CSL Finance Limited

CIN: L74899DL1992PLC051462

August 27, 2026

National Stock Exchange of India Limited	**BSE Limited**
Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
NSE Symbol: CSLFINANCE	**BSE Script Code: 530067**

Sub: Annual Report for the Financial Year 2025-26

Dear Sir/Ma'am,

In compliance with the provisions of Regulation 34, 36 & 53 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose herewith a copy of the Annual Report for the proposed 34th Annual General Meeting of the Company for the FY 2025-26 which has been circulated to the shareholders through electronic mode.

The Annual Report is also hosted on the website of the Company at www.cslfinance.in . This is for your kind information and record.

Thanking You.

Yours Faithfully,
For **CSL Finance Limited**

ROHIT GUPTA

Digitally signed by ROHIT GUPTA
Date: 2026.08.27 12:20:40 +05'30'

Rohit Gupta
(Managing Director)
DIN: 00045077

Enclosed: A/a

CSL Finance Limited

Annual Report
2025-26

The Strength of Diversification

CSL Hai Toh Mumkin Hai (TM)

The Strength of Diversification

CSL Finance operates two lending businesses with distinct customer profiles, business cycles and rhythms. FY26 showed why that structure matters. Wholesale lending grew steadily through the year, supported by a healthy pipeline across our Delhi NCR micro-markets, disciplined project selection and consistent collections. SME Retail went through a year of consolidation, shaped by industry-wide headwinds and by internal productivity challenges that we set out to address.

Diversification allowed the Company to hold its course, and still deliver growth in a challenging year. One vertical carried the momentum for the year. The other used the time to strengthen its foundations, sharpen its customer segments and rebuild productivity at the branch level. What emerged was a year of financial progress, delivered on a conservative balance sheet, with asset quality, leverage and capital adequacy each held within our defined standards.

Our business diversification is more than a spread of assets. The two businesses answer to different customers, different cycles and different risks, and each is underwritten on its own terms rather than against a singular view. That separation is deliberate. It is what allows one part of the book to be paced back without slowing the whole enterprise, and what gives us room to be patient where patience is the right answer.

The discipline this demands is real. Each business has to be monitored closely, held to its own KPIs, and allowed to consolidate when the environment calls for it. That was our approach through FY26, and it is the approach we carry into FY27, with a wider lender base, meaningful headroom to grow and a stronger underwriting foundation behind us. Our optimism is measured, and it rests on a model built to hold steady across different cycles.

Two Businesses, One Balance Sheet

Financial Highlights

₹1,448 Crores AUM 21%	₹1,395 Crores Loan Book 21%	₹615 Crores Net Worth 13%
₹257 Crores Total Income 19%	₹168 Crores Net Interest Income 15%	₹86 Crores Net Profits 19%
1.10% Gross NPA	14.81% Return on Equity	1.39x Leverage Ratio Conservative Leverage

Business Highlights

3,223 Active SME Retail Loan Accounts 7%

44 Branch Network Across 7 States

469 Team Strength 2%

A- Stable Credit Rating Reaffirmed

Inside this Report

For more information, visit website - **www.cslfinance.in**

ABOUT CSL FINANCE

Built Around Two Lending Businesses

Established in 1992, CSL Finance Limited is a Non-Banking Finance Company registered with the Reserve Bank of India and listed on the NSE and BSE. What began as lending to small and mid-sized corporates now extends to Small and Medium Enterprises, non-salaried individuals and professionals, and real estate developers. Our product portfolio is shaped around the capital requirements of underserved and unbanked small businesses, and it continues to evolve alongside them.

Reaching Beyond the Metros

Small businesses outside the formal banking net form the core of our SME Retail customer base. We underwrite them using alternative data alongside conventional assessment, letting us move quickly on applications traditional lenders find difficult. The journey itself is simple and largely paperless.

Enabling wider access: 50% of SME Retail Assets Under Management (AUM) originates outside urban centres, a measure of how far our lending reaches beyond the metros.

Ticket sizes stay small and terms stay flexible. Delivery runs on a phygital model that pairs our technology stack with a branch network across our target markets in Northern and Western India, giving borrowers digital speed and local presence.

Business Verticals

SME Retail Lending and Wholesale Lending are the two verticals through which CSL operates. Both offer secured loan products aimed at the same gap, the distance between what borrowers need and what the formal system will fund. The depth of our teams and the direction our leadership sets strengthen our position in these markets.

How We Compete

Deep domain expertise, a business model kept deliberately focused, and a customer-first orientation anchor how we work. We support borrowers quickly, using technology to compress turnaround and a widening geographic footprint to extend reach.

CSL Ethos

- Customer-first
- Passion for excellence
- Integrity
- Respect for people

Our Strategic Approach

Domain Expertise
Knowing our markets, our products and our customers in detail is what allows us to structure financing that fits, with risk management built in.

Focused Strategy
We work inside our circle of competence. Staying there is what gives us a strong position in our chosen markets and keeps our standards intact.

Customer-Centricity
Borrowers reach us through several channels and receive quick disbursement, supported by an end-to-end digital operating model and a growing physical network.

Technology-Driven
Our tech stack sharpens credit decisions, compresses loan processing turnaround, and gives us a base from which to keep improving how we lend.

Empowering Healthy Businesses
We lend to SMEs with real business vintage, dependable cash flows and room to grow, many of whom fall outside traditional finance because their documentation & traditional scorecard is thin.

The Strengths We Rely On

Superior Customer Experience
Fast, flexible disbursement with minimal physical paperwork gets funds to businesses when they need them.

Employee Excellence
A capable and empowered team delivers the service, working in an environment built on empathy, growth and accountability.

Market Expertise
More than two decades in this industry informs the products we design and keeps them relevant to what customers need.

Robust Underwriting
Research, structured deal assessment and a rigorous credit underwriting engine keep financial risk identified early and managed actively.

Healthy Work Culture
Continuous upskilling and regular exposure to new technology keep every team member developing, personally and professionally.

ABOUT CSL FINANCE (CONTINUED)

Building a Winning Team

CSL Finance has become an employer of choice by putting wellbeing and professional development first. A collaborative and supportive culture is what attracts capable people and keeps them, and they are central to how the Company has grown. The 'Great Place to Work' certification is external confirmation of that, and it reinforces our standing as a leading employer in the sector.

Great Place To Work® Certified MAY 2024-MAY 2025 INDIA

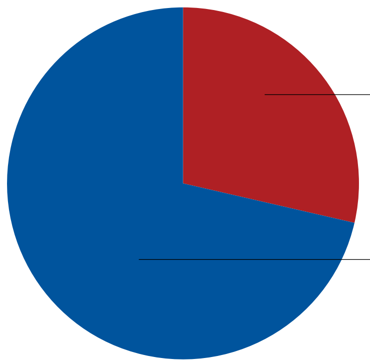
Find out more here

Our Business in Numbers

₹1,448 Crores AUM	₹1,395 Crores Loan Book	₹615 Crores Net Worth
₹1,255 Crores Disbursements	A- Stable Credit Rating Reaffirmed	7 States Presence
469 Team Strength	44 Branches	100% Secured Loan Book
3,223 Active SME Retail Accounts	44.74% Superior CAR	14.81% Return on Equity

100% In-house sourcing & collections

AUM Mix



A Wider, Better Balanced Funding Base

36 lending partners

On the panel, compared to 32 a year ago

Banks & SFB

SBI, HDFC Bank, Kotak Mahindra Bank, Federal Bank, AU Small Finance Bank, Indian Bank, Bandhan Bank, Jana Small Finance Bank, Bank of Maharashtra, Canara Bank, ICICI Bank, Union Bank of India, Capital Small Finance Bank, SBM bank, ESAF Small Finance Bank, DCB Bank, Utkarsh Small Finance Bank, Indian Overseas Bank, South Indian Bank, Ujjivan Small Finance Bank, Karur Vysya Bank, City Union Bank Ltd, Punjab & Sind Bank, Bank of Baroda

NBFC

Tata Capital, Kotak Mahindra Investments Limited, Bajaj Finserv, ORIX, STCI Finance Limited, sidbi, Poonawalla Fincorp, Ambit Finvest, Tourism Finance Corporation of India Ltd., Paul Merchants, Arka Fincap

What We Are Building Towards

We want CSL to be a lender people trust, built on a business model that sustains itself and adapts as markets evolve. Getting there depends on persistence, clear strategic choices, careful execution and lasting value. Those qualities are what we rely on to reach the objectives we have set.

Customer-Centricity
Real customer focus means valuing the relationship and the satisfaction that comes with it, and it means closing the financial inclusion gap for small businesses wherever we can.

Expertise in Target Niches: Deep domain expertise is how we intend to become a leading lender within our focused high-potential segments.

Operational Efficiency & Profitability: The aim is a cost-efficient business model that delivers profitability while holding asset quality steady and keeping risk management prudent throughout.

Sustainable Value Creation: We intend to keep delivering a healthy and improving Return on Equity, year after year, and to stay ahead of industry benchmarks while doing it.

Expanding Financial Access: Unbanked and underserved small businesses and entrepreneurs are who we exist to serve, and cross-selling deepens those relationships over time.

Clustered Geographic Expansion: Expansion happens in clusters. Working a micro-market closely is what builds the comfort and operational quality we need before committing.

Relevant Product Portfolio: New products are designed around specific demand-supply gaps, which is how we carve out a niche and hold a durable competitive advantage.

GROWTH JOURNEY OF CSL FINANCE

How Our Two Businesses Took Shape

The Company we run today has seen a remarkable transformation over its journey. Secured lending to small and mid-sized corporates came first. Real estate developers as a focused customer segment followed. And ultimately, the launch of SME Retail lending was the pivot that mattered most in recent years, giving CSL a second business. Each step drew on what the previous one taught us, and together they built a model that is both durable and distinct in its market.

Four Stages of Evolution

Lending to small & mid-sized corporates

Expanding customer segments to include real estate developers

Foray into SME Retail vertical

Building CSL Finance Around Two Lending Businesses

Milestones Along the Way

2003
Registered as an NBFC with the Reserve Bank of India

2010
Entered secured lending to small and mid-sized corporates

2015
Began lending to real estate developers in NCR; surpassed ₹100 crore in AUM

2016
Secured its first major debt funding of ₹120 crore

2017
Launched SME Retail lending vertical and raised ₹54 crore in equity

2018
Established 12 SME Retail branches and entered Rajasthan

2019
Restructured SME Retail operations, improving processes, products, infrastructure and management bandwidth

2022
Surpassed ₹500 crore in AUM and ₹100 crore in SME Retail AUM; expanded to 22 branches and raised ₹30 crore in equity

2022
Achieved listing on the National Stock Exchange (NSE)

2023
Crossed ₹700 crore in AUM, and raised ₹49 crore in equity

2024
Crossed ₹1,000 crore in AUM and expanded network to 29 branches

2025
Expanded presence to 43 operational branches

2026
Reached ₹1,448 crore in AUM and delivered highest-ever PAT of ₹86 crore; expanded the lender base to 36 and also concluded the term sheet for a ₹150 crore NCD issue

PHYGITAL OPERATIONS MODEL

Branches and Technology in One Model

Our phygital model puts a growing branch footprint and an end-to-end digital operating system to work on the same customer. Branches generate business through relationships built on the ground. Technology carries the workflow behind them, automating what can be automated, holding down cost per file and keeping the customer experience consistent from one location to the next.

What the Model Rests On

Clustered Branch Network

Growth in the network follows a clustered, micro-market approach, which puts depth of local understanding ahead of spread. That depth is what sharpens underwriting, improves service and establishes us properly in a market.

Hub-and-Spoke Structure

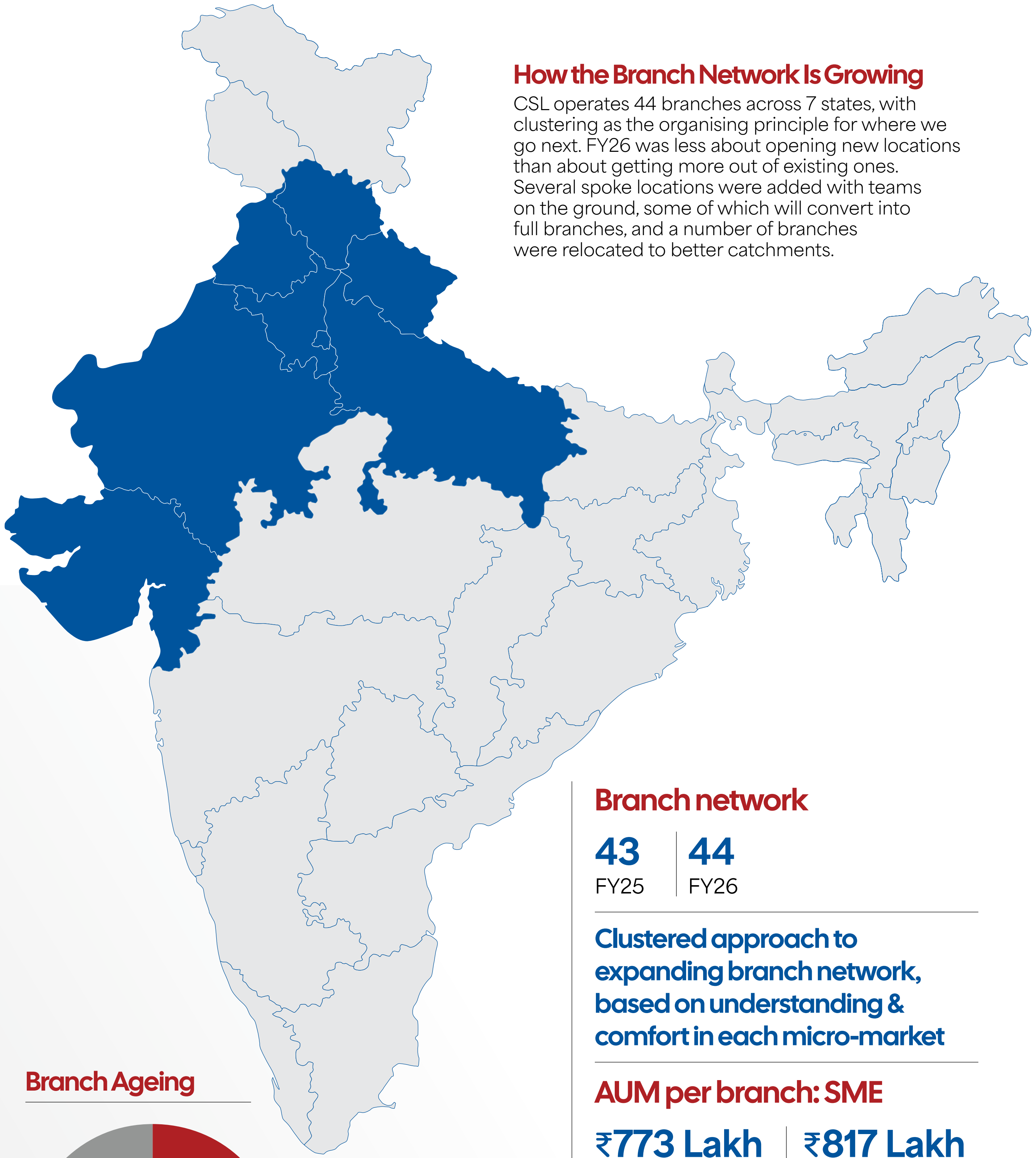
The network is moving to a hub-and-spoke design, with roughly four to six branches under each hub. Credit operations sit centrally at the hub, which allocates manpower better and takes cost out.

Fully Digital Lifecycle

Onboarding, processing, collections and servicing are all built to run digitally. The result is 24 to 48 hours off turnaround, tighter credit & fraud control and better-informed credit decisions.

Ongoing Digital Transformation

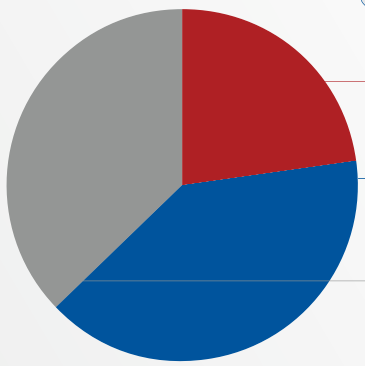
Efficiency and scale come from continuous transformation, supported by a modular API-first architecture, multi-layer verification, hybrid credit assessment and proprietary applications that carry our low-touch onboarding and servicing.



How the Branch Network Is Growing

CSL operates 44 branches across 7 states, with clustering as the organising principle for where we go next. FY26 was less about opening new locations than about getting more out of existing ones. Several spoke locations were added with teams on the ground, some of which will convert into full branches, and a number of branches were relocated to better catchments.

Branch Ageing



Map not to scale, only for illustration purpose.

Branch network

43	44
FY25	FY26

Clustered approach to expanding branch network, based on understanding & comfort in each micro-market

AUM per branch: SME

₹773 Lakh	₹817 Lakh
FY25 (excluding MSL)	FY26

Focus on higher AUM per branch to improve operational efficiency and profitability metrics

PHYGITAL OPERATIONS MODEL (CONTINUED)

The Tech Stack Behind Both Verticals

Technology sits underneath everything we do, from the first customer touchpoint to the last instalment. Roughly 99% of collections and the whole of onboarding now run on digital rails, which is what keeps turnaround short and operating overheads contained as volumes grow.

Taken together, the stack is what makes CSL a nimble and genuinely digital lender, with the efficiency, risk control and customer experience to match.

End-to-End Digital Lifecycle

Onboarding is 100% paperless and runs on a modular, API-first architecture that scales quickly, integrates easily with third-party services and allows rapid product and partner onboarding. Around 80% of onboarding is digital, with physical due diligence and collateral document checks applied where they are warranted. Door-to-login takes about 30 minutes, and average turnaround is 24 to 48 hours shorter.

Innovative Verification & Risk Decisioning

Verification runs in layers, combining identity, bank, geo-location, criminal and bureau checks for KYC and fraud prevention. Financial assessment draws on Account Aggregator-based digital data, giving a verified view of customer cash flows at the point of decision. Credit decisioning is hybrid, drawing on bureau records, alternative datasets and real-time risk algorithms, with analytics improving the quality of each decision.

Proprietary Applications & Mobility Solutions

Our own suite covers collections and servicing apps, sales and credit mobility platforms and live dashboards. Field teams use them for lead management, underwriting, disbursal and monitoring through mobile and web interfaces built for the job.

Digital Collections & Servicing

Collections are digital by default, with close to 99% of EMIs collected digitally and around 90% coming through NACH, UPI and Bharat BillPay. Customers reach us any time on WhatsApp, email, a toll-free line and cloud-telephony channels. Automated payment links, digital welcome kits, digital signing of loan kits and real-time settlement round out the experience.

Data Analytics & Automation

An enterprise data lake serves as the single source of truth for decision-making, feeding a business intelligence tool and real-time dashboards that track portfolio, risk and productivity at several levels. Employee productivity and performance management is data-driven, incentive calculation is automated, and accounting entries flow directly from the Loan Management System. A Fixed Assets Management System sits alongside them, and RegTech handles compliance, reporting and stress testing against RBI mandates.

Current API Landscape

Our Loan Origination System integrates multiple fintech APIs spanning KYC, Aadhaar, banking, account aggregator, deduplication and geo-tagging. Ecosystem integrations across CKYC, eSign, payment gateways and Account Aggregator run through the same layer. The stack also automates incentive management, legal and bureau history checks, face matching and communication triggers.

Architecture & Security

Origination through to disbursal and collection runs on a modular, API-driven Loan Origination System, which keeps the platform scalable and compliant as we add to it. Core applications sit on SOC2-compliant AWS Cloud infrastructure, giving us the scalability to support growth without infrastructure constraints, with Disaster Recovery and Business Continuity Planning in place. Cybersecurity, data privacy and regulatory technology controls operate as a single framework across the stack.

Tech Roadmap

The road ahead runs through more automation, deeper analytics and steady upgrades to the proprietary tools already in service.

BUSINESS VERTICAL: SME RETAIL LENDING

Lending to Underbanked Businesses

The SME Retail vertical exists to close the credit gap for small businesses the trading banking channel underserves, most of them SMEs and MSMEs. We lend on a secured basis against collateral, with products built for how these businesses actually borrow.

Underwriting here goes significantly beyond the credit score. We read business performance, cash flow patterns and how long the enterprise has been running, and we evaluate collateral rigorously alongside all of it. That combination is what lets us write small, flexible tickets shaped to each borrower rather than to a template. Security quality is where we hold the line, with 88% of collateral being self-occupied residential property (SORP) and 12% self-occupied commercial property (SOCP).

Education, healthcare, agriculture, FMCG trading and small-scale industry account for most of the businesses we serve. Salaried professionals with limited banking access also form part of the book, which widens the reach of formal credit. Half of this vertical's Assets Under Management (AUM) originates outside urban centres.

₹351 Crores
SME Retail AUM (excluding Mid-Sized LAP)

₹447 Crores
SME Retail AUM (with Mid-Sized LAP)

18%
Average Yield

3,223
Active Accounts (excluding Mid-Sized LAP)

42% LTV
Focused on secured loans backed by quality collateral

BUSINESS VERTICAL: SME RETAIL LENDING (CONTINUED)

Different Product Categories, One Underwriting Standard

Products	ROI	Target Customer
LAP-SENP ₹7-50 Lakhs Loan Amount	Between 16% to 22%	Self-employed individuals with collateral
LAP-SCHOOL ₹7-50 Lakhs Loan Amount	Between 16% to 22%	Schools (tier-2/3) with collateral
LAP-SALARIED ₹2-50 Lakhs Loan Amount	Between 16% to 22%	Salaried individuals with collateral

What Sets This Vertical Apart

1. **Targeting the Unbanked and Underserved**
SMEs and individuals without mainstream banking access are our core market.

2. **Alternative Data-Driven Underwriting**
Decisions rest on a rounded view of the borrower rather than a conventional scorecard.

3. **Completely Digital Onboarding**
Application and approval run paperless from end to end.

4. **Quick Disbursals and Streamlined Experience**
Funds move fast and the application journey stays simple.

5. **Operational Efficiency through Digital Stack**
Technology carries the process load and improves what the customer experiences.

6. **Flexible Ticket Sizes**
Small, adaptable amounts sized to what the business actually needs.

7. **Secured Lending Focus**
The entire book is secured against quality collateral.

8. **High-Quality Collateral**
88% of collateral is SORP and 12% is SOCP.

9. **Driving Financial Inclusion**
Half the portfolio sits in non-urban markets, where credit is hardest to find.

BUSINESS VERTICAL: WHOLESALE LENDING

Structured Credit for Real Estate Developers

Our Wholesale Lending business writes structured facilities for real estate developers across the micro-markets of Delhi-NCR.

Group housing and single-plot projects both sit in the book. The loans are secured against project collateral, whether the project is under construction or on the drawing board, and priced off based on our expertise of each NCR micro-market.

The portfolio splits across Affordable Group Housing, Mid-Income Group Housing and Small Builder Floor (G+4) projects, with terms shaped to each. We look for projects carrying meaningful promoter equity, where execution risk is lowest. Given this is a customised product, no two transactions are structured the same way. To reinforce repayment security, we rely on collections framework that runs through escrow.

