (“RBI Guidelines) for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (including any statutory modification(s) or re-enactment for the time being in force), based on the recommendation of the Audit Committee & Board of Directors, the approval of the members, be and is hereby accorded to re-appoint M/s. A Prasad & Associates, Chartered Accountants (Firm

Registration No. 004250C), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting to hold such office for a period of one year till the conclusion of the 17th Annual General Meeting, at mutually agreed audit fees plus all the taxes and out of pocket expenses as per actual, to conduct the audit for the financial year 2024-25.”

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to negotiate on the audit fees payable to M/s. A Prasad & Associates, Statutory Auditors of the Company from time to time.”

ITEM NO.5- ENHANCEMENT IN THE LIMIT OF BORROWINGS

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

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder and provisions of Article of Association and subject to the prudential ceiling limit as may be prescribed by National Housing Bank (NHB) from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board), to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the business of the Company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company’s bankers in the ordinary course of business) will exceed the Paid-up Capital of the Company and Free Reserves of the Company, not set apart for any specific purpose, and Securities Premium Account, provided that the total amount up to which monies may be borrowed by the Board of Directors shall not exceed Rs. 500 crores (Rupees Five Hundred Crores only) at any time.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution.”

ITEM NO. 6- TO PROVIDE THE SECURITY FOR SECURING THE BORROWINGS

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

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder and provisions of Article of Association and subject to the prudential ceiling limit as may be prescribed by National Housing Bank (NHB) from time to time, the consent of the members of the Company be and is hereby accorded, to the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee duly constituted by the Board or any Committee, which the Board may hereafter constitute), to pledge, mortgage and/or charge in all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 500 crores (Rupees Five Hundred Crores only) at any time.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution.”

ITEM NO. 7- ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

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

“**RESOLVED THAT** pursuant to the provision of Sections 42 and 71 of the Companies Act, 2013 and Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to issue/offer/invite for subscription of secured/unsecured, rated/unrated, listed/unlisted non- convertible debentures (“**Debentures**”) by way of private placement, in one or more tranches, from time to time, to any category of investors eligible to invest in the Debentures, aggregating upto 100 Crores (Rupees One Hundred Crores only) on such terms and conditions and at such times whether at par/premium/discount, as may be decided by the Board to such person or persons including one or more company(ies), body Corporate(s), statutory corporation(s), commercial Bank(s), Lending Agency(ies), Financial Institution(s), insurance company(ies), foreign portfolio investor(s), mutual fund(s) and individual(s), Alternative Investment Fund, as the case may be or such other person/persons as the Board may decide so for a period of one year from the date of approval of the shareholders, within the overall borrowing limits of the Company, as approved by the members of the Company from time to time.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolutions and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to issue a Certified Copy of the Resolution.”

Date: 29.04.2024
Place: Lucknow
Registered Office: 519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase-1, New Delhi-110020

By Order of the Board of Directors
For SATYA Micro Housing Finance Private Limited

Sd/-
Ankit Tiwari
Company Secretary & Chief Compliance Officer
Membership No.- A47270

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF SUCH MEMBER. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total paid-up share capital of the Company carrying voting rights. A member holding more than ten percent of the total paid-up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.

2. The duly stamped, filled and signed instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting in order to be effective.
3. Corporate members and other non-individual shareholders intending to authorize their representatives to participate and vote at the meeting are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization Letter etc., authorizing its representative to attend the AGM and vote on their behalf at the Annual General Meeting.
4. For security reasons and proper conduct of the meeting, entry to the place of the meeting will be regulated by the Attendance Slip, Members, Proxies and Authorized Representatives attending the meeting are requested to bring the attendance slip duly filled to the Meeting complete in all respects and signed at the place provided there at and hand it over at the entrance of the venue. Members/Proxies/ Authorized Representatives attending the meeting are required to submit valid identity proof such as PAN Card/AADHAR/Passport etc. to enter the meeting hall.
5. A copy of Audited Financial Statements of the Company for the year ended on March 31, 2024 together with the Board's Report and Auditor's Report thereon are enclosed herewith.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during its working hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to Secretarial@satyahousing.com.
7. Details of Director retiring by rotation/ seeking re-appointment at the ensuing Meeting are provided in the 'Annexure-A' to the Notice.

8. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the General Meeting.
9. The Notice calling the AGM along with Annual Report for FY 2023-24 have been uploaded on the website of the Company at www.satyahousing.com.
10. In pursuance of the requirements of the Secretarial Standards -2 issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government on “General Meetings”, the route map for location of the venue of the aforementioned meeting is enclosed herewith.

Date: 29.04.2024
Place: Lucknow
Registered Office: 519, 5th Floor, DLF Prime
Tower, Okhla Industrial Area, Phase-1, New
Delhi-110020

By Order of the Board of Directors
For SATYA Micro Housing Finance Private Limited

Sd/-
Ankit Tiwari
Company Secretary & Chief Compliance Officer
Membership No.- A47270

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Audit Committee and Board of Director in their meeting held on April 29, 2024, evaluated the performance of Statutory Auditor and recommended the re-appointment of M/s. A Prasad & Associates, Chartered Accountants (Firm Registration No. 004250C) as Statutory Auditors of the Company for a period of one year till the conclusion of the 17th Annual General Meeting, at mutually agreed audit fees plus all the taxes and out of pocket expenses or as may be mutually decided from time to time as per actual, to conduct the audit for the financial year 2024- 25.

Further, the provisions of Sections 139 of the Companies Act, 2013 read with Rules made thereunder require that such a Resolution be passed by way of an Ordinary Resolution. The consent of the members is hereby requested on the proposed resolution(s) by way of Ordinary Resolution(s).

Your Directors recommend the passing of the Ordinary Resolution(s) proposed in Item Nos. 4 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution in the Company.

Item No. 5 & 6

In view of expected growth in business of the Company, it is necessary for the Company to borrow funds from various sources and to increase the existing limit from Rs. 250 Crores (Rupees Two Hundred Fifty Crores) to Rs. 500 Crores (Rupees Five Hundred Crores). The Board of Directors at its meeting held on April 29, 2024 has approved the proposal to increase the limit to borrow from time to time such sum or sums of monies as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, and Securities Premium Account, provided that the total amount upto which monies may be borrowed and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 500 Crores (Rupees Five Hundred Crores). The borrowings of the Company in general are required to be secured from time to time by creation of hypothecation, mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Company. Mortgaging or creating charge by the Company of its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013. It is therefore considered necessary for the Members to authorize the Board to create mortgage/charge on Company's assets in the manner proposed in the Resolution to secure the funds borrowed by the Company from time to time.

Further, the provisions of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 read with Rules made thereunder require that such a Resolution be passed by way of a Special Resolution. The consent of the members is hereby requested on the proposed resolution(s) by way of Special Resolution(s).

Your directors recommend the passing of the Special Resolution(s) proposed at Item Nos. 5 & 6 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution in the Company.

Item No. 7

Due to the increase in long term capital requirements and to maintain the growth, the issuance of Non-Convertible Debentures (NCDs) in compliance with the provisions of Companies Act, 2013 (“Act”) read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, is beneficial for the Company. The Board at its Meeting held on April 29, 2024, has approved the proposal for the issuance of NCDs within the overall borrowing limits of the Company of Rs. 100 Crores (Rupees One Hundred Crores). The NCDs would be issued for cash either at par or premium to face value depending upon the prevailing market conditions.

Pursuant to the provisions of Sections 23, 42, 179 and other applicable provisions of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any modifications or re-enactments thereof, for the time being in force), the Proposal requires the approval of members by way of a Special Resolution. Accordingly, the approval of the members is being sought by way of Special Resolution as set out at Item No. 7 for issue of secured/unsecured, rated/unrated, listed/unlisted Non-Convertible Debentures on a private placement basis, to any category of investors eligible to invest in the Debentures from time to time, for a year from the date of passing of this Resolution, in one or more series or tranches, not exceeding the total borrowing limit of the Company i.e. Rs.100 Crores (Rupees One Hundred Crores). The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out hereinbelow:

Particulars of the offer including date of passing of board resolution: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;

a) Kinds of securities offered and price at which security is being offered: This special resolution is restricted to the private placement issuance of Non-Convertible Debentures by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted with the terms of each issuance being determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time, for each issuance;

b) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: Not applicable;

c) Name and address of valuer who performed valuation: Not applicable;

d) Amount which the Company intends to raise by way of such securities: As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of up to Rs. 100 Crores (Rupees One Hundred Crores);

e) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time.

Your directors recommend the passing of the Special Resolution(s) proposed at Item No. 7 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution in the Company.

Date: 29.04.2024
Place: Lucknow
Registered Office: 519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase-1, New Delhi-110020

By Order of the Board of Directors
For SATYA Micro Housing Finance Private Limited

Sd/-
Ankit Tiwari
Company Secretary & Chief Compliance Officer
Membership No.- A47270

(ANNEXURE-A)

Details of Director Seeking Appointment/Re-Appointment at the Annual General Meeting of the Company, Pursuant to the Standard 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of the Company Secretaries of India

Name of the Director	Mr. Vivek Tiwari	Mr. Sohil Manoj Shah
Directors Identification Number (DIN)	02174160	07004702
Date of Birth	01.04.1978	31.08.1985
Date of first appointment on the Board	20.07.2022	10.08.2023
Qualification	Post Graduate Degree in Rural Development & Management from the Institute of Engineering & Rural Technology, Allahabad.	He has graduated from the University of Michigan, Ann Arbor, with a master's in finance and completed his under graduation in Electronics Engineering from the University of Mumbai.
Experience & Expertise in specific functional areas	Mr. Vivek Tiwari is an accomplished leader in the field of microfinance acquiring proficient experience of more than two decades. He has been at the forefront of driving initiatives that promote financial inclusion, social entrepreneurship, and impact investing.	He is an Investment Banking professional with over six years of experience in India and US, Mr. Sohil previously worked as a Senior Analyst at Bank of America. He was part of the Global Investment Banking team, with a key focus on the healthcare sector, where he was a part of a few billion-dollar M&A transactions. Prior to that, he worked with the investment banking teams at Fortune Financial Services (India) Ltd and Crucible Capital Group in New York.
Terms and conditions for appointment / re-appointment	As per the Company's Policy on the appointment of Board Members.	As per the Company's Policy on the appointment of Board Members.
Remuneration sought to be paid	NIL	Sitting Fee
Remuneration last drawn	NA	Sitting Fee
Shareholding in the company as on March 31, 2024	Nil	Nil
Relationship with other directors and KMPs of the Company	Mr. Vivek Tiwari, Managing Director of the Company is Brother of Dr. Ratnesh Tiwari.	NA
Number of Board meetings attended during the year	5	3
List of Companies in	1. Koshish Sustainable Solutions	1. Bombay High Brewing Private

<p>which outside directorships in Indian Companies held as on March 31, 2024</p>	<p>Private Limited 2. Satya MicroCapital Limited 3. V & S Advisors Private Limited 4. SATYA Shakti Foundation</p>	<p>Limited</p>
<p>Chairman/member in Committees of the Board of Directors of other Indian Companies as on March 31, 2024</p>	<p><u>SATYA MicroCapital Limited</u></p> <ul style="list-style-type: none"> • Asset & Liability Management Committee • Corporate Social Responsibility Committee • IT Strategy Committee • IT Steering Committee • Risk Management Committee • Stakeholders Relationship Committee 	<p>NA</p>

ATTENDANCE SLIP

Folio No.* _____ No. of Shares: _____

DP ID: _____ Client ID: _____

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

Name of the attending Member / Proxy(s) _____ (in BLOCK LETTERS)

I hereby record my presence at the 16th Annual General Meeting of the Company held on Saturday July 06, 2024 at 10:30 A.M. at 519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase-1, New Delhi-110020.

Member's Signature

Proxy's Signature

***Applicable for Members holding Shares in Physical form.**

Form No. MGT-11

Proxy Form

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

Name of Company: SATYA MICRO HOUSING FINANCE PRIVATE LIMITED

Registered Office: 519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase-1, New Delhi-110020

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) _____ of Shares of the above-named Company hereby appoint:

S. No.	Name	Address	E-mail	Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company held on Saturday July 06, 2024 at 10:30 A.M. at 519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase-1, New Delhi-110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

1. Adoption of Financial Statements.
2. Re-appointment of Vivek Tiwari (DIN: 02174160), as director, liable to retire by rotation.
3. Regularisation of Mr. Sohil Manoj Shah (DIN: 07004702)
4. Re-Appointment of Statutory Auditors.
5. Enhancement in the limit of borrowings.
6. To provide security for securing the borrowings.
7. Issuance of non-convertible debentures on private placement basis.

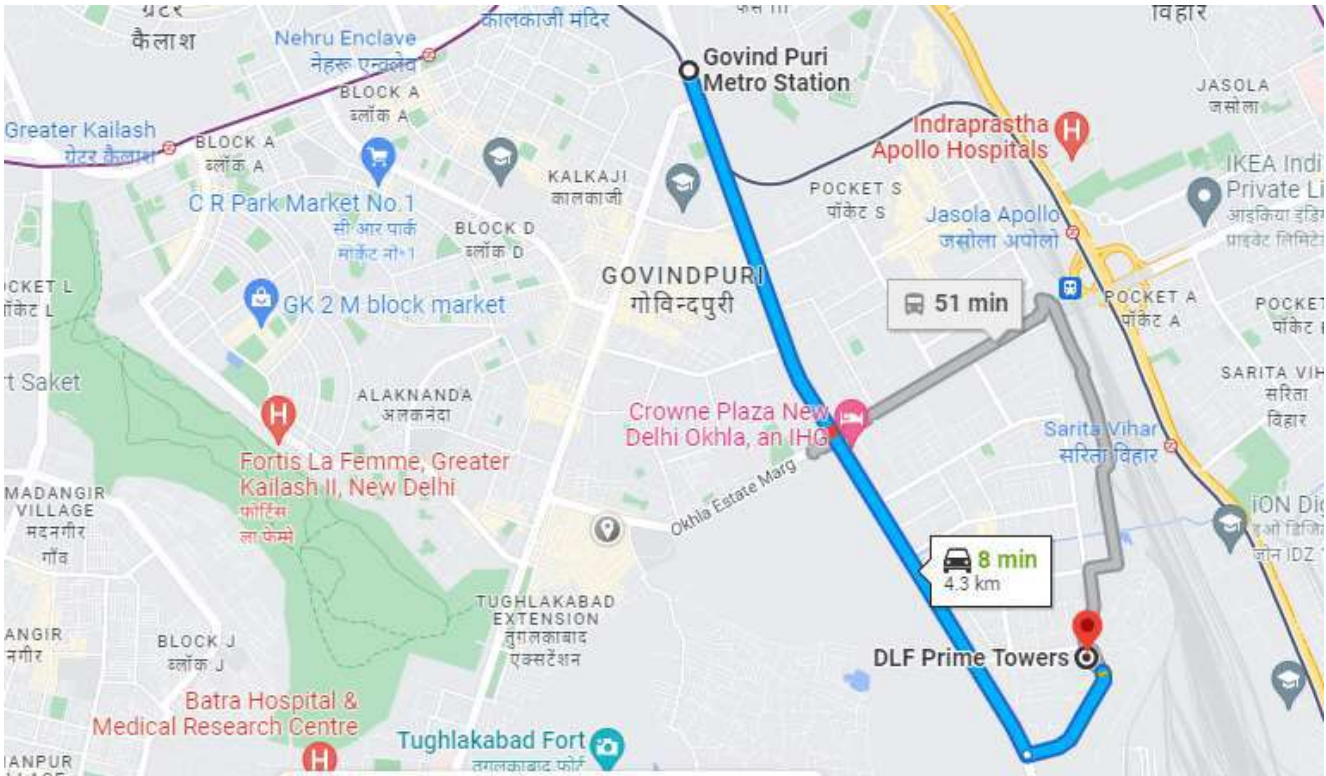
Signed this _____ day of _____ 2024

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



BOARD'S REPORT

Dear Members,

The Board of Directors of Satya Micro Housing Finance Private Limited (“your Company” or “the Company” or “Satya Housing”) are pleased to present the 16th (Sixteen) Annual Report and the Audited Financial Statements of your Company for the financial year ended 31st March 2024 (“financial year under review”). Your Company is a Housing Finance Company registered with National Housing Bank (“NHB”) and regulated & controlled by Reserve Bank of India (“RBI”) and supervised by National Housing Bank (“NHB”). Satya Housing is engaged in providing housing finance to lower income segment of the society. Satya Housing is currently operating out of Five states of India with a branch network of over 43 offices.

- FINANCIAL HIGHLIGHTS**

The financial highlights of your Company for the Financial Year ended March 31, 2024, are as under:

Particulars	Amount in Million	
	March 31, 2024	March 31, 2023
Total Income	130.98	27.52
Total Expenses	231.15	26.62
Profit/(Loss) before provision for taxation for the year	(100.17)	0.90
Less:- Provision for taxation- Current Year	0.03	1.29
Less:- Deferred taxation	(24.46)	(1.07)
Profit/(Loss) after provision for taxation for the year	(75.76)	0.68
Earning Per Share (EPS)	(1.54)	0.02

Your Company’s Net Worth stood at Rs. 609.10 million for the year ended March 31, 2024. The Total Income during the year under review was Rs. 130.98 million as against Rs. 27.52 million in the previous year. Total Expenses of your Company incurred during the year under review were Rs. 231.15 million as against Rs. 26.62 million in the previous financial year. The profit before tax is Rs. (100.17) million as against Rs. 0.90 million in the previous year. The profit after tax is Rs. (75.76) million as against Rs. 0.68 million in the previous year. Company

- OVERVIEW OF COMPANY’S PERFORMANCE**

The Company is engaged in the business of providing a range of housing loans (such as Construction Loan, Plot purchase plus construction loan, renovation/extension loan, and home purchase loan), loan against property and Balance transfer plus top-up loan. The Company is primarily focused on addressing the housing finance needs of self-employed, Low- and Middle-Income Families from semi urban and rural areas of India. The Company strives to serve as a medium to fulfil the dream of owning a house, of the under-served segment of society.

SATYA Micro Housing Finance Private Limited (SMHFPL) largely offers housing finance products & services for the purchase and renovation / construction of homes, or commercial spaces. It also provides loans against property for business or personal needs as well as working capital for business expansion, having primarily focused services of affordable housing.

The Company has had a remarkable financial year with all round performance across Business growth and Credit quality. During the year under review, the Company has witnessed highest every disbursement of ₹111.43 Crores, closing the year with AUM of ₹ 128.65 Crores (including managed portfolio).

On resource profile, the Company further widened its lenders base during the year review, with the addition of Non-Banking Financial Companies and private banks and initiated refinancing facility from National Housing Bank,

During the year Satya MicroCapital Limited (“Promoter”) of the Company infused ₹24.99 Crores fresh equity capital in the Company. The Company reported Capital Adequacy Ratio of 76.97% as on March 31, 2024 which is well above the minimum regulatory threshold limit.

- **DIVIDEND**

Your directors have not recommended any dividend for the financial Year 2023-24.

- **TRANSFER TO RESERVES**

As per section 29C of the NHB Act, 1987, the Company is required to transfer at least 20% of its net profit every year to a reserve before any dividend is declared. For this purpose, the Special Reserve was created by the Company under Section 36 (1) (viii) of The Income Tax Act, 1961 is considered to be an eligible transfer. The Company has not transferred any amount due to loss during the year compared to (Previous Year Rs. 0.14 million) to Special Reserve in terms of Section 36 (1) (viii) of The Income Tax Act, 1961. The Company doesn't anticipate any withdrawal from the Special Reserve in foreseeable future.

The Board does not propose to transfer any amount to General Reserve.

- **SHARE CAPITAL**

During the year under review, the Authorized Share Capital of the Company is Rs. 750 million consisting of 7,50,00,000 Equity Shares of Rs. 10/-each.

The Company had issued and allotted 7,142,857 Equity Shares having a face value of Rs. 10/- each at a premium of Rs. 25/- per Equity Share aggregating up to Rs. 24.99 million on Preferential cum Private Placement basis to the certain allottees during the Financial Year ended March 31, 2024.

As of the date of this report, the paid-up Equity Share Capital of the Company is Rs. 48.47 million.

- **HOLDING COMPANY**

Satya MicroCapital Limited is the holding Company of the company as per the details provided in this report hereinabove.

- **DETAILS OF SUBSIDIARY/ ASSOCIATE/JOINT-VENTURE**

The Company has no Subsidiary/Associate/Joint-Venture Company as on March 31, 2024.

- **CHANGE IN THE NATURE OF BUSINESS**

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

- **CAPITAL ADEQUACY**

The Company's Capital Adequacy Ratio as at March 31, 2024, stood at 76.97% which is well above the minimum required level of 15% as per the provision of the RBI HFC Master Directions showing strong position of the Company.

- **RESOURCE MOBILISATION**

The Company takes every effort to tap the appropriate sources of funding to minimize the weighted average cost of the Borrowings. During the year under review, the Company has mobilised resources through following sources;

a) Refinance from National Housing Bank (NHB)

During the year under review, the Company received a fresh sanction of refinance assistance of ₹5 Crores from NHB. The company has not availed the refinance facility as on March 31, 2024.

b) Term Loans

The Company has borrowed fresh secured long-term loans of ₹ 74.50 Crores from various banks and financial institutions during the financial year 2023-24. The aggregate of term loan outstanding at the end of the financial year under review stood ₹ 71.52 Crores.

c) Working Capital

The company has availed an overdraft facility of ₹1 Crore from IDFC First Bank and as on March 31, 2024 the company has not availed overdraft facility.

- **CENTRAL REGISTRY OF SECURITISATION ASSET RECONSTRUCTION AND SECURITY INTEREST OF INDIA (CERSAI)**

The CERSAI is set up under Section 20 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act). The Company, being a registered member of CERSAI has ensured that the Security Interest has been created against all mortgage loans.

