



**SG FINSERVE**

**SG Finserve Limited**

**Date: June 05, 2026**

To,

Secretary  
Listing Department  
BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (E),  
Mumbai – 400 051

**BSE Scrip Code: 539199**

**NSE Symbol: SGFIN**

Dear Sir/Madam,

**Sub: Annual Report for the Financial Year 2025-26**

Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed herewith Annual Report of the Company for the Financial Year 2025-26. Further, the Annual Report of the Company for Financial Year 2025-26 is being sent through E-mail to all those members of the Company whose E-mail IDs are registered with Company/Registrar and Transfer Agent/ Depository Participants.

Further, in accordance with Regulation 36 (1) (b) of Listing Regulations, a letter containing the web-link and path for accessing the Annual Report for FY 2025-26 is being sent to all those Members who have not registered their E-mail IDs with Company/Registrar and Transfer Agent/ Depository Participants.

The same will be available on the Company's website i.e., [www.sgfinserve.com](http://www.sgfinserve.com)

Kindly take the same in your record.

Yours sincerely,  
For **SG Finserve Limited**

**Kush Mishra**  
**Company Secretary and Compliance Officer**  
**M. No. A62001**

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**SG Finserve Limited**

(CIN: L64990DL1994PLC057941)

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Corporate Office: - 35-36 Kaushambi, Near Anand Vihar Terminal, Ghaziabad, Uttar Pradesh - 201010

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SG FINSERVE



Leveraging  
**MSME**  
Momentum

SG FINSERVE LIMITED  
ANNUAL REPORT 2025-26



## CORPORATE OVERVIEW

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For more investor-related information, please visit

<https://www.sgfinserve.com/investor>

Or,

Scan this QR code to navigate investor-related information



|            |  |
|------------|--|
| CIN        | L64990DL1994PLC057941  |
| BSE Code   | 539199   |
| NSE Symbol | SGFIN  |
| AGM Date   | June 30, 2026  |
| AGM Venue  | Video Conferencing (VC)/<br>Other Audio-Visual Means (OAVMs) |

## DISCLAIMER

This document contains both historical data and forward-looking statements regarding SG Finserve Limited ('the Company'). While much of the information is based on past performance, forward-looking statements involve inherent risks and uncertainties. Actual future results may differ materially from these statements due to various factors. Readers are cautioned against placing undue reliance on forward-looking information and are encouraged to review the detailed risk factors and assumptions in the Management Discussion and Analysis section of this Annual Report. All forward-looking information herein is qualified by these cautionary statements.



# Momentum is already in motion.

Across India, enterprises are scaling, supply chains are tightening and business cycles are becoming faster, more connected, and more responsive. MSMEs sit at the centre of this shift—driving activity, enabling trade and shaping the flow of commerce.

What defines this phase is not expansion alone, but the ability to keep that movement uninterrupted.

When capital moves in sync with business, momentum compounds.

When systems respond in real time, growth becomes continuous.

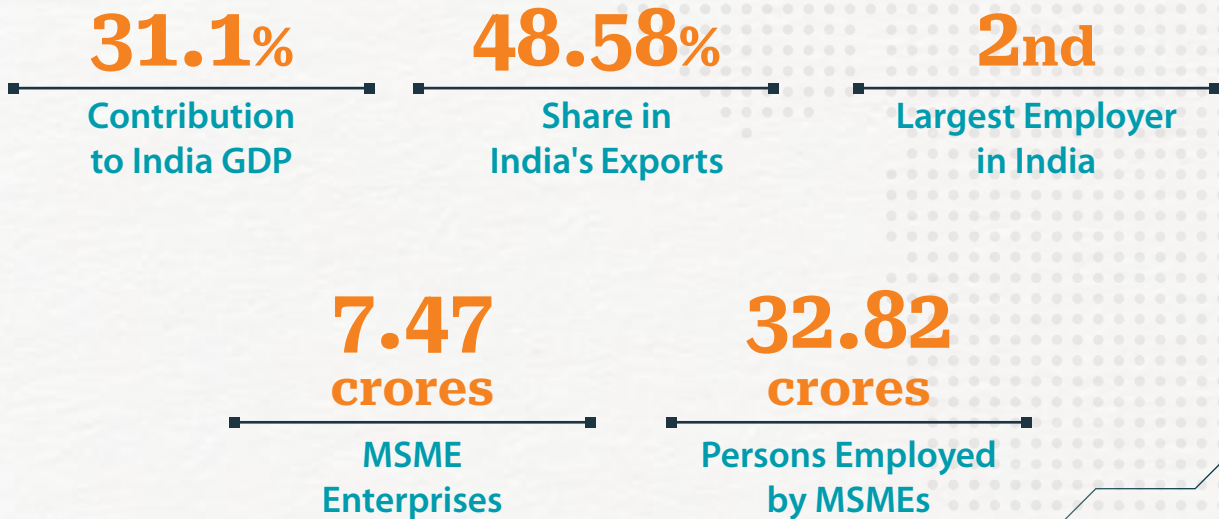
The opportunity ahead lies in enabling this flow—consistently, seamlessly and at scale.



# India's Growth Story and MSMEs

Micro, small, and medium enterprises (MSMEs) remain integral to India's economic fabric, supporting livelihoods, encouraging entrepreneurial ambition, and enabling growth across diverse sectors. Their ability to respond swiftly to evolving market conditions and operate across varied geographies makes them a vital force in sustaining economic momentum. Beyond employment generation, this segment contributes significantly to industrial output and export expansion, reinforcing its role in shaping a more balanced and competitive economy.

## The MSME Impact Snapshot



(Source: Press Information Bureau)

# India's entrepreneurial ecosystem is entering a new era— **defined by formalisation, policy support, and digital acceleration.**

**27%**

Rise in Company Registrations

**2.16+ lakhs**

Startups Recognised

**₹3.2 lakh crores**

MSME Loan Applications (2025)

**7.47 crores**

Enterprises

Together, these shifts are reshaping India's MSME landscape— making it more formal, more ambitious, and more growth-ready than ever before.

(Source: Press Information Bureau, The Statesman)



When India's  
Growth is Powered  
by MSMEs, **but**  
**their Growth is**  
**Starved of Formal**  
**Credit.**



# The Structural Credit Gap: Where Potential Meets Constraint

India's MSMEs are ambitious. Their demand for capital reflects it.  
But the numbers reveal a stark imbalance:



More than half of MSME demand remains outside the formal financial system.

The result?

A structurally underserved segment—  
rich in potential, constrained by access.

Although Policy  
Support Exists.  
**Access Still Doesn't!**



At the Intersection of  
Need and Opportunity,  
**SG Finserve is  
Positioned to Lead.**



# Bridging the Gap: The Rise of Supply Chain Financing

Supply chain financing (SCF) in India is rapidly evolving—from a transactional tool to an intelligence-led ecosystem that drives liquidity, resilience, and efficiency across value chains.

Enabled by digital platforms, fintech innovation, and real-time data, SCF is transforming how MSMEs access capital—moving from delayed, fragmented funding to embedded, seamless financing within business flows.

At a time when India faces a ₹40-45 lakh crores MSME credit gap, SCF is emerging as a scalable solution, unlocking faster working capital while strengthening supply chain stability.

## Why Supply Chain Finance Matters



### Liquidity, On Demand

Converts receivables into immediate cash—eliminating long credit cycles



### Access, Not Barriers

Brings first-time borrowers into the formal system, building credit history



### Affordable Capital

Replaces high-cost informal borrowing with structured, lower-cost financing



### Continuity, Not Disruption

Ensures uninterrupted operations—supporting inventory, manpower, and growth

## A Model That Strengthens the Entire Ecosystem

### For MSMEs

Faster access to working capital, improved liquidity, and reduced dependence on informal credit



### For Anchors

Stronger, more reliable supply chains with financially stable partners and improved fulfilment capacity



### For the Ecosystem

Built-in discipline through structured mechanisms reducing default risk and ensuring accountability



Supply chain financing is no longer just a funding tool—

it is a strategic enabler of growth, stability, and financial inclusion, aligning capital with real economic activity.




# From Generalist to Specialist: Building a High-Quality, Growth Engine


SG Finserve enters FY 2026-27 having engineered a decisive shift—from a broad-based NBFC to a precision-led MSME supply chain financier. This is not repositioning; it is model reinvention.

By replacing anchor-driven credit sales with organised NBFC financing, the Company has built a high-entry-barrier platform where risk is pre-validated, cash flows are visible, and scalability is embedded.

The outcome is not  
just better performance—  
it is structural advantage:



In an industry where growth often dilutes quality, SG Finserve is compounding both—simultaneously.



# The Way Forward

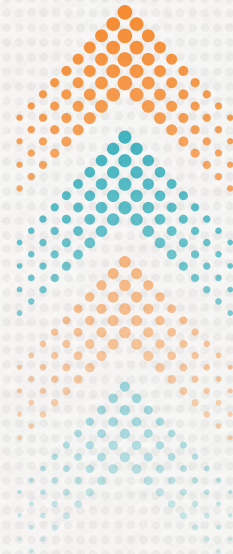
With India's MSME credit gap still deep and demand accelerating, SG Finserve is positioned to capture high-quality growth at scale.

A low-risk, tech-enabled, partnership-driven model ensures that every unit of growth is efficient, resilient, and value-accretive.



SG Finserve is not just growing—

**it is building a high-quality, compounding engine designed for long-term value creation.**



MESSAGE FROM **CHAIRPERSON**

“We are poised for accelerated growth, with Assets Under Management (AUM) projected to expand by 35-40% in **FY 2026–27, driven by strong business momentum and continued scale-up across our core segments”**



*Dear Shareholders,*

The year under review marks a defining phase in SG Finserve’s journey as we continue to strengthen our position as a technology-led, supply chain-focused financial institution. In an environment characterised by evolving market dynamics and increasing demand for structured financing solutions, your Company has remained firm in its commitment to disciplined growth, robust governance, and long-term value creation.

India stands at a defining point in its economic journey. The growth that powers our economy is no longer driven by a handful of large corporations—it’s driven by millions of small and medium enterprises spread across every region, every sector, every supply chain. The MSME sector has become the engine of India’s progress. Yet this engine

runs constrained. Not by ambition nor capability. But by access to the right capital at the right time.

This is the gap we exist to close.

**A YEAR OF STRATEGIC STRENGTHENING**

We are excited to announce the enhancement of our leadership structure, welcoming our new C-suite executives who will drive innovation and growth, ensuring our continued success and commitment to excellence. Their induction reflects our intent to build a future-ready organisation that is agile, technology-driven, and capable of operating at scale. This transition in leadership is not a departure, but a progression. It builds on the strong foundation laid over the years by our existing leadership and teams, whose commitment and contribution have been instrumental in shaping SG



Finserve's journey thus far. As we move into a new phase of growth, it is this continuity—combined with fresh thinking—that will define our trajectory.

### THE OPPORTUNITY IS VAST. THE MOMENT IS NOW.

MSMEs contribute roughly 30% of India's GDP and nearly 50% of our exports. They employ tens of millions. And yet, they remain capital-constrained. But the sector that powers India's growth is starved of the financing it needs to fulfill that potential. When an MSME gains access to structured, timely capital that aligns with its actual business cycles, not arbitrary lending criteria—something remarkable happens.

It doesn't just grow. It transforms. Capacity expands. Productivity improves. Employment is generated. Supply chains become stronger, more organised and more efficient. And this transformation ripples outward—lifting suppliers, distributors, dealers, and the broader ecosystem with it.

This multiplication effect is where India's competitive advantage lies. And this is where SG Finserve

operates. We operate at this critical intersection—enabling access to finance through ecosystem-led, technology-enabled solutions. By aligning financing with real business flows, the Company supports MSMEs in maintaining continuity, managing working capital, and scaling sustainably.

### OUR OPERATING MODEL IS BUILT FOR THIS MOMENT

MSMEs remain central to our operating model and purpose. Their growth, resilience, and stability are closely aligned with our own trajectory. We finance MSMEs not through traditional lending, but through ecosystem-led, technology-enabled solutions anchored by large, creditworthy corporations.

#### The difference is fundamental:

- Traditional NBFC Model: Lend to dispersed borrowers. Hope for repayment. Manage defaults as they happen.
- SG Finserve Model: Finance actual business flows within organised supply chains. Leverage anchor strength. Monitor in real-time. Default risk becomes a structural impossibility.

### VISION 2030: DEEPENING AND WIDENING

Looking ahead, our Vision 2030 is centred on 'Deepening and Widening' our market presence. We aspire to achieve a compounded annual growth in assets under management of 25-30%, alongside a profit growth trajectory of 30-35%. For the near term, we are targeting an accelerated growth momentum, with AUM expected to expand by 35-40% in FY 2026-27. Importantly, these ambitions are anchored by our unwavering commitment to maintaining asset quality, with a strategic emphasis on achieving and sustaining zero non-performing assets.

We remain confident in our direction and committed to delivering long-term value for all stakeholders. I extend my sincere gratitude to our stakeholders, partners, and employees for their continued trust and support.

Warm Regards,

**Mr. Deepak Kumar**  
**Chairperson**



MESSAGE FROM **CHIEF EXECUTIVE OFFICER**


“By embedding financing within supply chains, the Company enables MSMEs to access timely capital, **ensuring smoother operations, improved liquidity, and uninterrupted business continuity across ecosystems.**”

FY 2025–26 has been a year of decisive progression for SG Finserve. Your Company has moved beyond incremental growth, focusing instead on building a more structured, specialised, and future-ready institution. The year reflects a clear shift in how we position ourselves—we no longer function only as a lender, but as an enabler of continuity across supply chains, supporting MSMEs where capital is most critical.

This marks my first year as CEO of SG Finserve—a year that has been both defining and deeply enriching. It has provided an opportunity to build on a strong foundation while aligning the organisation toward its next phase of growth with sharper clarity and purpose.

#### **A DEFINING YEAR OF PERFORMANCE**

The year has been a strong one from a performance standpoint. Our Assets Under Management reached ₹3,936 crore, registering a growth of 75% year-on-year. Operating income grew by 96% to ₹334 crore, while Profit After Tax increased by 58% to ₹128 crore. At the same time, we strengthened our capital base through an equity infusion of ₹316 crore, taking our net worth to over ₹1,460 crore. These outcomes reflect not just growth in scale, but the strength and consistency of our underlying business model.

#### **EXPANDING OPPORTUNITIES THROUGH A FOCUSED, ECOSYSTEM-LED MODEL**

India’s supply chain finance (SCF) landscape is entering a phase of accelerated growth, driven by rapid digitisation, rising consumption, and the increasing working capital needs of MSMEs. As businesses seek greater capital efficiency and faster cash flow cycles, SCF is evolving into a critical enabler of liquidity across value chains—supported by technology-led platforms, API-driven ecosystems, and growing participation on frameworks such as TReDS. This shift is further reinforced by embedded finance models and paperless, data-driven onboarding, making access to credit more seamless, responsive, and scalable.

At the same time, SG Finserve’s strategy is closely aligned with this structural opportunity. At the heart of its approach lies a clear understanding that MSMEs require continuous access to working capital, not intermittent financing. Their operations—spanning procurement, production, and distribution—depend on the steady flow of funds, making capital central to business continuity.

SG Finserve’s model is designed around this reality. By embedding financing directly within supply chains, the Company enables MSMEs to access capital at the point of transaction—ensuring seamless operations, reducing liquidity constraints, and sustaining trade

flows. In doing so, SG Finserve is not merely extending credit; it is funding the operational backbone of MSMEs and strengthening entire business ecosystems.

Over the past year, this model has been further reinforced through a strategic transition—from a generalist NBFC to a focused and specialised player in MSME supply chain financing. By aligning lending with verified transaction flows and anchored relationships, the Company has built a model that combines scalability with strong risk control, enhancing portfolio quality and predictability while maintaining its zero NPA position.

This disciplined approach is complemented by a well-diversified portfolio, with strong presence across sectors such as building materials, construction, and automotive, alongside growing exposure to consumer durables and electronics. This diversification enhances resilience while enabling the Company to capture emerging opportunities across industries.

### TECHNOLOGY AS A STRATEGIC DIFFERENTIATOR

Our technology architecture remains a key differentiator, driving precision, transparency, and scalability. Deep ERP systems are seamlessly integrated with the Company's loan management system (LMS) and accounting software, enabling a smooth digital experience through faster processing, real-time visibility, and efficient transaction management. Aiming for a fully digital lifecycle, from onboarding to disbursement, will enable efficient scaling. Our mobile platform is designed to provide borrowers with real-time access, enhancing convenience and building trust.

### DELIVERING WITH DISCIPLINE AND CONTROL

Our growth is anchored in disciplined financial management and a robust risk governance framework, with a steadfast focus on maintaining zero

NPAs, supported by our structured and tightly monitored supply chain finance model.

We continue to operate with a highly efficient cost structure, maintaining a cost-to-income ratio below 15%. With a conservative leverage of around 2x, we retain significant headroom to expand without compromising risk standards.

### STRATEGIC FOCUS

Our strategic roadmap is centred on deepening and widening our presence. We are deepening relationships within our existing while simultaneously expanding our product suite. During the year, we successfully commercialised our factoring business, marking an important step toward broadening our capabilities within the B2B trade ecosystem.

Looking ahead, we are laying the foundation for future growth and diversification through the proposed establishment of subsidiaries in areas such as Asset Reconstruction Company (ARC), Alternative Investment Funds, Insurance Broking, and an AI-led tech platform. This reflects our forward-looking approach toward building a more comprehensive and resilient financial services platform. Together, these elements position SG Finserve at the convergence of market opportunity, structural demand, and execution capability—enabling us to scale sustainably while continuing to play a critical role in powering MSME growth.

### OUTLOOK AND WAY FORWARD

For FY 2026-27, we are targeting an AUM growth of 35% to 40%, supported by our strengthened capital base and expanding distribution network. Our long-term aspiration remains to deliver an AUM CAGR of 25% to 30% and a PAT CAGR of 30% to 35%, while sustaining Return on Assets of 4.5% to 5.0% and Return on Equity of 14% to 16%.

We will continue to expand into Tier

2 and emerging markets, deepen our dealer-level penetration, and scale our factoring business in a calibrated manner. Our approach remains cautious yet confident, focused on maintaining momentum without compromising on discipline.

We welcome the Reserve Bank of India's evolving regulatory framework, including our classification as an NBFC–Middle Layer, which provides a strong, transparent foundation for scalable growth. The introduction of factoring regulations and our recent registration act as key enablers, allowing us to expand into the broader B2B trade ecosystem and diversify our supply chain financing offerings.

These policy advancements, along with the anticipated regulatory emphasis on end-use monitoring and structured lending, will align seamlessly with our technology-driven model. By leveraging our fully digital platform, ERP integrations, and AI-led credit monitoring, we will be well-positioned to drive precision lending, enhance risk control, and accelerate sustainable growth in the future.

### A SHARED JOURNEY FORWARD

As we move ahead, our commitment remains clear, to create sustainable value for all our stakeholders. I extend my sincere gratitude to our shareholders, lenders, partners, and employees for their continued trust and support. It is this collective confidence that enables us to move faster, think bigger, and deliver better.

Warm Regards,

**Mr. Vinay Gupta**  
**Chief Executive Officer**

## MESSAGE FROM CHIEF FINANCIAL OFFICER



“The expanding supply chain finance opportunity in India positions us strongly to capitalise on growth through disciplined execution, **strategic partnerships, and sustained technology-led innovation**”

FY 2025–26 has been a year of strong financial performance for SG Finserve, underpinned by disciplined capital allocation, efficient balance sheet management, and consistent execution across our operating framework. Our focus during the year remained on scaling the business while maintaining tight control over asset quality, costs, and risk.

#### A YEAR OF RECORD-BREAKING GROWTH

During the year, the Company Under Management (AUM) reaching an all-time high of ₹3,936 crores, representing a strong 75% year-on-year growth. This expansion was supported by gross disbursements of ₹25,368 crores, highlighting the increasing adoption of our supply chain financing solutions across a widening MSME base.

Our operating income nearly doubled to ₹333.66 crores, reflecting a 96% growth over the previous

year, while Net Interest Income stood at ₹199.20 crores, marking a 44% increase. Profitability remained strong, with Profit Before Tax rising to ₹171.55 crores and Profit After Tax reaching ₹127.66 crores, a 58% year-on-year growth. These results demonstrate not only scale but also the inherent operating leverage and efficiency of our model.

#### QUALITY GROWTH WITH STRONG RETURNS

Our focus has consistently been on delivering quality growth. The Company recorded a Return on Assets (RoA) of 4.8% and a Return on Equity (RoE) of 12.0%, reflecting efficient capital deployment. We have maintained a well-balanced and sustainable lending portfolio, supported by disciplined pricing, prudent risk management, and a strong focus on operational efficiency, while continuing to remain competitive in the market.

The granularity of our portfolio remains a key strength, ensuring diversification and mitigating concentration risks. Additionally, cumulative purchases funded have crossed ₹65,000 crores, with over 5.15 lakhs invoices financed since inception, demonstrating both scale and execution capability.

#### PRISTINE ASSET QUALITY AND RISK MANAGEMENT

Maintaining superior asset quality continues to be a non-negotiable priority. We have sustained a zero Gross NPA position across our portfolio, reflecting the robustness of our underwriting framework and the structural safeguards embedded within our supply chain finance model.

A significant portion of our portfolio, between 80% to 90%, remains secured through a charge on funded inventory and receivables.



This, combined with mechanisms such as anchor-led structures and disciplined monitoring, ensures strong credit control and early risk identification. Our model's inherent design, focused on short-tenure, self-liquidating assets with an average churn cycle of approximately 35 days, further strengthens risk containment.

### STRONG CAPITALISATION AND LIQUIDITY POSITION

Our balance sheet remains well-capitalised to support future growth. As of March 31, 2026, our net worth stood at ₹1,460 crores, strengthened by a ₹316 crores equity infusion during the year. We continue to maintain a conservative leverage ratio of 1.9x, significantly below our internal ceiling of 3x, thereby providing ample headroom for expansion while preserving financial stability.

The Company also benefits from strong institutional relationships and high credit ratings, reinforcing confidence among lenders and stakeholders.

### OPERATIONAL EXCELLENCE AT SCALE

A key differentiator for SG Finserve is its ability to scale efficiently while maintaining cost discipline. Our cost-to-income ratio remains below 15%, positioning us among the most efficient players in the industry. This is enabled by our digitally native platform, which automates the entire lending lifecycle, from onboarding and credit assessment



to disbursement and monitoring.

Despite managing a rapidly growing portfolio, the Company operates with a lean team of 76 employees across 30 locations, serving around 50 marquee corporate anchors and a large and expanding MSME customer base. This reflects the strength of our technology-led operating model and our focus on productivity.

Looking Ahead with Clarity and Confidence

As we look forward, our strategic direction remains clear: to deepen our presence within existing ecosystems while expanding into new opportunities in India continues to expand, and we are well-positioned to capture this growth through disciplined execution, strong partnerships, and continued investment in technology

and innovation.

### CLOSING NOTE

FY 2025-26 stands as a testament to our ability to scale with stability, grow with discipline, and deliver with consistency. As we move ahead, we remain committed to strengthening our financial foundation, enhancing stakeholder value, and contributing meaningfully to the MSME ecosystem that we proudly serve.

Warm Regards,

**Mr. Sanjay Rajput**  
**Chief Financial Officer**



## CORPORATE OVERVIEW

# Powering India's **MSME** Growth Engine with Precision and Discipline

SG Finserve Limited (SGFL) is a technology-driven, RBI-registered NBFC delivering scalable, inclusive financing across the corporate value chain. Through a strong digital platform and partner ecosystem, it provides customised, data-led working capital solutions to MSMEs, and corporates—enhancing liquidity and strengthening supply chain efficiency.



## Our Vision

To consistently create sustainable value for our stakeholders.



## Our Mission

To provide innovative, responsible, and customer - focused financial solutions that drive growth and build long-term confidence.



## Our Values

- **Trust:** We earn and uphold trust through transparency, reliability, and mutual respect with our people, customers, and partners.
- **Integrity:** We commit to the highest standards of honesty, ethics, and accountability in every action and every decision.
- **Discipline:** We demonstrate discipline through strong governance, prudent risk management, and strict compliance with all regulatory and statutory frameworks.
- **Excellence:** We strive for excellence in everything we do, continuously learning, improving, innovating, and delivering exceptional outcomes.



## Our Services

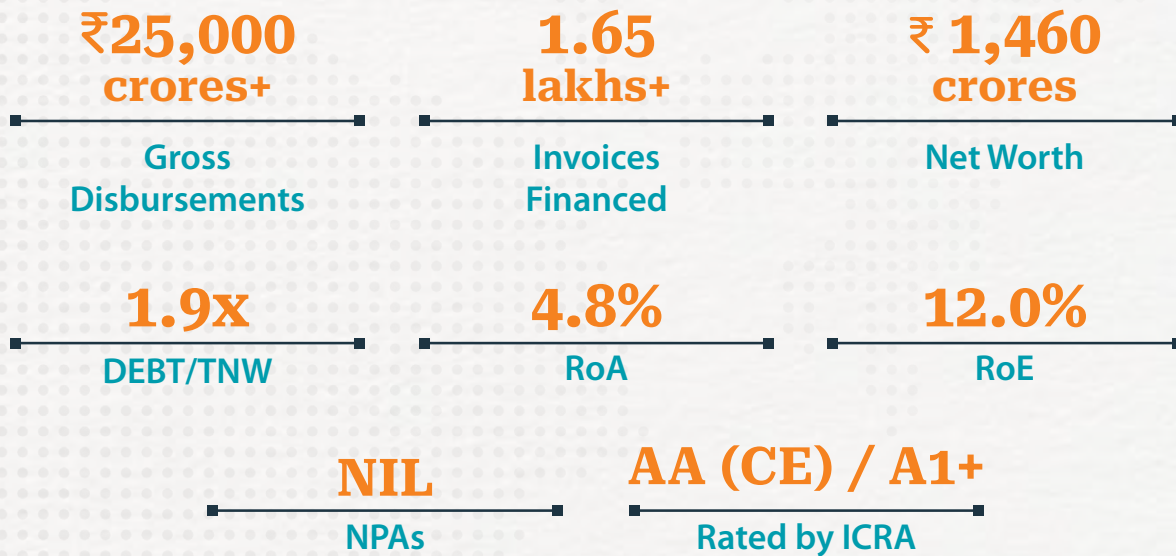
Dealer Financing | Vendor Financing | Factoring | TreDS | Sales Invoice Financing | Purchase Invoice Financing  
Working Capital Loans | Term Loan



## How we are Unlocking Growth Across Ecosystems

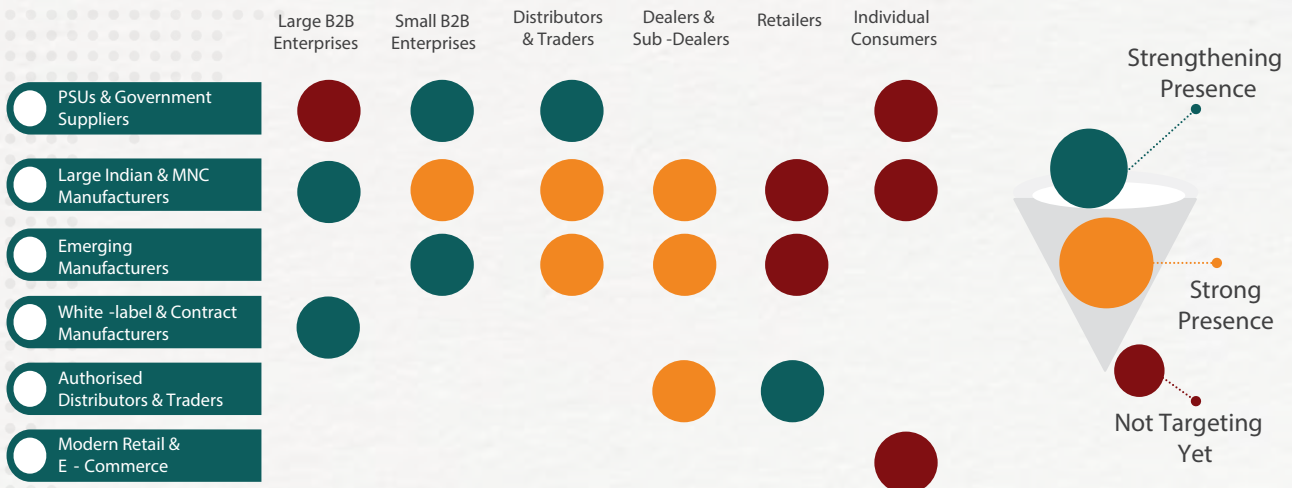
Deeper Mining of Existing Customers | Acquisition of New Customers | Deep Tier Financing Programmes | New Product Launches | Strategic Partnerships | Tight Control on Credit Cost | Digital Lending under RBI DLG Guidelines

### Our Stature (For the FY26 / As at March 31, 2026)



## Deepening Reach Within the Downstream Ecosystem

### MSME Buyers



# Our Growth Partners

## Our Corporate Partners

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## Our Banking Partners

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## GEOGRAPHIC PRESENCE

# Scaling our Presence **Across** the **MSME Landscape**

We have established a strong and steadily expanding pan-India presence, strategically focused on key hubs that support our supply chain financing model. Headquartered in Delhi-NCR, we have further strengthened our physical footprint during the year, expanding from 25 locations in early 2026 to 30 locations by the close of the year, reflecting our continued commitment to deepening market reach and enhancing accessibility for our partners.

## Our Presence & Expanding



Our Headcount: **76**  
Locations Covered: **30**

OUR  
**CUSTOMERS**  
ARE SPREAD ACROSS  
**INDIA**

# Accelerating MSMEs through Digital Innovation

SG Finserve Limited (SGFL) is built as a digitally native NBFC, where technology forms the core infrastructure driving high-velocity lending. Our fully integrated, proprietary digital platform automates the entire lending lifecycle, ensuring speed, precision, and scalability with minimal manual intervention.



## Seamless Digital Lending Lifecycle

Our platform delivers an end-to-end digital journey—from initial onboarding to final disbursement. By integrating e-KYC, Video KYC, and Aadhaar-based digital signatures, we offer a seamless digital lending experience that is secure, efficient, and user-friendly. The onboarding process and overall customer journey are designed to be

smooth and intuitive, enabling faster access to financing with minimal documentation and quicker turnaround times. Beyond convenience, our advanced credit scoring models utilise real-time data to generate instant borrower health reports, enabling faster, precision-driven lending decisions and a frictionless customer experience.



## Our Competitive Advantage

➤ **Fully Digital Disbursement at Scale:** Since inception, our digital platform has enabled cumulative disbursements of over ₹65,000 crores, including ₹25,000+ crores during FY2025–26 alone. The platform has also facilitated financing of over 5.15 lakh invoices since inception, of which nearly

1.65 lakh invoices were financed during FY2025–26. This technology-led ecosystem has significantly accelerated fund deployment while delivering a smooth, secure, and fully digital customer and repayment experience.

- **ERP-Led Transparency and Control:** Direct ERP integration ensures real-time tracking of trade flows, enabling superior transparency, control, and operational efficiency across the lending lifecycle.
- **Precision Lending Framework:** A robust proprietary scoring model enables faster credit decisions and more accurate risk assessment through anchor-linked borrower insights.
- **Digital Customer Experience:** Seamless digital interfaces, including the mobile app, provide borrowers with real-time visibility and convenience across all transactions.
- **Integrated Platform Ecosystem:** Deep integration between the Company's Loan Management System (LMS) and accounting software enables seamless transaction processing and automated

reconciliation. The platform is also integrated with banking channels, wherein customer payments made through dedicated Virtual IDs are automatically mapped and parked into the respective customer accounts within the LMS. In parallel, customers are provided with a seamless digital interface for invoice uploading, raising disbursement requests, tracking live outstanding balances, and downloading statements of account (SOA), delivering a smooth and efficient user experience.

- **High-Scale, Lean Operating Model:** Technology enables financing of over 5.15 lakhs invoices with a lean team of 76 professionals, demonstrating exceptional productivity.
- **Industry-Leading Cost Efficiency:** Maintains a cost-to-income ratio below 15%, driven by automation, minimal manual processes, and direct ecosystem connectivity.



## Initiatives

- **Launch of Customer Mobile App:** Introduced a dedicated Android-based mobile application, enabling borrowers to access loan details, transaction history, statements, and service requests in real time—enhancing transparency and engagement.
- **End-to-End Digital Lending Platform:** Strengthened its proprietary digital platform to enable a highly automated borrower journey—from onboarding and credit assessment to documentation, disbursement, servicing, and closure—delivering a seamless, efficient, and user-friendly customer experience with minimal manual intervention.
- **Enhanced Digital Onboarding & Credit Scoring:** Upgraded onboarding processes with automated document uploads and algorithm-based credit scoring models, enabling real-time borrower health reports and faster decision-making.
- **LIVE Proprietary Scoring Engine:** Continued deployment of a customised rating engine providing anchor-specific borrower assessments, improving precision in lending and risk calibration.
- **Deep ERP Integration Expansion:** Strengthened integration with ERP systems, enabling automated invoice-based disbursement and real-time visibility into trade flows with strict end-use monitoring.
- **TReDS Platform Integration:** Onboarded onto leading TReDS platforms such as RXIL and M1xchange to scale factoring operations and enhance MSME access to formal liquidity channels.
- **Digital Infrastructure Roadmap:** Advanced plans for a FinTech subsidiary focused on building next-generation Loan Origination Systems (LOS) and Loan Management Systems (LMS) to support future scalability.



## Future-Ready Digital Roadmap

Our digital roadmap is built on a foundation of AI-driven robust monitoring and a unified lending suite that captures the entire customer journey from end to end. We are committed to an advanced security posture and customer privacy framework, ensuring we are fully

future-ready for DPDP compliance. By bridging the gap between anchor and dealer operations, our platform delivers enterprise-ready solution that ensures seamless, high-velocity digital execution across the entire ecosystem.



# Talent that powers the MSME Ecosystem

As SG Finserve continued to expand its presence across geographies, teams and business verticals, the Company's HR approach evolved into a strategic pillar supporting scalable and sustainable growth. During the year, the focus remained on strengthening a people-first culture while building agile systems and capabilities aligned with the Company's evolving business needs.



## Building the Foundation of Growth

During FY 2025–26, SG Finserve strengthened its talent acquisition strategy to support rapid business expansion and geographic scale-up. The workforce grew from 58 employees in March 2025 to 76 by March 2026, reflecting a calibrated approach to hiring aligned with business needs. Recruitment processes were streamlined through digital platforms,

ensuring faster turnaround for critical roles. A structured onboarding framework was implemented to enable seamless integration of new hires into the organisation. This included role-based induction, functional alignment, and interactive engagement initiatives aimed at accelerating productivity and fostering early cultural alignment.



## Fostering a Culture of Connection

Employee engagement remained a key priority, particularly within a lean and high-performance environment. With teams spread across 30 locations, the Company focused on building a connected and collaborative culture through regular communication, leadership interaction, and open feedback

mechanisms. Informal engagement platforms and open communication channels enabled employees to share feedback and address concerns, strengthening trust and organisational cohesion. These initiatives have played a critical role in sustaining motivation and retention in a high-growth phase.



## Learning as a Growth Multiplier

SG Finserve continued to invest in building a future-ready workforce through targeted learning and development initiatives. Training programmes during FY 2025–26 were aligned with business needs, focusing on key areas such as credit evaluation, risk management, operations, and technology.

In addition, leadership development initiatives were undertaken to groom high-potential employees, equipping them with cross-functional exposure and managerial capabilities. This structured approach ensures the creation of a strong internal talent pipeline to support long-term growth.



## Performance That Powers Progress



The Company follows a progressive performance management framework built on continuous feedback rather than traditional annual reviews. During FY 2025–26, performance evaluation was driven by SMART goal setting and departmental OKRs (Objectives & Key Results), ensuring clear

alignment between individual performance and organisational objectives. This structured approach enabled consistent tracking of employee performance, supported career development, and reinforced a culture of accountability and meritocracy across the organisation.



## Ensuring Trust Through Compliance



SG Finserve maintains a robust governance framework supported by clearly defined HR policies and compliance mechanisms. All employees are covered under statutory benefits, including Provident Fund and gratuity, ensuring adherence to regulatory requirements. The Company continues to

uphold high standards of workplace ethics, supported by structured grievance redressal mechanisms and internal committees. A zero-tolerance approach toward discrimination and workplace misconduct reinforces a safe, inclusive, and compliant work environment.



## Transforming HR Through Technology



As part of its digital-first approach, SG Finserve has fully implemented a cloud-based Human Resource Management System (HRMS). This system digitises key HR processes, including attendance, leave management, payroll, and employee records. The digital HR infrastructure has significantly reduced manual intervention, improved process efficiency, and enhanced

data accuracy, enabling the HR function to evolve into a strategic enabler of business growth. The Company also conducted regular employee awareness sessions, training programmes and committee meetings on Prevention of Sexual Harassment (POSH) to reinforce a safe, respectful and inclusive workplace environment.



## Prioritising People Well-being



Employee well-being remained a core focus area during the year. 100% of employees are covered under group medical coverage and term insurance, ensuring financial security and protection. The Company also promotes preventive healthcare through awareness

initiatives and periodic health check-ups. Flexible work arrangements and open HR forums provide employees with the support needed to balance professional and personal responsibilities, contributing to overall well-being and productivity.



## Recognising Performance



The Company successfully completed its annual appraisal cycle on March 31, 2026, covering 100% of employees in line with its structured performance management framework. The closure of the appraisal cycle was accompanied by the disbursement of Performance-Based Incentives (PBI). This timely payout demonstrates the Company's

commitment to recognising performance and rewarding contribution. This practice of closing appraisals and releasing incentives within the financial year is relatively rare in the industry and highlights SG Finserve's strong execution discipline, employee-centric approach, and alignment of rewards with performance outcomes.



## FINANCIAL PERFORMANCE

# Building Momentum through Financial Discipline

We delivered a record financial performance in FY 2025–26, marked by strong growth in our loan book and profitability, while consistently maintaining pristine asset quality.



## A Snapshot of Our Quarterly Performance

| Particulars       | Q4 FY26 (₹ crores) | Q3 FY26 (₹ crores) | Growth (%) |
|-------------------|--------------------|--------------------|------------|
| Loan Book         | 3,936              | 3,210              | 23% ↑      |
| Operating Income  | 106                | 86                 | 23% ↑      |
| Profit Before Tax | 56                 | 43                 | 30% ↑      |
| Profit After Tax  | 42                 | 32                 | 30% ↑      |

## A Snapshot of Our Annual Performance

| Particulars       | FY26 (₹ crores) | FY25 (₹ crores) | Growth (%) |
|-------------------|-----------------|-----------------|------------|
| Loan Book         | 3,936           | 2,246           | 75% ↑      |
| Operating Income  | 334             | 170             | 96% ↑      |
| Profit Before Tax | 172             | 110             | 56% ↑      |
| Profit After Tax  | 128             | 81              | 58% ↑      |



# Board of **Directors**



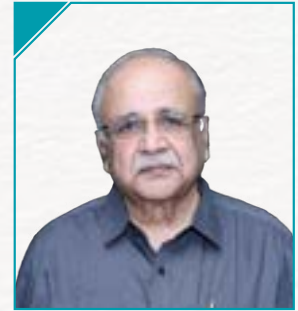
**Mr. Deepak Kumar**  
Chairperson



**Mr. Rohan Gupta**  
Director & Promoter



**Mrs. Asha Anil Agarwal**  
Independent Director  
Ex-Chief Principal Commissioner  
Income Tax Department



**Mr. H. S. Upendra Kamath**  
Independent Director  
Ex-CMD Vijaya Bank &  
ED Canara Bank



**Mr. Gorinka Jaganmohan Rao**  
Independent Director  
Ex-Principal CGM  
Reserve Bank of India



**Mr. Dukhabandhu Rath**  
Independent Director  
Ex-CGM State Bank of India



**Mr. Rakesh Sharma**  
Independent Director  
Ex-CGM State Bank of India



## Eminent Board with **SG Leadership**



## Leadership Team



**Mr. Vinay Gupta**  
Chief Executive Officer



**Mr. Sanjay Rajput**  
Chief Financial Officer



**Mr. Lalit Gupta**  
Chief Business Officer



**Mr. Abhishek Mahajan**  
Chief Risk Officer



**Mr. Vivekanand Tiwari**  
Chief Operating Officer and  
Chief Information Security  
Officer



**Mr. Lakshay Dudeja**  
Chief Compliance Officer



**Ms. Renu Rai**  
Chief People Officer



**Mr. Kush Mishra**  
Company Secretary &  
Compliance Officer

## Management Team



**Mr. Amit Agrawal**  
Business Head - MSMEs



**Mr. Sikander Alam**  
Co-Head Corporates  
(West & South)



**Mr. Mohd. Rashid Qidwai**  
Co-Head Corporates  
(North & East)



**Mr. Piyush Kumar**  
Zonal Head – Credit  
(West & South)



**Mr. Kamal Kumar**  
Zonal Head – Credit  
(North & East)



**Mr. Kshitiz Sehgal**  
Head – Treasury



**Mr. Rahul Papneja**  
Head – Information Technology



**Mr. Saurabh Mishra**  
Head- Internal Audit

# Management Discussion & Analysis



## Economic Overview

The global economy in 2025 recorded steady but moderate growth of around 3.3%, reflecting resilience despite persistent macroeconomic challenges. Advanced economies expanded at a slower pace due to tight monetary policies, while emerging markets drove growth on the back of strong domestic demand and industrial activity. Inflation moderated to nearly 4.2% globally, though it remained above target levels, keeping interest rates elevated.

Global trade stayed subdued amid geopolitical tensions and supply chain realignments. Financial conditions remained tight but stable, with cautious lending, elevated bond yields, and improving equity markets, shaping investment flows and risk management across sectors.

India's economy in FY 2025-26 demonstrated strong resilience and momentum, supported by stable macroeconomic fundamentals, policy support, and broad-based sectoral growth. Real GDP is estimated to grow at 7.4% in FY 2025-26, with Gross Value Added (GVA) expanding by 7.3%, indicating sustained economic strength despite global uncertainties. Inflation moderated sharply, with headline CPI averaging 1.7% during April–December 2025, marking one of the lowest levels in recent years.

Monetary conditions turned supportive, with the repo rate reduced by 100 basis points to 5.25% by December 2025 and the Cash Reserve Ratio (CRR) lowered to 3.0%. The RBI infused liquidity exceeding ₹3.39 lakh crores through open market operations and forex measures, while maintaining a surplus liquidity of an average of ₹1.89 lakh crores. Broad money supply (M3) grew by 12.1%, while the money multiplier improved to 6.21, reflecting enhanced financial intermediation.

Industrial growth strengthened to 6.2%, with manufacturing emerging as a key driver, recording GVA growth of 11.5% in FY 2025-26. Government-led PLI schemes attracted investments exceeding ₹2 lakh crores, generating production worth ₹18.7 lakh crores and creating over 12.6 lakhs jobs. Core sector performance remained strong, with cement growing by 13.5%, steel by 6.9%, electricity by 5.3%, and IIP rising by 7.8% in December 2025. The services sector continued to lead growth, expanding by 9.1%, contributing 53.6% to GDP and 56.4% to GVA, reflecting the increasing dominance of services in the economy.

Following the bilateral trade deal, the US reduced tariffs on Indian goods from a peak of 50% to an effective 18%, marking a significant de-escalation in trade tensions. Earlier, over 55% of India's ₹8.35 lakh crores in exports to the US were affected by layered duties, including a 25% reciprocal tariff and a 25% punitive tariff. The new agreement removes the entire 25% punitive levy and lowers the reciprocal tariff to 18%. In return, India has committed to reducing tariffs on US goods, easing non-tariff barriers, and facilitating imports of over ₹42.5 lakh crores, thereby strengthening bilateral trade prospects and export competitiveness.

Foreign exchange reserves remained robust at ₹59.6 lakh crores, covering around 11 months of imports and over 94% of external debt. Remittance inflows stood at ₹11.5 lakh crores, supporting domestic consumption and external stability. Fiscal performance improved, with revenue receipts rising to 9.2% of GDP and effective capital expenditure increasing to 4% of

GDP. GST collections reached ₹17.4 lakh crores during April–December 2025, growing 6.7% year-on-year.

The financial sector remained robust, with bank credit growth accelerating to 14.5% year-on-year in December 2025, compared to 11.2% a year earlier. MSME credit grew by 21.8%, with micro and small enterprises expanding by 24.6%. Asset quality improved significantly, with gross NPAs declining to multi-decadal lows, while capital adequacy remained strong at 17.2%. Profitability indicators were healthy, with return on equity at 12.5% and return on assets at 1.3%.

Capital markets witnessed strong activity, with resource mobilisation of ₹10.7 lakh crores in FY 2025-26 (till December 2025), while household participation increased, with equity ownership rising to 18.8% and financial savings in market-linked instruments reaching 15.2%. The Financial Inclusion Index improved to 67.0, indicating deeper penetration of financial services across the economy.

India's rural and semi-urban economy in FY 2025–26 is witnessing a strong recovery, marked by improved agricultural output, rising consumption, and expanding financial inclusion. A robust kharif harvest and 3.6% growth in agricultural GVA have supported income stability, while allied sectors such as livestock and fisheries continue to diversify rural earnings. This has translated into stronger demand for consumption, contributing to a 7% increase in private final consumption expenditure, which now accounts for over 60% of GDP.

Employment conditions have also improved, with rural unemployment declining to 3.9% and reduced dependence on MGNREGS indicating a shift toward more sustainable livelihoods. Simultaneously, deeper financial inclusion through widespread Jan Dhan accounts, a resilient microfinance ecosystem, and improving asset quality in regional rural banks are strengthening credit access. Enhanced digital penetration, near-universal 5G coverage, infrastructure initiatives such as SVAMITVA, and improved regional connectivity are further transforming rural markets, making them more integrated, productive, and growth-oriented.

Looking ahead, the outlook for FY 2026-27 remains positive, with GDP growth projected at 6.8–7.2%, supported by sustained domestic demand, infrastructure investment, and continued policy support. Inflation is expected to remain moderate, with RBI projections at 3.9 to 4.0% in the first half of FY 2026-27 and IMF estimates at around 4.0% for the year. The macroeconomic environment is expected to remain stable, with strong external buffers, improving fiscal consolidation, and a well-capitalised financial system. Continued focus on capital expenditure, digitalisation, and financial inclusion is likely to sustain credit growth and investment activity.

*(Source: Press Information Bureau)*



## INDIA'S 2026 ECONOMIC RESILIENCE: A GLOBAL GROWTH LEADER

India's economy in FY 2025-26 outperformed global trends with a strong GDP growth rate, supported by industrial momentum and record-low inflation. While the global economy faced moderate growth and high interest rates, India's strategic trade deals and financial sector resilience provided a stable environment for expansion.

### MACROECONOMIC STRENGTH & INDUSTRIAL MOMENTUM



#### 7.4% Estimated GDP Growth

Real GDP growth in FY 2025-26 reflects sustained momentum despite global macroeconomic uncertainties.



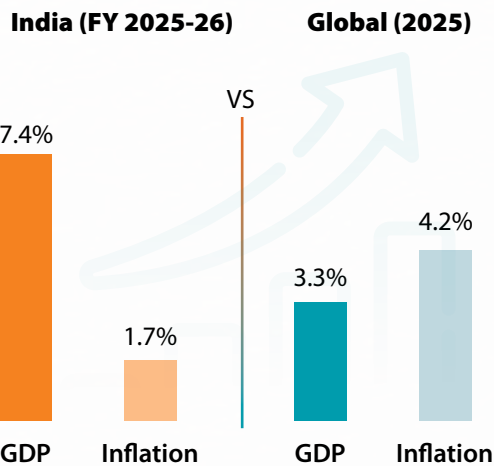
#### Manufacturing & PLI Success

PLI schemes attracted over ₹2 lakh crores in investments, creating 12.6 lakhs jobs.



#### Record-Low Inflation at 1.7%

Headline CPI moderated sharply during April to December 2025, reaching multi-year lows.



### FINANCIAL RESILIENCE & TRADE EXPANSION



50% to 18%



#### US-India Trade Tariff De-escalation

Effective tariffs on Indian exports fell following bilateral agreements.



#### 14.5%

#### Bank Credit Growth

Accelerating credit demand was led by the MSME sector and improved asset quality.



#### Robust ₹59.6 lakh crores Forex Reserves

Reserves cover 11 months of imports and over 94% of external debt.

# 1.7%

Inflation (CPI)

# ₹ 6.9

lakh crores

FDI Inflows

# 61.5%

Private Consumption  
Share of GDP

# 7.4%

Real GDP Growth

# Sectoral Overview

## Indian Non-Banking Financial Services Sector

India's NBFC sector is poised to outperform traditional banking over the long term, driven by structural advantages and evolving credit demand. Nomura projects NBFC credit to grow at a CAGR of approximately 17% from 2025 to 2035, compared to around 12% for banks.

Although banks currently hold over 70% of total credit, NBFCs are steadily expanding their market share due to greater agility, flexibility, and focus on underserved segments. A key growth driver is India's low credit-to-GDP ratio relative to developed economies. As financial inclusion deepens, NBFCs are well-positioned to broaden access to formal credit, particularly for MSMEs and first-time borrowers, supported by faster turnaround times and flexible underwriting.

Sectoral Assets Under Management (AUM) grew by 14 to 16%, led by secured lending, vehicle finance, and supply chain financing. Growth moderated slightly due to tight liquidity and an elevated interest-rate environment.

NBFCs faced a challenging funding landscape characterised by higher borrowing costs and constrained liquidity. With banks adopting a cautious approach to wholesale lending, NBFCs diversified their funding sources through co-lending partnerships, securitisation,

and capital market instruments. While this preserved liquidity, margin pressure persisted as borrowing costs were gradually transmitted to borrowers. Well-rated, larger NBFCs maintained better access to capital, creating a sectoral bifurcation.