Monitoring does not stop at disbursement. Dedicated teams on the ground track each asset through the life of the loan, which keeps execution risk visible early and asset quality where it should be.

₹1,001 Crores
Wholesale AUM

17%
Average Yield

113
Active Accounts

35% LTV
Focused on secured loans with at least 2x security cover

BUSINESS VERTICAL: WHOLESALE LENDING (CONTINUED)

Unique Structures for Different Project Types

WS Large

Structured facilities for mid-income and affordable group housing projects

Mid-income group housing

- Last-mile funding for mid-income group housing projects
- Located in the NCR region
- Committed receivables at 3x of existing PoS
- Unit ticket sizes below ₹60 lakh

Affordable group housing

- Projects cleared under the Haryana Government's Affordable Housing Policy
- Time-linked payment structure
- Committed receivables at 3x of existing PoS
- Unit ticket sizes below ₹25 lakh

₹17 crore Average ticket size

₹537 crore AUM

42 Active loan accounts

54% Contribution to the Wholesale AUM

WS Small

Construction finance for single plotted projects

Single plotted projects

- Loan tenure under 36 months
- G+4 floor structures
- South Delhi and Gurugram micro-markets within NCR
- Minimal regulatory load, as these projects fall outside RERA
- Non-completion risk is minimal
- Construction cost forms a small share of total project cost
- Fast feedback loop, with demand and supply correcting quickly

₹8 crore Average ticket size

₹350 crore AUM

58 Active loan accounts

35% Contribution to the Wholesale AUM

WS Other Term Loan

Loans against self-occupied residential or commercial property, and against highly liquid securities and deposits

₹9 crore Average ticket size

₹114 crore AUM

13 Active loan accounts

11% Contribution to the Wholesale AUM

Where Our Edge Comes From

1. *A niche, focused wholesale book in NCR real estate*
2. *Projects selected on the basis of meaningful promoter capital or a last-mile funding need*
3. *The entire book secured against project collateral*
4. *Built on detailed knowledge of NCR and each of its micro-markets*
5. *An established position in affordable housing*
6. *On-site monitoring of every project after disbursement*
7. *Collections routed through escrow structures*

How We Manage Wholesale Credit Risk

1 Better Customer Selection and Sourcing

- Presence limited to strategically selected NCR micro-markets
- Detailed grasp of demand and supply within each micro-market
- Business only with reputed developers building against genuine end-use demand
- A bias towards last-mile funding, which reduces execution risk

2 Credit Appraisal and Screening

- Thorough due diligence and extensive credibility checks
- Project and market screening, including an assessment of demand-supply trends
- Every deal structured around the specific project
- At least 2x security cover, with a charge on multiple assets

3 Constant Monitoring

- Dedicated on-ground resources for asset monitoring
- Fortnightly site visits to track project progress
- Review of sales, inventory, market price and project cost
- Early warning signals acted on quickly, with legal steps initiated where needed to speed up repayment

BOARD OF DIRECTORS

Leading with Conviction

Board Committee Keys

C Chairman M Member

- A Audit Committee
- C Corporate Social Responsibility Committee
- AL Asset Liability Management Committee
- N Nomination & Remuneration Committee
- M Management Committee
- R Risk Management Committee
- S Stakeholders' Relations Committee
- I Information Technology Strategy Committee

Rohit Gupta
Managing Director

Rohit Gupta has nearly three decades of experience in merchant banking, corporate finance, financial restructuring, project finance, capital markets and structured lending. He has advised several small/mid-size organisations in developing and executing turnaround and growth strategies and helped them raise equity and debt through various instruments to fuel their growth. He is passionate about innovative and structured lending models and is the prime driving force behind the structured lending model of the Company. In addition, he has steered the Company to certain niche market segments and has envisioned its foray into SME lending. He is a qualified Chartered Accountant.

AL R A S C M I

Rachita Gupta
Whole-time Director

Rachita Gupta is a Commerce graduate and has done her Masters of Business Finance from Warwick Business School, UK. She started her career with EY and has experience in analytics, data management, digital marketing and corporate branding. She played a vital role in the rollout of the Technology platform for the retail lending segment as well as other departments of the Company. In addition, she has been a critical person in driving the various MIS reports, setting up the Marketing and CSR departments of the Company and playing a key role in HR, Strategic Decisioning and Investor Communication.

C M AL R I

Ashok Kumar Kathuria
Director

Ashok Kumar Kathuria has been associated with the Company since its inception. He has served the Company as a Director since 2005 and has experience managing backend operations, documents processing, liasoning and administration across various projects and assignments. He has handled various assignments single-handedly and led his work in a way that is highly appreciable.

M S C

Parmod Bindal
Independent Director

Parmod Bindal has been a practising Chartered Accountant for the last 33 years. He has vast experience in the fields of bank audits, income tax and indirect taxes, including GST, statutory audit, internal audit, tax audit, Companies Act, stock audit, etc. He has also served as the Independent Director of the Steel Authority of India from 2015 to 2019.

A

Subhash Chand Kwatra
Independent Director

Subhash Chand Kwatra has done his MBA with a specialisation in Finance from IGNOU, New Delhi. He is a Post Graduate of Mathematical Statistics from Delhi University and is a certified Associate of the Indian Institute of Bankers (CAIIB). He has a rich and vast experience of over 35 years in the banking industry. He joined Punjab and Sind Bank as a probationary officer in 1983 and retired as the Bank's Chief Financial Officer in 2018.

N I A C

Anirudha Kumar
Independent Director

Mr Anirudha Kumar is a Fellow Chartered Accountant and legal professional with over 30 years of experience in financial consulting, taxation, fundraising, and audit. He has a strong track record in raising capital for large-scale projects, founding and scaling a Category 2 NBFC, and advising corporates and high-growth ventures on regulatory compliance, mergers, and acquisitions. Mr. Kumar is also an Independent Financial and Taxation Consultant at Numed Super Speciality Hospital, Delhi NCR, since 2013.

S A N

Alaktika Banerjee
Independent Director

Ms Alaktika Banerjee is a seasoned banker with 35+ years at State Bank of India, excelling in credit risk management, financial analysis, and NPA management. She has held key leadership roles, most recently as Executive Vice President & Chief Credit Head at SBI Global Factors Limited, and previously as Deputy General Manager at SBI. Her deep expertise spans financial systems, risk management, and strategic decision-making.

A N

CORPORATE GOVERNANCE FRAMEWORK

Governance as a Standing Discipline

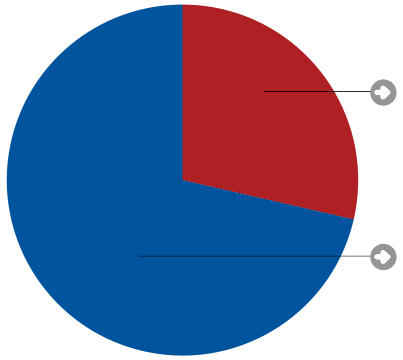
The Standard We Hold

Governance at CSL Finance is held to the standard that long-term value creation demands. Transparency, accountability and ethical business conduct run through how decisions get made at every level of the organisation.

How the Board Is Composed

The Board is built for a mix of skills, experience and perspective. As of FY26 it has 7 members: 2 Executive Directors, being the Managing Director and the Whole-Time Director, and 5 Non-Executive Directors, of whom 4 are Independent. That balance is what gives independent oversight real weight, sharpens strategic decisions and keeps governance sound.

BOD Composition



Board Committees and What They Cover

Specific governance areas sit with dedicated Board committees, which keeps oversight focused rather than diffuse. The committees are:

Audit Committee: Financial reporting, internal controls and the audit process.

Nomination & Remuneration Committee: Board composition, director appointments and remuneration policy.

Stakeholders' Relationship Committee: Shareholder grievances and the quality of stakeholder communication.

Corporate Social Responsibility (CSR) Committee: CSR activity, deployment of CSR funds and statutory compliance.

Management Committee: Day-to-day operating decisions and selected strategic matters.

Information Technology Strategy Committee: IT governance and cybersecurity.

Asset Liability Management Committee: Balance sheet planning, asset-liability matching, and the management of interest rate and liquidity risk.

Risk Management Committee: Risk policy and the frameworks that support it.

Transparent & Proactive Investor Communication

Open and regular communication is how we keep investors informed and hold their trust. The channels we use are:

Quarterly investor presentations

Bi-annual earnings conference calls

Proactive meetings and updates

Detailed business disclosure through the Annual Report

Between them, these channels keep stakeholders current on performance, strategy and financial outlook.

Returning Capital to Shareholders

Value creation runs on two tracks at CSL. Capital goes back to shareholders through regular dividends, and it goes back into the business to fund growth. Dividends have been paid without interruption for the last 10 years, a record that speaks to consistency through varied economic conditions.

Performance Evaluation

The Board, its committees and each director are evaluated annually, covering composition, effectiveness and the quality of information flow. What comes out of that exercise feeds directly into where governance practice gets tightened.

Compliance and Standards

We comply with all applicable regulations, including SEBI's Listing Obligations and Disclosure Requirements, 2015, and other statutory provisions. Compliance and disclosure reports go to the Board on a regular cycle to confirm alignment with regulatory mandates. The framework we run matches the standards followed by leading Indian corporates, private sector financial institutions among them.

Transparency, ethical conduct and a governance framework that holds up under scrutiny are what allow CSL Finance to create value sustainably and to act as a responsible corporate citizen.

LEADERSHIP TEAM

Team That Leads The Execution

Rohit Gupta
Managing Director

31+ Work Experience | **15+** Years at CSL

Rachita Gupta
Whole-time Director

Ex - Ernst & Young

9+ Work Experience | **8+** Years at CSL

Naresh Varshney
Chief Financial Officer

Ex - RR Finance Consultants, Centrum Capital & Unicorn

38+ Work Experience | **11+** Years at CSL

Amit Kaul
Chief Technology Officer

Ex - SBI Global Factors, IFCI Factors, Bibby Financial Services

35+ Work Experience | **2+** Year at CSL

Chirag Gupta
Credit Head - Wholesale

Ex - ICICI Bank, Axis Bank, DHFL

13+ Work Experience | **7+** Year at CSL

Neeraj Bhati
Zonal Credit Manager - SME

Ex - Edelweiss Housing Finance, Indusland Bank, RBL Finserve and Muthoot Finance

16+ Work Experience | **2+** Years at CSL

Nikhil Singh
VP Business Operation & Business Analytics

Ex - ICICI Bank, HDFC Bank, Ziploan, Eduvanz and Save Financial Services

19+ Work Experience | **4+** Years at CSL

Saurabh Priyadarshini
Head - Legal

13+ Work Experience | **4+** Years at CSL

Chandan Kumar
Head - Strategy & Business

Ex - PNB Housing, HDFC, SIB

24+ Work Experience | **7+** Years at CSL

Prince Bhardwaj
Chief Business Officer

Ex - Sitara HFC, Aavas Financiers, Indiabulls Housing, Bajaj Affianz Life Insurance, Savvy Info Solutions

21+ Work Experience | **1+** Year at CSL

Atul Agarwal
President - Finance & Treasury

Ex - Paisalo Digital, SMC Finance

22+ Work Experience | **2+** Year at CSL

Ayussh Mittal
President - Internal Audit

11+ Work Experience | **1+** Year at CSL

Hariom Kumar
AVP - HR

Ex - Ujjivan Financial Services

19+ Work Experience | **7+** Years at CSL

Preeti Gupta
Company Secretary

11+ Work Experience | **5+** Years at CSL

LETTER TO SHAREHOLDERS

Building Growth on a Wider Base

"Our diversified business model earned its keep in FY26. Wholesale vertical grew steadily through the year, even though SME Retail stayed in the consolidation phase it entered in FY25, held back by industry conditions and productivity issues."

Dear Shareholders,

FY26 was the year our diversified structure earned its keep. The two businesses we run moved at very different speeds. Wholesale lending grew steadily through the year. While SME Retail stayed in the consolidation phase it entered in FY25, held back by conditions across the industry and by productivity issues of our own that we spent the year working through. The Company still closed the year with assets, earnings and net worth all higher.

That outcome is credit to our diversification. When one business needs time to rebuild, the other has to carry the weight, and this year it did. Revenue grew 19%, net interest income 15% and profit after tax 19%. Return on equity improved to 14.81% from 13.31%. We delivered this while keeping leverage conservative and capital adequacy high.

3,223

SME Retail closed the year with 3,223 active accounts, excluding the Mid-Sized LAP vertical

Wholesale Carried the Year

Wholesale lending was the growth engine of FY26. The Delhi NCR real estate market remained supportive, our deal pipeline stayed healthy, and collections through the second half were strong enough to fund fresh disbursement. We stayed inside the micro-markets we have deep expertise in, worked with reputed developers who, and continued to favour projects where execution risk is lowest.

The book closed the year with its highest ever AUM, and Asset quality in this vertical held to our high standards. We have seen no material slippage here over the past decade, and nothing in FY26 changed that.

Because Wholesale grew while SME Retail consolidated, the AUM mix moved further towards Wholesale, closing at 69% against 31% for SME Retail. We are clear that this is a phase rather than a destination. The long-term intent remains a more balanced split, and we expect the mix to start correcting as SME Retail returns to growth.

A Second Year of Consolidation in SME Retail

SME Retail did not deliver the growth we set out for at the start of the year. The reasons are largely the ones we have discussed previously. Across the industry, borrowers at the lower end of the income pyramid remain over-leveraged. Income growth across the MSME ecosystem has been flat. To add to this, competitive intensity has risen sharply, with lenders who previously concentrated on microfinance now pushing hard into secured SME lending below the ₹10 lakh ticket size, which is precisely the band we chose to step away from last year, on account of quality concerns.

There were encouraging stretches in between. SME Retail disbursements grew well in the second quarter, and we expected to build on that through the second half. However, ultimately growth did not materialise as expected. Disbursement remained muted in the second-half of the year as the operating environment stayed difficult, and we chose not to chase volume into it. SME Retail closed the year with 3,223 active accounts, excluding the Mid-Sized LAP vertical.

The product architecture we settled on last year has been fixed. Lending is concentrated in the ₹7 lakh to ₹50 lakh band, delivered through three products: LAP-SENP and LAP-SCHOOL at ₹7 to ₹50 lakh, and LAP-SALARIED at ₹2 to ₹50 lakh. All three are priced within a 16% to 22% range calibrated to borrower profile, collateral quality and ticket size.

Our response over the last two years has been to go back to fundamentals. Credit parameters have been redefined and tightened. We brought in experienced people at senior and mid-management levels through the year, and moved to put a performance-linked ESOP scheme in place to align leadership incentives with long-term outcomes.

We also took a hard look at the branch network. Rather than opening new locations into a weak market, we concentrated on lifting productivity at the branches we already have, relocating some to better catchments and adding spoke locations with teams on the ground that will convert into full branches when volumes justify it. Net branch addition was therefore limited, and we closed the year at 44 branches across 7 states.

Asset Quality and Provisioning

Gross NPA closed FY26 at 1.10% against 0.46% a year earlier, and net NPA at 0.81% against 0.34%. The increase reflects the macro-economic environment and the spillover from microfinance sector stress, which also affected SME borrower behaviour. Separately, and in line with RBI directives, we revised standard provisioning on project financing from an average of 0.80% to 0.98% from the third quarter, which has also affected the reported numbers.

This is not a weakness in underwriting. Collection efficiency was 98% as of March 2026, and delinquent accounts continue to generate recoveries. Over two-thirds of our book is SARFAESI compliant, and we expect resolutions to move faster as legal proceedings progress on earlier write-offs. There is no material delinquency in SME Retail disbursed over the past twelve months.

Credit appraisal has been tightened, and the Loan Management System lets Credit Heads and senior management track the retail portfolio continuously, so stress is identified before an account slips. We have stopped lending in selected geographies and in ticket sizes below ₹15 lakh, where delinquencies were higher, and shifted focus to the higher-ticket size segment, which carries better collateral and legal recourse.

The Board approved a new ECL policy in the fourth quarter, built on four to five years of our SME portfolio performance. Current provisioning already sits above what the model would require, and we will move to it from the coming year.

Financial Performance

Assets under management closed at ₹1,448 crore, up 21%, with the loan book at ₹1,395 crore, also up 21%. Disbursements for the year were ₹1,255 crore, 12% higher than FY25. Total income rose 19% to ₹257 crore and net interest income 15% to ₹168 crore. Profit after tax came in at ₹86 crore, up 19%. Collection efficiency held at 98% in each of the four quarters.

Further, net worth crossed ₹615 crore and book value per share stood at ₹270. Return on equity improved to 14.81% and return on assets was 6.30%. The movement in return on equity is the number we watch most closely, because it tells us the capital base is being put to better use.

Funding, Liquidity and the Balance Sheet

Our lender base widened to 36 during the year, with 6 new relationships added. We onboarded lenders like Bank of Baroda, Punjab & Sind Bank, City Union Bank, SBM Bank, Karur Vysaya Bank, and Paul Merchants, bringing major public sector banks onto our panel, and several existing lenders came back with repeat sanctions. We also concluded the term sheet for a ₹150 crore NCD issue, which opens the debt capital markets as a funding source alongside bank borrowing.

Acuité Ratings and Research reaffirmed our credit rating at A- Stable, which continues to give us access to capital on competitive terms. Balance sheet liquidity stood at ₹110.4 crore at year end. Leverage closed at 1.39 times against total borrowings of ₹854.17 crore, and capital adequacy at 43.28%. Both leave meaningful headroom to fund growth in FY27.

Joint-Lending as a New Lever in Wholesale

We began actively pursuing joint lending structures with selected partners in the Wholesale vertical during the year, and closed a few such transactions in the fourth quarter. These are joint-lending arrangements rather than direct assignment, with CSL retaining a meaningful stake in every transaction. They generate processing and other fee income, and they allow us to hold a larger ticket without carrying the whole exposure ourselves.

The interest from larger NBFCs and banks in joint-lending structure reflects a view of how we source, structure and monitor wholesale accounts in our region. We expect more activity on this front through FY27. It would strengthen fee-based income, and it extends our reach in the NCR wholesale lending market.

Distribution and Technology

The hub-and-spoke design continues to shape how the network grows, with four to six branches under each hub and credit operations centralised at the hub. AUM per SME branch improved 6% to ₹817 lakh, which is the metric that matters most while we consolidate. Branch ageing is maturing alongside it, with 37% of the network now more than three years old and 40% between one and three years.

On the technology front, our platform is doing what we built it for. Onboarding is fully paperless, door-to-login runs at about 30 minutes, roughly 80% of onboarding is digital with physical due diligence applied where warranted, and close to 99% of collections come through digital rails.

Outlook for FY27

We enter FY27 cautiously optimistic. Wholesale should remain the primary growth driver, supported by a market we understand well and a pipeline that continues to look healthy. SME Retail, which fell short of our ambitions in FY26, should return to normal as the operating environment improves and as the changes we have made to sourcing, underwriting and team structure begin to show.

Our near-term focus stays on the region we already operate in. There is more market available to us in NCR and our existing SME geographies than our current size can absorb, and we would rather deepen where we have knowledge and control than spread into territory we do not know. We expect the AUM mix to begin rebalancing towards SME Retail as that vertical recovers.

In Gratitude

On behalf of everyone at CSL Finance, thank you for your continued trust. FY26 asked us to stay cautious in one business while the other did the heavy lifting, and to keep making decisions for the long term when the short term was uncomfortable. Your patience gave us the room to do that. We remain focused on building a lender enterprise that performs consistently through cycles, and we are grateful to have shareholders who understand what that requires.

Sincerely,

Rohit Gupta
Managing Director

KEY PERFORMANCE INDICATORS

Numbers that define our progress

FY26 was carried by Wholesale lending while SME Retail worked through a year of consolidation. Wholesale delivered growth, held its asset quality and contributed the bulk of the year's earnings. SME Retail used the time to rebuild sourcing discipline, credit parameters and branch productivity.

Loan Book Size

Total Income (₹ Crores)

FY26	**257.02**
FY25	216.04
FY24	166.58
FY23	117.54
FY22	74.62

Interest Income (₹ Crores)

FY26	**241.82**
FY25	199.11
FY24	153.72
FY23	108.54
FY22	67.66

Net Interest Income (₹ Crores)

FY26	**168.00**
FY25	146.16
FY24	120.37
FY23	87.66
FY22	61.70

PAT (₹ Crores)

FY26	**86.11**
FY25	72.09
FY24	63.36
FY23	45.52
FY22	33.68

Book Value Per Share (₹)

FY26	**269.82**
FY25	237.47
FY24	207.58
FY23	174.79
FY22	155.06

Equity and Leverage

Borrowings (₹ Crores)

FY26	**854.17**
FY25	694.94
FY24	503.22
FY23	408.06
FY22	204.16

Net Worth (₹ Crores)

FY26	**614.73**
FY25	541.65
FY24	474.83
FY23	362.40
FY22	321.68

Debt-to-Equity Ratio (Times)

FY26	**1.39**
FY25	1.28
FY24	1.06
FY23	1.13
FY22	0.63

Capital Return Ratios

Return on Equity (%)

FY26	**14.81**
FY25	13.31
FY24	13.33
FY23	12.56
FY22	12.48

Return on Asset (%)

FY26	**6.30**
FY25	6.46
FY24	7.18
FY23	6.94
FY22	8.45

Asset Quality

Gross NPA (%)

FY26	**1.10**
FY25	0.46
FY24	0.44
FY23	0.61
FY22	1.73

Net NPA (%)

FY26	**0.81**
FY25	0.34
FY24	0.25
FY23	0.35
FY22	0.96

Provision Coverage Ratio (%)

FY26	**121.57**
FY25	255.87
FY24	269.57
FY23	205.79
FY22	101.67

Capital Adequacy Ratio (%)

FY26	**44.74**
FY25	47.08
FY24	51.30
FY23	49.88
FY22	63.82

STRATEGIC PRIORITIES & COMPETITIVE STRENGTHS

Our Roadmap Ahead

Trust is what the lending business runs on, and it has to be earned again each year. We keep learning, keep refining how we operate, and keep looking for the next increment of value for everyone with a stake in CSL. The priorities and strengths set out below are how we intend to capture growth without letting risk run ahead of it.

Strategic Priorities

Rationalisation of Portfolio

The portfolio is being rationalised around the SME Retail vertical. A larger SME Retail share diversifies the overall mix, adds granularity to the loan book and widens the funding options available to us. Concentration risk falls as the book becomes more granular, and a more balanced mix supports the cost-to-income ratio and profitability over time.

Optimising Branch Profitability

Growing the SME Retail book runs alongside a sharper focus on what each branch produces. AUM per branch and AUM per employee are the measures we are working to improve, and both branch reorganisation and new openings are executed in clusters so that operational efficiency compounds instead of dissipating across scattered locations.

Leveraging Technology to Strengthen Operations

Customer onboarding and loan origination continue to be strengthened through multiple API integrations. Data analytics capability has been built out with comprehensive, interactive dashboards for real-time tracking. The Loan Origination System has been revamped and collection systems have been improved through dedicated mobility applications.

Focusing on Core Competencies

We continue to remain focused on our core competencies. Wholesale lending in Delhi NCR and SME Retail lending, specifically products in the ₹7.5 to ₹50 lakh range, are where our expertise runs deepest and where we intend to keep concentrating capital and attention.