- **CREDIT RATING**

ICRA Limited has assigned BBB (Stable) rating for Bank Loan facilities.

- **NON-PERFORMING ASSETS AND PROVISIONS FOR CONTINGENCY**

The amount of Gross Non-Performing Assets (GNPA as per IND AS norms) as on 31 March, 2024 is ₹ 6.11 Million (Previous year ₹0.40 Million), which is equivalent to 0.51% and (Previous year 0.12%) of the gross loan portfolio of the Company. The total cumulative provision towards GNPA as per IND AS norms as on 31 March, 2024 is ₹ 1.77 Million (Previous year was ₹ 0.05 Million).

- **CORPORATE GOVERNANCE**

The Report on Corporate Governance pursuant to RBI Circular RBI/2022-23/26 DOR.ACC.REC.No.20/21.04.018/2022-23 dated April 19, 2022, is annexed as Annexure- 1 and forms part of this Report. The Company is committed to maintaining the high standards of corporate governance and is continuously striving to implement several best corporate governance practices.

- **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The composition of the Board of Directors of the Company is in accordance with Section 149 of the Act, RBI HFC Master Directions and other applicable laws with an optimum combination of Executive, Non-Executive and Independent Directors.

The Board of Directors of your Company holds a pivotal role in overseeing how the management caters to the short- and long-term interests of stakeholders. Your Company actively strives to maintain a Board that is effective, well-informed, and independent which oversees overall functioning, provides a strategic direction, guidance, leadership and owns the fiduciary responsibility to ensure that your Company's actions and objectives are aligned in creating long term value for its stakeholders. The profile of Directors can be found on the Company's website at <https://www.satyahousing.com/about#our-board>

Your Company comprises of 5 Directors as on the date of this report namely:

S. No.	Name of the Director	Designation	DIN
1.	Mr. Vivek Tiwari	Managing Director	02174160
2.	Mr. Chandanathil Pappachan Mohan	Independent Director	02661757
3.	Mr. Mahesh Shivlingappa Payannavar	Independent Director	00230347
4.	Dr. Ratnesh Tiwari	Non-Executive Director	07131331
5.	Mr. Sohil Manoj Shah	Nominee Director	07004702

In accordance with the provisions of the Companies Act, 2013, Mr. Vivek Tiwari (DIN: 02174160), Director of the Company being the longest in office among directors who are liable to retire by rotation, retires by rotation and being eligible, offers himself for re-appointment at the ensuing 16th Annual General Meeting (AGM) of the Company.

The Board of Directors of the Company at its meeting held on August 10, 2023 on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to approval of the Members of the Company, appointed Mr. Mr. Sohil Manoj Shah (DIN: 07004702) as Non-Executive Non-Independent Director (Nominee Director) of the Company with effect from August 10, 2023, liable to retire by rotation.

Brief resume of the Director, proposed to be re-appointed, and other details as per Secretarial Standard-2 (SS-2) on General Meetings are provided in the annexure to the Notice of the 16th AGM being sent to the Members along with the Annual Report.

Ms. Vandita Kaul resigned from the position of Chief Financial officer of the Company with effect from the close of business hours on January 19, 2024. The Board has placed on record its appreciation for the assistance and guidance provided by Ms. Vandita Kaul during her tenure as Chief Financial Officer. The Board of Directors, on the recommendation of NRC, appointed Mr. Sanjay Goel as the Chief Financial officer of the Company with effect from January 20, 2024.

Mr. Ranjeet Kumar Mishra, Non-Executive Director of the Company being appointed as Chief Executive Officer of the Company with effect from June 01, 2023 and tender resignation from the post of Non-Executive Director.

Ms. Anjali Singh resigned from the position of Company Secretary Company with effect from the close of business hours on April 25, 2024. The Board has placed on record its appreciation for the assistance and guidance provided by Ms. Anjali Singh during her tenure as Company Secretary. The Board of Directors, on the recommendation of NRC, appointed Mr. Ankit Tiwari as the Company Secretary and Compliance Officer of the Company with effect from April 29, 2024

- **NUMBER OF MEETINGS**

During the Financial year 2023-24, your Board of Directors met 5 (Five) times. The details of the Board Meetings and attendance thereof are provided in the Corporate Governance forming part of this report.

- **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declarations from independent directors of the Company that they meet the criteria of independence laid down under section 149(6) of the Act and have complied with the Code for Independent Directors as prescribed in Schedule IV to the Act.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company are registered on the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (IICA).

Based on the declarations and confirmations received in terms of the provisions of section 164 of the Companies Act, 2013, and the NHB/RBI Directions and any other applicable laws, none of the directors on the Board of your Company are disqualified from being appointed/ continuing as directors.

The Company has received declarations under section 184(1) of the Act read with Rule 9(1) of The Companies (Meetings of Board and its Powers) Rules, 2014 from the Directors stating their interest or concern in other companies.

All the Directors have confirmed that they satisfy the “fit and proper” criteria as prescribed in Chapter IX of RBI HFC Master Directions as amended from time to time and that they are not disqualified from being appointed as Directors in terms of Section 164(2) of the Act.

All the directors have confirmed that no Director holds directorship in more than 20 Indian companies, more than 10 public companies or more than 7 listed companies. Further, no Independent Director of the Company serves as an independent director in more than 7 equity listed companies or as a whole-time director / managing director in any listed entity. Necessary disclosures regarding committee positions in other public companies as on 31 March, 2024, have been made by the Directors. None of the Directors is a member of more than 10 committees or acts as chairperson of more than 5 committees (being Audit Committee and Stakeholders Relationship Committee), across all

the public limited companies in which he/she is a director. In the opinion of the Board, the Independent Directors fulfill the conditions specified and are independent of the Management.

- **MEETING OF INDEPENDENT DIRECTORS**

During the year under review, a separate meeting of the Independent Directors was held on January 20, 2024, without the presence of non-independent directors and the members of the management as per the provisions of the Companies Act, 2013. All the Independent Directors of the Company attended the said meeting. At this meeting, the Independent Directors inter alia:

- reviewed the performance of Non-Independent Directors and the Board of Directors as a whole.
- assessed the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

- **PERFORMANCE EVALUATION**

During the year under review, the Company has carried out performance evaluation of the Board, its various committees, individual directors and respective Committees, details of which forms part of the Corporate Governance Report forming part of this Board's Report.

- **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Company has a Board approved remuneration policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes and independence of directors. The said Policy is directed to provide the framework that guides the remuneration strategy of the Company for its Directors, Key Managerial Personnel and other employees.

The said Policy is hosted on the Company's website at <https://www.satyahousing.com/satyanew/pdf/Nomination-&-Remuneration-Policy.pdf>.

- **DEPOSITORY SYSTEM**

The Company's Equity Shares are not listed on any stock exchange and are being traded on off-market platform. As on March 31, 2024, 100% of the equity shares of the Company were held in dematerialized form with National Securities Depository Limited (NSDL).

- **ANNUAL RETURN**

Pursuant to provisions of Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2024, is available on the Company's website on <https://www.satyahousing.com/>

- **AUDITORS**

STATUTORY AUDITORS

M/s. A Prasad & Associates, Chartered Accountants having Firm Registration No. 004250C are the Statutory Auditors of the Company. They were appointed, as the Statutory Auditors of the Company for a period of one years from the conclusion of the 16th Annual General Meeting (AGM) until the conclusion of the ensuing 17th AGM of the Company in compliance with Companies Act, 2013 and NHB/RBI Guidelines.

The Statutory Auditors Report on the financial statements for the financial year 2023-24 does not contain any qualifications or observations or remarks in their Report. As per Section 134(3)(f) of the Companies Act, 2013, the Board states that during the year under review, there were no adverse comments or disqualifications made by the Statutory Auditors of the Company, during the course of their audit.

Since the term of A Prasad & Associates, as the Statutory Auditors of the Company will expire upon conclusion of the ensuing 16th AGM, the Board of Directors of the Company at its meeting held on April 29, 2024 upon recommendation of the Audit Committee and subject to approval of the Members of the Company, approved the appointment of M/s. A Prasad & Associates, Chartered Accountants having Firm Registration No. 004250C, as the Statutory Auditors of the Company for a period of 1 years from the conclusion of the ensuing 16th AGM till the conclusion of the 17th AGM of the Company.

SECRETARIAL AUDITOR

The provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company. Hence, the requirement for disclosure of Secretarial Audit Report in Form MR-3 is not applicable to the company for the Financial Year 2023-24.

COST AUDITOR

The provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company. Hence, the maintenance of the cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 is not required and accordingly, such accounts and records are not made and maintained.

- **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review pursuant to RBI Master Direction- Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Directions, 2021, is forming part of this Annual Report as **Annexure 2**.

- **INTERNAL CONTROL**

Your Company has adequate internal controls and processes in place with respect to its financial statements, which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are implemented through various policies, procedures and certifications which commensurate with the size and nature of the Company's business. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

These systems provide reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, prevention and detection of frauds, accuracy and completeness of accounting records and ensuring compliance with Company's policies.

- **MATERIAL CHANGES AND COMMITMENTS**

During the financial year under review, there have been no material changes and commitments affecting financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

- **CHANGE IN NAME OF THE COMPANY**

During the year under review there is no change in the name of the Company.

- **REGULATORY & STATUTORY COMPLIANCES**

The Company is Non-deposit taking Housing Finance Company, registered under section 29A under National Housing Bank (NHB) Act 1987. The Company has complied with and continues to comply with all applicable provisions of the Act, the National Housing Bank Act, 1987 and other applicable rules/regulations/guidelines, issued and amended from time to time and in August 2019, the Central Government shifted the powers of regulation of Housing Finance Companies (HFCs) to RBI from NHB, but NHB continues to carry out the function of supervision of HFCs.

The Reserve Bank of India (RBI) vide Circular No. DOR.FIN.HFC.CC.No.120/03.10.136/2020-21 dated February 17, 2021, has issued the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (“RBI HFC Directions”) applicable on all Housing Finance Companies. The Company is ensuring compliances of aforesaid Master Direction.

RBI via notification RBI/2021-22/112DOR.CRE.REC.No.60/03.10.001/2021-22 dated October 22, 2021 on Framework for Scale Based Regulation for Non-Banking Financial Companies, bifurcated the Regulatory structure of NBFCs in four layers i.e. NBFC - Base Layer (NBFC-BL), NBFC - Middle Layer (NBFC-ML), NBFC - Upper Layer (NBFC-UL) and NBFC - Top Layer (NBFC-TL) based on their size, activity, and perceived riskiness. Your Company, being a Housing Finance Company, falls under the NBFC - Middle Layer (NBFC-ML) and endeavors to ensure the compliance with this notification.

During the fiscal year 2024, the RBI/NHB had issued various circulars, notifications, directions and guidelines to Housing Finance Companies, the updates of which were duly placed before the Board at regular intervals. The Company had put in place adequate systems and processes in place to ensure compliance with RBI HFC Directions and other applicable directions/guidelines issued by RBI/NHB from time to time.

- **TRANSACTIONS WITH RELATED PARTIES**

All related party transactions that were entered into by the Company during the Financial Year ended on March 31, 2024, were on an arm’s length basis and were in the ordinary course of business and are disclosed under Note No. 34 of the Audited Financial Statements. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not applied. Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

Pursuant to the RBI Master Direction-Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Direction, 2021, The policy on dealing with Related Party Transactions is disclosed on the Company's website at <https://www.satyahousing.com/satyanew/pdf/RPT-POLICY.pdf>.

- **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES**

Pursuant to Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 read with Section 177(9) of the Act (as amended from time to time), the Company has framed Vigil Mechanism / Whistle Blower Policy (“Policy”) to deal with instances of unethical practices, fraud and mismanagement or gross misconduct with regards to business operations, if any that can lead to financial loss or reputational risk to the organization. The Company take strong exception to any untoward business practices and encourages its stakeholders to make disclosures whether they are Directors, permanent/ contractual employees, customers, contractors, vendors, suppliers, customers or any other person having an association with the Company. This enables directors and employees to report genuine concerns or grievances, significant deviations from key management policies and reports any non-compliance and wrong practices, e.g., unethical behavior, fraud, violation of law, inappropriate behavior / conduct, etc.

The objective of this mechanism is to maintain a redressal system which can process all complaints concerning questionable accounting practices, internal controls, or fraudulent reporting of financial information. The said Policy can be accessed at <https://www.satyahousing.com/satyanew/pdf/whistle-blower-policy.pdf>.

- **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The Company, being a Housing Finance Company registered with National Housing Bank primarily engaged in the business of housing finance, is exempted from the provisions of Section 186 of the Companies Act, 2013. Accordingly, there are no details of particulars of loans, guarantees or investments that are required to be provided as per Section 134(3)(g) of the Companies Act, 2013. Further, Particulars of the Investments made by the Company are provided in Note 35J in the Financial Statements.

- **INTERNAL GUIDELINES ON CORPORATE GOVERNANCE**

During the Financial Year under review, your Company adhered to the Internal Guidelines on Corporate Governance adopted in accordance with para 55 of chapter IX-Corporate Governance of RBI Master Directions, which inter-alia, defines the legal, contractual and social responsibilities of the Company towards its various stakeholders and lays down the Corporate Governance practices of the Company. The said policy is available on the website of the Company and can be accessed at <https://www.satyahousing.com/satyanew/pdf/Internal-guidelines-on-Corporate-Governance.pdf>.

- **RISK MANAGEMENT**

The Company is exposed to various kinds of risks like credit risk, market risk, liquidity risk and operational risk arising out of business operations, which include mortgage lending, liability management etc. In order to mitigate these risks, the Company has developed and implemented a risk management framework which encompasses practices relating to identification, assessment monitoring and mitigation of various risks to key business objectives. The Risk management framework of the Company seeks to minimize the adverse impact of risks on our key business objectives and enables the Company to leverage market opportunities effectively.

The Company has a robust credit risk management framework implemented through various policies, manuals and guidelines. The Company has implemented a pre and post disbursement credit risk control system ensuring effective risk analysis and measurement, periodic monitoring and reporting based on various parameters and adherence to

amendments in policy changes. The delegation structure for approval of credit limits is approved by the Board of Directors.

- **DISCLOSURES AS PER THE REQUIREMENT OF SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company has always believed in providing safe and harassment free workplace for every individual working in its premises through various interventions and practices. The Company ensures that the work environment at all its locations is conducive to fair, safe and harmonious relations between employees. It strongly believes in upholding the dignity of all its employees, irrespective of their gender or seniority. Discrimination and harassment of any type are strictly prohibited.

The Company has a policy for prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act). The Company has complied with the provisions relating to the constitution of internal complaints committee (ICC) under the POSH Act. ICC has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The disclosure as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for Financial Year 2023-24 is given below:

Number of complaints filed during the financial year: 0 (NIL)
Number of complaints disposed of during the financial year: 0 (NIL)
Number of complaints pending as on end of the financial year: 0 (NIL)

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

Your Company, being engaged in financing business within the Country, does not have any activity relating to conservation of energy, technology absorption and export of materials, goods or services. The directors, therefore, have nothing to report on conservation of energy and technology absorption.

The information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are as follows:

- Parts A and B pertaining to conservation of energy and technology absorption - NIL
- Foreign exchange earnings and Outgo: NIL.

- **CORPORATE SOCIAL RESPONSIBILITY**

During the period under review, the provisions of section 135 of the Act, read with the Companies (Corporate Social Responsibility Policy) rules, 2014, are not applicable to the Company.

- **SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS**

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

- **COMPLIANCE WITH SECRETARIAL STANDARDS**

During the period under review, applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, issued by The Institute of Company Secretaries of India have been duly followed by the Company and have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

- **FRAUD REPORTING**

No material fraud has been found during the period under review and no reporting of the same has been done by Auditors of the Company.

- **MAINTENANCE OF COST RECORDS**

The Company, being a Housing Finance Company, is not required to maintain cost records as per sub-section (1) of Section 148 of the Act.

- **DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3)(C) OF THE COMPANIES ACT, 2013**

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the Board of Directors of the Company, to the best of their knowledge and ability, hereby confirm that:

- a. In the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed and there are no material departures from the same;
- b. 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 the end of the Financial Year ended March 31, 2024 and of the profit and loss of the company for that period;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the accounts for the financial year ended March 31, 2024 on a 'going concern basis';
- e. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

- **DISCLOSURES UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

Your Company has neither filed any application, nor any proceedings are pending under the Insolvency and Bankruptcy Code, 2016 during the reporting year, hence no disclosure is required under this section.

The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof: - *Since during the year*

under review, the Company has not done One-time settlement, against loan obtained by the Company with Bank/FI, hence the above is not applicable.

- **DISCLOSURES AS PER THE NON-BANKING FINANCIAL COMPANY- HOUSING FINANCE COMPANY (RESERVE BANK) DIRECTIONS, 2021 (AS AMENDED FROM TIME TO TIME)**

A. PUBLIC DEPOSITS

The Company is a non-deposit taking Housing Finance Company and did not accept public deposit during the financial year under review. Hence, the information required under the aforesaid directions stands NIL: -

- The total number of accounts of public deposit of the Company which have not been claimed by the depositors or not paid by the Company after the date on which the deposit become due for repayment: - **NIL**
- The total amount due under such accounts remaining unclaimed or unpaid beyond the date referred to in clause (a) as aforesaid: - **NIL**

B. DEBENTURES

- The total number of non-convertible debentures which have not been claimed by the investors or not paid by the Company after the date on which the non- convertible debentures became due for redemption: **NIL**
- The total amount in respect of such debentures remaining unclaimed or unpaid beyond the date of such debentures become due for redemption: **NIL**

- **ACKNOWLEDGEMENTS**

The Board of Directors of your Company acknowledges its sincere appreciation for the support extended by various departments of Central and State Government, National housing Bank, Reserve Bank of India and others stakeholders. The Board also takes this opportunity to express its deep gratitude for the continuous support received from the Members, Investors, and Employees & Associates of the Company.

Date: 29.04.2024
Place: Lucknow
Registered Office: 519, 5th Floor, DLF
Prime Tower, Okhla Industrial Area,
Phase-1, New Delhi-110020

By Order of the Board of Directors
For SATYA Micro Housing Finance Private Limited

Sd/-

Vivek Tiwari
Managing Director
DIN: 02174160

Sd/-

Ratnesh Tiwari
Director
DIN: 07131331

ANNEXURE-1

REPORT ON CORPORATE GOVERNANCE

SATYA Micro Housing Finance Private Limited (SMHFPL) believes that robust Corporate Governance framework is one of the key ingredients for long term success of any financial services entity. The Company ensures good governance through the implementation of various effective policies and procedures, which is mandated and reviewed by the Board or the Committees of the members of the Board at regular intervals. The Company is in compliance with Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (hereinafter “RBI Master Directions”).

The Company believes that corporate governance is not limited to merely creating checks and balances. It is more about creating organizational excellence leading to increase in employee and customer satisfaction and long-term shareholders’ value without compromising on ethical standards.

BOARD OF DIRECTORS (“BOARD”)

The Board plays a crucial role in overseeing how the management serves the short and long-term interests of stakeholders. The Board is committed to the goal of sustainably elevating the Company’s value creation. The Company has defined roles and responsibilities of the Board and Committees Members to systematize the decision-making process at the meetings of the Board and Committees in an informed and efficient manner.

As on March 31, 2024, your Board of Directors comprised of 5 (Five) directors which includes 2 (Two) being Non-Executive & Independent Directors, 1 (One) Non-Executive & Non-Independent Directors, 1 (One) Managing Director and 1 (One) Nominee Director of the Company. Composition of your Board is diverse, optimum and balanced in terms of specialization in one or more areas. The Board of Directors considers the interest of all stakeholders while discharging its responsibilities and provides leadership and guidance to the Company’s management. Moreover, the Board while discharging its fiduciary responsibilities very well ensures that the management adheres to the high standards of ethics, transparency and disclosures. The Non-Executive Directors including Independent Directors bring objective and independent perspective in Board deliberations and decisions as they have a wider view of external factors affecting the Company and its business. They make a constructive contribution to the Company by ensuring fairness and transparency while considering the business plans devised by the management team.

The profile of the Directors can be accessed on our website at <https://www.satyahousing.com/about#our-board>.

MEETINGS & ATTENDANCE

The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic direction to the Company. The Board has fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth. It sets strategic goals and seeks accountability for their fulfilment. It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholder’s aspiration and societal expectations. In order to meet out the responsibilities, the Company holds a minimum of four Board meetings every year complying with the provisions of Companies Act, 2013 and applicable Secretarial Standard for conduct of Board Meetings. Additional Board Meetings are held by the Company to address specific needs, as and when required. In case of urgency or business exigencies, matters are also approved by way of resolution by circulation as per the provisions of Companies Act, 2013, and subsequently noted in the next Board meeting. The Company circulates the agenda and related notes/ documents well in advance via e-mail to the Board and its Committee Members on their registered mail ids or through physical mode.

The functional heads of the Company periodically give presentations to the Board covering their respective operations, performance, plans and strategies and discuss upon the areas of improvement and prospective opportunities.

As a practice, the Company Secretary communicates all important action points as directed by the Board Members/ Committee Members to the functional head of the concerned departments, for their requisite report thereon in the subsequent meetings.