Asset quality remained stable, supported by improved underwriting, a focus on secured lending, and robust risk management. Regulatory oversight by the Reserve Bank of India emphasised governance, scale-based regulation, and risk frameworks.

NBFCs are diversifying portfolios from wholesale lending toward retail and consumption segments such as vehicle finance, consumer durables, personal loans, and microfinance. Retail lending now represents a significant growth driver, underpinned by rising incomes and consumption.

A transformative trend is the adoption of AI and advanced analytics across credit underwriting, customer acquisition, fraud detection, and risk management. Leveraging alternative data enhances borrower assessment, expands credit access and safeguards portfolio quality.



## Key Government Initiatives for the NBFC Sector in India

- **High-Level Committee for Viksit Bharat:**  
A committee is being established to review the banking and NBFC sector to ensure alignment with India's evolving growth needs, with a focus on technology adoption, credit expansion, and digital infrastructure.
- **Restructuring of Public Sector NBFCs:**  
The Union Budget proposes restructuring key public-sector NBFCs, including the Power Finance Corporation (PFC) and the Rural Electrification Corporation (REC), to enhance their operational efficiency and lending capacity.
- **MSME Growth Fund:**  
A ₹10,000 crore MSME Growth Fund has been proposed to strengthen financing for small businesses, with NBFCs expected to play a key role in credit delivery.
- **Municipal Bond Incentives:**  
To support infrastructure development, the government has introduced an incentive of ₹100 crores for single municipal bond issuances exceeding ₹1,000 crores.
- **Foreign Investment Changes:**  
A comprehensive review of the Foreign Exchange Management (Non-debt Instruments) Rules is planned to establish a modernised framework for foreign investment, which is likely to improve capital inflows into the NBFC sector.

## Outlook

India's NBFC sector is poised for sustained growth, driven by rising credit demand, financial inclusion, and digital adoption. With a low credit-to-GDP ratio, NBFCs have significant headroom, particularly in MSME, retail, and rural segments. Their agility and niche focus enable them to outpace banks in underserved markets. Increasing adoption of AI and digital infrastructure is enhancing underwriting and operational efficiency. While funding costs

and regulatory compliance may pose near-term challenges, diversified funding strategies and strong governance frameworks will support resilience. Overall, NBFCs will remain key enablers of credit expansion and economic growth in India's evolving financial ecosystem.

*(Source: Economic Times, Boston Consulting Group)*

## India's Industrial Sector

India is on a transformative growth path, driven by its dual objectives of becoming a developed economy by 2047 under the Viksit Bharat vision and achieving Net Zero emissions by 2070. Central to this transition is the industrial sector, a key driver of economic growth, productivity, employment, and long-term structural development.

With accelerating industrialisation, urbanisation, and rising living standards, India's demand for materials and energy is projected to surge, and its GDP is expected to reach ₹2,550 lakh crores by 2047. Aligning this growth with Net Zero commitments requires a strategic shift toward affordable, reliable, low-carbon energy solutions that ensure energy security and create jobs. India is leveraging this transition to spearhead a 'green industrial revolution,' enhancing competitiveness and expanding employment. Supported by global initiatives like LeadIT and domestic programmes such as Make in India, India is bolstering clean manufacturing capabilities and deeper integration into global value chains.

The industrial sector is gaining strong momentum, with Industry GVA growing 7% year-on-year in H1 FY 2025-26. Industrial production accelerated to 7.8% growth in December 2025, led by an 8.1% manufacturing expansion, driven by high-growth segments including electronics and automobiles. Manufacturing GVA remained robust at 7.7% in Q1 and 9.1% in Q2, underpinned by technology adoption, infrastructure upgrades, and formalisation. Forward indicators remain positive, with the PMI at 55.4 in January 2026, reflecting sustained sector expansion and growing business confidence.

The government's industrial agenda for 2026, as outlined in the Union Budget FY 2026-27, aims to raise manufacturing's share of GDP to 25% through self-reliance, plug-and-play infrastructure, and the National Mission on Manufacturing (NMM). Key initiatives include the Biopharma SHAKTI program with a ₹10,000 crores allocation, Semiconductor Mission (ISM) 2.0, and the development of over 100 industrial hubs focused on localised production, technology-driven manufacturing, and large-scale employment generation.



## Key Government Initiatives for the Industrial Sector in India

**BHAVYA Scheme:** Approval of Bharat Audyogik Vikas Yojna to promote plug-and-play industrial infrastructure.

### Sector-Specific Boosts:

➤ **Electronics:** Enhanced outlay of ₹40,000 crores under the Electronic Components Manufacturing Scheme.

➤ **Pharmaceuticals:** Biopharma SHAKTI to position India as a global biologics hub with ₹10,000 crores investment over five years.

➤ **Textiles:** Launch of Samarth 2.0 and a comprehensive programme alongside mega textile parks.

➤ **Capital Goods & Logistics:** Establishment of hi-tech tool rooms and a ₹10,000 crores Container Manufacturing Scheme.

➤ **Infrastructure & Regional Development:** Development of 100+ industrial hubs and the East Coast Industrial Corridor to strengthen connectivity across key economic zones.

### Policy & Regulatory Support:

➤ National Mission on Manufacturing targeting a 25% share of GDP by 2035.

➤ Customs reforms, including tax exemptions for non-residents supplying capital goods in bonded zones, and higher duty-free input limits.

**MSME Support:** Increased adoption of TReDS to improve liquidity and working capital access for MSMEs.

The National Mission on Manufacturing (NMM) aims to increase manufacturing's share of GDP to 25% by 2035, create 143 million jobs, and boost exports, with a focus on ease of doing business, MSME growth, skilling, and technology adoption, supported by an Inter-Ministerial Committee led by NITI Aayog and industry-aligned skilling initiatives.

Investment momentum remains strong, with GFCF at ~30% (up 7.6% in H1 FY 2025-26), government capex rising to ₹1.21 lakhs crores, and private investments reaching ₹14.6 lakhs crores, reflecting strong confidence.

Simultaneously, India is strengthening its innovation ecosystem through the ANRF, a ₹1 lakhs crores RDI Fund, and a growing base of over 2 lakhs startups, driving a shift towards high-value manufacturing, supported by improved global innovation rankings and leadership in patents and critical technologies.

Complementing this, infrastructure reforms such as PM GatiShakti, the National Logistics Policy, ULIP, and the development of industrial corridors like Dholera and Greater Noida are enhancing efficiency, connectivity, and overall manufacturing competitiveness.

## Outlook

India's manufacturing sector is poised for sustained expansion, driven by the Government's vision of Atmanirbharta and the strategic priorities outlined in the Union Budget FY 2026–27. Continued emphasis on competitiveness, technology adoption, supply chain integration, and skill development is expected to strengthen the sector's resilience and global positioning.

Looking ahead, manufacturing is set to play a central role in India's economic transformation, emerging as a key driver of growth, employment, and export competitiveness, while supporting the country's journey towards becoming a globally integrated and self-reliant economic powerhouse.

(Source: Niti Aayog, Press Information Bureau)

## India's MSME Sector

India's Micro, Small, and Medium Enterprises (MSME) sector is a vital economic pillar, driving employment, industrial output, and exports. Comprising over 7.47 crores enterprises employing 32.82 crores people, MSMEs are the second-largest source of employment after agriculture, contributing 31.1% to GDP, 35.4% to manufacturing output, and 48.6% to exports.

The Union Budget FY 2026–27 prioritises MSMEs through a focused strategy on equity support, liquidity enhancement, and capacity building, aiming to develop globally competitive 'Champion MSMEs' while promoting inclusive growth.

To improve access to capital, the government has launched a ₹10,000 crores MSME Growth Fund and expanded the Self-Reliant India Fund for risk capital. Liquidity support is strengthened through the Trade Receivables Discounting System (TReDS), which has unlocked over ₹7 lakh crores, as well as credit guarantees and integration with government procurement systems.

Formalisation has advanced significantly, with over 7.3 crores enterprises registered on digital platforms such as Udyam Registration and Udyam Assist, thereby facilitating better credit and scheme participation while enhancing transparency and ease of doing business.

Key government programmes—PMEGP and MSME Champions Scheme—boost entrepreneurship, productivity, and competitiveness, supported by skill development aligned with industry needs and initiatives like PM Vishwakarma for artisans and micro-entrepreneurs.

The sector is increasingly focused on innovation, quality, and global competitiveness through ZED Certification, lean manufacturing, incubation support, and e-commerce integration via ONDC and the TEAM initiative, expanding MSMEs' reach in domestic and international markets.

## Outlook



India's MSME sector is well-positioned for sustained growth, supported by strong policy backing, digital transformation, and increasing integration with global value chains. As key enablers of manufacturing and supply chains, MSMEs will continue to drive employment,

innovation, and export growth, reinforcing their role at the heart of India's journey towards a resilient, inclusive, and globally competitive economy.

*(Source: Press Information Bureau)*



## India's Supply Chain Financing Sector

Supply Chain Financing (SCF) in India has emerged as a fast-growing, technology-enabled solution that optimises working capital cycles across businesses, particularly benefiting MSMEs. Built on the principle of reverse factoring, SCF enables financial institutions to facilitate early payments to suppliers by leveraging the credit strength of large corporate buyers, thereby reducing financing costs and improving liquidity. This mechanism enables suppliers to access funds within 30 to 90 days, while buyers retain the flexibility of extended payment cycles, creating a balanced and efficient ecosystem.

Structural and policy-led initiatives are driving the growth of SCF in India. Platforms such as the RBI's Trade Receivables Discounting System (TReDS) have introduced transparency, efficiency, and competitive invoice discounting through digital marketplaces. Additionally, government programmes such as Make in India, the National Logistics Policy, and the increasing formalisation of the economy are accelerating adoption by expanding manufacturing activity and strengthening supply chain linkages. These developments are fostering deeper financial inclusion by bringing small and mid-sized enterprises into the formal credit system.

Despite its strong growth trajectory, the SCF ecosystem faces certain challenges. Limited digital adoption among smaller enterprises, relatively high operational costs, and concerns around data security and fraud risks continue to constrain scalability. However, with ongoing digitisation, regulatory support, and increasing participation from financial institutions and fintech players, SCF is poised to play a critical role in enhancing supply chain resilience, improving cash flow management, and supporting sustainable growth across India's industrial landscape.

The Union Budget FY 2026–27 places strong emphasis on enhancing supply chain resilience, improving manufacturing competitiveness, and reducing logistics costs. The government has outlined a robust capital

expenditure plan of ₹12.2 lakh crores, marking a ~9% increase over the previous fiscal year, highlighting its continued focus on infrastructure-led growth.

The Budget introduces targeted measures to strengthen domestic manufacturing capabilities and reduce external dependencies:

- **Container & Electronics Manufacturing:** Allocation of over ₹10,000 crores over five years for domestic container manufacturing, alongside ₹40,000 crores to boost electronics component production and deepen value chain integration.
- **Industrial & SME Support:** ₹3,000 crores earmarked for industrial corridors, complemented by a ₹10,000 crores SME growth fund and a ₹2,000 crores expansion of the Self-Reliant India Fund.
- **Logistics Efficiency Measures:** Introduction of tax exemptions for non-residents supplying tools to bonded manufacturing zones, along with the development of Critical Mineral Corridors to secure strategic inputs.
- **Railways & Freight Corridors:** A record allocation of ₹2.77 lakh crores to railways, with ₹52,109 crores dedicated to rolling stock and continued expansion of Dedicated Freight Corridors (DFCs).
- **Roads & Ports:** ₹3,09,875 crores allocated to road transport infrastructure, while ports will transition toward 100% container scanning using AI-based systems by April 2026, improving efficiency and security.
- **Waterways Development:** Focus on coastal shipping through a dedicated scheme to increase its share of cargo movement to 12% by 2047.

## Outlook

India's domestic SCF market is poised for strong growth at a CAGR of ~9.2%, expanding from ₹342.6 crores in FY 2023-24 to over ₹695.3 crores by FY 2031-32. TReDS platforms, powered by e-invoicing, UPI, and new fintech entrants, will drive exponential MSME invoice financing, building on 2025's ₹ 2.33 lakh crores milestone.

PLI schemes, Make in India, and ESG-linked programs will boost working capital solutions across the auto, pharma, renewables, and electronics sectors. AI-enabled platforms will deepen supplier inclusion and resilience. By 2030, SCF will unlock critical liquidity for domestic value chains, supporting 7%+ GDP growth and inclusive manufacturing. Policy continuity remains key to scaling deep-tier financing.

# SWOT Analysis



## Strengths

- ▶ Technology-led lending model supported by deep integration of ERP, loan management, and accounting systems, enabling seamless onboarding, faster disbursements, and real-time monitoring.
- ▶ Consistent zero NPA track record backed by prudent underwriting, secured lending structures, and AI-driven risk monitoring systems.
- ▶ Strong relationships with marquee corporate anchors, creating stable sourcing opportunities and recurring MSME business flows.
- ▶ Highly efficient and scalable operating model.
- ▶ Specialised expertise in supply chain finance, dealer financing, vendor financing, factoring, and working capital solutions.
- ▶ Strong operational efficiency supported by digital workflows and a low cost-to-income structure.



## Weaknesses

- ▶ Dependence on external borrowings and banking partnerships for funding growth requirements.  
Significant portfolio concentration within supply chain and trade-linked financing ecosystems.
- ▶ Smaller balance sheet scale compared to large banks and diversified NBFCs.
- ▶ Exposure to sector-specific slowdowns impacting MSME trade cycles and working capital demand.



## Opportunities

- ▶ Large untapped MSME credit market and increasing formalisation of supply chain financing in India.
- ▶ Rising adoption of digital lending, e-KYC, video KYC, and embedded finance solutions.
- ▶ Expansion opportunities through factoring and TReDS platforms.
- ▶ Geographic expansion across Tier II and Tier III markets to deepen ecosystem penetration.
- ▶ Scope for product diversification into adjacent lending and financial service verticals.
- ▶ Increasing policy support and regulatory focus on MSME financing and digital financial inclusion.



## Threats

- ▶ Tightening RBI regulations and compliance requirements may increase operational and capital costs.
- ▶ Intensifying competition from banks, fintechs, and digital-first NBFCs in MSME financing.
- ▶ Macroeconomic volatility, liquidity tightening, and elevated interest rate environments impacting borrower cash flows.
- ▶ Technology and cybersecurity risks associated with increasing digitalisation and platform dependency.
- ▶ Potential pressure on margins due to rising funding costs and competitive pricing dynamics.

# About The Company

SG Finserve Limited (SGFL) is a tech-enabled, RBI-registered Non-Banking Financial Company (NBFC) listed on BSE and NSE, headquartered in Delhi/NCR, India. As part of the APL Apollo Group, the Company has established itself as a specialised provider of supply chain financing solutions, with a strong focus on empowering India's MSME ecosystem.

SGFL operates as an integrated financing partner across supply chains, catering to dealers, distributors, retailers, vendors, and suppliers associated with leading Indian corporates. Its core offerings include dealer financing, constituting the majority of its portfolio, vendor financing, and a recently introduced factoring business following regulatory approval, enabling expansion into broader B2B trade financing.

The Company's differentiated strength lies in its 'digitally native' operating model. Through a fully integrated technology platform, SGFL digitises the entire lending lifecycle, from onboarding and credit assessment to disbursement and monitoring. Direct integration with the ERP systems of anchor corporates ensures end-use control, faster turnaround times, and scalable, high-velocity operations.

With a pan-India presence across 30 locations, SGFL has built a robust ecosystem through partnerships with around 50 leading corporates, including marquee names such as the Tata Group, Adani Group, JSW Group, Vedanta Limited, and Mahindra & Mahindra. This anchored model provides access to a diverse, high-quality borrower base.

## Business Performance

### Loan Book and Disbursement Velocity



- **All-Time High AUM:** The company reached a closing loan book of ₹3,936 crores as of 31 March, 2026, representing a 75% year-on-year (YoY) growth.
- **Average Loan Book Expansion:** The daily average loan book for FY 2025-26 stood at ₹2,640 crores, more than doubling from the previous year (a 106% increase).
- **Record Disbursements:** Gross disbursements for the full year crossed ₹25,000 crores (specifically ₹25,368 crores), marking a 40% YoY growth.
- **Invoice Volume:** The company financed over 1.65 lakhs invoices during the fiscal year, bringing the cumulative total to over 5.15 lakhs invoices since its commencement 40 months ago.

### Asset Quality and Operational Discipline



- **Zero NPA Record:** A defining operational pillar is the maintenance of NIL Gross NPAs across all geographic zones throughout the entire year.
- **Cost Efficiency:** SGFL remained highly efficient with a Cost-to-Income ratio consistently below 15%.
- **Robust Portfolio Security:** 80% to 90% of the total loan book is secured.
- **Return Metrics:** The company delivered an annualised Return on Assets (RoA) of 4.80% and a Return on Equity (RoE) of 12.0%.



## Product and Technology Innovations

- **Factoring Launch:** SGFL successfully commercialised its Factoring business in March 2026, following RBI approval, which allows for expansion into broader B2B trade segments. The factoring book outstanding stood at ₹175 crores by year-end.
- **Digital Infrastructure:** Operations continued via a 100% digital platform, automating the lifecycle from document uploading to automated disbursement through direct integration with anchor ERP systems.
- **TReDS Integration:** The company onboarded onto two TReDS platforms—RXIL and M1xchange—to digitally scale its factoring business.
- **Client Engagement:** The successful launch of the 'Customer Mobile App (Android)' provided borrowers with real-time access to loan information and transaction history.



## Geographic Reach and Corporate Network

- **Physical Presence:** Expanded its footprint to 30 strategic locations nationwide, up from 25 at the start of the year.
- **Tier 2 Penetration:** Initiated a strategy to move into Tier 2. Dealers to provide supply chain financing solutions for the procurement from Tier 1 distributors.
- **Corporate Anchors:** The company now services around 50 marquee corporate anchors, including market leaders like Tata Motors, Arcelor Mittal Nippon Steel (AMNS), Vedanta, and JSW MG Motors.
- **Workforce Efficiency:** Managed its nearly ₹4,000 crores loan book with a highly productive team of just 76 professionals.



## Capital Strength and Ratings

- **Equity Infusion:** Strengthened the capital base by raising ₹337 crores in fresh equity through the conversion of share warrants, out of which ₹316 crores received in March 2026 bringing the total Net Worth to over ₹1,460 crores as on March 31, 2026. Balance ₹21 crores received in April 2026.
- **Conservative Leverage:** Maintained a low Debt-to-Total-Net-Worth (TNW) ratio of 1.9x, well below its internal ceiling.
- **Credit Ratings:** Retained strong institutional-grade ratings of AA (CE) / A1+ from ICRA.

## Financial Performance

SG Finserve Limited delivered a strong financial performance during FY 2025–26, marked by sustained profitability, rapid expansion of its lending portfolio, and continued operational efficiency.

The Company recorded healthy growth in income streams, supported by a scalable, high-velocity business model and disciplined cost management, resulting in robust margins and returns. Its ability to maintain superior asset quality, underpinned by a largely secured portfolio

and prudent risk management practices, remained a key strength despite accelerated growth.

A strong capital base and conservative leverage profile further reinforced its balance sheet, providing adequate headroom for future expansion. Overall, the Company's performance reflects a well-balanced approach to growth, profitability, and risk, positioning it for continued momentum in the supply chain financing space.

## Key Numbers

| Particulars                       | FY26 (₹crores) | FY25 (₹crores) | Change (%) | ROA (%)* |
|-----------------------------------|----------------|----------------|------------|----------|
| Interest Income                   | 320.15         | 164.75         | 94.3%      | 12.1%    |
| Fee & Other Income                | 12.67          | 5.18           | 144.6%     | 0.5%     |
| Operating Income                  | 332.82         | 169.93         | 95.9%      | 12.6%    |
| Other Non-operating Income        | 0.84           | 0.32           | —          | —        |
| Total Income                      | 333.66         | 170.25         | 96.0%      | 12.6%    |
| Interest Expenses (Finance Costs) | 134.46         | 31.98          | 320.5%     | 5.1%     |
| Net Interest Income (NII)         | 199.21         | 138.27         | 44.1%      | 7.5%     |
| Operating Expenses                | 25.28          | 20.44          | 23.7%      | 1.0%     |
| Profit Before Provision & Tax     | 173.93         | 117.83         | 47.6%      | 6.6%     |
| Impairment on Financial Assets    | 2.38           | 7.67           | —          | —        |
| Profit Before Tax (PBT)           | 171.55         | 110.16         | 55.7%      | 6.5%     |
| Income Tax                        | 43.89          | 29.17          | 50.5%      | 1.7%     |
| Profit After Tax (PAT)            | 127.66         | 80.99          | 57.6%      | 4.8%     |
| Loan Book (EOP)                   | 3,935.56       | 2,246.05       | 75.2%      | —        |

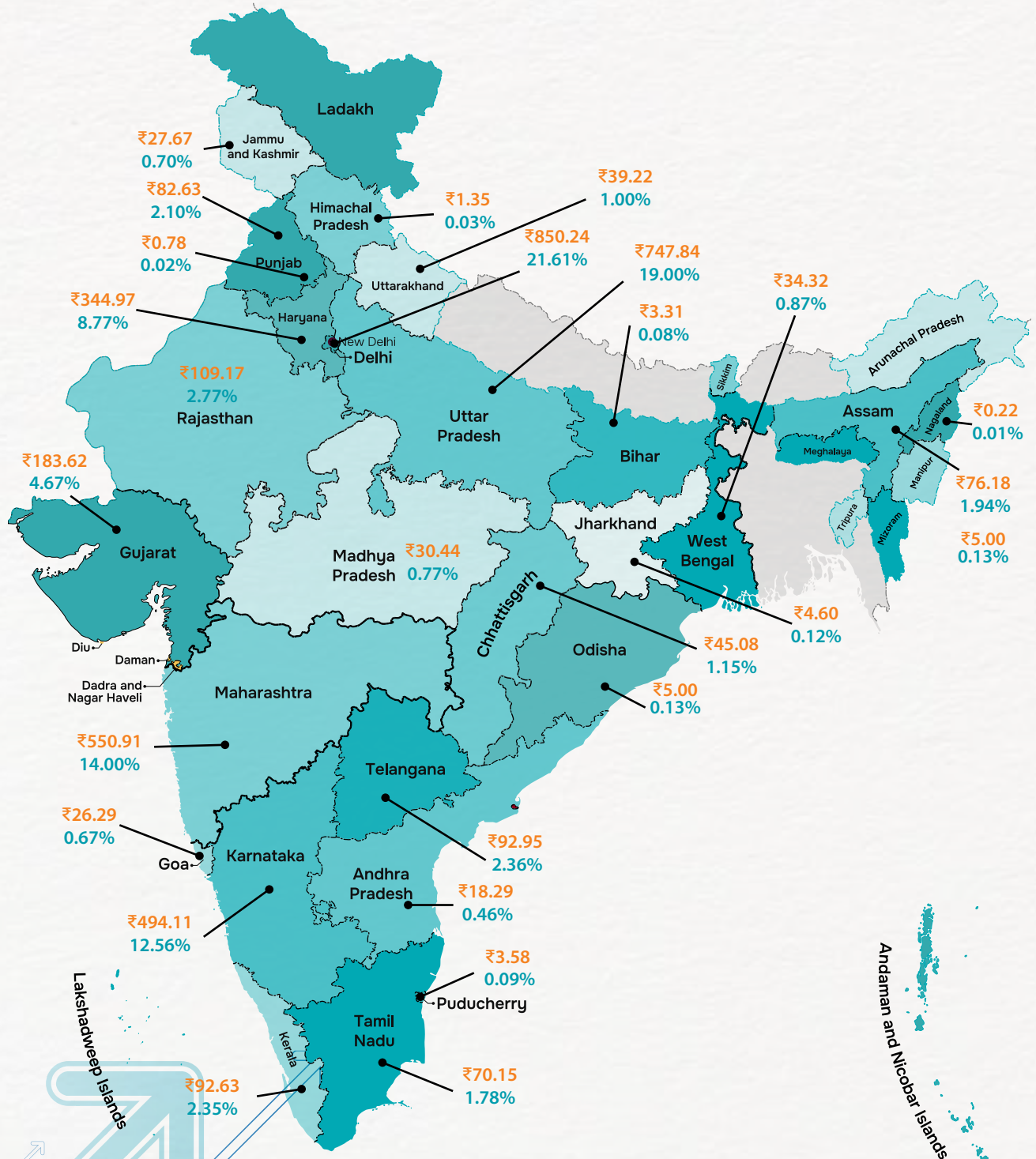
\*On basis of Daily Average Loan Book



## Key Ratios

| Particulars                   | FY 2025–26 | FY 2024–25 | % Change |
|-------------------------------|------------|------------|----------|
| Debt-Equity Ratio (Times)     | 1.85       | 1.37       | 35%      |
| Gross NPA (%)                 | Nil        | Nil        | -        |
| Net NPA (%)                   | Nil        | Nil        | -        |
| Capital Adequacy Ratio (CRAR) | 36.58%     | 43.46%     | -16%     |

## Loan Outstanding by State as of March 31, 2026



● Total Value of Loan Book  
(₹ 3,935.56 crores)

● Percentage of Loan Book

## Comparison of Q4-FY 2025-26 vis-a-vis Q4-FY 2024-25

In Q4 FY 2025-26, the company reported a total income of ₹105.65 crores, a 95% increase compared to ₹54.09 crores in Q4 FY 2024-25. This growth was driven by a 90% surge in interest income to ₹99.2 crores and a significant 242% jump in fee and other income. Operating income stood at ₹105.65 crores, up 95% year-on-year. Net interest income also grew by 77% to ₹62.8 crores, while operating expenses decreased by 15% to ₹6.3 crores, significantly enhancing profitability margins.

Consequently, profit before provision and tax rose to ₹56.5 crores. Supported by strong operational discipline, profit before tax grew by 81% to ₹56.2 crores versus ₹31.1 crores last year. Profit after tax reached ₹42.3 crores, marking a 78% growth against ₹23.8 crores in Q4 FY 2024-25. Notably, the loan book expanded strongly by 75% to ₹3,936 crores, reflecting robust business momentum and the company's ability to scale its high-velocity supply chain model.













| Particulars                    | Q4-FY26 (₹ crores) | Q4-FY25 (₹ crores) | Change (%) |
|--------------------------------|--------------------|--------------------|------------|
| Interest Income                | 99.18              | 52.20              | 90.0%↑     |
| Fee & Other Income             | 6.23               | 1.89               | 229.6%     |
| Dividend Income                | 0.00               | 0.00               | —          |
| Operating Income               | 105.41             | 54.09              | 94.9%      |
| Other Non-operating Income     | 0.24               | —                  | —          |
| Total Income                   | 105.65             | 54.09              | 95.3%↑     |
| Interest Expenses              | 42.92              | 18.55              | 131.4%     |
| Net Interest Income (NII)      | 62.73              | 35.54              | 76.6%↑     |
| Operating Expenses             | 6.27               | 7.42               | (15.5)%    |
| Profit Before Provision & Tax  | 56.46              | 28.12              | 100.8%     |
| Impairment on Financial Assets | 0.25               | (2.95)             | —          |
| Profit Before Tax (PBT)        | 56.21              | 31.07              | 80.9%↑     |
| Income Tax                     | 13.94              | 7.28               | 91.5%      |
| Profit After Tax (PAT)         | 42.27              | 23.79              | 77.7%↑     |
| Loan Book (EOP)                | 3,935.56           | 2,246.05           | 75.2%↑     |

## Key Numbers

### Loan Book Composition

| Particulars | As on March 31, 2026 (₹ crores) | As on March 31, 2025 (₹ crores) |
|-------------|---------------------------------|---------------------------------|
| Secured     | 3,628                           | 1,807                           |
| Unsecured   | 308                             | 439                             |
| Total       | 3,936                           | 2,246                           |

## Risk Management Framework

|   | Risk Area                               | Description  | Mitigation Strategy   |
|---|---|--|---|
|    | <b>Credit Risk</b>                      | Risk of borrower default within MSME supply chain portfolio      | Predominantly secured lending (80–87%) backed by inventory and receivables                          |
|    | <b>Anchor Dependency Risk</b>           | Dependence on anchored ecosystem for borrower discipline         | “Stop Supply” arrangement ensuring suspension of supplies in case of dealer default                 |
|    | <b>End-Use Risk</b>                     | Misutilisation of loan funds                                     | Direct disbursement into anchor ERP systems ensuring funds are used strictly for trade transactions |
|    | <b>Borrower Quality Risk</b>            | Risk arising from weak or untested counterparties                | Stringent borrower selection with established track record (3–5 years) and anchor linkage           |
|   | <b>Operational Risk</b>                 | Risks arising from process inefficiencies or manual intervention | Fully digital platform covering end-to-end lending lifecycle with minimal manual dependency         |
|  | <b>Technology &amp; Monitoring Risk</b> | Inadequate real-time monitoring of loan performance              | Proprietary scoring models and AI-driven credit monitoring tools for continuous surveillance        |
|  | <b>Regulatory Risk</b>                  | Changes in regulatory framework or licensing challenges          | Close regulatory compliance and transition to appropriate licensing structures                      |
|  | <b>Management Transition Risk</b>       | Leadership changes impacting operational stability               | Conservative growth approach during transition and strong group-level oversight                     |
|  | <b>Sectoral Concentration Risk</b>      | High exposure to building materials and automobile sectors       | Diversified geographic presence to balance cyclical and seasonal demand fluctuations                |
|  | <b>Expansion Risk</b>                   | Diversification into new business segments diluting core focus   | Phased approach; new ventures currently at evaluation stage with focus on core SCF business         |
|  | <b>Leverage &amp; Capital Risk</b>      | Excessive leverage leading to higher financial risk              | Conservative leverage (2x) with defined ceiling, ensuring balance sheet strength                    |
|  | <b>Liquidity &amp; Funding Risk</b>     | Access to funding and cost of capital                            | Strong credit ratings supporting competitive borrowing and stable funding access                    |

## Human Resources

The Company places significant value on its human capital, recognising that employee commitment and engagement are central to achieving its long-term vision. It actively fosters strong relationships with its workforce through continuous engagement initiatives, aimed at enhancing retention and building a cohesive

organisational culture. Beyond providing a conducive work environment and growth opportunities, the Company is committed to employee well-being through structured welfare programs, ensuring a motivated, productive, and future-ready workforce.



## Internal Control & Its Adequacy

SG Finserve maintains a robust internal control framework, including comprehensive internal financial controls, to ensure adherence to applicable policies, procedures, and statutory requirements, aligned with the Company's scale and operational complexity. The framework is designed to continuously identify, monitor, and evaluate risks across all key areas, including operational, commercial, financial, and strategic domains.

The Company has established structured management reporting systems and control mechanisms to effectively track performance, strategy execution, business environment dynamics, funding, and risk exposure. An independent internal audit function conducts periodic and comprehensive audits across all business and functional areas, with findings and recommendations reported to the Audit Committee for oversight and continuous improvement.

## Cautionary Statement

The Management Discussion and Analysis Report may contain 'Forward-Looking Statements,' describing the Company's outlook, projections, estimates, expectations and predictions, within the meaning of applicable securities laws and regulations. Actual performance may materially differ from that expressed or implied.

# Corporate Information

## CHAIRPERSON

Mr. Deepak Kumar (DIN: 03056481)

## DIRECTORS

Mr. Rohan Gupta (DIN: 08598622)

Mrs. Asha Anil Agarwal (DIN: 09722160)

Mr. H. S. Upendra Kamath (DIN: 02648119)

Mr. Dukhabandhu Rath (DIN: 08965826)

Mr. Rakesh Sharma (DIN: 06695734)

Mr. Gorinka Jaganmohan Rao (DIN: 06743140)

## CHIEF EXECUTIVE OFFICER

Mr. Vinay Gupta

## CHIEF FINANCIAL OFFICER

Mr. Sanjay Rajput

## CHIEF COMPLIANCE OFFICER

Mr. Lakshay Dudeja

## COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Kush Mishra

## REGISTERED OFFICE

37, Hargobind Enclave, Vikas Marg,  
East Delhi, Delhi 110092

## CORPORATE OFFICE

35-36, Kaushambi, Near Anand Vihar Terminal,  
Ghaziabad, Uttar Pradesh 201010

## BANKERS

HDFC Bank Limited

Yes Bank Limited

Union Bank Of India

Axis Bank Limited

Bajaj Finserv Limited

Bank Of Baroda

ICICI Bank Limited

RBL Bank Limited

Bandhan Bank Limited

The Federal Bank Limited

AU Small Finance Bank

Karnataka Bank Limited

South Indian

Punjab National Bank

Canara Bank

Indian Bank

DCB Bank Limited

Aditya Birla Capital Limited

## AUDITORS

### Statutory Auditors

M/s S. P. Chopra & Co.  
Chartered Accountants  
1505, Astralis Supernova, Sector – 94,  
Gautam Buddha Nagar, Noida 201301

### Secretarial Auditors

M/s Parikh and Associates,  
Company Secretaries  
111, 11th Floor, Sai-Dwar CHS Ltd Sab TV  
Lane, Opp Laxmi Industrial Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai 400053

### Internal Auditor

Mr. Saurabh Mishra  
In consultation with Ernst & Young LLP,  
6th, 14th, 15th, 16th, 17th, Plot No.29, The  
Ruby, Senapati Bapat Marg, Dadar West,  
Mumbai 400028, Maharashtra

## DEBENTURE TRUSTEE

### Axis Trustee Services Limited

Plot 25, 2nd Floor, Pusa Road, Karol Bagh,  
New Delhi 110005



## REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited  
D-153A, First Floor, Okhla Industrial Area,  
Phase-1, Delhi-110020

# Board's Report

Dear Members,

Your Directors have pleasure in presenting the Thirty-two (32<sup>nd</sup>) Annual Report, together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 ("FY 2026").

## FINANCIAL PERFORMANCE

The key highlights of the audited financial statements are presented in the below table:

(Amount in ₹ Lakhs)

| Particulars   | March 31, 2026   | March 31, 2025   |
|---|------------------|------------------|
| Revenue from operation                                  | 33,341.28        | 16,997.14        |
| Add: Other Income                                       | 24.64            | 28.46            |
| <b>Total Revenue</b>                                    | <b>33,365.92</b> | <b>17,025.60</b> |
| <b>Profit before Finance cost, Depreciation and Tax</b> | <b>30,668.66</b> | <b>14,264.02</b> |
| Less: Finance Cost                                      | 13,445.63        | 3,197.53         |
| Less: Depreciation                                      | 68.06            | 50.54            |
| <b>Profit before tax</b>                                | <b>17,154.97</b> | <b>11,015.95</b> |
| Less: Tax   | 4,389.25         | 2,916.93         |
| <b>Profit for the year</b>                              | <b>12,765.72</b> | <b>8,099.02</b>  |

## RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

During the year under review, your Company achieved Total Revenue and Net Profit of ₹33,365.92 lakh and ₹12,765.72 lakh respectively as against Total Revenue and Net Profit of ₹17,025.60 lakh and ₹8,099.02 lakh respectively during the previous financial year ended March 31, 2025.

## MATERIAL EVENTS AND COMMITMENTS

### Changes to the Constitutional Documents During The Year Under Review

The Members of the Company, through Postal Ballot dated March 12, 2026, approved the amendment to Clause III(A) – Main Objects of the Memorandum of Association pursuant to provisions of the Sections 4 and 13 of the Companies Act, 2013. The amendment, inter alia, enables the Company:

- receivables and factoring services;
- acting as settlor, sponsor or investment manager to investment funds;
- to promote, establish, acquire, subscribe to, invest in, entities engaged in securitisation and asset reconstruction businesses;
- to promote, establish, acquire, subscribe to, invest in, entities engaged in insurance broking and allied services;
- to promote, establish, acquire, subscribe to, invest in, entities engaged in information technology and digital platform-based financial services.

## Listing of Equity Shares

During the year under review, the equity shares of the Company were listed on the National Stock Exchange of India Limited (NSE) with effect from August 05, 2025, pursuant to the approval granted by NSE vide its letter dated August 01, 2025.

The listing on NSE marks a significant milestone in enhancing the Company's market presence, liquidity, and investor reach.

## APPROVAL FOR FACTORING BUSINESS

The Company was granted a Certificate of Registration by the Reserve Bank of India ("RBI") on January 07, 2026, permitting it to commence and carry on the business of factoring.

## DIVIDEND

Keeping in view the need to augment the resources of the Company for future, your Directors do not recommend the payment of dividend for FY 2025-26.

Pursuant to Regulation 43A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the Company has adopted a Dividend Distribution Policy. During the year under review, there have been no changes to the policy. Hence, the same is not annexed to this report, as the same is available on our website at <https://www.sgfinserve.com/static/media/Dividend%20Distribution%20policy.68aad8fc8d4dd3943eda.pdf>.

## ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return

for the financial year 2025-26, is available on the Company's website at <https://www.sgfinserve.com/annual-return>.

### MANAGEMENT'S DISCUSSION AND ANALYSIS

The report on Management Discussion and Analysis as required under Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is presented in a separate section, forming an integral part of this Annual Report. Certain statements in the report may be forward-looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook.

### PUBLIC DEPOSITS

The Company has not invited or accepted any public deposits during the year under review.

### CHANGES IN SHARE CAPITAL AND MEMORANDUM OF ASSOCIATION

During the year under review, there was no change in the Authorized Share Capital of the Company, which continues to stand at ₹70,00,00,000 (Rupees Seventy Crore), divided into 7,00,00,000 (Seven Crore) equity shares of ₹10/- each.

The paid-up equity share capital as on March 31, 2026, stood at ₹65,26,72,220.

During the year under review and up to the date of this Report, the Company has converted the following Fully Convertible Warrants into an equivalent number of equity shares and the paid-up equity share capital of the Company has increased to ₹65,89,50,000.

| S. No. | Particulars                | Date of Allotment | No. of warrants allotted | No. of warrants converted into equity shares | Price of warrants (in ₹) |
|--------|----------------------------|-------------------|--------------------------|--|--------------------------|
| 1      | Fully Convertible Warrants | March 19, 2026    | 39,25,000                | 39,25,000                                    | 450                      |
| 2      | Fully Convertible Warrants | March 27, 2026    | 54,47,222                | 54,47,222                                    | 450                      |
| 3      | Fully Convertible Warrants | April 08, 2026    | 6,27,778                 | 6,27,778                                     | 450                      |

### DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company did not have any Subsidiary/Joint Venture/Associate Companies during the year under review.

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company, being an NBFC registered with the RBI is exempt from complying with the provisions of Section 186 of the Act with respect to loans, guarantees and investments. Accordingly, the Company is exempt from complying with the requirements to disclose in the financial statement the full particulars of the loans given, investment made or guarantee given or security provided.

### PARTICULARS OF REMUNERATION

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate **Annexure 'A'** forming part of this report. Further, as per second proviso to Section 136(1) of the Act read with Rule 5 of the aforesaid Rules, the Board's Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars of employees as required under Rule 5(2) of the aforesaid Rules.

### TRANSFER TO RESERVE FUND

Your Company has transferred an amount of ₹25.53 crore to the statutory reserves in accordance with the requirements of Section 45-IC(1) of the Reserve Bank of India Act, 1934.

### CAPITAL ADEQUACY RATIO

The Company's capital adequacy ratio as of March 31, 2026, is 36.58% as against 43.46% as at March 31, 2025. The minimum capital adequacy ratio prescribed by the Reserve Bank of India is 15%.

### SHARE CAPITAL STRUCTURE

| Share Capital  | Amount in ₹  |
|--|--------------|
| Authorised Share Capital (7,00,00,000 Equity Shares of ₹10 each)                     | 70,00,00,000 |
| Issued, Subscribed and Paid-up Share Capital (6,52,67,222 Equity Shares of ₹10 each) | 65,26,72,220 |

Any member interested in obtaining such particulars may write to the Company Secretary. The said information is available for inspection at the registered office of the Company during working days of the Company up to the date of the ensuing annual general meeting.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

As on March 31, 2026, the Company had six Directors on its Board, all six were Non-Executive Directors. Out of the six Non-Executive Directors, five were Independent Directors. Further the Company has approved re-appointment of :

- Mr. H. S. Upendra Kamath (DIN: 02648119) as Independent Director of the Company, for a 2<sup>nd</sup> term of five consecutive years with effect from February 13, 2026.
- Mr. Dukhabandhu Rath (DIN: 08965826) as Independent Director of the Company, for a 2<sup>nd</sup> term of five consecutive years with effect from January 25, 2026.
- Mrs. Asha Anil Agarwal (DIN: 09722160) as Independent Director of the Company, for a 2<sup>nd</sup> term of five consecutive years with effect from September 23, 2025.

On April 16, 2026, the Board of Directors appointed Mr. Deepak Kumar (DIN: 03056481) as an Additional Director in the category of Non-Executive and Non-Independent Director of the Company, to hold office up to the date of the ensuing Annual General Meeting ("AGM"). The Board also appointed him as the Chairperson of the Company with effect from the same date.

## DIRECTORS LIABLE TO RETIRE BY ROTATION

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder and pursuant to Articles of Association of the Company, Mr. Rohan Gupta (DIN: 08598622) Director of the Company, is liable to retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment for the consideration of the members of the Company at the ensuing AGM.

## CHANGE IN KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Ritu Nagpal resigned as Company Secretary and Compliance Officer with effect from closure of business hours on August 31, 2025, and Mr. Kush Mishra was appointed in her place with effect from October 13, 2025. Further, Mr. Sorabh Dhawan resigned as Chief Executive Officer with effect from closure of business hours on November 03, 2025, and Mr. Vinay Gupta was appointed in his place with effect from November 24, 2025. Further, Mr. Sahil Sikka resigned as Chief Financial Officer and Chief Operating Officer with effect from closure of business hours on December 31, 2025, and Mr. Sanjay Rajput was appointed as Chief Financial Officer in his place with effect from January 01, 2026.

## CORPORATE GOVERNANCE REPORT

The Corporate Governance report which forms a part of Board's Report which states that a detailed Company's corporate governance practices, is provided in **Annexure 'B'**, together with the certificate from the Secretarial Auditors confirming compliance with the SEBI Listing Regulations.

## CREDIT RATING

The Credit ratings of the Company as on March 31, 2026, are summarised below:

| Rating Agency | Instrument                                       | Amount Rated (In Cr.) | Rating               |
|---------------|--|-----------------------|----------------------|
| ICRA Limited  | Long-term – Fund-based / Non-fund based – Others | 2,600                 | ICRA AA(CE) / Stable |
| ICRA Limited  | Non-convertible debentures                       | 200                   | ICRA AA(CE) / Stable |
| ICRA Limited  | Commercial Paper                                 | 200                   | ICRA A1+             |

## DEBENTURES

During the year under review, the Company carried out a modification in the terms of its senior, rated, listed, secured, taxable, and redeemable Non-Convertible Debentures aggregating to ₹50,00,00,000 (Rupees Fifty Crores only), bearing ISIN INE618R07012 ("Debentures"), with respect to the call option date and call option notice period. The said modifications were approved by the Debenture Holders, the Debenture Trustee, and the Stock Exchange.

Subsequently, on April 6, 2026, the Company exercised the call option and redeemed the aforesaid Non-Convertible Debentures in full.

## CODE FOR PREVENTION OF INSIDER TRADING

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company has adopted (i) the code of practices and procedures for fair disclosure of unpublished price sensitive information and (ii) the code of conduct to regulate, monitor and report trading by insiders, in terms of the said Regulations.

## BOARD AND COMMITTEES' MEETINGS

During the financial year 2025-26, Five meetings of the Board of Directors were held. The details of the composition of the Board and its committees, as well as the Meetings held and attendance of the Directors at such meetings are provided in the Corporate Governance, which is forming a part of this Board's Report.

## DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors of the Company have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as Independent Director during the year.

The Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

In the opinion of the Board, all the Independent Directors are possessing integrity, expertise and experience (including the proficiency) in their respective domains.

## CORPORATE POLICIES

We seek to promote and follow the highest level of ethical standards in our business transactions. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on the website of the Company at <https://www.sgfinserve.com/policy>.

The Policies are reviewed periodically by the Board and updated on the basis of requirement in accordance with revision in compliance guidelines.

## THE KEY POLICIES ARE AS FOLLOWS:

### I. Nomination and Remuneration Policy

In accordance with the provisions of section 134 (3)(e) of the Companies Act, 2013 read with the provisions of Section 178(3) and 178(4) and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has adopted the policy on appointment of Directors and Senior Management and succession planning for orderly succession to the Board and the Senior Management, which inter – alia includes the criteria for determining qualifications, positive attributes and independence of Directors.

Your company has also adopted the policy on remuneration of Directors, Key Managerial Personnel and Employees in accordance with the provisions of section 178(3) and 178(4). The Policy is available on the Company's website <https://www.sgfinserve.com/policy>.

## II. Risk Management Policy

Your Company has a comprehensive Risk Management Policy in place and laid down a well-defined risk management framework to identify, assess and monitor risks and strengthen controls to mitigate risks. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis. The Policy is available on the Company's website <https://www.sgfinserve.com/policy>.

## III. Whistle Blower Policy – Vigil Mechanism

Adequate vigil mechanism for Directors and Employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct is in place and the same have been disclosed on the website of the Company <https://www.sgfinserve.com/policy>. No complaints under the whistle blower policy were received during the Financial Year 2025-26.

## IV. Corporate Social Responsibility (“CSR”) Policy

At SG Finserve, the Company believes in inclusive growth and sustainable development, and remains committed to creating a positive impact on society. The CSR initiatives of the Company are guided by its CSR Policy and are in alignment with the provisions of Section 135 of the Companies Act, 2013.

During the year under review, the Company has complied with the applicable provisions relating to CSR under the Companies Act, 2013. The Company continues to focus on undertaking meaningful CSR activities in identified areas, with an emphasis on contributing towards social and economic development.

The CSR initiatives of the Company are aimed at creating long-term value for the community and are implemented in accordance with the approved CSR Policy. The Company is also exploring additional avenues to further strengthen its CSR efforts and expand its outreach in the coming years.

The Annual Report on CSR activities for the financial year 2025–26, detailing the objectives, implementation, and outcomes of our CSR initiatives, is annexed to this report as **Annexure ‘C’**. The CSR Policy is available on our website and can be accessed at: <https://www.sgfinserve.com/csr-initiative>.

## AUDITORS AND AUDITORS’ REPORT

### STATUTORY AUDITORS AND AUDITORS’ REPORT

The members of the Company in the 31<sup>st</sup> Annual General Meeting held on September 23<sup>rd</sup>, 2025 had appointed M/s SP Chopra & Co, Chartered Accountants (Firm Registration

Number: 000346N) as the Statutory Auditors of the Company, to hold office from the 31<sup>st</sup> AGM held in the financial year 2025 till the conclusion of the 34<sup>th</sup> AGM to be held in the financial year 2028.

There have been no qualifications, reservations or adverse remarks given by the Statutory Auditors in their Report for the year under review.

### INTERNAL AUDITORS

In terms of provisions of section 144 of Companies Act, 2013, the Company has appointed Mr. Saurabh Mishra as Internal Auditor of the Company to carry out the Internal Audit in consultation with Ernst & Young (“EY”) of various operational areas of the Company.

### SECRETARIAL AUDITORS

The members of the Company in the 31<sup>st</sup> Annual General Meeting held on September 23<sup>rd</sup>, 2025 had appointed M/s Parikh & Associates, Company Secretaries (Firm Registration Number: P1988MH009800) to conduct the Secretarial Audit of the Company to hold office from 31<sup>st</sup> AGM held in the financial year 2025 till the conclusion of the 36<sup>th</sup> AGM to be held in the financial year 2030. In accordance with the provisions of Section 204(1), the Secretarial Audit Report for the financial year 2025-26 is appended to this report as **Annexure ‘D’**. The same does not contain any adverse remark or disclaimer.

The Secretarial Auditor's Report for the financial year ended March 31, 2026, does not contain any qualification, reservation or adverse remark requiring any explanations / comments by the Board of Directors.

### COST RECORDS AND COST AUDITORS

The provisions relating to the Cost Audit and Records as prescribed under the Section 148 of the Act, are not applicable to the Company.

### REPORTING OF FRAUDS BY THE AUDITORS TO THE COMPANY

During the year under review, the Auditors have not reported any instance of fraud to the Audit Committee and Board as per provisions of the Section 143(12) of the Companies Act, 2013.

### COMPLIANCE

Your Company is registered with Reserve Bank of India under Section 45IA of the Reserve Bank of India Act, 1934. Further, your Company has complied with and continues to comply with all applicable laws, rules, circulars and regulations applicable to the Company.

### ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your Company has laid down set of standards, processes and structure which enables to implement Internal Financial controls across the organisation with reference to Financial Statements and that such controls are adequate and operating effectively. During the year under review, no material or serious deviation has been observed for inefficiency or inadequacy of such controls.

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

The Board affirms that the Company has developed and implemented a comprehensive Risk Management Policy. This policy outlines a structured and proactive approach to identifying, assessing, mitigating, and monitoring various risks that could potentially impact the Company's operations, financial performance, and long-term sustainability.

### COMPLIANCE WITH SECRETARIAL STANDARDS OF THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ("ICSI")

The Company has complied with the applicable Secretarial Standards issued by ICSI.

### COMPLIANCE WITH CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for all Board members and senior management personnel which is available on the website of the Company i.e. <https://www.sgfinserve.com/investor>. The Company has received confirmations from all the Board members and senior management personnel regarding compliance of the Code during the year under review. A declaration signed by the Chief Executive Officer ("CEO") in this regard is attached as 'Annexure E'.

### BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING ("BRSR")

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement to submit a Business Responsibility and Sustainability Report ("BRSR") is applicable to the top 1,000 listed entities based on market capitalization.