Expanding Lender Base

Acuité Ratings and Research has reaffirmed our rating at A- Stable, an upgrade from the earlier BBB+ Stable assigned by India Ratings and Research. The improved rating lets us access capital on more competitive terms, which supports AUM growth and profitability. Additional PSU lenders are being onboarded to optimise borrowing costs and secure larger sanction sizes.

Competitive Strengths

Deep Domain Expertise

Our strategy sits on a detailed understanding of the markets and sub-segments we have chosen. Concentrating on core competence, and moving into adjacent areas only once we understand them, is what keeps risk controlled while we build meaningful share in selected segments.

Niche Focus & Tailored Solutions

We continue to work on the credit gaps the traditional banking sector leaves open, serving underserved and underbanked small businesses and real estate developers with products built for them. That specialisation is what produces respectable returns on capital and equity from segments larger lenders find hard to serve.

Fortress Balance Sheet

Financial strength is the foundation. Capital adequacy stood at 43.28% and leverage at 1.39 times at the close of FY26, both well inside our conservative thresholds and leaving real headroom to grow. Provisioning is deliberately conservative, at about 1% of AUM against a regulatory requirement of 0.4%. Asset-liability management stays disciplined and the book remains fully secured.

PEOPLE AND RESPONSIBILITY

Strengthening People. Building Connections.

At CSL Finance, people are central to how the Company builds relationships, serves customers and grows responsibly. During FY26, it focused on creating meaningful employee touchpoints across the Head Office and branch network, while strengthening capability through regular training and development.

A Culture of Connection and Participation

During FY26, the Company conducted 14 major celebrations and employee engagement initiatives, covering festive occasions, team interactions, employee recognition and well-being. Four of these were held across branches, comprising festival celebrations and team lunch initiatives, helping strengthen workplace connect across locations.

- **Festivals and National Day:** Independence Day at the Head Office and branches, Diwali (Head Office and branches), Karwa Chauth, Christmas and Women's Day, creating opportunities to celebrate together and strengthen team spirit.
- **Recognition and Milestones:** Work anniversary celebrations for senior staff and senior birthday celebrations, acknowledging contributions and encouraging greater employee-leadership interaction, along with a new branch opening.
- **Well-being:** A staff health camp.
- **Everyday Connect:** Monthly-end snacks, quarterly team lunches and get-togethers at the Head Office, and team lunches at branches.

Engagement Snapshot

14
Celebrations and engagement events

4
Activities conducted across branches

How the Team Grew

FY26 saw the team grow while the branch network consolidated. Headcount moved from 430 to 469, a net increase of 9%. Hiring was targeted rather than broad, directed at the business-critical and support functions the Company's plans depend on, with senior and mid-management additions made through the year to strengthen the credit, operations and business teams. Spoke locations were staffed with teams on the ground, extending operational coverage even as net branch addition stayed limited.

Diversity and Inclusion

Diversity and inclusion remain high on the agenda. At the Head Office, women make up 33% of the workforce, with a retention ratio of 95%, which the Company reads as evidence that its policies are working for women building long careers here. The approach is deliberate, combining intentional hiring with continual refinement of policy, so that every employee, whatever their gender or background, has the same opportunity to grow and to lead.

Learning that Strengthens Capability

Upskilling runs continuously and sits at the centre of what we offer employees. The programme covers regular product and policy training, monthly HR inductions that introduce new joiners to how the Company works, and dedicated sessions whenever a new product launches or we enter a new market. Organisation-wide initiatives have included:

Soft Skills & Sales Training: Delivered online and in person, adapted to role and location.

Leadership Development: Performance coaching, skip-level reviews and structured feedback.

Employee Wellness: Mental health programmes and wellness sessions.

Compliance & System Training: Fluency across product, sales, compliance, systems and regulatory requirements.

Onboarding Experience: A welcome kit, structured calls for new joiners, induction for every new hire, and an onboarding module in development.

FY26 Learning Snapshot

~20
Training programmes conducted

Recognised as a Great Place to Work®

The Great Place to Work® certification provides external validation of the Company's people agenda. A recognised industry benchmark, it confirms CSL Finance's commitment to employee well-being and professional growth, while strengthening its standing as an employer that people want to join and stay with.

Creating a Positive Employee Experience

The Company's approach brings together learning, recognition, well-being and informal interaction, giving employees opportunities to connect across levels and locations. By creating spaces for participation beyond routine responsibilities, CSL Finance continues to build a workplace grounded in connection, appreciation and shared experiences, complementing its focus on developing a capable workforce for its evolving business needs.

CORPORATE SOCIAL RESPONSIBILITY

Enabling Progress Beyond Business

Established in 2021, CSL Foundation, the CSR arm of CSL Finance Ltd., focuses on creating opportunities for underserved communities through education, women empowerment and healthcare awareness. During FY 2025-2026, the Foundation continued this work through three focused programmes: Sakshar, Arogya and Naritva.

Together, these initiatives address foundational needs across education, health and livelihood, with an emphasis on creating supportive environments where children can learn and grow, healthy practices can take root, and women can build meaningful professional pathways.

1 Nurturing Young Minds

Project Sakshar | Education & Child Development

Project Sakshar continued to provide children with access to structured and quality education through Sakshar Niketan. The programme takes a holistic approach to child development, bringing academics together with creativity, physical activity, experiential learning and cultural engagement.

Alongside regular examinations and academic monitoring, students participated in art and craft sessions, science workshops and PETA sessions, creating opportunities to learn beyond conventional classroom teaching. Celebrations of Independence Day, Diwali, Christmas, Republic Day and Holi added avenues for participation and community engagement. Regular Parent-Teacher Meetings further strengthened interaction between parents and teachers around students' academic and overall development.

Programme at a Glance

180+
Children Supported

10
Teachers supporting classroom learning

2
Academic mentors supporting teachers and strengthening teaching practices

2 Fostering Health and Well-being

Project Arogya | Health & Hygiene Awareness

Project Arogya focuses on building basic health and hygiene awareness among children through simple, age-appropriate learning. The programme encourages awareness of everyday cleanliness and healthy habits, with an emphasis on developing preventive healthcare practices from an early age.

During the year, the programme placed particular emphasis on oral hygiene, supported by the distribution of Oral Hygiene Kits. By combining awareness with practical support, Arogya encourages children to make personal hygiene a consistent part of their routines at home and at school.

Programme focus

- Health and Hygiene Awareness
- Oral Health
- Preventive Care
- Oral Hygiene Kits

3 Creating Pathways for Women

Project Naritva | & Livelihood

Project Naritva combines employment opportunities with continuous learning and professional development for women. During FY 2025-2026, the Foundation increased employment opportunities for women teachers compared with the previous year, while continuing to support their professional development.

Mentoring, academic guidance and ongoing feedback help teachers strengthen their teaching skills, classroom practices and teaching methods. The programme connects employment with capability building, creating an environment where women can strengthen their professional confidence and contribute meaningfully to children's education.

Programme Focus

2+
Additional women teachers employed compared with the previous year

- Mentoring
- Academic Guidance
- Professional Development

4 Continuing to Create Meaningful Impact

Through Sakshar, Arogya and Naritva, CSL Foundation continues to focus its CSR efforts on practical interventions that address foundational needs: supporting children's education, encouraging healthier habits and creating opportunities for women's employment and professional growth. The Foundation will continue to build on these initiatives as it deepens its engagement with the communities it serves.

Management Discussion & Analysis

Indian Economy

In FY26, India's economy stood out as a powerful example of resilience amid a challenging global landscape. The country retained its status as the fastest-growing major economy, with the First Advance Estimate projecting real GDP growth of 7.4% and Gross Value Added growth of 7.3% for FY26. Growth for FY27 is projected in the range of 6.8-7.2%, against an estimated potential growth of around 7%. Growth remained broad-based, with industry and services both making strong contributions. Industry recorded GVA growth of 7.0% in the first half of the year, led by manufacturing, which expanded 7.72% in the first quarter and 9.13% in the second. The services sector remained the principal growth engine, with GVA rising 9.3% in the first half and an estimated 9.1% for the full year, taking the services share of GVA to 56.4%, the highest ever recorded.

Inflation management delivered an exceptional outcome during the year. Headline retail inflation averaged 1.7% between April and December 2025, the lowest rate since the beginning of the CPI series, aided by a sharp moderation in food prices, which together with fuel account for 52.7% of the CPI basket. Inflation remained below the target for sixteen consecutive months before rising to 4.4% in June 2026. The Reserve Bank of India projects CPI inflation of 5.0% for FY27, with core inflation at 4.3%, and has held the policy repo rate at 5.25% while maintaining a neutral stance, following the reductions carried out during the year. Banking sector health improved further, with the gross non-performing asset ratio of scheduled commercial banks at 2.2% and the net NPA ratio at 0.5% as of September 2025, multi-decadal and record lows respectively. Bank credit growth accelerated to 14.5% year-on-year by December 2025, from 11.2% a year earlier.

India's external sector demonstrated considerable strength. Total exports reached a record USD 825.3 Billion in FY25, growing 6.1% year-on-year, while gross foreign direct investment inflows stood at USD 64.7 Billion between April and November 2025. The current account deficit remained contained at around 1.3% of GDP in the second quarter of FY26. Foreign exchange reserves stood at USD 701.4 Billion as of January 16, 2026, providing an import cover of about eleven months and covering over 94% of external debt.

Public capital expenditure continued to anchor the growth cycle. Capital expenditure has increased nearly 4.2 times, from ₹2.63 lakh crore in FY18 to C11.21 lakh crore in FY26 (BE), with effective capital expenditure at C15.48 lakh crore. Fiscal consolidation progressed in parallel, with the general government debt-to-GDP ratio reduced by about 7.1 percentage points since 2020.

Alongside, robust domestic consumption, improving financial sector health, and wider credit availability supported the expansion. Challenges nonetheless persist, as global trade disruptions, geopolitical instability, and commodity price volatility continue to pose risks to the outlook.

Looking forward, the outlook for FY27 remains constructive, with the Reserve Bank of India projecting real GDP growth of 6.7%, and the Economic Survey placing it in the 6.8-7.2% range. The government's sustained focus on capital investment, fiscal consolidation, and structural reform is expected to maintain this momentum. Continued price stability, deeper credit penetration, and rising productivity will be vital to realising the long-term vision of a developed India by 2047. Ultimately, India's economic trajectory in FY26 was defined by its ability to navigate global headwinds, leverage domestic strengths, and sustain macroeconomic stability, cementing its role as a leading force in the global economy.

Source: Economic Survey of India 2025-26, RBI

NBFC Sector

India's NBFC sector enters FY27 from a position of strength, having navigated the consolidation of the preceding two years with improved asset quality and a rebalanced portfolio mix. After a period of moderation, growth has re-accelerated. Retail NBFC assets under management (excluding housing finance companies) are estimated to have grown 18-20% year-on-year in FY26, and are projected to expand 16-18% in FY27, taking the segment past ₹30 lakh crore. This underlines the sector's deepening role in credit intermediation within the Indian economy, particularly in segments that remain underserved by the banking system, where physical distribution, local underwriting knowledge, and speed of decision continue to differentiate non-bank lenders from larger institutions.

The composition of that growth has shifted meaningfully. Following the stress witnessed in unsecured lending, credit substitution has moved toward secured financing segments such as gold loans and loans against property, where collateral provides both underwriting comfort and recovery certainty. Gold loan assets of NBFCs stood at around ₹4 trillion as of March 2026, with the segment projected to compound at 35% annually over FY27 and FY28, lifting the NBFC share of the overall gold loan market to 23% by FY28. A recovery in microfinance is expected to lift growth in the unsecured segment over the near term, but the structural tilt toward secured, collateral-backed lending is now well established. For lenders operating wholly secured books, this shift has validated an approach that was already in place rather than requiring a change of course.

Funding conditions improved materially during the year. Credit flows from the banking sector to NBFCs strengthened substantially in FY26, particularly in the second half, accounting for about 45% of the sector's incremental funding requirement. Incremental funding needs are forecast at around ₹4.2-4.4 trillion in FY27, against ₹3.5-3.7 trillion in FY26. Borrowing costs declined through FY26 in step with the softer rate environment, although entities could begin to see some increase in incremental cost of funds from the second or third quarter of FY27. Diversification of liability profiles across banks, capital markets, and co-lending arrangements remains a strategic priority across the sector, as does the maintenance of adequate on-balance-sheet liquidity and well-matched asset-liability profiles.

Asset quality has been on a mending trend. Credit costs for the retail NBFC segment are estimated at 2.1-2.3% in FY26 and are expected to ease to 2.0-2.2% in FY27 as the unsecured cycle normalises and collection efficiencies improve. The Reserve Bank of India, in its Financial

Stability Report of June 2026, observed that non-banking financial companies remain financially sound, supported by strong capitalisation, healthy profitability, and improving asset quality, while scheduled commercial banks remain safe and sound with strong capital and liquidity buffers.

Profitability is expected to hold up well. Return on managed assets for the retail NBFC segment is projected at 2.5-2.7% in FY27, supported by lower credit costs, stable spreads, and operating leverage, even as competitive intensity in select segments compresses yields. Regulators have continued to tighten capital, liquidity, provisioning, and governance requirements, creating a more risk-sensitive and resilient operating environment. At the same time, the Financial Stability Report cautions that leveraged non-bank financial intermediaries remain a key global vulnerability that could amplify future shocks, underscoring the value of conservative leverage.

In summary, India's NBFCs enter FY27 with restored growth momentum, healthier funding access, improving asset quality, and sound capitalisation. Continued innovation, prudent regulation, and capital strength provide a stable foundation for the sector as it contributes to financial inclusion, credit delivery, and India's broader economic ambitions.

Source: ICRA, RBI

NCR Real Estate

1

Residential Segment

After several years of expansion, the National Capital Region's residential market entered a phase of consolidation in 2025, with volumes moderating from a high base even as prices continued to advance strongly. Developers launched 50,769 housing units across the region during the calendar year, 16% lower than the previous year, while sales stood at 52,452 units, a decline of 9%. In the second half of the year, launches were 25,536 units and sales 25,657 units, down 15% and 10% respectively year-on-year. Significantly, sales exceeded launches in both halves of the year and for the calendar year, pointing to steady underlying absorption rather than a demand-led slowdown. The moderation is best read as a supply-side recalibration after several years of rapid launch activity.

Pricing was the defining feature of the year. Average residential prices in NCR rose to INR 64,885 per sq. m (INR 6,028 per sq. ft), an increase of 19% year-on-year and 9% over the preceding six months, one of the sharpest appreciations recorded across major Indian markets. This reflects the continued shift of the market toward premium and upscale products, where buyers are seeking larger, amenity-rich homes in well-connected locations, and where developers have concentrated new supply.

The affordable and mid-income categories, in contrast, have seen more restrained activity, as higher prices and borrowing costs weigh on entry-level affordability. For developers, this has reinforced the economics of building fewer, better-specified projects in locations where price realisation is dependable, and it has widened the gap in performance between well-located, well-executed projects and the rest of the market.

The measured pace of new launches has had a constructive effect on the inventory position. Unsold inventory in NCR declined 2% year-on-year to 104,969 units, and the quarters-to-sell metric stood at 7.6 quarters, indicating a broadly balanced market. The moderation in launches represents a deliberate recalibration by developers, who are aligning new offerings with evolving buyer preferences, construction cost realities, and the timelines of major infrastructure projects, rather than pursuing volume for its own sake. With sales outpacing launches and inventory contracting even as prices advanced, the region enters the new year with a healthier demand-supply balance than it has carried for some time.

Infrastructure remains the principal determinant of micro-market performance across the region. Continued progress on expressway corridors, the Regional Rapid Transit System, metro extensions, and airport development is unlocking value in peripheral corridors and steadily redrawing the map of demand within NCR. Locations that combine improved connectivity with credible developer execution have consistently outperformed on both absorption and price.

For lenders to the sector, this environment is constructive. Firm price realisation, a declining inventory overhang, and disciplined launch behaviour together improve project cash flow visibility and strengthen collateral cover. The regulatory framework has also matured, with greater transparency and dispute resolution improving buyer confidence. Looking ahead, cautious growth is likely, with developers continuing to emphasise premium and mid-segment housing in well-connected locations. Market resilience will depend on regulatory stability, accessible financing, and the timely delivery of major infrastructure, and selectivity in developer and project choice will remain central to credit outcomes.

2

Office Segment

NCR's office market recorded a healthy year in 2025, consolidating after an exceptionally strong 2024. Total office transactions across the region stood at 1.05 mn sq m (11.3 mn sq ft) for the calendar year, 11% lower than the record set in the previous year but well above historical averages. The second half of the year saw transactions of 0.38 mn sq m (4.1 mn sq ft).

Supply responded decisively to the demand of recent years. New completions in NCR rose 71% year-on-year to 0.89 mn sq m (9.6 mn sq ft) during 2025, with the second half alone delivering 0.51 mn sq m (5.5 mn sq ft), more than double the corresponding period. This wave of new, high-specification supply is being absorbed by occupiers upgrading to better-quality, ESG-compliant workspaces.

Rental growth remained firm despite the increase in supply. Average office rents in NCR rose 10% year-on-year to INR 1,035 per sq m per month (INR 96 per sq ft), with a further 3% increase over the preceding six months, reflecting sustained demand for quality space in established micro-markets. Across India, Global Capability Centres accounted for 38% of office absorption during the year, and the all-India vacancy rate stood at 15.1%.

The outlook for NCR's office sector remains constructive, supported by continuing infrastructure upgrades and the region's deepening role as a corporate and technology hub. While global economic uncertainty and approval timelines pose risks, the market is expected to remain active as occupiers prioritise sustainable, high-quality workspaces and longer lease commitments.

Source: Knight Frank

India MSME Sector

The Micro, Small, and Medium Enterprise (MSME) sector continues to be a pivotal engine for India's economic growth. In FY26, it demonstrated both formalisation at scale and areas warranting caution, amid evolving credit dynamics, a shifting lender mix, and reinforced policy support.

The sector's economic weight is substantial. MSMEs account for about 35.4% of manufacturing output, about 48.58% of exports, and 31.1% of India's GDP, with over 7.47 crore enterprises employing more than 32.82 crore persons. Formalisation has accelerated sharply through the Udyam Registration Portal and the Udyam Assist Platform, with over 7.83 crore enterprises registered as of February 28, 2026, up from 6.19 crore at the end of FY25 and just 1.64 crore at the end of FY23. This widening of the formal base is steadily expanding the addressable universe for institutional credit.

Commercial credit to the sector has grown in step. Outstanding commercial balances, combining individual and enterprise borrowing, stood at ₹65.8 lakh crore as of March 2026, with individual borrowers now comprising 28% of the balance share. The rising share of individual borrowings reflects the growing use of proprietor-level facilities and loans against property by small enterprises, a pattern that places a premium on lenders' ability to assess both the individual and the business behind a credit application.

Growth, however, has been uneven across ticket bands. Enterprises with aggregate credit exposure of ₹2-10 lakh recorded the slowest expansion, at a 5% three-year compound annual growth rate, indicating that the smallest borrowers continue to face the greatest friction in accessing formal finance. Larger exposure bands have grown faster, reflecting both lender preference for better-documented borrowers and the natural graduation of enterprises up the credit ladder.

Asset quality trends reinforce the case for secured, collateral-backed lending. Accounts turning 90 days past due within twelve months of origination were 2.9 times higher for unsecured business loans, while enterprise borrowers in the ₹2-10 lakh segment recorded delinquencies 2.1 times higher than the broader portfolio. These divergences validate a lending approach anchored in quality collateral, verified cash flows, and disciplined ticket size selection, particularly at the smaller end of the market.

The lender landscape has become more clearly segmented. Public sector banks predominantly serve borrowers below ₹10 lakh, NBFCs have scaled in the ₹10 lakh to ₹2 crore band, and private banks dominate exposures above ₹2 crore. This segmentation reflects genuine differences in distribution reach, underwriting method, and cost structures, and it is in the middle band that NBFCs have established a durable competitive position by combining local presence with faster turnaround.

Financial inclusion continues to broaden, though the pace of first-time formal credit has moderated. The share of New-to-Credit borrowers in commercial entity originations declined from 52% in FY23 to 42% in FY26, as lenders recalibrated risk appetite. Even at this level, more than two in five new commercial borrowers are accessing formal credit for the first time, which remains a meaningful contribution to inclusion and a substantial opportunity given how many registered enterprises are yet to be served.

Sectoral participation varies by ticket band. Textiles, professional services, wholesale trade, and infrastructure dominate the ₹10 lakh to ₹2 crore segment, while retail trade, tourism, food processing, and agriculture are concentrated in the ₹2-10 lakh band. This mix mirrors the working capital cycles and asset intensity of the underlying businesses and informs how products are structured across tenor and security.

Government support has continued to deepen. Under the Credit Guarantee Fund Trust for Micro and Small Enterprises, 29.03 lakh guarantees worth ₹3.77 lakh crore were extended between January 1 and November 30, 2025, broadening coverage and lowering the effective cost of credit for the smallest enterprises. Policy measures announced through the year have further widened eligibility and improved claim settlement efficiency.

Despite solid progress, the divergence in performance across ticket bands signals the need for care. Early stress in low-ticket and unsecured lending, and the enduring gap in formal credit access, warrant targeted interventions. Emphasis must remain on bringing credit-excluded MSMEs into the fold, strengthening risk monitoring, and supporting the resilience of micro-enterprises through the cycle.

Source: SIDBI-TransUnion CIBIL MSME Pulse, Ministry of MSME

Company Overview

Established in 1992, CSL Finance Limited is a Non-Banking Financial Company registered with the Reserve Bank of India and listed on the NSE and BSE. Over the years it has broadened its offerings to become a full-service financier for Small and Medium-sized Enterprises (SMEs), as well as both real estate and non-real estate corporates. The Company is deeply committed to addressing the unique financial needs of small businesses, especially those with limited access to traditional banking services, and has developed a comprehensive suite of secured products for a range of capital requirements.

CSL Finance stands out for its focus on the underbanked and unbanked small business sector, delivering tailored financial solutions through a wholly secured loan book. The Company leverages alternative data and robust underwriting practices to simplify the loan approval process, ensuring that access to credit is both quick and straightforward, with sourcing and collections handled entirely in-house.

Business Verticals

SME Retail Lending

The SME Retail Lending division at CSL Finance is committed to serving the financing needs of SMEs and MSMEs that are often overlooked by traditional lenders. It provides secured, collateral-backed loans using a forward-thinking approach that relies on alternative data rather than conventional banking scorecards. The underwriting process evaluates operational performance, cash flow, and business history to better understand the borrower's profile, with loans extended in the ₹7 lakh to ₹50 lakh range to self-employed individuals, schools, and salaried professionals against quality collateral. As of March 31, 2026, the vertical serves 3,223 active accounts with an average ticket size of ₹13 lakh, alongside a mid-sized loan against property (MSL) portfolio of 50 accounts. Half of the vertical's assets under management originate from non-urban locations, advancing the Company's financial inclusion objective.