During the year under review, the Board met 5 (Five) times on May 23, 2023, August 10, 2023, September 04, 2023, November 01, 2023 and January 20, 2024 and the attendance of members at the Meetings were as follows:

A. The Composition of the Board as on March 31, 2024, is as follows:-

Sl. No.	Name of Director	Director since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	DIN	Number of Board Meetings		*No. of other Directorships	Remuneration			No. of shares held in and convertible instruments held in the NBFC
					Held	Attended		Salary and other compensation	Sitting Fee	Commission	
1	Mr. Vivek Tiwari	14/06/2022	Executive (Promoter)	02174160	5	5	1	-	-	-	-
2	Dr. Ratnesh Tiwari	20/07/2022	Non-Executive	07131331	5	5	1	-	6.00 lacs	-	-
3	Mr. Chandanathil Pappachan Mohan	14/06/2022	Independent	02661757	5	5	1	-	7.75 Lacs	-	2,00,000
4	Mr. Mahesh Shivlingappa Payannavar	21/03/2023	Independent	00230347	5	5	1	-	7.75 lacs	-	-
5	Mr. Sohil Manoj Shah	10/08/2023	Nominee Director	07004702	3	3	0	-	1.50 lacs	-	-
DIRECTOR WHO CEASED TO BE ON THE BOARD OF DIRECTORS DURING FY 2023-24											
6	Mr. Ranjeet Kumar Mishra	14/06/2022	Non-Executive	09385273	1	1	0	-	-	-	12,00,000

* Excludes directorship in the private companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

B. Details of change in composition of the Board during the current and previous financial year.

Sl. No.	Name of Director	Capacity (i.e., Executive/ Non-Executive/ Promoter /Independent)	*Nature of change (resignation, appointment, re-appointment)	Effective date
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1	Mr. Ranjeet Kumar Mishra	Non-Executive	Resigned	01/06/2023
2	Mr. Sohil Manoj Shah	Nominee Director	Appointed	10/08/2023

*Does not include the change in designation of directors during FY 2023-24..

- **Where an independent director resigns before expiry of her/ his term, the reasons for resignation as given by her/him shall be disclosed:** Not Applicable
- **Details of any relationship amongst the directors inter-se shall be disclosed:** 1. Mr. Vivek Tiwari (Managing Director) and Dr. Ratnesh Tiwari (Non-Executive Director) of the Company are Brothers.

• **Committees of the Board and their composition**

C. Committees of the Board:-

The Board of Directors has constituted various Board Committees with specific terms of reference to ensure timely and effective working of the Board and the Company in addition to comply with the other statutory provisions. The Committees operate as empowered bodies of the Board. There are 6 (Six) Committees of the Board of Directors, which have been delegated adequate powers to discharge their roles & responsibilities and urgent business of the Company. The composition and functioning of these Committees are in compliance with the applicable provisions of the Companies Act, 2013, and in consonance with the Master Directions issued by the RBI for HFC's. The committees along with its composition as on the date of this report is as follows:-

S. No.	Committee	Name	Designation	Status in committee
1	Asset & Liability Management Committee	Mr. Vivek Tiwari	Managing Director	Chairman
		Mr. Chandanathil Pappachan Mohan	Independent Director	Member
		Mr. Mahesh Shivlingappa Payannavar	Independent Director	Member
		Dr. Ratnesh Tiwari	Non-Executive Director	Member
		Mr. Ranjeet Kumar Mishra	Chief Executive Officer	Member
2	Nomination & Remuneration Committee	Mr. Mahesh Shivlingappa Payannavar	Independent Director	Chairman
		Mr. Chandanathil Pappachan Mohan	Independent Director	Member
		Mr. Vivek Tiwari	Managing Director	Member
		Dr. Ratnesh Tiwari	Non-Executive Director	Member
3	IT Strategy	Mr. Mahesh Shivlingappa Payannavar	Independent Director	Chairman
		Mr. Chandanathil Pappachan Mohan	Independent Director	Member
		Dr. Ratnesh Tiwari	Non-Executive Director	Member
		Mr. Ranjeet Kumar Mishra	Chief Executive Officer	Member
4	Risk Management Committee	Mr. Mahesh Shivlingappa Payannavar	Independent Director	Chairman
		Mr. Chandanathil Pappachan Mohan	Independent Director	Member
		Dr. Ratnesh Tiwari	Non-Executive Director	Member

5	Audit Committee	Mr. Chandanathil Pappachan Mohan	Independent Director	Chairman
		Mr. Mahesh Shivlingappa Payannavar	Independent Director	Member
		Mr. Vivek Tiwari	Managing Director	Member
6	Working Committee	Mr. Vivek Tiwari	Managing Director	Member
		Dr. Ratnesh Tiwari	Non-Executive Director	Member
		Mr. Ranjeet Kumar Mishra	Chief Executive Officer	Member

1. Audit Committee

As on March 31, 2024, the Committee comprises of 3 (three) members. The Company Secretary is the secretary of the Committee. The invitees include the Chief Financial Officer. Further, the representative of the Statutory Auditor, Internal Auditor and other executives of the Company are also invited in the Audit Committee Meetings, as and when required. The Chairman of the Audit Committee was present at the last Annual General Meeting. During the year under review, the Committee met 4 (four) times on May 23, 2023, September 04, 2023, November 01, 2023 and January 20, 2024 and the attendance of members at the Meetings were as follows:

Name of Director	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings		No. of shares held in the HFC
			Held during the year	Attended	
Mr. Chandanathil Pappachan Mohan	08.11.2022	Independent (Chairman)	4	4	^2 lacs
Mr. Vivek Tiwari	08.11.2022	Executive	4	4	NIL
*Mr. Ranjeet Kumar Mishra	08.11.2022	Non-Executive	0	0	^12 lacs
*Mr. Mahesh Shivlingappa Payannavar	08.05.2023	Independent	4	4	NIL

*Mr. Ranjeet Kumar Mishra ceased to be member of Audit Committee and Mr. Mahesh Shivlingappa Payannavar appointed as member of Audit Committee w.e.f. May 08, 2023.

^includes partly paid shares of Rs.1/- per share paid up.

Terms of Reference

The Audit Committee has the following responsibilities:

- To take cognizance of the internal Audit Reports, independence of auditors and effectiveness of the audit report;
- To review the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage, scope of audit and frequency of internal audit;

- To recommend appointment, remuneration and terms of appointment of auditors;
- To ensure adequacy of whistle blower policy;
- To look into cases of defaults, frauds done to or done by the organization;
- To periodically interact with the statutory auditor and approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- To ensure that the financial statements are correct, sufficient and credible;
- To review, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with reference to:

(a) Any matter required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013; (b) Any change in accounting policy; (c) Any significant transaction or financial irregularity; (d) Loan write-offs; (e) Related party transaction; (f) Capital expenditure; (g) Any significant accounting adjustment; (h) Any significant increase in liabilities; (i) Contingent liabilities

- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- The Audit Committee ensures the rotation of partner/Chartered accountant firm in conducting the audit. The Audit firm need to be replaced after carrying out three consecutive audits and can be eligible for company audit after an interval of Six years as per the RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs).
- The Audit Committee mandatorily review the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the internal auditor is subject to review by the audit committee.

2. Nomination and Remuneration Committee

The terms of reference of the Committee are in accordance with the provisions of the Companies Act and the regulations framed by Reserve Bank of India/National Housing Bank. It discharges such other functions as may be delegated by the Board of Directors from time to time. The Remuneration Policy is available at Company's website at <https://www.satyahousing.com/satyanew/pdf/Nomination-&Remuneration-Policy.pdf>.

The Committee has recommended to the Board of Directors, the manner for an effective annual performance evaluation of the Board, its Committees and individual directors. The Board has accordingly carried out an annual performance evaluation of individual directors. The Board expressed its satisfaction with the evaluation process. It also evaluated the functioning/ performance of Board and its Committees and expressed satisfaction with their functioning/performance.

As on March 31, 2024, the Committee comprised of Four (4) members. The Committee held 3 (Two) meetings during the year on May 23, 2023, November 01, 2023, and January 20, 2024, and the attendance of members at the Meetings were as follows:

Name of Director	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings		No. of shares held in the HFC
			Held during the year	Attended	
Mr. Chandanathil Pappachan Mohan	08.11.2022	Independent (Chairman)	3	3	^2 lacs
Mr. Vivek Tiwari	08.11.2022	Executive (Promoter)	3	3	NIL
*Mr. Ranjeet Kumar Mishra	08.11.2022	Non-Executive	0	0	^12 lacs
*Mr. Mahesh Shivlingappa Payannavar	08.05.2023	Independent	3	3	NIL
Dr. Ratnesh Tiwari	08.11.2022	Non-Executive	3	3	NIL

*Mr. Ranjeet Kumar Mishra ceased to be member and Mr. Mahesh Shivlingappa Payannavar was appointed as member of Nomination & Remuneration Committee w.e.f. May 08, 2023

^includes partly paid shares of Rs.1/- per share paid up.

The Committee has the following Terms of reference:

- Formulate criteria for determining qualifications with respect to appointment of directors for Board. This includes qualifications, positive attributes and independence of a Director;
- Ensure 'fit and proper' status of proposed/ existing Directors;
- To recommend the Board on the appointment, extension or removal of Directors/Senior Management in accordance with criteria laid down or on the basis of the report of performance evaluation of Directors / Senior Management;
- To recommend to the Board on
 - (a). Policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management, and
 - (b). Executive Directors remuneration and incentive.
- To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company;
- Administer the ESOP Scheme/Plan of the Company.

3. Risk Management Committee

Pursuant to the Scale Based Regulation dated October 22, 2021, issued by RBI, every NBFC-BL required to have a Risk Management Committee who shall be responsible for evaluating the overall risks faced by the Company including liquidity risk and will report to the Board.

The Company, being covered under the middle layer, required to comply with the Regulatory revisions applicable to lower layers of NBFCs. In view of the same, the Risk Management Committee has been constituted to manage and mitigate the risk of the Company. The Company has established effective risk assessment and minimization procedures, which are reviewed by the Risk Management Committee periodically. There is a structure in place to identify and mitigate various risks identified by the Company from time to time. At the meeting of the Risk Management Committee, the same is reviewed and new risks are identified and after their assessment, their controls are designed, put in place with specific responsibility of the concerned person for its timely achievement.

The Risk Management Committee of the Board, comprised of 3 (three) members as on March 31, 2024. The Committee met 2 (Two) times during the financial year on August 10, 2024 and January 20, 2024, and the attendance of members at the Meetings were as follows:

Name of Director	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings		No. of shares held in the HFC
			Held during the year	Attended	
#Mr. Mahesh Shivlingappa Payannavar	08.05.2023	Independent (Chairman)	2	2	0
*Mr. Vivek Tiwari	08.11.2022	Executive (Promoter)	0	0	0
Mr. Chandanathil Pappachan Mohan	08.11.2022	Independent	2	2	^2lacs
*Mr. Ranjeet Kumar Mishra	08.11.2022	Non-Executive	0	0	^12lacs
#Dr. Ratnesh Tiwari	08.05.2023	Non-Executive	2	2	0

*Mr. Vivek Tiwari and Mr. Ranjeet Kumar Mishra ceased to be members of Risk Management Committee w.e.f. May 08, 2023.

#Mr. Mahesh Shivlingappa Payannavar & Dr. Ratnesh Tiwari were appointed as member of Risk Management Committee w.e.f. May 08, 2023.

^includes partly paid shares of Rs.1/- per share paid up.

Terms of Reference- The Risk Management Committee has the following responsibilities:

- To monitor and review the risk management plan.
- To review operational risk (including sub risk for operational risk), credit risk, market risk, interest rate risk and other risks associated with the business of the organization.
- To take Strategic actions to mitigate the risk associated with the nature of the business.
- To appraise the Board of directors at regular intervals regarding the process of putting in place a progressive risk management system, risk management policy and strategy.
- To do such other acts, deeds and things as may be directed by the Board and required to comply with the applicable laws, and
- To lay down procedure to inform Board members about the risk assessment and minimization procedures.

4. Asset & Liability Management Committee

Pursuant to guidelines issued by Reserve Bank of India (RBI) on Asset Liability Management (ALM) System for NBFCs, the Company had constituted an Asset Liability Management Committee (ALM Committee) to maintain proper & adequate ALM systems, check the Asset Liability mismatches, interest risk exposure and to help the Company to improve the overall system for effective risk management in various portfolios held by the Company. Mr. Vivek Tiwari, Managing Director of the Company is the Chairman of the Committee and possesses rich and varied experience and knowledge in the finance field. The other members as mentioned below are learned and eminent personalities in their respective fields. All members of the Committee are also experienced and are heading the industrial and service sectors.

The Committee met 2 (Two) times during the financial year on August 10, 2024, and January 20, 2024, and the attendance of members at the Meetings were as follows:

Name of Director	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings		No. of shares held in the HFC
			Held during the year	Attended	
Mr. Vivek Tiwari	08.11.2022	Executive (Chairman) & Promoter)	2	2	0
Mr. Chandanathil Pappachan Mohan	08.11.2022	Independent	2	2	^2lacs
Mr. Ranjeet Kumar Mishra	08.11.2022	Non-Executive Director	2	2	^12lacs
Dr. Ratnesh Tiwari	08.11.2022	Non-Executive Director	2	2	0
*Mr. Mahesh Shivlingappa Payannavar	08.05.2023	Independent	2	2	0

*Mr. Mahesh Shivlingappa Payannavar was appointed as member of Asset & Liability Management Committee w.e.f. May 08, 2023.

^includes partly paid shares of Rs.1/- per share paid up.

Terms of Reference- The Asset & Liability Management Committee has the following responsibilities:

- To maintain proper & adequate ALM systems;
- Check the Asset Liability mismatches, interest risk exposure and to help the Company to improve the overall system for effective risk management in various portfolios held by the Company;
- To monitor the asset liability gap and strategize action to mitigate the risk associated.

5. IT Strategy Committee

Pursuant to RBI Master Direction-Information Technology Framework for the NBFC (including HFCs) sector dated June 08, 2017, the Company has constituted an IT Strategy Committee to review the IT strategies in line with the corporate strategies, board policy reviews, cyber security arrangements and any other matter related to IT governance. During the year under review, the members of the IT Strategy Committee met 3 (Three) times and the constitution of the committee as on the date of this report were as follows:

Name	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings		No. of shares held in the HFC
			Held during the year	Attended	
*Mr. Mahesh Shivlingappa Payannavar	08.05.2023	Independent (Chairman)	3	3	0
Mr. Chandanathil Pappachan Mohan	08.11.2022	Independent	3	3	^2lacs
Mr. Ranjeet Kumar Mishra	08.11.2022	Non-Executive	3	3	^12lacs
Dr. Ratnesh Tiwari	08.11.2022	Non-Executive	3	3	0

*Mr. Mahesh Shivlingappa Payannavar was appointed as member of IT Strategy Committee w.e.f. May 08, 2023.

^includes partly paid shares of Rs.1/- per share paid up

Terms of Reference- The IT Strategy Committee has the following responsibilities:

- Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place;
- Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business;
- Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable;
- Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources;
- Ensuring proper balance of IT investments for sustaining HFC's growth and becoming aware about exposure towards IT risks and controls.

6. Working Committee of Directors

The Working Committee of Directors deals with routine matters of the Company on day-to-day basis and the matters relating to borrowing, investment of surplus funds, opening and closure of Bank accounts, allotment of NCDs, issue of commercial paper (CP) & other debt instrument and all other matters as prescribed and delegated to the Committee by the Board from time to time. The Committee comprises of Mr. Vivek Tiwari, Dr. Ratnesh Tiwari, and Mr. Ranjeet Kumar Mishra as its members. The Company Secretary of the Company is the secretary of the Committee. This Committee generally meets as and when required to deal with day-to-day affairs of the Company. During the year under review, 14 (Fourteen) meetings of the Committee were held.

Terms of Reference- The Working Committee has the following responsibilities:

1. Accepting/modifying/revising the terms & conditions of the Loan from various Banks/Financial Institutions/entities both domestic and foreign, within the overall approval as may be given by the Board of Directors, from time to time;
2. Transaction related to securitization/assignment and raising of funds through issuance of Commercial Papers/ External Commercial Borrowings/issuance and allotment of Non-Convertible Debentures and through any other way as stipulated and permissible under applicable laws, whether in the form of loans, subscription to debentures / bonds or other debt instruments (whether short or long term and whether secured or unsecured) or by subscription

of preference shares (whether cumulative or non-cumulative and redeemable or convertible) or by issue of any other security or any combination thereof, upon such terms and conditions as the Lender/Investors may stipulate including creation of security and acceptable to the Company;

3. Pledge, Mortgage and/or Charge in all or any part of the movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever so as to secure the borrowings availed by the Company, within the overall approval as may be given by the Board of Directors, from time to time;
4. Allotment of Securities to the extent permissible under the Companies Act, 2013 and other applicable laws;
5. Affixation of common seal in terms of Articles of Association of the Company, wherever required to facilitate transactions;
6. Opening of Current Accounts at different places in India;
7. Any changes in authorised signatories who operate such accounts;
8. Apply for Net Banking and consequent changes in their authority to operate;
9. Any closure of existing Current Account of the Company;
10. To invest the funds of the Company including Fixed Deposit, Mutual Fund or any other similar instrument; within the overall limit, mode and investment instruments as may be approved by the Board of Directors from time to time.
11. Any other matter relating to the operations of various bank accounts and other general purposes of the Company.

3) General Body Meetings

General Body Meetings held during the Financial Year ended March 31, 2024: -

Sl. No.	Type of Meeting (Annual/ Extra-Ordinary)	Date	Place	Special resolutions passed
1	Annual General Meeting	July 03, 2023	519, 5 th Floor, DLF Prime Tower, Okhla Phase-1, New Delhi-110020	03
2	Extra- Ordinary General Meeting	August 28, 2023	519, 5 th Floor, DLF Prime Tower, Okhla Phase-1, New Delhi-110020	-
3	Extra- Ordinary General Meeting	September 04, 2023	519, 5 th Floor, DLF Prime Tower, Okhla Phase-1, New Delhi-110020	01

4) Details of non-compliance with requirements of Companies Act, 2013

Give details and reasons of any default in compliance with the requirements of Companies Act, 2013, including with respect to compliance with accounting and secretarial standards: No Such Default has been occurred.

5) Details of penalties and strictures

HFCs should disclose details of penalties or strictures imposed on it by the Reserve Bank or any other statutory authority: There were no penalties/strictures imposed on the Company during FY 2023-24.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

Economic overview

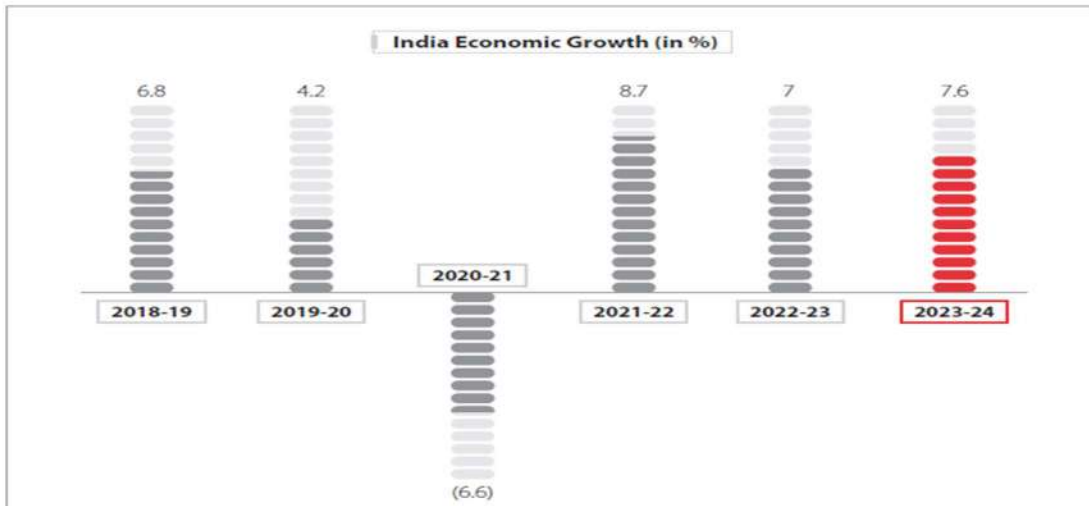
Global economic overview

Despite facing headwinds such as the geopolitical turmoil in the Middle East and Europe and the consequent fluctuations in commodity prices worldwide, the global economy has shown remarkable resilience in the face of adversity. Global Growth is projected at 3.2% in 2024 and 3.2% in 2025. Estimates suggest, much of this growth is made up of emerging markets, while growth in advanced economies remains tepid. Inflation is falling faster than expected in most regions, amid unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.9% in 2024 and to 4.5% in 2025, with the 2025 forecast revised down. With the decrease in inflation rates, countries like India, Mexico, and Vietnam are poised to benefit significantly. Consequently, an increased demand to rebuild budget capacity to withstand future shocks will be expected as well. However, currently, economies such as the US and India are preparing for general elections in 2024, postponing major policy initiatives for some time.

Source- World Economic Outlook, April 2024 (IMF)

Indian economic overview

India is one of the fastest-growing major economies in the world, with its GDP expanding by 8.2% in FY 2023-24. The Indian economy has shown resilience while navigating various headwinds in the reported financial year. India’s robust performance can be attributed to a combination of various factors, including solid economic fundamentals, healthier balance sheets across banks and corporations, fiscal discipline, stable external balances and substantial foreign exchange reserves.



High-frequency indicators including GST collections, advance tax payments, PMI & current account balance continue to show strong growth momentum.

The interim budget for FY 2024-25 includes different initiatives by the Indian Government to contribute to the holistic development of the economy. The expansion of the capital expenditure outlay by 11.1% for 2024-25 in the interim budget is expected to greatly bolster economic growth and boost job creation by powering the infrastructure sector further.

The growth performance in FY 2023-24 provides a strong base for the prospects for the next financial year. Assuming a normal monsoon next year, CPI inflation for 2024-25 is projected at 4.5%. Consequently, Real GDP growth for 2024-25 is projected at 7.0%.

The Indian economy has maintained steady growth over the years. A burgeoning population and policies introduced by the Government of India are further expected to catapult the growth of the economy. The inclusion of Indian government securities in the JP Morgan Global Bond Index - Emerging Markets from June 2024, could augur well for the outlook for capital flows to India. The market expectation is that \$24 billion will be invested in G-Secs over 10 months beginning June 2024.