The Company was previously covered under the aforesaid criteria and, accordingly, continues to prepare and disclose the BRSR in compliance with the applicable regulatory requirements. The Company has adopted a Policy on BRSR.

The BRSR, in the format prescribed by SEBI, along with the relevant disclosures, is available on the Company's website and can be accessed at: <https://www.sgfinserve.com/investor>.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE INCOME/ OUTFLOW

Being a Non-Banking Finance Company and not involved in any industrial or manufacturing activities, the Company's activities involve low energy consumption and has no particulars to report regarding conservation of energy, technology and absorption.

### PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

The Company has adopted a policy on related party transactions for the purpose of identification, monitoring and approving of such transactions. The Related Party Policy

is available on website of the Company and the weblink for the same is <https://sgfinserve.com/static/media/RPT%20Policy.1c9184bb7096d24e5a59.pdf>.

During the year, your Company has not entered into any transactions with Related Parties which are not in the ordinary course of its business or not on an arm's length basis and which require disclosure in this Report in terms of the provisions of Section 188(1) of the Companies Act, 2013. In view of the above, it is not required to provide the specific disclosure of related party transaction in e-Form AOC-2.

### ORDERS PASSED BY THE REGULATORS OR COURTS, IF ANY

During the year under review, no orders were passed by any regulatory or statutory authority impacting the going concern status of the Company or its future operations.

### DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 with respect to Director's responsibility statement, the Directors of the Company hereby confirm that:

- i) In preparation of the annual accounts for the year ended March 31, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) Directors have prepared the annual accounts on a going concern basis;
- v) The Directors have laid down internal financial controls as the Company that are adequate and were operating effectively; and
- vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### EMPLOYEE STOCK OPTION SCHEME ("ESOP Scheme")

The Company has three Employees Stock Option Schemes namely, Moongipa Securities Limited Employees Stock Option Scheme, 2022, SG Finserve Employee Stock Option Scheme, 2025 and SG Finserve Employee Stock Option Scheme, 2026 (collectively referred as "ESOP Schemes").

The details of ESOP Schemes have also been disclosed in Note 18 (c) to the Financial Statements respectively forming an integral part of this Annual Report.

The ESOP Scheme was formulated and amended in accordance with the SEBI guidelines and the eligibility and number of options to be granted to an employee is determined on the basis of various parameters such as scale, designation, performance, grades, period of service, criticality and such other parameters as may be decided by the Nomination & Remuneration Committee of the Board from time to time in its sole discretion.

A certificate from the Secretarial Auditors confirming that the employee stock option schemes of the Company are being implemented in accordance with the applicable regulations and the resolutions passed by the Members shall be made available for inspection at the ensuing Annual General Meeting. The disclosures as required under the applicable SEBI regulations are available on the website of the Company. <https://www.sgfinserve.com/>.

### DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has in place a Policy on Prevention of Sexual Harassment at the Workplace in line with the provisions of the said Act and an Internal Complaints Committee has also been set up to redress complaints received regarding Sexual Harassment.

| Particulars  | Status         |
|--|----------------|
| Number of Complaints received during the year (2025-26)    | NIL            |
| Number of Complaints disposed of during the year (2025-26) | Not Applicable |
| Number of cases pending for more than 90 days              | NIL            |

### OTHER DISCLOSURE:

In terms of applicable provisions of the act, the Company discloses that during the year under review:

- i. The Company has not issued any shares with Differential rights and hence no information as per provisions of section 43(a)(ii) of the act read with rule 4(4) of the companies (share capital and debenture) Rules, 2014 is furnished.

- ii. The Company has not issued any sweat equity shares and hence disclosure as per provisions of section 54(1)(d) of the act Read with rule 8(13) of the companies (share capital and debenture) rules, 2014 is not provided.
- iii. There were no amounts required to be transferred to investor education and protection fund (IEPF) pursuant to section 124 and 125 of the Companies Act, 2013 read with rules made thereunder.
- iv. The Company is complying of the provisions relating to the Maternity Benefit Act 1961.
- v. There are no significant and material orders passed by the regulators or courts or tribunals that would impact the going concern status of the Company and its future operations.
- vi. Neither any application was made, nor any proceedings are pending under the insolvency and bankruptcy code, 2016 against the Company.
- vii. There were no instances of one time settlement for any loans taken from the banks or financial institutions.

### GREEN INITIATIVE

Your Company has taken the initiative of going green and minimising the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic format to all those Members whose email address is available with Company. Your Company would encourage other Members also to register themselves for receiving Annual Report in the electronic Report form.

### ACKNOWLEDGEMENT

The Board of Directors places its gratitude and appreciation for the support and cooperation from its members, the RBI and other regulators, banks and financial institutions.

The Board of Directors also places on record its sincere appreciation for the commitment and hard work put in by the employees of the Company and thanks them for yet another excellent year of performance.

For & On behalf of the Board of Directors

Sd/-

**Rohan Gupta**

Chairperson & Director

DIN: 08598622

Place: Noida

Date: April 16, 2026

## Annexure-A

**DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016**

|    |   |  |
|----|---|--|
| 1. | The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;   | During FY 2025–26, the Directors did not receive any remuneration except sitting fees from the Company, as all the Directors are Non-Executive Directors.                              |
| 2. | The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year.   | ^Mr. Sahil Sikka, CFO- 32.23%<br>^Mr. Sorabh Dhawan, CEO- 29.87%<br>^Ms. Ritu Nagpal, CS –10%<br>*Mr. Vinay Gupta, CEO- Nil<br>*Mr. Sanjay Rajput, CFO-Nil<br>*Mr. Kush Mishra, CS-Nil |
| 3. | The percentage increases in the median remuneration of employees in the financial year;   | 47.77%   |
| 4. | The number of permanent employees on the rolls of Company;  | 76 Employees as on March 31, 2026  |
| 5. | Average percentile increases already made in the salaries of employees other than the managerial personnel in the last in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration; | 20%  |
| 6. | Affirmation that the remuneration is as per the remuneration policy of the Company.   | Remuneration paid during the year ended March 31, 2026, is as per the Remuneration Policy of the Company.  |

^Mr. Sahil Sikka resigned from the position of CFO & COO w.e.f close of the business hours of December 31, 2025.

^Mr. Sorabh Dhawan resigned from the position of CEO w.e.f close of the business hours of November 03, 2025.

^Ms. Ritu Nagpal resigned from the position of CS and Compliance Officer w.e.f close of the business hours of August 31, 2025.

\* Mr. Vinay Gupta, Mr. Sanjay Rajput, and Mr. Kush Mishra were appointed as Key Managerial Personnel during the year under review; hence, there was no change in their remuneration.

**For & On behalf of the Board of Directors**

Sd/-

**Rohan Gupta**

Chairperson &amp; Director

DIN: 08598622

Place: Noida

Date: April 16, 2026

# Corporate Governance Report

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At SG Finserve Limited, Corporate Governance is not just a set of guidelines but an ongoing commitment embedded in the Company's culture. Our business objectives are aligned with the holistic well-being and interests of all stakeholders, and we continue to strengthen this foundation year after year.

We have established a robust governance framework by constituting a Board that is a balanced blend of seasoned experts known for their integrity and professional acumen. Our top leadership team is supported by competent professionals across all levels, backed by effective systems, processes, and technology. We firmly believe that true Corporate Governance is not limited to the mere adoption of a code but is demonstrated through unwavering ethical practices and accountability.

The Company remains steadfast in adopting corporate practices that are founded on transparency, timely and fair disclosures, and the clear accountability of key management personnel, thereby safeguarding the interests of all stakeholders.

To ensure this, we have put in place comprehensive codes and policies, including but not limited to: the Code of Conduct for Board Members and Senior Management, the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information, the Whistle Blower Policy, Archival Policy, Policy on Preservation of Documents, Policy for Determining Materiality of Events, and the Policy on Materiality of Related Party Transactions and their dealings.

Our internal control systems are regularly reviewed and their adequacy is monitored by the Audit Committee, ensuring transparency, fairness, and sound decision-making at all levels of the organization.

## 2. BOARD OF DIRECTORS

### 2.1 COMPOSITION OF BOARD

In compliance with the SEBI Listing Regulations, as on March 31, 2026, the Board of Directors comprised 6 (six) directors of which all directors are Non-Executive Directors. Out of 6 (six) Non-executive Directors, 5 (Five) are Independent Directors with one woman Independent Director.

Details are as given hereunder:

| Name of Director                              | Category         | No. of Board Meetings FY 2025-26 |           | Attendance in last AGM held on September 23rd, 2025 | No. of shares/ Convertible instruments held | No. of other Directorships and Committee Memberships / Chairmanships |                      |                        |
|---|------------------|----------------------------------|-----------|---|---|--|----------------------|------------------------|
|   |                  | Held                             | Attend-ed |   |   | Other Director-ships <sup>5</sup>                                    | Other Member-ships** | Other Chairman-ships** |
| Mr. Rohan Gupta<br>(DIN: 08598622)            | Promoter and NED | 5                                | 4         | No  | 1,48,64,999                                 | 1  | -                    | -                      |
| Mr. H. S. Upendra Kamath<br>(DIN: 02648119)   | ID               | 5                                | 5         | Yes   | -   | 6  | 6                    | 1                      |
| Mr. Dukhabandhu Rath<br>(DIN: 08965826)       | ID               | 5                                | 5         | Yes   | -   | 8  | 7                    | 2                      |
| Mrs. Asha Anil Agarwal<br>(DIN: 09722160)     | ID               | 5                                | 5         | Yes   | -   | 7  | 6                    | 3                      |
| Mr. Gorinka Jaganmohan Rao<br>(DIN: 06743140) | ID               | 5                                | 5         | Yes   | -   | 2  | 2                    | 1                      |
| Mr. Rakesh Sharma<br>(DIN: 06695734)          | ID               | 5                                | 5         | Yes   | -   | 1  | -                    | -                      |

NED= Non-Executive Director, ID= Independent Director

<sup>5</sup>excludes Directorships in Private Limited Companies, Foreign Companies, memberships of Managing Committees of various Chambers/ bodies /Section 8 Companies. Independent Directorships held by the Directors are in accordance with the Listing Regulations.

\*\*only covers Memberships/Chairmanships of Audit Committee and Stakeholders' Relationship Committee.

<sup>#</sup>The appointment of Independent Directors is in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and they fulfill the conditions specified in the Listing Regulations and are independent of the management of the Company.

No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

**Name of the listed entities where Directors of the Company holds directorships , other than SG Finserve Limited:**

| Name of Director   | Name of the Listed Entities   | Category   |
|--|---|--|
| <b>Mr. Rohan Gupta</b><br>Non-Executive Director                           | -   | -  |
| <b>Mr. H. S. Upendra Kamath</b><br>Independent<br>Non-Executive Director   | 1) Sharda Cropchem Limited<br>2) Kisan Mouldings Limited<br>3) APL Apollo Tubes Limited   | 1) Independent Director<br>2) Independent Director<br>3) Independent Director  |
| <b>Mr. Dukhabandhu Rath</b><br>Independent<br>Non-Executive Director       | 1) 20 Microns Limited<br>2) SG Mart Limited<br>3) K.P Energy Limited<br>4) APL Apollo Tubes Limited<br>5) Atlantia Electricals Limited<br>6) Gujarat Ambuja Exports Limited | 1) Independent Director<br>2) Independent Director<br>3) Independent Director<br>4) Independent Director<br>5) Independent Director<br>6) Independent Director |
| <b>Mrs. Asha Anil Agarwal</b><br>Independent<br>Non-Executive Director     | 1) APL Apollo Tubes Limited<br>2) Kisan Mouldings Limited<br>3) Authum Investment & Infrastructure Limited  | 1) Independent Director<br>2) Independent Director<br>3) Independent Director  |
| <b>Mr. Rakesh Sharma</b><br>Independent<br>Non-Executive Director          | 1) APL Apollo Tubes Limited   | 1) Independent Director  |
| <b>Mr. Gorinka Jaganmohan Rao</b><br>Independent<br>Non-Executive Director | 1) Viceroy Hotels Limited   | 1) Independent Director  |

**Date and number of Board Meetings held**

Five (5) Board Meetings were held during the financial year 2025-26 i.e., on May 08, 2025, July 22, 2025, October 10, 2025, January 23, 2026 and February 16, 2026. The maximum time gap between any two consecutive meetings was not more than one hundred and twenty days.

**INDEPENDENT DIRECTORS**

Independent Directors of the Company are required to comply with the requirements of the "Code of Conduct for the Board members and Senior Management Personnel", "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" and the Code for Independent Directors (Schedule IV of Companies Act, 2013).

All the Independent Directors have affirmed that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Further, in the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the management.

A formal letter of appointment to Independent Directors as provided in Act has been issued and terms and conditions for appointment of independent directors is available on the website of the Company viz. <https://www.sgfinserve.com/investor>.

In accordance with the provisions of Schedule IV of the Companies Act, 2013 and Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on March 24, 2026. Mr. Gorinka Jaganmohan Rao was unanimously elected as Chairperson of the meeting and all the Independent Directors of the Company were present at the said Meeting.

At the meeting held on March 24, 2026, the Independent Directors reviewed the performance of Non-Independent Directors, the Board as a whole and the Chairperson of the Company. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

Independent Directors found the results of the above evaluation, assessment etc. to be satisfactory.

**FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTOR**

In accordance with the provisions of Regulation 25(7) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended from time to time ("Listing Regulations"), the Company has been conducting various familiarization programmes for Independent Directors. The details of such familiarization programmes for Independent Directors have been disclosed on the website of the Company, the web link for which is <https://www.sgfinserve.com/details-familairization>.

### BOARD SKILLS, EXPERTISE OR COMPETENCE

The Board of Directors possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales & marketing, operations, research, corporate governance, education, community service or other disciplines.

| Skill/ expertise / competence | Names(s) of Directors having the respective skill/ expertise/ competence  |
|-------------------------------|---|
| Finance                       | Mr. Dukhabandhu Rath, Mrs. Asha Anil Agarwal, Mr. H. S. Upendra Kamath, Mr. Rakesh Sharma and Mr. Gorinka Jagannathan Rao |
| Law                           | Mrs. Asha Anil Agarwal, Mr. H. S. Upendra Kamath and Mr. Rakesh Sharma  |
| Sales & Marketing             | Mr. Rohan Gupta   |
| Operations                    | Mr. Rohan Gupta   |
| Research                      | Mrs. Asha Anil Agarwal  |
| Corporate Governance          | Mr. Dukhabandhu Rath, Mr. H. S. Upendra Kamath and Mrs. Asha Anil Agarwal   |
| Education                     | Mrs. Asha Anil Agarwal  |
| Community Service             | Mrs. Asha Anil Agarwal and Mr. Dukhabandhu Rath   |

### PERFORMANCE EVALUATION

The Board of Directors has made formal annual evaluation of its own performance, and that of its committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed under the Listing Regulations.

Performance of the Board was evaluated after seeking inputs from all the Directors on the basis of the criteria such as adequacy of its composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as composition of committees, terms of reference of committees, effectiveness of the committee meetings, participation of the members of the committee in the meetings, etc. The Board also carried out evaluation of the performance of Individual Directors on the basis of criteria such as attendance and effective participation and contributions at the meetings of the Board and its committees, exercise of his/her duties with due and reasonable care, skill and diligence, etc. Further the Independent Directors evaluated the performance of all Non-Independent Director. After such evaluation, the Board expressed its satisfaction over its own performance and that of its committees and the Directors.

### 3. COMMITTEES OF THE BOARD

The Company has over the years maintained the highest standards of corporate governance processes and has had the foresight to set up corporate governance practices in line with the requirements of Listing Regulations. The constitution, terms of reference and the functioning of the existing Committees of the Board are explained hereunder. Each Committee demonstrates the highest level of governance standards and has the requisite expertise to handle issues relevant to its field. These Committees spend considerable time and provide focused attention to various issues placed before them and the guidance provided by these Committees lend immense value and support, thus enhancing the quality of the decision-making process of the Board. The Board reviews the functioning of these Committees from time to time. The recommendations of the Committees are submitted to the Board for approval. During the year, all the recommendations of the Committees were accepted by the Board. The Company had constituted 5 (Five) main committees i.e., Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

The Company Secretary acts as the Secretary of all the Committees. The Board of Directors and the Committees also take decisions by circular resolutions which are noted by the Board / respective Committees at their next meetings. The Minutes of meetings of all Committees of the Board are circulated to the Board of Directors, for noting.

None of the Directors hold office as a director, including as alternate director, in more than 20 companies at the same time. None of them has directorships in more than 10 public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies and section 8 of the Act are excluded. For the purpose of reckoning the directorships in listed companies, only equity listed companies have been considered.

As per declarations received, none of the directors serve as an Independent Director in more than 7 equity listed companies. The Independent Directors have also confirmed that they are not on the Board of more than three NBFCs (NBFC-Middle Layer or NBFC-Upper Layer) at the same time in line with RBI Scale Based Regulations.

None of the Director is a member in more than 10 committees, nor a chairperson in more than 5 committees across all companies in which he/she is a director.

Notwithstanding the number of directorships, as highlighted herein, the outstanding attendance record and participation of the directors in Board/Committee meetings indicates their commitment and ability to devote adequate time to their responsibilities as Board/Committee members.

**i) Audit Committee**

Audit Committee of the Board (ACB) was constituted in accordance with Section 177 of the Companies Act, 2013, Regulation 18 of SEBI Listing Regulations and applicable provisions of RBI Directions as amended, from time to time.

All the members of the Committee are financially literate and have adequate knowledge in accounting and financial management. The Committee is chaired by a Non-Executive Independent Director. The Chairperson of the committee was present at the last Annual General Meeting. The majority of the members of this committee are independent directors.

The Chief Executive officer, Chief Financial Officer, Statutory Auditors and Internal Auditors are invited to the meetings of the Audit Committee.

**Terms of Reference of Audit Committee**

- a. Reviewing with the Management the financial statements and auditors' report before submission to the Board.

During the year under review, 4 (four) meetings of the Audit Committee of the Board were held i.e., on May 08, 2025, July 22, 2025, October 13, 2025 and January 23, 2026. The composition of the Audit Committee as on March 31, 2026 and the meetings attended by its members are as under:

| S. No. | Members                    | Categories of Directorship         | Meetings |          |
|--------|----------------------------|------------------------------------|----------|----------|
|        |                            |                                    | Held     | Attended |
| 1.     | Mr. H. S. Upendra Kamath   | Chairperson - Independent Director | 4        | 4        |
| 2.     | Mrs. Asha Anil Agarwal     | Member - Independent Director      | 4        | 4        |
| 3.     | Mr. Dukhabandhu Rath       | Member - Independent Director      | 4        | 4        |
| 4.     | Mr. Gorinka Jaganmohan Rao | Member - Independent Director      | 4        | 4        |
| 5.     | Mr. Rakesh Sharma          | Member - Independent Director      | 4        | 4        |
| 6.     | Mr. Rohan Gupta            | Member- Non Executive Director     | 4        | 3        |

All the recommendations of the Audit Committee during the year under review were accepted by the Board.

**ii) Nomination and Remuneration Committee (NRC)**

Nomination and Remuneration Committee (NRC) was constituted in accordance with Section 178 of the Companies Act, 2013, Regulation 19 of SEBI Listing Regulations, Regulation 5 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and applicable provisions of RBI Directions as amended, from time to time.

The Committee is chaired by a Non-Executive Independent Director. The Chairperson of the committee was present at the last Annual General Meeting. The majority of the members of this committee are Independent Directors.

**Terms of Reference of Nomination and Remuneration Committee**

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- (2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) Evaluating the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required of an independent director, before appointment of Independent Directors;
- (4) Devising a policy on diversity of board of directors;
- (5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal and specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
- (6) determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

- b. Recommendation to the Board regarding appointment, remuneration and terms of appointment of auditors of the company.
- c. To review and monitor the auditor's independence and performance, and effectiveness of audit process.
- d. Evaluation of internal financial controls and risk management systems.
- e. Review with the management, the statement of uses / application of funds.
- f. Approval or any subsequent modification of transactions with related parties of the Company.
- g. Approval of changes, if any, in accounting policies and practices and reasons for the same.
- h. Scrutiny of inter-corporate loans and investments.
- i. Discussion with internal auditors of any significant findings and follow up there on.

- (7) recommend to the board, all remuneration, in whatever form, payable to the Chief Executive Officer;
- (8) performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended;
- (9) ensuring 'fit and proper' status of proposed/ existing directors and that there is no conflict of interest in appointment of directors on Board of the company, KMPs and senior management in terms of the Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025;
- (10) overseeing the framing, review and implementation of compensation policy of the company and ensuring that compensation levels are supported by the need to retain earnings of the company and the need to maintain adequate capital based on ICAAP;
- (11) analysing, monitoring and reviewing various human resource matters; and
- (12) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Regulations, the Master Directions issued by Reserve Bank of India and Companies Act, 2013 each as amended from time to time or other applicable law.

During the year, 6(six) meetings of the Nomination and Remuneration Committee were held i.e., on April 01, 2025, July 22, 2025, October 13, 2025, October 29, 2025, November 01, 2025, and January 23, 2026, which were duly attended by requisite committee members. The composition of the Nomination and Remuneration Committee as on March 31, 2026, and the particulars of attendance of members are as under:

| S. No. | Members                  | Categories of Directorship         | Meetings |          |
|--------|--------------------------|------------------------------------|----------|----------|
|        |                          |                                    | Held     | Attended |
| 1.     | Mr. H. S. Upendra Kamath | Chairperson – Independent Director | 6        | 6        |
| 2.     | Mr. Dukhabandhu Rath     | Member – Independent Director      | 6        | 6        |
| 3.     | Mr. Rohan Gupta          | Member - Non-Executive Director    | 6        | 6        |
| 4.     | Mrs. Asha Anil Agarwal*  | Member – Independent Director      | 6        | 3*       |

\*Mrs. Asha Anil Agarwal was appointed as member of Nomination & Remuneration committee w.e.f. July 22, 2025

### Nomination and Remuneration Policy

In terms of the Listing Regulations and the Act, the Company has in place a Nomination & Remuneration Policy. The said Policy of the Company, inter alia, provides that the. Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of directors and other matters as provided under the provisions of Section 178(3) of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The Policy also lays down broad guidelines for evaluation of performance of Board as a whole, Committees of the Board, individual Directors including the chairperson and the Independent Directors. The Policy encourages the appointment of women at senior executive levels and thereby promoting diversity. The Policy is designed to attract, recruit, retain and motivate best available talent.

The updated Policy is available on the website of the Company at <https://www.sgfinserve.com/policy>.

### iii) Stakeholders Relationship Committee

The Stakeholders' Relationship Committee has been constituted in accordance with the provisions of Section 178 of the Companies Act, 2013, Regulation 20 of SEBI Listing Regulations and applicable RBI guidelines issued from time to time.

The Committee is chaired by a Non-Executive Independent Director. The Chairperson of the committee was present at the last Annual General Meeting. The majority of the members of this committee are independent directors.

During the year, one meeting of the Stakeholders Relationship committee was held i.e., on March 24, 2026.

The composition of the Stakeholders Relationship Committee as on March 31, 2026 and the particulars of attendance of members are as under :

| S. No. | Members                    | Categories of Directorship        | Meetings |          |
|--------|----------------------------|-----------------------------------|----------|----------|
|        |                            |                                   | Held     | Attended |
| 1.     | Mr. Dukhabandhu Rath       | Chairperson –Independent Director | 1        | 1        |
| 2.     | Mr. Gorinka Jaganmohan Rao | Member – Independent Director     | 1        | 1        |
| 3.     | Mr. Rohan Gupta            | Member – Non-Executive Director   | 1        | -        |

**Terms of Reference of Stakeholders' Relationship Committee**

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from stakeholders from time to time;
- Approve, register, refuse to register transfer or transmission of shares and other securities;
- Sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
- Issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company; and
- Perform such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law.

The status of Shareholders' complaints during FY 2025-26: -  
(In Nos.)

|  |     |
|--|-----|
| No. of Complaints / Correspondence received                    | NIL |
| No. of Complaints resolved to the Satisfaction of shareholders | NA  |
| No. of pending at the end                                      | NA  |

**iv) Corporate Social Responsibility (CSR) Committee:**

Corporate Social Responsibility Committee was constituted in accordance with Section 135 of Companies act, 2013. The Committee is chaired by Non-Executive Independent Director.

**Terms of Reference of CSR Committee**

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013;
- To recommend the amount of expenditure to be incurred on the activities referred to in clause (a) in a financial year;
- To monitor this Policy from time to time; and
- Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

During the year one meeting of the CSR Committee was held on May 08, 2025. The composition as on March 31, 2026 and the attendance of Directors at the meeting are as under:

| S. No. | Members                  | Categories of Directorship         | Meetings |          |
|--------|--------------------------|------------------------------------|----------|----------|
|        |                          |                                    | Held     | Attended |
| 1.     | Mrs. Asha Anil Agarwal   | Chairperson – Independent Director | 1        | 1        |
| 2.     | Mr. H. S. Upendra Kamath | Member – Independent Director      | 1        | 1        |
| 3.     | Mr. Rohan Gupta          | Member – Non-Executive Director    | 1        | -        |

**v) Risk Management Committee**

Risk Management Committee (RMC) was constituted in accordance with Regulation 21 of SEBI Listing Regulations and applicable provisions of RBI Directions as amended, from time to time.

The Committee is chaired by Non-Executive Independent Director. The Chairperson of the committee was present at the last Annual General Meeting.

**Terms of Reference of Risk Management Committee:-**

- Approving and monitoring the Company's risk management policies and procedures;
- Framing, implementing, reviewing and monitoring the risk management plan including cyber security for the Company;
- Evaluating the overall risks faced by the Company including liquidity risk;
- Formulate a detailed risk management policy which shall include:
  - A framework for identification of internal and external risks specifically faced by the Company, in particular including Financial, operational, sectoral, sustainability (particularly, ESG

- related risks), information, cyber security risks or any other risk as may be determined by the Committee.
- Measures for risk mitigation including systems and processes for internal control of identified risks.
  - Business continuity plan
- e) Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- f) Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- g) Periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- h) Keeping the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- i) The appointment, removal and terms of remuneration of the Chief Risk officer shall be subject to review by the Risk Management Committee;
- j) Approving and reviewing the Assets Classification & Expected Credit Loss policy;
- k) Review IT Risk assessment of IT systems;
- l) Approving a framework to evaluate the risks and materiality of all existing and prospective outsourcing and the policies that apply to such arrangements;
- m) Laying down appropriate approval authorities for outsourcing depending on risks and materiality;
- n) Setting up suitable administrative framework of senior management for the purpose of the Master Directions;
- o) Undertaking regular review of outsourcing strategies and arrangements for their continued relevance and safety and soundness;
- p) Deciding on business activities of a material nature to be outsourced and approving such arrangements;
- q) Reporting to the Board of Directors of the Company on periodical basis on the status of review of Risk Governance;
- r) Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, the RBI Master Directions and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities and Exchange Board of India, Reserve Bank of India any other regulatory authority; and

- s) Prepare enterprise-wide Risk Matrix, review & monitoring risk migration, if any.

During the year five meeting of the Risk Management Committee were held on May 8, 2025, July 22, 2025, October 13 2025, December 17, 2025, and January 22, 2026

The composition as on March 31, 2026 and the attendance of Directors at the meetings are as under: -

| S. No. | Members                    | Categories of Directorship         | Meetings |          |
|--------|----------------------------|------------------------------------|----------|----------|
|        |                            |                                    | Held     | Attended |
| 1.     | Mrs. Asha Anil Agarwal     | Chairperson – Independent Director | 5        | 5        |
| 2.     | Mr. H S U Kamath           | Member – Independent Director      | 5        | 5        |
| 3.     | Mr. Gorinka Jaganmohan Rao | Member - Independent Director      | 5        | 5        |
| 4.     | Mr. Dukhabandhu Rath       | Member - Independent Director      | 5        | 5        |
| 5.     | Mr. Rohan Gupta            | Member - Non Executive Director    | 5        | 2        |
| 6.     | Mr. Rakesh Sharma          | Member – Non-Executive Director    | 5        | 5        |

#### vi) Information Technology (IT) Strategy Committee

The IT Strategy Committee has been constituted in accordance with the Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices issued by the Reserve Bank of India dated November 07, 2023. The Committee is chaired by Non Executive Independent Director and has substantial IT expertise in managing/ guiding information technology initiatives and the members of the Committee are technically competent.

#### Terms of reference of IT Strategy Committee

- a) Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place;
- b) Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business;
- c) Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable;
- d) Monitoring the method management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources;

- e) Ensuring proper balance of IT investments for sustaining Company's growth and becoming aware about exposure towards IT risks and controls;
- f) Instituting an appropriate governance mechanism for outsourced processes, comprising of risk-based policies and procedures, to effectively identify, measure, monitor and control risks associated with outsourcing in an end-to-end manner and undertaking a periodic review of outsourcing strategies and all existing material outsourcing arrangements;
- g) IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the organization; and
- h) Ensure that the organization has put in place processes for assessing and managing IT and cybersecurity risks.

The Committee met on quarterly basis during FY2025-2026, as required under the Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices.

During the year four meetings of the Information Technology Committee were held on June 27, 2025, July 22, 2025, December 22 2025, and March 24, 2026.

| S. No. | Members                  | Categories of Directorship                  | Meetings |          |
|--------|--------------------------|---|----------|----------|
|        |                          |   | Held     | Attended |
| 1.     | Mr. H S U Kamath         | Chairperson – Independent Director          | 4        | 4        |
| 2.     | Mrs. Asha Anil Agarwal   | Member – Independent Director               | 4        | 4        |
| 3.     | Mr. Dukhabandhu Rath     | Member - Independent Director               | 4        | 4        |
| 4.     | Mr. Sorabh Dhawan*       | Member - Chief Executive Officer            | 2        | 2        |
| 5.     | Mr. Ankush Aggarwal**    | Member – Chief Information Security Officer | 3        | 3        |
| 6.     | Mr. Vivekanand Tiwari*** | Member – Chief Information Security Officer | 4        | 4        |
| 7.     | Mr. Vinay Gupta****      | Member – Chief Executive Officer            | 2        | 2        |

| S. No. | Members                 | Categories of Directorship        | Meetings |          |
|--------|-------------------------|-----------------------------------|----------|----------|
|        |                         |                                   | Held     | Attended |
| 8.     | Mr. Lakshay Dudeja***** | Member – Chief Compliance Officer | 1        | 1        |

\*Sorabh Dhawan resigned from the position of CEO w.e.f close of the business hours of November 03, 2025

\*\* Ankush Aggarwal resigned from the position of CISO w.e.f December 31, 2025

\*\*\* Designation of Mr. Vivekanand Tiwari changed from Chief Compliance Officer to Chief Operating Officer & Chief Information Security Officer w.e.f January 23, 2026

\*\*\*\* Vinay Gupta was appointed as Chief Executive Officer w.e.f November 24, 2025

\*\*\*\*\* Lakshay Dudeja was appointed as Chief Compliance Officer w.e.f January 23, 2026

#### Details of Senior Management

The senior management are identified as per SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. As on March 31, 2026, the following persons were identified as Senior Management of the Company:

| S. No. | Name of Director & Category | Chairperson / Member                     |
|--------|-----------------------------|--|
| 1.     | Mr. Vinay Gupta             | Chief Executive Officer                  |
| 2.     | Mr. Sanjay Rajput           | Chief Financial Officer                  |
| 3.     | Mr. Kush Mishra             | Company Secretary and Compliance Officer |
| 4.     | Mr. Lakshay Dudeja          | Chief Compliance Officer                 |
| 5.     | Mr. Abhishek Mahajan        | Chief Risk Officer                       |
| 6.     | Mr. Lalit Gupta             | Chief Business Officer                   |
| 7.     | Mr. Vivekanand Tiwari       | Chief Information Security Officer       |
| 8.     | Mr. Saurabh Mishra          | Head- Internal Audit                     |

#### Changes in Senior Management during the financial year 2025-26:

| Name              | Date of Change    | Particulars of Change   |
|-------------------|-------------------|---|
| Mr. Sorabh Dhawan | November 03, 2025 | Resigned as Chief Executive Officer                             |
| Mr. Vinay Gupta   | November 24, 2025 | Appointed as Chief Executive Officer                            |
| Mr. Sahil Sikka   | December 31, 2025 | Resigned as Chief Financial Officer and Chief Operating Officer |
| Mr. Sanjay Rajput | January 01, 2026  | Appointed as Chief Financial Officer                            |
| Ms Ritu Nagpal    | August 31, 2025   | Resigned as Company Secretary and Compliance Officer            |
| Mr. Kush Mishra   | October 13, 2025  | Appointed as Company Secretary and Compliance Officer           |

| Name                  | Date of Change    | Particulars of Change  |
|-----------------------|-------------------|--|
| Mr. Ankush Aggarwal   | December 31, 2025 | Resigned as Chief Information Security Officer   |
| Mr. Vivekanand Tiwari | January 23, 2026  | Resigned as Chief Compliance Officer & Appointed as Chief Operating Officer and Chief Information Security Officer |
| Mr. Lakshay Dudeja    | January 23, 2026  | Appointed as Chief Compliance Officer  |

#### 4. REMUNERATION OF DIRECTORS

Details of pecuniary relationships or transactions of the non-executive independent director vis-à-vis the company.

During the year under review, there were no pecuniary relationships or transactions with the Non-Executive Directors of the Company, apart from remuneration paid to them by way of sitting fees.

#### 5) GENERAL BODY MEETINGS

##### A. Details of AGMs held during last three (3) years is mentioned below:

| Financial years | Venue  | Date & Time                      | Items approved by Special Resolution  |
|-----------------|--|----------------------------------|---|
| 2024-25         | Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) | September 23, 2025<br>11:00 a.m. | <ol style="list-style-type: none"> <li>Approval and implementation of the Employee Stock Option Scheme called "SG Finserve Employees Stock Option Plan 2025" ("ESOP Plan 2025") through Trust route.</li> <li>To approve the extension of "SG Finserve Employees Stock Option Plan 2025" to employees of the subsidiary and associate company(ies) of the Company.</li> <li>To authorise SG Finserve Limited Employees Welfare Trust for secondary acquisition of equity shares.</li> <li>To approve the provision of money by the company to SG Finserve Limited Employees Welfare Trust.</li> <li>To approve the Re-appointment of Mrs. Asha Anil Agarwal (DIN: 09722160) as Non-Executive Independent Director of the Company for a second term of 5 ( five) years.</li> </ol> |
| 2023-24         | Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) | September 24, 2024<br>11:00 a.m. | <ol style="list-style-type: none"> <li>Approval of Material Related Party Transactions with APL Infrastructure Private Limited.</li> <li>Approval of Material Related Party Transactions with one of the Directors.</li> </ol>  |
| 2022-23         | Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) | September 26, 2023<br>11:00 a.m. | NIL   |

#### Criteria of making payments to non-executive directors

The Company believes that Non-Executive Directors (including Independent Directors) compensation must reflect the time, effort, attendance and participation in Board and Committee meetings. The payment is based on attendance and ensures directors' remuneration is commensurate with their time, effort, attendance and participation. During FY2025-26, Sitting fee of ₹100,000 per Board Meeting and Rs 50,000 per Committee Meeting was paid to non-executive directors (Independent) for every meeting of the Board and Committee of the Board, attended by them as a Director/ member.

#### Directors & Officers liability insurance (D&O POLICY)

As per the requirements of the SEBI Listing Regulations, the Company has an established Directors and Officers (D&O) Liability Insurance Policy, which is reviewed and renewed annually. This policy provides comprehensive coverage for all Directors, including Independent Directors. The Board is of the opinion that the scope, quantum, and risk coverage under the current policy are appropriate and adequate to safeguard the interests of the Directors and the Company.

**B. Postal Ballot held during Financial Year 2025-26**

| Date of passing resolution | Date of Notice | Date of Dispatch of Postal Ballot Forms to Members | Last date for receiving the Postal Ballot forms including e-voting | Items approved as a Special Resolution  | Details of Scrutinizer   |
|----------------------------|----------------|--|--|---|--|
| 12/03/2026                 | 10/02/2026     | NA*  | NA*  | <ol style="list-style-type: none"> <li>To consider and approve enhancement of corporate guarantee from S Gupta Holding Private Limited (material related party transaction).</li> <li>To consider and approve the enhancement of limits under section 180(1)(a) of the companies act, 2013.</li> <li>To consider and approve the enhancement of limits under section 180(1)(c) of the companies act, 2013.</li> <li>To consider and approve SG Finserve Employee Stock Option Scheme 2026.</li> <li>To approve the extension of the benefits under the 'SG Finserve Employees Stock Option Scheme 2026' to the employees of the subsidiary and associate company(ies) of the company.</li> <li>To consider and approve alteration of object clause of the memorandum of association.</li> </ol> | Name- Mr. Jatin Gupta of M/s Jatin Gupta & Associates<br>COP No-5236<br>Date of issuance of Report- 12-03-2026 |
| 17/01/2026                 | 18/12/2025     | NA*  | NA*  | <ol style="list-style-type: none"> <li>Approval for re-appointment of Mr. Dukhabandhu Rath (DIN: 08965826) as Non-Executive Independent Director of the company.</li> <li>Approval for re-appointment of Mr. H.S.U Kamath (DIN: 02648119) as Non-Executive, Independent Director of the Company.</li> </ol>   | Name- Mr. Jatin Gupta of M/s Jatin Gupta & Associates<br>COP No-5236<br>Date of issuance of Report- 19-01-2026 |

\* Resolution passed through e-voting, therefore dispatch of Postal ballot form is not applicable.

**Procedure for Postal Ballot**

In conformity with the applicable provisions of the Act and the Rules made thereunder read with the applicable General Circulars issued by the Ministry of Corporate Affairs, the Company had provided remote e-voting facility to its members to enable them to cast their vote electronically only instead of submitting the Postal Ballot Form physically. The Postal Ballot Notice was dispatched through electronic mode only to those members whose e-mail addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent. The Company had engaged Central Depository Services (India) Limited (CDSL) as the e-voting agency for the said postal ballot process.

Further, the Company had appointed Mr. Jatin Gupta of M/s Jatin Gupta & Associates, Practicing Company Secretaries, as the Scrutinizers for conducting the said postal ballot processes in a fair and transparent manner. After completion of remote e-voting period results of the aforesaid postal ballot was announced and is available on the website of the Company viz. <https://sgfinserve.com/investor>

**8. MEANS OF COMMUNICATION****i. Publication of quarterly/half yearly/nine monthly/ annual results:**

Quarterly/ half yearly/ nine monthly and annual financial results are normally published in "Financial Express, Jansatta etc. and are promptly furnished to the Stock Exchanges. The results are also displayed on the website of the Company <https://www.sgfinserve.com/financial-result>.

The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges.

A separate dedicated section under "Investor Relations", on the Company's website gives information on Annual Reports, shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors / public.

**ii. Press Release:**

To provide information to investors, quarterly financial figures and other press releases are sent to the stock exchanges as well as are displayed on the Company's

website i.e. <https://www.sgfinserve.com/disclosures> before it is release to the media.

**iii. Presentations to analysts:**

Company conducts meetings with Institutional Investors and Analysts. The Schedule of Meetings, Investors Presentations, Audio recordings and transcript are forwarded to the stock exchanges and simultaneously displayed on the Company's website. Official news / press releases (if any) would also be disseminated on the Company's website.

**9. GENERAL SHAREHOLDERS' INFORMATION**

**i. Annual General Meeting Date and Time:** The date and time of the AGM which will be held through VC/OAVM means has been indicated in the Notice convening the AGM.

**ii. Financial year:** From April 01, 2025 to March 31, 2026.

**iii. Dividend payment date:** Not applicable as no dividend was recommended by the Board of Directors.

**iv. Listing of securities:**

The Equity Shares of your Company are listed on National Stock Exchange of India Limited and BSE Limited. The Non-Convertible Debentures of the Company were listed on BSE Limited.

During the year, the Company repaid all amounts due to the debenture holders on April 06, 2026, and accordingly, as on the date of this Report, only the Equity Shares of the Company remain listed.

The company has paid the listing fees for the financial years 2026-27 to the above mentioned stock exchanges.

| Name and address of Stock Exchange   | ISIN No.                       |
|--|--------------------------------|
| BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400001<br>Phone: +91 22 2272 1233;<br>Fax: +91 22 2272 1919<br>Website: <a href="http://www.bseindia.com">www.bseindia.com</a>                                     | INE618R01015-<br>Equity Shares |
| National Stock Exchange of India Limited<br>Exchange Plaza, 5th Floor<br>Plot No. C/1, G Block,<br>Bandra – Kurla Complex,<br>Bandra (E), Mumbai – 400 051<br>Website: <a href="https://www.nseindia.com/">https://www.nseindia.com/</a> | INE618R01015-<br>Equity Shares |
| BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400001<br>Phone: +91 22 2272 1233;<br>Fax: +91 22 2272 1919<br>Website: <a href="http://www.bseindia.com">www.bseindia.com</a>                                     | INE618R07012-<br>Debt Security |

**v. Suspension of securities from trading:-** None of the Securities of the Company have been suspended from trading by the Stock exchanges / SEBI during FY 2025-26.

**vi. Registrar and Transfer Agents:-** M/s Sky Line Financial Services Pvt. Ltd, D-153 A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi-110020.

**vii. Distribution schedule as at March 31, 2026**

| No. of Shares or Debentures | Number of Shareholders | % to Total Numbers | Share or Debenture Holding | % to Total Shareholding |
|-----------------------------|------------------------|--------------------|----------------------------|-------------------------|
| 1                           | 2                      | 3                  | 4                          | 5                       |
| Up To 500                   | 23411                  | 86.83              | 2115116.00                 | 3.24                    |
| 501 To 1000                 | 1515                   | 5.62               | 1151923.00                 | 1.76                    |
| 1001 To 2000                | 932                    | 3.46               | 1360144.00                 | 2.08                    |
| 2001 To 3000                | 348                    | 1.29               | 869089.00                  | 1.33                    |
| 3001 To 4000                | 188                    | 0.70               | 658694.00                  | 1.01                    |
| 4001 To 5000                | 112                    | 0.42               | 520946.00                  | 0.80                    |
| 5001 To 10000               | 215                    | 0.80               | 1515543.00                 | 2.32                    |
| 10000 and Above             | 242                    | 0.90               | 57075767.00                | 87.45                   |
| <b>Total</b>                | <b>26963</b>           | <b>100.00</b>      | <b>65267222.00</b>         | <b>100.00</b>           |

**v. Shareholding pattern as on March 31, 2026**

| Category   | No. of shares held | Percentage of shareholding |
|--|--------------------|----------------------------|
| Indian Promoters   | 34540000           | 52.92                      |
| Foreign Portfolio Investors  | 169921             | 0.26                       |
| Trusts/Foreign Nationals, NRIs/Clearing Members/Huf/Bodies Corporates/IEPF | 8721048            | 13.36                      |
| KMPs   | 0                  | 0.00                       |
| Individuals  | 19697029           | 30.18                      |
| Mutual Funds   | 933553             | 1.43                       |
| Insurance Companies  | 0                  | 0.00                       |
| Alternate Investment Funds   | 924471             | 1.42                       |
| NBFCs  | 281200             | 0.43                       |
| <b>Total</b>   | <b>65267222</b>    | <b>100.00</b>              |

**vi. Share Transfer System & Dematerialization of shares**

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India – National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”).

As on March 31, 2026, 99.98% of the Company's total Equity Shares representing 5,58,85,600 shares were held in dematerialized form and 9,400 shares representing 0.01% of paid-up share capital were held in physical form.

**vii. Nomination Facility**

Shareholders holding shares in physical form and desirous of submitting/changing nomination in respect of their shareholding in the company may submit Form No. SH-13 (in duplicate) as per the provisions of the Companies Act, 2013 to the Company's Registrar and Transfer Agent.

**viii. Outstanding ADRs/ GDRs**

There were no outstanding GDRs/ ADRs, as on March 31, 2026.

**ix. Warrants and other convertible instruments**

As on March 31, 2026, there were 6,27,778 warrants outstanding for conversion into equity shares. Subsequently, all such warrants were converted into equity shares on April 08, 2026, and accordingly, no warrants remained outstanding as on the date of this Report.

**x. Plant locations**

Being in the NBFC business, the Company does not have manufacturing plants.

**xi. Commodity price risk or Foreign Exchange risk and hedging activities**

The Company has an adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/000000141 dated November 15, 2018.

**xii. Address of Correspondence****SG Finserve Limited**

CIN: L64990DL1994PLC057941

37, Hargobind Enclave, Vikas Marg, Delhi – 110092

Tel No:- 91-120-4041400

E-mail – [Compliance@sgfinserve.com](mailto:Compliance@sgfinserve.com)

**Communication Address of Depositories**

National Securities Depository Limited

Trade World, A Wing, 4<sup>th</sup> & 5<sup>th</sup> Floors, Kamala Mills

Compound, Lower Parel, Mumbai, Maharashtra - 400 013

Phone:+912224994200;

Fax: +91 22 2497 6351

E-mail:[info@nsdl.co.in](mailto:info@nsdl.co.in)

Website: [www.nsdl.co.in](http://www.nsdl.co.in)

**Central Depository Services (India) Limited**

Phiroze Jeejeebhoy Towers, 17<sup>th</sup> Floor, Dalal Street,

Mumbai, Maharashtra - 400 001

Phone: +91 22 2272 3333; Toll free: 1800-200-5533

Fax: +91 22 2272 3199

E-mail: [helpdesk@cDSLindia.com](mailto:helpdesk@cDSLindia.com)

Website: [www.cdslindia.com](http://www.cdslindia.com)

**8. OTHER DISCLOSURES****a) Related Party Disclosure**

During the year, the Members of the Company, by way of postal ballot dated January 19, 2026, accorded approval for entering into material Related Party Transactions with S Gupta Holding Private Limited for an aggregate limit of up to ₹3,000 Crore for the financial year 2026–27. Subsequently, the said limit was enhanced to ₹5,000 Crore pursuant to approval of the Members obtained through postal ballot dated March 12, 2026.

All such transactions are to be undertaken on an arm's length basis and in the ordinary course of business, and are subject to the oversight and approval of the Audit Committee and the Board of Directors in accordance with applicable laws and the Company's policies.

Details of related party transactions entered into by the Company, in terms of IND AS-24 are mentioned in Note No. 31 of the notes forming part of the financial statements

The Company has also formulated a policy on dealing with Materiality of Related Party Transactions. This Policy is available on the website of the Company and the web link for the same is <https://www.sgfinserve.com/policy>.

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

**b) Detail of non-compliance, penalties, strictures imposed on the Company by the Stock Exchanges, SEBI or any Statutory Authority on any matters related to Capital Markets during the last three years**

During the year under review, the Company has complied with the applicable provisions of the Stock Exchanges, Securities and Exchange Board of India and other regulatory authorities. However, the Reserve Bank of India imposed a monetary penalty of ₹28,30,000/- vide its letter dated October 14, 2024, for non-compliance with certain conditions of the Certificate of Registration under the provisions of the Reserve Bank of India Act, 1934.

**c) Details of establishment of Vigil Mechanism / Whistle Blower Policy, and affirmation that no personnel has been denied access to the audit committee:**

As per the provisions of Section 177(9) of the Companies Act, 2013, and Regulation 22 of the SEBI Listing Regulations, 2015, your Company has established a Vigil Mechanism and has adopted a Whistle Blower Policy for directors and employees to report their genuine concerns. The Whistle Blower Policy has been formulated with a view to provide a mechanism for employees and directors to approach the Audit Committee of the Company. The said policy is available on the website of Company at <https://www.sgfinserve.com/policy>.

The Vigil mechanism of the Company is overseen by the Audit Committee and provides adequate safeguard against victimization of employees and directors and also provides direct access to the Chairperson of the Audit Committee in exceptional circumstances. During the financial year, no complaints were received by the Company and no complaints are outstanding as on March 31, 2026.

**d) Compliance with mandatory requirements and adoption of non- mandatory requirements:**

In addition to the compliance with mandatory requirements, the Company has also adopted and complied with the following non-mandatory requirements in terms of the SEBI Listing Regulations:

- (i) The Company's financial statements are with unmodified audit opinion. A declaration to this effect, duly signed by the Chief Financial Officer has also been furnished. There are no audit qualifications on the financial year 2025-26.
- (ii) The internal auditor reports directly to the Audit Committee of the Board.

The Company has complied with all applicable mandatory requirements of the Listing Regulations during the financial year 2025 -26.

**e) Utilization of funds raised through allotment of warrants convertible into equity shares through Preferential Allotment**

During the year under review, the Company raised funds through the allotment of 1,00,00,000 equity shares pursuant to the conversion of warrants on a preferential basis to promoters and non-promoters. The total funds amounting to ₹3,16,31,24,925.00/- and ₹21,18,75,075.00/- raised through the aforesaid allotment have been utilized by the Company during the financial year 2025-26 & financial year 2026-27 respectively. The Company hereby confirms that there has been no deviation or variation in the utilization of the proceeds from the said allotment.

**f) Confirmation and Certifications:**

As required by Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received a certificate from M/s Anjali Yadav & Associates, Practicing Company Secretary certifying that none of the Company's Directors has been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India or Ministry of Corporate Affairs or such other statutory authority and the same has been annexed herewith as 'Annexure I'.

**g) Disclosure on Recommendation of Committee**

During the year under review, there were no such recommendations made by any Committee of the Board that were mandatorily required and not accepted by the Board.

**h) Details of Fees paid to Statutory Auditor**

During the financial year ended March 31, 2026, the Company paid total fees for various services including statutory audit, amounting to ₹20,45,122.00 including taxes, to the Statutory Auditor, namely M/s SP Chopra & Co, Chartered Accountants. Further, no fees other than above was paid by any of the by the Company to any entity in the network firm/ network entity of which the Statutory Auditor is a part.