Wholesale Lending

The Wholesale Lending division offers specialised loan products to real estate developers in the NCR region, catering mainly to group housing and plotted development projects, backed by collateral from the projects themselves. Distinct categories address Affordable and Mid-Income Group Housing, small builder floors, and last-mile funding requirements. The Company's lending strategy emphasises projects where developers commit substantial capital, thereby mitigating execution risk. As of March 31, 2026, the vertical comprised 113 active accounts with an average ticket size of ₹13 crore, supported by at least two-times security cover, escrow-based collections, and fortnightly on-site project monitoring.

FY26 Performance Overview

FY26 was a year of good financial performance, delivered even as the Company navigated headwinds in SME Retail. Assets Under Management rose from ₹1,195 crore in FY25 to ₹1,448 crore, a year-on-year growth of 21%, while the loan book expanded 21% to ₹1,395 crore. Growth was led by the Wholesale vertical, which offset softer performance in SME Retail, where industry-wide consolidation and competitive intensity weighed on disbursements. Cumulative disbursements stood at ₹1,255 crore, up 12%, and collection efficiency held at 98%.

Higher AUM supported interest income, lifting Total Income 19% to ₹257 crore. Net Interest Income grew 15% to ₹168 crore and Profit After Tax climbed 19% to ₹86 crore. Return on Equity improved to 14.81% from 13.31%, while Return on Assets stood at 6.30% against 6.46%. Net worth crossed ₹615 crore, taking book value per share to ₹270. The AUM mix shifted three percentage points further toward Wholesale, closing at 31% SME Retail and 69% Wholesale.

Asset quality saw some impact, largely on account of lower NPA resolutions in H2 and legacy large-ticket SME exposures. Gross Non-Performing Assets rose to 1.10% (from 0.46%) and Net Non-Performing Assets to 0.81% (from 0.34%), with provision coverage at 122%. In line with RBI directives, standard provisioning on project financing was revised to an average of 0.98% from 0.80%, and the Board approved a new ECL policy aligned with the Company's business composition.

The branch network stood at 44 branches across 7 states and the workforce at 469 employees. 6 lending partners were onboarded, including Bank of Baroda, City Union Bank, Punjab & Sind Bank, SBM Bank, and Paul Merchants, taking the lender base to 36, and the Company concluded the term sheet for a ₹30 crore NCD issue. The rating was reaffirmed at A- | Stable by Acuité Ratings & Research and Liquidity stood healthy at ₹110.4 crore, capital adequacy at 43.28%, and leverage at 1.39x.

Outlook

Looking ahead, CSL Finance remains cautiously optimistic about the coming financial year. The Wholesale business continues to display healthy growth and is expected to remain a key growth driver. Following strategic realignment, the SME Retail segment is expected to return to normalcy as the operating environment gradually improves and strengthened underwriting and team structures begin to yield results.

Management expects to sustain AUM growth in the range achieved over recent years, supported by a widening lender base, and meaningful headroom on leverage. Joint lending structures in the Wholesale vertical should strengthen fee-based income from FY27 onward. CSL Finance remains committed to generating sustainable value for stakeholders through prudent risk management, technology-driven innovation, and a strong focus on customer-centric lending practices.

Risks and Concerns

CSL Finance maintains vigilant oversight of external and internal risks to ensure robust mitigation strategies are in place. This proactive approach enables the Company to manage emerging threats, capitalise on opportunities, and respond swiftly to challenges. The principal risks and concerns currently identified are:

1. A slowdown in the global or Indian economies, possibly triggered by geopolitical tensions.
2. Unexpected movements in interest rates, or an increase in the incremental cost of funds.
3. A potential downturn in the real estate sector, which may impact collections and growth in the Wholesale division.
4. Difficulties in accessing funds at competitive borrowing costs, which could influence profitability and growth.
5. A prolonged weak operating environment in the SME segment, which could delay the recovery in SME Retail growth.
6. Delays in the resolution of non-performing assets through legal channels, which could affect credit costs.

Through continuous monitoring, CSL Finance is committed to proactive risk management and seeks to sustain financial strength while pursuing long-term growth.

Human Resources

CSL Finance considers its workforce as the cornerstone of its ongoing success. The well-being and motivation of employees are recognised as direct drivers of organisational productivity, efficiency, and overall performance. The Company strives to nurture a positive, supportive work environment that addresses employee needs and cultivates a strong sense of belonging and dedication, supported by the addition of experienced professionals at senior levels.

To empower, engage, and appreciate its staff, CSL Finance has implemented various initiatives, including:

- Monthly birthday celebrations
- Festival observances
- Quarterly team lunches
- Rewards and Recognition (R&R) awards
- Surprise treats

As of March 31, 2026, CSL Finance employed a team of 469 skilled and dedicated professionals.

CSL's Tech Stack

In today's fast-paced technological environment, utilising its extensive potential to improve organisational efficiency is essential for all companies. At CSL Finance, we understand this necessity and have concentrated our efforts on capitalising on technology's significant advantages across different operational areas.

Overview

CSL Finance operates on a robust, digital-first, API-driven technology stack tailored to maximise operational efficiency, scalability, and compliance. By adopting a fully digital onboarding and processing approach, CSL achieves end-to-end paperless customer journeys, resulting in significant reductions in turnaround time (by 24-48 hours) and lowering operational overheads. About 80% of onboarding is managed digitally, with only specific physical checks required for collateral documentation and personal discussions.

Core Features of CSL's Tech Stack

Modular API-First Architecture: CSL's stack is designed around modular APIs, providing ease of integration with third-party systems and future-ready scalability. This enables rapid deployment of new products, facilitates ecosystem partnerships, and ensures compliance with evolving regulations. Multiple new API integrations were completed during the year.

Digital Onboarding & Processing: Customer onboarding is efficient and nearly instantaneous, averaging just 30 minutes from the first interaction to login. The process features multi-layered verification, including ID, bank, geo-location, and criminal checks, supporting robust KYC and fraud control. The Loan Origination System was revamped for the SME Retail segment during the year.

Hybrid Credit Decisioning: CSL deploys a hybrid credit decisioning engine that utilises bureau data, alternative data sources, and real-time risk algorithms. The data is synthesised for enhanced credit evaluation and fraud mitigation, contributing to smarter lending practices.

Proprietary Applications: Multiple proprietary tools serve both sales and credit teams, such as mobility apps for collections, dashboards, and loan origination systems. These empower agile field operations with seamless updates, real-time task tracking, and performance monitoring, with dedicated collections mobility applications introduced to strengthen recovery.

Digital Collections & Servicing: Nearly 99% of collections occur via digital channels, leveraging UPI, NACH, and SMS-based payment links. Customers benefit from digital welcome kits and digital loan kit signing, supported by a cloud telephony-enabled call centre, while servicing channels include WhatsApp, email, and toll-free support.

Data Analytics & Regulatory Technology: CSL's stack incorporates comprehensive and interactive dashboards at multiple levels, real-time performance tracking, and BI tools which are constantly enhanced. It automates accounting entries, incentive calculations, and fixed asset management, and incorporates RegTech for real-time monitoring and compliance reporting in line with RBI mandates.

Secure, Scalable Infrastructure: All core business applications are hosted on a SOC2-compliant AWS Cloud, ensuring data security, high uptime, and business continuity through disaster recovery and business continuity planning protocols.

In essence, CSL Finance's tech stack provides a future-ready, agile, and customer-centric platform that powers the entire loan lifecycle, from onboarding and underwriting to disbursal, collections, and analytics, enabling it to thrive in an increasingly digital financial landscape.

Cautionary Statement

Statements in the Management Discussion and Analysis describing our objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our Company operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which we operate, changes in government regulations, tax laws and other statutes and incidental factors

Company Information

Corporate Identity Number (CIN)
L74899DL1992PLC051462

Board of Directors
Mr. Rohit Gupta
(Managing Director)

Mr. Ashok Kumar Kathuria
(Director)

Ms. Rachita Gupta
(Whole Time Director)

Mr. Subhash Chand Kwatra
(Independent Director)

Mr. Parmod Bindal
(Independent Director)

Mr. Anirudha Kumar
(Independent Director)

Ms. Alaktika Banerjee
(Independent Director)

Chief Financial Officer
Mr. Naresh Chandra Varshney

Company Secretary & Chief Compliance Officer
Ms. Preeti Gupta

Listed at
National Stock Exchange of India
BSE Limited

Statutory Auditors
M/s. S.R Dinodia & Co. LLP
Chartered Accountants

Internal Auditors
Mr. Ayussh Mittaal
President - Internal Audit

Secretarial Auditors
M/s. Jasvinder Kaur & Co.
Company Secretaries

Registrar & Share Transfer Agents
MAS Services Limited
T-34, 2nd Floor, Okhla Industrial
Area Phase-2, New Delhi-110020.
Phone: 011-26387281-82-83
Email Id: investor@masserv.com

Registered Office
301-302, 8/19, 3rd Floor,
W.E.A., Pusa Lane, Karol Bagh
New Delhi-110005.

Corporate Office
714-717, 7th Floor, Tower - B
World Trade Tower, Sector - 16
Noida, Uttar Pradesh-201301.
Phone: 0120-4290650-52-53-54
Email Id: Investor@cslfinance.In
Website: www.cslfinance.in

List of Banks
State Bank of India
HDFC Bank Limited
AU Small Finance Bank
Kotak Mahindra Bank
ICICI Bank
Indian Bank
Utkarsh Small Finance Bank
Federal Bank
Indian Overseas Bank
Bandhan Bank Limited
DCB BANK
Karur Vysya Bank
Union Bank of India
The South Indian Bank
Canara Bank
Bank of Maharashtra
Capital Small Finance Bank
EASF Small Finance Bank
Jana Small Finance Bank
Ujjivan Small Finance Bank
City Union Bank
SBM Bank
Punjab & Sindh Bank
Bank of Baroda

List of Institutions
Tata Capital Financial Services Limited
Tourism Finance Corporation of India
Kotak Mahindra Investments Limited
STCI Finance Limited
ORIX Leasing & Financing Services
Limited India Limited
Poonawalla Fincorp Limited
Small Industries Development
Bank of India
Bajaj Finserve
Ambit Finvest
Arka Fincap
Paul Merchants

Notice of 34th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 34th General Meeting ("AGM") of the Members of CSL Finance Limited ("the Company") will be held on Saturday, September 19, 2026 at 12:30 PM (IST) through Video Conferencing and Other Audio-Visual Means ("VC/OAVM"), in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following business.

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements.

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Directors' Report and Auditors' Report thereon.

2. Declaration of dividend for the financial year 2025-26.

To declare a dividend of ₹ 10.00/- per equity share of ₹ 10 each (100%) for the financial year ended March 31, 2026.

3. Re-appointment of Ms. Rachita Gupta (DIN: 09014942), whole-time director, who retires by rotation.

To appoint a Director in place of Ms. Rachita Gupta (DIN: 09014942), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

4. To approve the re-appointment of Mr. Rohit Gupta (DIN: 00045077) as a Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V of the Act and in accordance with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and relevant circulars/guidelines issued by the Reserve Bank of India ("RBI") from time to time, (including any amendments, modifications, variations or re-enactments thereof), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Rohit Gupta (DIN:00045077) be and is hereby re-appointed as the Managing Director of the Company with effect from August 10, 2027 to August 09, 2032 at a remuneration for an amount not exceeding ₹ 84 lakh (Rupees Eighty Four lakh only) per annum as "minimum remuneration" within the meaning of Schedule V of the Act for the said period with liberty to the Board/Committee to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Mr. Rohit Gupta within such overall ceiling.

RESOLVED FURTHER THAT the Board (including any Committee thereof) or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

5. Alteration in Articles of Association of the Company for appointment of Nominee Director by Debenture Trustee and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable laws, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and other statutory authorities, the approval of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by including the following clause after Article number 107:

107A: Right of debenture trustee(s) to appoint nominee director

a. Notwithstanding anything to the contrary contained in these Articles, and subject to the terms and conditions agreed inter alia between the Company and the debenture trustee(s), on receipt of nomination from the debenture trustee(s) for appointment of any person as a nominee director pursuant to Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, the Board shall appoint such person as a nominee director on the Board of the Company.

b. A nominee director appointed by the Board as per clause (a) above, shall ipso facto vacate such office immediately upon the default specified under Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 has been made good by the Company.

RESOLVED FURTHER THAT the Board (including any Committee thereof) or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

6. To approve Material Related Party Transactions with CSL Capital Private Limited and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 2(76), of the Companies Act, 2013, read with rules made thereunder and Regulations 2(1)(zc) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular dated January 30, 2026 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary and the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the following transaction(s) to be entered into, with below mentioned Related Party from the ensuing 34th Annual General Meeting till the 35th Annual General Meeting to be held in calendar year 2027 subject to the said period does not exceed fifteen months, to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), notwithstanding that such transactions may exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arms' length basis, during the financial years as mentioned in the explanatory statement:

Name of Related Party (1)	Name of Director or Key Managerial Personnel who is related, if any (2)	Nature of Relationship (3)	Nature and particulars of Proposed Contract (4)	Material Terms of Contract Including (5)	Any other information relevant or important for the board members to take a decision on the proposed resolution (6)
CSL Capital Private Limited	Mr. Rohit Gupta (Managing Director of CSL Finance and Director of CSL Capital)	CSL Finance Limited is associate Company of CSL Capital Private Limited and Mr. Rohit Gupta is common Director in both the Companies	Loan & Guarantee/ Security Transaction	Maximum of ₹ 250 crores.	The proposal is presented for approval to facilitate routine financing, inter-company credit accommodations, and credit enhancement support for the entity.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board
For **CSL Finance Limited**

Place: Noida
Date: 12.08.2026

Preeti Gupta
(Company Secretary & Compliance Officer)

Notes:

1. Ministry of Corporate Affairs ("MCA") vide its General Circulars No.20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024, dated September 19, 2024 and the latest being 03/2025 dated 22nd September, 2025 ('MCA Circulars') SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and SEBI Circular No. SEBI/HO/DDHS/DDHSPoD-1/P/CIR/2025/83 dated June 05, 2025 issued by the Securities and Exchange Board of India **("SEBI Circulars")** has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for holding the AGM will be the Registered Office of the Company. Since the AGM will be held through VC, the route map, and attendance slip are not annexed to this Notice.

2. Relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business, as set out above is furnished as **Annexure** to this Notice.

3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.

4. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.

5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.

6. Notice of the AGM including instructions for e-voting along with the Annual Report for the FY 2025-26 are being sent through electronic mode only to those Members whose email addresses are registered with the Company/DP.

   Members may note that the Notice and Annual Report for the FY 2025-26 will also be available on the Company's website, https://cslfinance.in/, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.

   In case any Member is desirous of obtaining hard copy of the Annual Report for the FY 2025-26 may send request to the email address at investor@cslfinance.in mentioning Folio No./DP ID and Client ID.

7. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

   Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website https://cslfinance.in/.

8. The Company has appointed National Securities Depository Limited ('NSDL') as the authorised agency, to provide VC/OAVM facility for the AGM of the Company.

9. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the Meeting and 15 minutes after the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. The Board of Directors recommended a ₹ 10.00/- per equity share of ₹ 10 each (100%) for the financial year ended March 31, 2026 which will be subject to the approval of shareholders at AGM. This final dividend, if approved by the shareholders at AGM, will be payable

within 30 days from the date of declaration of dividend i.e. on or before October 19, 2026 to the Members whose names appear in the Register of Members/List of Beneficial Owners of the Company as on the Record Date i.e., Saturday, September 12, 2026.

11. Dividend income is taxable in the hands of the shareholders and the Company is required to deduct the tax at source from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (IT Act). In order to enable compliance with TDS requirements in respect of dividends declared by the Company in future, members are requested to submit Form 15G/15H on annual basis and update details about their residential status, PAN and Category as per the IT Act with their Depository Participants or in case of shares held in physical form, with the Company/Registrar and Transfer Agent, so that tax at source, if any, as per applicable rates may be deducted in respect of dividend payments made by the Company in future.

    Shareholders are requested to note that if the PAN is not correct/invalid/inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

12. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023 has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, choice of nomination, contact details, mobile no. complete bank details and specimen signatures are registered. In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

13. To receive the dividend on time, Members holding shares in physical form should be KYC complaint and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to our RTA -MAS Services Limited, so as to reach the RTA before the record date i.e. September 12, 2026.

    a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, and the following details relating to the bank account in which the dividend is to be received:

        i. Name of Bank and Bank Branch;

        ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;

        iii. 11digit IFSC Code; and

        iv. 9-digit MICR Code.

    b) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;

    c) Self-attested copy of the PAN Card of all holders;

    d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company;

    e) Form ISR2 duly filled signed. The signature of holders should be attested by the Bank Manager; and

    f) Form SH 13 - Nomination form or ISR3 - to opt out from Nomination.

    The above Investor Service Request Forms (ISR) are available at RTA's website at https://www.masserv.com.

14. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

15. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form except in case of request received for transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.

16. The requests for effecting transmission/transposition of securities shall be processed in the dematerialized form. In order to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to consider converting their holdings to

dematerialized form. Members can contact the Company's Registrar and Transfer Agent, MAS Services Limited at investor@masserv.com for assistance in this regard.

17. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

18. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at https://www.masserv.com . Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no.

19. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR-1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.

21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

23. The Company has fixed Saturday, September 12, 2026 as the 'Cut-off Date' to record the entitlement of the shareholders to cast their voting through remote e-voting/e-voting during the AGM. Any person who is not a Member on the Cut-off date should treat this Notice for information purposes only.

24. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, and the Certificate from the Secretarial Auditors in respect of the Company's Employee Stock Option Scheme will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at investor@cslfinance.in

25. Pursuant to Section 124 read with Section 125 of the Companies Act, 2013, the dividend amounts which remain unpaid/unclaimed for a period of 7 years, are required to be transferred to the Investor Education and Protection Fund constituted by the Central Government. Accordingly, the final dividend for the financial year 2018-19 which remains unclaimed, are proposed to be transferred to the said account on November 06, 2026.

26. Members who have not claimed/encashed their dividend so far for the financial year ended 31.03.2019 or any subsequent financial year(s) may approach the RTA or the Company for obtaining payments thereof before expiry of the stipulated 7 years period. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the Company at https://cslfinance.in/investors#sebi-disclosures.

27. A brief profile of the Directors, who are appointed/ re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided as annexure to this notice.

28. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the

Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

29. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investor@cslfinance.in on or before Thursday, September 10, 2026. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, subject to availability of sufficient time for smooth conduct of the AGM.

30. The procedures for joining the AGM through VC, remote e-voting and voting at the AGM along with the contact details for addressing the grievances in this regard are provided in the instructions annexed to the Notice.

PROCEDURES FOR JOINING THE AGM THROUGH VC, REMOTE E-VOTING AND VOTING AT THE AGM

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting facility provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below

The remote e voting period will be as under:

Commencement of remote e voting	9:00 A.M. on September 16, 2026
End of remote e voting	5:00 P.M. on September 18, 2026

Members holdings shares either in physical form or in dematerialized form, as on September 12, 2026 i.e., Cut-off date, may cast their vote electronically during the above period. The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility either during the period commencing from September 16, 2026 and ending on September 18, 2026 or e-voting during the AGM. Members who have cast their vote by remote e-voting prior to the AGM may attend/participate in the AGM through VC but shall not be entitled to cast their vote on such resolution again.

The Board of Directors of the Company have appointed Ms. Jasvinder Kaur (COP: 7700), Proprietor of M/s. Jasvinder Kaur & Co., Company Secretaries, as Scrutinizer to scrutinize the process of remote e-voting and electronic voting at the AGM in a fair and transparent manner.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Management. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company (https://www.cslfinance.in/) and on the website of the e-voting agency (www.evoting.nsdl.com).

The result will simultaneously be communicated to the stock exchanges. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., on September 19, 2026.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting System

A) Login Method for e-Voting and joining Virtual Meeting for Individual Shareholders holding securities in Demat Mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies; e-voting process has been enabled for all individual demat account holders, through their demat account maintained with DPs. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-voting and joining the AGM for Individual Members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with **CDSL**	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Login method for e-voting and joining the AGM for Individual Members holding securities in demat mode is given below: (Contd.)

Type of shareholders	Login Method
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their **depository participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   (a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   (b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to infocompliance20@gmail.com or to Company by email to investor@cslfinance.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to investor@masserv.com or investor@cslfinance.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to investor@masserv.com or investor@cslfinance.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

By Order of the Board
For **CSL Finance Limited**

Place: Noida
Date: 12.08.2026

Preeti Gupta
(Company Secretary & Compliance Officer)

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

Re-appointment of Mr. Rohit Gupta (DIN: 00045077) as a Managing Director.

The Members of the Company, by way of an Ordinary Resolution passed at the 29th Annual General Meeting held on September 30, 2021, approved the appointment of Mr. Rohit Gupta (DIN: 00045077) as the Managing Director of the Company for a period of five (5) years commencing from 10th August, 2022 and ending on 9th August, 2027.

Considering his rich experience, leadership, and significant contribution to the growth and operations of the Company, the Nomination and Remuneration Committee, after evaluating his performance and suitability, recommended his re-appointment as the Managing Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 12, 2026, approved the re-appointment of Mr. Rohit Gupta (DIN: 00045077) as the Managing Director of the Company for a further term of five (5) consecutive years, commencing from August 10, 2027 and ending on August 09, 2032, subject to the approval of the Members at the ensuing Annual General Meeting and such other approvals, if any, as may be required under the applicable provisions of the Companies Act, 2013, the rules made thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A brief profile of Mr. Rohit Gupta is provided in the notes to the Notice of the AGM as **Annexure-A**.

The Company would enter into an agreement with Mr. Rohit Gupta covering the following terms of remuneration:

Salary: ₹ 84,00,000 (Rupees Eighty-Four Lakh only) per annum.

Perquisites/Amenities: As per the policy applicable to senior executives of the Company and/or which may become applicable in the future and/or any other perquisites and/or amenities as the board may from time to time decide.

Gratuity and provident fund will be payable as per the Rules of the Company.

Others: Company's contribution to retirement funds, official use of car/driver and communication facilities for Company's business, as per rules of the Company.

Reimbursement of expenses incurred by him on account of business of the Company in accordance with company policy.

Disclosures as required under Secretarial Standard-2 on General Meetings are provided as an Annexure to this Notice.

The Companies Act, 2013 and Secretarial Standard - 2 on General Meetings provides that the re-appointment and remuneration of Managing Director shall be subject to approval of the shareholders in a General Meeting. Accordingly, the resolution at Item No. 4 in relation to appointment of Mr. Rohit Gupta as Managing Director is proposed for approval of members by means of an ordinary resolution.

The agreement to be entered into with Mr. Rohit Gupta will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

Mr. Rohit Gupta has been instrumental in the Company's growth and strategic direction, with over two decades of experience in merchant banking, corporate finance, financial restructuring, project finance, capital markets and structured lending. His leadership in developing the Company's structured lending model and expanding into niche market segments, including SME lending, has significantly contributed to its sustained growth. Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the re-appointment of Mr. Rohit Gupta as the Managing Director of the Company and the terms of his appointment for the approval of the shareholders to ensure continuity in leadership and execution of the Company's long-term growth strategy.

Except Mr. Rohit Gupta being the appointee and Ms. Rachita Gupta, Whole Time Director and daughter of Mr. Gupta, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the notice.