Bloomberg also has announced the inclusion of Indian bonds in its Emerging market local currency government index with effect from 31 January, 2025. This is likely to result in inflows of around USD 3 billion into domestic debt.

Among industry sectors in India, housing will be outperforming the sector given its low mortgage penetration and massive need across geographies and income classes. Given the tremendous road development taking place in India (more than 37 KMs per day of road construction with a target to take it to 100 KMs per day), rural connectivity is rapidly increasing which in turn will enhance the self-home construction activities and will also be a significant GDP multiplier.

Source- RBI Bi-Monthly Monetary Policy Statement, RBI Governor's Statement February 2024, ICRA Report on Indian Economy March 2024, IMF World Economic Outlook

Indian housing finance industry

India's housing finance market, valued at around ₹ 30 lakh Crore in FY 2022-23, is expected to double up soon. With the ongoing structural economic development and the urbanisation trend in India, a significant portion of the growth is expected to be driven by the bottom of the pyramid i.e. EWS, LIG & MIG segments. This growth would present a lucrative opportunity for Housing Finance Companies (HFCs) especially Affordable Housing Finance Companies (AHFCs) to expand their operations tap the underpenetrated mortgage market and aid the Government's initiative of financial inclusion, by financing customers who are not catered to by the mainstream lenders.

As per the Finance Minister's narrative, the Indian economy is expected to reach USD \$5 trillion by FY 2028. With an expected resilient mortgage penetration growth, the housing sector will play a pivotal role in contributing towards Indian economic growth and in achieving the government's objective of making India the world's 3rd largest economy.

A growing middle class and improved GDP per capita, a growing need for more per capita per square feet space, and an increasing number of nuclear families are altering the rental-to-EMI ratio, making homeownership more accessible, and hence the demand for affordable housing will continue to rise.

Key enablers of Indian housing finance

1. Government initiatives

The Indian government plays a pivotal role in strengthening the housing finance sector. Effective initiatives and schemes introduced by the Government have bolstered the growth of the industry effectively. The Government of India will soon launch the "Middle-Class Housing Scheme"; under this scheme, Indian residents belonging to the

middle strata of society, residing in rented houses or slums, can construct their residences. These solicitous initiatives accentuate the Government's commitment to improve the quality and availability of housing accommodations for its citizens.

2. Digital transformation

Application programming interfaces (APIs), artificial intelligence (AI) and machine learning (ML) have revolutionised the financial landscape. These digital advancements have enhanced customer experiences, increased convenience, heightened security and modulated housing finance companies' business operations. The Central Bank's focus on Fintech and Big Tech companies is expected to further foster positive growth in the finance sector.

3. Rurbanisation

Rapid urbanisation has propelled the growth of the housing and real estate industry in India. Factors such as a burgeoning population and migration to urban areas from the hinterlands have significantly contributed to the positive development of the real estate market, further amplifying the demand for financial assistance.

4. Favorable demographics

India has one of the largest young populations in the world, with a median age of 28 years estimates suggest that 63% of them will be between 15 and 59 years. Favorable demographic composition along with the nuclearisation of families is expected to drive housing demand.

5. Improved affordability

Rising per capita income and improvement in disposable income are expected to boost housing demand. The desire to own accommodation in metropolitan and Tier I cities along with the increase in disposable income have contributed significantly to the growth of housing finance companies in India. Further, the expansion in population is expected to spur the demand for housing.

Overview of the Company

The Company is engaged in the business of providing a range of housing loans (such as Construction Loan, Plot purchase plus construction loan, renovation/extension loan, and home purchase loan), loan against property and Balance transfer plus top-up loan. The Company is primarily focused on addressing the housing finance needs of self-employed, Low- and Middle-Income Families from semi urban and rural areas of India. The Company strives to serve as a medium to fulfil the dream of owning a house, of the under-served segment of society

OVERVIEW OF COMPANY'S PERFORMANCE DURING FY 2023-24

SATYA Micro Housing Finance Private Limited (SMHFPL) largely offers housing finance products & services for the purchase and renovation / construction of homes, or commercial spaces. It also provides loans against property for business or personal needs as well as working capital for business expansion, having primarily focused services of affordable housing.

The Company has had a remarkable financial year with all round performance across Business growth and Credit quality. During the year under review, the Company has witnessed highest every disbursement of ₹111.43 Crores, closing the year with AUM of ₹ 128.65 Crores (including managed portfolio).

On resource profile, the Company further widened its lenders base during the year review, with the addition of Non-Banking Financial Companies and private banks and initiated refinancing facility from National Housing Bank,

During the year Satya MicroCapital Limited (“Promoter”) of the Company infused ₹24.99 Crores fresh equity capital in the Company. The Company reported Capital Adequacy Ratio of 76.97% as on March 31, 2024 which is well above the minimum regulatory threshold limit.

OPPORTUNITIES, CHALLENGES AND OUTLOOK

Strengths

- Strengthened capital position with significantly lower leverage provides significant headroom for further growth.
- Extensive branch network and geographically diversified loan book.
- Deep understanding of customer segment; Strong knowledge of local market and regional dynamics
- 100% mortgage-backed retail loans. No wholesale exposure to builder / developer. Majority of the collateral is self-occupied residential properties.
- Scalable Model and Independent ‘Unit’ Structure. The unit model in a usual scenario can operate independently within the policy framework and is required to approach the hierarchy only for exceptions. This model is efficiently aided by technology enablers to make the process seamless from sourcing to disbursement.
- Robust Credit Underwriting & Appraisal. The decentralised and vertical approach with segregated legal, technical and credit underwriting team has ensured superior portfolio quality.
- Experienced leadership team with demonstrated track record of scaling of the HFC business.

Challenges, Risks and Concerns

The Company is exposed to various kinds of risks like credit risk, market risk, liquidity risk and operational risk arising out of business operations, which include mortgage lending, liability management etc. In order to mitigate these risks the Company has developed and implemented a risk management framework which encompasses practices relating to identification, assessment monitoring and mitigation of various risks to key business objectives. The Risk management framework of the Company seeks to minimize adverse impact of risks on our key business objectives and enables the Company to leverage market opportunities effectively.

The Company has a robust credit risk management framework implemented through various policies, manuals and guidelines. The Company has implemented a pre and post disbursement credit risk control system ensuring effective risk analysis and measurement, periodic monitoring and reporting based on various parameters and adherence to amendments in policy changes. The delegation structure for approval of credit limits is approved by the Board of Directors.

The various key risks to key business objectives are as follows:

Credit Risk: The possibility of losses associated with diminution in the credit quality of borrowers or counterparties. In a credit portfolio, losses stem from outright default due to inability or unwillingness of a customer or counterparty to meet commitments in relation to lending, trading, settlement and other financial transactions.

Liquidity Risk: It is the risk that the Company will be unable to meet its financial commitment to a Bank/ Financial Institution in any location, any currency at any point in time.

Interest Rate Risk: It is the risk where changes in market interest rates might adversely affect the Company’s financial condition. The short term/immediate impact of changes in interest rates are on the Company’s Net Interest Income (NII). On a longer term, changes in interest rates impact the cash flows on the assets, liabilities and off-balance sheet

items, giving rise to a risk to the net worth of the Company arising out of all reprising mismatches and other interest rate sensitive positions.

Opportunities

- Favourable growth prospects for affordable housing in India; India having one of the lowest Mortgage-to-GDP ratios visà-vis advanced economies indicates strong growth potential.
- Government's emphasis on promoting 'Housing for All'.

Threats

- Slower than envisaged economic growth due to global geopolitical issues can impact credit growth. However, the Company is better-off placed in comparison to its peers due to its unique business model and direct sourcing abilities.
- Inflation affects the purchasing power of people which is not a desirable phase of economic activity. Rising inflation may affect the savings of people and their repayment obligations consequently. However, the Company follows a strict policy on maximum allowable debt burden ratio to mitigate this risk.

Outlook for the Company

In view of the overall sector outlook detailed above, the Company is well poised towards becoming a profitable and trustworthy brand in the affordable housing finance space with its pan-India presence and it is likely to keep growing considering the following:

- The Company has a robust business model with strong direct sourcing capabilities to acquire superior quality assets.
- The Company has a well-skilled and experienced management team with extensive domain knowledge and excellent execution track record in the lending business.
- The Company has implemented robust risk management and credit underwriting policies/ procedure.
- The Company has been continuously investing to build robust, updated technological infrastructure along with paperless workflows for better customer experience.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal controls and processes in place with respect to its financial statements, which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are implemented through various policies, procedures and certifications which commensurate with the size and nature of the Company's business. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

These systems provide reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, prevention and detection of frauds, accuracy and completeness of accounting records and ensuring compliance with Company's policies.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES INCLUDING NUMBER OF PEOPLE EMPLOYED.

SATYA Micro Housing Finance Private Limited had 334 permanent employees as on March 31, 2024 and we believe that our employees are the most valuable assets of the Company. The Human Resource function looks after employee recruitment, their trainings, performance management, emotional and mental wellbeing, financial wellness and stress management. We always believe in creating a happy and healthy work environment for our employees. The Company focus going forward will be on making its workforce more diverse across gender, age, social and economic segments.

CAUTIONARY STATEMENT

Some of the statements made in the Management Discussion & Analysis describing the Company's objectives, projections, estimates, and expectations may be "forward-looking statements" within the meaning of applicable laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the market in which the Company operates, changes in the government regulations, tax laws & other statutes and other incidental factors.

**By Order of the Board of Directors
For SATYA Micro Housing Finance Private Limited**

**Place: Lucknow
Date: 29.04.2024**

**Sd/-
Vivek Tiwari
Managing Director
DIN: 02174160**

**Sd/-
Ratnesh Tiwari
Director
DIN: 07131331**

**Registered Office: 519, 5th Floor, DLF
Prime Tower, Okhla Industrial Area,
Phase-1, New Delhi-110020**

INDEPENDENT AUDITOR'S REPORT

To the Members of
SATYA MICRO HOUSING FINANCE PRIVATE LIMITED

Report on the audit of the financial statements

Opinion

We have audited the financial statements of **SATYA MICRO HOUSING FINANCE PRIVATE LIMITED** ("the Company"), which comprise the balance sheet as at 31 March 2024, and the statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

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

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual report such as management discussion and analysis Director's Report including annexure to director's report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially



inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Responsibilities of Management and Those Charged with Governance for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the 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 Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the audit of the financial statements

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

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

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



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

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.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report to the extent applicable that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.



- (f) With respect to the adequacy of the internal financial controls with reference to financial statements 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 matter to be included in the Auditor's Report under section 197(16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Companies under the Group, to its directors during the current year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 as on 31 March 2024.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Management has represented that, to the best of it's knowledge and belief, no funds which are material either individually or in the aggregate have been advanced or loaned or invested either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other 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 by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - v. The Management has represented, that, to the best of it's knowledge and belief, no funds which are material either individually or in the aggregate 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 by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - vi. 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 misstatement.
 - vii. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.



viii. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For **A PRASAD & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 004250C



AAYUSH TIBREWAL
Partner
Membership No.: 540098
UDIN No.: 24540098BKGXQX6790



Place: Lucknow
Date: 29, April, 2024

**Annexure A to the Independent Auditor's Report
Referred to in paragraph 1 under 'Report on Other Legal and Regulatory
Requirements' Section of our report of even date.**

i.

(a) In respect of property, plant and equipment and intangible assets:

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 Company has a regular program of physical verification of its 'Property, Plant and Equipment' under which 'Property, Plant and Equipment' are verified in a phased manner, over a period of two years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain 'Property, Plant and Equipment' were verified during the year and according to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us, the Company does not hold any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) Accordingly, the provisions of clause 3(i)(c) of the Order are not applicable.

(d) The Company has not revalued its Property, Plant and Equipment including Right of Use assets and intangible assets during the year, being under cost model. Accordingly, the provisions of clause 3(i)(d) of the Order are not applicable.

(e) There are no proceedings which have been initiated or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.

ii.

(a) According to the information and explanations given to us, the Company does not have any inventory. Accordingly, the provisions of clause 3(ii)(a) of the Order are not applicable.

(b) According to the information and explanations given to us, during the year, the Company has not been sanctioned any working capital limits in excess of Rs. 500 lakhs, in aggregate from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii) (b) of the Order are not applicable.

iii.

(a) The Company's principal business is to give loans. Accordingly, the provisions of clause 3(iii)(a) of the Order are not applicable.



(b) In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of all loans and advances in the nature of loans, investments made and security provided during the year are, prima facie, not prejudicial to the Company's interest. According to the information and explanations given to us, the Company has not provided any guarantee during the year.

(c) According to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated by the Company. Refer notes 6 to the financial statements for summarized details of such loans/advances.

(d) Having regard to the nature of the Company's business and voluminous nature of loan transactions, it is not practicable to furnish entity-wise details of amount due, due date for repayment or receipt and the extent of delays.

Further, except for those instances where there are delays or defaults in repayment of principal and / or interest as at the balance sheet date, in respect of which the Company has disclosed asset classification in note 6 to the financial statements in accordance with Indian Accounting Standards (Ind AS), the parties are generally repaying the principal amounts, as stipulated, and are also regular in payment of interest, as applicable, except for some delays.

(e) In respect of loans and advances in the nature of loans, the aggregate amount of loans, where any instalment is overdue for more than 90 days as at 31 March 2024 is Rs. 6.11 million. In our opinion and according to the information and explanation made given to us, reasonable steps are being taken by the Company for recovery of overdue amount of principal and interest.

(f) The Company's principal business is to give loans. Accordingly, the provisions of clause 3(iii)(e) of the Order are not applicable.

(g) According to the information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances either repayable in demand or without specifying any terms or period of repayment during the year.

iv. In our opinion and according to the information and explanations given to us, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year and there are no amounts which are deemed to be deposits during the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Further the Company had no unclaimed deposits at the beginning of the year.

vi. According to the information and explanations given to us, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.



vii.

- (a) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable. The operations of the Company during the year do not give rise to the liabilities of sales-tax, service tax, duty of customs, duty of excise and value added tax.
- (b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) that have not been deposited with the appropriate authorities on account of any dispute.

viii.

In our opinion and according to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

ix.

- (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and the procedures performed by us, we are of the opinion that the Company has not raised funds on long term basis and accordingly reporting under this clause is not applicable.
- (d) According to the information and explanations given to us and the procedures performed by us, we are of the opinion that the Company has not raised funds on short term basis and accordingly reporting under this clause is not applicable.
- (e) The Company does not have any subsidiary, associate or joint venture during the year, and hence the reporting under clause 3(ix)(e) of the Order are not applicable.
- (f) The Company does not have any subsidiary, associate or joint venture during the year, and hence the reporting under clause 3(ix)(e) of the Order are not applicable.

x.

- (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable.
- (b) The company has made private placement of shares under review and the requirement of section 42 of the Companies Act, 2013 have been complied with and according to information and explanations given to us, the amount raised have been used for the purposes for which the funds were raised;



- xi.
- (a) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
 - (b) To the best of knowledge No report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 (as amended) with the Central Government, during the year and upto the date of this report.
 - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii)(a) to (c) of the Order are not applicable.
- xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv.
- (a) In our opinion and according to the information and explanations given to us, the Company does not have an internal audit system and is not required to have an internal audit system as per the provisions of Companies Act, 2013.
 - (b) The Company did not have an internal audit system for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them covered under Section 192 of the Act.
- xvi.
- (a) The Company is required to be registered under Section 45-IA of the RBI Act, 1934 and the Company has obtained the registration.
 - (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration from the RBI as per the RBI Act, 1934.
 - (c) The Company is not a Core Investment Company ("CIC") as defined in the regulations made by the Reserve Bank of India.
 - (d) The Group has no CIC which are part of the Group. Accordingly, the provision of clause 3(xvi) (d) of the order are not applicable.
- xvii. The Company has incurred cash losses during the financial year amounting Rs. (965.46) in million and no cash losses has been incurred in the immediately preceding financial year.



- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, the provisions of clause 3(xviii) of the order are not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans 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 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. The provisions of section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, Clause 3(xx) of the order is not applicable.
- xxi. The Company did not have any subsidiary, associate or joint venture, accordingly, reporting under clause 3(xxi) of the Order is not applicable.

For **A PRASAD & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 004250C



AAYUSH TIBREWAL
Partner
Membership No.: 540098
UDIN No.: 24540098BKGXQX6790



Place: Lucknow
Date: 29, April 2024

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

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

Report on the Internal Financial Controls with reference to financial statements of **SATYA MICRO HOUSING FINANCE PRIVATE LIMITED** ('the Company') under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to financial statement of **SATYA MICRO HOUSING FINANCE PRIVATE LIMITED** ('the Company') as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company generally has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to financial statements reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

Management's Responsibility for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 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 respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ('the Act').

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statement and their operating effectiveness. Our audit of internal financial controls with reference to financial statements



included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of risk of material misstatement of the financial statements, whether due to fraud or error.

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

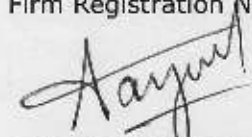
Meaning of internal financial controls with reference to financial statements

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

Inherent Limitations of internal financial controls with reference to financial statements

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

For **A PRASAD & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 004250C



AAYUSH TIBREWAL
Partner
Membership No.: 540098
UDIN No.: 24540098BKGXQX6790



Place: Lucknow
Date: 29, April 2024

SATYA MICRO HOUSING FINANCE PRIVATE LIMITED
(formerly known as Baid Housing Finance Private Limited)
CIN: U65100DL2008PTC406524
Balance Sheet as at March 31, 2024

(₹ in million unless otherwise stated)

Particulars	Notes	As at	
		March 31, 2024	March 31, 2023
ASSETS			
Financial assets			
Cash and cash equivalents	5	87.09	105.97
Bank balances other than cash and cash equivalents		-	-
Loan portfolio	6	1,194.48	328.55
Other financial assets	7	20.67	4.11
Total financial assets		1,302.24	438.63
Non-financial assets			
Current tax assets (net)	8	2.10	1.91
Deferred tax assets (net)	9	25.76	1.29
Property, plant and equipment	10	13.19	0.80
Other non-financial assets	11	4.61	0.44
Total non-financial assets		45.66	4.44
Total assets		1,347.90	443.07
LIABILITIES AND EQUITY			
Liabilities			
Financial liabilities			
Trade Payable	12	-	-
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		4.05	2.63
Borrowings (other than debt securities)	13	715.15	-
Other financial liabilities	14	13.12	0.56
Total financial liabilities		732.32	3.19
Non-financial liabilities			
Provisions	15	3.16	0.51
Other non-financial liabilities	16	3.31	2.35
Total non-financial liabilities		6.48	2.86
Equity			
Equity share capital	17	484.72	413.29
Other equity	18	124.38	23.73
Total equity		609.10	437.02
Total liabilities and equity		1,347.90	443.07

Summary of significant accounting policies 4
See accompanying notes forming part of the financial statements

In terms of our report attached.

For A Prasad & Associates
Chartered Accountants
FRN : 004250C

Aayush Tiwari
Partner
Membership No. 540098



For and on behalf of the board of directors
Satya Micro Housing Finance Private Limited

Vivek Tiwari
Managing Director
DIN-02174160

Ankit Tiwari
Company Secretary & Chief Compliance officer
M.No. A47270

Ratnesh Tiwari
Director
DIN-07131331

Sunjay Goel
Chief Financial Officer



Place: Lucknow
Date: April 29, 2024

SATYA MICRO HOUSING FINANCE PRIVATE LIMITED*(formerly known as Baid Housing Finance Private Limited)*

CIN: U65100DL2008PTC406524

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

(₹ in million unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from operations			
Interest income	19	111.01	22.31
Net gain on derecognition of financials instruments under amortised cost category	20	18.74	-
Total revenue from operations		129.74	22.31
Other income	21	1.23	5.21
Total income		130.98	27.52
Expenses			
Finance cost	22	13.39	0.00
Impairment on financial instruments	23	8.32	0.74
Employee benefits expense	24	148.91	16.50
Depreciation and amortization expense	25	11.21	0.13
Other expenses	26	49.33	9.25
Total expenses		231.15	26.62
Profit before tax		(100.17)	0.90
Tax expense:			
Current year tax		0.03	1.29
Deferred tax charge/(credit)		(24.46)	(1.07)
Income-tax expense		(24.43)	0.21
Profit for the year		(75.74)	0.69
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Re-measurement gains/(losses) on defined benefit plans		(0.03)	-
Income tax effect		0.01	-
Total comprehensive income for the year		(75.76)	0.69
Earnings per equity share	27		
Basic (In INR)		(1.54)	0.02
Diluted (In INR)		(1.54)	0.02

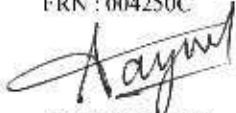
Summary of significant accounting policies 4
See accompanying notes forming part of the financial statements

In terms of our report attached.