**i) Prevention of Sexual Harassment of Women at Workplace**

The Company has complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, has in place a Policy on Prevention of Sexual Harassment at the Workplace in line with the provisions of the said Act and an Internal

Complaints Committee has also been set up to redress complaints received regarding sexual harassment. During the period under review, Company did not receive any complaint relating to sexual harassment.

| Particulars  | Remarks |
|--|---------|
| Number of Complaints filed during the financial year         | NIL     |
| Number of complaints disposed of during the financial year   | NIL     |
| Number of complaints pending as on end of the financial year | NIL     |

This Policy is available on the website of the Company and the weblink for the same is <https://www.sgfinserve.com/policy>.

During the year two meeting of the POSH Committee were held on November 07, 2025 & March 24, 2026.

The composition of the POSH Committee as on March 31, 2026 is as under:

| S. No. | Members                 | Categories of Directorship | Meeting held on November 07, 2025 & March 24, 2026 |          |
|--------|-------------------------|----------------------------|--|----------|
|        |                         |                            | Held   | Attended |
| 1.     | Ms. Renu Rai            | Presiding Officer          | 2  | 2        |
| 2.     | Ms. Tanya Kulshrestha   | Member                     | 2  | 2        |
| 3.     | Mr. Vinay Gupta         | Member                     | 2  | 1        |
| 4.     | Mrs. Asha Anil Agarwal* | Member                     | 2  | 2        |

Mrs. Asha Anil Agarwal is an external member of the Committee and attended the meeting held on November 07, 2025 & March 24, 2026.

**j) Disclosure of Loans and Advances to firms/ Companies in which Directors are interested**

The aforesaid details are provided in the Note No. 31 to the accompanying standalone financial statements.

**k) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:- NIL**

**l) Disclosure on compliance with Corporate Governance Requirements specified in Listing Regulations**

The Company is in compliance with the requirements of Sub-Paras (2) to (10) of Part C (Corporate Governance Report) of Schedule V of the SEBI (LODR) Regulations, 2015. The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with Schedule V and Regulation 46 of SEBI (LODR) Regulations, 2015, as applicable, as amended from time to time.

**m) CEO And CFO Certification:**

Mr. Vinay Gupta, (CEO) & Mr. Sanjay Rajput (CFO) of the Company have provided certification on financial reporting and internal controls to the Board as required under Regulation 17(8) read with Schedule II of Part B of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

**n) Compliance Certificate from the Practicing Company Secretary on Corporate Governance**

Certificate from the M/s Anjali Yadav & Associates, Company Secretaries confirming compliance with the conditions of Corporate Governance as required under Regulation 34 Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 has been attached as **"Annexure II"** forming integral part of this Report.

**o) Disclosure of Accounting Treatment**

The financial statements have been prepared in accordance with Indian Accounting Standards (IND AS) as per the Companies (Indian Accounting Standards) Rules, 2015 read with section 133 of the Companies Act, 2013 (as amended from time to time), along with other relevant provision of the Act, the RBI Master Directions and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR(NBFC). CC.PD.109/22.10.106/2019-20 dated March 13, 2020 ("RBI

circular for Implementation of IND AS") & other applicable guideline issued by RBI. The Company uses accrual basis of accounting except in case of significant uncertainties. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

The financial statements of the Company are presented as per Division III of Schedule III, as amended, of the Companies Act, 2013 applicable to NBFC, as notified by the Ministry of Corporate Affairs ('MCA'). The Statement of Cash Flows has been prepared and presented as per the requirements of IND AS 7, Statement of Cash Flows. The disclosure requirements with respect to items in the Balance Sheet and Standalone Statement of Profit and Loss, as prescribed in the Schedule III the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and RBI regulations to the extent applicable.

**p) Disclosures With Respect To Demat Suspense Account/ Unclaimed Suspense Account**

There were no such shares unclaimed in the year under review.

**q) Disclosure Of Certain Types Of Agreements Binding Listed Entities**

No such agreements as specified under clause 5A to para A of part A of schedule II, are required to be disclosed in accordance with Regulation 30A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the FY 2025 -2026.

**For & On behalf of the Board of Directors**

Sd/-

**Rohan Gupta**

Chairperson & Director

DIN: 08598622

Place: Noida

Date: April 16, 2026

## Annexure I

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
**SG Finserve Limited**  
37, Hargobind Enclave, Vikas Marg,  
New Delhi -110092

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SG Finserve Limited having (CIN: L64990DL1994PLC057941) and having registered office at 37, Hargobind Enclave, Vikas Marg, New Delhi -110092 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31<sup>st</sup> March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| S.No. | Name of Directors                        | DIN      | Date of appointment in the company |
|-------|--|----------|------------------------------------|
| 1.    | Mr. Rohan Gupta                          | 08598622 | 25/07/2022                         |
| 2.    | Mrs. Asha Anil Agarwal                   | 09722160 | 02/09/2022                         |
| 3.    | Mr. Dukhabandhu Rath                     | 08965826 | 25/01/2023                         |
| 4.    | Mr. Hosdurg Sundar Kamath Upendra Kamath | 02648119 | 13/02/2023                         |
| 5.    | Mr. Gorinka Jaganmohan Rao               | 06743140 | 16/10/2024                         |
| 6.    | Mr. Rakesh Sharma                        | 06695734 | 19/11/2024                         |

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

For **Anjali Yadav & Associates**  
Company Secretaries

**Anjali Yadav**

Proprietor

FCS No.: 6628

CP No.:7257

UDIN: F006628H000113680

PR Unique Code: S2006DE715800

PR Certificate No.: 6384/2025

Place: New Delhi

Date: April 16, 2026

## Compliance Certificate on Corporate Governance

**To**  
**The members of SG Finserve Limited**

We have examined the compliance of conditions of Corporate Governance by the **SG Finserve Limited** ("the Company") for the year ended 31st March, 2026 as stipulated in corporate governance provisions as contained in the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations") for the period 1st April, 2025 to 31st March, 2026.

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

### Opinion

In our opinion and to the best of our knowledge and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Regulations, as applicable.

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

### Restriction on use

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Anjali Yadav & Associates**  
Company Secretaries

**Anjali Yadav**  
Proprietor  
FCS No.: 6628  
C P No.: 7257

Place: New Delhi  
Date: April 16, 2026

UDIN: F006628H000113691  
PR Unique Code: S2006DE715800 PR Certificate No.: 6384/2025

**Annual Report on CSR Activities of the Company**

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.]

**1. Brief outline on CSR Policy of the Company**

The Board of Directors' at its meeting held on 15<sup>th</sup> July, 2023 in the FY 2023-24, approved the "SG Finserve Limited CSR Policy" ("CSR Policy") of your company pursuant to the provisions of section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR Policy describes and contains the Company's philosophy for delivering its responsibility as a corporate citizen and lays down the guidelines, process and mechanism for undertaking socially useful programmes for welfare and sustainable development of the community at large. The main objective of the Policy is to establish the basic principles and the general framework of action for the management to undertake and fulfill its corporate social responsibility.

**2. Composition of CSR Committee**

| S. No. | Name of Director         | Designation | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|--------|--------------------------|-------------|--|--|
| 1.     | Mrs. Asha Anil Agarwal   | Chairperson | 1  | 1  |
| 2.     | Mr. H. S. Upendra Kamath | Member      | 1  | 1  |
| 3.     | Mr. Rohan Gupta          | Member      | 1  | -  |

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company on <https://www.sgfinserve.com/csr-initiative>.

4. Provide the executive summary alongwith web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: NA.

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

The average Net Profit of three financial years preceding the reporting financial year (i.e. 2022-23, 2023-24, 2024-25) calculated in accordance with Section 135 of the Companies Act, 2013 is ₹8,006.88 Lakhs

(b) Two percent of average net profit of the company as per section 135(5): ₹160.14 Lakhs

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

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

(e) Total CSR obligation for the financial year (5b+5c-5d): ₹160.14 Lakhs

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

(b) Amount spent in Administrative Overheads: NIL

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

(d) Total amount spent for the Financial Year (a+b+c): NIL

(e) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year (₹ in Lakhs) | Amount Unspent (₹)  |  |   |        |                  |
|--|---|--|---|--------|------------------|
|  | Total Amount transferred to Unspent CSR Account as per section 135(6) |  | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) |        |                  |
|  | Amount  | Date of transfer   | Name of the Fund  | Amount | Date of transfer |
| NIL  | ₹160.14 Lakhs   | The Company shall transfer the amount within prescribed timeline | NIL   | -      | -                |

(f) Excess amount for set off, if any

| S. No. | Particular  | Amount in lakhs (₹) |
|--------|---|---------------------|
| (i)    | Two percent of average net profit of the company as per section 135(5)                                      | 160.14 lakhs        |
| (ii)   | Total amount spent for the Financial Year**   | 0.00                |
| (iii)  | Excess amount spent for the financial year [(ii)-(i)]   | 0.00                |
| (iv)   | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | 0.00                |
| (v)    | Amount available for set off in succeeding financial years [(iii)-(iv)]                                     | 0.00                |

Note: \*\* Includes amount for the Financial Year 2025-26 only.

7. Details of Unspent CSR amount for the preceding three financial years: ₹76.26 Lakhs
8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NIL
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Company has on-going project. Please refer note no. 27.2 of Financial Statements.

For and on behalf of the Board

**SG Finserve Limited**

Sd/-

**Rohan Gupta**

Chairperson & Director

DIN: 08598622

Sd/-

**Asha Anil Agarwal**

(Chairperson - CSR Committee)

DIN: 09722160

Place: Noida

Date: April 16, 2026

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**  
**(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014)**

To,  
The Members,  
**SG Finserve Limited**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, to the extent the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2026 generally complied with the statutory provisions listed hereunder and also that the Company has Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period).
- (vi) Other laws specifically applicable to the Company namely
  - (a) Rules, Regulations, Guidelines and Directions issued by the Reserve Bank of India as are applicable to Non-Deposit taking Non-Banking Financial Companies:

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings which have been generally complied by the Company.

- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that few forms MGT-14 has been filed by the Company on 15<sup>th</sup> April, 2026.

We further report that:

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

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

We further report that the systems and processes in the Company are required to be strengthened to commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc. and adherence to good corporate practices.

We further report that the equity shares of the Company got listed and admitted to dealings on NSE w.e.f 5<sup>th</sup> August, 2025.

We further report that during the audit period the Company had following event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1. The Company issued and redeemed Commercial Papers of aggregate value of ₹105 crores.
2. The Company has allotted 93,72,222 equity shares of face value of ₹10/- each at a premium of ₹440 per share pursuant to conversion of warrants.
3. The Company has enhanced the limits of borrowing and creation of charge under Section 180(1)(c) and 180(1)(a) of Companies Act, 2013 upto a sum not exceeding ₹5000 crores.
4. The Board and the Shareholders on the recommendation of Nomination and Remuneration Committee approved the SG Finserve Limited Employees Stock Option Plan – 2025 (“ESOP Plan 2025”) which is implemented through the SG Finserve Limited Employees Welfare Trust (“Trust”) authorizing to grant not exceeding 20,00,000 (Twenty Lakhs) option convertible into equal number of equity shares to the Eligible Employees of the Company and to the Eligible Employees of Subsidiaries in India or outside India and Associate Company(ies) of the Company, as defined in the Scheme, in one or more tranches, from time to time.
5. The Board and the Shareholders on the recommendation of Nomination and Remuneration Committee approved the SG Finserve Limited Employees Stock Option Scheme – 2026 (“Scheme”) authorizing to grant not exceeding 20,00,000 (Twenty Lakhs) option convertible into equal number of equity shares to the Eligible Employees of the Company and to the Eligible Employees of Subsidiaries in India or outside India and Associate Company(ies) of the Company, in one or more tranches, from time to time.

For **Parikh & Associates**  
Company Secretaries

Sd/-

**Sarvari Shah**

Partner

FCS No: 9697

CP No:11717

UDIN: F009697H000116311

PR No.: 7327/2025

Place: Mumbai  
Date: April 16, 2026

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

## Annexure- A

To,  
The Members,  
**SG Finserve Limited**

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

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

For **Parikh & Associates**  
Company Secretaries

Sd/-

**Sarvari Shah**

Partner

FCS No: 9697

CP No:11717

UDIN: F009697H000116311

PR No.: 7327/2025

Place: Mumbai  
Date: April 16, 2026

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT**

This is to confirm that the Board of Directors of the Company has laid down a Code of Conduct for its Members and Senior Management Personnel of the Company. The same has also been posted on the Company's website at [www.sgfinserve.com](http://www.sgfinserve.com). It is further confirmed that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2026 as envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

For **SG Finserve Limited**

Place: Noida  
Date: April 16, 2026

Sd/-  
**Vinay Gupta**  
Chief Executive Officer

# Business Responsibility & Sustainability Report



## About Us

SG Finserve Limited is a non-banking financial company (NBFC) committed to enabling inclusive and responsible financial growth. The Company focuses on providing tailored financial solutions to underserved and emerging customer segments, supporting individuals and small businesses in achieving their economic aspirations.

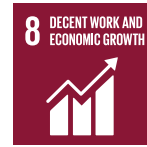
With a strong emphasis on ethical governance, transparency, and customer-centricity, SG Finserve aims to bridge the credit gap through innovative financial products and efficient service delivery. The Company continues to strengthen its operational capabilities while maintaining a balanced approach to risk management and long-term value creation.

## Sustainability

At SG Finserve, sustainability is not an afterthought it's a fundamental responsibility we embed in every aspect. Sustainability is embedded within the core of our business philosophy, ensuring that financial growth is pursued in a manner that is responsible, inclusive, and aligned with environmental, social, and governance principles. As a financial institution, the Company recognises that while its direct environmental footprint may be limited, its indirect influence through operations, financing decisions, and stakeholder engagement is significant. Accordingly, SG Finserve actively promotes digital financial services to minimise paper consumption and enhance operational efficiency, while encouraging responsible use of resources across all its offices and functions.

On the social front, SG Finserve is committed to fostering inclusive growth and contributing to the well-being of its stakeholders. The Company works towards expanding access to financial services for underserved and unbanked communities, thereby supporting economic empowerment and financial inclusion. It actively promotes entrepreneurship and the growth of small businesses by providing accessible and tailored financial solutions. Internally, SG Finserve emphasises employee well-being by fostering a safe, inclusive, and diverse workplace that ensures equal opportunity, professional growth, and fair treatment for all employees. In addition, the Company engages in community development initiatives aimed at creating a positive and lasting social impact.

Strong governance forms the foundation of our sustainability framework. The Company adheres strictly to all applicable regulatory requirements and upholds the highest standards of ethical conduct in its operations. It maintains transparency through robust disclosure practices and ensures accountability through well-defined governance structures. Comprehensive risk management and compliance systems are implemented to identify, assess, and mitigate potential risks effectively. We follow a zero-tolerance approach towards corruption, bribery, and any form of unethical behaviour, reinforcing trust among its stakeholders and ensuring long-term sustainable value creation.



## Message from the CEO



At SG Finserve, the way we define growth is evolving. It is no longer only about expanding our portfolio, but about how responsibly and inclusively we grow. This perspective shapes the choices we make every day from how we serve our customers to how we operate as an organisation.

In recent years, we have consciously moved towards a more efficient and digitally driven model. This shift is improving accessibility for our customers while also helping us reduce operational dependencies such as excessive paper usage. At the same time, we are becoming more aware of how our financing decisions can influence broader environmental outcomes, and we are gradually incorporating this thinking into our approach.

Our strongest impact continues to be on the social front. Every loan we provide has the potential to support a livelihood, strengthen a small business, or enable financial independence. This responsibility drives our focus on reaching underserved segments and ensuring that our services remain accessible, fair, and relevant. Internally, we are equally focused on building a workplace where people feel valued, supported, and given equal opportunities to grow.

What anchors all of this is a strong governance culture. In a sector built on trust, consistency in ethical conduct and transparency is essential. We have continued to strengthen our internal systems, ensuring that accountability, compliance, and responsible decision making remain at the core of our operations.

As we look ahead, our focus is on deepening these efforts rather than expanding them superficially. We aim to build a business that is not only financially strong but also responsible in its intent and consistent in its actions.

**Vinay Gupta**  
**Chief Executive Officer**  
**SG Finserve Limited**

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

|   |   |
|---|---|
| 1. Corporate Identity Number (CIN) of the Listed Entity   | L64990DL1994PLC057941   |
| 2. Name of the Listed Entity  | SG Finserve Limited   |
| 3. Year of Incorporation  | 1994  |
| 4. Registered Office Address  | 37, Hargobind Enclave, Vikas Marg, East Delhi, Delhi-110092   |
| 5. Corporate Office Address   | 35-36, Kaushambi, Near Anand Vihar Terminal, Ghaziabad, Uttar Pradesh-201010 (India)  |
| 6. E-mail id  | <a href="mailto:compliance@sgfinserve.com">compliance@sgfinserve.com</a>  |
| 7. Telephone  | 0120-4041400  |
| 8. Website  | <a href="http://www.sgfinserve.com">www.sgfinserve.com</a>  |
| 9. Financial year for which reporting is being Done   | FY2026 (1st April 2025 to 31st March 2026)  |
| 10. Name of the Stock Exchange(s) where shares are listed   | Bombay Stock Exchange Ltd. (BSE)<br>National Stock Exchange of India Ltd. (NSE)   |
| 11. Paid up Capital (INR)   | ₹65,26,72,220/-   |
| 12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report  | Mr. Kush Mishra<br>Company Secretary and Compliance Officer<br>+91 9650228380<br><a href="mailto:kush.mishra@sgfinserve.com">kush.mishra@sgfinserve.com</a> |
| 13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together) | The disclosures in this report have been prepared on a standalone basis, as the Company does not have any subsidiaries as on the reporting date.            |
| 14. Name of assessment or assurance provider  | NA  |
| 15. Type of assessment or assurance obtained  | NA  |

### II. Products / Services

#### 16. Details of business activities (accounting for 90% of the Turnover):

| S. No. | Description of Main Activity | Description of Business Activity | % of Turnover of the entity |
|--------|------------------------------|----------------------------------|-----------------------------|
| 1.     | Financial Services           | 64920 - Other Credit Granting    | 100%                        |

#### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

| S. No. | Product/Service    | NIC Code | % of total Contributed Turnover |
|--------|--------------------|----------|---------------------------------|
| 1.     | Financial Services | 64920    | 100%                            |

### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated:

| Location      | Number of Plants | Number of offices                          | Total |
|---------------|------------------|--|-------|
| National      | Nil              | 2 (Registered office and Corporate office) | 2     |
| International | Nil              | Nil  | Nil   |

#### 19. Markets served by the entity:

##### a. Number of locations

| Locations                        | Number |
|----------------------------------|--------|
| National (No. of States)         | 30     |
| International (No. of Countries) | Nil    |

##### b. What is the contribution of exports as a percentage of the total turnover of the entity?

Nil

**c. A brief on types of customers**

At SG Finserve, we cater to a diverse client base comprising dealers, distributors, vendors, and retailers. Our business model is strategically anchored in partnerships with large corporate entities that operate extensive vendor and distribution ecosystems. Within these networks, we provide secured/unsecured financing solutions to vendor and distribution partners, facilitating efficient and seamless supply chain operations. Through our customised financial offerings, we aim to enhance working capital efficiency, enable business expansion, and support the growth of the MSME sector, while contributing to the development of a resilient and inclusive corporate ecosystem through innovative financial services. The company has also successfully commercialised its Factoring business in March 2026, following RBI approval, which allows for expansion into broader B2B trade segments.

**IV. Employees****20. Details as at the end of Financial Year:****a. Employees and workers (including differently abled):**

| S. No.           | Particulars                    | Total (A) | Male      |           | Female    |            |
|------------------|--------------------------------|-----------|-----------|-----------|-----------|------------|
|                  |                                |           | No.(B)    | %(B/A)    | No.(C)    | %(C/A)     |
| <b>EMPLOYEES</b> |                                |           |           |           |           |            |
| 1.               | Permanent (D)                  | 76        | 56        | 74%       | 20        | 26%        |
| 2.               | Other than Permanent (E)       | 0         | 0         | 0%        | 0         | 0%         |
| 3.               | <b>Total employees (D + E)</b> | <b>76</b> | <b>56</b> | <b>0%</b> | <b>20</b> | <b>26%</b> |
| <b>WORKERS</b>   |                                |           |           |           |           |            |
| 4.               | Permanent (F)                  | 0         | 0         | 0         | 0         | 0          |
| 5.               | Other than Permanent (G)       | 0         | 0         | 0         | 0         | 0          |
| 6.               | <b>Total workers (F + G)</b>   | <b>0</b>  | <b>0</b>  | <b>0</b>  | <b>0</b>  | <b>0</b>   |

\*Note: The Company does not have any workers, as defined under the Guidance Note on Business Responsibility and Sustainability Reporting (BRSR).

**b. Differently abled Employees and workers:**

| S. No.                             | Particulars                    | Total (A) | Male     |           | Female   |           |
|------------------------------------|--------------------------------|-----------|----------|-----------|----------|-----------|
|                                    |                                |           | No.(B)   | %(B/A)    | No.(C)   | %(C/A)    |
| <b>DIFFERENTLY ABLED EMPLOYEES</b> |                                |           |          |           |          |           |
| 1.                                 | Permanent (D)                  | 0         | 0        | 0%        | 0        | 0%        |
| 2.                                 | Other than Permanent (E)       | 0         | 0        | 0%        | 0        | 0%        |
| 3.                                 | <b>Total (D + E) employees</b> | <b>0</b>  | <b>0</b> | <b>0%</b> | <b>0</b> | <b>0%</b> |
| <b>DIFFERENTLY ABLED WORKERS</b>   |                                |           |          |           |          |           |
| 4.                                 | Permanent (F)                  | 0         | 0        | 0%        | 0        | 0%        |
| 5.                                 | Other than Permanent (G)       | 0         | 0        | 0%        | 0        | 0%        |
| 6.                                 | <b>Total workers (F+ G)</b>    | <b>0</b>  | <b>0</b> | <b>0%</b> | <b>0</b> | <b>0%</b> |

**21. Participation/Inclusion/Representation of women**

|                          | Total (A) | No. and percentage of Females |        |
|--------------------------|-----------|-------------------------------|--------|
|                          |           | No.(B)                        | %(B/A) |
| Board of Directors       | 6         | 1                             | 17%    |
| Key Management Personnel | 3         | 0                             | 0%     |

**22. Turnover rate for permanent employees and workers**

|                     | Turnover rate FY 2025-26 |        |        | Turnover rate FY 2024-25 |        |       | Turnover rate FY 2023-24 |        |        |
|---------------------|--------------------------|--------|--------|--------------------------|--------|-------|--------------------------|--------|--------|
|                     | Male                     | Female | Total  | Male                     | Female | Total | Male                     | Female | Total  |
| Permanent Employees | 53.61%                   | 32.43% | 47.76% | 13.70%                   | 3.4%   | 17.1% | 16.67%                   | 11.76% | 15.38% |
| Permanent Workers   | 0%                       | 0%     | 0%     | 0%                       | 0%     | 0%    | 0%                       | 0%     | 0%     |

**V. Holding, Subsidiary and Associate Companies (including joint ventures)****23. (a) Names of holding / subsidiary / associate companies / joint ventures**

This is not applicable, as the Company does not have any holding, subsidiary, associate, or joint venture entities.

## VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) - Yes

(ii) Turnover (in Rs.) - ₹3,33,41,27,584 (FY 2025-26)

(iii) Net worth (in Rs.) - ₹14,60,22,18,180 (As on 31<sup>st</sup> March'26)

## VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy) | FY 2025-26                                 |  |         | FY 2024-25                                 |  |         |
|---|--|--|--|---------|--|--|---------|
|   |  | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities                                       | Y*   | -  | -  | -       | -  | -  | -       |
| Investors (other than shareholder)                | Y**  | -  | -  | -       | -  | -  | -       |
| Shareholders                                      | Y**  | -  | -  | -       | -  | -  | -       |
| Employees and workers                             | Y***   | -  | -  | -       | -  | -  | -       |
| Customers   | Y****  | -  | -  | -       | -  | -  | -       |
| Value Chain Partners                              | Y*   | -  | -  | -       | -  | -  | -       |
| Others (Please specify)                           | -  | -  | -  | -       | -  | -  | -       |

No complaints were received by the Company during FY 2025-26 and FY 2024-25 across any of the reporting categories.

\*Complaints or grievances from communities and value chain partners are addressed by the respective departments on a case-to-case basis.

\*\* The Company has designated a dedicated email ID, [compliance@sgfinserve.com](mailto:compliance@sgfinserve.com), for shareholders to register their grievances or complaints. The Board has constituted various Committees of Directors, each vested with appropriate authority to address specific matters and ensure their timely resolution. The Stakeholders' Relationship Committee is primarily responsible for addressing investor and shareholder grievances.

\*\*\* Details pertaining to the grievance redressal mechanism for employees are provided under Principle 3, Point No. 6. Further, the mechanisms for receiving and addressing consumer complaints and feedback are covered under Principle 9, Point No. 1.

\*\*\*\* All relevant policies and grievance redressal mechanisms are available on the Company's website at [www.sgfinserve.com](http://www.sgfinserve.com).

26. Overview of the entity's material responsible business conduct issues.

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

| S. No. | Material issue identified                 | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity  | In case of risk, approach to adapt or mitigate  | Financial implications of the risk or opportunity (Indicate positive or negative implication) |
|--------|---|--|---|---|---|
| 1.     | Cybersecurity and Data Protection         | Risk                                       | Breach of sensitive data may lead to financial loss, regulatory penalties, and reputational damage, impacting customer trust. | Implementation of strong cybersecurity frameworks, multi-factor authentication, encryption, regular audits, and employee awareness programs | Negative  |
| 2.     | Talent Development and Employee Retention | Opportunity                                | Skilled and engaged employees enhance productivity, innovation, and reduce attrition related costs.                           | Continuous training programs, employee engagement initiatives, structured career development, and inclusive workplace practices.            | Positive  |

| S. No. | Material issue identified                      | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity  | In case of risk, approach to adapt or mitigate   | Financial implications of the risk or opportunity (Indicate positive or negative implication) |
|--------|--|--|---|--|---|
| 3.     | Regulatory Compliance and Corporate Governance | Risk                                       | Non-compliance with regulations may result in penalties, legal consequences, and operational disruptions. | Strong internal controls, periodic compliance audits, policy reviews, and regular training on regulatory requirements. | Negative  |
| 4.     | Digital Innovation and Transformation          | Opportunity                                | Adoption of digital solutions improves efficiency, customer experience, and scalability of operations     | Investment in fintech platforms, process automation, AI-driven analytics, and digital onboarding systems               | Positive  |
| 5.     | Financial Inclusion and Responsible Lending    | Opportunity                                | Expanding access to credit strengthens MSMEs and promotes inclusive economic growth.                      | Development of tailored financial products, outreach to underserved segments, and responsible lending practices.       | Positive  |

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements. We have implemented following policies towards adopting National Guidelines on Responsible Business Conduct (NGRBC):

| Principle P1  | Principle P2  | Principle P3   |
|---|---|--|
| <b>Transparency &amp; Accountability</b>  | <b>Product Responsibility</b>   | <b>Employee Development</b>  |
| <ul style="list-style-type: none"> <li>Code of Conduct for Directors &amp; Senior Management</li> <li>Code of Conduct on Insider Trading</li> <li>Whistle Blower Policy</li> <li>Policy on determination of material events or information</li> <li>Policy on Fit and Proper Criteria</li> <li>RPT (Related Party Transactions) Policy</li> <li>Ombudsman Scheme</li> <li>Policy for enabling debenture holders to claim unclaimed interest or redemption amount</li> </ul> | <ul style="list-style-type: none"> <li>Interest Rate Policy</li> <li>Loan Charges - Penal Charges Policy</li> <li>Digital Lending Policy</li> </ul> | <ul style="list-style-type: none"> <li>Sexual Harassment Policy</li> <li>Nomination &amp; Remuneration Policy</li> </ul>   |
| <b>Principle P4</b>   | <b>Principle P5</b>   | <b>Principle P6</b>  |
| <b>Stakeholder Engagement</b>   | <b>Human Rights</b>   | <b>Environment Principle</b>   |
| <ul style="list-style-type: none"> <li>Ombudsman Scheme</li> <li>Customer Education on SMA/NPA</li> </ul>   | <ul style="list-style-type: none"> <li>Sexual Harassment Policy</li> <li>Code of Conduct for Directors &amp; Senior Management</li> </ul>           | <ul style="list-style-type: none"> <li>Digital Lending Policy</li> </ul>   |
| <b>Principle P7</b>   | <b>Principle P8</b>   | <b>Principle P9</b>  |
| <b>Public Advocacy</b>  | <b>Digital Lending Policy</b>   | <b>Customer Value</b>  |
| <ul style="list-style-type: none"> <li>Corporate Governance Policy</li> <li>Code of Conduct for Directors &amp; Senior Management</li> <li>Inclusive Growth</li> </ul>  | <ul style="list-style-type: none"> <li>Ombudsman Scheme</li> </ul>  | <ul style="list-style-type: none"> <li>Interest Rate Policy</li> <li>Loan Charges - Penal Charges Policy</li> <li>Digital Lending Policy</li> <li>Customer Education on SMA/NPA</li> <li>Ombudsman Scheme</li> </ul> |

| Disclosure Questions   | P1   | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|--|----|----|----|----|----|----|----|----|
| <b>Policy and management processes</b>   |  |    |    |    |    |    |    |    |    |
| 1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| b. Has the policy been approved by the Board? (Yes/No)   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| c. Web Link* of the Policies, if available   |  |    |    |    |    |    |    |    |    |
| 2. Whether the entity has translated the policy into procedures. (Yes /No)   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/No)  | N  | N  | N  | N  | N  | N  | N  | N  | N  |
| 4. Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. |  |    |    |    |    | NA |    |    |    |
| 5. Specific commitments, goals and targets set by the entity with defined timelines, if any.   |  |    |    |    |    | No |    |    |    |
| 6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.  |  |    |    |    |    | NA |    |    |    |
| <b>Governance, leadership, and oversight</b>   |  |    |    |    |    |    |    |    |    |
| 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)  | The message from the CEO is presented at the beginning of this report. |    |    |    |    |    |    |    |    |
| 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).  | Chief Executive Officer  |    |    |    |    |    |    |    |    |
| 9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.  | No   |    |    |    |    |    |    |    |    |

**10. Details of Review of NGRBCs by the Company:**

| Subject for Review  | Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee  |    |    |    |    |    |    |    |    | Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify) |    |    |    |    |    |    |    |    |
|---|---|----|----|----|----|----|----|----|----|--|----|----|----|----|----|----|----|----|
|   | P1  | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1   | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action   | Review was done by CEO  |    |    |    |    |    |    |    |    | Annual   |    |    |    |    |    |    |    |    |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non- Compliances | We ensure adherence to all applicable laws and regulations across the regions in which we operate. Compliance with statutory requirements is periodically reviewed by the Board, its committees, and the respective Functional Heads to ensure accountability and alignment with prevailing regulatory standards. |    |    |    |    |    |    |    |    |  |    |    |    |    |    |    |    |    |

**11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.**

No, the assessment and evaluation of our policies are carried out internally as part of the Company's standard operating procedures and established business practices.

**12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:**

| Questions   | P1             | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|----------------|----|----|----|----|----|----|----|----|
| The entity does not consider the principles material to its business (Yes/No)   |                |    |    |    |    |    |    |    |    |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) |                |    |    |    |    |    |    |    |    |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No)                         |                |    |    |    |    |    |    |    |    |
| It is planned to be done in the next financial year (Yes/No)  |                |    |    |    |    |    |    |    |    |
| Any other reason (please specify)   | Not Applicable |    |    |    |    |    |    |    |    |

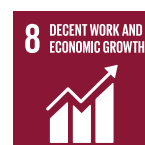
**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.



**Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

At SG Finserve, we are committed to upholding robust corporate governance practices and maintaining high standards of ethical conduct across our operations. Our Board of Directors has instituted comprehensive policies and codes of conduct that promote transparency, accountability, and integrity throughout the organisation. We have established a formal whistleblower mechanism and grievance redressal framework to ensure that concerns are addressed promptly and in an unbiased manner. Additionally, regular training and awareness programs on ethics and compliance are conducted for employees at all levels to reinforce these principles across the Company.

**Essential Indicators****1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

| Segment                           | Total number of training and awareness programmes held | Topics/ principles covered under the training and its impact  | Percentage of persons in respective category covered by the awareness Programmes |
|-----------------------------------|--|---|--|
| Board of Directors                | 1  | All Principles  | 100%   |
| Key Managerial Personnel          | 1  | All Principles  | 100%   |
| Employees other than BoD and KMPs | Multiple Training Programs                             | Employees have been given training on Principle 1 and other Principle as applicable to their respective functional area | 100%   |
| Workers                           | NA   | NA  | NA   |

**2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format. (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):**

No fines, penalties, punishments, compounding fees, or settlement amounts were imposed or paid during the reporting period, either by the Company or by its directors or Key Managerial Personnel (KMPs).

**3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Not applicable

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

At SG Finserve, concerns related to anti-corruption and anti-bribery are addressed through a comprehensive framework comprising the Code of Conduct Policy, Code of Conduct for Directors and Senior Management Personnel, and the Vigil Mechanism. Together, these policies establish a structured approach to promoting ethical conduct, accountability, and integrity across all levels of the organisation.

The Code of Conduct Policy sets out the principles and standards expected from all employees, encouraging transparency and responsible business practices. The Code of Conduct for Directors and Senior Management further strengthen these expectations at the leadership level, emphasising their role in upholding integrity, ethical decision-making, and regulatory compliance.

The Vigil Mechanism serves as a secure and confidential platform for employees and stakeholders to report instances of unethical behaviour, suspected fraud, or violations of anti-corruption and anti-bribery provisions without fear of retaliation. It ensures that all such concerns are addressed in a timely, fair, and transparent manner through appropriate investigation processes.

All relevant policies are publicly available on the Company's website ([www.sgfinserve.com](http://www.sgfinserve.com)), ensuring transparency and ease of access for stakeholders.

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

No Director, Key Managerial Personnel (KMP), or employee has been subject to any disciplinary proceedings or actions by law enforcement authorities in relation to allegations of bribery or corruption.

**6. Details of complaints with regard to conflict of interest:**

No complaints have been reported concerning any conflict of interest involving the Directors, Key Managerial Personnel (KMPs), or other employees.

**7. Provide details of any corrective action taken or underway on issues related to fines/ penalties/action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not applicable

**8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:**

|                                     | FY 2025-26 | FY 2024-25 |
|-------------------------------------|------------|------------|
| Number of days of accounts payables | 18.58 days | 6.68 days  |

**9. Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

| Parameter                   | Metrics  | FY 2025-26 | FY 2024-25 |
|-----------------------------|--|------------|------------|
| Concentration of purchases* | a. Purchases from trading houses as % of total purchases                                 | Nil        | Nil        |
|                             | b. Number of trading houses where purchases are made from                                | Nil        | Nil        |
|                             | c. Purchases from top 10 trading houses as % of total purchases from trading houses      | Nil        | Nil        |
| Concentration of Sales**    | a. Sales to dealer/ distributors as % of total sales                                     | Nil        | Nil        |
|                             | b. Number of dealers/ distributors to whom sales are made                                | Nil        | Nil        |
|                             | c. Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors    | Nil        | Nil        |
| Share of RPTs in            | a. Purchases (Purchases with related parties/ Total Purchases)**                         | 1.24%      | 2.96%      |
|                             | b. Sales (Sales to related parties / Total Sales)  | Nil        | Nil        |
|                             | c. Loans & advances (Loans & advances given to related parties / Total loans & advances) | 1.35%      | 0.74%      |
|                             | d. Investments (Investments in related parties / Total Investments made)                 | Nil        | Nil        |

\*Not applicable, as the nature of the Company's business does not involve the procurement of raw materials or input materials.

\*\*Rent paid to related parties.



PRINCIPLE  
2

## Businesses should provide goods and services in a manner that is sustainable and safe.

Although SG Finserve operates within the financial services sector and does not engage in the manufacture of physical products, we remain committed to delivering our services in a sustainable and responsible manner. The Company continuously strengthens its digital infrastructure to minimise environmental impact and promote paperless operations. Further, our IT systems are subject to periodic risk assessments to ensure robustness, security, reliability, and long-term sustainability of our operations



### Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

|       | Current Financial Year 2025-26   | Previous Financial Year 2024-25 | Details of improvements in environmental and social impacts |
|-------|--|---------------------------------|---|
| R & D | Not applicable, as it does not pertain to the nature of the Company's business operations. |                                 |   |
| Capex |  |                                 |   |

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

No

- b. **If yes, what percentage of inputs were sourced sustainably?**

Not Applicable

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Not applicable, as this is not relevant to the nature of the Company's business operations.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/ No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

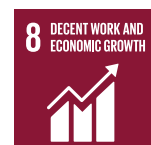
Not applicable, as it is not applicable to the nature of the Company's business.



PRINCIPLE  
3

## Businesses should respect and promote the well-being of all employees, including those in their value chains.

We are committed to promoting the holistic well-being of our employees, encompassing their physical, mental, and ergonomic health. The Company provides a range of benefits, including health insurance coverage, access to occupational health services, and various wellness initiatives aimed at supporting overall employee health and productivity. We also emphasise preventive care and awareness through regular health-related programs and initiatives.



Our Human Resources team plays a proactive role in ensuring a safe and supportive workplace by conducting regular training sessions, including those focused on health, safety, and well-being. Periodic safety assessments and audits are undertaken to maintain a secure working environment. In addition, we are committed to fostering an inclusive and respectful workplace culture that promotes equal opportunity, dignity, and professional growth for all employees.

## Essential Indicators

### 1. a. Details of measures for the well-being of employees:

| Category                              | Total<br>(A) | % of employees covered by |             |                    |             |                    |             |                    |            |                     |            |
|---------------------------------------|--------------|---------------------------|-------------|--------------------|-------------|--------------------|-------------|--------------------|------------|---------------------|------------|
|                                       |              | Health insurance          |             | Accident insurance |             | Maternity benefits |             | Paternity Benefits |            | Day Care facilities |            |
|                                       |              | No.<br>(B)                | %<br>(B/A)  | No.<br>(C)         | %<br>(C/A)  | No.<br>(D)         | %<br>(D/A)  | No.<br>(E)         | %<br>(E/A) | No.<br>(F)          | %<br>(F/A) |
| <b>Permanent employees</b>            |              |                           |             |                    |             |                    |             |                    |            |                     |            |
| Male                                  | 56           | 56                        | 100%        | 56                 | 100         | NA                 | NA          | -                  | -          | -                   | -          |
| Female                                | 20           | 20                        | 100%        | 20                 | 100%        | 20                 | 100%        | -                  | -          | -                   | -          |
| <b>Total</b>                          | <b>76</b>    | <b>76</b>                 | <b>100%</b> | <b>76</b>          | <b>100%</b> | <b>20</b>          | <b>100%</b> | -                  | -          | -                   | -          |
| <b>Other than Permanent employees</b> |              |                           |             |                    |             |                    |             |                    |            |                     |            |
| Male                                  | -            | -                         | -           | -                  | -           | -                  | -           | -                  | -          | -                   | -          |
| Female                                | -            | -                         | -           | -                  | -           | -                  | -           | -                  | -          | -                   | -          |
| <b>Total</b>                          | -            | -                         | -           | -                  | -           | -                  | -           | -                  | -          | -                   | -          |

### b. Details of measures for the well-being of workers:

Not Applicable

### c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

|   | FY 2025-26 | FY 2024-25 |
|---|------------|------------|
| Cost Incurred on well-being measures as a % of total revenue of the company | 0.62%      | 0.69%      |

### 2. Details of retirement benefits, for Current FY and Previous Financial Year.

| Benefits             | FY 2025-26   |  |  | FY 2024-25   |  |  |
|----------------------|--|--|--|--|--|--|
|                      | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total Employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF                   | 100%   | NA   | Y  | 100%   | NA   | Y  |
| Gratuity             | 100%   | NA   | Y  | 100%   | NA   | Y  |
| ESI                  | NA   | NA   | NA   | NA   | NA   | NA   |
| Other - Pls. specify | -  | -  | -  | -  | -  | -  |

### 3. Accessibility of workplaces

**Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes, the Company's corporate office is designed to be accessible to differently-abled employees and visitors, ensuring ease of movement and an inclusive environment.

### 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

No, the Company does not currently have a formal Equal Opportunity Policy in place. However, SG Finserve remains committed to being an equal opportunity employer and ensures fair, unbiased, and non-discriminatory treatment of all individuals, irrespective of gender, caste, creed, colour, religion, disability, or sexual orientation.

The Company fosters an inclusive workplace culture where diversity is respected and equal opportunities are provided across all aspects of employment, including recruitment, training, and career progression. Further, SG Finserve is in the process of formalising an Equal Opportunity Policy in alignment with the provisions of the Rights of Persons with Disabilities Act, 2016, to further strengthen its commitment towards inclusivity, accessibility, and equitable workplace practices.

### 5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Not applicable, as no employee availed parental leave during the financial year under review.

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

| Yes/No (If yes, then give details of the mechanism in brief) |   |
|--|---|
| Permanent Workers  | Yes, the Company has established a robust grievance redressal mechanism through its Internal Complaints Committee (ICC) to ensure prompt and effective resolution of complaints raised by aggrieved individuals. The ICC is responsible for addressing cases of sexual harassment in accordance with applicable regulations and ensures that all complaints are handled in a timely, confidential, and impartial manner.<br><br>The Committee is duly constituted and comprises the following members:<br>Ms. Renu Rai (CPO)<br>Ms. Tanya Kulshrestha (HR)<br>Mr. Vinay Gupta (CEO)<br>Mrs. Asha Anil Agarwal (Independent Director)<br><br>The ICC is committed to upholding a safe, respectful, and inclusive workplace by ensuring that all complaints are addressed with due diligence and sensitivity. |
| Other than Permanent Workers                                 |   |
| Permanent Employees  |   |
| Other than Permanent Employees                               |   |
| Other than Permanent Workers                                 |   |
| Permanent Employees  |   |
| Other than Permanent Employees                               |   |

**7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

The Company does not have any recognised employee associations or trade unions.

**8. Details of training given to employees and workers:**

| Category         | FY 2025-26 |                               |             |                      |             | FY 2024-25 |                               |             |                      |             |
|------------------|------------|-------------------------------|-------------|----------------------|-------------|------------|-------------------------------|-------------|----------------------|-------------|
|                  | Total (A)  | On Health and safety measures |             | On Skill upgradation |             | Total (D)  | On Health and safety measures |             | On Skill upgradation |             |
|                  |            | No. (B)                       | % (B/A)     | No. (C)              | % (C/A)     |            | No. (E)                       | % (E/D)     | No. (F)              | % (F/D)     |
| <b>Employees</b> |            |                               |             |                      |             |            |                               |             |                      |             |
| Male             | 56         | 56                            | 100%        | 56                   | 100%        | 41         | 41                            | 100%        | 41                   | 100%        |
| Female           | 20         | 20                            | 100%        | 20                   | 100%        | 17         | 17                            | 100%        | 17                   | 100%        |
| <b>Total</b>     | <b>76</b>  | <b>76</b>                     | <b>100%</b> | <b>76</b>            | <b>100%</b> | <b>58</b>  | <b>58</b>                     | <b>100%</b> | <b>58</b>            | <b>100%</b> |

**9. Details of performance and Career development reviews of employees:**

| Category         | FY 2025-26 |           |             |           |             | FY 2024-25 |           |             |           |             |
|------------------|------------|-----------|-------------|-----------|-------------|------------|-----------|-------------|-----------|-------------|
|                  | Total (A)  | No. (B)   | % (B/A)     | No. (C)   | % (C/A)     | Total (D)  | No. (E)   | % (E/D)     | No. (F)   | % (F/D)     |
| <b>Employees</b> |            |           |             |           |             |            |           |             |           |             |
| Male             | 56         | 56        | 100%        | 56        | 100%        | 41         | 41        | 100%        | 41        | 100%        |
| Female           | 20         | 20        | 100%        | 20        | 100%        | 17         | 17        | 100%        | 17        | 100%        |
| <b>Total</b>     | <b>76</b>  | <b>76</b> | <b>100%</b> | <b>76</b> | <b>100%</b> | <b>58</b>  | <b>58</b> | <b>100%</b> | <b>58</b> | <b>100%</b> |

**10. Health and safety management system:**

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such a system?**

No, this is not applicable considering the nature of the Company's business. However, SG Finserve remains committed to fostering a strong culture of safety across its offices and places high priority on the health and well-being of its employees.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Not applicable, as it is not relevant to the nature of the Company's business operations.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Not applicable, as it does not relate to the nature of the Company's business activities.

**d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes, at SG Finserve, we prioritise the holistic well-being of our employees, encompassing their mental, physical, and ergonomic health, along with safety beyond the workplace. Our approach includes providing health insurance coverage and access to occupational health services, reflecting our commitment to fostering a safe, supportive, and healthy work environment.

**11. Details of safety related incidents, in the following format:**

No safety-related recordable incidents were reported during FY 2025–26 and FY 2024–25.

| Safety Incident/ Number  | Category*           | FY 2025-26 | FY 2024-25 |
|--|---------------------|------------|------------|
| Lost Time Injury Rate (LTIFR) (per one million-person hours worked)        | Employees / Workers | Nil        | Nil        |
| Total recordable work-related injuries                                     | Employees / Workers | Nil        | Nil        |
| No. of fatalities  | Employees / Workers | Nil        | Nil        |
| High consequences work-related injury or ill-health (excluding fatalities) | Employees / Workers | Nil        | Nil        |

\*Including in the contract workforce

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace.**

The Human Resources Department of the Company is entrusted with overseeing and promoting health and safety practices across the workplace. Its responsibilities include conducting regular inspections to ensure that safety, hygiene, and sanitation standards are consistently maintained across the premises. The department is also responsible for identifying, assessing, and documenting any potential hazards, and ensuring that appropriate corrective measures are implemented in a timely manner.

In addition, the HR team organises periodic internal training sessions and awareness programs to educate employees on workplace safety, emergency preparedness, and best practices. It also ensures that all firefighting equipment is regularly inspected, well-maintained, and readily operational at all times.

The department conducts monthly safety reviews and coordinates with designated safety heads or responsible personnel to evaluate existing safety measures and identify areas for improvement. Furthermore, it actively promotes a culture of shared responsibility, encouraging employees to take ownership of their own safety while being mindful of the well-being of their colleagues.

To ensure effective communication, the HR team disseminates relevant health and safety information through multiple channels, including meetings, emails, and notice boards, thereby fostering a safe, informed, and proactive work environment.

**13. Number of Complaints on the following made by employees and workers:**

|                    | FY 2025-26            |                                       |         | FY 2024-25            |                                       |         |
|--------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
|                    | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | Nil                   | Nil                                   | -       | Nil                   | Nil                                   | -       |
| Health & Safety    | Nil                   | Nil                                   | -       | Nil                   | Nil                                   | -       |

**14. Assessments for the year:**

|                             | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|---|
| Health and safety practices | 100%  |
| Working Conditions          | 100%  |

The assessments are conducted internally as an integral part of the Company's ongoing business operations.

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

Not applicable, as no recordable safety-related incidents have been reported, and no material risks or concerns have been identified through the assessment of health and safety practices or working conditions.



## Businesses should respect the interests of and be responsive to all its stakeholders.



At SG Finserve, we actively engage with a wide range of stakeholders, including employees, customers, investors, regulators, and the broader community, through multiple structured channels such as meetings, surveys, emails, and formal feedback mechanisms. These engagements are designed to facilitate open dialogue, understand stakeholder expectations, and address concerns in a timely and effective manner.

Stakeholder inputs play a critical role in shaping our strategic priorities, risk management approach, and overall business decisions. We systematically evaluate feedback received from stakeholders and integrate relevant insights into our policies, processes, and operational practices to enhance value creation and long-term sustainability.

The Company maintains a transparent and structured communication framework to ensure the timely dissemination of relevant, accurate, and consistent information. This approach strengthens stakeholder trust, fosters accountability, and supports informed decision-making across all levels of the organisation.

### Essential Indicators

#### 1. Describe the processes for identifying key stakeholder groups of the entity.

At SG Finserve, we believe in building strong, trust-based relationships with our stakeholders. We view their expectations and concerns as valuable inputs and we are committed to fostering strong, trust-based relationships with our stakeholders and recognise their expectations and concerns as critical inputs in shaping our business decisions and long-term growth strategy. We actively engage with a diverse set of stakeholders, including employees, customers, suppliers, bankers, investors, analysts, shareholders, regulatory authorities, and the communities in which we operate. Their perspectives are systematically considered to enhance our responsiveness, strengthen stakeholder confidence, and support sustainable value creation.

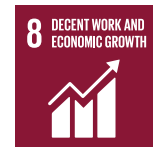
#### 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

| Stakeholder Group | Whether identified as Vulnerable & Marginalised Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other    | Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement  |
|-------------------|--|--|--|--|
| Customers         | No   | Website, Customer Feedback Survey, Customer Meetings   | Ongoing basis/ Annually  | <ul style="list-style-type: none"> <li>Pricing and quality of services</li> <li>Customer Satisfaction</li> </ul>   |
| Employees         | No   | Website, Intranet, Email Communications, Notice Boards, Trainings, Meetings, Annual Performance Review, Employee Survey Feedback | Ongoing basis  | <ul style="list-style-type: none"> <li>Employee performance</li> <li>Employee Satisfaction</li> <li>Work-life balance</li> <li>Professional development</li> <li>Working condition</li> <li>Company culture</li> </ul> |
| Community, NGOs   | Yes  | Interaction with the beneficiaries (community meetings), Implementing partners, Corporate Social Responsibility engagements      | Ongoing basis  | <ul style="list-style-type: none"> <li>Welfare of the Community</li> </ul>   |

| Stakeholder Group                  | Whether identified as Vulnerable & Marginalised Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement   |
|------------------------------------|--|---|--|---|
| Investors, Shareholders & Analysts | No   | Investor Grievance Redressal mechanism, Designated Email ID, AGM, Investor meets, Newspaper Publications                      | Annually / Quarterly / Need basis  | <ul style="list-style-type: none"> <li>Updating on Business Strategies</li> <li>Grievance Redressal</li> <li>Review of Company's Performance</li> </ul> |
| Regulatory Bodies                  | No   | Compliance Reports, Email, personal meetings, calls etc.  | Ongoing basis  | <ul style="list-style-type: none"> <li>Compliance with the law of the land</li> </ul>   |
| Supplier                           | No   | Email Communication, Supplier Grievance redressal mechanism   | Ongoing basis  | Query resolution & grievance redressal<br>Timely payments of invoices   |



## Businesses should respect and promote human rights.



We are committed to upholding human rights and have embedded related principles into our policies and operations. Our HR Head oversees the implementation and monitoring of human rights practices. Any concerns related to human rights are addressed promptly through our grievance redressal framework. We are also working toward incorporating human rights clauses in our agreements and contracts.