Item No. 05

Alteration in Articles of Association of the Company for appointment of Nominee Director by Debenture Trustee.

The Company has issued and listed Secured, Rated, Listed, Redeemable, Non-Convertible Debentures ("NCDs") during the financial year 2026-27. Pursuant to Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, every issuer having listed non-convertible securities is required to ensure that its Articles of Association contain an enabling provision requiring the Board of Directors to appoint a person nominated by the Debenture Trustee(s) as a Director on the Board in accordance with Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, inter alia, provides that upon the occurrence of specified events of default, including default in payment of interest or redemption of debentures or default in the creation of security for the debentures, the issuer shall appoint the person nominated by the Debenture Trustee(s) as a Director on its Board within the prescribed timeline. Since the existing Articles of Association of the Company do not contain the requisite enabling provision, it is proposed to amend the Articles of Association by inserting a new Article to provide for the appointment of a Nominee Director nominated by the Debenture Trustee(s), thereby aligning the Articles with the applicable provisions of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the SEBI (Debenture Trustees) Regulations, 1993.

The proposed alteration is regulatory in nature and is being carried out to ensure compliance with the applicable SEBI Regulations governing listed non-convertible securities. A copy of the existing Articles of Association together with the proposed amendments shall be available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013 and the Secretarial Standard on General Meetings.

The Board of Directors, recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 06

To approve Material Related Party Transactions with CSL Capital Private Limited.

CSL Finance Limited is an Associate Company of CSL Capital Private Limited, as CSL Capital holds 29.28% equity stake in CSL Finance Limited. Accordingly, the two entities are considered Related Parties in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

CSL Capital Private Limited extends a Corporate Guarantee in favour of CSL Finance Limited for borrowings availed by CSL Finance Limited in the ordinary course of its business. Both CSL Capital and CSL Finance are registered Non-Banking Financial Companies (NBFCs).

Additionally, CSL Capital sometimes, provide short-term loans to CSL Finance Limited on an arm's length basis, at the weighted average cost of borrowing of CSL Finance Limited. These loans are generally repaid within the same financial year, and the gross exposure at any time does not exceed ₹ 20 crores.

The interest paid by CSL Finance Limited to CSL Capital on such loans, as a percentage of CSL Finance Limited's total turnover, remains below the materiality threshold as prescribed under Regulation 23 of SEBI LODR.

The above transactions shall be undertaken in the ordinary course of business and on an arm's length basis.

In accordance with the SEBI Circulars the approval of the Members of the Company shall be valid upto the date of the 35th AGM subject to maximum period of fifteen months from the date of this 34th AGM. The Company shall seek fresh approval of the Members before the expiry of this approval in case of need.

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), prior approval of the Members is required by way of a resolution for all material related party transactions and any subsequent material modifications thereto, as determined by the Audit Committee. This requirement applies even where such transactions are entered into in the ordinary course of business of the Company and are carried out on an arm's length basis.

The Related Party Transactions ("RPTs") to be entered by CSL Finance Limited in aggregate as set out in this explanatory statement are expected to exceed threshold of material RPTs under Listing Regulations. These transactions are therefore considered as material related party transactions.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details/documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", at its Meeting held on August 12, 2026, reviewed and approved the same, subject to approval of the Members.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on August 12, 2026, approved the proposed Related Party Transactions, subject to the approval of the Members.

The Audit Committee also reviewed the certificates provided by the Managing Director and CFO, confirming compliance with the RPT Industry Standards. The Board, therefore, seeks approval of the Shareholders for the said transactions.

The mandatory disclosure which is required to be made to the Shareholders in accordance with the provisions of the Companies Act, 2013 and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" is given below:

None of the Directors except Mr. Rohit Gupta & Ms. Rachita Gupta and his/her relatives (to the extent of his shareholding in the Company, if any), and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

Pursuant to Regulation 23 of the SEBI Listing Regulations, in respect of voting on this resolution, no related party shall vote to approve resolution set out at Item No. 06.

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed below for your reference.

Minimum Information for the Proposed Related Party Transaction

S. No.	Particulars of the Information	Information provided by the Management
A. Details of the related party and transactions with the related party		
A (1). Basic details of the related party		
1	Name of the related party	CSL Capital Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Non-Banking Financial Company (NBFC) primarily engaged in the business of providing loans and advances.
A (2). Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	CSL Finance Limited is an Associate Company of CSL Capital Private Limited, as CSL Capital holds 29.28% equity stake in CSL Finance Limited.
2	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company does not have any shareholding, whether direct or indirect, in the related party.
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not applicable
4	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	CSL Capital holds 29.28% equity stake in CSL Finance Limited.
A (3). Financial performance of the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	See table below
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL

S. No.	Nature of Transactions	FY 2025-26 (₹ In Lacs)
1.	Loan availed from CSL Capital Private Limited	5,040.88
2.	Interest paid on Loan availed from CSL Capital Private Limited	53.06

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed below for your reference.

(Contd.)

Minimum Information for the Proposed Related Party Transaction		
S. No.	**Particulars of the Information**	**Information provided by the Management**
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default was made by any related party concerning any obligation undertaken by it under any transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.
A (4) Amount of the proposed transaction		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹ 250 Crores Only
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes.
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	97.63%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	6,634.64 %
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars** — **FY 2025-26 (₹ In Lacs)** Turnover — ₹ 376.81 Profit After Tax — ₹ 222.76 Net Worth — ₹ 1,342.40
A (5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Loan and Guarantee/Security Transaction.
2	Details of each type of the proposed transaction	Borrowing of funds upto ₹ 250 Crores.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	As explained in the explanatory statement.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹ 250 Crores (Rupees Two Hundred Fifty Crore only)

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed below for your reference.

(Contd.)

Minimum Information for the Proposed Related Party Transaction		
S. No.	**Particulars of the Information**	**Information provided by the Management**
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions are in the ordinary course of business and are in the interest of the Company as they facilitate timely availability of funds and credit support for its business operations. The transactions are proposed to be undertaken on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	A. Name of the director/KMP	I. Mr. Rohit Gupta (Promoter & Managing Director). II. Ms. Rachita Gupta (Promoter & Whole Time Director).
	B. Shareholding of the director/KMP, whether direct or indirect, in the related party	I. Mr. Rohit Gupta holds 60.79% shares of CSL Capital Private Limited. II. Ms. Rachita Gupta holds 16.89% shares of CSL Capital Private Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	Not Applicable
B (5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary.		
1	Material covenants of the proposed transaction.	• GNPA <= 5% • CRAR >= 25% • Credit Rating: A - Minimum
2	Interest rate (in terms of numerical value or base rate and applicable spread.	10% - 12%
3	Cost of borrowing. Note: This shall include all costs associated with the borrowing	10% - 12%
4	Maturity/due date	Within 12 months from the date of availing.
5	Repayment schedule & terms	Repayable on demand within 12 months from the date of availing.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilized by the listed entity/subsidiary	For working capital requirement.

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed below for your reference.

(Contd.)

Minimum Information for the Proposed Related Party Transaction		
S. No.	**Particulars of the Information**	**Information provided by the Management**
C (4) The purpose for which the funds will be utilized by the listed entity/Subsidiary		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.	Not applicable to CSL Finance Limited being an NBFC.
	A. Before Transaction	
	B. After Transaction	
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. **Note:** This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.	Not applicable to CSL Finance Limited being an NBFC.
	A. Before Transaction	
	B. After Transaction	
Additional Disclosure in case of Corporate Guarantee Provided by the Related Party.		
		Guarantee availed
1	Material covenants of the proposed transaction	Material Covenants depends upon the transaction terms.
2	Interest rate (in terms of numerical value or base rate and applicable spread.	Depends upon transaction terms.
3	Cost of borrowing **Note:** This shall include all costs associated with the borrowing	Depends upon transaction terms.
4	Maturity/due date	Depends upon transaction terms.
5	Repayment schedule & terms	Depends upon transaction terms.
6	Whether secured or unsecured	Secured
7	If secured, the nature of security & security coverage ratio	Primary Security: Book Debt Ranges from 1.10 to 1.25.
8	The purpose for which the funds will be utilized by the listed entity/subsidiary	For working capital requirement
9	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements. **Note:** This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.	Not applicable to CSL Finance Limited being an NBFC.
	A. Before Transaction	
	B. After Transaction	

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed below for your reference.

(Contd.)

Minimum Information for the Proposed Related Party Transaction

S. No.	Particulars of the Information	Information provided by the Management
10	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. **Note:** This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.	Not applicable to CSL Finance Limited being an NBFC.
	A. Before Transaction	
	B. After Transaction	

Annexure-A

To Item 03 and Item 04 of The Notice

Details of Directors retiring by Rotation and seeking re-appointment at the 34th Annual General Meeting of the Company pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of Director	Ms. Rachita Gupta	Mr. Rohit Gupta
DIN	09014942	00045077
Date of Birth	September 12, 1994	December 18, 1967
Designation/category of the Director	Whole Time Director	Managing Director
Nationality	Indian	Indian
Original date of appointment on Board	December 30, 2020	October 29, 2005
Qualifications	M.B.A.	Chartered Accountant
Experience and expertise in specific functional area	Ms. Rachita is a commerce graduate and has done her Masters of Business Finance from Warwick Business School, UK. She started her career with Ernst & Young and has experience in Analytics, Data Management, Industry Research, Digital Marketing & Corporate Branding. She joined CSL Finance in 2017 and since then has played a key role in the rollout of the Retail lending segment of the company. She has been driving the entire implementation of LOS LMS and other tech initiatives within the company in addition to overseeing retail lending business segment, Investor Communications and Human Resources.	Mr. Rohit Gupta is a qualified Chartered Accountant with over two decades of rich experience in merchant banking, corporate finance, financial restructuring, project finance, capital markets and structured lending. Over the years, he has advised several small and mid-sized enterprises in developing and executing growth and turnaround strategies and has successfully assisted them in raising equity and debt through various capital market instruments. He has been the driving force behind the Company's structured lending model and has played a pivotal role in strengthening its business by identifying niche market opportunities and leading the Company's strategic foray into the SME lending segment. His strong leadership, extensive industry knowledge and strategic vision have been instrumental in the Company's sustained growth, innovation and value creation, and continue to contribute significantly to achieving its long-term business objectives.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Rohit Gupta (Managing Director) and Ms. Rachita Gupta (Whole Time Director) are related being father and daughter.	Mr. Rohit Gupta (Managing Director) and Ms. Rachita Gupta (Whole Time Director) are related being father and daughter.
Shareholding in the Company (as on March 31, 2026)	58,503 equity shares (0.26%)	37,74,608 equity shares (16.57%)
Directorships held in other companies	Nil	Nil
Chairperson/membership of Committees of other Companies	Nil	Nil

Name of Director	Ms. Rachita Gupta	Mr. Rohit Gupta
Number of meetings of the Board attended during the last Financial Year 2025-26	5/5	5/5
Details of the remuneration last drawn by such person (FY 2025-26)	Remuneration: ₹ 30 lacs Per annum	₹ 84 lacs Per annum
Terms and conditions of re-appointment alongwith Details of remuneration sought to be paid	Ms. Rachita Gupta was appointed as a Whole Time Director w.e.f., December 30, 2020. In terms of section 152(6) of the Companies Act, 2013, she is liable to retire by rotation.	Mr. Rohit Gupta is proposed to be appointed as Managing Director, liable to retire by rotation, for a period of five years w.e.f., August 10, 2027 to August 09, 2032. He shall be paid a remuneration of ₹ 84,00,000/- (Rupees Eighty Four Lakhs only) per annum.
Resignation from Listed Entities in past three years	Nil	Nil

Note: Pursuant to Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.

Directors' Report

Dear Members,

Your Directors have pleasure in presenting the Thirty-fourth (34th) Annual Report, together with the Audited Financial Statement of the Company for the Financial Year ended March 31, 2026 ("FY 2026").

FINANCIAL HIGHLIGHTS

The Audited Financial Statements of your Company as on March 31, 2026, are prepared in accordance with the relevant applicable Indian Accounting Standards ("Ind AS") and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

A Summary of the Company's Financial Performance for the F.Y. 2026 is as follows:

(Amount in ₹ lakh, unless otherwise stated)

Particulars	Current Year 31-03-2026	Previous Year 31-03-2025
Revenue from operations	25606.23	21505.01
Other Income	95.82	99.30
Total Revenue from Operations/Income	**25702.05**	**21604.31**
Expenses		
Operating Expenses	12821.25	10514.91
Depreciation, amortization and impairment	209.70	172.00
Other Expenses	1443.32	1229.28
Total Expenses	**14474.27**	**11916.19**
Profit/loss before Tax	11210.46	9688.12
Less: Tax Expenses	2599.44	(2478.85)
Profit for the year	**8611.02**	**7209.27**

PERFORMANCE REVIEW

Your Company posted total income and net profit of ₹ 25702.05 lakh and ₹ 8611.02 lakh, respectively, for the financial year ended March 31, 2026 as against ₹ 21604.31 lakh and ₹ 7209.27 lakh respectively in the previous financial year.

Depreciation and Finance Costs

During the year under review, Depreciation was ₹ 209.70 lakh as compared to ₹ 172 lakh for the previous year. Finance costs was ₹ 8357.16 lakh as compared to ₹ 6491.67 lakh for the previous year.

Borrowings

The Total borrowings stood at ₹ 85416.72 lakh as on March 31, 2026 as against ₹ 69295.84 lakh as on March 31, 2025.

Capital Adequacy Ratio

Your Company's total Capital Adequacy Ratio (CAR) as on March 31, 2026 stood at 44.74% as compared to 46.95% as on March 31, 2025. The minimum capital adequacy ratio prescribed by the Reserve Bank of India is 15%.

DIVIDEND

RBI vide Master Direction - Reserve Bank of India (Non-Banking Financial Companies - Prudential Norms on Declaration of Dividends) Directions, 2025 dated November 28, 2025, has prescribed the framework for declaration of dividend by NBFCs.

Accordingly, the Board of Directors of the Company, at its meeting held on May 26, 2026, has proposed a final dividend of ₹ 10/- (Rupees Ten only) per equity share i.e. 100% (Hundred Percent) on each equity share of face value of ₹ 10 (Rupees 10 only) for the financial year March 31, 2026 subject to approval of the shareholders at the ensuing 34th Annual General Meeting (AGM) of the Company.

This translates to a Dividend Payout Ratio of 26.45% of the profits for the financial year ended March 31, 2026.

Your Company has maintained a track record of consistent growth in dividend distribution.

TRANSFER TO RESERVES

Under section 45-IC (1) of Reserve Bank of India ('RBI') Act, 1934, non-banking financial companies ('NBFCs') are required to transfer a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend. Your Company has transferred a sum of ₹ 1722.20 lakh to its reserve fund.

SHARE CAPITAL

As on March 31, 2026, the Share Capital of the Company stood at:

Authorised Capital	₹ 27,00,00,000/- (2,70,00,000 equity shares of ₹ 10 each fully paid-up)
Issued, Subscribed and Paid-Up Capital	₹ 22,78,26,210 (2,27,82,621 equity shares of ₹ 10 each fully paid-up)

CHANGES IN SHARE CAPITAL AND MEMORANDUM OF ASSOCIATION

During the year under review, the Authorised Capital of the Company was increased from ₹ 23,00,00,000 to ₹ 27,00,00,000 pursuant to resolution passed by Shareholders at the 33rd Annual General Meeting of the Company on September 20, 2025.

The paid-up equity share capital as on March 31, 2026, stood at ₹ 22,78,26,210.

EMPLOYEE STOCK OPTION SCHEME ('ESOS')

The Company has two Employees Stock Option Schemes namely CSL Employee Stock Option 2016 and CSL Finance Limited Employee Stock Option Scheme, 2025 (collectively referred as "ESOP Schemes").

The details of ESOP Schemes have also been disclosed in Note 48 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 Auditor 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://cslfinance.in/investors. The details of the scheme along with grant wise details of options vested, exercised and cancelled have been disclosed in Note 48 to the Financial Statements forming an integral part of the Annual Report.

The information pertaining to ESOS in terms of Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 is given in **'Annexure-D'**.

CREDIT RATING

During F.Y. 2025-26, Credit Rating for the Company has been A- | Stable from Acuite Ratings & Research.

CORPORATE GOVERNANCE

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.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In accordance with Regulation 34 of LODR Regulations, the Management Discussion and Analysis Report is presented in a separate section, forming part of this Annual Report.

PUBLIC DEPOSITS

Your Company is a non-deposit taking Company. The Company has not accepted any fixed deposit during the FY 2025-26. The Company has passed a Board resolution for non-acceptance of deposits from public.

RBI GUIDELINES

Reserve Bank of India ("RBI") granted the Certificate of Registration to the Company in March 2003 vide Registration No. B-14.00652, to commence the business of a Non-Banking Financial Institution without accepting deposits.

The Reserve Bank of India ("RBI") on November 28, 2025 issued Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 comprising 26 comprehensive Directions in place of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

Your Company has generally complied with the requirements prescribed under these Directions and has proactively aligned with the new framework, ensuring timely adoption of the mandated policies and processes, reflecting its commitment to governance, prudent risk management and sustainable growth.

The Company continues to comply with all applicable RBI Directions, laws, regulations, guidelines, etc. as prescribed by RBI from time to time.

DISCLOSURE OF BREACH OF COVENANT

In compliance with RBI Master Direction – Scale Based Regulation (SBR) for NBFCs, the Company confirms that there have been no instances of breach of covenants in respect of loans availed or debt securities issued during the financial year.

SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the period under review, your Company had no subsidiary, Joint Ventures or Associate Company.

NUMBER OF MEETINGS OF THE BOARD

During the year, five Board Meetings were convened and held, the details of which are given in the report on Corporate Governance, which is forming a part of this Board Report. The intervening gap between the said Board Meetings was within the period prescribed under the Companies Act, 2013 and Listing Regulations. The details of the Board and Committee Meetings and the attendance of Directors thereat, forms part of the Corporate Governance Report, which is annexed to this Directors' Report.

COMMITTEES OF THE BOARD

Your Company has various Board Level Committees such as Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Management Committee, Information Technology Strategy Committee, Committee of Executives for Monitoring and Follow-up of cases of frauds and Review Committee for Identification of Wilful Defaulters. The details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance at these meetings are provided in the Corporate Governance Section of the Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNELS

As on March 31, 2026, the Board of the Company consists of seven Directors and two Key Managerial Personnel:

Directors	DIN	Category
Mr. Rohit Gupta	00045077	Managing Director
Ms. Rachita Gupta	09014942	Whole-Time Director
Mr. Ashok Kumar Kathuria	01010305	Director
Mr. Parmod Bindal	06389570	Independent Director
Mr. Subhash Chand Kwatra	08635939	Independent Director
Mr. Anirudha Kumar	00084495	Independent Director
Ms. Alaktika Banerjee	11006663	Independent Director
Mr. Naresh Chandra Varshney	00838363	Chief Financial Officer
Ms. Preeti Gupta	-	Company Secretary & Compliance Officer

The composition of the Board is as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on March 31, 2026, there was no disqualification of any Director pursuant to Section 164 (2) of the Companies Act, 2013. A certificate has been received from M/s. Jasvinder Kaur & Co., Company Secretaries, Ghaziabad, that none of the Directors on the Board of the Company has 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 statutory authority. The said certificate is annexed to this Report as **'Annexure-A'**.

The other details with respect to the Board of Directors are given in the Corporate Governance section forming part of this Report.

a) Change in Directorate in F.Y. 2025-26

Cessation

During the year under review, there was no change in the Directorate.

b) Directors liable to retire by rotation

Ms. Rachita Gupta, who retires by rotation at the ensuing Annual General Meeting (AGM) pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company, being eligible, has offered herself for re-appointment.

Brief profile and other relevant details of Ms. Rachita Gupta, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, are provided in the annexure to the Notice of the AGM.

c) KMPs

During the year under review, there was no change in the KMPs.

Fit and Proper and Non-Disqualification Declaration by Directors

All the Directors of the Company have confirmed that they satisfy the 'fit and proper' criteria as prescribed under Chapter XI of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, and that they are not disqualified from being appointed/re-appointed/ continuing as Director in terms of Section 164(1) and (2) of The Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors on the Board have given a declaration of their independence to the Company as required under Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, all the Independent Directors possess the integrity, expertise and experience including the proficiency required to be Independent Directors of the Company, fulfil the conditions of independence as specified in the Act and the SEBI Listing Regulations and are independent of the management and have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Act.

The Company has received the following declarations from all the Independent Directors confirming that:

i. They meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedule and Rules issued thereunder, and the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company; and

ii. They have registered themselves with the Independent Director's Database maintained by the IICA.

Women Directors

In terms of the provisions of Section 149 of the Companies Act, 2013, and Regulation 17 (1) (a) of the SEBI (LODR) Regulations, 2015, the Company shall have at least one-Woman Director on the Board. Your Company has Ms. Rachita Gupta (DIN: 09014942) and Ms. Alaktika Banerjee (DIN: 11006663) as the Women Directors on the Board of the Company.

BOARD EVALUATION

Pursuant to the provisions of the Act, and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non - Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholder Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

DIRECTOR E-KYC

Pursuant to the requirement prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014, the Directors with active Director Identification Number need to file an eForm DIR-3 KYC annually on the MCA portal verifying their mobile number and personal e-mail address. All the Directors of the Company have complied with the KYC registration on the MCA portal for the FY 2025-26.

TRANSACTIONS 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 at https://cslfinance.in/investors#codes-policies.

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.

FRAUD MONITORING REPORTING

RBI vide Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) dated 15 July 2024, has amended the fraud monitoring framework for NBFCs. In terms of the same, the Company has constituted an Executive Committee of the Board titled "Executive Committee for Monitoring and follow up of cases of fraud" (hereinafter referred as 'FMC'). The Composition is as follows:

Sr. No.	Name of Member	Category
1.	Rohit Gupta	Chairman
2.	Rachita Gupta	Member
3.	Ashok Kumar Kathuria	Member

The Committee, inter alia, will oversee the effectiveness of the fraud risk management and review and monitor cases of frauds, including root cause analysis and suggest mitigating measures for strengthening the internal controls, risk management framework and minimizing the incidence of frauds.

DETAILS OF FRAUD, IF ANY REPORTED BY AUDITORS (OTHER THAN REPORTABLE TO CENTRAL GOVERNMENT)

There was no instance of fraud in the Company by its officers or employees during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and Rules framed there under.

FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

In compliance with the requirement of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations"), the Company has put in place a familiarization programme for the Independent & Non-Executive Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model etc. The details of the such familiarisation programme are available on the website of the Company at https://cslfinance.in/investors#codes-policies.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013 with respect to Directors 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.

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.

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://cslfinance.in/investors#codes-policies.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company have been disclosed in the notes to the Financial Statements.

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

The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. The same is posted on the website of the Company at https://cslfinance.in/investors#codes-policies.

As required under law, an Internal Complaints Committee has been constituted for reporting and conducting inquiry into the complaints made by the victim on the harassments at the workplace.

The details of Complaints for F.Y. 2025-26 are:

Particulars	Status
No. of complaints received during the year	0
No. of complaints disposed of during the year	0
No. of cases pending for more than 90 days	0

MATERNITY BENEFIT ACT, 1961

The Company has complied with the applicable provisions of Maternity Benefit Act, 1961 for female employees of the Company with respect to leaves and maternity benefits.