For A Prasad & Associates

Chartered Accountants

FRN : 004250C


Aayush Tibrewal

Partner

Membership No. 540098

**For and on behalf of the board of directors****Satya Micro Housing Finance Private Limited**

Vivek Tiwari

Managing Director

DIN-02174160


Ankit Tiwari

Company Secretary & Chief Compliance officer

M.No. A47270


Ratnesh Tiwari

Director

DIN-07131331


Sanjay Goel

Chief Financial Officer



Place: Lucknow

Date: April 29, 2024

SATYA MICRO HOUSING FINANCE PRIVATE LIMITED
(formerly known as East Housing Finance Private Limited)
 CIN: U65100DL2008PTC406524
 Cash Flow Statement for the year ended March 31, 2024

(₹ in million unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash Flow from operating activities		
Profit before tax	(100.17)	0.90
Adjustments for:		
Depreciation and amortization	11.21	0.13
Interest expense for leasing arrangements	1.20	-
Impairment of financial instruments	8.32	0.54
Net gain on derecognition of financial instruments	(18.74)	-
Operating profit before working capital changes	(98.18)	1.57
Movements in working capital:		
Increase/(decrease) in other financial liabilities	3.95	(0.23)
Increase/(decrease) in trade payable	1.42	2.59
Increase/(decrease) in other non-financial liabilities	0.95	1.90
Increase/(decrease) in provisions	2.62	0.51
(Increase)/decrease in loan portfolio	(855.51)	(202.11)
(Increase)/decrease in other financial assets	(16.55)	20.88
(Increase)/decrease in other non-financial assets	(4.17)	(0.31)
Cash used in operations	(965.46)	(175.00)
Income-tax paid	(0.22)	(0.95)
Net cash used in operating activities (A)	(965.68)	(175.95)
Cash Flow from investing activities		
Purchase of property, plant and equipment	(11.69)	(0.93)
Purchase of intangible assets	-	0.07
Net cash used in investing activities (B)	(11.69)	(0.85)
Cash Flow from financing activities		
Proceeds from issue of share capital (including premium and net of issue expenses)	247.84	282.40
Proceeds from borrowings other than debt securities	859.32	-
Repayment of borrowings other than debt securities	(144.37)	-
Payment of lease liability	(4.50)	-
Net cash from financing activities (C)	958.49	282.40
Net increase / (decrease) in cash and cash equivalents (A + B + C)	(18.88)	105.57
Cash and cash equivalents at the beginning of the year	105.97	0.40
Cash and cash equivalents at the end of the period	87.09	105.97
Components of cash and cash equivalents as at the end of period		
Cash on hand	-	0.64
Balance with banks - on current account	87.09	105.33
Total cash and cash equivalents	87.09	105.97

See accompanying notes forming part of the financial statements

In terms of our report attached.

For A Prasad & Associates
 Chartered Accountants
 FRN : 004250C

Aayush Tibrewal
 Partner
 Membership No. 540098



Place: Lucknow
 Date: April 29, 2024

For and on behalf of the board of directors
 Satya Micro Housing Finance Private Limited

Virech Tiwari
 Managing Director
 DIN-02174100

Anshu Tiwari
 Company Secretary & Chief Compliance officer
 M.No. A47278

Ratnesh Tiwari
 Director
 DIN-07131331

Sanjay Goyal
 Chief Financial Officer



SATYA MICRO HOUSING FINANCE PRIVATE LIMITED
(formerly known as Satya Housing Finance Private Limited)
 CIN: U65100MH 2008PTC 006524
 Statement of Change in Equity for the year ended March 31, 2024

(₹ in million unless otherwise stated)

Particulars	Balance as at April 1, 2022	Changes in equity share capital due to prior period errors	Changes during the previous financial year	Balance as at March 31, 2023	Changes in equity share capital due to prior period errors	Changes during the current financial year	Balance as at March 31, 2024
Equity share capital (fully paid up)	15.00	-	397.59	412.59	-	71.43	484.02
Equity share capital (partly paid up)	-	-	0.70	0.70	-	-	0.70
Total	15.00	-	398.29	413.29	-	71.43	484.72

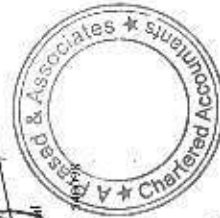
Particulars	Reserves and Surplus		Statutory reserves	Grand total
	Securities premium	Retained earnings		
Balance as at April 1, 2022	126.77	10.66	1.52	138.95
Profit for the year ended March 31, 2023	-	0.68	-	0.68
Total comprehensive income	-	0.68	-	0.68
Transfer to Statutory Reserve	-	(0.14)	0.14	-
Less: Issue of Bonus shares	(174.17)	(5.74)	-	(179.91)
Premium on issue of equity share capital made during the year ended March 31, 2023	68.67	-	-	68.67
Share Issue Exp	4.56	-	-	4.56
Balance as at March 31, 2023	16.61	5.46	1.66	23.73
Profit for the year ended March 31, 2024	-	(73.71)	-	(73.71)
Other comprehensive income (net of income-tax effect)	-	(0.02)	-	(0.02)
Total comprehensive income	-	(73.73)	-	(73.73)
Less: Transfer to Statutory Reserve	-	-	-	-
Premium on issue of equity share capital made during the year ended March 31, 2024	178.57	-	-	178.57
Share Issue Exp	2.16	-	-	2.16
Balance as at March 31, 2024	193.02	(70.23)	1.66	124.35

See accompanying notes forming part of the financial statements

In terms of our report attached

For A. Prasad & Associates
 Chartered Accountants
 FRN: 004750C

(Signature)
 Advait Thakral
 Member
 Membership No: 74979



Place: Lucknow
 Date: April 29, 2024

For and on behalf of the board of directors
 Satya Micro Housing Finance Private Limited

(Signature)
 Vivek Tiwari
 Managing Director
 DIN: 02174100

(Signature)
 Anshu Tiwari
 Company Secretary & Chief Compliance Officer
 M.No. A47270

(Signature)
 Ramesh Tiwari
 Director
 DIN: 0711331

(Signature)
 Sanjay Goyal
 Chief Financial Officer



SATYA MICRO HOUSING FINANCE PRIVATE LIMITED

(Formerly known as Baid Housing Finance Private Limited)

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

(Rupees in million unless otherwise stated)

1. Corporate information

Satya Micro Housing Finance Private Limited (formerly known as Baid Housing Finance Private Limited) ('SATYA' or the 'Company') is a private Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 on December 16, 2008. The Company is registered as Housing Finance Company ('HFC') with the Reserve Bank of India ('RBI') holding Certificate of Registration (CoR) issued by Reserve Bank of India dated January 16, 2023. The registered office address of the Company is 519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase-1, New Delhi-110020.

The Company is primarily engaged in the business of housing finance providing small value secured/unsecured loans to low-income customers in urban, semi-urban and rural areas.

2. Basis of preparation

a) Statement of compliance in preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) along with other relevant provisions of the Act, the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 ('the NBFC Master Direction. The financial statements have been prepared on a going concern basis.

The financial statements have been prepared on a historical cost basis, except for financial instruments which have been measured at fair value. Further, the carrying values of recognized assets and liabilities that are hedged items in fair value hedges, and otherwise carried at amortised cost, are adjusted to record changes in fair value attributable to the risks that are being hedged. The financial statements are presented in Indian Rupees (INR) and all the values are rounded off to the nearest millions except when otherwise indicated.

b) Presentation of financial statements

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

3. Recent accounting pronouncements

4. Material accounting policies

a) Use of estimates, judgments and assumptions

The preparation of standalone financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised, and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the standalone financial statements is included in the following notes:



i) Defined employee benefit assets and liabilities

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

ii) Fair value measurement

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

iii) Impairment of loan portfolio

Judgment is required by management in the estimation of the amount and timing of future cash flows when determining an impairment allowance for loans and advances. In estimating these cash flows, the Company makes judgments about the borrower's financial situation. These estimates are based on assumptions about a number of factors such as credit quality, level of arrears etc. and actual results may differ, resulting in future changes to the impairment allowance.

Overview of the Expected Credit Loss (ECL) principles:

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

Expected credit losses (ECL) are a probability weighted estimate of the present value of credit losses. Credit loss is the difference between all contractual cash flows that are due to the Company under the contract, and all the cash flows that the Company expects to receive (i.e. net cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are a portion of the lifetime expected credit losses and represent the lifetime cash shortfalls that result if a default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition. For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL.



SATYA MICRO HOUSING FINANCE PRIVATE LIMITED
(Formerly known as Baid Housing Finance Private Limited)
Notes to the Financial Statements for the year ended March 31, 2024

(Rupees in million unless otherwise stated)

The Company measures ECL for stage 3 assets (as defined below) on an individual basis. The measurement of the loss allowance is based on the present value of the asset's expected cash flows using the asset's original effective interest rate (EIR).

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

The Company has established a policy to perform an assessment, at the end of each reporting period, whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of a default occurring over the remaining life of the financial instrument.

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

Stage 1 - Performing assets (high quality assets) with zero to thirty days past due (DPD). Stage 1 loans also include facilities where the credit risk has improved and the loans has been reclassified from Stage 2.

Stage 2 - Under-performing assets (assets for which there is significant increase in credit risk) having 31 to 90 DPD.

Stage 3 - Non-performing assets (credit impaired assets) with overdue more than 90 DPD.

Definition of Default

The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL.

The Company considers the following as constituting an event of default:

- the borrower is past due more than 90 days on any material credit obligation to the Company; or
- the borrower is unlikely to pay its credit obligations to the Corporation in full.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18 and loans under short term financing, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, to measure lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognized in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

The Financial assets for which the Company has no reasonable expectations of recovering either the entire outstanding amount, or a proportion thereof, the gross carrying amount of the financial asset is reduced. This is considered a (partial) derecognition of the financial asset.

iv) Provisions other than impairment on loan portfolio

Provisions are held in respect of a range of future obligations such as employee entitlements and litigation provisions. Some of the provisions involve significant judgment about the likely outcome of various events and estimated future cash flows. The measurement of these provisions involves the exercise of management judgments about the ultimate outcomes of the transactions. Payments that are expected to



SATYA MICRO HOUSING FINANCE PRIVATE LIMITED

(Formerly known as Bald Housing Finance Private Limited)

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

(Rupees in million unless otherwise stated)

be incurred after more than one year are discounted at a rate which reflects both current interest rates and the risks specific to that provision.

v) Effective Interest Rate ('EIR') method

The Company's EIR methodology, recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans given / taken and recognizes the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).

This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

viii) Other estimates

These include contingent liabilities, useful lives of tangible and intangible assets etc.

b) Recognition of Income and Expense

Revenue is recognized to the extent that the economic benefits probably flow to the Company, and the revenue can be reliably measured, and there exists reasonable certainty of its recovery. The Company recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 - 'Financial instruments' is applicable) based on a comprehensive assessment model as set out in Ind AS 115 - 'Revenue from contracts with customers'. The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations.

i. Interest and Processing Fee income on loans

Interest income on financial instruments at amortized cost is recognized on a time proportion basis, taking into account the amount outstanding and the effective interest rate (EIR) applicable. Interest on financial instruments measured as at fair value is included within the fair value movement during the period.

The EIR is the rate that exactly discounts estimated future cash flows of the financial instrument through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The future cash flows are estimated, taking into account all the contractual terms of the instrument.

The calculation takes into account all contractual terms of the financial instrument (for example, prepayment options). It includes all fees paid or received between parties to the contract that are incremental and are directly attributable to the specific lending arrangement, transaction costs, and all other premiums or discounts. For financial assets at FVTPL (fair value through profit & loss), transaction costs are recognised in profit or loss at initial recognition.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit impaired financial assets, the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for expected credit losses (ECLs)). However, no interest has been charged on credit impaired loans as a matter of prudence. Overdue interest and other ancillary charges in respect of loans are recognized upon realisation. The Company earns revenue primarily from giving loans. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.



Interest and loan processing fees are recognized using the effective interest method (EIR). The effective interest method calculates the amortized cost of a financial instrument and allocates the interest income over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the gross carrying amount of the financial asset or liability. The calculation takes into account all contractual terms of the financial instrument (for example, prepayment options) and includes any fees or incremental costs that are directly attributable to the instrument and are an integral part of the EIR, but not future credit losses.

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

ii. Fees and commissions income

Fees and commissions income i.e. login fee, penal interest on defaults, pre-payment / other charges, fees for advertising in offices / website etc. (other than for those items to which Ind AS 109 Financial Instruments are applicable) is recognised in accordance with the terms of the relevant contracts / agreements and when it is probable that the Company will collect the consideration.

iii. Revenue from Contracts with customers

Income from assignment transactions i.e. present value of excess interest spread is recognised when the related loan assets are de-recognised. Interest income is also recognised on carrying value of assets over the remaining period of assets.

iv. Finance Cost

Finance costs represent interest cost recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial liabilities other than financial liabilities classified as FVTPL. The EIR in case of a financial liability is computed:

- a) As the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of the amortised cost of a financial liability.
- b) By considering all the contractual terms of the financial instrument in estimating the cash flows.
- c) Including all fees paid between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in interest expense with the corresponding adjustment to the carrying amount of the financial liability. Interest expense includes issue costs that are initially recognised as part of the carrying value of the financial liability and amortised over the expected life using the effective interest method. These include fees and commissions payable to advisers and other expenses such as external legal costs etc. provided these are incremental costs that are directly related to the issue of a financial liability.



c) Property, plant and equipment (PPE) and intangible asset

i. Property, plant and equipment (PPE)

PPE are stated at cost (including incidental expenses directly attributable to bringing the asset to its working condition for its intended use) less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Subsequent expenditure related to PPE is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of item can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

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

ii. Intangible Asset

Intangible assets represent capital expenditure towards software which is stated at cost less accumulated amortization and any accumulated impairment losses.

d) Depreciation and amortization

Depreciation

- i. Depreciation on property, plant and equipment provided on a written down value method at the rates arrived based on useful life of the assets, prescribed under Schedule II to the Companies Act, 2013, which also represents the estimate of the useful life of the assets by the management.
- ii. Property, plant and equipment costing up to Rs.5,000 individually are fully depreciated in the year of purchase.

The Company has used the following useful lives to provide depreciation on its property, plant and equipment:

Asset Category	Useful Life (In Years)
(i) Furniture and fittings	10
(ii) Computers and data processing units	
(a) Servers and networks	6
(b) End user devices, such as, desktops, laptops, etc.	3
(iii) Office equipment	5
(iv) Motor vehicles	
(a) Motor cars	8
(b) Two-Wheeler Vehicles	10
(v) Building	60

Amortization

Intangible assets are amortized on the basis of Straight-Line Method over a period of 4 years.

ii) Non-financial assets



The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

e) Lessees

i. Where the Company is lessee – Right of use assets and lease liabilities

Till previous year, assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.

For any new contracts entered into on or after 1 April 2019, the Company considers whether a contract is, or contains a lease (the transition approach has been explained and disclosed in notes). A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

Classification of leases

The Company enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

Recognition and initial measurement

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.



SATYA MICRO HOUSING FINANCE PRIVATE LIMITED
(Formerly known as Baid Housing Finance Private Limited)
Notes to the Financial Statements for the year ended March 31, 2024

(Rupees in million unless otherwise stated)

The Company has elected to account for short-term leases using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

ii. Where the Company is lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight-line basis over the term of the relevant lease, except when the lease rentals, increase are in line with general inflation index. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

f) Foreign currency transactions

• **Functional and presentation currency**

The financial statements are presented in Indian Rupees (INR), which are the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

• **Transaction and balance**

Transactions in foreign currencies are initially recorded in the functional currency at the spot rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency at the spot rate of exchange at the reporting date. Non-monetary items that are measured at historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

g) Retirement and Employee benefits

Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.



The Company operates following employee benefit plans:

i) Employee Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure when an employee renders the related service.

ii) Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation.

Net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Re-measurement, comprising of actuarial gains and losses, are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.

iii) Leaves

Entitlements to annual leave are recognized when they accrue to the employees. Leave entitlements can be availed while in service of employment subject to restriction on the maximum number of accumulations. The Company determines the liability for such accumulated leave entitlements on the basis of actuarial valuation carried out by an independent actuary at the Year end.

- h) Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income ('OCI') or directly in equity.**

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Current income-tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax assets or liability arising during tax holiday



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period is not recognised to the extent it reverses out within the tax holiday period. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

J) Earnings per share (EPS)

The Company reports basic and diluted earnings per share in accordance with Ind AS33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

K) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of 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 increase in the provision due to un-winding of discount over passage of time is recognized within finance costs.

L) Contingent liabilities and assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.



M) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instruments.

Financial Assets

Initial Measurement and recognition

Financial assets are initially recognized on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. The classification of financial instruments at initial recognition depends on their purpose and characteristics and the management's intention when acquiring them. All financial assets (not measured subsequently at fair value through profit or loss) are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in the following categories:

- Loan Portfolio at amortized cost
- Loan Portfolio at fair value through other comprehensive income (FVOCI)
- Equity instruments and mutual funds

Loan Portfolio at amortized cost:

Loan Portfolio is subsequently measured at amortized cost where:

- contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest (SPPI) on the principal amount outstanding; and
- are held within a business model whose objective is achieved by holding to collect contractual cash flows.

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

Loan Portfolio at FVOCI:

Loan Portfolio is subsequently measured at FVOCI where:

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



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

Financial liabilities

Initial Measurement

Financial liabilities are classified and measured at amortized cost. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent Measurement

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

De-recognition of financial assets and financial liabilities

Financial Assets

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

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

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

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

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



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In addition, the Company is not entitled to reinvest such cash flows, except for investments in cash or cash equivalents including interest earned, during the period between the collection date and the date of required remittance to the eventual recipients. A transfer only qualifies for de-recognition if either:

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

The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer. When the Company has neither transferred nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognized only to the extent of the Company's continuing involvement, in which case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On derecognition of a financial asset in its entirety, the difference between: (a) the carrying amount (measured at the date of derecognition) and (b) the consideration received (including any new asset obtained less any new liability assumed) is recognized in the statement of profit or loss account.

Derecognition due to modification of terms and conditions

The Company de-recognizes a financial asset, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognized as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognized loans are classified as Stage 1 for ECL measurement purposes, unless the new loan is deemed to be Purchase Oriented Credit Impaired ("POCI").

If the modification does not result in cash flows that are substantially different, the modification does not result in derecognition. Based on the change in cash flows discounted at the original EIR, the Group records a modification gain or loss, to the extent that an impairment loss has not already been recorded.

Financial Liabilities

Financial liability is de-recognized 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 de-recognition of the original liability and the re-cognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

N) Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date using various valuation techniques.

Fair value is the price at the measurement date, at which an asset can be sold or paid to transfer a liability, in an orderly transaction between market participants at the measurement date.

The Company's accounting policies require, measurement of certain financial instruments at fair values (either on a recurring or non-recurring basis). Also, the fair values of financial instruments measured at amortized cost are required to be disclosed in the said standalone financial statements.



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

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within the fair value hierarchy described as follows:

- Level 1 financial instruments - Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.
- Level 2 financial instruments - Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life.
- Level 3 financial instruments - include one or more unobservable input where there is little market activity for the asset/liability at the measurement date that is significant to the measurement as a whole.

O) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

P) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company's primary business segments are reflected based on the principal business carried out, i.e. lending activities as Non-Banking Finance Company (NBFC)-Housing Finance regulated by the Reserve Bank of India ('RBI'). The risk and returns of the business of the Company is not associated with geographical segmentation, hence there is no secondary segment.



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

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Particulars	As at	As at
	March 31, 2024	March 31, 2023
5: Cash and cash equivalents		
Cash on hand	-	0.64
Balances with banks		
On current accounts	87.09	105.33
Deposits with original maturity of less than three months	-	-
	87.09	105.97

Particulars	As at	As at
	March 31, 2024	March 31, 2023
6: Loan portfolio		
(a) Term loans (At amortised cost)		
Housing Loans	791.83	246.47
Non Housing Loans	412.21	83.31
Less: Impairment loss allowance	(9.55)	(1.23)
Total (net)	1,194.48	328.55
(b) (i) Secured	1,204.03	329.78
(a) Unsecured	-	-
Less: Impairment loss allowance	(9.55)	(1.23)
Total (net)	1,194.48	328.55
(c) (i) Loans in India	1,204.03	329.78
Less: Impairment loss allowance	(9.55)	(1.23)
Total (net)	1,194.48	328.55

6.1 Disclosure for acquired pool

The Company during the current year, has acquired a pool of certain loans outstanding of ₹ 85.91 million as at March 31, 2024 (as at March 31, 2023 ₹ 214.24 million) by way of a deed of assignment. These loan assets have been recognised, as the purchase of loan asset, as an absolute assignment and transfer on a 'without-Recourse' basis. In terms of an assignment transaction, the company receives from the assignor on a monthly basis, the pro rata collection amount on agreed terms.

6.2 Loans and receivables are non-derivative financial assets which generate a fixed or variable interest income for the Company. The carrying value may be affected by changes in the credit risk of the counterparties.

6.3 Collateral and other credit enhancements:

Loans granted by the Company are secured by any or all of the following as applicable, based on their categorisation:

- Equitable / registered mortgage of property.
- Undertaking to create a security.
- The personal guarantees of borrowers.
- Assignment of insurance policies.

6.4 The Company monitors the value of collateral and will request additional collateral in accordance with the loan agreement.

6.5 Includes loans under on-going cheque handover post completion of disbursement process.

6.6 There were no loans given against the collateral of gold jewellery, hence the percentage of such loan to the total outstanding assets is Nil (as at March 31, 2023 Nil).