### Essential Indicators

1. Employees who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

| Category               | FY 2025-26 |  |             | FY 2024-25 |   |             |
|------------------------|------------|--|-------------|------------|---|-------------|
|                        | Total (A)  | No. of employees / workers covered (B) | % (B/A)     | Total (C)  | No. of / employees' workers covered (D) | % (D/C)     |
| Permanent              | 56         | 56                                     | 100%        | 41         | 41                                      | 100%        |
| Other than permanent   | 20         | 20                                     | 100%        | 17         | 17                                      | 100%        |
| <b>Total Employees</b> | <b>76</b>  | <b>76</b>                              | <b>100%</b> | <b>58</b>  | <b>58</b>                               | <b>100%</b> |

2. Details of minimum wages paid to employees, in the following format:

| Category                    | Total (A) | FY 2025-26            |         |                        |         | Total (D) | FY 2024-25            |         |                        |         |
|-----------------------------|-----------|-----------------------|---------|------------------------|---------|-----------|-----------------------|---------|------------------------|---------|
|                             |           | Equal to Minimum Wage |         | More than Minimum Wage |         |           | Equal to Minimum Wage |         | More than Minimum Wage |         |
|                             |           | No. (B)               | % (B/A) | No. (C)                | % (C/A) |           | No. (E)               | % (E/D) | No. (F)                | % (F/D) |
| <b>Permanent</b>            |           |                       |         |                        |         |           |                       |         |                        |         |
| Male                        | 56        | 0                     | 0%      | 56                     | 100%    | 41        | 0                     | 0%      | 41                     | 100%    |
| Female                      | 20        | 0                     | 0%      | 20                     | 100%    | 17        | 0                     | 0%      | 17                     | 100%    |
| <b>Other than Permanent</b> |           |                       |         |                        |         |           |                       |         |                        |         |
| Male                        |           | Not Applicable        |         |                        |         |           |                       |         |                        |         |
| Female                      |           | Not Applicable        |         |                        |         |           |                       |         |                        |         |

**3. Details of remuneration/salary/wages, in the following format:****a. Median remuneration / wages**

|                                  | Male   |   | Female |   |
|----------------------------------|--------|---|--------|---|
|                                  | Number | Median remuneration/ salary/ wages of respective category | Number | Median remuneration/ salary/ wages of respective Category |
| Board of Directors (BoD)         | 5      | 0   | 1      | 0   |
| Key Managerial Personnel         | 3      | 8000000   | -      | -   |
| Employees other than BoD and KMP | 53     | 1000000   | 20     | 625002  |
| Workers                          | -      | -   | -      | -   |

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format:**

|   | FY 2025-26 | FY 2024-25 |
|---|------------|------------|
| Gross wages paid to female as %age of total wages | 13%        | 16%        |

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, the Head of Human Resources serves as the central point of contact for overseeing and addressing any human rights-related impacts or issues that may arise as a result of the company's operations or business activities.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The details of our grievance redressal mechanism related to human rights issues are provided under Principle 3, point no. 6.

**6. Number of Complaints on the following made by employees and workers:**

|                                   | FY 2025-26            |                                       |         | FY 2024-25            |                                       |         |
|-----------------------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
|                                   | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment                 | Nil                   | Nil                                   | -       | Nil                   | Nil                                   | -       |
| Discrimination at workplace       | Nil                   | Nil                                   | -       | Nil                   | Nil                                   | -       |
| Child Labour                      | Nil                   | Nil                                   | -       | Nil                   | Nil                                   | -       |
| Forced Labour/Involuntary Labour  | Nil                   | Nil                                   | -       | Nil                   | Nil                                   | -       |
| Wages                             | Nil                   | Nil                                   | -       | Nil                   | Nil                                   | -       |
| Other human rights related issues | Nil                   | Nil                                   | -       | Nil                   | Nil                                   | -       |

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

|   | FY 2025-26 | FY 2024-25 |
|---|------------|------------|
| Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | Nil        | Nil        |
| Complaints on POSH as a % of female employees / workers   | NA         | NA         |
| Complaints on POSH upheld   | NA         | NA         |

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

All members of the Company, including the Board of Directors, senior management, and employees, are strictly prohibited from engaging in any form of intimidation, coercion, or retaliatory action against individuals who, in good faith and without any malicious intent, raise concerns, file complaints, or provide information, testimony, or evidence under this Policy. The Company is committed to fostering a safe and transparent environment where individuals can report issues without fear of adverse consequences.

Retaliation in any form is considered a serious breach of the Company's ethical standards and will not be tolerated. Such actions may include, but are not limited to, acts of intimidation or coercion; disruption of an individual's work or the creation of a

hostile, offensive, or intimidating workplace environment; termination or dismissal from employment; denial of employment opportunities such as hiring, confirmation, or promotion; and any adverse changes in working conditions, responsibilities, or denial of employment-related benefits.

**Note:**

Any disciplinary or corrective action taken against an employee based on legitimate concerns related to performance, conduct, or business requirements, and which is unrelated to a complaint raised under this Policy, shall not be regarded as retaliation or a violation of this Policy.

The Company encourages individuals who believe they have experienced or witnessed any form of retaliation to promptly report such incidents. Concerns may be raised with the Presiding Officer of the Internal Complaints Committee (ICC) through the designated official communication channels, or directly with the external ICC member via the specified contact details. All such complaints will be addressed with due confidentiality, impartiality, and in accordance with established procedures directly at [whistle.blower@sgfinserve.com](mailto:whistle.blower@sgfinserve.com).

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

No, the Company does not currently have such provisions in place. However, the Legal team is in the process of reviewing this aspect and is actively working towards incorporating human rights requirements into the Company's business agreements and contractual arrangements.

**10. Assessments for the year:**

|                             | <b>% of your plants and offices that were assessed (by entity or statutory authorities or third parties)</b> |
|-----------------------------|--|
| Child labour                | 100%   |
| Forced/involuntary labour   | 100%   |
| Sexual harassment           | 100%   |
| Discrimination at workplace | 100%   |
| Wages                       | 100%   |
| Others - please specify     | -  |

We have carried out the assessments internally as part of our business operations.

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

Not Applicable



## Businesses should respect and make efforts to protect and restore the environment.

As a responsible corporate entity, our company is committed to minimising its environmental footprint. We adhere to all relevant environmental regulations governing our premises and operations, and we encourage stakeholders to do the same. Despite being a technology-focused firm with minimal environmental impact, we actively seek ways to optimise resource usage in our operations. This includes integrating environmentally friendly equipment such as energy-efficient technologies.



### Essential Indicators

#### 1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

| Parameter   | FY 2025-26                                    | FY 2024-25                                   |
|---|---|--|
| <b>From renewable resources</b>   |   |  |
| Total electricity consumption (A)   | -   | -  |
| Total fuel consumption (B)  | -   | -  |
| Energy consumption through other sources (C)  | -   | -  |
| <b>Total energy consumed from renewable resources (A+B+C)</b>   | -   | -  |
| <b>From non - renewable resources</b>   |   |  |
| Total electricity consumption (D)   | 387.43 GJ                                     | 285.34 GJ                                    |
| Total fuel consumption (E)  | 189.55 GJ                                     | 183.54 GJ                                    |
| Energy consumption through other sources (F)  | -   | -  |
| <b>Total energy consumed from non-renewable sources (D+E+F)</b>   | -   | -  |
| <b>Total energy consumed (A+B+C+D+E+F)</b>  | 576.98 GJ                                     | 468.88 GJ                                    |
| <b>Energy intensity per rupee of turnover</b> (Total energy consumption/ Revenue from operation)  | 1.73 GJ/Crore of turnover                     | 2.74 GJ/Crore of turnover                    |
| <b>Energy intensity per million USD of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP) * | 3.57 GJ/ Million USD of PPP adjusted Turnover | 5.66 GJ/Million USD of PPP adjusted turnover |
| <b>Energy intensity in terms of physical Output</b>   | -   | -  |
| Energy intensity (optional) – the relevant metric may be selected by the entity   | -   | -  |

**Note:** Indicate if any independent assessment / evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, we have not undertaken any independent assessment, evaluation, or assurance by an external agency.

\*Keeping in view the Industry Standards Note guidelines of SEBI for BRSR, we have considered the PPP conversion factor referring to the published figures of IMF for India i.e. 20.64 for FY 2025-26 and 20.66 for FY 2024-25. The reported figure is computed on USD basis as per the guidance of the Industry Standards Note.

#### 2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No, the Company's facilities have not been designated as Designated Consumers (DCs) under the Government of India's Performance, Achieve and Trade (PAT) Scheme.

**3. Provide details of the following disclosures related to water, in the following format:**

| Parameter   | FY 2025-26                                   | FY 2024-25                                    |
|---|--|---|
| <b>Water withdrawal by source (in Kilolitres)</b>   |  |   |
| (i) Surface water   | -  | -   |
| (ii) Groundwater  | 4380.0                                       | 5048.0  |
| (iii) Third party water   | -  | -   |
| (iv) Seawater / desalinated water   | -  | -   |
| (v) Others  | -  | -   |
| <b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>   | <b>4380.0</b>                                | <b>5048.0</b>                                 |
| <b>Total volume of water consumption (in kilolitres)</b>  | <b>4380.0</b>                                | <b>5048.0</b>                                 |
| <b>Water intensity per rupee of turnover</b> (Total water consumption / Revenue from operations)  | 13.13 KL/Crores of Turnover                  | 29.51 KL/Crores of Turnover                   |
| <b>Water intensity per million USD of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption / Revenue from operations adjusted for PPP)* | 0.08KL/ Million USD of PPP adjusted Turnover | 0.36 KL/ Million USD of PPP adjusted Turnover |
| <b>Water intensity in terms of physical Output</b>  | -  | -   |
| <b>Water intensity</b> (optional) – the relevant metric may be selected by the entity   | -  | -   |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, we have not undertaken any independent assessment, evaluation, or assurance by an external agency.

\*Keeping in view the Industry Standards Note guidelines of SEBI for BRSR, we have considered the PPP conversion factor referring to the published figures of IMF for India i.e. 20.64 for FY 2025-26 and 20.66 for FY 2024-25. The reported figure is computed on USD basis as per the guidance of the Industry Standards Note.

**4. Provide the following details related to water discharged:**

We do not track this as the water is used solely for human consumption and housekeeping purposes.

| Parameter   | FY 2025-26 | FY 2024-25 |
|---|------------|------------|
| <b>Water discharged by destination and level of treatment (in kilolitres)</b> |            |            |
| (i) To Surface water  |            |            |
| - No treatment  | -          | -          |
| - With treatment – please specify level of treatment                          | -          | -          |
| (ii) To Groundwater   | -          | -          |
| - No treatment  | -          | -          |
| - With treatment – please specify level of treatment                          | -          | -          |
| (iii) To Seawater   | -          | -          |
| - No treatment  | -          | -          |
| - With treatment – please specify level of treatment                          | -          | -          |
| (iv) Sent to third-parties  | -          | -          |
| - No treatment  | -          | -          |
| - With treatment – please specify level of treatment                          | -          | -          |
| (v) Others  | -          | -          |
| - No treatment  | -          | -          |
| - With treatment – please specify level of treatment                          | -          | -          |
| <b>Total water discharged (in kilolitres)</b>                                 | <b>-</b>   | <b>-</b>   |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, we have not undertaken any independent assessment, evaluation, or assurance by an external agency.

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

No

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

N. No, we have not undertaken any independent assessment, evaluation, or assurance by an external agency.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

This is not relevant to us, considering the nature of our business operations.

| Parameter                           | Please specify unit | FY 2025-26 | FY 2024-25 |
|-------------------------------------|---------------------|------------|------------|
| NOx                                 | -                   | -          | -          |
| Sox                                 | -                   | -          | -          |
| Particulate matter (PM)             | -                   | -          | -          |
| Persistent organic pollutants (POP) | -                   | -          | -          |
| Volatile organic compound (VOC)     | -                   | -          | -          |
| Hazardous air pollutants (HAP)      | -                   | -          | -          |
| Others- please specify              | -                   | -          | -          |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, we have not undertaken any independent assessment, evaluation, or assurance by an external agency.

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

| Parameter  | Unit   | FY 2025-26  | FY 2024-25  |
|--|--|---|---|
| <b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)                                     | Metric tonnes of CO <sub>2</sub> equivalent                      | 13.9  | 13.6  |
| <b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)                                     | Metric tonnes of CO <sub>2</sub> equivalent                      | 76.4  | 57.6  |
| <b>Total Scope 1 and Scope 2 emissions intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)   | Metric tonnes of CO <sub>2</sub> Equivalent / Crores of Turnover | 0.2 TCO <sub>2</sub> e / Crores of Turnover                   | 0.4 TCO <sub>2</sub> e / Crores of Turnover                   |
| <b>Total Scope 1 and Scope 2 emission intensity per million USD of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)* | -  | 0.5 TCO <sub>2</sub> e / Million USD of PPP adjusted Turnover | 0.9 TCO <sub>2</sub> e / Million USD of PPP adjusted Turnover |
| <b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>  | -  | -   | -   |
| <b>Total Scope 1 and Scope 2 emission intensity</b> (optional) – the relevant metric may be selected by the entity   | -  | -   | -   |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Y, Sustainability Actions Private Limited has done the assessment of our GHG data.

\*Keeping in view the Industry Standards Note guidelines of SEBI for BRSR, we have considered the PPP conversion factor referring to the published figures of IMF for India i.e. 20.64 for FY 2025-26 and 20.66 for FY 2024-25. The reported figure is computed on USD basis as per the guidance of the Industry Standards Note.

**8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

We have equipped our offices with LED lighting to ensure optimal energy use and implemented sectional lighting to avoid electricity wastage in temporarily vacant areas. Additionally, we use VRV air conditioners to help reduce our overall energy consumption.

**9. Provide details related to waste management by the entity, in the following format:**

| Parameter  | FY2025-26 | FY2024-25 |
|--|-----------|-----------|
| <b>Total Waste generated (in metric tonnes)</b>                    |           |           |
| Plastic waste (A)  | -         | -         |
| E-waste (B)  | -         | -         |
| Bio-medical waste (C)  | -         | -         |
| Construction and demolition waste (D)                              | -         | -         |
| Battery waste (E)  | -         | -         |
| Radioactive waste (F)  | -         | -         |
| Other Hazardous waste. Please specify, if any. (G)- Used Oil       | -         | -         |
| Other Non-hazardous waste generated (H). Please specify, if any. * | 2.73      | 1.84      |
| <b>Total (A+B + C + D + E + F + G + H)</b>                         | 2.73      | 1.84      |

| Parameter  | FY2025-26  | FY2024-25   |
|--|--|---|
| <b>Waste intensity per rupee of turnover</b> (Total waste generated / Revenue from operations)   | 0.0082 Tons / Crore of Turnover                    | 0.0107 Crore of Turnover                          |
| <b>Waste intensity per million USD of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP)** | 0.0169 Tons / Million USD of PPP adjusted Turnover | 0.0222 Tons/ Million USD of PPP adjusted Turnover |
| <b>Waste intensity in terms of physical output</b>   | -  | -   |
| <b>Waste intensity</b> (optional) – the relevant metric may be selected by the entity  | -  | -   |
| <b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>                     |  |   |
| <b>Category of waste</b>   |  |   |
| (i) Recycled   | 2.73   | 1.84  |
| (ii) Re-used   | -  | -   |
| (iii) Other recovery operations  | -  | -   |
| <b>Total</b>   | 2.73   | 1.84  |
| <b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>  |  |   |
| <b>Category of waste</b>   |  |   |
| (i) Incineration   | -  | -   |
| (ii) Landfilling   | -  | -   |
| (iii) Other disposal operations  | -  | -   |
| <b>Total</b>   | -  | -   |

\*Other Non-Hazardous waste includes Paper, Plastic and Food waste. We ensure that all material is sent to recyclers or composters through authorised collectors.

\*\*Keeping in view the Industry Standards Note guidelines of SEBI for BRSR, we have considered the PPP conversion factor referring to the published figures of IMF for India i.e. 20.64 for FY 2025-26 and 20.66 for FY 2024-25. The reported figure is computed on USD basis as per the guidance of the Industry Standards Note.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

N, we have not undertaken any independent assessment, evaluation, or assurance by an external agency.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Environmentally responsible practices are integrated into the Company's operational culture, with employees encouraged to adopt measures such as recycling and reusing paper at their workstations to minimise waste generation. The Company ensures that all waste generated is disposed of through authorised recyclers. E-waste is handed over to authorised recyclers or collection agencies, while batteries and used oil are disposed of in compliance with applicable regulations through authorised vendors.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

No Company facilities are located in or in close proximity to ecologically sensitive areas.

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

The Company's operations do not fall within the scope of the Environmental Impact Assessment (EIA) Notification, 2006.

**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Yes, at SG Finserve, we ensure compliance with all applicable environmental laws and regulations relevant to the nature and scope of our business operations.



## Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

At SG Finserve, we maintain proactive and constructive engagement with industry associations, regulatory authorities, and relevant stakeholders in a transparent, responsible, and compliant manner. Our interactions are guided by established governance frameworks and ethical standards, ensuring that all engagements are conducted with integrity, accountability, and due diligence.

Any participation in policy advocacy or regulatory consultations is undertaken with the objective of contributing meaningfully to the development and strengthening of the financial services sector. We ensure that such engagements are aligned with applicable laws and regulations, are free from undue influence, and reflect a balanced and responsible perspective that supports sustainable and inclusive growth. Through these efforts, we aim to foster trust, enhance regulatory alignment, and contribute positively to the evolving financial ecosystem.



### Essential Indicators

**1. a. Number of affiliations with trade and industry chambers/ associations.**

Nil

**b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

| S. No. | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/National) |
|--------|---|---|
| NA     |   |   |

**2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.**

Not applicable, as we have not received any adverse orders related to anti-competitive conduct from regulatory authorities.



## Businesses should promote inclusive growth and equitable development.

We take a holistic approach toward the development of underprivileged groups in society by implementing Corporate Social Responsibility (CSR) programs. Our various CSR projects are first reviewed internally and approved by management, and then regularly monitored by the CSR committee. We track the progress of all approved CSR initiatives and evaluate their progress reports periodically. Our CSR Policy reflects our commitment to fostering inclusive growth and equitable development. At SG Finserve, we adopt a holistic and structured approach towards the development of underprivileged and vulnerable sections of society through our Corporate Social Responsibility (CSR) initiatives. Our CSR philosophy is centered on creating sustainable impact by addressing key social challenges and promoting inclusive growth and equitable development.



All CSR projects are identified based on community needs and are subject to a defined internal evaluation and approval process. Proposed initiatives are reviewed at the management level to ensure alignment with the Company's CSR objectives, regulatory requirements, and long-term social impact goals. Upon approval, these projects are implemented in a structured manner with clearly defined scope, timelines, and expected outcomes.

The CSR Committee of the Board plays a critical oversight role by regularly monitoring the implementation of approved projects. The Company tracks the progress of its CSR initiatives through periodic reviews and evaluates their effectiveness based on defined performance indicators and progress reports. This ensures accountability, transparency, and efficient utilisation of resources.

Our CSR Policy reflects our continued commitment to responsible business practices and underscores our focus on fostering inclusive growth, supporting community development, and contributing to equitable and sustainable socio-economic progress.

### Essential Indicators

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

The requirement for conducting Social Impact Assessments (SIA) of projects was not applicable to the Company during FY 2025-26.

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

No projects involving Rehabilitation and Resettlement (R&R) were undertaken during FY 2025-26 or FY 2024-25.

**3. Describe the mechanisms to receive and redress grievances of the community.**

At SG Finserve, we adopt a comprehensive and structured approach to support the development of underprivileged communities through our Corporate Social Responsibility (CSR) initiatives. All CSR projects are subject to a defined internal review process and receive management approval prior to implementation, ensuring alignment with the Company's objectives and regulatory requirements.

Approved initiatives are regularly monitored by the CSR Committee, which oversees their progress and ensures effective execution. The Company systematically tracks the performance of each project and conducts periodic evaluations to assess outcomes and impact.

Our CSR Policy reflects our ongoing commitment to responsible business practices and reinforces our focus on fostering inclusive growth and equitable development across the communities we serve.

**4. Percentage of input material (inputs to total inputs by value sourced from suppliers).**

Although the nature of the Company's business does not involve procurement of goods for further processing, we prioritise sourcing goods and services required for our operations from local small and medium enterprises (SMEs) that are registered with the Company, wherever feasible.

Additionally, we endeavour to engage local employees and service providers for manpower requirements to the extent possible, thereby contributing to local economic development and community empowerment.

|   | FY 2025-26 | FY 2024-25 |
|---|------------|------------|
| Directly sourced from MSMEs / small producers | NIL        | NIL        |
| Directly from within India                    | 100%       | 100%       |

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.**

| Location     | FY 2025-26 | FY 2024-25 |
|--------------|------------|------------|
| Rural        | 0%         | 0%         |
| Semi – Urban | 0%         | 0%         |
| Urban        | 0%         | 0%         |
| Metropolitan | 100%       | 100%       |

(Place to be categorised as per RBI Classification System - rural / semi-urban / urban / metropolitan)



## Businesses should engage with and provide value to their consumers in a responsible manner.

Customer-centricity is at the core of our operations at SG Finserve. We are committed to ensuring transparent communication, safeguarding data privacy, and promoting financial awareness through our products and services. The Company has established a robust and responsive grievance redressal mechanism, including a dedicated email ID for addressing customer complaints and concerns in a timely and effective manner.

No consumer complaints were received during FY 2025-26 and FY 2024-25. We continue to strengthen our service offerings by incorporating customer feedback and aligning our solutions with evolving market needs, thereby enhancing overall customer experience and satisfaction.



### Essential Indicators

#### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

At SG Finserve, we recognise that delivering prompt and efficient customer service is essential for customer retention and sustained business growth. Effective resolution of customer grievances forms a key component of our service framework. Accordingly, the Company has established a structured grievance redressal mechanism, supported by a defined review process, to ensure timely resolution of complaints and to minimise recurrence of similar issues.

This policy has been formulated in accordance with the Reserve Bank of India Master Direction: Non-Banking Financial Company Scale Based Regulation Directions, 2023 (dated October 19, 2023, including subsequent amendments), and has been duly approved by the Board of Directors.

The Board has appointed a Grievance Redressal Officer (GRO) to oversee the effective functioning of the grievance redressal framework. The GRO is responsible for addressing escalated complaints and ensuring that all grievances are resolved in a timely, fair, and efficient manner.

For further details, stakeholders may refer to the Company's Grievance Redressal Policy available on its official website: [www.sgfinserve.com](http://www.sgfinserve.com).

#### 2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

Not Applicable

#### 3. Number of consumer complaints in respect of the following:

|                                | FY 2025-26                                 |  |         | FY 2024-25                                 |  |         |
|--------------------------------|--|--|---------|--|--|---------|
|                                | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Data Privacy                   | -  | -  | -       | -  | -  | -       |
| Advertising                    | -  | -  | -       | -  | -  | -       |
| Cyber Security                 | -  | -  | -       | -  | -  | -       |
| Delivery of essential services | -  | -  | -       | -  | -  | -       |
| Restrictive Trade Practices    | -  | -  | -       | -  | -  | -       |
| Unfair Trade Practices         | -  | -  | -       | -  | -  | -       |
| Others                         | -  | -  | -       | -  | -  | -       |

**4. Details of instances of product recalls on account of safety issues:**

No product recalls were undertaken during the financial year 2025-26.

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy?(Yes/No) If available, provide a web-link of the policy.**

Yes, the Company has established comprehensive Cybersecurity and Data Privacy policies, which are accessible to all employees through the internal company intranet.

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

No regulatory actions have been initiated against the Company to date in relation to advertising practices, provision of essential services, cybersecurity, data privacy, or product recalls.

**7. Provide the following information relating to data breaches:**

**a. Number of instances of data breaches**

Nil

**b. Percentage of data breaches involving personally identifiable information of customers**

Nil

**c. Impact, if any, of the data breaches**

Not Applicable

# Independent Auditor's Report

## TO THE MEMBERS OF 'SG FINSERVE LIMITED'

### Opinion

We have audited the accompanying financial statements of SG Finserve Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2026, 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 a summary of the 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its Profit (including Other Comprehensive Income), its 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 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matter

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

| Key Audit Matter  | How the matter was addressed in the audit  |
|---|--|
| <p><b>Impairment of Financial Assets including Loans to the Customers (Expected Credit Loss)</b></p> <p>Ind AS 109 requires the Company to recognise impairment loss allowance towards its financial assets including loans to customers (designated at amortised cost) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including unbiased, probability weighted outcome under various scenarios, time value of money, impact arising from forward looking macro-economic factors and availability of reasonable and supportable information without undue costs.</p> <p>Applying these principles involves significant estimation in various aspects, such as grouping of borrowers based on homogeneity by using appropriate statistical techniques, staging of loans and estimation of behavioral life, determining macro-economic factors impacting credit quality of receivables, estimation of losses for loan products with no / minimal historical defaults.</p> <p>Considering the significance of such allowance to the overall financial statements (and the degree of estimation involved in computation of expected credit losses), this area is considered as a key audit matter.</p> | <p><b>Our Audit Procedure:</b></p> <p>We obtained and evaluated the management's estimations and specifically performed the work as under:</p> <ul style="list-style-type: none"> <li>- Read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109.</li> <li>- Evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation and tested the controls around data extraction and validation.</li> <li>- Tested the ECL model, including assumptions and underlying computation.</li> <li>- Assessed the floor/minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults.</li> </ul> <p><b>Our Results:</b></p> <p>The results of our testing were found satisfactory and we considered the fair value of the financial assets including loans to customers recognised to be acceptable.</p> |

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

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

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

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

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

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

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

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting

unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### Auditor's Responsibilities for the audit of the 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 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

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

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

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

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

### Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2020' ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-'A', a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    - b. in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
    - c. the Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
    - d. in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.
    - e. on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 with reference to financial statements.
    - g. as no remuneration has been paid by the Company to its Directors, the provisions of Section 197 of the Companies Act, 2013 are not applicable; and
    - h. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
      - i. There are no pending litigations which may have the impact on Company's financial position;
      - ii. The Company has not entered into any long-term contracts including derivative contracts;
      - iii. There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Company.
      - iv.(a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned

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

the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. No dividend was declared or paid during the year; hence, the said clause is not applicable.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2026 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 softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention

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

**Prateek Gupta**  
Partner

Place : Noida  
Date : April 16, 2026

Membership number: 566023  
UDIN:26566023WIUBBG2723

## Annexure-'A' To The Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the independent auditor's report of even date on the financial statements of 'SG Finserve Limited' for the year ended March 31, 2026)

- (i) In respect of the Company's Property, plant and equipments and Intangible assets;
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of the Intangible assets.
- (b) As explained to us, the Property, plant and equipments and Right to use assets are physically verified by the management at reasonable intervals, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) As the Company is not having any immoveable property, the provisions of this clause are not applicable.
- (d) The Company has not revalued any of its Property, plant and equipment and Intangible Assets during the year.
- (e) According to the information and explanations given to us and based on our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, as amended.
- (ii) (a) According to the information and explanations given to us, the Company's business / operations do not carry any inventory, hence reporting under clause 3(ii)a is not applicable.
- (b) The Company has been sanctioned working capital limits / facilities from banks on the basis of security of receivables / loans. The statements filed by the Company with the banks were generally found to be in agreement with the books of accounts as per our examination of the records.
- (iii) The Company is a Non-Banking Financial Company registered under Section 45-IA of the Reserve Bank of India Act, 1934, and as a part of its business activities is engaged in lending/granting of the loans to various types/categories of the customers. During the year, the Company has not made any investment or provided the guarantee or security, however, in the ordinary course of its business, the Company has granted loans and advances in the nature of loans, secured and unsecured, to companies, firms, limited liability partnerships and other parties. With respect to such loans and advances:
- (a) As the Company's principal business is to give loans, the clause 3(iii)(a) is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, in our opinion, having regard to the nature of the Company's business, terms and conditions of the grant of the loans are not prejudicial to its interest.
- (c) and (d) In respect of the loans, and advances in the nature of loans, given by the Company the schedules of repayment of principal and payment of interest have been stipulated, and the payments are being received regularly in accordance with the schedule of payments, except in the case of certain loans where the repayments were not being received on regular basis, however, in no case it is overdue since more than 90 days. The necessary steps were found to be taken by the Company during our examination of the relevant records for recovery in such cases.
- (e) As the Company's principal business is to give loans, the clause 3(iii)(e) is not applicable.
- (f) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not granted any loans, and advances in the nature of loans, either repayable on demand or without specifying the terms of repayment.
- (iv) According to the information and explanations given to us, the Company has neither, directly or indirectly, granted any loan, or provided guarantee for security to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of Section 185 of the Act nor made investments through more than two layers of investment companies in accordance with the provisions of Section 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.

- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence reporting under clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government of India under sub-section (1) of Section 148 of the Act for any of the business activities carried out by the Company. Hence reporting under clause 3(vi) of the Order is not applicable.
- (vii) In respect of statutory dues:
- (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2026 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, and the records of the Company examined by us, there are no dues in respect of any statutory dues referred to in sub-clause (a) above which have not been deposited on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) Based on the audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to the lenders from whom such loans or borrowings have been borrowed.
- (b) Based on the audit procedures and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (c) Based on the audit procedures and according to the information and explanations given to us, the Company has applied the term loans for the purpose for which these loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company
- (e) As the Company does not have any subsidiary, associate or joint venture, hence reporting under clause 3(ix)(e) is not applicable.
- (f) As the Company does not have any subsidiary, associate or joint venture, hence reporting under clause 3(ix)(f) is not applicable.
- (x) (a) The Company during the year has neither raised funds by way of initial public offer nor further public offer (including debt instruments), hence reporting under this clause is not applicable.
- (b) The Company during the year has made the private placement by conversion of Share Warrants issued in an earlier year, of 93,72,222 equity shares of face value of ₹10/- each at premium of ₹440/- per share, aggregating to ₹42,175 lakhs. According to the information and explanations given to us and based on our examination of the records of the Company, the said placement has been made after compliance of the requirements of Section 42 and Section 62 of the Companies Act, 2013, and the funds so raised have been used for the purposes for which the funds were raised. Further, as informed, and as per our examination of records other than this allotment no preferential or private placement of shares or convertible debentures (fully, partially or optionally convertible) has been made during the year.
- (xi) (a) Based on the audit procedures and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, as amended, with the Central Government, during the year and upto the date of this report.
- (c) We have been informed that no whistle blower complaint was received by the Company during the year, and upto the date of this report, hence reporting under this clause is not applicable.

- (xii) The Company is not a Nidhi Company, hence reporting under clauses 3(xii)(a) to 3(xii)(c) is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable. The details of such transactions have been disclosed in the financial statements, as required by Ind AS 24 – Related Party Disclosures.
- (xiv) (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with them.
- (xvi) (a) The Company is required to, and has been registered under Section 45-IA of the Reserve Bank of India Act, 1934 as a Non-Banking Financial Company.
- (b) The Company is conducting its activities as a Non-Banking Financial Company in accordance with the Certificate issued by the Reserve Bank of India.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by RBI, hence reporting under this clause is not applicable.
- (d) As informed and in our view, there is no Core Investment Company within the Group of the Company, hence reporting under this clause is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year, however, there is change of statutory auditors during the year due to retirement of the existing auditor on completion of their term
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII to the Act in compliance with second proviso to sub section 5 of Section 135 of the Act, hence reporting under this clause is not required.
- (b) There are unspent amount of ₹160.14 Lakhs in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub-section (6) of Section 135 of the Act, and the same shall be deposited by the company within prescribed timelines.
- (xi) The company does not have any subsidiary, associate or joint venture. Accordingly, reporting on the paragraph 3(xx) of the Order is not applicable to the Company.

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

**Prateek Gupta**  
Partner

Membership number: 566023  
UDIN:26566023WIUBBG2723

Place : Noida  
Date: April 16, 2026

## Annexure-‘B’ To The Independent Auditor’s Report

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of the independent auditors’ report of even date on the financial statements of SG Finserve Limited for the year ended March 31, 2026)

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

We have audited the internal financial controls with reference to financial statements of SG Finserve Limited (“the Company”) as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

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

### Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements 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 auditors’ judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### Meaning of Internal Financial Controls with reference to Financial Statements

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

### Inherent Limitations of Internal Financial Controls with reference to 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material

respects, 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, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**Prateek Gupta**  
**Partner**

Membership number: 566023  
UDIN:26566023WIUBBG2723

Place : Noida  
Date: April 16, 2026

## Balance Sheet

as at March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| S No.                               | Particulars                                 | Note No. | As at March 31, 2026 | As at March 31, 2025 |
|-------------------------------------|---|----------|----------------------|----------------------|
| <b>I. ASSETS</b>                    |   |          |                      |                      |
| <b>1. Financial Assets</b>          |   |          |                      |                      |
|                                     | (a) Cash and cash equivalents               | 4        | 15,155.67            | 3,016.85             |
|                                     | (b) Bank balances other than (a) above      | 5        | 5,255.08             | 3,167.97             |
|                                     | (c) Loans                                   | 6        | 3,92,419.95          | 2,23,706.18          |
|                                     | (d) Investments                             | 7        | 21.15                | 8,025.52             |
|                                     | (e) Other financial assets                  | 8        | 3,757.31             | 1,791.39             |
|                                     |   |          | <b>4,16,609.16</b>   | <b>2,39,707.91</b>   |
| <b>2. Non-Financial Assets</b>      |   |          |                      |                      |
|                                     | (a) Current tax assets (net)                | 9        | 167.51               | 323.02               |
|                                     | (b) Deferred tax assets (net)               | 10       | 214.51               | 246.23               |
|                                     | (c) Property, Plant and Equipment           | 11(a)    | 73.27                | 65.59                |
|                                     | (d) Intangible assets under development     | 11(b)    | 9.93                 | -                    |
|                                     | (e) Other intangible assets                 | 11(c)    | 161.29               | 151.77               |
|                                     | (f) Other non-financial assets              | 12       | 104.32               | 245.21               |
|                                     |   |          | <b>730.83</b>        | <b>1,031.82</b>      |
|                                     | <b>TOTAL ASSETS</b>                         |          | <b>4,17,339.99</b>   | <b>2,40,739.73</b>   |
| <b>II. LIABILITIES AND EQUITY</b>   |   |          |                      |                      |
| <b>LIABILITIES</b>                  |   |          |                      |                      |
| <b>1. Financial Liabilities</b>     |   |          |                      |                      |
|                                     | (a) Debt securities                         | 13       | 5,060.72             | 5,060.72             |
|                                     | (b) Borrowings (other than debt securities) | 14       | 2,65,355.75          | 1,33,683.54          |
|                                     | (c) Other financial liabilities             | 15       | 336.56               | 143.86               |
|                                     |   |          | <b>2,70,753.03</b>   | <b>1,38,888.12</b>   |
| <b>2. Non-Financial Liabilities</b> |   |          |                      |                      |
|                                     | (a) Provisions                              | 16       | 101.55               | 102.40               |
|                                     | (b) Other non-financial liabilities         | 17       | 463.23               | 271.48               |
|                                     |   |          | <b>564.78</b>        | <b>373.88</b>        |
| <b>3. EQUITY</b>                    |   |          |                      |                      |
|                                     | (a) Equity share capital                    | 18(a)    | 6,526.72             | 5,589.50             |
|                                     | (b) Other equity                            | 18(b)    | 1,39,495.46          | 95,888.23            |
|                                     |   |          | <b>1,46,022.18</b>   | <b>1,01,477.73</b>   |
|                                     | <b>TOTAL LIABILITIES AND EQUITY</b>         |          | <b>4,17,339.99</b>   | <b>2,40,739.73</b>   |

Corporate Information, material accounting policies & other notes 1 to 3 & 30 to 48

The accompanying notes are an integral part of the financial statements

### As per our report of even date

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

**Prateek Gupta**  
Partner  
Membership number: 566023

Place : Noida, UP  
Date : April 16, 2026

**For and on behalf of the Board of Directors of  
SG Finserve Limited**

**Rohan Gupta**  
Chairperson and Director  
DIN: 08598622

**Sanjay Rajput**  
Chief Financial Officer

Place : Noida, UP  
Date : April 16, 2026

**Vinay Gupta**  
Chief Executive Officer

**Kush Mishra**  
Company Secretary

ICSI Membership number: A62001

## Statement of Profit and Loss

for the year ended March 31, 2026

(All amount in lakhs of INR except EPS, unless otherwise stated)

| S No.       | Particulars  | Note No. | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|-------------|--|----------|-----------------------------------|-----------------------------------|
|             | <b>Revenue from operations</b>                                       |          |                                   |                                   |
|             | (a) Interest Income  | 19       | 32,014.59                         | 16,475.17                         |
|             | (b) Fees and commission Income                                       | 20       | 1,266.88                          | 518.33                            |
|             | (c) Net gain on fair value changes                                   | 21       | 59.81                             | 3.64                              |
| <b>I</b>    | <b>Total Revenue from operations</b>                                 |          | <b>33,341.28</b>                  | <b>16,997.14</b>                  |
| II          | Other Income   | 22       | 24.64                             | 28.46                             |
| <b>III</b>  | <b>Total Income (I + II)</b>   |          | <b>33,365.92</b>                  | <b>17,025.60</b>                  |
|             | <b>Expenses</b>  |          |                                   |                                   |
|             | (a) Finance Costs  | 23       | 13,445.63                         | 3,197.53                          |
|             | (b) Impairment on financial instruments                              | 24       | 237.76                            | 766.89                            |
|             | (c) Employee Benefits Expense  | 25       | 1,447.21                          | 997.44                            |
|             | (d) Depreciation, amortization and impairment                        | 26       | 68.06                             | 50.54                             |
|             | (e) Other expenses   | 27       | 1,012.29                          | 997.25                            |
| <b>IV</b>   | <b>Total Expenses</b>  |          | <b>16,210.95</b>                  | <b>6,009.65</b>                   |
| <b>V</b>    | <b>Profit before tax (III - IV)</b>                                  |          | <b>17,154.97</b>                  | <b>11,015.95</b>                  |
| <b>VI</b>   | <b>Tax expense:</b>  | 28       |                                   |                                   |
|             | (a) Current tax  |          | 4,364.34                          | 2,909.95                          |
|             | (b) Tax expense of earlier years                                     |          | -                                 | 76.47                             |
|             | (c) Deferred tax charge / (credit)                                   |          | 24.91                             | (69.49)                           |
|             | <b>Total tax expense</b>   |          | <b>4,389.25</b>                   | <b>2,916.93</b>                   |
| <b>VII</b>  | <b>Profit for the period (V-VI)</b>                                  |          | <b>12,765.72</b>                  | <b>8,099.02</b>                   |
| <b>VIII</b> | <b>Other Comprehensive Income</b>                                    |          |                                   |                                   |
|             | <b>Items that will not be reclassified to profit or loss</b>         |          |                                   |                                   |
|             | (a) Remeasurement gain / (losses) on defined benefit plans           |          | 27.07                             | -                                 |
|             | (b) Income tax relating to (a) above                                 |          | (6.81)                            | -                                 |
|             | <b>Total other comprehensive income for the period, (net of tax)</b> |          | <b>20.26</b>                      | <b>-</b>                          |
| <b>IX</b>   | <b>Total Comprehensive Income for the period (VII+VIII)</b>          |          | <b>12,785.98</b>                  | <b>8,099.02</b>                   |
| <b>X</b>    | <b>Earnings per equity share of ₹ 10 each</b>                        |          |                                   |                                   |
|             | (a) Basic (₹)  | 29       | 22.75                             | 14.54                             |
|             | (b) Diluted (₹)  | 29       | 22.41                             | 13.45                             |

Corporate Information, material accounting policies & other notes 1 to 3 & 30 to 48

The accompanying notes are an integral part of the financial statements

### As per our report of even date

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

**Prateek Gupta**  
Partner  
Membership number: 566023

Place : Noida, UP  
Date : April 16, 2026

**For and on behalf of the Board of Directors of  
SG Finserve Limited**

**Rohan Gupta**  
Chairperson and Director  
DIN: 08598622

**Sanjay Rajput**  
Chief Financial Officer

Place : Noida, UP  
Date : April 16, 2026

**Vinay Gupta**  
Chief Executive Officer

**Kush Mishra**  
Company Secretary

ICSI Membership number: A62001

## Statement of Cash Flows

for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Particulars  | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--|--------------------------------------|--------------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>  |                                      |                                      |
| Profit before tax  | 17,154.97                            | 11,015.95                            |
| <b>Adjustments for:</b>  |                                      |                                      |
| Depreciation and amortisation expense  | 68.06                                | 50.54                                |
| Net gain on mutual fund investments at FVTPL   | (59.81)                              | (3.64)                               |
| Interest income on fixed deposits  | (253.00)                             | (318.58)                             |
| Interest on income tax refund  | (24.64)                              | (28.46)                              |
| Loss on disposal of property, plant & equipment  | 5.95                                 | -                                    |
| Impairment allowance on financial assets   | 237.76                               | 229.22                               |
| Loss on loans and advances written off   | -                                    | 537.67                               |
| Employee stock options expense   | 127.22                               | 116.30                               |
| <b>Operating profit before working capital changes</b>                                     | <b>17,256.51</b>                     | <b>11,599.00</b>                     |
| <b>Changes in working capital:</b>   |                                      |                                      |
| (Increase)/decrease in loans and advances  | (1,68,951.53)                        | (57,841.69)                          |
| (Increase)/decrease in other financial assets  | (1,965.92)                           | 166.62                               |
| (Increase)/decrease in other non-financial assets  | 140.89                               | (29.66)                              |
| Increase/(decrease) in other financials liabilities  | 192.70                               | 23.49                                |
| Increase/(decrease) in provisions  | (0.85)                               | 52.48                                |
| Increase/(decrease) in other non financial liabilities                                     | 191.75                               | (115.25)                             |
| Increase/(decrease) in accrued interest on borrowings                                      | 145.14                               | (122.04)                             |
| <b>Cash used in operating activities</b>   | <b>(1,52,991.31)</b>                 | <b>(46,267.05)</b>                   |
| Income tax paid (net of refund)  | (4,157.12)                           | (2,903.81)                           |
| <b>Net cash flow used in operating activities (A)</b>                                      | <b>(1,57,148.43)</b>                 | <b>(49,170.86)</b>                   |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>  |                                      |                                      |
| Purchase of property, plant and equipment  | (43.30)                              | (29.23)                              |
| Purchase/Capitalisation of Intangible assets including Intangible assets under development | (61.05)                              | (47.53)                              |
| Proceeds from sale of property, plant and equipment  | 3.21                                 | -                                    |
| Investment in equity shares  | -                                    | (2.50)                               |
| Proceeds from / (Investment in) sale of mutual funds                                       | 8,064.18                             | (8,019.38)                           |
| Investment in fixed deposits / earmarked bank balances (net of redemption)                 | (2,085.25)                           | 2,261.69                             |
| Interest received on fixed deposits  | 251.14                               | 241.62                               |
| <b>Net cash inflow from / (used in) investing activities (B)</b>                           | <b>6,128.93</b>                      | <b>(5,595.33)</b>                    |

## Statement of Cash Flows

for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Particulars  | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--|--------------------------------------|--------------------------------------|
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                    |                                      |                                      |
| Net proceeds/(repayments) from debt securities                   | -                                    | 5,000.00                             |
| Net proceeds/(repayments) from other borrowings                  | 1,31,527.07                          | 37,788.42                            |
| Proceeds from issuance of equity share capital (net)             | 31,631.25                            | 1,374.00                             |
| Proceeds from money received against share warrants              | -                                    | 11,250.00                            |
| <b>Net cash inflow from financing activities (C)</b>             | <b>1,63,158.32</b>                   | <b>55,412.42</b>                     |
| <b>Net increase in cash and cash equivalents (A+B+C)</b>         | <b>12,138.82</b>                     | <b>646.23</b>                        |
| Cash and cash equivalents at the beginning of the year           | 3,016.85                             | 2,370.62                             |
| <b>Cash and cash equivalents at the end of the year</b>          | <b>15,155.67</b>                     | <b>3,016.85</b>                      |
| <b>Cash and cash equivalents consist of:</b>                     |                                      |                                      |
| Cash on hand   | 0.02                                 | 0.03                                 |
| Balances with banks  |                                      |                                      |
| - in current accounts  | 7,655.65                             | 2,990.10                             |
| - in fixed deposits (with original maturity of 3 months or less) | 7,500.00                             | 26.72                                |
| <b>Total</b>   | <b>15,155.67</b>                     | <b>3,016.85</b>                      |

Corporate Information, material accounting policies & other notes 1 to 3 & 30 to 48

The accompanying notes are an integral part of the financial statements

### As per our report of even date

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

**Prateek Gupta**  
**Partner**  
Membership number: 566023

Place : Noida, UP  
Date : April 16, 2026

**For and on behalf of the Board of Directors of  
SG Finserve Limited**

**Rohan Gupta**  
**Chairperson and Director**  
DIN: 08598622

**Sanjay Rajput**  
**Chief Financial Officer**

Place : Noida, UP  
Date : April 16, 2026

**Vinay Gupta**  
**Chief Executive Officer**

**Kush Mishra**  
**Company Secretary**

ICSI Membership number: A62001

## Statement of Changes in Equity

for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### A. Equity share capital [Refer Note 18(a)] :

As at March 31, 2026

| Balance at the beginning of the current reporting period | Changes in equity share capital during the year | Balance at the end of the current reporting period |
|--|---|--|
| 5,589.50   | 937.22  | 6,526.72   |

As at March 31, 2025

| Balance at the beginning of the current reporting period | Changes in equity share capital during the year | Balance at the end of the current reporting period |
|--|---|--|
| 5,497.90   | 91.60   | 5,589.50   |

### B. Other equity [Refer Note 18(b)] :

As at March 31, 2026

| Particulars  | Reserve and surplus |                   |  |  |                    |                                       | Total              |
|--|---------------------|-------------------|--|--|--------------------|---------------------------------------|--------------------|
|  | Securities premium  | Retained earnings | Statutory reserve (u/s 45-IC of the Reserve Bank of India Act, 1934) | Employee stock options outstanding account | Impairment reserve | Money received against share warrants |                    |
| <b>Balance as at the April 01, 2025</b>                                      | <b>66,001.22</b>    | <b>14,696.83</b>  | <b>3,606.90</b>  | <b>333.28</b>                              | <b>-</b>           | <b>11,250.00</b>                      | <b>95,888.23</b>   |
| Profit for the year  | -                   | 12,765.72         | -  | -  | -                  | -                                     | 12,765.72          |
| Other comprehensive income (net of tax)*                                     | -                   | 20.26             | -  | -  | -                  | -                                     | 20.26              |
| Transferred to statutory reserve from retained earnings                      | -                   | (2,553.14)        | 2,553.14   | -  | -                  | -                                     | -                  |
| Share based payment expense for the year                                     | -                   | -                 | -  | 127.22                                     | -                  | -                                     | 127.22             |
| Transferred to retained earnings on lapse of options pursuant to ESOP scheme | -                   | 149.43            | -  | (149.43)                                   | -                  | -                                     | -                  |
| Issue of shares through private placement upon conversion of share warrants  | 30,694.03           | -                 | -  | -  | -                  | -                                     | 30,694.03          |
| Transferred to securities premium  | 10,543.75           | -                 | -  | -  | -                  | (10,543.75)                           | -                  |
| Transferred to impairment reserve  | -                   | (679.50)          | -  | -  | 679.50             | -                                     | -                  |
| <b>Balance as at March 31, 2026</b>  | <b>1,07,239.00</b>  | <b>24,399.60</b>  | <b>6,160.04</b>  | <b>311.07</b>                              | <b>679.50</b>      | <b>706.25</b>                         | <b>1,39,495.46</b> |

\* Amount of other comprehensive income transferred to retained earnings pertains to remeasurement of defined plans

## Statement of Changes in Equity

for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### As at March 31, 2025

| Particulars  | Reserve and surplus |                   |  |  |                    |                                       | Total            |
|--|---------------------|-------------------|--|--|--------------------|---------------------------------------|------------------|
|  | Securities premium  | Retained earnings | Statutory reserve (u/s 45-IC of the Reserve Bank of India Act, 1934) | Employee stock options outstanding account | Impairment reserve | Money received against share warrants |                  |
| <b>Balance at the April 01, 2024</b>   | <b>64,260.82</b>    | <b>8,100.85</b>   | <b>1,987.10</b>  | <b>333.73</b>                              | -                  | <b>458.00</b>                         | <b>75,140.50</b> |
| Profit for the year  | -                   | 8,099.02          | -  | -  | -                  | -                                     | <b>8,099.02</b>  |
| Other comprehensive income (net of tax)*                                     | -                   | -                 | -  | -  | -                  | -                                     | -                |
| Transferred to statutory reserve from retained earnings                      | -                   | (1,619.80)        | 1,619.80   | -  | -                  | -                                     | -                |
| Share based payment expense for the year                                     | -                   | -                 | -  | 116.30                                     | -                  | -                                     | <b>116.30</b>    |
| Transferred to retained earnings on lapse of options pursuant to ESOP scheme | -                   | 116.76            | -  | (116.76)                                   | -                  | -                                     | -                |
| Money received against share warrants  | -                   | -                 | -  | -  | -                  | 11,250.00                             | <b>11,250.00</b> |
| Issue of shares through private placement upon conversion of share warrants  | 1,282.40            | -                 | -  | -  | -                  | -                                     | <b>1,282.40</b>  |
| Transferred to securities premium  | 458.00              | -                 | -  | -  | -                  | (458.00)                              | -                |
| <b>Balance as at March 31, 2025</b>  | <b>66,001.22</b>    | <b>14,696.83</b>  | <b>3,606.90</b>  | <b>333.28</b>                              | -                  | <b>11,250.00</b>                      | <b>95,888.23</b> |

\* Amount of other comprehensive income transferred to retained earnings pertains to remeasurement of defined plans

Corporate Information, material accounting policies & other notes 1 to 3 & 30 to 48

The accompanying notes are an integral part of the financial statements

### As per our report of even date

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

**Prateek Gupta**  
**Partner**  
Membership number: 566023

Place : Noida, UP  
Date : April 16, 2026

**For and on behalf of the Board of Directors of  
SG Finserve Limited**

**Rohan Gupta**  
**Chairperson and Director**  
DIN: 08598622

**Sanjay Rajput**  
**Chief Financial Officer**

Place : Noida, UP  
Date : April 16, 2026

**Vinay Gupta**  
**Chief Executive Officer**

**Kush Mishra**  
**Company Secretary**

ICSI Membership number: A62001

## Notes to the Financial Statements for the year ended March 31, 2026

### 1 Corporate Information

SG Finserve Limited (CIN: L64990DL1994PLC057941) is a publicly listed company incorporated in India in 1994 under the provisions of the Companies Act, 1956. The Company's equity shares are listed on BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), and its debt securities are listed on BSE.