FAIR PRACTICE CODE (FPC)

The Company has in place, a Fair Practice Code approved by the Board in compliance with the guidelines issued by the RBI, to ensure better service and provide necessary information to customers to take informed decisions. The FPC is posted on the website of the Company at https://cslfinance.in/investors#codes-policies. The FPC is also reviewed by the Board at frequent intervals to ensure its level of adequacy and appropriateness.

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.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Company has adopted a Code of Conduct for its Directors and Senior Management. The said Codes can be accessed on the Company's website at https://cslfinance.in/investors#codes-policies. In terms of the Listing Regulations, all Directors and Senior Management Personnel have affirmed compliance with their respective codes. The Managing Director has also confirmed and certified the same, which certification is provided at the end of the Report on Corporate Governance.

AUDITORS & THEIR REPORT

Statutory Auditors:

The Members of the Company at the 33rd Annual General Meeting held on September 20, 2025 had appointed M/s. S.R. Dinodia & Co. LLP, Chartered Accountants (Firm Registration No. 001478N/N500005), Delhi, as the Statutory Auditors of the Company for a term of three consecutive years, from the conclusion of 33rd AGM until the conclusion of the 36th AGM (i.e., for FY 2025-26 to FY 2027-28).

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

Secretarial Auditors:

The members of the Company at the 33rd Annual General Meeting held on September 20, 2025 had appointed Ms. Jasvinder Kaur (Cop: 7700), Proprietor of M/s. Jasvinder Kaur & Co., Practicing Company Secretary to conduct the Secretarial Audit of the Company to hold office from 33rd AGM held in the financial year 2025 till the conclusion of 38th 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-B'**. 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.

Internal Auditors:

The Board had re-appointed M/s. R. Mahajan & Associates (FRN: 011348N), Chartered Accountants, Delhi, as the Internal Auditors of the Company for the Financial Year 2025-26 at its meeting held on May 23, 2025.

However, pursuant to the Reserve Bank of India (Non-Banking Financial Companies - Managing Risks in Outsourcing) Directions, 2025, Mr. Ayussh Mittal was appointed as President - Internal Audit (Head of Internal Audit) of the Company with effect from February 13, 2026, to oversee and carry out the Internal Audit function in consultation with M/s. R. Mahajan & Associates (FRN: 011348N), Chartered Accountants, Delhi, covering various operational areas of the Company.

Subsequently, M/s. R. Mahajan & Associates stepped down as the Internal Auditors of the Company and continued to provide services in the capacity of Consultants.

The Internal Audit report is submitted every quarter before the Audit Committee by the Internal Auditors.

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.

ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the Company's website at https://cslfinance.in/investors#sebi-disclosures.

COMPLIANCE ON SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Corporate Social Responsibility (CSR) stands as an important facet of the business philosophy of the Company. Far beyond being a charitable addendum, CSR is intertwined with the organisational ethos. The Company recognizes that true success is intrinsically linked to the prosperity and wellbeing of the communities we serve. The Company's commitment is to foster a mutually beneficial relationship where progress, empowerment, and opportunity ripple into the lives of thousands, catalyzing both community upliftment and Company growth.

The Company carries out its CSR Initiative through its own implementing agency-CSL Foundation established in 2021.The vision of the Company is to strengthen communities by empowering disadvantaged children and women through education, skill development, and healthcare awareness. Every initiative under the Foundation is tailored to address pressing societal needs, especially gaps in basic education, women's empowerment, and access to quality healthcare.

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 brief outline of CSR Policy, the composition of the CSR Committee, average net profits of the Company for the past three financial years, prescribed CSR expenditure and details of amount spent on CSR activities during the financial year have been disclosed in the Annual Report on CSR Activities as required under Sections 134 and 135 of the Companies Act, 2013 read with Rule 8 of the (Corporate Social Responsibility Policy) Rules, 2014, as amended ("CSR Rules") is provided as **Annexure- C** to this report. Further, the Corporate Social Responsibility Policy of the Company as approved by the Board has been hosted on the website of the Company at https://cslfinance.in/investors#codes-policies.

MEETING OF INDEPENDENT DIRECTORS

During the year under review, the meeting of Independent directors was held on March 23, 2026, to review the performance of Non-Independent Directors, the Board as a whole and the Chairperson of the company; and also to assess the quality, quantity and timelines of flow of information between the company management and the Board in line with the requirement of Listing Regulations, 2015 read with applicable provisions of Schedule IV of the Companies Act, 2013.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

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://cslfinance.in/investors#codes-policies. No complaints under the whistle blower policy were received during the Financial Year 2025-26.

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, EXPENDITURE ON RESEARCH

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.

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.

COMPLIANCE MANAGEMENT

The Company has in place a comprehensive and robust regulatory compliance management tool, which is devised to ensure compliance with all applicable laws and regulations which impact the Company's business. Automated alerts are sent to compliance owners to ensure adherence within stipulated timelines. This measure helps keep on track and avoid any penalties or other enforcement actions that could arise from non-compliance. The compliance owners certify the compliance status which is reviewed by compliance approvers and a consolidated dashboard is presented to the respective functional heads and Compliance Officer. A certificate of compliance with all applicable laws and regulations along with the corrective and preventive action, if any, is placed before the Audit Committee and Board of Directors on a quarterly basis.

TRANSFER OF UNCLAIMED DIVIDEND AND EQUITY SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to IEPF, after the completion of seven years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to IEPF. During the year under review, dividend amount of ₹ 277482.00 remaining unclaimed for consecutive seven (7) years from the date of its transfer to the Unpaid Dividend Account of the Company has been transferred to IEPF Authority. During the year under review, there 1636 equity shares due to be transferred to the IEPF Authority pursuant to IEPF Rules.

Any claimant of dividend transferred above shall be entitled to claim the dividend from Investor Education and Protection Fund (IEPF) in accordance with such rules, procedure and submission of documents as prescribed. No claim shall lie in respect thereof with the Company.

PARTICULARS OF EMPLOYEES

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure-D** and forms part of this Report.

Other details in terms of Section 197(12) of the Companies Act, 2013 read along with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **'Annexure-D'** and forms part of this Report.

LISTING OF SHARES

The shares of the Company are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The applicable listing fees for the year up to F.Y. 2026-37 have been duly paid to BSE Limited and NSE Limited.

OTHER DISCLOSURES AND REPORTING

Your Directors state that no disclosure or reporting is required with respect to the following items as there were no transactions on these items during the year under review:

- There were no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of the Directors' report.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Significant or material orders passed by the regulators or courts or tribunal which impacts the going concern status and company's operations in future.
- There was no change in the nature of business of the Company.
- There were neither any applications filed by or against the Company nor any proceedings were pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.
- During the year under review, there was no instance of one-time settlement with Banks or Financial Institutions. Hence, the reasons of difference in the valuation at the time of one-time settlement and valuation done while taking loan from the Banks or Financial Institutions are not reported as per Rule 8(5)(xii) of Companies (Accounts) Rules, 2014.
- The Company has not defaulted in repayment of loans from banks and financial institutions. There were no delays or defaults in payment of interest/ principal of any of its debt securities.
- The equity shares of the Company were not suspended from trading during the year on account of corporate actions or otherwise.
- The Company has not accepted any fixed deposits under Chapter V of the Companies Act, 2013 and as such no amount of principal and interest were outstanding as on 31 March 2025.

APPRECIATION

The Board of Directors would like to place on record their gratitude for the guidance and cooperation extended by Reserve Bank of India and the other regulatory authorities. The Board takes this opportunity to express its sincere appreciation for the excellent patronage received from the Banks and Financial Institutions and for the continued enthusiasm, total commitment, dedicated efforts of the executives and employees of the Company at all levels. We are also deeply grateful for the continued confidence and faith reposed on us by all the Stakeholders.

For and behalf of the Board
of **CSL Finance Limited**

Rohit Gupta
(Managing Director)
DIN: 00045077

Ashok Kumar Kathuria
(Director)
DIN: 01010305

Place: Noida
Date: 12.08.2026

Annexure-A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations)

To,
The Members of **CSL Finance Limited**

As required by item 10(i) of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I certify that none of the directors (mentioned below) on the board of CSL Finance Limited as on 31.03.2026 have been debarred or disqualified from being appointed or continuing as director of the Company by the SEBI/Ministry of Corporate Affairs or any such statutory authority:

Sr. No.	Name of Director	DIN	Designation
1	Mr. Rohit Gupta	00045077	Managing Director
2	Ms. Rachita Gupta	09014942	Whole-Time Director
3	Mr. Ashok Kumar Kathuria	01010305	Director
4	Mr. Parmod Bindal	06389570	Independent Director
5	Mr. Subhash Chand Kwatra	08635939	Independent Director
6	Mr. Anirudha Kumar	00084495	Independent Director
7	Ms. Alaktika Banerjee	11006663	Independent Director

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

For **Jasvinder Kaur & Co.**
(Company Secretaries)

Jasvinder Kaur
(Practicing Company Secretary)
M. No.: F7244
COP No.: 7700
UDIN: F007244H00098928
Peer Review Certificate No.: 7924/2026

Place: Ghaziabad
Date: 31.07.2026

Annexure-B

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 of **CSL Finance Limited**

I, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CSL Finance Limited** (hereinafter called 'the company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2026 ("Audit Period") complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me & maintained by the company for the financial year ended on 31st March, 2026 according to the provisions (whichever applicable) of:

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

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

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

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable)

(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 (Listing Obligations & Disclosure Requirements) Regulations, 2015.

    (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;

    (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;

    (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

    (e) The Securities & Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the Client;

    (f) The other regulations of Securities and Exchange Board of India as may be applicable to the company;

    (g) NBFC - The Reserve Bank of India Act, 1934 and all applicable laws, Rules, Regulations, Guidelines, Circulars, Notifications etc.

I 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.

(ii) The Listing Agreement entered into by the company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that:

1. 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.

2. 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, 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.

3. Majority decision is carried through while the dissenting members' view are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

I further report that during the audit period the company has following specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc referred to above.

The Shareholders at their 33rd Annual General Meeting held on 20.09.2025 approved the final dividend of ₹ 3/- per equity share to the equity shareholders of the Company.

For **Jasvinder Kaur & Co.**
(Company Secretaries)

Jasvinder Kaur
(Practicing Company Secretary)
M. No.: F7244
COP No.: 7700
UDIN: F007244H000989269
Peer Review Certificate No.: 7924/2026

Place: Ghaziabad
Date: 31.07.2026

Note: This Report is to be read along with attached Letter provided as **"Annexure-I"**.

ANNEXURE-I

To,
The Members of **CSL Finance Limited**

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I 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. I believe that the process and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, I 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. My 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 the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Jasvinder Kaur & Co.**
(Company Secretaries)

Jasvinder Kaur
(Practicing Company Secretary)
M. No.: F7244
COP No.: 7700
UDIN: F007244H000989269
Peer Review Certificate No.: 7924/2026

Place: Ghaziabad
Date: 31.07.2026

Annexure-C

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 Company's CSR Policy has been framed within the objectives prescribed under Schedule VII of the Companies Act, 2013 as per the following Vision and Objective:

1. Vision:

Corporate Social Responsibility (CSR) stands as an important facet of the business philosophy of the Company. Far beyond being a charitable addendum, CSR is intertwined with the organisational ethos. The Company recognizes that true success is intrinsically linked to the prosperity and wellbeing of the communities we serve. The Company's commitment is to foster a mutually beneficial relationship where progress, empowerment, and opportunity ripple into the lives of thousands, catalyzing both community upliftment and Company growth.

CSL Finance Limited through its own registered public trust- CSL Foundation which is acting as the implementing agency for CSL Finance is dedicated towards corporate social responsibility by giving back to the community through implementing sustainable and innovative CSR activities. CSL Foundation's Vision & Mission is to develop the capacity of the community through empowering & enlightening the life of underprivileged Children, Women and indigents by promoting Education, Women Empowerment and Health.

2. Objective:

CSL's CSR Policy intends to:

- Strive for economic development that positively impacts the society at large with minimal resource footprint.

- Embrace responsibility for the Company's actions and encourage a positive impact through its activities by promoting Education (b)Women Empowerment (c) Health and (g) other allied activities.

CSR activities proposed to be undertaken by the Company shall be in pursuance to Section 135 read with Schedule VII, as amended from time to time, of the Companies Act, 2013.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Rohit Gupta	Member	3	3
2.	Mr. Ashok Kumar Kathuria	Member	3	3
3.	Ms. Rachita Gupta	Chairperson	3	3
4.	Mr. Subhash Chand Kwatra	Member	3	3

3. Web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company:

https://cslfinance.in/csr.

4. Details 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.

In pursuance to Sub-Rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, Impact assessment is not applicable to the Company since the average CSR obligation in pursuance of Sub-Section (5) of Section 135 of the Act, for immediately previous 3 years is less than 10 Crore rupees.

5. Details of the amount available for set off in pursuance of Sub-Rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year, if any.

₹ 31,42,881

6. Average Net Profit of the Company as per Section 135(5). ₹ 8,13,361,054

7. (a) Two percent of average Net Profit of the Company as per Section 135(5) ₹ 1,62,67,221

(b) Surplus arising out of the CSR Projects or Programs or activities of the previous Financial Years. 0

(c) Amount required to be set off for the Financial Year, if any 0

(d) Total CSR obligation for the Financial Year (7a+7b-7c) ₹ 1,62,67,221

8. (a) CSR amount spent or unspent for the Financial Year 2025-26:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	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
1,85,00,000	Nil	Nil	N.A.	N.A.	N.A.

(b) Details of CSR amount spent/allocated against ongoing projects for the Financial Year 2025-26: Nil

(1)	(2)	(3)	(4)	(5)		(6)				(7)	(8)	
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project Duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number

(c) Details of CSR amount spent against other than ongoing projects for the Financial Year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project.		Amount allocated for the project (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1.	Sakshar	(i)	Yes	U.P.	Noida	1,75,68,421	No	CSL Foundation	CSR00025548

(d) Amount spent in Administrative Overheads. ₹ 9,31,579

(e) Amount spent on Impact Assessment, if applicable. As per Point 4 of this Report, Impact Assessment is not applicable. Hence, no amount was spent under this head.

(f) Total amount spent for the Financial Year (8b+8c+8d+8e). ₹ 1,85,00,000

(g) Excess amount for set off, if any ₹ 53,75,659

Sr. No.	Particulars	Amount (in ₹ Lacs)
(i)	Two percent of average Net Profit of the Company as per Section 135(5)	₹ 1,62,67,221
(ii)	Total amount spent for the Financial Year	₹ 1,85,00,000
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	₹ 22,32,779
(iv)	Surplus arising out of the CSR Projects or Programs or Activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years	₹ 53,75,659

9. (a) Details of Unspent CSR amount for the preceding three Financial Years 0

(b) Details of CSR amount spent in the Financial Year for ongoing projects of the preceding Financial Year 0

10. In case of creation or acquisition of Capital Asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year (asset-wise details).

a)	Date of creation or acquisition of the Capital Asset(s).	No Capital Asset during the period under review was created or acquired by the Company.
b)	Amount of CSR spent for creation or acquisition of Capital Asset.	No amount was spent for creation or acquisition of Capital Asset by the Company.
c)	Details of the Entity or Public Authority or Beneficiary under whose name such Capital Asset is registered, their address etc.	Not Applicable
d)	Provide details of the Capital Asset(s) created or acquired (including complete address and location of the Capital Asset).	Not Applicable

11. Specify the reason(s), if the Company has failed to spend two per cent of the average Net Profit as per Section 135(5).

Not Applicable

For and behalf of the Board
CSL Finance Limited

Rachita Gupta
(Chairman - CSR Committee)
DIN: 09014942

Rohit Gupta
(Managing Director)
DIN: 00045077

Place: Noida
Date: August 12, 2026

Annexure-D

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. The ratio of remuneration of the Directors to the median remuneration of employees of the Company and percentage increase in the remuneration of Directors and KMPs:

Name	Designation	% increase in remuneration in F.Y. 2025-26 as compared to F.Y. 2024-25	Ratio of Remuneration to Median Remuneration
Mr. Rohit Gupta	Managing Director	NIL	19.25:1
Ms. Rachita Gupta	Whole-Time Director	NIL	6.87:1
Mr. Ashok Kumar Kathuria	Director	NIL	2.20:1
Mr. Parmod Bindal	Independent Director	NA	NA
Mr. Subhash Chand Kwatra	Independent Director	NA	NA
Mr. Anirudha Kumar	Independent Director	NA	NA
Ms. Alaktika Banerjee	Independent Director	NA	NA
Mr. Naresh Varshney	Chief Financial Officer	NIL	3.47:1
Ms. Preeti Gupta	Company Secretary & Compliance Officer	25%	3.61:1

B. Disclosure on other matters:

The percentage increase/decrease in the median remuneration of the employees during the financial year.	17.87%
No. of permanent employees on the rolls of the Company (as on March 31, 2026)	507 employees
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in salary of eligible employees other than managerial personnel is 5%. Remuneration of the Managing Director was not increased during FY 2025-26.
Affirmation that the remuneration is as per the remuneration policy of the Company	The Company affirms that Remuneration is paid as per the Remuneration Policy of the Company.

Corporate Governance Report

1. COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

At CSL, Corporate Governance is the creation and enhancement of long-term sustainable value for our stakeholders, comprising regulators, employees, customers, vendors, investors, and the society at large, through ethically driven business practice.

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last Strong leadership and effective corporate governance practices have been the Company's hallmarks inherited from its culture and ethos. At CSL, it is imperative that our Company's affairs are managed in a fair and transparent manner.

We ensure that we evolve and follow not just the stated corporate governance guidelines, but also best practices. We consider it our inherent responsibility to protect the rights of our shareholders and disclose timely, adequate, and accurate information regarding our financials

and performance, as well as the leadership and governance of the Company.

The highlights of the Company's Corporate Governance regime are:

- The Company believes that an active, well-informed, and Independent Board is necessary to ensure high standards of Corporate Governance. The Company has an optimum combination of Executive and Non-Executive Directors including Women Directors.
- Constitution of several Committees for focused attention and proactive flow of information, enables the Company to ensure expedient resolution of diversified matters.
- Code of Conduct for Prevention of Insider Trading & Code of Conduct for Directors and Senior Management of the Company.
- Robust Whistle Blower Mechanism which acts as a neutral and unbiased forum for Directors and Employees of the Company.
- Employees Stock Option Schemes - to attract, reward and retain key employees.

The Company is among top 2000 Companies listed on the National Stock Exchange of India Limited and BSE Limited respectively on the basis of market capitalization. Accordingly, it is in compliance with the compliances applicable pursuant to its position.

The Company continuously strives to achieve excellence in corporate governance through its values -Customer first, Passion for Excellence, Integrity, Respect for People.

2. BOARD OF DIRECTORS

The Board of Directors and its Committees, provide leadership and guidance to the Company's Management while discharging its fiduciary responsibilities, directs as well as reviews business objectives, management strategic plans and monitors the performance of the Company.

A. Composition of Board

In compliance with the SEBI Listing Regulations, as on March 31, 2026, the Board of Directors comprised 7 (seven) members consisting of three Executive Directors, four Non-Executive Independent Directors, including two Women Directors.

The composition of the Board of Directors as on March 31, 2026, along with the attendance of Directors at the Board Meetings held during the FY 2025-26 and at the last virtual Annual General Meeting held on September 20, 2025, is provided below:

Name of the Director & DIN	Director since	No. of Board Meetings		Whether attended last AGM	Directorships in Indian public limited Companies (including CSL Finance Limited)	Committee Position (including CSL Finance Limited)*		No. of Equity shares held
		Held	Attended			Chairman	Member	
Mr. Rohit Gupta (Managing Director) (DIN:00045077)	29/10/2005	5	5	Yes	1	-	2	37,74,608
Ms. Rachita Gupta (Whole Time Director) DIN: 090140942	30/12/2020	5	5	Yes	1	-	-	58,503
Mr. Ashok Kumar Kathuria (Executive Director) DIN: 01010305	29/10/2005	5	5	Yes	1	-	1	0
Mr. Parmod Bindal (Independent Director) DIN: 06389570	27/06/2022	5	5	Yes	1	1	-	0

The composition of the Board of Directors as on March 31, 2026, along with the attendance of Directors at the Board Meetings held during the FY 2025-26 and at the last virtual Annual General Meeting held on September 20, 2025, is provided below: (Contd.)

Name of the Director & DIN	Director since	No. of Board Meetings		Whether attended last AGM	Directorships in Indian public limited Companies (including CSL Finance Limited)	Committee Position (including CSL Finance Limited)*		No. of Equity shares held
		Held	Attended			Chairman	Member	
Mr. Subhash Chand Kwatra (Independent Director) DIN: 08635939	27/06/2022	5	5	Yes	2	1	1	0
Mr. Anirudha Kumar (Independent Director) DIN: 00084495	18/03/2025	5	4	Yes	1	1	2	0
Ms. Alaktika Banerjee (Independent Director) DIN: 11006663	18/03/2025	5	4	Yes	1	-	2	0

*The committees considered for the above purpose are those prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

None of the Directors on the Board are related to each other within the meaning of the term "relative" as defined under the Companies Act, 2013, except Mr. Rohit Gupta and Ms. Rachita Gupta, who are related as father and daughter.

B. Board Meetings

The meetings of the Board are normally held at the Company's Corporate Office in Noida. The Board Meetings are convened by giving appropriate notice well in advance of all the meetings. The Directors/ Members are provided with appropriate information in the form of agenda items in a timely manner, to enable them to deliberate on each agenda item and make informed decisions and provide strategic directions to the Management.

The Board meets at least once in every quarter to review the quarterly results and other key matters. Additional meetings are convened to address specific needs and business requirements of your Company. In case of business exigencies, the Board's approvals are obtained through circular resolutions, which are placed before the Board in the subsequent meeting for noting.

The quorum of the Board meeting is maintained in accordance with the statutory requirement of three directors or one-third of the total strength, whichever is higher. The Company endeavours that the gap between the approval of financial results by the Audit Committee and the Board is kept to minimum, as required under the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

To facilitate participation of Directors who are unable to attend the meeting in person, video-conferencing facility are made available. Such participation is conducted in compliance with the applicable provisions of the Act and relevant regulations. The Senior Management personnel and other executives are invited to Board Meetings as and when required, to provide insights and updates on operational and strategic matters.

During the Board Meetings, presentations were made to the Board covering key areas including, business strategies, financial statements and performance reviews, information technology and security risk management, customer grievances and service frameworks, compliance update and risk assessment, regulatory developments under the RBI guidelines, etc. The minutes of the Board meetings are finalised and recorded in the minutes book.

During the FY 2025-26, your Board of Directors met five (5) times, the Meetings were held on May 23, 2025; August 12, 2025; November 13, 2025; February 13, 2026 and March 18, 2026.

The requisite quorum was present at all Meetings. The Board met at least once in a calendar quarter and the maximum time gap between any two Meetings was not more than one hundred and twenty days, in compliance with regulatory requirements.