6.7 Housing & Non Housing Loan

An analysis of change in the gross carrying amount and the corresponding expected credit loss allowance in relation to lending is as follows:

Particulars	For the year ended March 31, 2024				For the year ended March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	326.98	2.40	0.40	129.78	122.70	4.97	-	127.67
New asset originated / purchased / further increase in existing asset	874.25	-	-	874.25	215.31	-	-	215.21
Assets derecognised or repaid (excluding write offs)	-	-	-	-	(31.65)	(1.45)	-	(35.10)
Other Adjustments	-	-	-	-	-	-	-	-
Transfers to/(from) Stage 1	(7.55)	7.56	-	-	(1.05)	0.65	0.40	-
Transfers to/(from) Stage 2	-	(15.71)	5.71	-	-	(1.77)	-	-
Transfers to/(from) Stage 3	-	-	-	-	-	-	-	-
Amount written-off	-	-	-	-	-	-	-	-
Gross carrying amount closing balance	1,193.67	4.25	6.11	1,204.03	326.98	2.40	0.40	329.78

Reconciliation of Expected Credit Loss allowances balance is given below:

Particulars	For the year ended March 31, 2024				For the year ended March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	1.18	(0.00)	0.05	1.23	0.47	0.02	-	0.49
New asset originated / purchased / further increase in existing asset	8.32	-	-	8.32	0.75	-	-	0.75
Assets derecognised or repaid (excluding write offs)	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-
Transfers to/(from) Stage 1	(2.14)	2.14	-	-	(0.05)	-	0.03	-
Transfers to/(from) Stage 2	-	(1.73)	1.72	-	0.01	(0.02)	-	(0.01)
Transfers to/(from) Stage 3	-	-	-	-	-	-	-	-
Amount written-off	-	-	-	-	-	-	-	-
Gross carrying amount closing balance	7.36	0.42	1.77	9.55	1.18	(0.00)	0.05	1.23



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Portfolio classification as at March 31, 2024:

Particulars	Stage I	Stage II	Stage III	Total
Portfolio Loans				
Housing Loans	784.60	2.15	5.08	791.83
Non Housing Loans	405.08	2.10	1.03	412.21
Less: Impairment loss allowance	(7.36)	(0.42)	(1.77)	(9.55)
Total (net)	1,186.32	3.83	4.34	1,194.49

Portfolio classification as at March 31, 2023:

Particulars	Stage I	Stage II	Stage III	Total
Portfolio Loans				
Housing Loans	263.67	2.40	0.40	266.47
Non Housing Loans	83.31	-	-	83.31
Less: Impairment loss allowance	(1.18)	-	(0.05)	(1.23)
Total (net)	325.80	2.40	0.35	328.55

Particulars	As at March 31, 2024	As at March 31, 2023
7: Other financial assets (at amortised cost)		
A. Security deposits		
Located, considered good	2.47	0.61
(A)	<u>2.47</u>	<u>0.61</u>
B. Other assets		
Interest only strip receivable	18.19	-
Other Receivable	-	3.50
(B)	<u>18.19</u>	<u>3.50</u>
Total (A+B)	<u>20.67</u>	<u>4.11</u>

Particulars	As at March 31, 2024	As at March 31, 2023
8: Current tax assets (net)		
Advance income-tax (net of provision for income tax)	2.10	1.91
	<u>2.10</u>	<u>1.91</u>
9: Deferred Tax Asset (net)		
(A) Deferred tax assets		
Difference between books and tax written down value of property, plant and equipment	0.14	-
Provision on leave encashment	0.73	0.12
Provision on gratuity	0.07	-
Lease liability net impact Ind AS 116	1.06	-
Provision against standard assets (Ind AS)	2.40	0.31
Unamortized portion of loan processing fee	7.81	0.89
Brought forward losses/unabsorbed depreciation	18.11	-
Total deferred tax assets	<u>30.34</u>	<u>1.32</u>
(B) Deferred tax liabilities		
Difference between books and tax written down value of property, plant and equipment	-	0.03
Interest only strip receivable	4.58	-
Total deferred tax liabilities	<u>4.58</u>	<u>0.03</u>
Net deferred tax assets (A-B)	<u>25.76</u>	<u>1.29</u>

Reconciliation of total tax charge

The following table shows deferred tax recorded in the balance sheet and changes recorded in the Income tax expense:

Deferred tax asset / (liability)	For the Year ended March 31, 2024				For the Year ended March 31, 2023			
	Opening	Recognised in	Recognised	Closing	Opening	Recognised in	Recognised	Closing
	balances as on 01-Apr-23	profit or loss Expense / (Income)	in other comprehensive income	balances as on 31-Mar-24	balances as on 01-Apr-22	profit or loss Expense / (Income)	in other comprehensive income	balances as on 31-Mar-23
Difference between books and tax written down value of								
Disallowances under section 43B of the Income Tax Act,	(0.01)	(0.18)	-	0.14	0.01	0.04	-	(0.03)
Lease liability net impact Ind AS 116	0.12	(0.68)	-	0.80	-	(0.12)	-	0.12
Provision against standard assets	-	(1.06)	-	1.06	-	-	-	-
Unamortized portion of loan processing fee	0.31	(2.09)	-	2.40	0.12	(0.19)	-	0.11
Interest only strip receivable	0.89	(6.92)	-	7.81	0.89	(0.80)	-	0.89
Brought forward losses/unabsorbed depreciation	-	4.58	-	(4.58)	-	-	-	-
	-	(18.11)	-	18.11	-	-	-	-
	1.29	(24.47)	-	25.76	0.22	(1.07)	-	1.29



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10: Property, plant and equipment

(₹ in millions unless otherwise stated)

Particulars	Furniture and Fixtures	Office Equipments	Computers and Data Processing Units	Right-of-use Asset	Total
Gross block (at cost)					
As at April 1, 2021	-	-	-	-	-
Additions					
Disposals					
As at March 31, 2022	-	-	-	-	-
Additions	0.16		0.70	-	0.86
Disposals	-	-	-	-	-
As at March 31, 2023	0.16	-	0.70	-	0.86
Additions	2.03	1.26	8.39	11.91	23.60
Disposals	-	-	-	-	-
As at March 31, 2024	2.19	1.26	9.10	11.91	24.46
Accumulated depreciation					
As at April 1, 2022	-	-	-	-	-
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at March 31, 2022	-	-	-	-	-
Charge for the period	0.01	-	0.05	-	0.06
Disposals	-	-	-	-	-
As at March 31, 2023	0.01	-	0.05	-	0.06
Charge for the period	0.29	0.36	2.98	7.52	11.15
Disposals	-	-	-	-	-
As at March 31, 2024	0.29	0.36	3.03	7.52	11.21
Net carrying amount					
As at April 1, 2022	-	-	-	-	-
As at March 31, 2022	-	-	-	-	-
As at March 31, 2023	0.15	-	0.65	-	0.80
As at March 31, 2024	1.89	0.90	6.01	4.39	13.19

Net carrying amount

*The value of property, plant and equipment in Previous GAAP is considered as deemed cost as per IndAS 101.



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Particulars	As at	As at
	March 31, 2024	March 31, 2023
11: Other non-financial assets		
Unsecured, considered good		
Prepaid expenses	2.58	-
Employees advance	1.98	0.04
Other advance	0.05	0.4
	4.61	0.44

Particulars	As at	As at
	March 31, 2024	March 31, 2023
12: Trade Payable		
Trade Payable		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	4.05	2.63
	4.05	2.63

Ageing of Trade Payables as at March 31, 2024

Particulars	Outstanding for following periods from due date of Payments					Total
	Unbilled Dues	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
(i) MSME#	-	-	-	-	-	-
(ii) Others	-	4.05	-	-	-	4.05
(iii) Disputed Dues- MSME#	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-

Ageing of Trade Payables As At March 31, 2023

Particulars	Outstanding for following periods from due date of Payments					Total
	Unbilled Dues	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
(i) MSME#	-	-	-	-	-	-
(ii) Others	-	2.63	-	-	-	2.63
(iii) Disputed Dues- MSME#	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-

MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Disclosure pertaining to Micro and Small Enterprises are as under:	As at	As at
	March 31, 2024	March 31, 2023
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year, and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

13: Borrowings (other than debt securities)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Borrowings		
Borrowings (other than debt securities)	720.72	-
Less: EIR Impact	(5.57)	-
	715.15	-



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13A : Terms of principal repayment of borrowings as at March 31, 2024

(₹ in million unless otherwise stated)

Original maturity of loan	Interest rate	Due within 1 year		Due between 1 to 2 Years		Due between 2 to 3 Years		Due beyond 3 Years		Total
		No. of installments	Amount	No. of installments	Amount	No. of installments	Amount	No. of installments	Amount	
Borrowings (Other than Debt Securities)										
Term Loan										
Monthly										
1-3 years	11.75	12	30.81	12	34.63	6	22.87	-	-	88.31
		12	66.67	12	66.67	10	61.11	-	-	194.45
		12	15.28	12	16.67	12	18.06	-	-	50.01
	11.5	12	21.39	12	23.33	9	19.44	-	-	64.16
		12	33.33	12	33.33	10	30.56	-	-	97.22
		12	26.73	12	32.83	12	40.44	-	-	100.00
		12	31.48	12	41.23	12	50.29	-	-	125.00
									-	
Total		84	227.69	84	248.69	71	242.77	-	-	719.15
Impact of ETR on Borrowing										(4.00)
Grand Total										715.15

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(₹ in million unless otherwise stated)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
14: Other financial liabilities		
Employee benefits payable	4.51	0.22
Other liabilities	-	0.34
Lease liability	8.60	-
	<u>13.12</u>	<u>0.56</u>

Particulars	As at	As at
	March 31, 2024	March 31, 2023
15: Provisions		
Provision for employee benefits		
Provision for leave encashment	2.89	0.48
Provision for gratuity	0.27	0.03
	<u>3.16</u>	<u>0.51</u>

Particulars	As at	As at
	March 31, 2024	March 31, 2023
16: Other non-financial liabilities		
Statutory dues payable	3.29	1.06
Income tax provision	-	1.29
Other liabilities	0.02	-
	<u>3.31</u>	<u>2.35</u>



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Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
17: Equity Share capital				
Authorised Capital				
Equity shares of ₹10 each	7,50,00,000	750.00	5,10,00,000	510.00
	7,50,00,000	750.00	5,10,00,000	510.00
Issued Capital				
Equity Shares of Rs. 10/- Each	4,91,02,037	491.02	4,19,59,180	419.59
Total	4,91,02,037	491.02	4,19,59,180	419.59
Subscribed				
Equity Shares of Rs. 10/- Each	4,12,59,180	412.59	4,12,59,180	412.59
Partly Paid-up Equity Shares of Rs. 10/- Each and Rs. 1/- paid up	7,00,000	7.00	7,00,000	0.70
Add: Issued	71,42,857	71.43	0.00	0.00
Total	4,91,02,037	491.02	4,19,59,180	413.29
Paid-up				
Equity Shares of Rs. 10/- Each	4,12,59,180	412.59	4,12,59,180	412.59
Partly Paid-up Equity Shares of Rs. 10/- Each and Rs. 1/- paid up	7,00,000	0.70	7,00,000	0.70
Add: Issued	71,42,857	71.43	0.00	0.00
Total	4,91,02,037	484.72	4,19,59,180	413.29

(a) Terms/rights attached to equity shares

The Company has only one class of equity shares of face value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. Dividend if proposed by the Board of Directors, shall be subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event, the Company declares any dividend the same shall be paid in Indian rupees.

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

(b) Reconciliation of the number of equity shares issued outstanding at the beginning and at the end of the year:

	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity Shares				
Outstanding at the beginning of the year	4,19,59,180	419.59	15,00,000	15.00
Add: Issued during the year	71,42,857	71.43	4,04,59,180	404.59
Outstanding at the end of the year	4,91,02,037	491.02	4,19,59,180	419.59

(c) Reconciliation of the number of equity shares subscribed at the beginning and at the end of the year:

	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	4,19,59,180	413.29	15,00,000	15
Add: Issued during the year	71,42,857	77.73	4,04,59,180	398.29
Outstanding at the end of the year	4,91,02,037	491.02	4,19,59,180	413.29

(d) Reconciliation of the number of equity shares paid-up outstanding at the beginning and at the end of the year:

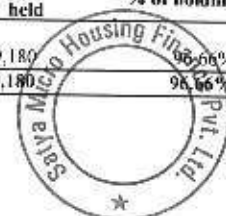
	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year*	4,19,59,180	413.29	15,00,000	15
Add: Issued during the year	71,42,857	71.43	4,04,59,180	398.29
Outstanding at the end of the year	4,91,02,037	484.72	4,19,59,180	413.29

* include amount received on partly paid equity shares of ₹ 0.70 million

(e) Details of shareholders holding more than 5% in the Company:

As per the records of the Company, including register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the shareholding given below represents both legal and beneficial ownership of shares.

Name of shareholders	Number of shares		Number of shares	
	Number of Shares held	% of holding	Number of Shares held	% of holding
Equity shares				
SATYA MicroCapital Limited	4,77,02,037	97.15%	4,05,59,180	96.66%
Total	4,77,02,037	97.15%	4,05,59,180	96.66%



(f) Shareholdings of Promoters

Fully paid shares

('₹ in million unless otherwise stated)

Promoter Name	Number of shares		Number of shares	
	Number of Shares	% of holding	Number of Shares	% of holding
SATYA MicroCapital Limited	4,77,02,037	97.15%	4,05,59,180	96.66%
Total	4,77,02,037	97.15%	4,05,59,180	96.66%

Particulars	As at	As at
	March 31, 2024	March 31, 2023
18: Other Equity		
Share options outstanding account	-	-
Statutory reserves	1.66	1.66
Securities premium reserve	193.02	16.61
Retained earnings	(70.30)	5.46
Total other equity	124.38	23.73
Securities Premium Reserve		
At the beginning of the year	16.61	126.77
Add: Premium on issue of equity shares	178.57	68.67
Less: Issue of bonus shares	-	174.17
Less: Share Issue Exp	2.16	4.66
Balance at the end of the year	193.02	16.61
Statutory Reserve (Pursuant to section 29C of National Housing Bank Act, 1987)		
Balance at the beginning of the year	1.66	1.52
Add: Amount transferred from surplus of profit and loss	-	0.14
Balance at the end of the year	1.66	1.66
Retained Earning		
Balance at the beginning of the year	5.46	10.66
Add: Profit/(loss) for the year	(75.74)	0.69
Add: Other comprehensive income (re-measurement gains/(losses) on defined benefit plans)	(0.03)	-
Less: Income-tax effect on other comprehensive income	0.01	-
Less: Issue of bonus share	-	(5.74)
Less: Transferred to Statutory Reserve (Pursuant to section 29C of National Housing Bank Act, 1987)	-	(0.14)
Net surplus/(deficit) in the statement of profit and loss	(70.30)	5.46
Total other equity	124.38	23.73

(a) Nature and purpose of reserves

Statutory reserves: Every year the Company transfers a sum of not less than twenty percent of net profit of that year as disclosed in the statement of profit and loss to its Statutory Reserve pursuant to section 29C of National Housing Bank Act, 1987

Securities premium: The amount received in excess of face value of the equity shares and preference shares is recognised in Securities Premium Reserve. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Retained earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to statutory reserve, general reserve, dividends distributions paid to shareholders.

The conditions and restrictions for distribution attached to statutory reserves as specified in section 29C of National Housing Bank Act, 1987:

- (1) Every Housing Finance Company (HFC) shall create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.
- (2) No appropriation of any sum from the reserve fund shall be made by the HFC except for the purpose as may be specified by the RBI from time to time and every such appropriation shall be reported to the RBI within twenty-one days from the date of such withdrawal. Provided that the RBI may, in any particular case and for sufficient cause being shown, extend the period of twenty one days by such further period as it thinks fit or condone any delay in making such report.
- (3) Notwithstanding anything contained in sub-section (1), the Central Government may, on the recommendation of the RBI and having regard to the adequacy of the paid-up capital and reserves of a HFC in relation to its deposit liabilities, declare by order in writing that the provisions of sub-section (1) shall not be applicable to the HFC for such period as may be specified in the order. Provided that no such order shall be made unless the amount in the reserve fund under sub-section (1) together with the amount in the share premium account is not less than the paid-up capital of the HFC.



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Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
19: Interest Income		
Measured at amortised cost		
Interest income on portfolio loans	105.10	22.31
Interest on fixed deposits	5.90	-
	<u>111.01</u>	<u>22.31</u>
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
20: Derecognition of financials instruments		
Measured at amortised cost		
Net gain on derecognition of financials instruments under amortised cost category	18.74	-
	<u>18.74</u>	<u>-</u>
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
21: Other income		
Miscellaneous income	1.23	5.21
	<u>1.23</u>	<u>5.21</u>
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
22: Finance Cost		
Finance cost	12.06	-
Other finance cost	1.32	-
	<u>13.39</u>	<u>-</u>
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
23: Impairment on financial instruments		
Impairment on portfolio loans measured at amortised cost	8.32	0.74
	<u>8.32</u>	<u>0.74</u>
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
24: Employee benefits expense		
Salaries, wages and bonus	136.10	15.23
Contribution to provident fund and other funds	7.08	0.68
Gratuity & leave encashment expense	2.63	0.51
Staff welfare expenses	3.10	0.08
	<u>148.91</u>	<u>16.50</u>
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
25: Depreciation and amortization expense		
Depreciation	11.21	0.06
Amortization	-	0.07
	<u>11.21</u>	<u>0.13</u>
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
26: Other expenses		
Advertisement expenses	0.01	0.03
Business promotion	1.52	0.20
Legal & Professional Fee	13.94	2.79
Auditor's Remuneration (refer details below)	0.50	0.50
Software expenses	6.67	0.22
Communication cost	1.74	0.02
Electricity charges	0.65	0.02
Printing & stationeries	0.64	0.13
Repair and maintainance	0.06	0.04
Office maintainance	4.68	0.30
Rates & taxes	8.41	0.80
Rent including lease rent (refer note 33)	2.71	0.74
Director sitting fee	2.30	0.17
Travelling & conveyance	5.32	0.75
ROC fee	0.02	0.01
Miscellaneous expenses	0.16	2.89
	<u>49.33</u>	<u>9.25</u>



Break up of Auditor's Remuneration

(₹ in million unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Audit Fees	0.28	0.28
b) Other services	0.22	0.22
	0.50	0.50

27. Earnings per share (EPS)

Particulars	For the period ended March 31, 2024	For the period ended March 31, 2023
Weighted average number of shares used in basic earning per share	4,91,02,037	4,19,59,180
Shares deemed to be issued for no consideration in respect of share-based payments	-	-
Weighted average number of shares used in diluted earning per share	4,91,02,037	4,19,59,180

The numerators and denominators used to calculate the basic and diluted earnings per share are as follows:

Profit Attributable to shareholders	(75.74)	0.69
Basis and Weighted average number of Equity shares outstanding during the year	4,91,02,037	4,19,59,180
Nominal Value of equity share (₹)	10	10
Basis & Diluted EPS (₹)	(1.54)	0.02



28 Contingent Liabilities and commitments

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Commitments	-	-
Contingent Liabilities	-	-

29 Fair value measurement

(i) Fair value measurement of financial instruments

Level 1: Quoted prices (unadjusted) in active markets for financial instruments

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3

(ii) Financial assets and liabilities measured at fair value - recurring fair value measurements

The carrying values of financial instruments measured at amortised cost is considered to be a reasonable approximation of their fair values

30 Financial risk management

Particulars	As at March 31, 2024			As at March 31, 2023		
	FVTPL*	FVOCI*	Amortised cost	FVTPL*	FVOCI*	Amortised cost
Financial assets						
Loans	-	-	1,194.48	-	-	128.35
Investments†	-	-	-	-	-	-
Cash and equivalents	-	-	87.09	-	-	105.97
Other Financial Assets	-	-	20.67	-	-	4.11
Total	-	-	1,302.24	-	-	438.63
Financial liabilities						
Trade Payables	-	-	4.05	-	-	2.63
Borrowings (other than debt securities)	-	-	715.15	-	-	-
Other financial liabilities	-	-	13.12	-	-	0.56
Total	-	-	732.32	-	-	3.19

*FVTPL stands for 'Fair Value Through Profit or Loss'

*FVOCI stands for 'Fair value through other comprehensive income'

† Carried at cost in accordance with IndAS 17 'Separate Financial Statements'

ii) Risk Management

The Company's activities expose it to liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact on the financial statements.

A) Credit risk

Credit risk arises from cash and cash equivalents, trade receivables, investments earned at amortised cost and deposits with banks and financial institutions.

Credit risk management

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk on financial reporting date

B: Moderate credit risk

C: High credit risk

Assets under credit risk -

Credit rating	Particulars	March 31, 2024	March 31, 2023
A: Low credit risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and	1,302.24	438.63
B: Moderate credit risk	Loans and other financial assets	-	-
C: High credit risk	Loans and other financial assets	-	-

The risk parameters are same for all financial assets for all period presented. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 180 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.



B) Liquidity risk

(₹ in million unless otherwise stated)

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves:

Maturity pattern of assets and liabilities as at March 31, 2024:

Particulars	Upto 1 month	1 to 2 months	2 to 3 months	3 to 6 months	6 months to 1 year	1 to 3 years	3 to 5 years	Over 5 years	Total
Borrowings*	15.10	26.37	26.17	77.82	152.34	541.10	9.18	-	848.08
Trade payables	-	4.05	-	-	-	-	-	-	4.05
Other financial liabilities	-	4.51	-	8.61	-	-	-	-	13.12
Loan portfolio	19.46	24.71	24.78	74.23	144.26	546.87	490.37	1,057.02	2,381.70
Investments	-	-	-	-	-	-	-	-	-
Financial assets (other)†	-	-	-	-	0.39	1.88	-	18.20	20.67

*Represents debt securities, borrowings (other than debt securities) and subordinated liabilities.

†The above maturity pattern is based on the undiscounted contractual cash flows under the respective arrangements where such assets and liabilities have fit includes trade receivables, balance with banks/financial institutions and other financial assets.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

As at March 31, 2024	Less than 1 year	1-5 years	More than 5 years	Total
Trade Payables	4.05	-	-	4.05
Other financial liabilities	13.12	-	-	13.12
Total	17.17	-	-	17.17

As at March 31, 2023	Less than 1 year	1-5 years	More than 5 years	Total
Trade Payables	2.63	-	-	2.63
Other financial liabilities	0.56	-	-	0.56
Total	3.19	-	-	3.19

C) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market factor. Such changes in the values of financial instruments may result from changes in the interest rates, credit, liquidity and other market changes. The Company is exposed primarily to interest rate risk which has been discussed below.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company is subject to interest rate risk, principally because it lends to clients at fixed interest rates and for periods that may differ from its funding sources, while the Company's borrowings are at both fixed and variable interest rates for different periods. The Company assesses and manages its interest rate risk by managing its assets and liabilities. The Company's Asset Liability Management Committee evaluates asset liability management, and ensures that all significant mismatches, if any, are being managed appropriately.