The Company is registered with the Reserve Bank of India ("RBI") under Section 45-IA of the RBI Act, 1934 as a non-deposit taking Non-Banking Financial Company – Investment and Credit Company ("NBFC-ICC") vide Certificate of Registration No. N-14.03632 dated October 03, 2024. Further, the Company has been registered under Section 3 of the Factoring Regulation Act, 2011 as an NBFC-Factor vide Certificate of Registration No. N-14.03676 dated January 07, 2026, authorising it to undertake factoring business.

SG Finserve Limited is classified as a Middle Layer NBFC under the Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025, as amended. The Company is engaged in the business of lending with a primary focus on Supply Chain Finance, along with Business Loans, Factoring, and other financial products.

The registered office of the Company is situated at 37, Hargobind Enclave, Vikas Marg, East Delhi – 110092, India, and its corporate office is located at Kaushambi, Uttar Pradesh, India.

### 2 Statement of Compliance, Basis of Preparation & Presentation of Financial Statements

#### 2.1 Statement of compliance:

The financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) issued by the Ministry of Corporate Affairs in exercise of the powers conferred by Section 133 of the Companies Act, 2013. In addition, the guidance notes/ announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

The Company has complied with the disclosures as required by the Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 issued by the Reserve Bank of India (RBI) vide their Notification No. RBI/DOR/2025-26/359 DOR.ACC.REC.No.278/21.04.018/2025-

26 dated November 28, 2025, as updated on April 01, 2026.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use. The financial statements have been reviewed by the Audit Committee on and approved by the Board of Directors on April 16, 2026.

#### 2.2 Basis of preparation:

The Company uses accrual basis of accounting in preparation of financial statements (other than Statement of Cash Flows). The financial statements have been prepared on a historical cost basis, except for certain financial instruments, share based payments and employee benefits plan that are measured at fair value as required or allowed by relevant accounting standard.

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

#### 2.3 Functional and presentation currency

The financial statements are presented in Indian Rupee ('INR' or '₹.'), which is also the functional currency of the Company, in denomination of lakhs with rounding off to two decimals as permitted by Schedule III to the Act except where otherwise indicated.

#### 2.4 Presentation of financial statements

The Company presents its Balance Sheet in the order of liquidity.

The Company prepares and presents its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division III of Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'.

The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the

## Notes to the Financial Statements for the year ended March 31, 2026

Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

### 2.5 Use of estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognised in the periods in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognised prospectively in the period in which the estimate is revised and future periods.

Material accounting estimates and judgements used in various line items in the financial statements are as below:

- Measurement of fair values (Refer note no. 3.01)
- Impairment of financial assets [Refer note no. 3.02(e)]
- Employee benefits Defined benefit Obligations [Refer note no. 3.08(v)]
- Provisions and contingent liabilities (Refer note no. 3.12)

### 3 Summary of Material Accounting Policies

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

#### 3.01 Measurement of fair values

The Company measures certain financial instruments at fair value at each balance sheet date. Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Assets and liabilities for which fair value is measured or disclosed in the financial statements are classified into the following fair value hierarchy, based on the lowest level input that is significant to the overall measurement:

- Level 1 – Quoted (unadjusted) prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques using inputs that are directly or indirectly observable

- Level 3 – Valuation techniques using significant unobservable inputs

In measuring fair value, the Company uses observable market data whenever available. When different levels of inputs are used, the fair value measurement is classified entirely within the level representing the lowest significant input. The Company measures financial instruments, such as investments, at fair value at each reporting date.

#### 3.02 Financial Instruments

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments. All financial instruments are at amortised cost, unless otherwise specified.

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

##### (a). Financial Assets

###### Initial measurement

All financial assets are recognised initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at FVTPL where the transaction costs are charged to profit or loss. Generally, the transaction price is treated as fair value unless proved to the contrary.

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through other comprehensive income ('FVOCI');
- Fair value through profit and loss ('FVTPL');

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets. The Company classifies its financial assets in the following measurement categories:

###### Financial assets measured at amortised cost

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment), unless the asset is designated at FVTPL;

## Notes to the Financial Statements for the year ended March 31, 2026

- i) the financial asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- ii) the Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

### Financial assets measured at Fair value through other comprehensive Income ('FVOCI')

A financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL;

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

### Financial assets measured at Fair value through Profit and Loss ('FVTPL')

A financial asset which is not classified in above category is subsequently measure at FVTPL. Where assets are measured at fair value, gains and losses are recognised entirely in the Standalone Statement of Profit and Loss.

### Subsequent measurement

The assets classified in the aforementioned categories are subsequently measured as follows:

#### Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gain and losses and impairment are recognised in standalone statement of profit and loss. Any gain or loss on derecognition is recognised in standalone statement of profit and loss.

#### Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend Income, are recognised in Standalone statement of Profit and Loss.

### (b). Financial Liabilities

Financial liabilities are classified and measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is

designated as on initial recognition. Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of financial liability and an equity instrument.

All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable and incremental transaction cost. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs profit and loss. The Company's financial liabilities include borrowings (other than debt securities), debt securities and other financial liabilities.

### (c). Derecognition

#### Financial assets

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

If the Company enters into transactions whereby it transfers assets recognized or its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

On derecognition of a financial assets in its entirety, the difference between:

- the carrying amount (measured at the date of derecognition) and
- the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit & loss.

Financial asset subsequently measured at amortized cost are generally held for collection of contractual cashflow. The Company on looking at economic viability of certain portfolios measured at amortised cost may enter into immaterial and infrequent transaction for sale of loans which doesn't affect the business model of the Company.

#### Financial liabilities

A financial liability is derecognised when the obligation under the liability discharged or cancelled or expires.

## Notes to the Financial Statements for the year ended March 31, 2026

When 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 the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of Profit and Loss.

### (d). Offsetting of financial instruments

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

### (e). Impairment of financial instruments

The Company recognises lifetime expected credit losses (ECL) when there has been a significant increase in credit risk since initial recognition and when the financial instrument is credit impaired. If the credit risk on the 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 ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition. 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

When determining whether credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, including on historical experience and forward-looking information.

The Company recognises lifetime ECL for loans and other receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

### The calculation of ECLs

In assessing the impairment of financial loans under Expected Credit Loss (ECL) Model, the assets have been segmented into three stages. The three stages reflect the general pattern of credit deterioration of a financial instrument.

**Stage 1** (0-30 days) includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date.

**Stage 2** (31-90 days) includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment.

**Stage 3** (more than 90 days) includes loan assets that have objective evidence of impairment at the reporting date.

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default.

### (i) Definition of default

The Company considers a financial asset to be in "default" when a financial asset is 90 days past due and therefore Stage 3 (credit impaired) for ECL calculations when the borrower becomes 90 days past due on its contractual payments.

### (ii) Exposure at default

EAD is based on the amounts the Company expects to be owed at the time of default. Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis. The EAD for Stage 3 assets is the gross principal outstanding at the date of default.

### (iii) Estimations and assumptions considered in the ECL model

**The Probability of Default (PD)** is the likelihood that a borrower will default on a loan or financial instrument within a specified time horizon. It's a crucial component of the ECL calculation, as it helps estimate the potential for cash shortfalls. The company shall use credit rating system to find

## Notes to the Financial Statements for the year ended March 31, 2026

out Probability of Default (PD). Company has their internal rating system which is approved by the Board.

**Loss Given Default:** Loss Given Default (LGD) represents the percentage of exposure that a lender anticipates losing if a borrower defaults. Essentially, LGD quantifies the portion of the loan outstanding that a lender is likely to not recover in the event of a default.

### Calculation of LGD:

$$\text{LGD} = \text{Exposure at Default (EAD)} * (1 - \text{Recovery Rate})$$

EAD: This represents the total amount a lender is exposed to if a borrower defaults, including principal, accrued interest, and any other obligations.

**Recovery Rate:** This is the proportion of the EAD that the lender anticipates recovering after a default. It reflects the value of any collateral pledged by the borrower and the lender's priority in the borrower's capital structure.

### (iv) Forward looking information

PDs has been converted into forward looking PD which incorporates the forward-looking economic outlook. For SME and Wholesale portfolio, Real GDP (% change p.a.) is used as the macroeconomic variable.

### (v) Assessment of significant increase in credit risk

When determining whether the credit risk has increased significantly since initial recognition, the Company considers both quantitative and qualitative information and analysis based on the Company's historical experience, including forward-looking information. The Company considers reasonable and supportable information that is relevant and available without undue cost and effort.

### (vi) Write Offs/ Recoveries

The gross carrying amount of a financial asset is written off when there is no realistic prospect of further recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures,

taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

### (vii) Undrawn commitments

These commitments pertain to the loans sanctioned but amount remaining undrawn. The Company can opt not to disburse the undrawn amount at its discretion. Therefore, no provision has been created on these commitments.

### 3.03 Property, plant and equipment and depreciation thereof

Property plant and equipment and capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised.

Depreciation on property, plant and equipment is provided on straight-line method over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Depreciation on addition or on sale / discard of an asset is calculated pro-rata from / up to the date of such addition or sale/discard.

### 3.04 Intangible assets and amortisation thereof

Intangible Assets are recognised only if it is probable that the future economic benefits that are attributable to assets will flow to the Company and the cost of the assets can be measured reliably. Intangible assets are

## Notes to the Financial Statements for the year ended March 31, 2026

recorded at cost and carried at cost less accumulated amortisation and accumulated Impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss. Intangible assets comprise of Computer software (which is not an Integral part of the related hardware), and are being amortised over the estimated useful life. The estimated useful lives of Intangible assets are 5 years for Computer software.

### 3.05 Intangible assets under development:

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as 'Intangible assets under development'.

Intangible assets are de-recognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset is recognised in other income/ expense in the statement of profit and loss in the year the asset is de-recognised.

### 3.06 Impairment of property, plant and equipment and intangible assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

### 3.07 Revenue:

Revenue (other than those items to which Ind AS 109, Financial Instruments is applicable) is measured based on the consideration specified in the contracts with the customers. Amounts disclosed as revenue are net of goods and services tax ('GST') and amounts collected on

behalf of third parties. Ind AS 115, Revenue from Contracts with Customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

The Company recognizes revenue from contracts with customers based on a five-step model as set out in Standard.

Specific policies for the Company's different sources of revenue are explained below:

#### (i) Interest income

The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments / receipts through the expected life of the financial asset / financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability. The calculation takes into account all contractual terms of the financial instrument (for example, prepayment options) and includes any fees or incremental costs that are directly attributable to the instrument and are an integral part of the EIR, but not future credit losses.

The Company recognises interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets after setting-off of collateral amounts. In case of credit-impaired financial assets regarded as 'Stage 3', the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR, except wherever not considered prudent, considering the low probability of recovery. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Delayed payment interest (penal interest and the like) levied on customers for delay in repayment / non-payment of contractual cash flows is recognised on realisation.

#### (ii) Fee and other charges:

Processing fees and other servicing fees is recognized on accrual basis. The Company recognises service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery. Fees on value added services and products are recognised on rendering of services and products to the customer.

## Notes to the Financial Statements for the year ended March 31, 2026

### (iii) Other financial charges:

Cheque bouncing charges, pre-payment charges, foreclosure charges and initial margin money etc. are recognised on a point-in-time basis and are recorded when realised, since the probability of collecting such monies is established when the customer pays.

### (iv) Net gain or loss on fair value change

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

### (v) Discount charges and interest on advances:

Discount charges and interest on advances are accrued on time basis on the balances outstanding at the applicable discount/ interest rates.

### (vi) Other income :

Other Income are recognised when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur. The Company recognises such revenue from contracts with customers based on a five step model as set out in Ind AS 115.

### 3.08 Employee benefits

Wages, earnings and paid leave are accrued in the year in which the associated services are rendered by the employees of the Company.

#### (i) Defined Contribution Plans

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

The state governed Provident Fund Scheme, Employee State Insurance Scheme and National Pension Scheme (NPS) are defined contribution plans.

#### (ii) Compensated absences

The liability in respect of compensated absences is determined on the basis of actuarial valuation performed by an independent actuary using the projected unit credit method. Actuarial gains or losses are recognised in the statement of profit and loss in the year they arise.

#### (iii) Other short-term benefits

Expenses relating to other short-term benefits is recognised on the basis of amount paid or payable for the period during which services are rendered by the employee.

### (iv) Share based payments

The Company operates as equity settled share-based payment arrangement for its own employees. The Company determines the fair value of the employee stock options on the grant date using the Black-Scholes model. The total cost of the share option is accounted for on a straight-line basis over the vesting period of the grant. The cost attributable to the services rendered by the employees of the Company is recognised as employee benefits expenses in statement of profit or loss.

### (v) Defined Benefit Plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried annually. Re-measurement, comprising actuarial gains and losses is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in the statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in the statement of profit and loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

### 3.09 Finance Costs:

Finance costs include interest and other ancillary borrowing costs. Ancillary costs include issue costs such as loan processing fees, arranger fees, stamping expense and rating expense etc. The Company recognizes interest expense and other ancillary costs on the borrowings as per Effective Interest Rate Method (EIR) which is calculated by considering any ancillary costs incurred and any premium payable on its maturity.

## Notes to the Financial Statements for the year ended March 31, 2026

### 3.10 Other expenses:

Expenses are recognised on accrual basis inclusive of goods and services tax for which input credit is not statutorily permitted.

### 3.11 Taxation:

#### (a) Current Tax:

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

#### (b) Deferred Tax:

Deferred tax assets and liabilities are recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are only recognised for temporary differences, unused tax losses and unused tax credits if it is probable that future taxable amounts will arise to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities are realised simultaneously.

### 3.12 Provisions, contingent liabilities and contingent assets:

Provisions are recognised only when:

- i. there is a present obligation (legal or constructive) as a result of a past event; and
- ii. it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- iii. a reliable estimate can be made of the amount of the obligation

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent assets are not recognised in the financial statements. Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

### 3.13 Cash flow statement:

Cash flows are reported using the indirect method, whereby profit/(loss) before tax for the year, is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash flows in foreign currencies are accounted at the actual rates of exchange prevailing at the dates of the transactions.

### 3.14 Earnings per share:

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

### 3.15 Recent accounting pronouncements:

Ministry of Corporate Affairs("MCA") notifies new standard or amendment to the existing standard under Companies (Indian Accounting Standard) Rules as issued from time to time. As on March 31, 2026, there is no new standard notified or amendment to any of the existing standard under Companies(Indian Accounting Standard) Rules, 2015.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 4 Cash and cash equivalents

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| Cash on hand   | 0.02                    | 0.03                    |
| Balances with banks  |                         |                         |
| - in current accounts  | 7,655.65                | 2,990.10                |
| - in fixed deposits (with original maturity of 3 months or less) | 7,500.00                | 26.72                   |
| <b>Total</b>   | <b>15,155.67</b>        | <b>3,016.85</b>         |

### 5 Bank balances other than cash and cash equivalents

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| Fixed deposits (with original maturity more than 3 months) |                         |                         |
| - Encumbered*  | 5,000.00                | 3,000.00                |
| - Unencumbered   | 100.00                  | -                       |
| Accrued interest on fixed deposits                         | 78.82                   | 76.96                   |
| Earmarked balance with banks:                              |                         |                         |
| - against unspent CSR account                              | 76.26                   | 91.01                   |
| <b>Total</b>   | <b>5,255.08</b>         | <b>3,167.97</b>         |

\*The fixed deposits pledged with bank against the FD/OD credit facility.

### 6 Loans

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| <b>At amortized cost</b>                            |                         |                         |
| <b>(A)</b>  |                         |                         |
| (i) Supply chain finance and working capital loans* | 2,79,210.09             | 2,14,203.23             |
| (ii) Term Loans                                     | 96,846.04               | 10,401.37               |
| (iii) Factoring                                     | 17,500.00               | -                       |
| <b>Total (A) - Gross</b>                            | <b>3,93,556.13</b>      | <b>2,24,604.60</b>      |
| Less: Impairment loss allowance                     | 1,136.18                | 898.42                  |
| <b>Total (A) - Net</b>                              | <b>3,92,419.95</b>      | <b>2,23,706.18</b>      |
| <b>(B)</b>  |                         |                         |
| (i) Secured by tangible assets^                     | 3,62,772.51             | 1,80,680.93             |
| (ii) Unsecured                                      | 30,783.62               | 43,923.67               |
| <b>Total (B) - Gross</b>                            | <b>3,93,556.13</b>      | <b>2,24,604.60</b>      |
| Less: Impairment loss allowance                     | 1,136.18                | 898.42                  |
| <b>Total (B) - Net</b>                              | <b>3,92,419.95</b>      | <b>2,23,706.18</b>      |
| <b>(C)</b>  |                         |                         |
| <b>I. Loans in India</b>                            |                         |                         |
| (i) Public sector                                   | -                       | -                       |
| (ii) Others   | 3,93,556.13             | 2,24,604.60             |
| <b>Total (C) - Gross</b>                            | <b>3,93,556.13</b>      | <b>2,24,604.60</b>      |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Particulars                     | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---------------------------------|-------------------------|-------------------------|
| Less: Impairment loss allowance | 1,136.18                | 898.42                  |
| <b>Total (C) - Net (a)</b>      | <b>3,92,419.95</b>      | <b>2,23,706.18</b>      |
| II. Loans outside India (b)     | -                       | -                       |
| <b>Total (C) - Net (a)+(b)</b>  | <b>3,92,419.95</b>      | <b>2,23,706.18</b>      |

\*includes receivables from related parties ₹5,308.51 lakhs (Previous year ₹1,652.60 lakhs), details of which are given in note no. 31 - "Related Party Disclosure".

^Secured by way of hypothecation of current assets, book debts, mortgage of properties and/or pledge of fixed deposits.

### Note:

Company has not granted any loans or advances in the nature of loans to promoters, Directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are: (a) repayable on demand or (b) without specifying any terms or period of repayment.

## 7 Investments

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| <b>(A)</b>   |                         |                         |
| <b>At fair value through profit or loss</b>  |                         |                         |
| Investment in Unit Linked Insurance Plan (Unquoted)  | 18.65                   | 17.86                   |
| Investment in Mutual Funds (Quoted)  | -                       | 8,005.16                |
| <b>At fair value through other comprehensive income:</b>   |                         |                         |
| Investment in Equity Instrument (unquoted, fully paid)   |                         |                         |
| 25,000 (March 31, 2025: 25,000) equity shares of ₹10.00 each fully paid up in APL Apollo Foundation) | 2.50                    | 2.50                    |
| <b>Total - Gross (A)</b>   | <b>21.15</b>            | <b>8,025.52</b>         |
| <b>(B)</b>   |                         |                         |
| (i) Investments outside India  | -                       | -                       |
| (ii) Investments in India  | 21.15                   | 8,025.52                |
| <b>Total (A) to tally with (B)</b>   | <b>21.15</b>            | <b>8,025.52</b>         |
| Less: Allowance for Impairment loss (C)  | -                       | -                       |
| <b>Total - Net (D) = (A) - (C)</b>   | <b>21.15</b>            | <b>8,025.52</b>         |

## 8 Other financial assets

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| Security deposits**                                | 31.31                   | 31.39                   |
| Accrued interest on loans*                         | 3,232.26                | 1,739.00                |
| Other receivables (includes income tax refundable) | 493.74                  | 21.00                   |
| <b>Total</b>                                       | <b>3,757.31</b>         | <b>1,791.39</b>         |

\* includes Accrued Interest receivables from related parties amounting to ₹38.10 lakhs (Previous year ₹11.85 lakhs), details of which are given in note no. 31 - "Related Party Disclosure".

\*\* includes Security deposits from related parties amounting to ₹30 lakhs (Previous year ₹30 lakhs), details of which are given in note no. 31 - "Related Party Disclosure".

## 9 Current tax assets (net)

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| Advance tax and tax deducted at source [Net of provision for tax ₹4,364.34 lakhs (Previous year: ₹2,909.95 lakhs)] | 167.51                  | 323.02                  |
| <b>Total</b>   | <b>167.51</b>           | <b>323.02</b>           |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 10 Deferred tax assets (net)

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| <b>Tax effect of items constituting deferred tax assets</b>                             |                         |                         |
| Provision for gratuity  | 11.69                   | 10.80                   |
| Provision for compensated absences  | 13.87                   | 14.98                   |
| Provision for impairment losses on financial instrument                                 | 285.95                  | 226.11                  |
|   | <b>311.51</b>           | <b>251.89</b>           |
| <b>Tax effect of items constituting deferred tax liabilities</b>                        |                         |                         |
| Difference in written down value of property, plant and equipment and intangible assets | 5.73                    | 5.66                    |
| Unamortised processing fees on borrowings   | 91.27                   | -                       |
|   | <b>97.00</b>            | <b>5.66</b>             |
| <b>Deferred tax assets (net)</b>  | <b>214.51</b>           | <b>246.23</b>           |

#### 10.1 Deferred taxes arising from temporary differences for the year ended March 31, 2026 are summarized as follows

| Deferred tax assets / (Liabilities)   | As at<br>April 01, 2025 | Recognized in<br>profit or loss | Recognized<br>in other<br>comprehensive<br>income | As at<br>March 31, 2026 |
|---|-------------------------|---------------------------------|---|-------------------------|
| <b>Tax effect of items constituting deferred tax assets</b>                             |                         |                                 |   |                         |
| Provision for gratuity  | 10.80                   | 7.70                            | (6.81)  | 11.69                   |
| Provision for compensated absences  | 14.98                   | (1.11)                          | -   | 13.87                   |
| Provision towards impairment on financial instrument                                    | 226.11                  | 59.84                           | -   | 285.95                  |
|   | <b>251.89</b>           | <b>66.43</b>                    | <b>(6.81)</b>                                     | <b>311.51</b>           |
| <b>Tax effect of items constituting deferred tax liabilities</b>                        |                         |                                 |   |                         |
| Difference in written down value of property, plant and equipment and intangible assets | 5.66                    | 0.07                            | -   | 5.73                    |
| Unamortised processing fees on borrowings   | -                       | 91.27                           | -   | 91.27                   |
|   | <b>5.66</b>             | <b>91.34</b>                    | <b>-</b>  | <b>97.00</b>            |
| <b>Deferred tax assets (net)</b>  | <b>246.23</b>           | <b>(24.91)</b>                  | <b>(6.81)</b>                                     | <b>214.51</b>           |

#### 10.2 Deferred taxes arising from temporary differences for the year ended March 31, 2025 are summarized as follows

| Deferred tax assets / (Liabilities)   | As at<br>April 01, 2024 | Recognized in<br>profit or loss | Recognized<br>in other<br>comprehensive<br>income | As at<br>March 31, 2025 |
|---|-------------------------|---------------------------------|---|-------------------------|
| <b>Tax effect of items constituting deferred tax assets</b>                             |                         |                                 |   |                         |
| Provision for gratuity  | 5.09                    | 5.71                            | -   | 10.80                   |
| Provision for compensated absences  | 7.48                    | 7.50                            | -   | 14.98                   |
| Provision towards impairment on financial instrument                                    | 168.42                  | 57.69                           | -   | 226.11                  |
|   | <b>180.99</b>           | <b>70.90</b>                    | <b>-</b>  | <b>251.89</b>           |
| <b>Tax effect of items constituting deferred tax liabilities</b>                        |                         |                                 |   |                         |
| Difference in written down value of property, plant and equipment and intangible assets | 4.25                    | 1.41                            | -   | 5.66                    |
|   | <b>4.25</b>             | <b>1.41</b>                     | <b>-</b>  | <b>5.66</b>             |
| <b>Deferred tax assets (net)</b>  | <b>176.74</b>           | <b>69.49</b>                    | <b>-</b>  | <b>246.23</b>           |

**Notes to the Financial Statements** for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

**11(a) Property, plant and equipment**

Details of the Company's property, plant and equipment and their carrying amounts are as follows:

| Particulars                            | Office equipment | Furniture and fixtures | Computers    | Vehicles     | Total         |
|--|------------------|------------------------|--------------|--------------|---------------|
| <b>Gross carrying amount (at cost)</b> |                  |                        |              |              |               |
| <b>As at April 01, 2024</b>            | <b>10.01</b>     | <b>5.05</b>            | <b>38.75</b> | <b>13.61</b> | <b>67.42</b>  |
| Additions                              | 4.42             | 11.08                  | 13.73        | -            | 29.23         |
| Disposals                              | -                | -                      | -            | -            | -             |
| <b>As at March 31, 2025</b>            | <b>14.43</b>     | <b>16.13</b>           | <b>52.48</b> | <b>13.61</b> | <b>96.65</b>  |
| Additions                              | 5.78             | 8.68                   | 28.84        | -            | 43.30         |
| Disposals                              | -                | -                      | (4.07)       | (13.61)      | (17.68)       |
| <b>As at March 31, 2026</b>            | <b>20.21</b>     | <b>24.81</b>           | <b>77.25</b> | <b>-</b>     | <b>122.27</b> |
| <b>Accumulated depreciation</b>        |                  |                        |              |              |               |
| <b>As at April 01, 2024</b>            | <b>0.72</b>      | <b>0.26</b>            | <b>8.60</b>  | <b>2.21</b>  | <b>11.79</b>  |
| Depreciation charge for the year       | 2.27             | 1.21                   | 14.13        | 1.66         | 19.27         |
| Disposals                              | -                | -                      | -            | -            | -             |
| <b>As at March 31, 2025</b>            | <b>2.99</b>      | <b>1.47</b>            | <b>22.73</b> | <b>3.87</b>  | <b>31.06</b>  |
| Depreciation charge for the year       | 3.06             | 2.22                   | 20.23        | 0.95         | 26.46         |
| Disposals                              | -                | -                      | (3.70)       | (4.82)       | (8.52)        |
| <b>As at March 31, 2026</b>            | <b>6.05</b>      | <b>3.69</b>            | <b>39.26</b> | <b>-</b>     | <b>49.00</b>  |
| <b>Net carrying amount</b>             |                  |                        |              |              |               |
| <b>As at March 31, 2025</b>            | <b>11.44</b>     | <b>14.66</b>           | <b>29.75</b> | <b>9.74</b>  | <b>65.59</b>  |
| <b>As at March 31, 2026</b>            | <b>14.16</b>     | <b>21.12</b>           | <b>37.99</b> | <b>-</b>     | <b>73.27</b>  |

**11(b) Intangible assets under development**

| Particulars                 | Amount      |
|-----------------------------|-------------|
| <b>As at April 01, 2024</b> | -           |
| Additions                   | -           |
| Capitalized during the year | -           |
| <b>As at March 31, 2025</b> | -           |
| Additions                   | 61.05       |
| Capitalized during the year | (51.12)     |
| <b>As at March 31, 2026</b> | <b>9.93</b> |

(i). Intangible assets under development aging schedule for the year ended March 31, 2026 summarised as below:

| Particulars                    | Less than 1 year | 1-2 Year | 2-3 Year | More than 3 Year | Total       |
|--------------------------------|------------------|----------|----------|------------------|-------------|
| Project in progress            | 9.93             | -        | -        | -                | <b>9.93</b> |
| Projects temporarily suspended | -                | -        | -        | -                | -           |

(ii). Intangible assets under development aging schedule for the year ended March 31, 2025 summarised as below:

| Particulars                    | Less than 1 year | 1-2 Year | 2-3 Year | More than 3 Year | Total |
|--------------------------------|------------------|----------|----------|------------------|-------|
| Project in progress            | -                | -        | -        | -                | -     |
| Projects temporarily suspended | -                | -        | -        | -                | -     |

Note: During the current and previous year, there were no intangible asset under development whose completion is overdue or exceeded its cost as compared to the budgeted plan.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 11(c) Intangible Assets

Details of the Company's intangible assets and their carrying amounts are as follows:

| Particulars                            | Software      | Total         |
|--|---------------|---------------|
| <b>Gross carrying amount (at cost)</b> |               |               |
| <b>As at April 01, 2024</b>            | <b>142.25</b> | <b>142.25</b> |
| Additions                              | 47.53         | 47.53         |
| <b>As at March 31, 2025</b>            | <b>189.78</b> | <b>189.78</b> |
| Additions                              | 51.12         | 51.12         |
| <b>As at March 31, 2026</b>            | <b>240.90</b> | <b>240.90</b> |
| <b>Accumulated depreciation</b>        |               |               |
| <b>As at April 01, 2024</b>            | <b>6.74</b>   | <b>6.74</b>   |
| Depreciation charge for the year       | 31.27         | 31.27         |
| <b>As at March 31, 2025</b>            | <b>38.01</b>  | <b>38.01</b>  |
| Depreciation charge for the year       | 41.60         | 41.60         |
| <b>As at March 31, 2026</b>            | <b>79.61</b>  | <b>79.61</b>  |
| <b>Net carrying amount</b>             |               |               |
| <b>As at March 31, 2025</b>            | <b>151.77</b> | <b>151.77</b> |
| <b>As at March 31, 2026</b>            | <b>161.29</b> | <b>161.29</b> |

### 12 Other non-financial assets

| Particulars   | As at March 31, 2026 | As at March 31, 2025 |
|---|----------------------|----------------------|
| Prepaid expenses                                    | 27.09                | 19.74                |
| Goods and services tax input tax credit receivables | 42.64                | 52.91                |
| Advance to Others                                   | 24.41                | 16.01                |
| Advance to employee*                                | 10.18                | 156.55               |
| <b>Total</b>  | <b>104.32</b>        | <b>245.21</b>        |

\*includes Employee advance receivable from Key Management Personnel (KMPs) amounting to Nil (Previous year ₹148.93 lakhs), details of which are given in note no. 31 - "Related Party Disclosure".

### 13 Debt Securities

| Particulars   | As at March 31, 2026 | As at March 31, 2025 |
|---|----------------------|----------------------|
| <b>At amortized cost</b>  |                      |                      |
| Secured redeemable non-convertible debentures (Refer Notes 13.1 and 13.2 below) | 5,000.00             | 5,000.00             |
| Accrued interest on non-convertible debentures                                  | 60.72                | 60.72                |
|   | <b>5,060.72</b>      | <b>5,060.72</b>      |
| Debt securities in India  | 5,060.72             | 5,060.72             |
| Debt securities outside India   | -                    | -                    |
| <b>Total</b>  | <b>5,060.72</b>      | <b>5,060.72</b>      |

#### 13.1 Security and terms of repayment for secured redeemable non-convertible debentures (NCD):

| Repayment Terms     | Original Contractual Tenure | As at March 31, 2026 | As at March 31, 2025 |
|---------------------|-----------------------------|----------------------|----------------------|
| Fixed Interest rate |                             |                      |                      |
| <b>Listed NCD</b>   |                             |                      |                      |
| Bullet*             | Upto 3 years                | 5,000.00             | 5,000.00             |
| <b>Total</b>        |                             | <b>5,000.00</b>      | <b>5,000.00</b>      |

\*Secured redeemable non-convertible debentures (NCD) of ₹ 5,000 lakhs, comprising 5,000 debentures of face value of ₹1,00,000 each and bearing interest @9.85% p.a., issued on February 10, 2025 were originally redeemable on February 10, 2028, however, the same have been redeemed on April 06, 2026.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 13.2 Note:

1. Non-Convertible Debentures issued under private placement are secured by way of pari passu floating charge over its current assets, providing a minimum security cover of 1.25x of the outstanding Debenture amount; and an unconditional, irrevocable corporate guarantee from M/s S Gupta Holding Private Limited. Current assets include all present and future inventories and receivables that are not NPAs under applicable RBI regulations for NBFCs.
2. The funds raised from issuance of NCDs were fully utilised for the purpose for which funds were obtained.
3. The Company has not defaulted in the repayment of debt securities and interest thereon.
4. The Company has, at all times, for the secured NCDs, maintained sufficient security cover as stated in the respective information memorandum towards the principal amount, interest accrued thereon, and such other sums as mentioned therein.
5. The amount disclosed above represent the principal outstanding as at March 31, 2026 and as at March 31, 2025.
6. The quarterly returns or statements filled by the company with banks or financial institutions or trustees are in agreement with books of accounts.

### 14 Borrowings (other than debt securities)

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| <b>At amortized cost</b>   |                         |                         |
| <b>Secured</b>   |                         |                         |
| Term loans (Refer Note 14.1 below)   |                         |                         |
| (i) from banks   | 32,746.19               | -                       |
| (ii) from other parties  | -                       | 4,000.00                |
| Loans repayable on demand [Cash credit, bank overdraft and working capital demand loans] (Refer Note 14.2 below) |                         |                         |
| (i) from banks   | 2,18,209.79             | 1,19,466.27             |
| (ii) from other parties  | 14,400.00               | 10,000.00               |
| Accrued interest on borrowings   | 362.41                  | 217.27                  |
| <b>Total (A) - Gross</b>   | <b>2,65,718.39</b>      | <b>1,33,683.54</b>      |
| Less: Unamortised processing fees on borrowings  | 362.64                  | -                       |
| <b>Total (A) - Net</b>   | <b>2,65,355.75</b>      | <b>1,33,683.54</b>      |
| Borrowings in India  | 2,65,355.75             | 1,33,683.54             |
| Borrowings outside India   | -                       | -                       |
| <b>Total (B) - Net</b>   | <b>2,65,355.75</b>      | <b>1,33,683.54</b>      |

#### 14.1 Security and terms of repayment for secured term loans\*

| Repayment Terms               | Original<br>Contractual Tenure | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|-------------------------------|--------------------------------|-------------------------|-------------------------|
| <b>Floating Interest rate</b> |                                |                         |                         |
| <b>From Banks</b>             |                                |                         |                         |
| Monthly                       | Upto 3 year                    | 7,221.47                | -                       |
| Quarterly                     | Upto 3 year                    | 25,524.72               | -                       |
| <b>From Others</b>            |                                |                         |                         |
| Monthly                       | Upto 1 year                    | -                       | 4,000.00                |
| <b>Total</b>                  |                                | <b>32,746.19</b>        | <b>4,000.00</b>         |

\* Term loans from banks and others are secured by First Pari-Passu charge, by way of hypothecation, over all present and future standard loan receivables, book debts, and other current assets of the company, providing and maintaining at all times a minimum asset cover of 1.25 times of the outstanding amount of the loan throughout the tenor of the facility. The facilities are further secured by an unconditional and irrevocable Corporate Guarantee of M/s S Gupta Holding Private Limited and Personal Guarantees of Mr. Sanjay Gupta, Mr. Rahul Gupta, and Mr. Rohan Gupta.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 14.2 Security and terms of repayment for secured Loans repayable on demand (Cash credit, FD/OD facilities and working capital demand loans)^

| Repayment Terms               | Original Tenure                                       | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|-------------------------------|---|-------------------------|-------------------------|
| <b>Floating Interest rate</b> |   |                         |                         |
| <b>From Banks</b>             | Revolving in nature<br>and renewed on<br>yearly basis |                         |                         |
| Repayable on demand           |   | 2,18,209.79             | 1,19,466.27             |
| <b>From Others</b>            |   |                         |                         |
| Repayable on demand           |   | 14,400.00               | 10,000.00               |
| <b>Total</b>                  |   | <b>2,32,609.79</b>      | <b>1,29,466.27</b>      |

^Cash credit, bank overdraft and working capital demand loans are secured by First Pari-Passu charge, by way of hypothecation, over all present and future standard loan receivables, book debts, and current assets of the company, providing and maintaining at all times a minimum asset cover of 1.25 times of the sanctioned loan throughout the tenor of the facility.

These facilities are additionally secured by an unconditional and irrevocable Corporate Guarantee provided by M/s S Gupta Holding Private Limited, along with personal guarantees from Mr. Sanjay Gupta, Mr. Rahul Gupta, and Mr. Rohan Gupta, except certain WCDL facilities of ₹40,000 lakhs as at March 31, 2026 availed from certain banks, which are secured only by personal guarantees of the above-mentioned individuals and do not carry the corporate guarantee.

Further, a standalone bank overdraft limit of ₹5,000 lakhs as at March 31, 2026 from a bank is secured by fixed deposits only.

**Note:**

- The funds borrowed from banks, financial institutions or others have been utilised for the purpose for which funds were taken.
- The Company has not defaulted in the repayment of principal or interest on its term loans, cash credit facilities, bank overdraft, or working capital demand loans.
- The amount disclosed above represent the principal outstanding as at March 31, 2026 and as at March 31, 2025.
- The company has not been declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on willful defaulters issued by the RBI.
- All borrowing facilities (other than debt securities), including term loans, overdraft, cash credit, and working capital demand loans, have been guaranteed by a director [i.e. by way of personal guarantee of Mr. Rohan Gupta (Non-Executive Director)], except for a overdraft facility from the bank which is secured by fixed deposits only.
- During the year, rate of interest for term loans facilities ranges from 7.70% to 8.70% p.a. (March 31, 2025: at 10.00% p.a.)
- During the year, rate of interest for cash credit, overdraft and working capital demand loans facilities ranges from 7.30% to 8.65% p.a. (March 31, 2025: from 8.65% to 8.95% p.a.)
- The quarterly returns or statements filled by the company with banks or financial institutions or trustees are in agreement with books of accounts.

### 15 Other financial liabilities

| Particulars            | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|------------------------|-------------------------|-------------------------|
| Employee dues          | 0.88                    | 0.66                    |
| Provision for expenses | 51.36                   | 38.23                   |
| CSR expense payable    | 232.79                  | 87.39                   |
| Other payables         | 51.53                   | 17.58                   |
| <b>Total</b>           | <b>336.56</b>           | <b>143.86</b>           |

### 16 Provisions

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| Provision for gratuity (Refer Note 30)             | 46.43                   | 42.90                   |
| Provision for compensated absences (Refer Note 30) | 55.12                   | 59.50                   |
| <b>Total</b>                                       | <b>101.55</b>           | <b>102.40</b>           |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 17 Other non-financial liabilities

| Particulars                 | As at March 31, 2026 | As at March 31, 2025 |
|-----------------------------|----------------------|----------------------|
| Revenue received in advance | 150.46               | 177.40               |
| Advance from customers      | 181.22               | 50.23                |
| Statutory dues              | 131.55               | 43.85                |
| <b>Total</b>                | <b>463.23</b>        | <b>271.48</b>        |

### 18(a) Equity share capital

#### (i) Details of authorised, issued and subscribed share capital :

| Particulars  | As at March 31, 2026  |                 | As at March 31, 2025  |                 |
|--|-----------------------|-----------------|-----------------------|-----------------|
|  | Number of Shares      | Amount          | Number of Shares      | Amount          |
| <b>Authorised</b>                                  |                       |                 |                       |                 |
| Equity shares of ₹10 each (previous year ₹10 each) | 7,00,00,000.00        | 7,000.00        | 7,00,00,000.00        | 7,000.00        |
| <b>Total</b>                                       | <b>7,00,00,000.00</b> | <b>7,000.00</b> | <b>7,00,00,000.00</b> | <b>7,000.00</b> |
| <b>Issued, subscribed and fully paid up</b>        |                       |                 |                       |                 |
| Equity shares of ₹10 each (previous year ₹10 each) | 6,52,67,222.00        | 6,526.72        | 5,58,95,000.00        | 5,589.50        |
| <b>Total</b>                                       | <b>6,52,67,222.00</b> | <b>6,526.72</b> | <b>5,58,95,000.00</b> | <b>5,589.50</b> |

#### (ii) Reconciliation of the number of shares and amount outstanding as at the beginning and at the end of the year:

| Particulars                               | As at March 31, 2026 |                 | As at March 31, 2025 |                 |
|---|----------------------|-----------------|----------------------|-----------------|
|   | Number of Shares     | Amount          | Number of Shares     | Amount          |
| <b>Equity shares</b>                      |                      |                 |                      |                 |
| <b>At the beginning of the year</b>       | 5,58,95,000          | 5,589.50        | 5,49,79,000          | 5,497.90        |
| Add: Issued during the year*              | 93,72,222            | 937.22          | 9,16,000             | 91.60           |
| <b>Outstanding at the end of the year</b> | <b>6,52,67,222</b>   | <b>6,526.72</b> | <b>5,58,95,000</b>   | <b>5,589.50</b> |

\* During the current year, the Company has allotted 93,72,222 equity shares (Previous year 9,16,000 equity shares) of ₹10 each on conversion of share warrants.

#### (iii) Rights, preferences and restrictions attached to equity shares :

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of the equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### (iv) Details of shareholders holding more than 5% shares in the Company :

| Name of shareholder  | As at March 31, 2026 |           | As at March 31, 2025 |           |
|----------------------|----------------------|-----------|----------------------|-----------|
|                      | Number of shares     | % Holding | Number of shares     | % Holding |
| <b>Equity shares</b> |                      |           |                      |           |
| Rahul Gupta          | 1,01,50,001          | 15.55%    | 1,01,50,001          | 18.16%    |
| Rohan Gupta          | 1,48,64,999          | 22.78%    | 1,01,14,999          | 18.10%    |
| Kitara PIIN 1103     | 41,00,000            | 6.28%     | 21,00,000            | 3.76%     |
| Sahil Gupta          | 5,00,000             | 0.77%     | 30,39,000            | 5.44%     |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Name of shareholder   | As at March 31, 2026 |           | As at March 31, 2025 |           |
|---|----------------------|-----------|----------------------|-----------|
|   | Number of shares     | % Holding | Number of shares     | % Holding |
| S Gupta Holding Private Limited<br>(formerly known as APL Infrastructure Private Limited) | 35,25,000            | 5.40%     | 7,75,000             | 1.39%     |
| S Gupta Homes Private Limited<br>(formerly known as SG Prefab & Engineering Pvt. Ltd.)    | 60,00,000            | 9.19%     | 60,00,000            | 10.73%    |

(v) There was no issue of bonus shares, no issue of shares for consideration other than cash and no shares were bought back during the period of five years immediately preceding the reporting date.

(vi) Objectives of managing capital :

The Company maintains an actively managed capital base to cover risk interest in the business and is meeting the capital adequacy requirements as prescribed by RBI.

The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

(vii) Shareholding pattern of Promoters:

| Name of shareholder  | As at March 31, 2026 |           | As at March 31, 2025 |           | % Change during the year | % Change during the previous year |
|--|----------------------|-----------|----------------------|-----------|--------------------------|-----------------------------------|
|  | Number of shares     | % Holding | Number of shares     | % Holding |                          |                                   |
| Rahul Gupta  | 1,01,50,001          | 15.55%    | 1,01,50,001          | 18.16%    | 0.00%                    | 0.00%                             |
| Rohan Gupta  | 1,48,64,999          | 22.78%    | 1,01,14,999          | 18.10%    | 46.96%                   | 0.00%                             |
| S Gupta Holding Private Limited  | 35,25,000            | 5.40%     | 7,75,000             | 1.39%     | 354.84%                  | 0.00%                             |
| S Gupta Homes Private Limited<br>(Formerly Known as SG Prefab & Engineering Private Limited) | 60,00,000            | 9.19%     | 60,00,000            | 10.73%    | 0.00%                    | 0.00%                             |

### 18(b) Other equity

| Particulars   | As at March 31, 2026 | As at March 31, 2025 |
|---|----------------------|----------------------|
| a. Securities premium   | 1,07,239.00          | 66,001.22            |
| b. Retained earnings  | 24,399.60            | 14,696.83            |
| c. Statutory reserve (in terms of Section 45-IC of the Reserve Bank of India Act, 1934) | 6,160.04             | 3,606.90             |
| d. Employee stock options outstanding account   | 311.07               | 333.28               |
| e. Impairment reserve   | 679.50               | -                    |
| f. Money received against share warrants  | 706.25               | 11,250.00            |
| <b>Total</b>  | <b>1,39,495.46</b>   | <b>95,888.23</b>     |

(i) Details of movement in Other equity

| Particulars  | As at March 31, 2026 | As at March 31, 2025 |
|--|----------------------|----------------------|
| <b>a. Securities premium</b>   |                      |                      |
| <b>Opening balance</b>   | <b>66,001.22</b>     | <b>64,260.82</b>     |
| Add: Issue of shares through private placement upon conversion of share warrants | 30,694.03            | 1,282.40             |
| Add: Transferred from share warrant reserve on issue of share capital            | 10,543.75            | 458.00               |
| <b>Closing balance</b>   | <b>1,07,239.00</b>   | <b>66,001.22</b>     |

**Notes to the Financial Statements** for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| <b>b. Retained earnings</b>  |                         |                         |
| <b>Opening balance</b>   | <b>14,696.83</b>        | <b>8,100.85</b>         |
| Add: Profit for the year   | 12,765.72               | 8,099.02                |
| Add: Transferred from other comprehensive income   | 20.26                   | -                       |
| Add: Transferred from ESOP reserve on lapse of options pursuant to ESOP scheme                 | 149.43                  | 116.76                  |
| Less: Transferred to Impairment reserve  | (679.50)                | -                       |
| Less: Transferred to statutory reserve u/s 45-IC of the Reserve Bank of India Act, 1934        | (2,553.14)              | (1,619.80)              |
| <b>Closing balance</b>   | <b>24,399.60</b>        | <b>14,696.83</b>        |
| <b>c. Statutory reserve (in terms of Section 45-IC of the Reserve Bank of India Act, 1934)</b> |                         |                         |
| <b>Opening balance</b>   | <b>3,606.90</b>         | <b>1,987.10</b>         |
| Add : Transferred from retained earnings   | 2,553.14                | 1,619.80                |
| <b>Closing balance</b>   | <b>6,160.04</b>         | <b>3,606.90</b>         |
| <b>d. Employee stock options outstanding account</b>   |                         |                         |
| <b>Opening balance</b>   | <b>333.28</b>           | <b>333.73</b>           |
| Add : Share based payment expense as per statement of profit and loss (Refer Note 25)          | 127.22                  | 116.30                  |
| Less : Transferred to retained earnings on lapse of options pursuant to ESOP scheme            | (149.43)                | (116.76)                |
| <b>Closing balance</b>   | <b>311.07</b>           | <b>333.28</b>           |
| <b>e. Impairment Reserve</b>   |                         |                         |
| <b>Opening balance</b>   | -                       | -                       |
| Add : Addition during the year   | 679.50                  | -                       |
| <b>Closing balance</b>   | <b>679.50</b>           | -                       |
| <b>f. Money received against share warrants</b>  |                         |                         |
| <b>Opening balance</b>   | <b>11,250.00</b>        | <b>458.00</b>           |
| Add: Money received against share warrants   | -                       | 11,250.00               |
| Less: Transfer to securities premium   | (10,543.75)             | (458.00)                |
| <b>Closing balance</b>   | <b>706.25</b>           | <b>11,250.00</b>        |
| <b>Total</b>   | <b>1,39,495.46</b>      | <b>95,888.23</b>        |

**(ii) Nature and purpose of other equity:-**

**(a) Securities premium :** Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purpose in accordance with the provisions of the Companies Act, 2013.

**(b) Retained earnings :** It represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves. It also includes impact of remeasurement of defined benefit plans.

**(c) Statutory reserve (in terms of Section 45-IC of the Reserve Bank of India Act, 1934) :** It represents the Reserve Fund created under section 45-IC of the Reserve Bank of India Act, 1934. The Company is required to transfer a sum not less than twenty percent of its net profit every year as disclosed in the statement of profit and loss. No appropriation is permitted except for the purpose as may be specified by the Reserve Bank of India from time to time.

**(d) Employee stock options outstanding account :** It is created as required by Ind AS 102 "Share Based Payments" on the Employee Stock Option Scheme operated by the Company.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

**(e) Impairment Reserve :** It represents an appropriation made from the net profit or loss after tax. It is created when the expected credit loss (ECL) provision recognized under Ind AS 109 is lower than the prudential floor (i.e., the IRACP norms as prescribed by the Reserve Bank of India).

**(f) Money received against share warrants :** It represents application money received from subscriber of warrants, against which shares are yet to be allotted.