INDEPENDENT DIRECTORS

The Company has received necessary declarations and confirmations from all of its Independent Directors confirming that they meet the criteria of independence as prescribed under the Act and SEBI Listing Regulations. All Independent Directors have further confirmed that they have registered their names in the Independent Directors' Databank as mandated. In the opinion of the Board, all Independent Directors continue to fulfil the conditions prescribed for an independent director as stipulated in Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act and are independent of the management of the Company.

MEETINGS OF INDEPENDENT DIRECTORS

In accordance with the requirements of the Code for Independent Directors under the Act, and Rules made thereunder, and the SEBI Listing Regulations (as amended from time to time), one meeting of Independent Directors were held during the year, i.e., on March 23, 2026. The meeting was conducted without the presence of Non- Independent Directors and members of the Management, to enable the Independent Directors to discuss matters relating to affairs of the Company, provide their perspectives and evaluate the functioning of the Board.

At the aforesaid meetings, the Independent Directors reviewed and evaluated the performance of the Board as a whole, the Committees of the Board and the Chairperson of the Company.

The Independent Directors also reviewed the quality, adequacy and timeliness of information between the Management and the Board, which is necessary for the Board to effectively and reasonably perform its duties and expressed their satisfaction with the same.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

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 at https://cslfinance.in/investors.

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 or other disciplines.

Skill/expertise/competence	Names(s) of Directors having the respective skill/expertise/competence
Finance	Mr. Rohit Gupta, Ms. Rachita Gupta, Mr. Subhash Chand Kwatra, Mr. Parmod Bindal, Mr. Anirudha Kumar, Ms. Alaktika Banerjee.
Law	Mr. Rohit Gupta, Ms. Rachita Gupta, Mr. Subhash Chand Kwatra, Mr. Parmod Bindal, Mr. Anirudha Kumar, Ms. Alaktika Banerjee.
Research, Sales & Marketing	Mr. Rohit Gupta, Ms. Rachita Gupta
Operations	Mr. Rohit Gupta, Ms. Rachita Gupta, Mr. Ashok Kumar Kathuria
Technical, professional skills including Corporate Governance & regulatory aspects	Mr. Rohit Gupta, Ms. Rachita Gupta, Mr. Subhash Chand Kwatra, Mr. Parmod Bindal, Mr. Anirudha Kumar, Ms. Alaktika Banerjee

The brief profiles of Directors are also available on the website of the Company https://cslfinance.in/management-teams.

3. COMMITTEES OF THE BOARD

The Committees constituted by the Board plays a crucial role in strengthening the governance framework of the Company. These Committees focus on specific operational and regulatory areas that require in-depth oversight, deliberation and resolution. Each Committee has been established with the formal approval of the Board and operates in accordance with the roles and responsibilities defined under the Company's Corporate Governance Code. The terms of reference of these Committees are in line with the requirements of the Act, SEBI Listing Regulations and RBI Master Directions.

The Chairperson of each Committee regularly briefs the Board on key discussions, recommendations and decisions taken in the respective meetings. The quorum for all Board Committees is two members or one-third of the total strength, whichever is higher. The Company Secretary acts as the Secretary to all the Committees of the Board.

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.

The Company had constituted 5 (Five) main committees namely:

A. Audit Committee

B. Nomination and Remuneration Committee

C. Stakeholders Relationship Committee

D. Corporate Social Responsibility Committee

E. Information Technology Strategy Committee

During the FY 2025-26, the Board had accepted all recommendations of all the Committees of the Board. All decisions pertaining to the constitution of Committees, appointment of members and terms of reference for Committee members are taken by the Board of Directors. Details pertaining to the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

Apart from the Committees of the Board constituted in accordance with applicable laws and regulatory requirements, the Company has also constituted various Management Committees comprising members of the senior management for the efficient conduct of its business operations and day-to-day functioning. These Management Committees facilitate effective operational oversight, risk management, and decision-making within their respective areas of responsibility.

The various Committees of the Company alongwith its composition is available on the website of the Company at https://cslfinance.in/investors#sebi-disclosures.

A. AUDIT COMMITTEE:

Your Company has an independent Audit Committee, which acts as a link between the management, the statutory auditors, internal auditors and the Board. Its composition, quorum, powers, role and scope are in accordance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations and Reserve Bank of India (Non-Banking Financial Companies - Governance) Master Directions, 2025, No. RBI/DOR/2025-26/344 DOR.GOV.REC. No.263/18-10-013/2025-26 dated November 28, 2025 ("RBI Master Directions"). All the members of the Audit Committee are financially literate and possess high expertise in the fields of Finance, Taxation, Economics, Risk and Finance.

Composition, Meetings & Attendance:

Majority of the Committee members are Independent Directors. The Audit Committee met 4 (Four) times during the year under review on May 23, 2025; August 12, 2025; November 13, 2025, February 02, 2026. The gap between two Meetings did not exceed one hundred and twenty days.

The composition of the Audit Committee as on March 31, 2026 and the details of attendance for the FY 2025-26 are as under:

Sr. No.	Name	Designation in the Committee & Capacity	No of meetings held during tenure	No of meetings attended
1	Mr. Parmod Bindal	Chairman, Independent Director	4	4
2	Mr. Rohit Gupta	Member, Managing Director	4	4
3	Mr. Subhash Chand Kwatra	Member, Independent Director	4	4
4	Mr. Anirudha Kumar	Member, Independent Director	4	4
5	Ms. Alaktika Banerjee	Member, Independent Director	4	4

Terms of Reference Audit Committee, inter-alia, includes:

a) Reviewing with the management, the quarterly financial results and annual financial statements and auditor's report thereon before submission to the Board for approval.

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) Recommendation for appointment, remuneration and terms of appointment of auditors of the company.

f) Compliance with Accounting Standards.

g) To review Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management.

h) Scrutiny of inter-corporate loans and investments.

i) Review with the management, the performance of Statutory and Internal Auditors, adequacy of Internal Control Systems.

j) To review the functioning of Whistle Blower Mechanism.

k) Discussion with Internal Auditors, any significant findings and follow up thereon.

l) Review Internal Audit Reports, evaluation of internal financial controls relating to internal Control weaknesses.

m) Discussion with internal auditors of any significant findings and follow up there on.

n) Ensuring that an information system audit of the internal systems and processes is conducted on yearly basis to assess operational risks faced by the Company.

o) To consider the certificates provided by the Managing Director/Whole Time Director and CFO of the Listed Entity as required under the RPT Industry Standards.

p) Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the SEBI Listing Regulations, 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.

B. NOMINATION & REMUNERATION COMMITTEE:

Your Company has Nomination and Remuneration Committee (NRC) constituted in accordance with provisions of sub-section (1) of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations and RBI Master Direction.

Composition, Meetings & Attendance:

The NRC Committee comprise of three members, the Committee met 3 (three) times during the year under review on May 23, 2025, August 11, 2025 and November 12, 2025.

The Composition of the NRC Committee along with number of meetings & attendance details are mentioned below:

Sr. No.	Name	Designation in the Committee & Capacity	No of meetings held during tenure	No of meetings attended
1	Mr. Subhash Chand Kwatra	Chairman, Independent Director	3	3
2	Mr. Anirudha Kumar	Member, Independent Director	3	3
3	*Ms. Alaktika Banerjee	Member, Independent Director	1	1

*Ms. Alaktika Banerjee was appointed as member of Nomination & Remuneration committee w.e.f. September 20, 2025 and Mr. Ashok Kumar Kathuria ceased to be member of the Committee.

Terms of Reference of Nomination and Remuneration Committee, inter-alia, includes-

a) To recommend to the Board, the set up and composition of the Board and its committees.

b) Setting criteria for appointment, re-appointment/removal of Directors/Senior Management including Key Managerial Personnel ('KMP') and other employees of the Company.

c) To oversee the framing, review and implementation of Board-approved Nomination & Remuneration policy.

d) To review the process for performance evaluation of Board, its Committees and Individual Directors, Board Diversity.

e) To administer the working of Employees Stock Option Schemes of the Company.

f) Ensuring 'fit and proper' status of the proposed and existing directors and scrutinising the declarations received by the directors in this regard.

g) May work in close coordination with the Risk Management Committee to achieve effective alignment between compensation and risks of KMP and Senior Management.

h) Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, the RBI 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.

In terms of the Listing Regulations and the Act, the Company has in place a Nomination & Remuneration Policy and the same is available on Company's website at https://cslfinance.in/investors#codes-policies.

The criteria for making payments to Non-Executive Directors is available on the website of the Company at https://cslfinance.in/investors#codes-policies

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Your Company has a Stakeholders' Relationship Committee is in compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations.

Composition, Meetings & Attendance:

The SRC Committee comprise of three members, the Committee met 1 (one) time during the year under review on August 11, 2025.

The Composition of the SRC Committee along with number of meetings & attendance details are mentioned below:

Sr. No.	Name	Designation in the Committee & Capacity	No of meetings held during tenure	No of meetings attended
1	Mr. Anirudha Kumar	Chairman, Independent Director	1	1
2	Mr. Rohit Gupta	Member, Managing Director	1	1
3	Mr. Ashok Kumar Kathuria	Member, Executive Director	1	1

The Terms of Reference of Stakeholders Relationship Committee ('SRC Committee'), inter-alia, includes:

a) It shall consider and resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report and non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.

b) Review of measures taken for effective exercise of voting rights by the shareholders.

c) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

d) Review of 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.

e) Performing such other functions as may be delegated by the Board and/or prescribed under the Companies Act, 2013, the Listing Regulations, RBI Master Directions, Depositories Act and rules, regulations, guidelines, circulars, clarifications and notifications issued by the Government of India, the Securities and Exchange Board of India, the Reserve Bank of India or any other statutory and regulatory authority.

Stakeholders Relationship Committee-Other Details

Name. Designation and Address of Compliance Officer

Ms. Preeti Gupta, Company Secretary & Compliance Officer of the Company as per Regulation 6(1) of the SEBI Listing Regulations w.e.f., June 26, 2021. She can be reached out at the Corporate Office of the Company at:

CSL Finance Limited
714-717, 7th Floor, Tower-B
Word Trade Tower, Sector-16
Noida-201301 (U.P.)
Phone No. 0120-4290650/52
Email: Investor@cslfinance.in

The Company has appointed M/s. MAS Services Limited as the Registrar and Share Transfer Agent to handle the investor grievances in co-ordination with the Compliance Officer. All grievances can be addressed to the Registrar and Share Transfer Agent. The Company monitors the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

Details of Complaints [including SEBI Complaints on (SCORES)/Smart ODR portal received by the Company and Resolved during the year 2025-26

No. of Complaints pending at the beginning of the year	0
No. of Complaints received during the year	0
No. of Complaints resolved	0
No. of Complaints pending at the end of the year	0

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Your Company has Corporate Social Responsibility Committee in compliance with the provisions of Section 135 of the Act.

Composition, Meetings & Attendance:

The CSR Committee comprise of Four members, the Committee met 4 (Four) times during the year under review on May 23, 2025, August 06, 2025 and November 06, 2025, March 02, 2026.

The Composition of the CSR Committee along with number of meetings & attendance details are mentioned below:

Sr. No.	Name	Designation in the Committee & Capacity	No of meetings held during tenure	No of meetings attended
1	Ms. Rachita Gupta	Chairperson, Whole Time Director	4	4
2	Mr. Rohit Gupta	Member, Managing Director	4	4
3	Mr. Ashok Kumar Kathuria	Member, Executive Director	4	4
4	Mr. Subhash Chand Kwatra	Member, Independent Director	4	4

The Terms of Reference of Corporate Social Responsibility ("CSR") Committee inter-alia, includes

a) formulation and monitoring the implementation of corporate social responsibility ('CSR') policy.

b) Recommend the amount of expenditure to be incurred on the CSR activities in accordance with the provisions of the Companies Act, 2013 and applicable rules.

c) Recommend to the Board CSR activities to be undertaken by the Company.

d) To recommend the Annual Action Plan including amount of expenditure to be incurred on the activities referred to in the CSR Policy and review the same and all other matters specified under the Act or any other role as may be prescribed by law from time to time.

e) Perform all such actions as may be required under the Companies Act, 2013, rules made thereunder and other applicable regulatory frameworks.

E. INFORMATION TECHNOLOGY STRATEGY COMMITTEE:

Your Company has constituted IT Strategy Committee 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.

Pursuant to Master Direction - Information Technology Framework issued by RBI for NBFC Sector, the Company has constituted an IT Strategy Committee.

Composition, Meetings & Attendance:

The Information Technology Strategy Committee comprise of three members, the Committee met 4 (Four) times during the year under review on May 23, 2025, August 11, 2025, November 12, 2025 and February 12, 2026.

The composition of the Information Technology Strategy Committee as on March 31, 2026 and the details of attendance for the FY 2025-26 is as under:

Sr. No.	Name	Designation in the Committee & Capacity	No of meetings held during tenure	No of meetings attended
1	Mr. Subhash Chand Kwatra	Chairperson, Independent Director	4	4
2	Mr. Rohit Gupta	Member, Managing Director	4	4
3	Ms. Rachita Gupta	Member, Whole Time Director	4	4

Brief Description of Terms of Reference:

The terms of reference of this Committee are in line with the regulatory requirements. The role and responsibilities of the Information Technology Strategy Committee inter-alia includes:

a) Ensure that the Company has put an effective IT strategic planning process in place.

b) Guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the Company towards accomplishment of its business objectives.

c) Satisfy itself that the 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 organisation.

d) Ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks.

e) Ensure that the budgetary allocations for the IT function (including for IT security), cyber security are commensurate with the Company's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives.

f) Review, at least on annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company.

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:

Sr. No.	Name	Designation in the Committee & Capacity
1.	Mr. Naresh Chandra Varshney	Chief Financial officer (KMP)
2.	Ms. Preeti Gupta	Company Secretary & Compliance Officer (KMP)
3.	Mr. Amit Kaul	President-IT & CTO
4.	Mr. Atul Kumar Agrawal	President-Finance & Treasury
5.	Mr. Chandan Kumar	Head- Business & Strategy
6.	Mr. Chirag Gupta	Head-Credit
7.	Mr. Prince Bhardwaj*	Chief Business Officer
8.	Mr. Sachin Shah#	Zonal Sales Manager
9.	Mr. Nikhil Singh	VP Business Operations & Business Analytics & CISO
10.	Mr. Neeraj Bhati	Zonal Credit Manager-SME
11.	Mr. Saurabh Prydarshi	Head-Legal
12.	Mr. Hariom Kumar	AVP-HR

*Mr. Prince Bhardwaj was inducted into the Senior Management Team as Chief Business Officer w.e.f., December 09, 2025.

#Mr. Sachin Shah ceased to be ZSM w.e.f., May 05, 2026.

4. REMUNERATION OF DIRECTORS

a) Criteria of Making Payments to Non-Executive Directors:

The Company believes that Non-Executive 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. They are remunerated by way of sitting fees for attending the meetings.

Details of Sitting fees of the Non-Executive Directors for the year ended March 31, 2026 are given in the table below:

Name of the Director	Sitting Fees
Mr. Parmod Bindal	1,40,000
Mr. Subhash Chand Kwatra	1,40,000
Mr. Anirudha Kumar	1,40,000
Ms. Alaktika Banerjee	1,40,000

Details of Pecuniary Relationships or Transactions of the Non-Executive Independent Director vis-a-vis the Company.

There are no pecuniary relationships or transactions of the non-executive independent director vis-à-vis the Company for the period ending March 31, 2026

b) Remuneration paid to Executive Directors during the year 2025-26:

Name	Remuneration (₹)	No of Equity Shares held
Mr. Rohit Gupta (MD)	84,00,000	37,74,608
Ms. Rachita Gupta (WTD)	30,00,000	58,503
Mr. Ashok Kumar Kathuria	9,60,000	-

Mr. Ashok Kumar Kathuria, Director of the Company has 9000 stock options issued vide Grant Letter dated April 01, 2022 at an exercise price of Rs. 160 vested over period of four years under the CSL Employee Stock Option Scheme, 2016.

5. GENERAL BODY MEETINGS

a) Details of last three Annual General Meeting and Special Resolutions passed there at:

Details of AGM	Date and Time	Venue	Special resolution(s) passed
33rd	Saturday, 20.09.2025 at 12.30 pm	Through Video Conferencing (VC)/Other Audio Visual Means (OAVM	1. To approve the Re-appointment of Mr. Parmod Bindal (DIN: 06389570) as Non- Executive Independent Director of the Company for a second term of 3 (Three) years. 2. To approve the Re-appointment of Mr. Subhash Chand Kwatra (DIN: 08635939) as Non-Executive Independent Director of the Company for a second term of 3 (Three) years. 3. Approval and implementation of the Employee Stock Option Scheme called "CSL Finance Employee Stock Option Plan 2025" ("CSL ESOP Plan 2025") through Trust route. 4. Approval for extension of grant of options to the employees and directors of the group company of the company under CSL Employee Stock Option Scheme 2025. 5. Approval for grant of options to identified employees during any one year equal to or exceeding 1% of the issued capital of the company under CSL Employee Stock Option Scheme 2025.

a) Details of last three Annual General Meeting and Special Resolutions passed there at: (Contd.)

Details of AGM	Date and Time	Venue	Special resolution(s) passed
			6. Approval for provision of money by the company for the purchase of its own share by the trust/ trustees for the benefit of employees under CSL Employee Stock Option Scheme 2025. 7. Approval for the acquisition of equity shares by way of secondary acquisition under CSL Employee Stock Option Scheme 2025.
32nd	Saturday, 21.09.2024 at 12.30 pm	Through Video Conferencing (VC)/Other Audio Visual Means (OAVM)	1. To approve increase in the borrowing limits of the Company from the existing limit of ₹ 50 Crores to ₹1,500 Crores. 2. To approve increase in the limits under Section 180(1)(a) of the Companies Act, 2013 for creation of charge/security on the Company's assets with respect to borrowings. 3. To consider approval of the alteration of the Articles of Association.
31st	Saturday, 23.09.2023 at 12.00 noon	Through Video Conferencing (VC)/Other Audio Visual Means (OAVM)	Nil

b) Details of the Extra-Ordinary General Meeting held in the last three years and special resolutions passed thereat:

During the FY 2023-24 Two special resolutions were passed in Extra-Ordinary General meeting of the Company held on 21st July, 2023 and During FY 2024-25 and FY 2025-26 the Company did not hold any Extra- Ordinary General Meeting.

c) No business transacted through postal ballot during FY 2025-26.

6. MEANS OF COMMUNICATION

The quarterly, half-yearly and annual financial results are submitted to both BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). These financial results are normally published in the newspapers, viz., the Business Standard in English and Hindi to ensure wider public dissemination.

The Company maintains a dedicated 'Investors' section on its official website to facilitate easy access to information for shareholders. All relevant information and documents required to be disclosed in accordance with the provisions of the Act and SEBI Listing Regulations are regularly updated and made available at: https://cslfinance.in/investors.

The Company makes timely disclosures and filing to the Stock Exchanges in terms of the SEBI Listing Regulations and other rules and regulations issued by the SEBI and the same are hosted on the website of the said Stock Exchanges.

In addition, the Annual Report, along with the quarterly, half-yearly and annual financial results, are made available on the Company's website at https://cslfinance.in/investors, BSE at www.bseindia.com and NSE at www.nseindia.com. This multi-channel approach ensures timely, transparent and effective communication with shareholders and various stakeholders.

The 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.

7. GENERAL INFORMATION FOR SHAREHOLDERS

a) Annual General Meeting:

(i)	AGM (Date, Time and Venue)	The 34th AGM of the Company will be held on Saturday, September 19, 2026 at 12.30 pm through Video Conferencing/Other Audio-visual means (OAVM)
(ii)	Financial Year	April 01, 2025 to March 31, 2026
(iii)	Dividend Recommended	Directors recommended a final dividend @100% i.e., ₹ 10.00/- (Rupees Ten only) per equity share of face value of ₹ 10/- each for the financial year ended March 31, 2026, in its meeting held on May 23, 2026, subject to approval of Members at the ensuing AGM of the Company.
(iv)	Dividend Payment Date	Within Statutory Timeline
(v)	CIN:	L74899DL1992PLC051462
(vi)	Website	https://cslfinance.in/
(vii)	E-mail Id	investor@cslfinance.in
(viii)	Corporate Office	714-717, 7th Floor, Tower - B World Trade Tower, Sector – 16, Noida-201301 U.P.
(ix)	Registered Office	Office No. 301-302, 8/19, 3rd Floor, W.E.A, Pusa Lane, Karol Bagh, New Delhi-110005
(x)	Listing Details	BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai-400001. NSE Limited, C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai-400051. Annual Listing Fees for the year 2025-26 has been paid to the BSE Limited and National Stock Exchange of India Limited within the stipulated time.
(xi)	Script Code	NSE Limited - CSLFINANCE BSE Limited - 530067
(xii)	ISIN	INE718F01018

b) None of the Securities of the Company have been suspended from trading by the Stock exchanges/SEBI during FY 2025-26.

c) Registrar and Share Transfer Agent: M/s MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area Phase-2, New Delhi-110 020.

Tel: 011-26387281, 82, 83

Email: sinvestor@masserv.com

d) Distribution schedule as on March 31, 2026:

Distribution of shareholding as on March 31, 2026 is as under:

Shareholding of Nominal Value of ₹	No. of shareholders		Number of Shares	Amount	
	Number	%		₹	%
1-5,000	7,075	86.007	5,76,211	57,62,110	2.529
5001-10,000	469	5.701	3,59,960	35,99,600	1.579
10,001-20,000	299	3.634	4,34,894	43,48,940	1.908
20,001-30,000	108	1.312	2,75,878	27,58,780	1.210
30,001-40,000	44	0.534	1,56,080	15,60,800	0.685
40,001-50,000	31	0.376	1,44,398	14,43,980	0.633
50,001-1,00,000	71	0.863	5,11,315	51,13,150	2.244
1,00,001 & above	129	1.568	2,03,23,885	20,32,38,850	89.207
Total	**8,226**	**100.000**	**2,27,82,621**	**22,78,26,210**	**100.000**

e) Shareholding pattern of the Company as on March 31, 2026 is as under:

SHAREHOLDING PATTERN AS ON 31.03.2026			
Sr. No.	**Name**	**No. of Shares Held**	**Percentage**
1.	Promoter & Promoter Group	1,08,58,431	47.66
2.	Alternate Investment Fund	3,60,611	1.58
3.	Foreign Portfolio Investors (CAT-1)	37,419	0.16
4.	NBFCs	3,01,642	1.32
5.	Key Managerial Personnel	165	0.00
6.	Investor Education and Protection Fund (IEPF)	4,21,181	1.85
7.	Resident Individuals holding nominal Share Capital in excess of ₹ 2 Lakhs	29,93,397	13.14
8.	Resident Individuals holding nominal Share Capital upto ₹ 2 Lakhs	29,07,051	12.76
9.	Non-Residents Indian	1,60,011	0.70
10.	Bodies Corporate	44,43,960	19.51
11.	Others (Clearing Members)	3,616	0.02
12.	ESOP Trust	2,95,137	1.3
Total		**2,27,82,621**	**100.00**

f) 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, 99.7% of the Company's total Equity Shares representing 2,27,13,916 shares were held in dematerialized form and 68,705 shares representing 0.03% of paid-up share capital were held in physical form.

g) 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.

h) Address for investor's correspondence:

For share transfer/transmission/Dematerialization or other queries	**M/s MAS Services Limited** T-34, 2nd Floor Okhla Industrial Area Phase-2, New Delhi-110 020 Tel: 011-26387281, 82, 83 Email: investor@masserv.com
For General Correspondence	**Secretarial Department** **CSL Finance Limited** 714-717, 7th Floor, Tower - B World Trade Tower, Sector - 16 Noida 201301 Tel: 011-4290650/52
Email id for investor grievance	investor@cslfinance.in

8. DISCLOSURES

a) Succession Planning:

Succession planning is a structured process aimed at identifying and addressing the need to fill positions at the Board and Senior Management levels. It involves identifying potential candidates for these roles, assessing their capabilities and developing the next generation of leaders to step into key leadership positions as required. The development process primarily focuses on mentoring and training identified employees to prepare them for higher responsibilities when the opportunity arises. The Company has consistently endeavoured to nurture, train and enhance the skill sets of employees at all levels, with the key objective of ensuring seamless succession that does not disrupt current performance. The Company has implemented a Succession Planning Policy for appointments to the Board of Directors and Senior Management, in line with good governance practice.

b) Related Party Transactions:

During the financial year, there were no materially significant related party transactions or pecuniary relationships between the Company and its Directors that had a potential conflict

with the interest of the Company. Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board has, on recommendation of its Audit Committee, adopted a policy for dealing with related party transactions and the said policy is available on the website of the Company at https://cslfinance.in/investors#codes-policies.