The Company has an Asset Liability Management (ALM) policy, approved by the Board of Directors, for managing interest rate risk and policy for determining the interest rate to be charged on the loans given.

The following table demonstrates the sensitivity to a reasonably possible change in the interest rates on the pretax of borrowings affected. With all other variables held constant, the profit before tax is affected through the impact on floating rate borrowings, as follows:

Finance cost	For year ended March 31, 2024	For year ended March 31, 2023
0.50% increase	(0.40)	-
0.50% decrease	0.40	-

31 Capital management

Risk management

For the purpose of the Company's capital management, capital includes issued equity share capital, security premium and all other equity reserves attributable to the equity holders of the Company.

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern.
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

	As at March 31, 2024	As at March 31, 2023
Trade payable	4.05	2.63
Other financial liabilities	13.12	0.56
Less: cash and cash equivalents including other bank balances	87.09	105.97
Net debt	9.18	102.90
Equity	29.10	437.05
Capital and net debt	19.18	334.24



32: Employee Benefit Plans

A. Defined contribution plans

Provident and other funds

The Company makes contribution to provident fund, employee state insurance scheme contributions, labour welfare fund and national pension scheme which are defined contribution plans, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits.

Particulars	March 31, 2024	March 31, 2023
Employee provident fund	6.65	0.66
Employee state insurance	0.43	0.02
Labour welfare fund	0.00	-
Total	7.08	0.68

B. Defined benefit plans

The Company has an unfunded defined benefit gratuity plan leave encashment plan. Every employee who has completed five years or more of service is eligible for gratuity, on cessation of employment and it is computed at 15 days salary (last drawn salary) for each completed year of service subject to limit of ₹ 2 million as per the Payment of Gratuity Act, 1972. Provision for unfunded gratuity liability for all employees is based upon actuarial valuations carried out at the end of every financial year. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. In accordance with Indian Accounting Standard (Ind AS) 19 on 'Employee Benefits', commitments are actuarially determined using the 'Projected Unit Credit' Method. Gains and losses on changes in actuarial assumptions are accounted for in the statement of profit and loss as other comprehensive income.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the Balance Sheet for the gratuity plan:

Movement in defined benefit obligations

Particulars	March 31, 2024	March 31, 2023
Defined benefit obligation as at the beginning of the year	0.03	-
Current service cost	0.22	0.03
Interest on defined benefit obligation	0.00	-
Re-measurement (gains)/losses on defined benefit plans	0.03	-
Benefits paid	-	-
Defined benefit obligation as at the end of the year	0.27	0.03

Balance Sheet

Amount recognised in balance sheet

Particulars	March 31, 2024	March 31, 2023
Present value of obligations	0.27	0.03
Fair value on plan assets	NA	NA
Net defined benefit liability recognised in balance sheet	0.27	0.03

Expenses charged to the statement of profit and loss

Particulars	March 31, 2024	March 31, 2023
Current service cost	0.22	0.03
Interest cost	0.00	-
Total	0.22	0.03

Re-measurement gains/(losses) in the other comprehensive income

Particulars	March 31, 2024	March 31, 2023
Re-measurement gains/(losses) on defined benefit plans	(0.03)	-
Amount recognised under other comprehensive income	(0.03)	-



Summary of actuarial assumptions

Particulars	March 31, 2024	March 31, 2023
Discount rate	7.20% p.a.	7.30% p.a.
Expected return on plan assets	NA	NA
Rate of Increase in compensation levels	4.00% p.a.	4.00% p.a.
Withdrawal rates	40% at lower service reducing to 0% at higher service	40% at lower service reducing to 0% at higher service

A quantitative sensitivity analysis for significant assumptions as at the balance sheet date are as shown below:

Particulars	March 31, 2024	March 31, 2023
Discount rate (-0.5%)	0.26	0.03
Discount rate (-0.5%)	0.29	0.03
Salary Inflation (+0.5%)	0.29	0.03
Salary Inflation (-0.5%)	0.26	0.03
Withdrawal Rate (+10%)	0.22	0.02
Withdrawal Rate (-10%)	0.34	0.04

Maturity profile of defined benefit obligation

Particulars	March 31, 2024	March 31, 2023
Year 1	0.00	-
Year 2	0.00	-
Year 3	0.00	-
Year 4	0.01	-
Year 5	0.04	-
Year 6 to Year 10	0.24	0.03

Discount rate: The rate used to discount post-employment benefit obligation is determined by reference to market yield at the balance sheet date on government bonds.

Salary escalation rate: This is Management's estimate of the increases in the salaries of the employees over the long term. Estimated future salary increases takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

33: Leases

Group as a lessee

The Group has lease contracts for office premises taken on lease. The lease terms are between 1 to 10 years.

The Group also has certain lease with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for these lease.

The carrying amounts of right-of-use assets recognised and the movements during the year are as follows:

Particulars	March 31, 2024	March 31, 2023
Balance at the beginning of the year	-	-
Additions made during the year	11.91	-
Depreciation charge for the year	7.52	-
Balance at the end of the year	4.39	-

ROU assets and lease liability have been included in the property, plant and equipment and other financial liabilities respectively in the balance sheet.

The carrying amounts of lease liabilities and the movements during the year are as follows:

Particulars	March 31, 2024	March 31, 2023
Balance at the beginning of the year	-	-
Additions made during the year	11.91	-
Interest accretion for the year	1.20	-
Payments made during the year	(4.50)	-
Balance at the end of the year	8.60	-

The following are the amounts recognised in statement of profit and loss:

Particulars	March 31, 2024	March 31, 2023
Depreciation expense in respect of right-of-use asset	7.52	-
Interest expense in respect of lease liabilities	1.20	-
Expense relating to short-term leases (included on other expenses)	-	-
Total amount recognised in statement of profit & loss	8.72	-

The Group's total cash outflow for leases was ₹ 0

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	March 31, 2024	March 31, 2023
Less than one year	4.50	-
One to five year	9.69	-
More than five years	-	-
Total	14.19	-



(₹ in million unless otherwise stated)

34 - Related Party Disclosure

a) Related party and their relationship

I) Parent Company
 SATYA MicroCapital Ltd.

II) (i) Subsidiary Company
 NIL

III) Directors & Key Managerial personnel

Mr. Vivek Tiwari	Managing Director
Mr. Chandanathil Pappachan Mohan	Independent Director
Mr. Mahesh Shivlingappa Payannavar	Independent Director
Mr. Sohil Manoj Shah	Additional Director w.e.f from 10.08.2023
Mr. Ramesh Tiwari	Director
Mr. Ranjeet Kumar Mishra*1	Director from 01.04.2023 to 01.06.2023
Mr. Ranjeet Kumar Mishra*1	Chief Executive Officer w.e.f 01.06.2023
Ms. Anjali Singh*2	Company Secretary w.e.f 16.06.2022 to 25.04.2024
	Chief Compliance officer w.e.f 01.11.2023 and
Mr. Ankit Tiwari*2	Company Secretary w.e.f 29.04.2024
Ms. Vandita Kaul*3	Chief Financial Officer from 01.04.2023 to 19.01.2024
Mr. Sanjay Goel*3	Chief Financial Officer w.e.f 20.01.2024

* Mr. Ranjeet Kumar Mishra was designated from Director to CEO with effect from 01.06.2023

* Ms. Anjali resigned from the post of CS on 25.04.2024 and Mr. Ankit Tiwari appointed as CS w.e.f 29.04.2024

* Ms. Vandita Kaul resigned from the post of CFO on 19.01.2024 and Mr. Sanjay Goel appointed as CFO with effect from 20.01.2024

IV) Relatives of Key Managerial Personnel

Ramesh Tiwari

b) Transactions with related parties

S.No.	Particulars	Parties mentioned in (I to IV) above	
		March 31, 2024	March 31, 2023
	Transactions during the year		
1	Allotment/transfer of shares:		
	Mr. Vivek Tiwari	-	18.75
	Mr. Ramesh Tiwari	-	0.20
	Mr. Chandanathil Pappachan Mohan	-	1.25
	Mr. Ranjeet Kumar Mishra	-	7.50
	SATYA MicroCapital Limited	250.00	259.36
2	Directors sitting fee		
	Mr. Chandanathil Pappachan Mohan	0.78	0.07
	Mr. Ramesh Tiwari	0.60	0.04
	Mr. Mahesh Shivlingappa Payannavar	0.78	-
	Mr. Sohil Sah	0.15	-
3	Remuneration and Reimbursement		
	Ms. Anjali Singh	0.63	0.50
	Mr. Ankit Tiwari	0.99	-
	SATYA MicroCapital Limited	12.70	-
4	Rent Paid		
	SATYA MicroCapital Limited	0.46	0.19
5	Borrowing		
	SATYA MicroCapital Limited	125.00	-
6	Processing Fees on Loan Paid		
	SATYA MicroCapital Limited	0.63	-
7	Interest Paid		
	SATYA MicroCapital Limited	0.08	-
	Balances as at year end (Other than Borrowing and Interest)	-	-
	Balances as at year end (Borrowing)	125.00	-
	Balances as at year end (Interest)	0.08	-



SATYA MICRO HOUSING FINANCE PRIVATE LIMITED
(formerly known as Baid Housing Finance Private Limited)
CIN: U65100DL2008PTC406524

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

(₹ in million unless otherwise stated)

35 Disclosure of details as required by Notification No. RBI/2020-21/100 DOR.FIN.HFC.CC No.120/03 10.136/2020-21 dated February 17, 2021 as amended under Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021

a. Capital / Analytical Ratios

Particulars	March 31, 2024	March 31, 2023
CRAR (%)	74.84%	254.36%
CRAR – Tier I Capital (%)	73.59%	253.64%
CRAR – Tier II Capital (%)	1.25%	0.72%
Liquidity Coverage Ratio	NA	NA

b. Reserve fund under Section 29C of the NHB Act, 1987

Particulars	March 31, 2024	March 31, 2023
Balance at the beginning of the year		
a) Statutory Reserve u/s 29C of the National Housing Bank Act, 1987		
b) Amount of special reserve u/s 36(1)(viii) of Income Tax Act, 1961 taken into account for the purposes of Statutory Reserve under Section 29C of the NHB Act, 1987	1.66	1.52
Total	1.66	1.52
Addition / Appropriation / Withdrawal during the year		
Add:		
a) Amount transferred u/s 29C of the NHB Act, 1987	-	0.14
b) Amount of special reserve u/s 36(1)(viii) of Income Tax Act, 1961 taken into account for the purposes of Statutory Reserve under Section 29C of the NHB Act, 1987	-	-
Less:		
a) Amount appropriated from the Statutory Reserve u/s 29C of the NHB Act, 1987	-	-
b) Amount withdrawn from the Special Reserve u/s 36(1)(viii) of Income Tax Act, 1961 which has been taken into account for the purpose of provision u/s 29C of the NHB Act, 1987	-	-
Balance at the end of the year		
a) Statutory Reserve u/s 29C of the National Housing Bank Act, 1987	1.66	1.66
b) Amount of special reserve u/s 36(1)(viii) of Income Tax Act, 1961 taken into account for the purposes of Statutory Reserve under Section 29C of the NHB Act, 1987	-	-
Total	1.66	1.66

c. Investments

Particulars	March 31, 2024	March 31, 2023
1. Value of investments		
(i) Gross value of investments		
(a) In India	-	-
(b) Outside India	-	-
(ii) Provisions for depreciation		
(a) In India	-	-
(b) Outside India	-	-
(iii) Net value of investments		
(a) In India	-	-
(b) Outside India	-	-
2. Movement of provisions held towards depreciation on investments		
(i) Opening balance	-	-
(ii) Add: Provisions made during the year	-	-
(iii) Less: Write-off/ Written-back of excess provisions during the year	-	-
(iv) Closing balance	-	-

d. Derivatives

The Company has no transactions/exposure in derivatives in the current and previous year.

1. Forward rate agreement (FRA) / Interest rate swap (IRS)

Particulars	March 31, 2024	March 31, 2023
i) The notional principal of swap agreements	-	-
ii) Losses which would be incurred if counterparties failed to fulfil their obligations under the agreements	-	-
iii) Collateral required by the HFC upon entering into swaps	-	-
iv) Concentration of credit risk arising from the swaps	-	-
v) The fair value of the swap book	-	-



2. Exchange traded interest rate (IR) derivative

Particulars	March 31, 2024	March 31, 2023
i) Notional principal amount of exchange traded IR derivatives undertaken during the year (instrument-wise)	-	-
ii) Notional principal amount of exchange traded IR derivatives outstanding as on 31st March 2023 (instrument-wise)	-	-
iii) Notional principal amount of exchange traded IR derivatives outstanding and not "highly effective" (instrument-wise)	-	-
iv) Mark-to-market value of exchange traded IR derivatives outstanding and not "highly effective" (instrument-wise)	-	-

3. Disclosures on Risk Exposure in Derivatives : Not applicable

A. Qualitative Disclosure

Not Applicable

B. Quantitative Disclosure

Particulars	March 31, 2024	March 31, 2023
i) Derivatives (Notional Principal Amount)	-	-
ii) Marked to Market Positions	-	-
(a) Assets (-)	-	-
(b) Liability (-)	-	-
iii) Credit Exposure	-	-
iv) Unhedged Exposures	-	-

e. Securitisation

1. Securitisation by way of SPV

The Company has no transactions/exposure in securitization by way of SPV in the current and previous year.

2. Details of financial assets sold to securitisation / reconstruction Company for asset reconstruction

The Company has not sold any financial asset to securitisation / reconstruction Company for asset reconstruction in the current and previous year



(₹ in million unless otherwise stated)

3. Details of assignment transactions undertaken by HFCs

Particulars	March 31, 2024	March 31, 2023
(i) No of accounts	137	-
(ii) Carrying amount of derecognised financial assets	61.79	-
(iii) Aggregate consideration	61.79	-
(iv) Additional consideration realized in respect of accounts transferred in earlier years	-	-
(v) Aggregate gain / loss under FTS (net)	18.74	-

As per SATYA Micro Housing Finance Private Limited's existing business model none of the loan accounts are originated or booked with the intent to sell down through the direct assignment route. Decision to derecognize financial instruments through the direct assignment route is taken with the objective of meeting regulatory compliances, maintaining judicious mix of assets, take advantage of market liquidity situation, conducive factors and basis available market opportunity.

4. Details of non-performing financial assets purchased / sold

The Company has not purchased / sold non performing financial asset in the current and previous year.

1. Asset liability management

Maturity pattern of certain items of assets and liabilities

Maturity pattern of assets and liabilities as on March 31, 2024:

Particulars	1 to 7 days	8 to 14 days	15 days to 30 /31 days	1 to 2	2 to 3	3 to 6	6 months to 1 year	1 to 3 years	3 to 5 years	Over 5 years	Total
Borrowings	-	-	10.75	18.70	19.48	58.81	119.95	482.38	5.08	-	715.15
Advances *	-	-	6.04	7.29	7.08	22.15	44.47	190.27	218.43	706.54	1,202.27
Investment	-	-	-	-	-	-	-	-	-	-	-
Foreign	-	-	-	-	-	-	-	-	-	-	-

* Net of provision for expected credit loss on Stage III loans

Maturity pattern of assets and liabilities as on March 31, 2023:

Particulars	1 to 7 days	8 to 14 days	15 days to 30 /31 days	1 to 2	2 to 3	3 to 6	6 months to 1 year	1 to 3 years	3 to 5 years	Over 5 years	Total
Borrowings	-	-	-	-	-	-	-	-	-	-	-
Advances *	-	-	3.35	3.53	3.33	12.33	18.92	82.44	72.91	152.87	329.73
Investment	-	-	-	-	-	-	-	-	-	-	-
Foreign	-	-	-	-	-	-	-	-	-	-	-

* Net of provision for expected credit loss on Stage III loans.



g. Exposure

1. Exposure to real estate sector

Category	March 31, 2024	March 31, 2023
a) Direct exposure		
(i) Residential Mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented;		
- Individual housing loans up to ₹ 15 lakh	791.83	246.47
- Individual housing loans above ₹ 15 lakh	Nil	Nil
- Other loans	412.21	83.51
(ii) Commercial Real Estate Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial Premises, multi-family residential buildings, multi-tenanted Commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction etc.) Exposure would also include non-fund based (NFB) limits.	Nil	Nil
(iii) Investments in Mortgaged Backed Securities (MBS) and other securitised exposures -		
a. Residential	Nil	Nil
b. Commercial Real Estate		
b) Indirect exposure Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)	Nil	Nil
Total Exposure to Real Estate Sector		

2. Exposure to capital market

The Company has no exposure to capital market directly or indirectly in the current and previous year.

3. Details of financing of parent company products

There is no financing of parent company products.

4. Details of single borrower limit (SGL) / group borrower limit (GBL) exceeded by the HFC

The Company has not exceeded the single borrower limit and group borrower limit as prescribed by NHB.

5. Unsecured advances

The Company has not financed any unsecured advances against intangible securities such as rights, licenses, authority etc. as collateral security.

6. Exposure to group companies engaged in real estate business

Description	Amount	% of Owned fund
Exposure to any single entity in group engaged in real estate business	-	-
Exposure to all in group engaged in real estate business	-	-

h. Miscellaneous

1. Registration obtained from other financial sector regulators

The Company has not obtained registration from other financial sector regulators.

2. Disclosure of penalties imposed by NHB and other regulators

There is no penalty on company during the current and previous financial year.

3. Group Structure

Holding Company
SATYA MicroCapital Limited

97.15% Subsidiary Company
SATYA Micro Housing Finance Private Limited

4. Related party transactions

Refer Note 34

5. Rating assigned by credit rating agencies and migration of rating during the year

Instrument Type	Agency	Rating Current Year	Rating Previous Year
Bank facilities (LT - Fund based)	ICRA Limited	[ICRA]BBB (Stable)	Nil

6. Remuneration of directors

No Remuneration paid to Non Executive directors except as disclosed under Note 34 of the financial statements.

7. Net Profit or Loss for the period, prior period items and changes in accounting policies

There are no material prior period items. There has been no change in accounting policies during the year.

8. Revenue recognition

Revenue is recognised in line with the policy adopted by the Company.



i. Additional disclosure

1. Provisions & contingencies

Break up of 'Provisions and contingencies' shown under the head expenditure in statement of profit and loss	March 31, 2024	March 31, 2023
1. Provisions for depreciation on Investment	-	-
2. Provision made towards Income tax	0.03	1.29
3. Provision towards NPA	1.77	0.05
4. Contingent Provision against Standard Assets	7.78	1.18
5. Other Provision and Contingencies	-	-
-Gratuity & Leave encashment	3.16	0.51

Break up of Loan & Advances and	Housing		Non Housing	
	Current Year	Previous Year	Current Year	Previous Year
Standard Assets				
a) Total Outstanding Amount	786.66	246.07	411.26	83.31
b) Provisions made	5.15	0.84	2.63	0.34
Sub-Standard Assets				
a) Total Outstanding Amount	5.17	0.40	0.95	-
b) Provisions made	1.46	0.05	0.31	-
Doubtful Assets – Category-I				
a) Total Outstanding Amount	-	-	-	-
b) Provisions made	-	-	-	-
Doubtful Assets – Category-II				
a) Total Outstanding Amount	-	-	-	-
b) Provisions made	-	-	-	-
Doubtful Assets – Category-III				
a) Total Outstanding Amount	-	-	-	-
b) Provisions made	-	-	-	-
Loss Assets				
a) Total Outstanding Amount	-	-	-	-
b) Provisions made	-	-	-	-
TOTAL				
a) Total Outstanding Amount	791.83	246.47	412.21	83.31
b) Provisions made	6.61	0.89	2.94	0.34

a. The total outstanding amount includes principal and accrued interest

b. The category of Doubtful Assets will be as under

Period for which the assets has been considered Doubtful	Category
Upto one year:	Category - I
One to three years	Category - II
More than three years:	Category - III



2 Draw down from reserves(₹ in million unless otherwise stated)

There has been no draw down from reserves during the year ended March 31, 2024 (March 31, 2023 Nil)

3 Concentration of public deposits, advances, exposures and NPAs**a. Concentration of public deposits** - Not applicable**b. Concentration of loans & advances**

Particulars	March 31, 2024	March 31, 2023
Total loans & advances to twenty largest borrowers	44.05	19.25
Percentage of loans & advances to twenty largest borrowers to total advances of the HFC	3.66%	5.84%

c. Concentration of all exposure (including off-balance sheet exposure)

Particulars	March 31, 2024	March 31, 2023
Total exposure to twenty largest borrowers / customers	44.05	19.25
Percentage of exposures to twenty largest borrowers / customers to total exposure of the HFC on borrowers / customers	3.66%	5.84%

d. Concentration of NPAs

Particulars	March 31, 2024	March 31, 2023
Total Exposure to top ten NPA accounts	6.11	0.40

e. Sector Wise NPA

Sector	Percentage of NPAs to Total Advances in that sector
A. Housing loans:	
1. Individuals	0.31%
2. Builders / project loans	-
3. Corporates	-
4. Others (specify)	-
B. Non Housing Loans	
1. Individuals	0.05%
2. Builders / project loans	-
3. Corporates	-
4. Others (specify)	-

4 Movement of NPAs

Particulars	March 31, 2024	March 31, 2023
(I) Net NPAs to Net Advances (%)	0.36%	0.11%
(II) Movement of NPAs (Gross)		
a) Opening balance	0.40	-
b) Additions during the year	6.11	0.40
c) Reductions during the year	0.40	-
d) Closing balance	6.11	0.40
(III) Movement of Net NPAs		
a) Opening balance	0.35	-
b) Additions during the year	4.35	0.35
c) Reductions during the year	0.35	-
d) Closing balance	4.35	0.35
(IV) Movement of provisions for NPAs (excluding provisions on standard assets)		
a) Opening balance	0.05	-
b) Provisions made during the year	1.72	0.05
c) Write-off/write-back of excess	-	-
d) Closing balance	1.77	0.05

5 Overseas asset

The Company does not have any overseas assets as at year ended March 31, 2024 and March 31, 2023.