### 18(c) Employee Share Based Payments

The Company has established employees stock options plan, 2022 (**ESOP Scheme-Moongipa Securities Limited Employee Stock Option Scheme-2022**) for its employees by passing a resolution through postal ballot e-voting dated November 27, 2022. The employee stock option plan is designed to provide incentives to the employees of the Group to deliver long-term returns and is an equity settled plan. The ESOP Scheme is administered by the Nomination and Remuneration committee. Participation in the plan is at the Nomination and Remuneration committee's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits. Options granted under ESOP scheme would vest in not less than one year and not more than five years from the date of grant of the options. The Nomination and remuneration committee of the Company has approved multiple grants with related vesting conditions. Vesting of the options would be subject to continuous employment with the Company and hence the options would vest with passage of time. In addition to this, the Nomination and remuneration committee may also specify certain performance parameters subject to which the options would vest. Such options would vest when the performance parameters are met. Once vested, the options remain exercisable for a period of maximum five year. Options granted under the plan are for no consideration and carry no dividend or voting rights. On exercise, each option is convertible into one equity share.

During the year, the Company adopted the **SG Finserve Employee Stock Option Scheme, 2026 (ESOP 2026)**, approved by shareholders, to enable employee participation in its growth and to attract and retain talent. The Scheme is formulated and amended in line with SEBI guidelines, with employee eligibility and grant size determined by the Nomination & Remuneration Committee based on factors such as role, performance, grade, tenure, and criticality. During the year, the Scheme was approved via special resolution through postal ballot in accordance with the Companies Act, 2013 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. It allows grant of stock options to eligible employees and directors of the Company and its group entities, exercisable into equity shares in one or more tranches, subject to applicable laws.

**(i) Set Out Below is the summary of options granted under the plan.**

| Name of shareholder           | As at March 31, 2026              |                    | As at March 31, 2025             |                    |
|-------------------------------|-----------------------------------|--------------------|----------------------------------|--------------------|
|                               | Average Exercise price per option | Number of Options  | Average Exercise price per share | Number of Options  |
| Opening Balance               | 371.21                            | 2,13,600.00        | 461.03                           | 4,07,500.00        |
| Granted during the year       | 407.79                            | 7,65,400.00        | 419.55                           | 5,48,000.00        |
| Forfeited during the year     | -                                 | (69,700.00)        | -                                | (9,500.00)         |
| Surrendered during the year   | -                                 | (90,000.00)        | -                                | (7,01,400.00)      |
| Exercised during the year     | -                                 | -                  | -                                | -                  |
| Expired/Lapse during the year | -                                 | (5,79,800.00)      | -                                | (31,000.00)        |
| <b>Closing Balance</b>        |                                   | <b>2,39,500.00</b> |                                  | <b>2,13,600.00</b> |

| Grant Date      | Expiry Date     | Exercise Price (INR) | Share options outstanding as on March 31, 2026 | Share options outstanding as on March 31, 2025 |
|-----------------|-----------------|----------------------|--|--|
| 02 January 2023 | 02 January 2028 | 361.80               | 27,000   | 1,76,500                                       |
| 11 May 2023     | 11 May 2028     | 415.95               | 3,100  | 17,200   |
| 15 July 2023    | 14 July 2028    | 415.95               | 2,300  | 2,300  |
| 18 October 2023 | 17 October 2028 | 415.95               | 8,400  | 5,900  |
| 19 January 2024 | 18 January 2029 | 415.95               | 1,800  | 11,700   |

**Notes to the Financial Statements** for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Grant Date      | Expiry Date     | Exercise Price (INR) | Share options outstanding as on March 31, 2026 | Share options outstanding as on March 31, 2025 |
|-----------------|-----------------|----------------------|--|--|
| 11 May 2024     | 11 May 2029     | 415.95               | -  | -  |
| 15 October 2024 | 15 October 2029 | 415.95               | 10,000   | -  |
| 01 April 2025   | 01 April 2030   | 407.05               | 1,86,900                                       | -  |
| 23 July 2025    | 23 July 2030    | 423.50               | -  | -  |
| <b>Total</b>    |                 |                      | <b>2,39,500</b>                                | <b>2,13,600</b>                                |

**(ii) Fair Value of the options granted during the year-**

During the current year Nomination & remuneration committee has approved one grant. Following are the details of assumptions under individual grant, related vesting conditions and fair valuation model used based on the nature of vesting.

The Company has granted options under ESOP scheme based on following criteria and related assumptions

**Vesting criteria** - Continuous employment with the company

**Fair Valuation Method** - Black Scholes options Pricing Model

| Grants 1 | Date of Grant | Vesting % | Vesting period | Exercise period from the vesting | Minimum life | Maximum Life | Expected Life |
|----------|---------------|-----------|----------------|----------------------------------|--------------|--------------|---------------|
|          | 02/01/23      |           | (In Years)     | (In Years)                       | (In Years)   | (In Years)   | (In Years)    |
| Vest 1   | 02/01/24      | 20%       | 1              | 5                                | 1            | 6            | 3.5           |
| Vest 2   | 02/01/25      | 20%       | 2              | 4                                | 2            | 6            | 4             |
| Vest 3   | 02/01/26      | 20%       | 3              | 3                                | 3            | 6            | 4.5           |
| Vest 4   | 02/01/27      | 20%       | 4              | 2                                | 4            | 6            | 5             |
| Vest 5   | 02/01/28      | 20%       | 5              | 1                                | 5            | 6            | 5.5           |

| Grants 2 | Date of Grant | Vesting % | Vesting period | Exercise period from the vesting | Minimum life | Maximum Life | Expected Life |
|----------|---------------|-----------|----------------|----------------------------------|--------------|--------------|---------------|
|          | 11/05/23      |           | (In Years)     | (In Years)                       | (In Years)   | (In Years)   | (In Years)    |
| Vest 1   | 11/05/24      | 20%       | 1              | 5                                | 1            | 6            | 3.5           |
| Vest 2   | 11/05/25      | 20%       | 2              | 4                                | 2            | 6            | 4             |
| Vest 3   | 11/05/26      | 20%       | 3              | 3                                | 3            | 6            | 4.5           |
| Vest 4   | 11/05/27      | 20%       | 4              | 2                                | 4            | 6            | 5             |
| Vest 5   | 11/05/28      | 20%       | 5              | 1                                | 5            | 6            | 5.5           |

| Grants 3 | Date of Grant | Vesting % | Vesting period | Exercise period from the vesting | Minimum life | Maximum Life | Expected Life |
|----------|---------------|-----------|----------------|----------------------------------|--------------|--------------|---------------|
|          | 15/07/23      |           | (In Years)     | (In Years)                       | (In Years)   | (In Years)   | (In Years)    |
| Vest 1   | 15/07/24      | 20%       | 1              | 5                                | 1            | 6            | 3.5           |
| Vest 2   | 15/07/25      | 20%       | 2              | 4                                | 2            | 6            | 4             |
| Vest 3   | 15/07/26      | 20%       | 3              | 3                                | 3            | 6            | 4.5           |
| Vest 4   | 15/07/27      | 20%       | 4              | 2                                | 4            | 6            | 5             |
| Vest 5   | 14/07/28      | 20%       | 5              | 1                                | 5            | 6            | 5.5           |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Grants 4 | Date of Grant | Vesting % | Vesting period | Exercise period from the vesting | Minimum life | Maximum Life | Expected Life |
|----------|---------------|-----------|----------------|----------------------------------|--------------|--------------|---------------|
|          | 18/10/23      |           | (In Years)     | (In Years)                       | (In Years)   | (In Years)   | (In Years)    |
| Vest 1   | 17/10/24      | 20%       | 1              | 5                                | 1            | 6            | 3.5           |
| Vest 2   | 17/10/25      | 20%       | 2              | 4                                | 2            | 6            | 4             |
| Vest 3   | 17/10/26      | 20%       | 3              | 3                                | 3            | 6            | 4.5           |
| Vest 4   | 17/10/27      | 20%       | 4              | 2                                | 4            | 6            | 5             |
| Vest 5   | 17/10/28      | 20%       | 5              | 1                                | 5            | 6            | 5.5           |

| Grants 5 | Date of Grant | Vesting % | Vesting period | Exercise period from the vesting | Minimum life | Maximum Life | Expected Life |
|----------|---------------|-----------|----------------|----------------------------------|--------------|--------------|---------------|
|          | 19/01/24      |           | (In Years)     | (In Years)                       | (In Years)   | (In Years)   | (In Years)    |
| Vest 1   | 18/01/25      | 20%       | 1              | 5                                | 1            | 6            | 3.5           |
| Vest 2   | 18/01/26      | 20%       | 2              | 4                                | 2            | 6            | 4             |
| Vest 3   | 18/01/27      | 20%       | 3              | 3                                | 3            | 6            | 4.5           |
| Vest 4   | 18/01/28      | 20%       | 4              | 2                                | 4            | 6            | 5             |
| Vest 5   | 18/01/29      | 20%       | 5              | 1                                | 5            | 6            | 5.5           |

| Grants 6 | Date of Grant | Vesting % | Vesting period | Exercise period from the vesting | Minimum life | Maximum Life | Expected Life |
|----------|---------------|-----------|----------------|----------------------------------|--------------|--------------|---------------|
|          | 11/05/24      |           | (In Years)     | (In Years)                       | (In Years)   | (In Years)   | (In Years)    |
| Vest 1   | 11/05/25      | 20%       | 1              | 5                                | 1            | 6            | 3.5           |
| Vest 2   | 11/05/26      | 20%       | 2              | 4                                | 2            | 6            | 4             |
| Vest 3   | 11/05/27      | 20%       | 3              | 3                                | 3            | 6            | 4.5           |
| Vest 4   | 11/05/28      | 20%       | 4              | 2                                | 4            | 6            | 5             |
| Vest 5   | 11/05/29      | 20%       | 5              | 1                                | 5            | 6            | 5.5           |

| Grants 7 | Date of Grant | Vesting % | Vesting period | Exercise period from the vesting | Minimum life | Maximum Life | Expected Life |
|----------|---------------|-----------|----------------|----------------------------------|--------------|--------------|---------------|
|          | 15/10/24      |           | (In Years)     | (In Years)                       | (In Years)   | (In Years)   | (In Years)    |
| Vest 1   | 15/10/25      | 20%       | 1              | 5                                | 1            | 6            | 3.5           |
| Vest 2   | 15/10/26      | 20%       | 2              | 4                                | 2            | 6            | 4             |
| Vest 3   | 15/10/27      | 20%       | 3              | 3                                | 3            | 6            | 4.5           |
| Vest 4   | 15/10/28      | 20%       | 4              | 2                                | 4            | 6            | 5             |
| Vest 5   | 15/10/29      | 20%       | 5              | 1                                | 5            | 6            | 5.5           |

| Grants 8 | Date of Grant | Vesting % | Vesting period | Exercise period from the vesting | Minimum life | Maximum Life | Expected Life |
|----------|---------------|-----------|----------------|----------------------------------|--------------|--------------|---------------|
|          | 01/04/25      |           | (In Years)     | (In Years)                       | (In Years)   | (In Years)   | (In Years)    |
| Vest 1   | 01/04/26      | 60%       | 1              | 3                                | 1            | 4            | 3.5           |
| Vest 2   | 01/04/27      | 20%       | 2              | 2                                | 2            | 4            | 4             |
| Vest 3   | 01/04/28      | 20%       | 3              | 1                                | 3            | 4            | 4.5           |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Grants 9 | Date of Grant | Vesting % | Vesting period | Exercise period from the vesting | Minimum life | Maximum Life | Expected Life |
|----------|---------------|-----------|----------------|----------------------------------|--------------|--------------|---------------|
|          | 23/07/25      |           | (In Years)     | (In Years)                       | (In Years)   | (In Years)   | (In Years)    |
| Vest 1   | 23/07/26      | 20%       | 1              | 5                                | 1            | 6            | 3.5           |
| Vest 2   | 23/07/27      | 20%       | 2              | 4                                | 2            | 6            | 4             |
| Vest 3   | 23/07/28      | 20%       | 3              | 3                                | 3            | 6            | 4.5           |
| Vest 4   | 23/07/29      | 20%       | 4              | 2                                | 4            | 6            | 5             |
| Vest 5   | 23/07/30      | 20%       | 5              | 1                                | 5            | 6            | 5.5           |

### 19 Interest income (on financial assets measured at amortised cost)

| Particulars                     | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---------------------------------|-----------------------------------|-----------------------------------|
| Interest on Loans               | 31,761.59                         | 16,155.59                         |
| Interest on deposits with Banks | 253.00                            | 318.58                            |
| Other interest income           | -                                 | 1.00                              |
| <b>Total</b>                    | <b>32,014.59</b>                  | <b>16,475.17</b>                  |

### 20 Fees and commission income

| Particulars                                     | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|-----------------------------------|-----------------------------------|
| Processing fees and documentation charges, etc. | 1,266.88                          | 518.33                            |
| <b>Total</b>                                    | <b>1,266.88</b>                   | <b>518.33</b>                     |

### 21 Net gain/(loss) on fair value changes

| Particulars  | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|--|-----------------------------------|-----------------------------------|
| <b>(A) Net gain/(loss) on financial instruments at fair value through profit or loss</b> |                                   |                                   |
| (i) On trading portfolio   |                                   |                                   |
| - Investments  | 59.81                             | 3.64                              |
| <b>Total Net gain/(loss) on fair value changes (A)</b>                                   | <b>59.81</b>                      | <b>3.64</b>                       |
| <b>(B) Fair Value changes:</b>   |                                   |                                   |
| - Realised   | 59.02                             | -                                 |
| - Unrealised   | 0.79                              | 3.64                              |
| <b>Total Net gain on fair value through profit or loss (B)</b>                           | <b>59.81</b>                      | <b>3.64</b>                       |

### 22 Other Income

| Particulars                   | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|-------------------------------|-----------------------------------|-----------------------------------|
| Interest on income tax refund | 24.64                             | 28.46                             |
| <b>Total</b>                  | <b>24.64</b>                      | <b>28.46</b>                      |

### 23 Finance Costs (on financial liabilities measured at amortized cost)

| Particulars  | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|--|-----------------------------------|-----------------------------------|
| <b>Interest on borrowings</b>  |                                   |                                   |
| - Interest on borrowings from banks and others                           | 12,609.88                         | 2,764.50                          |
| <b>Interest on debt securities</b>                                       |                                   |                                   |
| - Interest on non-convertible debentures / discount on commercial papers | 636.67                            | 82.87                             |
| Other borrowing costs (includes non EIR borrowing expenses)              | 199.08                            | 350.16                            |
| <b>Total</b>   | <b>13,445.63</b>                  | <b>3,197.53</b>                   |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 24 Impairment on financial instruments

| Particulars  | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--|--------------------------------------|--------------------------------------|
| <b>On Financial instruments (measured at Amortised Cost)</b> |                                      |                                      |
| Impairment allowance on loans                                | 237.76                               | 229.22                               |
| Loans and advances written off                               | -                                    | 537.67                               |
| <b>Total</b>   | <b>237.76</b>                        | <b>766.89</b>                        |

Note: There is no financial instruments measured at FVOCI

### 25 Employee Benefits Expenses

| Particulars                       | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|-----------------------------------|--------------------------------------|--------------------------------------|
| Salaries and wages                | 1,220.10                             | 811.99                               |
| Contribution to provident fund    | 58.57                                | 41.66                                |
| Gratuity expense                  | 30.44                                | 22.68                                |
| Share Based Payments to employees | 127.22                               | 116.30                               |
| Staff welfare expenses            | 10.88                                | 4.81                                 |
| <b>Total</b>                      | <b>1,447.21</b>                      | <b>997.44</b>                        |

### 26 Depreciation amortization and impairment

| Particulars                                   | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|---|--------------------------------------|--------------------------------------|
| Depreciation on property, plant and equipment | 26.46                                | 19.27                                |
| Amortization of Intangible assets             | 41.60                                | 31.27                                |
| <b>Total</b>                                  | <b>68.06</b>                         | <b>50.54</b>                         |

### 27 Other expenses

| Particulars  | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--|--------------------------------------|--------------------------------------|
| Power and fuel   | 19.35                                | 17.84                                |
| Rent   | 201.73                               | 186.23                               |
| Repair and maintenance                                   | 12.31                                | 2.14                                 |
| Rates and taxes  | 30.83                                | 43.13                                |
| Travelling and conveyance                                | 80.10                                | 72.87                                |
| Legal and professional charges (Refer Note 27.1 below)   | 216.96                               | 288.70                               |
| Advertisement and sales promotion expense                | 8.91                                 | 24.64                                |
| Manpower outsourcing                                     | 40.16                                | 38.80                                |
| Corporate social responsibility (Refer Note 27.2 below)  | 160.14                               | 87.39                                |
| Penalty  | -                                    | 28.30                                |
| Information technology expenses                          | 79.17                                | 87.30                                |
| Loss on disposal of property, plant and equipments (net) | 5.95                                 | -                                    |
| Subscription and Membership                              | 26.04                                | 25.19                                |
| Insurance  | 16.57                                | 8.60                                 |
| Directors' sitting fees                                  | 72.49                                | 55.78                                |
| Telephone and communication expense                      | 11.04                                | 3.26                                 |
| Printing and stationery expenses                         | 6.41                                 | 4.84                                 |
| Office expenses  | 20.54                                | 21.31                                |
| Miscellaneous expenses                                   | 3.59                                 | 0.93                                 |
| <b>Total</b>   | <b>1,012.29</b>                      | <b>997.25</b>                        |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 27.1 Legal & professional charges include auditor's remuneration (net of GST credit availed) as follows :

| Particulars                                    | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--|--------------------------------------|--------------------------------------|
| - For statutory audit including limited review | 26.43                                | 17.50                                |
| - For tax audit                                | 3.00                                 | 2.50                                 |
| - For other certifications and reporting       | 3.66                                 | 15.30                                |
| - For out of pocket expenses                   | 2.51                                 | 0.85                                 |
| <b>Total</b>                                   | <b>35.60</b>                         | <b>36.15</b>                         |

### 27.2 Expenditure on Corporate Social Responsibility :

| Particulars  | For the year ended<br>March 31, 2026                           | For the year ended<br>March 31, 2025                        |
|--|--|---|
| (a) Gross amount required to be spent by the Company during the year               | 160.14   | 87.39   |
| (b) Amount spent during the year:  |  |   |
| (i) Construction / acquisition of any asset  | -  | -   |
| (ii) On purpose other than (i) above   | -  | -   |
| (c) Shortfall at the end of the year   | <b>160.14</b>  | <b>87.39</b>  |
| (d) Total of previous years shortfall (including of current year's shortfall)      | <b>232.78</b>  | <b>87.39</b>  |
| (e) Reason for shortfall   | Refer foot note<br>(i) below                                   | Refer foot note<br>(i) below                                |
| (f) Details of related party transactions  | -  | -   |
| (g) Provision made in respect of liability incurred through contractual obligation |  |   |
| (h) Nature of CSR activities   | Activities as per<br>Schedule VII of<br>Companies Act,<br>2013 | Activities as per<br>Schedule VII of<br>Companies Act, 2013 |
| (i) Details of ongoing projects:   |  |   |
| <b>Opening Balance</b>   |  |   |
| - With Company   | -  | -   |
| - In separate CSR unspent account  | <b>91.01</b>   | <b>10.74</b>  |
| Amount required to be spent during the year  | 160.14   | 87.39   |
| Amount spent during the year   |  |   |
| - From Company's Bank account  | -  | -   |
| - From separate CSR unspent account  | 14.75  | 10.74   |
| Extra deposit made in CSR unspent account  | -  | 3.62  |
| <b>Closing Balance</b>   |  |   |
| - With Company   | <b>160.14</b>  | -   |
| - In separate CSR unspent account  | <b>76.26</b>   | <b>91.01</b>  |

#### Note (i):

During the financial year, the Company has complied with the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder. The Company has approved a CSR project involving a proposed investment in **APL Apollo Foundation**, which is engaged in undertaking a phased development project in Vrindavan, District Mathura, Uttar Pradesh, subject to land identification and acquisition, for developing an integrated complex comprising facilities for education and skill development (Anganwadi/remedial centre, public library, skill training centre), elderly care (residential and/or food and medical support), and animal welfare (goshala with basic veterinary services).

The CSR amount approved for the said project could not be invested during the financial year. Accordingly, in compliance with the provisions of Section 135(6) of the Companies Act, 2013, the **unspent CSR** amount shall be transferred to a designated Unspent CSR Account maintained with a Scheduled Commercial Bank within the prescribed timelines.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 28 Income tax expense

#### 28.1 Income tax expense recognised in Statement of profit and loss :

| Particulars                       | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|-----------------------------------|--------------------------------------|--------------------------------------|
| <b>Current tax</b>                |                                      |                                      |
| In respect of the current year    | 4,364.34                             | 2,909.95                             |
| Tax expense for the earlier years | -                                    | 76.47                                |
|                                   | <b>4,364.34</b>                      | <b>2,986.42</b>                      |
| <b>Deferred tax</b>               |                                      |                                      |
| On account of timing differences  | 24.91                                | (69.49)                              |
|                                   | <b>24.91</b>                         | <b>(69.49)</b>                       |
| <b>Tax expense</b>                | <b>4,389.25</b>                      | <b>2,916.93</b>                      |

#### 28.2 Income tax expense recognised in other comprehensive income :

| Particulars   | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|---|--------------------------------------|--------------------------------------|
| <b>Item that will not be reclassified to profit or loss</b> |                                      |                                      |
| Remeasurements of the defined benefit plans                 | 6.81                                 | -                                    |

#### 28.3 Reconciliation of effective tax rate :

| Particulars  | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--|--------------------------------------|--------------------------------------|
| Profit before tax  | 17,154.97                            | 11,015.95                            |
| Domestic tax rate  | 25.168%                              | 25.168%                              |
| <b>Expected income tax expense</b>   | <b>4,317.56</b>                      | <b>2,772.49</b>                      |
| <b>Tax effect of adjustments to reconcile expected income tax expense to reported tax expense:</b> |                                      |                                      |
| Add: Expenses not deductible for tax purposes  | 170.83                               | 151.86                               |
| Less: Deductions available under income tax  | 124.05                               | 14.40                                |
| Add: Tax pertaining to prior years   | -                                    | 76.47                                |
| <b>Income tax expense recognised in profit or loss</b>   | <b>4,364.34</b>                      | <b>2,986.42</b>                      |
| Deferred tax recognised in profit or loss  | 24.91                                | (69.49)                              |
| <b>Tax expense recognised in profit or loss</b>  | <b>4,389.25</b>                      | <b>2,916.93</b>                      |

### 29 Earnings per share

| Particulars  | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--|--------------------------------------|--------------------------------------|
| Net profit as per statement of profit and loss attributable to equity shareholders | 12,765.72                            | 8,099.02                             |
| Weighted average number of equity shares for basic earnings per share              | <b>5,61,09,414</b>                   | <b>5,57,19,329</b>                   |
| <b>Effect of dilution</b>  |                                      |                                      |
| Employee stock options   | 2,39,500                             | 2,13,600                             |
| Warrant  | 6,27,778                             | 43,01,370                            |
| Weighted average number of equity shares for diluted earnings per share            | <b>5,69,76,692</b>                   | <b>6,02,34,299</b>                   |
| Nominal value of shares  | 10.00                                | 10.00                                |
| <b>Earnings per share (basic) (In ₹)</b>   | <b>22.75</b>                         | <b>14.54</b>                         |
| <b>Earnings per share (diluted) (In ₹)</b>   | <b>22.41</b>                         | <b>13.45</b>                         |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 30 Disclosures under Ind AS 19 (Employee benefits)

The Company has determined the liability for gratuity in accordance with the Indian Accounting Standard 19 ('Ind AS 19')- Employee Benefits. Disclosures as envisaged in the Ind AS 19 in respect of defined benefit obligation are as given below:

#### A. Gratuity

##### (i) Amount recognised in the statement of profit and loss is as under:

| Particulars  | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--|--------------------------------------|--------------------------------------|
| Current service cost   | 22.54                                | 22.69                                |
| Past service cost including curtailment Gains/Losses         | 4.88                                 | -                                    |
| Interest cost  | 3.02                                 | 1.47                                 |
| Expected return on plan assets                               | -                                    | -                                    |
| Net actuarial (gain)/loss recognised in the year             | (26.91)                              | (1.47)                               |
| <b>Amount recognised in the Statement of Profit and Loss</b> | <b>3.53</b>                          | <b>22.69</b>                         |

##### (ii) Movement in the liability recognised in the Balance Sheet as under:

| Particulars   | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|---|--------------------------------------|--------------------------------------|
| <b>Present value of defined benefit obligation at beginning of the year</b> | <b>42.90</b>                         | <b>20.21</b>                         |
| Current service cost  | 22.54                                | 22.69                                |
| Past service cost including curtailment Gains/Losses                        | 4.88                                 | -                                    |
| Interest cost   | 3.02                                 | 1.47                                 |
| Net actuarial (gain)/loss recognised in the year                            | (26.91)                              | (1.47)                               |
| Benefits paid   | -                                    | -                                    |
| <b>Present value of defined benefit obligation at the end of the year</b>   | <b>46.43</b>                         | <b>42.90</b>                         |
| Current liability (Amount due within one year)                              | 0.07                                 | 0.05                                 |
| Non-Current liability (Amount due over one year)                            | 46.36                                | 42.85                                |

##### (iii) For determination of the gratuity liability of the Company, the following actuarial assumptions were used:

| Particulars   | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|---|--------------------------------------|--------------------------------------|
| Discount rate   | 7.90%                                | 7.04%                                |
| Average remaining working life (years)                | 26.44                                | 26.73                                |
| Future salary increase                                | 10.00%                               | 10.00%                               |
| Retirement Age (Years)                                | 60                                   | 60                                   |
| Mortality rates inclusive of provision for disability | 100% of IALM<br>(2012 - 14)          | 100% of IALM<br>(2012 - 14)          |
| <b>Attrition at Ages (withdrawal rate %)</b>          |                                      |                                      |
| Up to 30 Years  | 5.00%                                | 5.00%                                |
| From 31 to 44 years                                   | 3.00%                                | 3.00%                                |
| Above 44 years  | 2.00%                                | 2.00%                                |

##### (iv) Gratuity amount for current year and previous four periods are as follows:

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>March 31, 2022 |
|--|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| Defined benefit obligation                             | 46.43                   | 42.90                   | 20.21                   | 3.99                    | 0.85                    |
| Experience adjustment on plan liabilities- (gain)/loss | -                       | -                       | -                       | -                       | -                       |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### (v) Change in plan assets:

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| Fair value of plan assets at the beginning of the period | -                       | -                       |
| Actual return on plan assets                             | -                       | -                       |
| Employer contribution                                    | -                       | -                       |
| Benefits paid  | -                       | -                       |
| Fair value of plan assets at the end of the period       | -                       | -                       |

### (vi) Change in Net Defined Benefit Obligation:

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| <b>Net defined benefit liability at the start of the period</b> | <b>42.90</b>            | <b>20.21</b>            |
| Acquisition adjustment  | -                       | -                       |
| Total Service Cost  | 27.42                   | 22.69                   |
| Net Interest cost (Income)                                      | 3.02                    | 1.47                    |
| Re-measurements   | (26.91)                 | (1.47)                  |
| Contribution paid to the Fund                                   | -                       | -                       |
| Benefit paid directly by the enterprise                         | -                       | -                       |
| <b>Net defined benefit liability at the end of the period</b>   | <b>46.43</b>            | <b>42.90</b>            |

### (vii) Sensitivity Analysis of the defined benefit obligation.:

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| <b>a) Impact of the change in discount rate</b>      |                         |                         |
| Present Value of Obligation at the end of the period | <b>46.43</b>            | <b>42.90</b>            |
| Impact due to increase of 0.50%                      | (3.63)                  | (3.66)                  |
| Impact due to decrease of 0.50 %                     | 4.04                    | 4.09                    |
| <b>b) Impact of the change in salary increase</b>    |                         |                         |
| Present Value of Obligation at the end of the period | <b>46.43</b>            | <b>42.90</b>            |
| Impact due to increase of 0.50%                      | 3.50                    | 3.35                    |
| Impact due to decrease of 0.50 %                     | (3.29)                  | (3.05)                  |

## B. Compensated absences

### (i) Amount recognised in the statement of profit and loss is as under:

| Particulars  | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--|--------------------------------------|--------------------------------------|
| Current service cost   | 27.04                                | 31.50                                |
| Interest cost  | 4.19                                 | 2.15                                 |
| Net actuarial (gain)/loss recognized in the period           | (0.17)                               | (0.88)                               |
| <b>Amount recognised in the Statement of Profit and Loss</b> | <b>31.06</b>                         | <b>32.77</b>                         |

### (ii) Movement in the liability recognised in the Balance Sheet as under:

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| <b>Present value of obligation at beginning of the year</b> | <b>59.50</b>            | <b>29.71</b>            |
| Current service cost  | 27.04                   | 31.50                   |
| Interest cost   | 4.19                    | 2.15                    |
| Actuarial (gains) / losses                                  | (0.17)                  | (0.88)                  |
| Benefits paid   | (35.44)                 | (2.98)                  |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| <b>Present value of obligation at the end of the year</b> | <b>55.12</b>            | <b>59.50</b>            |
| Current liability (Amount due within one year)            | 2.05                    | 1.95                    |
| Non-Current liability (Amount due over one year)          | 53.07                   | 57.55                   |

(iii) For determination of the compensated absence liability of the Company, the following actuarial assumptions were used:

| Particulars                            | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| Discount rate                          | 7.90%                   | 7.04%                   |
| Average remaining working life (years) | 26.44                   | 26.73                   |
| Future salary increase                 | 10.00%                  | 10.00%                  |

The Company assesses these assumptions with the projected long term plans of growth and prevalent industry standards.

### C. Provident fund

The Company makes contribution to statutory provident fund in accordance with The Employees' Provident Funds and Miscellaneous Provisions Act, 1952. This is a post employment benefit and in the nature of defined contribution plan. Contribution made by the Company during the year is ₹58.57 Lakhs (previous year ₹41.66 Lakhs).

There are issues relating to the application of the Honorable Supreme Court's (SC) judgement dated 28 February, 2019 on Provident Fund. The management is examining these issues to identify the potential effects, if any, on the compliance with the Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

## 31 Related party disclosures

Related party disclosures as required by the Indian Accounting Standard 24- Related Party Disclosures, notified under the Companies Act, 2013 are given below:

### a. Name of related parties and nature of relationship

| Key Management Personnel   |                         |  |
|----------------------------|-------------------------|--|
| Mr. Vinay Gupta            | Chief Executive Officer | (DOJ: 24/11/2025)                      |
| Mr. Sanjay Rajput          | Chief Financial Officer | (DOJ:01/01/2026)                       |
| Mr. Kush Mishra            | Company Secretary       | (DOJ: 13/10/2025)                      |
| Mr. Sorabh Dhawan          | Chief Executive Officer | (DOJ: 18/10/2022)<br>(DOL: 03/11/2025) |
| Mr. Sahil Sikka            | Chief Financial Officer | (DOJ: 25/07/2022)<br>(DOL: 31/12/2025) |
| Ms. Ritu Nagpal            | Company Secretary       | (DOJ: 11/05/2023)<br>(DOL: 31/08/2025) |
| Board of Directors         |                         |  |
| Mr. Rohan Gupta            | Non-Executive Director  | (DOJ: 25/07/2022)                      |
| Mrs. Asha Anil Agarwal     | Independent Director    | (DOJ: 02/09/2022)                      |
| Mr. Dukhabandhu Rath       | Independent Director    | (DOJ: 25/01/2023)                      |
| Mr. H. S. Upendra Kamath   | Independent Director    | (DOJ: 13/02/2023)                      |
| Mr. Rakesh Sharma          | Independent Director    | (DOJ: 19/11/2024)                      |
| Mr. Gorinka Jaganmohan Rao | Independent Director    | (DOJ: 16/10/2024)                      |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| <b>Entities in which KMP and their relative has significant influence</b> |
|---|
| SG Realtor Private Limited  |
| APL Apollo Foundation   |
| SG Green Logistics Private Limited  |
| Cladding Projects Private Limited   |
| S Gupta Holding Private Limited   |
| Yogiji Digi Limited (formerly known as Yogiji Digi Private Limited)       |

### b. Transactions carried during the year:

| <b>Particulars</b>  | <b>For the year ended<br/>March 31, 2026</b> | <b>For the year ended<br/>March 31, 2025</b> |
|---|--|--|
| <b>Office rent and maintenance</b>                                  |  |  |
| SG Realtor Private Limited  | 196.20                                       | 180.36                                       |
| <b>Loans &amp; Advances - Given</b>                                 |  |  |
| SG Green Logistics Private Limited                                  | 2,072.92                                     | 1,000.00                                     |
| Cladding Projects Private Limited                                   | 273.00                                       | 923.47                                       |
| Yogiji Digi Limited (formerly known as Yogiji Digi Private Limited) | 8,827.25                                     | 1,748.86                                     |
| <b>Loans &amp; Advances - Repayment received</b>                    |  |  |
| SG Green Logistics Private Limited                                  | 1,772.92                                     | 300.00                                       |
| Cladding Projects Pvt. Ltd.   | 273.00                                       | 923.47                                       |
| Yogiji Digi Limited (formerly known as Yogiji Digi Private Limited) | 5,471.34                                     | 796.26                                       |
| <b>Interest and Processing fee earned</b>                           |  |  |
| SG Green Logistics Private Limited                                  | 106.20                                       | 9.56   |
| Cladding Projects Private Limited                                   | 3.49   | 7.46   |
| Yogiji Digi Limited (formerly known as Yogiji Digi Private Limited) | 172.53                                       | 23.86  |
| <b>Unsecured Loan From Directors</b>                                |  |  |
| <b>Received</b>   |  |  |
| Rohan Gupta   | -  | 68,770.00                                    |
| Rahul Gupta   | -  | 47,300.00                                    |
| <b>Repayment</b>  |  |  |
| Rohan Gupta   | -  | 68,770.00                                    |
| Rahul Gupta   | -  | 47,300.00                                    |
| <b>Money Received against Share warrant</b>                         |  |  |
| Rohan Gupta   | 16,031.25                                    | 5,712.50                                     |
| <b>Investment in Shares of Group Company</b>                        |  |  |
| APL Apollo Foundation   | -  | 2.50   |
| <b>Transaction with Key Management personnel / Directors</b>        |  |  |
| Employee benefits expense - KMPs                                    | 211.40                                       | 142.24                                       |
| Directors' sitting fees   | 72.49  | 55.78  |

**Notes to the Financial Statements** for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

**c. Summary of outstanding balances**

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| <b>Office rent and maintenance</b>                                  |                         |                         |
| SG Realtor Private Limited  | 16.20                   | 16.20                   |
| <b>Security Deposits</b>  |                         |                         |
| SG Realtor Private Limited  | 30.00                   | 30.00                   |
| <b>Loans and Advances</b>   |                         |                         |
| SG Green Logistics Private Limited                                  | 1,000.00                | 700.00                  |
| Yogiji Digi Limited (formerly known as Yogiji Digi Private Limited) | 4,308.51                | 952.60                  |
| <b>Interest receivable on Loans and Advances</b>                    |                         |                         |
| SG Green Logistics Private Limited                                  | 2.94                    | 3.33                    |
| Cladding Projects Private Limited                                   | -                       | 0.77                    |
| Yogiji Digi Limited (formerly known as Yogiji Digi Private Limited) | 35.16                   | 7.75                    |
| <b>Investment in Shares of Group Company</b>                        |                         |                         |
| APL Apollo Foundation   | 2.50                    | 2.50                    |
| <b>Outstanding balances with Key Management personnel</b>           |                         |                         |
| Employee advance receivable   | -                       | 148.93                  |

**32 Details of dues to micro enterprises and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")**

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| 1. The principal amount remaining unpaid at the end of the accounting year  | -                       | -                       |
| 2. The interest amount remaining unpaid at the end of the accounting year   | -                       | -                       |
| 3. The amount of interest paid by the Company in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the suppliers beyond the appointed day during the year   | -                       | -                       |
| 4. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.  | -                       | -                       |
| 5. The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)  | -                       | -                       |
| 6. The amount of interest accrued and remaining unpaid at the end of accounting year.   | -                       | -                       |
| 7. The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006 | -                       | -                       |
| <b>The balance of MSMED parties as at the end of the year</b>   | -                       | -                       |

The above information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company. The same has been relied upon by the auditors.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 33 Segment reporting

There is no separate reportable segment as per the Ind AS 108 "Operating Segments" specified under Section 133 of the Act. The Company is engaged in the business of financing which as per the Ind AS 108, is considered to constitute a single reportable primary segment which has similar risks and rewards for the purpose of the aforesaid standard. The Company operates in a single geographical segment, i.e. domestic (within Indian), hence there are no reportable secondary segments.

### 34 Financial Risk Management

The company is exposed to various risk in relation to financial instruments. The company is exposed to market risk, credit risk and liquidity risk. The company risk activities are governed by appropriated policies and procedures and that financial risk are identified, measured and managed in accordance with the companies policies and risk objectives, which are summarized below:-

#### (a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises Interest rate risk and foreign currency risk. The company does not have any foreign currency risk since the company does not have any foreign currency exposure as on reporting date. The company uses a mix of cash and borrowings to manage the liquidity and fund requirement of its day-to-day operations. Further, certain interest bearing liabilities carry variable interest rate.

The Carrying value of floating rate borrowings is ₹2,65,355.98 Lakhs (March 31, 2025 ₹1,33,466.27 Lakhs)

| Description               | Currency | Increase/decrease in basis points | Effect on profit before tax |
|---------------------------|----------|-----------------------------------|-----------------------------|
| Year Ended March 31, 2026 | ₹        | 100                               | 2,653.56                    |
| Year Ended March 31, 2025 | ₹        | 100                               | 1,334.66                    |

#### (b) Credit Risk

Credit risk is the risk of financial loss if a customer or counterparty fails to meet an obligation under a contract. Lending activities account for most of the Company's credit risk. Other sources of credit risk also exist in loans and transaction settlements. Credit risk is measured as the amount that could be lost if a customer or counterparty fails to make repayments. The maximum exposure to credit risk in the case of all the financial instruments is restricted to their respective carrying amount. Credit Risk is monitored through stringent credit appraisal, counter party limits and internal risk ranges of the borrowers. Exposure to credit risk is managed through regular analysis of the ability of all the customers and counterparties to meet interest and capital repayment obligations and by changing lending limits where appropriate. Company primarily offers loans secured by immovable property. In order to mitigate credit risk, the company also seeks collateral appropriate to the product segment. Other means of mitigating credit risk that the company uses are guarantees. The most common types of collateral the company receives, measured by collateral value, are mortgages on financial assets in the form of real estate.

#### (i) Maximum exposure to the Credit risk

The table below shows the Company's maximum exposure to the credit risk.

| Particulars   | As at March 31, 2026 | As at March 31, 2025 |
|---|----------------------|----------------------|
| Financial Assets at amortized cost - Loans & Advances (Gross) | 3,93,556.13          | 2,24,604.60          |
| Less: Impairment loss allowances                              | 1,136.18             | 898.42               |
| Financial Assets at amortized cost - Loans & Advances (Net)   | <b>3,92,419.95</b>   | <b>2,23,706.18</b>   |
| Financial Assets measured at FVTPL - Mutual funds & ULIP      | 18.65                | 8,023.01             |
| Trade receivables   |                      | -                    |
| <b>Total</b>  | <b>3,92,438.60</b>   | <b>2,31,729.19</b>   |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### (ii) Credit Quality Analysis

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. The credit quality of Loans and advances measured at amortized cost is primarily assessed by the Days Past Due (DPD) status.

#### Inputs, assumptions and techniques used for estimating impairment

In assessing the impairment of financial assets under the expected credit loss model, the Company defines default when a loan obligation is overdue for more than 90 days.

#### Assessment of significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the Company considers the DPD status of the loans. Credit risk is deemed to have increased significantly when an asset is more than 30 days past due (DPD).

#### Calculation of expected credit losses

ECL provisioning has been computed taking guidance from the RBI's Internal Ratings Based approach. The Company has followed simplified approach of ECL provisioning on loans and advances.

**Applicable provisions for NBFCs covered under Ind AS:** RBI vide notification no. RBI/DOR/2025-26/359 DOR.ACC.REC. No.278/21.04.018/2025-26 dated November 28, 2025, provides that NBFCs which are required to comply with Indian Accounting Standards (Ind AS) shall, as hitherto, continue to be guided by the guidelines duly approved by their board and as per the ICAI guidelines for recognition of the impairments.

The following table sets out information about the credit quality of financial assets measured at amortized cost.

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| Gross Stage 1   | 3,93,149.20             | 2,24,218.85             |
| Less: Impairment loss allowance                                     | 1,132.94                | 896.88                  |
| Net Stage 1 Assets  | 3,92,016.26             | 2,23,321.97             |
| ECL Prov. Coverage  | 1,132.94                | 896.88                  |
| Gross Stage 2   | 406.93                  | 385.75                  |
| Less: Impairment loss allowance                                     | 3.24                    | 1.54                    |
| Net Stage 2 Assets  | 403.69                  | 384.21                  |
| ECL Prov. Coverage  | 3.24                    | 1.54                    |
| <b>Total Loans &amp; Advances</b>                                   | <b>3,93,556.13</b>      | <b>2,24,604.60</b>      |
| <b>Less: Impairment loss allowance</b>                              | <b>1,136.18</b>         | <b>898.42</b>           |
| <b>Net Loans &amp; Advances</b>                                     | <b>3,92,419.95</b>      | <b>2,23,706.18</b>      |
| <b>ECL Provision Coverage</b>                                       | <b>1,136.18</b>         | <b>898.42</b>           |
| <b>New and increased / (decreased) provisions (incl. write off)</b> | <b>237.76</b>           | <b>229.22</b>           |
| <b>Total charge / (credit) to the income statement</b>              | <b>237.76</b>           | <b>229.22</b>           |

#### Policy for Write off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

subject to the write-off and when there is no reasonable expectation of recovery from the collaterals held. However, financial assets that are written-off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

### (iv) Collateral and other credit enhancements

Company would generally have its credit exposures backed by securities, either primary or collateral. Lending Policy of the Company prescribes Asset cover norms and collateral guidelines for its various product offering. The amount and type of collateral required depends on an assessment of the credit risk of the counterparty and product offered. Company grants loans against collateral of immovable property (Land, under construction projects, Ready property) including commercial and residential properties. As collateral is a source of mitigating credit risk, assessment of the condition of the securities and their value is undertaken on a regular basis. There were no significant changes in the collateral policy of the company during the Financial Year 2025-2026.

### (v) Credit Concentration

The Company has exposure on Advances, as detailed below.

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| Total Advances to twenty largest borrowers                           | 1,53,072.32             | 1,11,753.68             |
| Percentage of Advances to twenty largest borrowers to Total Advances | 38.89%                  | 49.76%                  |

### (c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting the obligations associated with its financial liabilities that are selected by delivering cash or other financial assets. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company has in place an Asset-Liability Management Committee (ALCO) which functions as the operational unit for managing the Balance Sheet within the performance and risk parameters laid down by the Board and Risk Committee of the Board. ALCO reviews Asset Liability strategy and Balance Sheet management in relation to asset and liability profile. ALCO ensures that the objectives of liquidity management are met by monitoring the gaps in the various time buckets, deciding on the source and mix of liabilities, setting the maturity profile of the incremental assets and liabilities etc.

Key principles adopted in the Company's approach to managing liquidity risk include:

- Monitoring the Company's liquidity position on a regular basis, using a combination of contractual and behavioral modelling of balance sheet and cash flow information.
- Maintaining a high quality liquid asset portfolio or maintaining undrawn bank lines.
- Operating a prudent funding strategy which ensures appropriate diversification and limits maturity concentrations.

The Company's principal sources of liquidity are cash and cash equivalents, undrawn cash credit & overdraft facilities from Banks, liquid asset portfolio and the cash flow that is generated from operation.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include interest accrued till the reporting date.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 35 Fair Value Measurements

#### (i) Financial instruments by category

| Particulars  | As at March 31, 2026 |             |                    | As at March 31, 2025 |             |                    |
|--|----------------------|-------------|--------------------|----------------------|-------------|--------------------|
|  | FVTPL*               | FVTOCI**    | Amortized cost     | FVTPL*               | FVTOCI**    | Amortized cost     |
| <b>Financial Assets</b>                                |                      |             |                    |                      |             |                    |
| (a) Cash and cash equivalents                          | -                    | -           | 15,155.67          | -                    | -           | 3,016.85           |
| (b) Bank balances other than cash and cash equivalents | -                    | -           | 5,255.08           | -                    | -           | 3,167.97           |
| (c) Loans  | -                    | -           | 3,92,419.95        | -                    | -           | 2,23,706.18        |
| (d) Investments  | 18.65                | 2.50        | -                  | 8,023.02             | 2.50        | -                  |
| (e) Other financial assets                             | -                    | -           | 3,757.31           | -                    | -           | 1,791.39           |
| <b>Total Financial Assets</b>                          | <b>18.65</b>         | <b>2.50</b> | <b>4,16,588.01</b> | <b>8,023.02</b>      | <b>2.50</b> | <b>2,31,682.39</b> |
| <b>Financial Liabilities</b>                           |                      |             |                    |                      |             |                    |
| (a) Debt securities                                    | -                    | -           | 5,060.72           | -                    | -           | 5,060.72           |
| (b) Borrowings (other than debt securities)            | -                    | -           | 2,65,355.75        | -                    | -           | 1,33,683.54        |
| (c) Other financial liabilities                        | -                    | -           | 336.56             | -                    | -           | 143.86             |
| <b>Total Financial Liabilities</b>                     | <b>-</b>             | <b>-</b>    | <b>2,70,753.03</b> | <b>-</b>             | <b>-</b>    | <b>1,38,888.12</b> |

\* Fair value through Profit & Loss

\*\* Fair value through other comprehensive income

#### Fair Value Hierarchy

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

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

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

#### (ii) Financial instruments Fair Value Hierarchy

| Particulars                                  | As at March 31, 2026 |              |                    | As at March 31, 2025 |              |                    |
|--|----------------------|--------------|--------------------|----------------------|--------------|--------------------|
|  | Level 1              | Level 2      | Level 3            | Level 1              | Level 2      | Level 3            |
| <b>Financial Assets</b>                      |                      |              |                    |                      |              |                    |
| (a). Loans                                   | -                    | -            | 3,92,419.95        | -                    | -            | 2,23,706.18        |
| (b). Investments                             | -                    | 18.65        | 2.50               | 8,005.16             | 17.86        | 2.50               |
| <b>Total Financial Assets</b>                | <b>-</b>             | <b>18.65</b> | <b>3,92,422.45</b> | <b>8,005.16</b>      | <b>17.86</b> | <b>2,23,708.68</b> |
| <b>Financial Liabilities</b>                 |                      |              |                    |                      |              |                    |
| (a). Debt securities                         | 5,060.72             | -            | -                  | 5,060.72             | -            | -                  |
| (b). Borrowings (other than debt securities) | -                    | -            | 2,65,355.75        | -                    | -            | 1,33,683.54        |
| <b>Total Financial Liabilities</b>           | <b>5,060.72</b>      | <b>-</b>     | <b>2,65,355.75</b> | <b>5,060.72</b>      | <b>-</b>     | <b>1,33,683.54</b> |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 36 Maturity Analysis of Assets & Liabilities

| Particulars                                      | As at March 31, 2026 |                  |                    | As at March 31, 2025 |                  |                    |
|--|----------------------|------------------|--------------------|----------------------|------------------|--------------------|
|  | Within 12 Months     | After 12 months  | Total              | Within 12 Months     | After 12 months  | Total              |
| <b>ASSETS</b>                                    |                      |                  |                    |                      |                  |                    |
| <b>Financial Assets</b>                          |                      |                  |                    |                      |                  |                    |
| Cash & cash equivalents                          | 15,155.67            | -                | <b>15,155.67</b>   | 3,016.85             | -                | <b>3,016.85</b>    |
| Bank balances other than Cash & cash equivalents | 5,255.08             | -                | <b>5,255.08</b>    | 3,167.97             | -                | <b>3,167.97</b>    |
| Loans  | 3,29,907.67          | 62,512.28        | <b>3,92,419.95</b> | 2,01,588.00          | 22,118.18        | <b>2,23,706.18</b> |
| Investments                                      | -                    | 21.15            | <b>21.15</b>       | 8,023.02             | 2.50             | <b>8,025.52</b>    |
| Other financial assets                           | 3,757.31             | -                | <b>3,757.31</b>    | 1,791.39             | -                | <b>1,791.39</b>    |
| <b>Non-financial Assets</b>                      |                      |                  |                    |                      |                  |                    |
| Current tax assets(net)                          | -                    | 167.51           | <b>167.51</b>      | -                    | 323.02           | <b>323.02</b>      |
| Deferred tax asset (net)                         | -                    | 214.51           | <b>214.51</b>      | -                    | 246.23           | <b>246.23</b>      |
| Property, plant and equipment                    | -                    | 73.27            | <b>73.27</b>       | -                    | 65.59            | <b>65.59</b>       |
| Intangible assets under development              | -                    | 9.93             | <b>9.93</b>        | -                    | -                | <b>-</b>           |
| Intangible assets                                | -                    | 161.29           | <b>161.29</b>      | -                    | 151.77           | <b>151.77</b>      |
| Other non-financial assets                       | -                    | 104.32           | <b>104.32</b>      | -                    | 245.21           | <b>245.21</b>      |
| <b>Total Assets</b>                              | <b>3,54,075.73</b>   | <b>63,264.26</b> | <b>4,17,339.99</b> | <b>2,17,587.23</b>   | <b>23,152.50</b> | <b>2,40,739.73</b> |
| <b>LIABILITIES</b>                               |                      |                  |                    |                      |                  |                    |
| <b>Financial Liabilities</b>                     |                      |                  |                    |                      |                  |                    |
| <b>Payables</b>                                  |                      |                  |                    |                      |                  |                    |
| Debt Securities                                  | 5,060.72             | -                | <b>5,060.72</b>    | -                    | 5,060.72         | <b>5,060.72</b>    |
| Borrowings                                       | 2,57,092.90          | 8,262.85         | <b>2,65,355.75</b> | 1,33,683.54          | -                | <b>1,33,683.54</b> |
| Lease liability                                  | -                    | -                | <b>-</b>           | -                    | -                | <b>-</b>           |
| Other financial liabilities                      | 336.56               | -                | <b>336.56</b>      | 143.86               | -                | <b>143.86</b>      |
| <b>Non-Financial Liabilities</b>                 |                      |                  |                    |                      |                  |                    |
| Current tax liabilities (net)                    | -                    | -                | <b>-</b>           | -                    | -                | <b>-</b>           |
| Provisions                                       | 2.12                 | 99.43            | <b>101.55</b>      | 2.00                 | 100.40           | <b>102.40</b>      |
| Other non-financial liabilities                  | 463.23               | -                | <b>463.23</b>      | 271.48               | -                | <b>271.48</b>      |
| <b>Total Liabilities</b>                         | <b>2,62,955.53</b>   | <b>8,362.28</b>  | <b>2,71,317.81</b> | <b>1,34,100.88</b>   | <b>5,161.12</b>  | <b>1,39,262.00</b> |
| <b>Net</b>                                       | <b>91,120.20</b>     | <b>54,901.98</b> | <b>1,46,022.18</b> | <b>83,486.35</b>     | <b>17,991.38</b> | <b>1,01,477.73</b> |

**Notes to the Financial Statements** for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

**37 Disclosures required pursuant to RBI notification no. - RBI/DOR/2025-26/359 DOR.ACC.REC.No.278/21.04.018/2025-26 dated November 28, 2025****As per Part C.2 of Chapter III - "Disclosure in Financial Statements – Notes to Accounts" of Directions - Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 (Updated as on April 1, 2026)****37.01 Capital:**

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| (i) CRAR (%)  | 36.58%                  | 43.46%                  |
| (ii) CRAR - Tier I Capital (%)                              | 36.29%                  | 43.08%                  |
| (iii) CRAR - Tier II Capital (%)                            | 0.29%                   | 0.38%                   |
| (iv) Amount of subordinated debt raised as Tier- II capital | -                       | -                       |
| (v) Amount raised by issue of Perpetual Debt Instruments    | -                       | -                       |

**37.02 Investments:**

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| 1. Value of Investments   |                         |                         |
| (i) Gross value of Investments  |                         |                         |
| (a) In India  | 21.15                   | 8,025.52                |
| (b) Outside India   | -                       | -                       |
| (ii) Provisions for Depreciation                                      |                         |                         |
| (a) In India  | -                       | -                       |
| (b) Outside India   | -                       | -                       |
| (iii) Net value of Investments  |                         |                         |
| (a) In India  | 21.15                   | 8,025.52                |
| (b) Outside India   | -                       | -                       |
| 2. Movement of provisions held towards depreciation on Investment     |                         |                         |
| (i) Opening Balance   | -                       | -                       |
| (ii) Add: Provisions made during the year                             | -                       | -                       |
| (iii) Less: Write-off/write-back of excess provisions during the year | -                       | -                       |
| (iv) Closing Balance  | -                       | -                       |

**37.03 Derivatives:****(i) Forward Rate Agreement (FRA) / Interest Rate Swap (IRS)**

The Company has not entered into any forward rate agreement/interest rate swap transactions during the current and previous financial year.

**(ii) Exchange traded interest rate (IR) derivatives**

The Company has not entered into any Exchange traded interest rate derivative transactions during the current and previous financial year.

**(iii) Disclosures on risk exposure in derivatives**

Since, the Company has not entered into any derivative transactions, hence reporting on the same is not applicable.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 37.04 Exposures:

#### (i) Details of financing of parent company products:

The Company does not have any parent company hence, this clause is not applicable.

#### (ii) Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the NBFC:

Pursuant to the Directions - Reserve Bank of India (Non-Banking Financial Companies – Concentration Risk Management) Directions, 2025

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| Single borrower limit (SBL) / group borrower limit (GBL) exceeded by the Company | -                       | -                       |

#### (ii) Unsecured advances:

Details of unsecured advances the rights, licenses, authorisations, etc. charged to the applicable NBFCs as collateral in respect of projects (including infrastructure projects) financed by the Company.

| Particulars                                      | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| Advances against securities of intangible assets | -                       | -                       |

### 37.05 Corporate Governance (refer Corporate Governance section in the annual report)

### 37.06 Breach of covenant:

There is no breach of covenant with terms of any borrowing arrangements during the year.

### 37.07 Divergence in Asset Classification and Provisioning

An NBFC shall disclose details of divergence as per the table given below, if either or both of the following conditions are satisfied:

- The additional provisioning requirements assessed by the RBI exceeds 5 percent of the reported profits before tax and impairment loss on financial instruments for the reference period.
- The additional Gross NPAs identified by the RBI exceeds 5 percent of the reported Gross NPAs for the reference period.

**Notes to the Financial Statements** for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

Since the above conditions are not attracted, no divergence in asset classification and provisioning is required to be reported.

**37.08 Registration from other financial sector regulators**

The Company do not hold any other registration / license from any other financial sector regulators except the following :-

| Registration/License                 | Authority issuing the registration/ license | Reference number      |
|--------------------------------------|---|-----------------------|
| NBFC - Investment and Credit Company | Reserve Bank of India                       | N-14.03632            |
| NBFC - Factoring                     | Reserve Bank of India                       | N-14.03676            |
| Company Identification Number        | Ministry of Corporate Affairs               | L64990DL1994PLC057941 |

**37.09 Area of Operation**

The Company's area operation is in single geographical location only, i.e. domestic (within Indian).

**37.10 Ratings assigned by credit rating agencies and migration of ratings:**

| Rating Agency          | Instrument                                       | Rating as at March 31, 2026 | Rating as at March 31, 2025 |
|------------------------|--|-----------------------------|-----------------------------|
| ICRA Limited           | Long-term – Fund-based / Non-fund based – Others | ICRA AA(CE) / Stable        | ICRA AA(CE) / Stable        |
| ICRA Limited           | Non-convertible debentures                       | ICRA AA(CE) / Stable        | ICRA AA(CE) / Stable        |
| ICRA Limited           | Commercial Paper                                 | ICRA A1+                    | ICRA A1+                    |
| CRISIL Ratings Limited | Long-term – Fund-based                           | Withdrawn                   | Crisil AA (CE) / Positive   |

**37.11 Remuneration of Directors:**

| Particulars                                 | Rating as at March 31, 2026 | Rating as at March 31, 2025 |
|---|-----------------------------|-----------------------------|
| Transactions with the independent directors |                             |                             |
| Directors' Sitting Fees                     | 72.49                       | 55.78                       |

**37.12 During the year there are no changes in the accounting policies and no prior period items (Refer Note 2 and 3).****37.13 Revenue recognition:**

There is no postponement of revenue due to pending resolution of significant uncertainties.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 37.14 Provisions and Contingencies:

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account:

| Particulars                               | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| Provisions for depreciation on Investment | -                       | -                       |
| Provision towards NPA                     | -                       | -                       |
| Provision made towards income tax         | 4,364.34                | 2,909.95                |
| Provision for standard assets             | 237.76                  | 229.22                  |

### 37.15 Draw down from reserves:

The Company has not made any drawdown from the reserve during the year.

### 37.16 Concentration of deposits, advances, exposures and NPAs:

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| <b>(i) Concentration of advances</b>   |                         |                         |
| Total advances to twenty largest borrowers   | 1,53,072.32             | 1,11,753.68             |
| Percentage of advances to twenty largest borrowers to total advances of the NBFC                                   | 38.89%                  | 49.76%                  |
| <b>(ii) Concentration of exposures</b>   |                         |                         |
| Total advances to twenty largest borrowers/customers   | 1,53,072.32             | 1,11,753.68             |
| Percentage of exposures to twenty largest borrowers/customers to total exposures of the NBFC of borrower/customers | 38.89%                  | 49.76%                  |
| <b>(iii) Concentration of NPAs</b>   | Nil                     | Nil                     |
| <b>(iv) Sector-wise NPAs</b>   | Nil                     | Nil                     |

### 37.17 Movement of NPAs:

The company has zero NPA as at the financial year ended March 31, 2026 as well as in the previous year ended March 31, 2025.

### 37.18 Overseas Assets (for those with Joint Ventures and Subsidiaries abroad):

The Company does not have any joint ventures and subsidiaries abroad as at March 31, 2026 as well as in the previous year ended March 31, 2025.

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

There are no off-balance sheet SPVs sponsored by the Company which are required to be consolidated as per accounting norms.

### 37.20 Off-balance sheet exposures and structured products:

There are no off-balance sheet exposures and structured products issued by the Company during the current year as well as previous year.



## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 37.21 Asset Liability Management (Maturity pattern of certain items of assets and liabilities) as at March 31, 2026 as follows:

| Particulars                               | 1 day to 7 days  | 8 days to 14 days | 15 days to 30/31 days (one month) | Over 1 month to 2 months | Over 2 month to 3 months | Over 3 month to 6 months | Over 6 month to 1 year | Over 1 year to 3 years | Over 3 years to 5 years | Over 5 years    | Total             |
|---|------------------|-------------------|-----------------------------------|--------------------------|--------------------------|--------------------------|------------------------|------------------------|-------------------------|-----------------|-------------------|
|   | <b>Assets</b>    |                   |                                   |                          |                          |                          |                        |                        |                         |                 |                   |
| Advances*                                 | 45,308.77        | 7,504.25          | 26,818.25                         | 113,318.97               | 38,681.63                | 22,137.39                | 77,093.60              | 34,938.51              | 26,141.04               | 1,613.72        | 393,556.13        |
| Investments                               | -                | -                 | -                                 | -                        | -                        | -                        | -                      | -                      | -                       | 21.15           | 21.15             |
| <b>Total</b>                              | <b>45,308.77</b> | <b>7,504.25</b>   | <b>26,818.25</b>                  | <b>113,318.97</b>        | <b>38,681.63</b>         | <b>22,137.39</b>         | <b>77,093.60</b>       | <b>34,938.51</b>       | <b>26,141.04</b>        | <b>1,634.87</b> | <b>393,577.28</b> |
| <b>Liabilities</b>                        |                  |                   |                                   |                          |                          |                          |                        |                        |                         |                 |                   |
| Debt securities**                         | 5,000.00         | -                 | -                                 | -                        | -                        | -                        | -                      | -                      | -                       | -               | 5,000.00          |
| Borrowings (other than debt securities)** | 13,000.00        | 10,000.00         | 12,777.78                         | 277.78                   | 3,927.78                 | 3,055.56                 | 214,054.23             | 8,262.85               | -                       | -               | 265,355.98        |
| <b>Total</b>                              | <b>18,000.00</b> | <b>10,000.00</b>  | <b>12,777.78</b>                  | <b>277.78</b>            | <b>3,927.78</b>          | <b>3,055.56</b>          | <b>214,054.23</b>      | <b>8,262.85</b>        | <b>-</b>                | <b>-</b>        | <b>270,355.98</b> |

\* Impairment loss allowance of ₹1,136.18 lakhs on advances is not a part of the above disclosure.

\*\* Accrued interest of ₹423.13 lakhs on debt securities and other borrowings, along with net off of Unamortised processing fees on other borrowings of ₹363.64 lakhs are not a part of the above disclosure.

### Asset Liability Management (Maturity pattern of certain items of assets and liabilities) as at March 31, 2025 as follows:

| Particulars                               | 1 day to 7 days  | 8 days to 14 days | 15 days to 30/31 days (one month) | Over 1 month to 2 months | Over 2 month to 3 months | Over 3 month to 6 months | Over 6 month to 1 year | Over 1 year to 3 years | Over 3 years to 5 years | Over 5 years    | Total              |
|---|------------------|-------------------|-----------------------------------|--------------------------|--------------------------|--------------------------|------------------------|------------------------|-------------------------|-----------------|--------------------|
|   | <b>Assets</b>    |                   |                                   |                          |                          |                          |                        |                        |                         |                 |                    |
| Advances*                                 | 4,025.45         | 6,082.43          | 34,644.42                         | 116,583.50               | 27,498.18                | 2,311.90                 | 11,251.71              | 18,907.10              | -                       | 3,299.91        | 2,24,604.60        |
| Investments                               | 8,023.02         | -                 | -                                 | -                        | -                        | -                        | -                      | 2.50                   | -                       | -               | 8,025.52           |
| <b>Total</b>                              | <b>12,048.47</b> | <b>6,082.43</b>   | <b>34,644.42</b>                  | <b>116,583.50</b>        | <b>27,498.18</b>         | <b>2,311.90</b>          | <b>11,251.71</b>       | <b>18,909.60</b>       | <b>-</b>                | <b>3,299.91</b> | <b>232,630.12</b>  |
| <b>Liabilities</b>                        |                  |                   |                                   |                          |                          |                          |                        |                        |                         |                 |                    |
| Debt securities**                         | -                | -                 | -                                 | -                        | -                        | -                        | -                      | 5,000.00               | -                       | -               | 5,000.00           |
| Borrowings (other than debt securities)** | 13,387.76        | 7,500.00          | 31,634.09                         | 30,333.33                | 42,611.09                | 6,000.00                 | 2,000.00               | -                      | -                       | -               | 1,33,466.27        |
| <b>Total</b>                              | <b>13,387.76</b> | <b>7,500.00</b>   | <b>31,634.09</b>                  | <b>30,333.33</b>         | <b>42,611.09</b>         | <b>6,000.00</b>          | <b>2,000.00</b>        | <b>5,000.00</b>        | <b>-</b>                | <b>-</b>        | <b>1,38,466.27</b> |

\* Impairment loss allowance of ₹898.42 lakhs on advances is not a part of the above disclosure.

\*\* Accrued interest of ₹277.99 lakhs on debt securities and other borrowings are not a part of the above disclosure.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 38 Disclosures required pursuant to RBI notification no. - RBI/DOR/2025-26/359 DOR.ACC.REC.No.278/21.04.018/2025-26 dated November 28, 2025

As per Part C.1 of Chapter III - "Disclosure in Financial Statements – Notes to Accounts" of Direction - Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 (Updated as on April 1, 2026)"

#### 38.01 Disclosure related to project finance

Pursuant to the Directions - Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025, as amended from time to time

| Sl. No. | Particulars  | Number of accounts | Total outstanding as at March 31, 2026 |
|---------|--|--------------------|--|
| 1       | Projects under implementation accounts at the beginning of the quarter*  | 5                  | 8,222.30                               |
| 2       | Projects under implementation accounts sanctioned during the quarter   | 6                  | 28,895.67                              |
| 3       | Projects under implementation accounts where DCCO has been achieved during the quarter   | -                  | -                                      |
| 4       | Projects under implementation accounts at the end of the quarter. (1+2-3)  | 11                 | 37,117.98                              |
| 5       | Out of '4' – accounts in respect of which resolution process involving extension in original / extended DCCO, as the case may be, has been invoked   | -                  | -                                      |
| 5.1     | Out of '5' – accounts in respect of which Resolution plan has been implemented   | -                  | -                                      |
| 5.2     | Out of '5' – accounts in respect of which Resolution plan is under implementation  | -                  | -                                      |
| 5.3     | Out of '5', accounts in respect of which Resolution plan has failed  | -                  | -                                      |
| 6       | Out of '5', accounts in respect of which resolution process involving extension in original / extended DCCO, as the case may be, has been invoked due to change in scope and size of the project | -                  | -                                      |
| 7       | Out of '5', account in respect of which cost overrun associated with extension in original / extended DCCO, as the case may be, was funded   | -                  | -                                      |
| 7.1     | Out of '7', accounts where SBCF was sanctioned during financial closure and renewed continuously   | -                  | -                                      |
| 7.2     | Out of '7', accounts where SBCF was not pre-sanctioned or renewed continuously   | -                  | -                                      |
| 8       | Out of '4' – accounts in respect of which resolution process not involving extension in original / extended DCCO, as the case may be, has been invoked   | -                  | -                                      |
| 8.1     | Out of '8' – accounts in respect of which Resolution plan has been implemented   | -                  | -                                      |
| 8.2     | Out of '8' – accounts in respect of which Resolution plan is under implementation  | -                  | -                                      |
| 8.3     | Out of '8' – accounts in respect of which Resolution plan has failed   | -                  | -                                      |

\*It represents December 31, 2025 (i.e. immediate preceding the quarter of Q4FY26).

#### 38.02 Non-Fund Based (NFB) Credit Facilities:

Pursuant to the Directions - Reserve Bank of India (Non-Banking Financial Companies – Credit Facilities) Directions, 2025, as amended from time to time

The company does not availed any NFB credit facilities during the financial year ended March 31, 2026 as well as in the previous year ended March 31, 2025.

#### 38.03 Disclosures on Co-Lending Arrangements

Pursuant to the Directions - Reserve Bank of India (Non-Banking Financial Companies – Transfer and Distribution of Credit Risk) Directions, 2025, as amended from time to time.

The Company has not entered into any Co-Lending arrangements during the financial year ended March 31, 2026 as well as in the previous year ended March 31, 2025.

**Notes to the Financial Statements** for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

**38.04 Disclosures relating to securitisation:**

The Company has not entered into any Securitisation transactions during the financial year ended March 31, 2026 as well as in the previous year ended March 31, 2025.

**38.05 Disclosure of transfer of loan exposure:**

**Pursuant to Directions - Reserve Bank of India (Non-Banking Financial Companies - Transfer and Distribution of Credit Risk) Directions, 2025, as amended from time to time.**

(a) The Company has not transferred through assignment in respect of loans (not in default) during the financial year ended March 31, 2026 and March 31, 2025.

(b) Details of loans (not in default) acquired through assignment:

| Particulars                                     | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|---|--------------------------------------|--------------------------------------|
| (i) Amount of loans acquired through assignment | ₹4,200 lakhs                         | -                                    |
| (ii) Retention of beneficial economic interest  | 13.00%                               | -                                    |
| (iii) Weighted average residual maturity        | 15 months                            | -                                    |
| (iv) Weighted average holding period            | 7 months                             | -                                    |
| (v) Coverage of tangible security coverage      | 100.00%                              | -                                    |
| (vi) Rating-wise distribution of rated loans    | Unrated                              | -                                    |

(c) The Company has neither acquired nor transferred any stressed loans during the financial year ended March 31, 2026 and previous financial year ended March 31, 2025

**38.06 Disclosure on restructuring of advances**

**Pursuant to Directions - Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025, as amended from time to time.**

The Company has neither restructured nor implemented any resolution plan w.r.t any loans & advances given, hence reporting under the said direction is not applicable.

**38.07 Intra-group exposures:**

The Company is a standalone entity hence there is no intra group exposure.

**38.08 Unhedged foreign currency exposure:**

The Company does not have any unhedged foreign currency exposure.

**38.09 Disclosure of complaints:**

**(a) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman:**

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| <b>Complaints received by the NBFC from its customers</b> |                         |                         |
| 1. No. of complaints pending at the beginning of the year | -                       | -                       |
| 2. No. of complaints received during the year             | -                       | -                       |
| 3. No. of complaints redressed 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    | -                       | -                       |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---|-------------------------|-------------------------|
| <b>Maintainable complaints received by the NBFC from Office of Ombudsman</b>                                    |                         |                         |
| 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/advisories 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)                        | -                       | -                       |

**(b) Top five grounds of complaints received by the NBFCs from customers** - Not applicable, since zero complaint registered by the Company during current and previous year.

### 38.10 Exposure:

#### (1) Exposure to real estate sector

| Category   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| (i) <b>Direct Exposure</b>   | -                       | -                       |
| (a) <b>Residential Mortgages –</b><br>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.   | -                       | -                       |
| (b) <b>Commercial Real Estate –</b><br>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. | 57,867.63               | 23,666.88               |
| (c) <b>Investments in Mortgage-Backed Securities (MBS) and other securitized exposures–</b><br>i. Residential<br>ii. Commercial Real Estate.   | -                       | -                       |
| (ii) <b>Indirect Exposure</b><br>Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.   | -                       | -                       |
| <b>Total Exposure to Real Estate Sector</b>  | <b>57,867.63</b>        | <b>23,666.88</b>        |

**Notes to the Financial Statements** for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

**(2) Exposure to capital market**

| Particulars  | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|--|-------------------------|-------------------------|
| (i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt  | -                       | -                       |
| (ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds   | -                       | -                       |
| (iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security   | 36,149.00               | 5,900.00                |
| (iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances | -                       | -                       |
| (v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers   | -                       | -                       |
| (vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources  | -                       | -                       |
| (vii) Bridge loans to companies against expected equity flows / issues   | -                       | -                       |
| (viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds  | -                       | -                       |
| (ix) Financing to stockbrokers for margin trading  | -                       | -                       |
| (x) All exposures to Alternative Investment Funds:<br>(i) Category I<br>(ii) Category II<br>(iii) Category III   | -                       | -                       |
| <b>Total Exposure to Capital Market</b>  | <b>36,149.00</b>        | <b>5,900.00</b>         |

**(3) Sectoral Exposure**

| Sectors                              | As at March 31, 2026  |            |   | As at March 31, 2025  |            |   |
|--------------------------------------|---|------------|---|---|------------|---|
|                                      | Total Exposure (includes on balance sheet and off-balance sheet exposure) | Gross NPAs | Percentage of Gross NPAs to total exposure in that sector | Total Exposure (includes on balance sheet and off-balance sheet exposure) | Gross NPAs | Percentage of Gross NPAs to total exposure in that sector |
| 1. Agriculture and Allied Activities | -   | -          | -   | -   | -          | -   |
| 2. Industry (2.1 to 2.4)             | <b>50,763.10</b>  | -          | <b>0%</b>   | <b>20,227.51</b>  | -          | <b>0%</b>   |
| 2.1 Micro and Small                  | 20,423.68   | -          | -   | 835.83  | -          | -   |
| 2.2 Medium                           | 22,153.71   | -          | -   | 1,672.60  | -          | -   |
| 2.3 Large                            | 8,185.71  | -          | -   | 17,719.08   | -          | -   |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Sectors   | As at March 31, 2026  |            |   | As at March 31, 2025  |            |   |
|---|---|------------|---|---|------------|---|
|   | Total Exposure (includes on balance sheet and off-balance sheet exposure) | Gross NPAs | Percentage of Gross NPAs to total exposure in that sector | Total Exposure (includes on balance sheet and off-balance sheet exposure) | Gross NPAs | Percentage of Gross NPAs to total exposure in that sector |
| 2.4 Others  | -   | -          | -   | -   | -          | -   |
| 3. Services (3.1 to 3.10 equals 3.a to 3.d)               | <b>3,09,776.02</b>  | -          | <b>0%</b>   | <b>2,02,298.09</b>  | -          | <b>0%</b>   |
| 3.1 Transport Operators                                   | 1,000.00  | -          | -   | 700.00  | -          | -   |
| 3.2 Computer Software                                     | -   | -          | -   | -   | -          | -   |
| 3.3 Tourism, Hotel and Restaurants                        | -   | -          | -   | -   | -          | -   |
| 3.4 Shipping  | -   | -          | -   | -   | -          | -   |
| 3.5 Professional Services                                 | 2,199.87  | -          | -   | 472.12  | -          | -   |
| 3.6 Trade   | 2,07,061.28   | -          | -   | 1,60,459.09   | -          | -   |
| 3.6.1 Wholesale Trade (other than Food Procurement)       | 1,56,731.60   | -          | -   | 1,46,105.14   | -          | -   |
| 3.6.2 Retail Trade  | 50,329.68   | -          | -   | 14,353.95   | -          | -   |
| 3.7 Commercial Real Estate                                | 57,867.63   | -          | -   | 23,666.88   | -          | -   |
| 3.8 3.8 NBFCs   | 13,647.57   | -          | -   | 10,100.00   | -          | -   |
| 3.9 3.9 Aviation  | 4,500.00  | -          | -   | 4,500.00  | -          | -   |
| 3.10 Other Services                                       | 23,499.67   | -          | -   | 2,400.00  | -          | -   |
| Total 3.a to 3.d  | <b>3,09,776.02</b>  | -          | <b>0%</b>   | <b>2,02,298.09</b>  | -          | <b>0%</b>   |
| 3.a Micro and Small                                       | 46,468.42   | -          | -   | 22,772.86   | -          | -   |
| 3.b Medium  | 1,09,311.89   | -          | -   | 42,247.58   | -          | -   |
| 3.c Large   | 1,53,995.71   | -          | -   | 1,37,277.65   | -          | -   |
| 3.d Others  | -   | -          | -   | -   | -          | -   |
| 4. Personal Loans (4.1 to 4.10)                           | -   | -          | <b>0%</b>   | -   | -          | <b>0%</b>   |
| 4.1 Housing Loans (incl. priority sector Housing)         | -   | -          | -   | -   | -          | -   |
| 4.2 Consumer Durables                                     | -   | -          | -   | -   | -          | -   |
| 4.3 Credit Card Receivables                               | -   | -          | -   | -   | -          | -   |
| 4.4 Vehicle/Auto Loans                                    | -   | -          | -   | -   | -          | -   |
| 4.5 Education Loans                                       | -   | -          | -   | -   | -          | -   |
| 4.6 Advances against Fixed Deposits (incl. FCNR(B), etc.) | -   | -          | -   | -   | -          | -   |
| 4.7 Advances to Individuals against Shares, Bonds         | -   | -          | -   | -   | -          | -   |
| 4.8 Advances to Individuals against Gold                  | -   | -          | -   | -   | -          | -   |
| 4.9 Micro finance loan/SHG Loan                           | -   | -          | -   | -   | -          | -   |
| 4.10 Other Retail loans                                   | -   | -          | -   | -   | -          | -   |
| 5. Others   | 33,017.01   | -          | <b>0%</b>   | 2,079.00  | -          | <b>0%</b>   |
| <b>Total</b>  | <b>3,93,556.13</b>  |            |   | <b>2,24,604.60</b>  |            |   |

**Notes to the Financial Statements** for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

Note:

- The disclosures as above shall be based on the sector-wise and industry-wise bank credit (SIBC) return submitted by scheduled commercial banks to the Reserve Bank and published by Reserve Bank as 'Sectoral Deployment of Bank Credit'.
- In the disclosures as above, if within a sector, exposure to a specific sub-sector/industry is more than 10 per cent of Tier I Capital of a NBFC, the same shall be disclosed separately within that sector. Further, within a sector, if exposure to specific sub-sector/industry is less than 10 per cent of Tier I Capital, such exposures shall be clubbed and disclosed as "Others" within that sector.
- The above computation is based on management's estimates, business activities of the borrowers, assumptions and adjustments which have been relied upon by the auditors.

**38.11 Liquidity:****(i) Funding Concentration based on significant counterparty (both deposits and borrowings)****- Deposits**

The Company is a non-deposit taking Non-Banking Financial Company ('NBFC-ND') classified as NBFC – Middle Layer and had not raised any public deposits.

Hence, reporting under Deposit clause is not applicable.

| Particulars       | As at March 31, 2026                 |             |                                     | As at March 31, 2025                 |             |                                     |
|-------------------|--------------------------------------|-------------|-------------------------------------|--------------------------------------|-------------|-------------------------------------|
|                   | Number of Significant Counterparties | Amount      | % of Total Liabilities <sup>1</sup> | Number of Significant Counterparties | Amount      | % of Total Liabilities <sup>1</sup> |
| <b>Borrowings</b> | 10                                   | 2,12,609.97 | 78.36%                              | 10                                   | 1,29,464.88 | 92.96%                              |

- (ii) **Top 20 large deposits (amount in ₹ Lakhs and % of total deposits)** Not Applicable - SG Finserve Limited being a Non-Deposit taking NBFC registered with Reserve Bank of India, which does not accept public deposits."

**(iii) Top 10 borrowings (amount in ₹ Lakhs and % of total borrowing<sup>4</sup>)**

| Particulars  | As at March 31, 2026 | As at March 31, 2025 |
|--|----------------------|----------------------|
| Total borrowings from ten largest lenders  | 2,12,609.97          | 1,29,464.88          |
| Percentage of borrowings from ten largest lenders to total borrowings of the Company | 78.64%               | 93.50%               |

**(iv) Funding Concentration based on significant instrument/product**

| Name of the instrument/product | As at March 31, 2026 |                                     | As at March 31, 2025 |                                     |
|--------------------------------|----------------------|-------------------------------------|----------------------|-------------------------------------|
|                                | Amount               | % of Total Liabilities <sup>1</sup> | Amount               | % of Total Liabilities <sup>1</sup> |
| Short Term Working Capital     | 2,32,609.79          | 85.73%                              | 1,29,466.27          | 92.97%                              |
| Commercial Papers              | -                    | 0.00%                               | -                    | 0.00%                               |
| Term Financing                 | 32,746.19            | 12.07%                              | 4,000.00             | 2.87%                               |
| Non-Convertible Debentures     | 5,000.00             | 1.84%                               | 5,000.00             | 3.59%                               |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### (v) Stock Ratios:

| Particulars   | As at March 31, 2026                      |  |                        | As at March 31, 2025                      |  |                        |
|---|---|--|------------------------|---|--|------------------------|
|   | as a % of total public funds <sup>2</sup> | as a % of total liabilities <sup>1</sup> | as a % of total assets | as a % of total public funds <sup>2</sup> | as a % of total liabilities <sup>1</sup> | as a % of total assets |
| Commercial papers   | 0.00%                                     | 0.00%                                    | 0.00%                  | 0.00%                                     | 0.00%                                    | 0.00%                  |
| Non-convertible debentures (original maturity of less than one year)* | Nil                                       | Nil                                      | Nil                    | Nil                                       | Nil                                      | Nil                    |
| Other short-term liabilities <sup>3</sup>                             | 94.79%                                    | 94.45%                                   | 61.40%                 | 100.00%                                   | 99.43%                                   | 57.52%                 |

\*The Company does not have borrowings through non-convertible debentures with original maturity of less than one year in the current and previous year.

### (vi) Institutional set-up for liquidity risk management

The company's Board of Directors has overall responsibility of management of liquidity risk. The Board decides the strategic policies and procedures of the Company to manage liquidity risk in accordance with approved risk tolerance limits. Asset Liability Committee (ALCO) of the Company, instituted by Board of Directors, is responsible for ensuring adherence to the risk tolerance limits as well as implementing the liquidity risk management strategy of the Company.

#### Note:

- 1 Total Liabilities has been computed as sum of all liabilities (Balance Sheet figure) less Equity including Reserves/Surplus.
- 2 Public Funds includes funds raised either directly or indirectly through public deposits, inter-corporate deposits, bank finance and all funds received from outside sources such as funds raised by issue of Commercial Papers, debentures etc. but excludes funds raised by issue of instruments compulsorily convertible into equity shares within a period not exceeding 5 years from the date of issue.
- 3 Other short-term liabilities includes short-term borrowing upto 12 months excluding commercial paper, trade payables, short-term financial and non-financial liabilities.
- 4 Total Borrowings includes outstanding principal balances (i.e. excluding interest accrued thereon) of all types of borrowings either debt securities or borrowings (other than debt securities) .



## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 38.12 Related party Transactions

#### a. Details of all material transaction with the related parties

| Related Party Items  | Parent (as per ownership or control) |                      | Subsidiaries         |                      | Associates/ Joint ventures |                      | Key Management Personnel |                      | Relatives of Key Management Personnel |                      | Directors            |                      | Others               |                      | Total                |                      |                      |
|--|--------------------------------------|----------------------|----------------------|----------------------|----------------------------|----------------------|--------------------------|----------------------|---------------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
|  | As at March 31, 2026                 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026       | As at March 31, 2025 | As at March 31, 2026     | As at March 31, 2025 | As at March 31, 2026                  | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 |
| <b>A. Details of Related party transactions :</b>            |                                      |                      |                      |                      |                            |                      |                          |                      |                                       |                      |                      |                      |                      |                      |                      |                      |                      |
| Borrowings   | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Deposits   | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Placement of deposits  | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Advances   | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Investments  | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Purchase of fixed/other assets                               | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Sale of fixed/other assets                                   | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Interest paid  | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Interest received  | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Others - Repayment received of advances given                | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Others - Receipt of loans from directors                     | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Others - Repayment of loans from directors                   | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Others - Money received against share warrants               | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Others   | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| <b>B. Outstanding Balances as at :</b>                       |                                      |                      |                      |                      |                            |                      |                          |                      |                                       |                      |                      |                      |                      |                      |                      |                      |                      |
| Borrowings   | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Advances   | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Investments  | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| <b>(C) Maximum Outstanding balances for the year ended :</b> |                                      |                      |                      |                      |                            |                      |                          |                      |                                       |                      |                      |                      |                      |                      |                      |                      |                      |
| Borrowings   | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Advances   | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Investments  | -                                    | -                    | -                    | -                    | -                          | -                    | -                        | -                    | -                                     | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |

For detailed related party disclosure refer note 31.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### b. Disclosure of Policy on dealing with Related Parties Transactions

The Company has made a list of related parties after considering the requirements and based on the annual declaration received from individuals like directors. The directors are also required to inform the Company of any changes to such declaration during the year.

All related party transactions are reported and referred for approval to the Audit Committee as per section 177 of the Companies Act, 2013. The Audit committee may grant general approval for repetitive related party transactions. Such general approval will be valid for a period of one year and a fresh approval shall be taken for every financial year.

As per section 188 of the Act, the consent of the Board/Shareholders' approval is required, by a special resolution in a general meeting, for entering into the specified transactions with a related party, if they are not in ordinary course of business of the Company or at arm's length and exceeds the threshold limits as specified in the Act."

### 38.13 Comparison between provisions required under IRACP and impairment allowances made under Ind AS 109

Pursuant to RBI notification no. - RBI/DOR/2025-26/359 DOR.ACC.REC.No.278/21.04.018/2025-26 dated November 28, 2025

Directions - Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 (Updated as on April 1, 2026)

| Asset Classification as per RBI Norms for the year ended March 31, 2026   | Asset classification as per Ind AS 109 | Gross Carrying Amounts 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)  |
| <b>Performing Assets</b>  |  |                                      |   |                     |  |  |
| Standard  | <b>Stage 1</b>                         | 3,93,149.20                          | 1,132.94  | 3,92,016.26         | 1,814.05                               | (681.11)   |
|   | <b>Stage 2</b>                         | 406.93                               | 3.24  | 403.69              | 1.63                                   | 1.61   |
| <b>Subtotal</b>   |  | <b>3,93,556.13</b>                   | <b>1,136.18</b>   | <b>3,92,419.95</b>  | <b>1,815.68</b>                        | <b>(679.50)</b>  |
| <b>Non-Performing Assets (NPA)</b>  |  |                                      |   |                     |  |  |
| Substandard   | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| Doubtful - up to 1 year   | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| 1 to 3 years  | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| More than 3 years   | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| <b>Subtotal for doubtful</b>  |  |                                      |   |                     |  |  |
| Loss  | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| <b>Subtotal for NPA</b>   |  |                                      |   |                     |  |  |
| Other items such as guarantees, loan commitments, etc. which in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms | <b>Stage 1</b>                         | -                                    | -   | -                   | -                                      | -  |
|   | <b>Stage 2</b>                         | -                                    | -   | -                   | -                                      | -  |
|   | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| <b>Subtotal</b>   |  |                                      |   |                     |  |  |
| <b>Total</b>  | <b>Stage 1</b>                         | 3,93,149.20                          | 1,132.94  | 3,92,016.26         | 1,814.05                               | (681.11)   |
|   | <b>Stage 2</b>                         | 406.93                               | 3.24  | 403.69              | 1.63                                   | 1.61   |
|   | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
|   | <b>Total</b>                           | <b>3,93,556.13</b>                   | <b>1,136.18</b>   | <b>3,92,419.95</b>  | <b>1,815.68</b>                        | <b>(679.50)</b>  |

**Notes to the Financial Statements** for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

**Note:**

Since, the total impairment allowances under Ind AS 109 is lower than the total provisioning required under IRACP (including standard asset provisioning) as at March 31, 2026, hence an amount of ₹679.50 lakhs transferred to 'Impairment Reserve' during the financial year.

| Asset Classification as per RBI Norms for the year ended March 31, 2026   | Asset classification as per Ind AS 109 | Gross Carrying Amounts 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)  |
| <b>Performing Assets</b>  |  |                                      |   |                     |  |  |
| Standard  | <b>Stage 1</b>                         | 2,24,218.85                          | 896.88  | 2,23,321.97         | 896.88                                 | -  |
|   | <b>Stage 2</b>                         | 385.75                               | 1.54  | 384.21              | 1.54                                   | -  |
| <b>Subtotal</b>   |  | <b>2,24,604.60</b>                   | <b>898.42</b>   | <b>2,23,706.18</b>  | <b>898.42</b>                          | -  |
| <b>Non-Performing Assets (NPA)</b>  |  |                                      |   |                     |  |  |
| Substandard   | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| Doubtful - up to 1 year   | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| 1 to 3 years  | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| More than 3 years   | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| <b>Subtotal for doubtful</b>  |  |                                      |   |                     |  |  |
| Loss  | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| <b>Subtotal for NPA</b>   |  |                                      |   |                     |  |  |
| Other items such as guarantees, loan commitments, etc. which in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms | <b>Stage 1</b>                         | -                                    | -   | -                   | -                                      | -  |
|   | <b>Stage 2</b>                         | -                                    | -   | -                   | -                                      | -  |
|   | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
| <b>Subtotal</b>   |  |                                      |   |                     |  |  |
| <b>Total</b>  | <b>Stage 1</b>                         | 2,24,218.85                          | 896.88  | 2,23,321.97         | 896.88                                 | -  |
|   | <b>Stage 2</b>                         | 385.75                               | 1.54  | 384.21              | 1.54                                   | -  |
|   | <b>Stage 3</b>                         | -                                    | -   | -                   | -                                      | -  |
|   | <b>Total</b>                           | <b>2,24,604.60</b>                   | <b>898.42</b>   | <b>2,23,706.18</b>  | <b>898.42</b>                          | -  |

**Note:**

Since, the total impairment allowances under Ind AS 109 is equal to the total provisioning required under IRACP (including standard asset provisioning) as at March 31, 2025, hence no amount is required to transferred to 'Impairment Reserve' during the financial year.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 39 Schedule to the Balance Sheet of a Non-Banking Financial Company

Pursuant to RBI notification no. - RBI/DOR/2025-26/359 DOR.ACC.REC.No.278/21.04.018/2025-26 dated November 28, 2025

Directions - Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 (Updated as on April 1, 2026)

| Sr No. | Particulars   | As at March 31, 2026 |                | As at March 31, 2025 |                |
|--------|---|----------------------|----------------|----------------------|----------------|
|        |   | Amount outstanding   | Amount overdue | Amount outstanding   | Amount overdue |
|        | <b>Liabilities side</b>   |                      |                |                      |                |
| (1)    | <b>Loans and advances availed by NBFC inclusive of interest accrued thereon but not paid</b>                      |                      |                |                      |                |
|        | (a) Debentures: Secured   | 5,060.72             | -              | 5,060.72             | -              |
|        | Unsecured   | -                    | -              | -                    | -              |
|        | (Other than falling within the meaning of public deposits)  |                      |                |                      |                |
|        | (b) Deferred Credits  | -                    | -              | -                    | -              |
|        | (c) Term Loans  | 32,792.60            | -              | 4,000.40             | -              |
|        | (d) Inter corporate loans and borrowings  |                      |                |                      |                |
|        | (e) Commercial Papers   |                      |                |                      |                |
|        | (f) Public Deposits   |                      |                |                      |                |
|        | (g) Other loans (Cash credit, bank overdraft and working capital demand loans)                                    | 2,32,925.79          | -              | 1,29,683.14          | -              |
| (2)    | <b>Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b> |                      |                |                      |                |
|        | (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   | -                    | -              | -                    | -              |

| Sr No. | Particulars   | As at March 31, 2026 |                | As at March 31, 2025 |                |
|--------|---|----------------------|----------------|----------------------|----------------|
|        |   | Amount outstanding   | Amount overdue | Amount outstanding   | Amount overdue |
|        | <b>Assets side</b>  |                      |                |                      |                |
| (3)    | <b>Break-up of loans and advances including bills receivables (other than those included in (4) below)</b>      |                      |                |                      |                |
|        | (a) Secured (net of provision of ₹ 700.34 lakhs (previous year ₹722.72 lakhs))                                  | 3,62,072.17          |                | 1,79,958.21          |                |
|        | (b) Unsecured (net of provision of ₹435.84 lakhs (previous year ₹175.70 lakhs))                                 | 30,347.78            |                | 43,747.97            |                |
| (4)    | <b>Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities</b> |                      |                |                      |                |
|        | (i) Lease assets including lease rentals under sundry debtors:  |                      |                |                      |                |
|        | (a) Financial lease   | -                    |                | -                    |                |
|        | (b) Operational lease   | -                    |                | -                    |                |

**Notes to the Financial Statements** for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

| Sr No.      | Particulars   | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|-------------|---|-------------------------|-------------------------|
|             | (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 been repossessed                         | -                       | -                       |
|             | (b) Loans other than (i) above                                  | -                       | -                       |
| <b>(5).</b> | <b>Break up of investments</b>                                  |                         |                         |
|             | <b>Current investments</b>                                      |                         |                         |
|             | <b>A. Quoted</b>  |                         |                         |
|             | (i) Shares  |                         |                         |
|             | (a) Equity  | -                       | -                       |
|             | (b) Preference  | -                       | -                       |
|             | (ii) Debentures and bonds                                       | -                       | -                       |
|             | (iii) Units of mutual funds                                     | -                       | 8,005.16                |
|             | (iv) Government securities                                      | -                       | -                       |
|             | (v) Others  | -                       | -                       |
|             | <b>B. Unquoted</b>  |                         |                         |
|             | (i) Shares  |                         |                         |
|             | (a) Equity  | -                       | -                       |
|             | (b) Preference  | -                       | -                       |
|             | (ii) Debentures and bonds                                       | -                       | -                       |
|             | (iii) Units of mutual funds                                     | -                       | -                       |
|             | (iv) Government securities                                      | -                       | -                       |
|             | (v) Others  | 18.65                   | 17.86                   |
|             | <b>Long term investments</b>                                    |                         |                         |
|             | <b>A. Quoted</b>  |                         |                         |
|             | (i) Shares  |                         |                         |
|             | (a) Equity  | -                       | -                       |
|             | (b) Preference  | -                       | -                       |
|             | (ii) Debentures and bonds                                       | -                       | -                       |
|             | (iii) Units of mutual funds                                     | -                       | -                       |
|             | (iv) Government securities                                      | -                       | -                       |
|             | (v) Others  | -                       | -                       |
|             | <b>B. Unquoted</b>  |                         |                         |
|             | (i) Shares  |                         |                         |
|             | (a) Equity  | 2.50                    | 2.50                    |
|             | (b) Preference  | -                       | -                       |
|             | (ii) Debentures and bonds                                       | -                       | -                       |
|             | (iii) Units of mutual funds                                     | -                       | -                       |
|             | (iv) Government securities                                      | -                       | -                       |
|             | (v) Others  | -                       | -                       |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

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

| Category                             | As at March 31, 2026     |                  |                    | March 31, 2025           |                  |                    |
|--------------------------------------|--------------------------|------------------|--------------------|--------------------------|------------------|--------------------|
|                                      | Amount net of provisions |                  |                    | Amount net of provisions |                  |                    |
|                                      | Secured                  | Unsecured        | Total              | Secured                  | Unsecured        | Total              |
| <b>1. Related Parties</b>            |                          |                  |                    |                          |                  |                    |
| (a) Subsidiaries                     | -                        | -                | -                  | -                        | -                | -                  |
| (b) Companies in the same group      | -                        | -                | -                  | -                        | -                | -                  |
| (c) Other related parties            | 5,299.37                 | -                | <b>5,299.37</b>    | 1,645.99                 | -                | <b>1,645.99</b>    |
| <b>2. Other than related parties</b> | 3,56,772.80              | 30,347.78        | <b>3,87,120.58</b> | 1,79,217.22              | 43,747.97        | <b>2,22,965.19</b> |
| <b>Total</b>                         | <b>3,62,072.17</b>       | <b>30,347.78</b> | <b>3,92,419.95</b> | <b>1,80,863.21</b>       | <b>43,747.97</b> | <b>2,24,611.18</b> |

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

|                                 | As at March 31, 2026                        |                                | As at March 31, 2025                        |                                |
|---------------------------------|---|--------------------------------|---|--------------------------------|
|                                 | Market Value / Breakup or fair value or NAV | Book Value (Net of Provisions) | Market Value / Breakup or fair value or NAV | Book Value (Net of Provisions) |
| 1. Related Parties              |   |                                |   |                                |
| (a) Subsidiaries                | -   | -                              | -   | -                              |
| (b) Companies in the same group | 2.50  | 2.50                           | 2.50  | 2.50                           |
| (c) Other related parties       | -   | -                              | -   | -                              |
| 2. Other than related parties   | -   | -                              | -   | -                              |
| <b>Total</b>                    | <b>2.50</b>                                 | <b>2.50</b>                    | <b>2.50</b>                                 | <b>2.50</b>                    |

### (8) Other information

|   | As at March 31, 2026 | As at March 31, 2025 |
|---|----------------------|----------------------|
| (i) Gross Non-Performing Assets               |                      |                      |
| (a) Related parties                           | -                    | -                    |
| (b) Other than related parties                | -                    | -                    |
| (ii) Net Non-Performing Assets                |                      |                      |
| (a) Related parties                           | -                    | -                    |
| (b) Other than related parties                | -                    | -                    |
| (iii) Assets acquired in satisfaction of debt | -                    | -                    |

## 40 Capital and other commitments

### (a) Contingent liabilities

There is no contingent liabilities exists with company for the financial year as at March 31, 2026 and March 31, 2025

### (b) Capital and other commitments

| Particulars   | As at March 31, 2026 | As at March 31, 2025 |
|---|----------------------|----------------------|
| Commitments not provided for :                                  |                      |                      |
| - Commitments related to loans sanctioned but partially undrawn | 73,338.24            | 59,907.13            |

There is no contracts remaining to be executed on capital account for the financial year as at March 31, 2026 and March 31, 2025.

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 41 Long-term contracts

The company did not have any long-term contracts including derivative contracts for which any provision is required for the foreseeable losses.

### 42 Additional Regulatory Information (to the extent applicable and reportable)

#### (i) Title deeds of Immovable Properties not held in name of the Company

The company does not hold any Immovable Properties at any time during the financial year ending March 31, 2026 and March 31, 2025. hence the same is not applicable.

#### (ii) Details of Benami Property held:

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, as at March 31, 2026 and March 31, 2025.

#### (iii) Wilful Defaulter:

The Company is not declared wilful defaulter by any bank or financial institution or other lender, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India during the year ended March 31, 2025 and March 31, 2024.

#### (iv) Relationship with Struck off Companies

The Company does not have any transactions with the struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year ended March 31, 2026 and March 31, 2025.

#### (iv) Compliance with number of layers of companies

The Company is in compliance with number of layers of companies, as prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017

#### (v) Registration of charges or satisfaction with Registrar of Companies (ROC)

The Company does not have any charges pending for registration with the Registrar of Companies beyond the statutory period.

#### (vi) Utilisation of Borrowed funds and share premium:

(a) The Company has not advanced or loaned or invested (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), 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."

(b) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries."

#### (vi) Analytical Ratios:

|  |                      |
|--|----------------------|
| (a) Capital to risk-weighted assets ratio (CRAR) | Refer Note no. 37.01 |
| (b) Tier I CRAR                                  | Refer Note no. 37.01 |
| (c) Tier II CRAR                                 | Refer Note no. 37.01 |
| (d) Liquidity Coverage Ratio                     | Not Applicable       |

## Notes to the Financial Statements for the year ended March 31, 2026

(All amount in lakhs of INR, unless otherwise stated)

### 43 Disclosure in relation to Undisclosed Income

There have been no transactions which have not been recorded in the books of accounts, that have been surrendered or disclosed as income during the year ended March 31, 2026 and March 31, 2025 in tax assessments under the Income tax act, 1961. There have been no previously unrecorded income and related assets which were to be properly recorded in the books of accounts during the year ended March 31, 2026. and March 31, 2025.

### 44 Details of Crypto currency or Virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the year ended March 31, 2026 and March 31, 2025.

45 The Company has not granted any loans or advances in the nature of loans to promoters, Directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are:

- (a) repayable on demand or
- (b) without specifying any terms or period of repayment

**Disclosure pertaining to stock statement filed with banks or financial institutions-** The Company has availed of the facilities (secured borrowings) from the lenders inter alia on the condition that, the Company shall provide or create or arrange to provide or have created, security interest by way of a first pari passu charge of the loans. Security interest is created by charge creation towards security and debenture trustee on behalf of security holders and debenture holders.

46 The Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2026, 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, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

47 Amount less than ₹500 have been shown at actuals against respective line items statutorily required to be disclosed.

48 Previous year figures have been regrouped/ reclassified, wherever considered necessary, to conform to current year classification/disclosure.

### Note 1 to 48 forms an integral part of the financial statements

#### As per our report of even date

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

**Prateek Gupta**  
**Partner**  
Membership number: 566023

Place : Noida, UP  
Date : April 16, 2026

**For and on behalf of the Board of Directors of  
SG Finserve Limited**

**Rohan Gupta**  
**Chairperson and Director**  
DIN: 08598622

**Sanjay Rajput**  
**Chief Financial Officer**

Place : Noida, UP  
Date : April 16, 2026

**Vinay Gupta**  
**Chief Executive Officer**

**Kush Mishra**  
**Company Secretary**  
ICSI Membership number: A62001





**SG FINSERVE**

**SG FINSERVE LIMITED**

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