6 Off - balance sheet SPVs sponsored (which are required to be consolidated as per accounting norms)

The Company does not have any off balance sheet Special Purpose Vehicle (SPV) which are required to be consolidated as per accounting norms.



J. Disclosure as per Annexure III of RBI directions

Particulars	Amount Outstanding	Amount Overdue
1 Loans and advances availed by the HFC inclusive of interest accrued thereon but not paid:		
(a) Debentures : Secured	-	-
: Unsecured	-	-
(other than falling within the meaning of public deposits)	-	-
(b) Deferred Credits	-	-
(c) Term Loans	715.15	-
(d) Intercompany loans and borrowing	-	-
(e) Commercial Paper	-	-
(f) Public Deposits	-	-
(g) Other Loans (specify nature)	-	-
2 Breakup of 1(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
(a) In the form of Unsecured debentures	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
(c) Other public deposits	-	-
Assets side Amount outstanding		
3 Breakup of Loans and Advances including bills receivables [other than those included in (4) below]:		
(a) Secured	1,204.03	-
(b) Unsecured	-	-
4 Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities		
(i) Lease assets including lease rentals under sundry debtors	-	-
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors	-	-
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards asset financing activities	-	-
(a) Loans where assets have been repossessed (net of provision)	-	-
5 Breakup of Investments		
Current Investments		
1. Quoted		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
(vi) Others (please specify)	-	-
2. Unquoted		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
(vi) Others (please specify)	-	-
Long Term Investments		
1. Quoted		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
(vi) Others (please specify)	-	-
2. Unquoted		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
(vi) Others (please specify)	-	-



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

(₹ in million unless otherwise stated)

6 Borrower group-wise classification of assets financed as in (3) and (4) above:

Category	Secured	Unsecured	Total
Secured Unsecured Total			
1. Related Parties	-	-	-
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	1,204.03	-	1,204.03
Total	1,204.03	-	1,204.03

7 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value / Break up or fair	Total Book Value (net of provisions)
1. Related Parties		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	-	-
2. Other than related parties	-	-
Total	-	-

8 Other information

Particulars	Amount
1. Gross Non-Performing Assets	6.11
(a) Related Parties	0.00
(b) Other than related parties	6.11
2. Net Non-Performing Assets	4.35
(a) Related Parties	0.00
(b) Other than related parties	4.35
Assets acquired in satisfaction of debt	-



k. Details of Principal Business Criteria (PBC) as at March 31, 2023 is as follows:

Particulars	% of total assets towards housing finance	% of total assets towards housing finance for individuals
PBC	60.01%	60.01%

l. Liquidity Risk Management

(a) Liquidity Risk Management disclosures as at March 31, 2024:

I Funding Concentration based on significant counterparty *(both deposits and borrowings)

Number of Significant Counterparties*	Amount (₹ in millions)	% of total deposits	% of total liabilities
6	715.15	-	96.80%

*Significant counterparty is as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC.No.102/03 10.001/2019-20 dated 4 November 2019 on Liquidity Risk Management Framework for Non Banking Financial Companies and Core Investment Companies. Funding concentration based on significant counterparty has been computed using Latest Beneficiary Position instead of original subscribers.

II Top 20 Large deposits

NA

III Top 10 Borrowings

Name of the Facility	Amount (₹ in millions)	% of Total Borrowings
Northen Arc Capital Limited	188.32	26.19
Jena Small Finance Bank Limited	64.17	8.92
IDFC First Bank Limited	194.44	27.04
Vivviti Capital Limited	97.22	13.52
MAS Financial Services Limited	50.00	6.95
Satya MicroCapital Limited	125.00	17.38

Note: Above facilities do not include direct assignments.

IV Funding Concentration based on significant Instrument/Product:

Name of the Instrument/Product	Amount (₹ in millions)	% of Total Liabilities
NCD	-	-
Refinance Facilities from NHB	-	-
Term loans from banks and FI	715.15	96.80%
Short term borrowings (CC+WC+CP)	-	-

V Stock Ratios basis the outstanding

Stock Ratio	Percentage
Commercial papers as a % of total liabilities	Nil
Commercial papers as a % of total assets	Nil
Non-convertible debentures (original maturity of less than one year) as a % of total liabilities	Nil
Non-convertible debentures (original maturity of less than one year) as a % of total assets	Nil
Other short-term liabilities as a % of total liabilities	2.22%
Other short-term liabilities as a % of total assets	1.22%



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

- m. Reporting of Frauds' Notification No. NHB(ND)/DRS/Policy Circular No. 92/ 2018-19
No frauds were reported during the period and the corresponding previous period.

- n. Disclosures in respect of guidelines on maintenance of Liquidity Coverage Ratio (LCR) as referred in para 3.1.2 of the Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 and Annex II referred in para 15A of the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

Appendix I - LIQUIDITY COVERAGE RATIO (LCR)

	March 31, 2024		31-Dec-23		30-Sep-23		30-Jun-23	
	Total Unweighted* Value	Total Weighted** Value	Total Unweighted* Value	Total Weighted** Value	Total Unweighted* Value	Total Weighted** Value	Total Unweighted* Value	Total Weighted** Value
High Quality								
Liquid Assets								
Total High Quality Liquid Assets (HQLA)								
Cash in hand & Bank balance	-	-	-	-	-	-	-	-
Government Securities (unencumbered)	-	-	-	-	-	-	-	-
Marketable Securities issued by sovereigns, PSEs or multidevelopment banks with < 20% risk weight (not by bank / FI / NBFC)	-	-	-	-	-	-	-	-
Cash Outflow								
Deposits (for deposit taking companies)	-	-	-	-	-	-	-	-
Unsecured wholesale funding ***	-	-	-	-	-	-	-	-
Secured wholesale funding ****	-	-	-	-	-	-	-	-
Other contingent funding obligations	-	-	-	-	-	-	-	-
Other contractual funding obligations	-	-	-	-	-	-	-	-
TOTAL CASH OUTFLOWS	-	-	-	-	-	-	-	-
Cash Inflows								
Secured lending	-	-	-	-	-	-	-	-
Inflows from fully performing exposures	-	-	-	-	-	-	-	-
Interest income on FD	-	-	-	-	-	-	-	-
Free FD and MF	-	-	-	-	-	-	-	-
CC	-	-	-	-	-	-	-	-
TOTAL CASH INFLOWS	-	-	-	-	-	-	-	-
TOTAL HQLA	-	-	-	-	-	-	-	-
TOTAL NET CASH OUTFLOWS OVER 30 DAYS PERIOD	-	-	-	-	-	-	-	-
LCR (%)*****	-	-	-	-	-	-	-	-

*Unweighted values must be calculated as outstanding balances maturing or callable within 30 days (for inflows and outflows)

**Weighted values must be calculated after the application of respective haircuts (for HQLA) and stress factors on inflow and outflow

***Unsecured wholesale funding includes cash outflow on account of CP, ICD & unsecured Debenture repayments

****Secured wholesale funding includes all other borrowing repayments

*****The LCR is computed by dividing the stock of HQLA by its total net stressed cash outflows over next 30 days.



SATYA MICRO HOUSING FINANCE PRIVATE LIMITED
 (formerly known as Baid Housing Finance Private Limited)
 CIN: U65100DL2008PTC406524

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

(₹ in million unless otherwise stated)

36 Disclosure as required by Notification No. RBI/2022-23/26 DOR ACC RIG No 20/21.04.018/2022-23 dated April 19, 2022 by the Reserve Bank of India and as applicable to the Company:

A) Exposure

(i) Exposure to real estate sector

Category	March 31, 2024	March 31, 2023
i) Direct exposure		
a) Residential Mortgages – Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits	791.83	246.47
b) Commercial Real Estate – Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits	-	-
c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures –	-	-
i. Residential		
ii. Commercial Real Estate		
ii) Indirect Exposure Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.		
Total Exposure to Real Estate Sector	791.83	246.47

(ii) Exposure to capital market

Particulars	March 31, 2024	March 31, 2023
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds; the corpus of which is not exclusively invested in corporate debt	-	-
ii) Advances against shares / bonds / debentures or other securities on a clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds	-	-
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances	-	-
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-
vi) Loans sanctioned to corporates against the security of shares/ bonds / debentures or other securities on a clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
vii) Bridge loans to companies against expected equity flows / issue	-	-
viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
ix) Financing to stockbrokers for margin trading	-	-
x) All exposures to Alternative Investment Funds	-	-
(i) Category I	-	-
(ii) Category II	-	-
(iii) Category III	-	-
Total exposure to capital market	-	-



(iii) Sectoral exposure

Sectors Particulars	March 31, 2024			March 31, 2023		
	Total Exposure*	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure*	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-
2. Industry	-	-	-	-	-	-
3. Services	-	-	-	-	-	-
4. Personal Loans						
4.1. Consumer Durables	-	-	-	-	-	-
4.2. Housing (Including Priority Sector Housing)	791.83	5.17	0.65%	246.47	0.40	0.16%
4.3. Advances against Fixed Deposits (Including PCNR (B), NRNR Deposits etc.)	-	-	-	-	-	-
4.4. Advances to individuals against share, bonds, etc.	-	-	-	-	-	-
4.5. Credit Card Outstanding	-	-	-	-	-	-
4.6. Education	-	-	-	-	-	-
4.7. Vehicle Loans	-	-	-	-	-	-
4.8. Loans against gold jewellery	-	-	-	-	-	-
4.9. Other Personal Loans	-	-	-	-	-	-
4.10. Others	412.21	0.95	0.23%	83.31	0.00	0.00%
Total of Personal Loans (4)						
5. Others, if any (please specify)	-	-	-	-	-	-
Total (1+2+3+4+5)	1,204.04	6.12	0.51%	329.78	0.40	0.12%

*including interest accrued / overdue

(iv) Intra-group exposures

Particulars	March 31, 2024	March 31, 2023
i) Total amount of intra-group exposures	-	-
ii) Total amount of top 20 intra-group exposures	-	-
iii) Percentage of intra-group exposures to total exposure of the NBFC on borrowers/clients	-	-

(v) There were no unhedged foreign currency transactions during current year. Refer Note No. 39C (ii) for policies to manage currency induced risk.



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

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36 B) Related Party Disclosure

March 31, 2024

Nature of transaction	Holding Company	Subsidiary	Associate / Joint Ventures	Key Managerial Personnel (KMP)	Relative of KMP	Others	Total	Maximum outstanding during the year
Borrowings#	125.00	-	-	-	-	-	125.00	125.00
Processing Fees on Loan	0.63	-	-	-	-	-	0.63	-
Placement of deposits	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-
Investments	-	-	-	-	-	-	-	-
Purchase of fixed/other assets	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-
Interest Paid#	0.08	-	-	-	-	-	0.08	0.08
Interest Received	-	-	-	-	-	-	-	-
Services Provided	-	-	-	-	-	-	-	-
Services received	-	-	-	-	-	-	-	-
Remuneration & Reimbursement	12.70	-	-	1.82	-	-	14.52	-
Rent	0.46	-	-	-	-	-	0.46	-
Allotment/transfer of shares	250.00	-	-	-	-	-	250.00	-
Directors sitting fee	-	-	-	2.30	-	-	2.30	-

The outstanding at the year end and the maximum during the year March 31, 2024

March 31, 2023

Nature of transaction	Holding Company	Subsidiary	Associate / Joint Ventures	Key Managerial Personnel (KMP)	Relative of KMP	Others	Total	Maximum outstanding during the year
Borrowings#	-	-	-	-	-	-	-	-
Deposits#	-	-	-	-	-	-	-	-
Placement of deposits#	-	-	-	-	-	-	-	-
Advances#	-	-	-	-	-	-	-	-
Investments#	-	-	-	-	-	-	-	-
Purchase of fixed/other assets	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-
Interest Paid	-	-	-	-	-	-	-	-
Interest Received	-	-	-	-	-	-	-	-
Services Provided	-	-	-	-	-	-	-	-
Services received	-	-	-	-	-	-	-	-
Remuneration & Reimbursement	-	-	-	0.50	-	-	0.50	-
Rent Paid	0.19	-	-	-	-	-	0.19	-
Allotment/transfer of shares	259.36	-	-	23.70	-	-	283.06	-
Directors sitting fee	-	-	-	0.11	-	-	0.11	-

The outstanding at the year end and the maximum during the year March 31, 2023

C) Disclosure of complaints

1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Particulars	March 31, 2024	March 31, 2023
-------------	----------------	----------------

Complaints received by the HFC from its customers

1. Number of complaints pending at beginning of the year
 2. Number of complaints received during the year
 3. Number of complaints disposed during the year
 - 3.1. Of which, number of complaints rejected by the NBFC
 4. Number of complaints pending at the end of the year
- Maintainable complaints received by the NBFC from Office of Ombudsman
5. Number of maintainable complaints received by the NBFC from Office of Ombudsman
 - 5.1. Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman
 - 5.2. Of 5, number of complaints resolved through conciliation/mediation/ advisory issued by Office of Ombudsman
 - 5.3. Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC
 6. Number of Awards unimplemented within the stipulated time (other than those appealed)

*Ombudsman scheme is not applicable to the company for the year ended March 31, 2023



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

(₹ in million unless otherwise stated)

2) Top five grounds of complaints received by the HFCs from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year/ the end of the year	Number of complaints pending at	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
March 31, 2024					
Disbursement Related	-	-	-	-	-
Loan Cancellation Related	-	-	-	-	-
CLSS Related	-	-	-	-	-
Service Dispute	-	-	-	-	-
Pre-payment Charges related	-	-	-	-	-
Others	-	-	-	-	-
Total	-	-	-	-	-
March 31, 2023					
CLSS Related	-	-	-	-	-
Disbursement	-	-	-	-	-
Loan Cancellation Related	-	-	-	-	-
Other Loan Enquiry	-	-	-	-	-
Service Dispute	-	-	-	-	-
Others	-	-	-	-	-
Total	-	-	-	-	-

D) There is no breach of covenant of loan availed or debt securities issued.

E) Divergence in Asset Classification and Provisioning

No divergence observed

F) Loans to Directors, Senior Officers and relatives of Directors

Particulars	March 31, 2024	March 31, 2023
Directors and their relatives	-	-
Entities associated with directors and their relatives	-	-
Senior officers and their relatives	-	-



(₹ in million unless otherwise stated)

37 n. Disclosure in line with RBI's circular DOR (NBFC),CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 for the year ended March 31, 2024.

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(2)-(4)	(6)	(7) - (4)-(6)
Performing Assets						
Standard	Stage 1	1,193.67	7.56	1,186.31	7.36	-
	Stage 2	4.25	0.42	3.83	0.42	-
Subtotal		1,197.92	7.98	1,192.14	7.78	-
Non-Performing Assets (NPA)						
Substandard	Stage 3	6.11	1.77	4.34	1.77	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		6.11	1.77	4.34	1.77	-
Loss Asset	Stage 3	-	-	-	-	-
Subtotal for NPA		6.11	1.77	4.34	1.77	-
Total	Stage 1	1,193.67	7.56	1,186.31	7.36	-
	Stage 2	4.25	0.42	3.83	0.42	-
	Stage 3	6.11	1.77	4.34	1.77	-
	Less: Unamortized Fees	-	-	-	-	-
	fee	-	-	-	-	-
	Total	1,204.03	9.55	1,194.48	9.55	-

Disclosure in line with RBI's circular DOR (NBFC),CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 for the year ended March 31, 2023

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) - (4)-(6)
Performing Assets						
Standard	Stage 1	326.98	1.17	325.81	1.17	-
	Stage 2	2.40	0.01	2.39	0.01	-
Subtotal		329.38	1.18	328.20	1.18	-
Non-Performing Assets (NPA)						
Substandard	Stage 3	0.40	0.05	0.35	0.05	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		0.40	0.05	0.35	0.05	-
Loss Asset	Stage 3	-	-	-	-	-
Subtotal for NPA		0.40	0.05	0.35	0.05	-
Total	Stage 1	326.98	1.17	325.81	1.17	-
	Stage 2	2.40	0.01	2.39	0.01	-
	Stage 3	0.40	0.05	0.35	0.05	-
	Less: Unamortized Fee	-	-	-	-	-
	fee	-	-	-	-	-
	Total	329.78	1.23	328.55	1.23	-



b. Disclosures required under the RBI Resolution Framework - 2.0: Resolution of COVID-19 related stress of Individuals and Small Businesses dated May 05, 2021, with reference to disclosures stated under Format-B prescribed in the Resolution Framework - 1.0,

Type of Borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of the previous half-year	Of (A) debt that slipped into NPA during the half-year	Of (A) amount written off during the half-year	Of (A) amount paid by the borrowers during the half-year	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of
	(A)	(B)	(C)	(D)	(E)
Personal Loan	-	-	-	-	-
Corporate Persons of which MSMEs	-	-	-	-	-
Others	-	-	-	-	-
Total					

c) Details of loans transferred / acquired during the quarter ended March 31, 2024 under the RBI Master Direction on Transfer of Loan Exposures dated September 24, 2021 are given below:

Particular	Transferred under direct assignment transaction	Transferred under co-lending model (CLM2)
A. Nature of Entity Bank Bank	-	-
B. Count of Loan Accounts Assigned	-	-
C. Amount of Loan Account Assigned	-	-
D. Retention of Beneficial Economic Interest (MRR)	-	-
E. Weighted Average Maturity (Residual Maturity)	-	-
F. Weighted Average Holding Period	-	-
G. Coverage of Tangible Security Coverage	-	-
H. Rating wise Distribution of Rated Loans	-	-



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38 Maturity analysis of assets and liabilities

Maturity analysis of assets and liabilities as at March 31, 2024:

(₹ in million unless otherwise stated)

Particulars	Within 12 months	After 12 months	Total
ASSETS			
Financial assets			
Cash and cash equivalents	87.09	-	87.09
Bank balances other than cash and cash equivalents	-	-	-
Loan portfolio	86.47	1,108.01	1,194.48
Other financial assets	0.59	20.08	20.67
Total financial assets	174.15	1,128.09	1,302.24
Non-financial assets			
Current tax assets (net)	-	2.10	2.10
Deferred tax assets (net)	-	25.76	25.76
Property, plant and equipment	-	13.19	13.19
Other non-financial assets	4.61	-	4.61
Total non-financial assets	4.61	41.05	45.66
Total assets	178.77	1,169.14	1,347.90
LIABILITIES AND EQUITY			
Liabilities			
Financial liabilities			
Derivative financial instruments	-	-	-
Trade payables	4.05	-	4.05
Borrowings*	227.69	487.46	715.15
Other financial liabilities	13.12	-	13.12
Total financial liabilities	244.86	487.46	732.32
Non-financial liabilities			
Provisions	-	3.16	3.16
Other non-financial liabilities	3.31	-	3.31
Total non-financial liabilities	3.31	3.16	6.48
Equity			
Equity share capital	-	484.72	484.72
Other equity	-	124.38	124.38
Total equity	-	609.10	609.10
Total liabilities and equity	248.17	1,099.73	1,347.90

*represents debt securities, borrowings (other than debt securities) and subordinated liabilities.



Maturity analysis of assets and liabilities as at March 31, 2023:

(₹ in million unless otherwise stated)

Particulars	Within 12 months	After 12 months	Total
ASSETS			
Financial assets			
Cash and cash equivalents	105.97		105.97
Bank balances other than cash and cash equivalents			
Trade receivables			
Loan portfolio	41.33	287.22	328.55
Investments			
Other financial assets	4.11		4.11
Total financial assets	151.41	287.22	438.63
Non-financial assets			
Current tax assets (net)	-	1.91	1.91
Deferred tax assets (net)	-	1.29	1.29
Property, plant and equipment	-	0.80	0.80
Capital work-in-progress	-	-	-
Intangible assets	-	-	-
Other non-financial assets	0.44	-	0.44
Total non-financial assets	0.44	4.00	4.44
Total assets	151.85	291.22	443.07
LIABILITIES AND EQUITY			
Liabilities			
Financial liabilities			
Derivative financial instruments	2.63	-	2.63
Trade payables			
Borrowings*			
Other financial liabilities	0.56	-	0.56
Total financial liabilities	3.19	-	3.19
Non-financial liabilities			
Provisions		0.51	0.51
Deferred tax liabilities (net)			
Other non-financial liabilities	2.35		2.35
Total non-financial liabilities	2.35	0.51	2.86
Equity			
Equity share capital		413.29	413.29
Instruments entirely equity in nature			
Other equity		23.73	23.73
Total equity	-	437.02	437.02
Total liabilities and equity	5.54	437.53	443.07



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

(₹ in million unless otherwise stated)

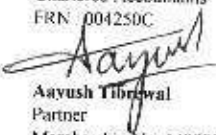
39 The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or other kind of funds) to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

The Company has not received any funds (which are material either individually or in the aggregate) from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

40 There have been no events after the reporting date upto the date of adoption of the financial statements that require adjustment in these financial statements

41 Figures in the previous year have been regrouped wherever necessary, in order to make them comparable to the current year.


For A Prasad & Associates
Chartered Accountants
FRN : 004250C

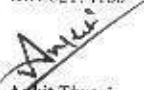

Aayush Tibrewal
Partner
Membership No. 540098





Place: Lucknow
Date: April 29, 2024

For and on behalf of the board of directors
Satya Micro Housing Finance Private Limited


Vivek Tiwari
Managing Director
DIN-02174160


Ankit Tiwari
Company Secretary & Chief Compliance
M.No. A47270


Ratnesh Tiwari
Director
DIN-07131351


Sanjay Goel
Chief Financial