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

Transactions with related parties, as per the requirements of Ind-AS and SEBI Listing Regulations, are disclosed in, note no. 47 forming part of the notes to accounts annexed to the financial statements. The Shareholders of the Company had approved the material related party transactions to be entered into by the Company in the F.Y. 2025-26 with CSL Capital Private Limited, being a related party of the Company in the 33rd AGM via Ordinary Resolution dated September 20, 2025 as per SEBI Listing Regulations.

There were no contracts or arrangements entered into with related parties referred to in Section 188(1) of the Act during FY 2025-26 and hence Form AOC-2 is not required to be enclosed with Directors Report in accordance with Rule 8(2) of the Companies (Accounts) Rules, 2014.

In addition, as per the SEBI Listing Regulations, your Company has also submitted along with its financial results for the half year, disclosures of related party transactions with stock exchanges and also published it on the website of the Company.

c) 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 year under review, the Company has duly complied with the requirements, regulations & provisions of stock exchange, SEBI & any other regulatory authorities.

d) Vigil Mechanism/Whistle Blower Policy:

The details of establishment of whistle blower policy/ vigil mechanism are furnished in the Directors' Report forming part of the Annual Report. None of the Company's personnel have been denied access to the Audit Committee.

e) Compliance with mandatory requirements and adoption of non- mandatory requirements:

The Company is in compliance with applicable mandatory corporate governance requirements of the Listing Regulations. Specifically, Company confirms compliance with corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

The Company has also adopted and complied with the following discretionary requirements, as outlined in Part E of schedule II of the SEBI Listing Regulations:

(i) Shareholder's Rights:

The Company publishes its results on its website at https://cslfinance.in/investors which is accessible to the public at large. The same are also available on the websites of the Stock Exchanges on which the Company's shares are listed.

(ii) Modified opinion(s) in Audit Report:

The Company's financial statements are unmodified and Company continues to adopt best practices to ensure the regime of unmodified opinion.

(iii) Reporting of Internal Auditors:

The reports of the Internal Auditor are placed directly to the Audit Committee thereby ensuring independence and effective oversight.

f) Disclosures of commodity price risks and commodity hedging:

The Company does not deal in commodities and hence the disclosure pursuant to the same is not required to be given.

g) Details of utilisation of Funds raised through preferential allotment or qualified institutions placement:

During the year, the Company has not raised any funds through preferential allotment or Qualified Institutional Placement as specified under Regulation 32(7A) nor allotted any Bonus Shares.

h) Outstanding Global Depository Receipts ("GDRs")/American Depository Receipts ("ADRs")/Warrants or any Convertible Instruments, Conversion Date and likely impact on equity:

The Company has not issued any GDRs/ADRs/ Warrants, or any Convertible Instruments. Therefore, there is no impact on equity on account of such instruments.

i) Credit Ratings:

The credit rating details of the Company are disclosed in the Directors' Report, which forms part of this Annual Report.

j) Unclaimed Dividend:

In accordance with the provisions of Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), including any amendment thereto:

- Dividends not claimed within seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF").
- The list of unclaimed dividends, including the name of the shareholders, dividend amount and the proposed date of transfer to IEPF, has been uploaded on the Company's website and can be accessed at: https://cslfinance.in/investors#sebi-disclosures.

k) Details of Fees paid to Statutory Auditors:

(Amount in lakh)

Type of Services	FY 2025-26	FY 2024-25
Audit Fees*#	23.23	16.81
Others	1.06	1.40
Total	**24.29**	**18.21**

*Includes Audit and Audit-related services on a consolidated basis and excludes any Out-of-Pocket Expenses Incurred.

#includes 7.04 lakhs (March 31, 2025: Nil) for erstwhile Statutory Auditors- S.P. Chopra & Co., Chartered Accountants.

The Audit Fees paid to the auditors for the financial year ended March 31, 2026, is covered separately in note no. 35 forming part of the notes to accounts annexed to the financial statements.

l) Disclosure in relation to 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, it 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. This Policy is available on the website of the Company at https://cslfinance.in/investors#codes-policies.

m) Web Link Where Policy for Determining 'Material' Subsidiary is Disclosed:

The weblink of policy for determining the material subsidiary is displayed on the Company's website at https://cslfinance.in/investors#codes-policies. However the Company does not have any material subsidiary.

n) Disclosure of Loans and Advances to firms/ Companies in which Directors are interested:

The Company have not given any Loans and advances in the nature of loan to firms / companies in which directors are interested.

o) Adherence to Accounting Standards:

The financial statements of the Company have been prepared in compliance with the applicable Indian Accounting Standards (Ind-AS) notified under Section 133 of the Act and are in accordance with Schedule III to the Act.

p) 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.

q) Certifications:

- **Code of Conduct:** The Board has laid down a "Code of Conduct" for all the Board Members and the senior management of the Company and the Code of Conduct has been posted on the website of the Company. Annual declaration confirming compliance of the code is obtained from every person covered by the code of conduct. A declaration to this effect signed by Mr. Rohit Gupta, Managing Director (DIN: 00045077) is attached to this report as **Annexure I**.

- As required under the SEBI Listing Regulations, a certificate confirming accuracy of the financial statements and the adequacy of internal controls relating to financial reporting for the year ended March 31, 2026, has been provided by the Managing Director and the Chief Financial Officer of the Company. The said certificate is annexed to the Report as **Annexure II**.

  The Managing Director and Chief Financial Officer also jointly issue a quarterly compliance certificate on financial results and place the same before the Board in terms of Regulation 33(2) of the Listing regulations.

- **Certificate from Practicing Company Secretaries regarding Non-Debarment and Non-Disqualification of Directors and on Corporate Governance.**

  - The Company has received a certificate from M/s. Jasvinder Kaur & Co., Practicing Company Secretaries to the effect that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The same is annexed to the Director's Report.

  - Certificate from M/s. Jasvinder Kaur & Co., Practicing Company Secretaries on 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 III** forming integral part of this Report.

r) Disclosure of certain types of Agreements binding the Company:

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 2025-26.

s) Unclaimed Suspense Account

As on March 31, 2025, the Company does not have ny equity shares lying in the unclaimed suspense account.

9. REPORT ON CORPORATE GOVERNANCE

This Chapter read together with the "Annexure to Corporate Governance", constitutes the Compliance Report on Corporate Governance for 2025-26.

For and behalf of the Board
of **CSL Finance Limited**

Rohit Gupta
(Managing Director)
DIN: 00045077

Ashok Kumar Kathuria
(Director)
DIN: 01010305

Place: Noida
Date: August 12, 2026

Annexure-I

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

As per Regulation 17(5) and Regulation 26(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges, it is hereby declared that all the members of Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the year ended March 31, 2026.

Rohit Gupta
(Managing Director)
DIN: 00045077

Place: Noida
Date: May 26, 2026

Annexure-II

MD AND CFO CERTIFICATE

To,
The Board of Directors
CSL Finance Limited

In compliance with Regulation 17 (8) read with Schedule II Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We, Rohit Gupta, Managing Director and Naresh Chandra Varshney, Chief Financial Officer of the Company, to the best of our knowledge and belief certify that:

(a) We have reviewed financial statements and the cash flow statement for FY 2025-26 and that to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have disclosed, based on our evaluation wherever applicable to the Auditors and the Audit Committee that:

   i. there were no significant changes in internal controls over financial reporting during the year;

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

   iii. there were no instances of significant fraud of which we are become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Rohit Gupta
(Managing Director)
DIN: 00045077

Naresh Chandra Varshney
(Chief Financial officer)

Place: Noida
Date: May 26, 2026

Annexure-III

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of **CSL Finance Limited**,

I, have examined the compliance of the conditions of Corporate Governance by **CSL Finance Limited** for the year ended on March 31, 2026, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations, 2015").

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of the Listing Regulations, 2015. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion, to the best of my knowledge and according to the explanation given to me, and the representations made by Directors & the Management, I certify that the company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of the Listing Regulations, 2015 for the year ended March 31, 2026.

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

For **Jasvinder Kaur & Co.**
(Company Secretaries)

Jasvinder Kaur
(Practicing Company Secretary)
M. No.: F7244
COP No.: 7700
Peer Review Certificate No.: 7924/2026
UDIN: F007244H000989049

Place: Ghaziabad
Date: July 31, 2026

Independent Auditor's Report

To The Members of CSL Finance Limited

Report on the Audit of the financial statements

OPINION

We have audited the accompanying financial statements of **CSL Finance Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, 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 material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS"), the circulars, guidelines and directions issued by Reserve Bank of India ("RBI") from time to time ("RBI Guidelines") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the financial statements 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

KEY AUDIT MATTERS

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 period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report w.r.t the Company:

S. No.	Key Audit Matters	How our audit addressed the key audit matter
1.	**Computation of impairment losses on loan assets [Refer Note 4 and 26 of the accompanying financial statements for related disclosures].** As at March 31, 2026, the Company has reported total gross loan assets of ₹ 139,249.92 lakh (March 2025: ₹ 115,777.40 lakh) against which an impairment loss of ₹ 1,856.11 lakh (March 2025: ₹ 1,359.76 lakh) has been recorded. The calculation of impairment losses on loans is complex and is based on application of significant management judgement and the use of different modelling techniques and assumptions, which have a material impact on reported profits. The Company has applied a three stage approach based on changes in credit quality to measure expected credit loss on loans which is as follows: • If the loan is not credit-impaired on initial recognition, then it is classified in 'Stage 1' and its credit risk is continuously monitored by the Company i.e. the default in repayment is within the range of 0 to 30 days.	Our audit focused on assessing the appropriateness of Management's judgment and estimates used in the impairment analysis through procedures that included, but were not limited to, the following: • Evaluated the Company's accounting policies for estimation of expected credit loss on loans in accordance with Ind AS 109, Financial Instruments. • Obtained an understanding of the ECL policy adopted by the Company with key assumptions. • Evaluated the appropriateness of the determination of significant increase in credit risk and the basis for classification of various exposures into various stages by the Management in accordance with the relevant accounting standards.

KEY AUDIT MATTERS (Contd.)

S. No.	Key Audit Matters	How our audit addressed the key audit matter
	• If a significant increase in credit risk (since initial recognition) is identified, it is moved to 'Stage 2' but is not yet deemed to be credit-impaired i.e. the default in repayment is within the range of 31 to 90 days. • If the loan is credit-impaired, it is then moved to 'Stage 3' i.e. the default in repayment is more than 90 days. 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. Significant Management judgement and assumptions involved in measuring ECL requires determining the criteria for a significant increase in credit risk. Given the significance of judgements and the high complexity related particularly to the calculation of ECL we considered this area as a Key Audit Matter.	• Evaluated the calculation of impairment loss considering the policy adopted by the Company. Our procedures as mentioned above did not identify any findings that are significant for the financial statements as whole in respect of computation of impairment losses on loan assets.

OTHER MATTERS

The financial statements of the Company for the year ended March 31, 2025, have been audited by the predecessor auditor who have expressed an unmodified opinion dated May 23, 2025, on such financial statements.

Our opinion is not modified in respect of this matter.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The Board's Report 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 do not express any form of assurance conclusion thereon.

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

When we read the Board's Report, if we conclude that, there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

RESPONSIBILITY OF MANAGEMENT & THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

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

In preparing the financial statements, the 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 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 Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and 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 **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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

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

d) In our opinion, the aforesaid financial statements comply with the Ind-AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2026 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"**.

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

a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements [refer note no. 41].

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

c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

ii. The Management has represented that to the best of its knowledge & belief, the Company has not received any funds from any persons or entities including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

iii. Based on such audit procedures 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) & (ii) of Rule 11(e), as provided under (i) & (ii) above, contain any material misstatement.

e) i. The final dividend proposed in the previous year, declared and paid by the Company during the year is in compliance with section 123 of the Act to the extent it applies to payment of dividend.

ii. As stated in note 46 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

f) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per statutory requirements for record retention.

For **S.R. Dinodia & Co. LLP**
Chartered Accountants
Firm Registration Number: 001478N/N500005

(Sandeep Dinodia)
Partner
Membership Number: 083689
UDIN: 26083689KPZUNM2347

Place of Signature: New Delhi
Date: May 26, 2026

Annexure ‘A’

To the Independent Auditors’ Report of even date on the financial statements of CSL Finance Limited

The Annexure referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of Independent Auditors’ Report to the members of the Company on the financial statements for the year ended March 31, 2026, we report that:

i) In respect of Property, Plant and Equipment:

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

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

b) The Company has a regular program of physical verification of its Property, Plant and Equipment under which Property, Plant and Equipment are verified annually, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, Property, Plant and Equipment were verified during the financial year ended March 31, 2026 and according to the information and explanation given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) as disclosed in the financial statements are held in the name of the Company except as follows:

Description of Property	Gross Caring Value (₹ in lakh)	Held in Name of	Whether Promoter, director or their relative or employee	Reason for not being held in name of company
Immovable Property	150.00	Late Mr. Prateek Parikh	NA	The Company held these residential properties under legal repossession processes and classified as “Assets Held for Sale” under financial statements
Immovable Property	5.00	M/S Balaji Education Society	NA	
Immovable Property	15.09	Hunamal Sharma	NA	
Immovable Property	23.45	Janak Thakorlal Modi	NA	
Immovable Property	7.36	Mahaveer Prajapat	NA	
Immovable Property	98.03	Shekh Mohamadfaruk Abdulraheman	NA	

d) According to the information and explanations given to us and the records examined by us, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year. Accordingly, the provisions of clause 3(i)(d) of the Order are not applicable.

e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Order are not applicable.

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

b) According to the information and explanations given to us and the records examined by us, during the year, the Company has been sanctioned working capital limits in excess of ₹ five crore, in aggregate, from banks and financial institutions on the basis of security of current assets. According to the information and explanations given to us, the quarterly statements filed by the Company with such banks and financial institutions are materially in agreement with the books of account of the Company as disclosed in Note No 45(i) to the financial statements.

iii) In respect of investments in, guarantee or securities provided, granting of loans or advances in the nature of loans, secured or unsecured, to companies, firms and limited liability partnerships (LLP's) or any other parties:

a) The Company is a Non-Banking Financial Company (NBFC-ICC). Its principal business is to grant loans. Accordingly, the provision of clause 3(iii)(a) of the Order is not applicable.

b) As the Company has neither made any investment nor provided any guarantee or securities to companies, firms and limited liability partnerships (LLP's) or any other parties. Accordingly, the provision of clause 3(iii)(b) of the Order is not applicable.

c) In respect of loans granted, according to the information and explanations given to us and based on the audit procedures performed by us, the schedule of repayment of principal and payment of interest has been stipulated and repayments/receipts of the principal amount and the interest are regular, except for following wherein the repayment(s)/receipt(s) of the principal amount and the interest are not regular:

(Amount in ₹ lakh)

Loan Category	Extent of delay	No. of cases	Principal Overdue	Interest Overdue*	Total Overdue**
SME Loan	1-90 days	421	72.13	96.66	168.79
	Beyond 90 days	126	80.00	141.75	221.75
Wholesale Loan	1-90 days	1	-	4.27	4.27

*The above amounts are exclusive of fees income.

**The above amounts are before adjustment of loan acquisition costs and related income to arrive at EIR method. Having regard to the nature of the Company's business and the volume of information involved, it is not practicable to provide an item-wise list of loan assets where delinquencies in the repayment of principal and interest have been identified.

d) According to the information and explanations given to us and based on the audit procedures performed by us, the total amount which is overdue for more than 90 days in respect of loans and advances in the nature of loans granted is as follows:

(Amount in ₹ lakh)

Loan Category	Extent of delay	No. of cases	Principal Overdue	Interest Overdue*	Total Overdue**
SME Loan	Beyond 90 days	126	80.00	141.75	221.75

*The above amounts are exclusive of fees income.

**The above amounts are before adjustment of loan acquisition costs and related income to arrive at EIR method. Having regard to the nature of the Company's business and the volume of information involved, it is not practicable to provide an item-wise list of loan assets where delinquencies in the repayment of principal and interest have been identified.

Reasonable steps are being taken by the Company for recovery of principal and interest.

e) The Company is a NBFC - ICC & its principal business is to grant loans. Accordingly, the provision of clause 3(iii)(e) of the Order is not applicable.

f) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the Company has not granted any loans or advances in the nature of loans, which are either repayable on demand or without specifying any terms or period of repayment.

iv) According to the information and explanations given to us, and on the basis of our examination of the records, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of the loans granted, as applicable. Further, as informed, the Company has not made any investment or provided the guarantees and security during the year, hence the reporting under this clause is not applicable in respect of investment or guarantee or security.

v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

vi) On the basis of available information and explanation provided to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014 dated December 31, 2014 (as amended from time to time) to the current operations carried out by the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

vii) In respect to statutory dues:

a) On the basis of available information and explanation provided to us, 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 any other material statutory dues applicable to it with the appropriate authorities. Further, there were no undisputed outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date, they became payable.

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

viii) According to the information and explanations given to us and the records examined by us, there were no unrecorded transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order are not applicable.

ix) In respect of loans or other borrowings taken during the year by the Company, according to the information and explanations given to us and audit procedures performed by us:

a) No default made by the Company in repayment of loans or other borrowings or in the payment of interest thereon during the year.

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

c) Term loan taken has been applied for the purpose for which the loans were obtained.

d) No funds raised on short-term basis have been used for long-term purposes by the Company.

e) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the provisions of clause 3(ix)(e) of the Order are not applicable.

f) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the provisions of clause 3(ix)(f) of the Order are not applicable.

x) In respect of moneys raised by the Company through issue of shares & debt instruments:

a) During the year, the Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable.

b) During the year, the Company did not make preferential allotment/private placement of convertible debentures (fully, partially or optionally convertible). During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, provisions of clause 3 (x) (b) of the Order are not applicable.

xi) a) As per the information and explanations given to us on our enquiries on this behalf, no fraud of material significance on or by the Company has been noticed or reported during the year.

b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed during the year and up to the date of this report in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

xii) The Company is not a Nidhi company. Accordingly, provisions of clause 3(xii)(a) to (c) of the Order are not applicable.

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

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

b) We have considered the internal audit reports of the Company issued till date, for the period under audit.

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 the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3(xv) of the Order are not applicable.

xvi) In respect of registration with Reserve Bank of India, according to the information and explanations given to us and audit procedures performed by us:

a) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and such registration has been obtained by the Company.

b) The Company is holding a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of clause 3(xvi)(c) of the order are not applicable.

d) According to the information and explanations given to us, the Group doesn't have any CIC as part of the Group. Accordingly, provisions of clause 3(xvi)(d) of the order are not applicable.

xvii) According to the information and explanations given to us, the Company has neither incurred any cash losses in the current financial year nor in the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors during the year. Accordingly, provisions of clause 3 (xviii) of the order are not applicable.

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

xx) In respect of Corporate Social Responsibility, according to the information and explanations given to us and audit procedures performed by us:

a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring to be transferred to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, provisions of clause 3 (xx) (a) of the Order are not applicable.

b) There are no ongoing CSR projects under sub-section (6) of section 135 of the said Act. Accordingly, provisions of clause 3 (xx) (b) of the Order are not applicable.

xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **S.R. Dinodia & Co. LLP**
Chartered Accountants
Firm Registration Number: 001478N/N500005

(Sandeep Dinodia)
Partner
Membership Number: 083689
UDIN: 26083689KPZUNM2347

Place of Signature: Gurugram
Date: May 26, 2026

Annexure 'B'

To the Independent Auditors' Report of even date on the Financial Statements of CSL Finance Limited

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 **CSL Finance 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 Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to 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, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on “the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. Dinodia & Co. LLP**
Chartered Accountants
Firm Registration Number: 001478N/N500005

(Sandeep Dinodia)
Partner
Membership Number: 083689
UDIN: 26083689KPZUNM2347

Place of Signature: New Delhi
Date: May 26, 2026

INDEPENDENT AUDITOR'S ADDITIONAL REPORT TO THE BOARD OF DIRECTORS UNDER MASTER DIRECTION DNBS. PPD.03/66.15.001/2016-17 DATED SEPTEMBER, 2016 [NON-BANKING FINANCIAL COMPANIES AUDITOR'S REPORT (RESERVE BANK) DIRECTIONS, 2016]

To,
The Board of Directors
CSL Finance Limited
410-412, 18/12, 4th Floor,
W.E.A, Arya Samaj Road,
Karol Bagh, New Delhi,
Central Delhi, New Delhi, Delhi, India, 110005.

1. This report is issued in accordance with the requirements of Chapter II of Master Direction - Non-Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2016.

2. We have audited the accompanying financial statements of **CSL Finance Limited** (hereinafter referred to as the "Company") comprising Balance Sheet as at March 31, 2026 and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, on which we have issued our report dated May 26, 2026.

Management Responsibilities for the Financial Statements

3. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind-AS") and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

4. The Management is also responsible for compliance with the Reserve Bank of India Act, 1934 and other relevant Reserve Bank of India (hereinafter RBI or Bank) circulars and guidelines applicable to Non-Banking Financial Companies, as amended from time to time, and for providing all the required information to RBI.

Auditor's Responsibility

5. Pursuant to the requirements of Para 3 of chapter II of Master Direction - Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016, it is our responsibility to examine the audited financial statement of the Company for the year ended March 31, 2026 and report on the matters specified in the Directions to the extent applicable to the Company.

6. The financial statements referred to in paragraph 5 above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 26, 2026. Our audit of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. Based on our examination of the audited financial statements of the Company for the year ended March 31, 2026 as produced for our examination and the information and explanations given to us, we report that:

Para A of the Directions

i. The Company is engaged in the business of non-banking financial activity (not accepting or holding public deposits) and meeting the Principal Business Criteria (Financial asset/income pattern) as prescribed by RBI. Further, pursuant to Section

45-IA of the RBI Act, the Company has obtained certificate of registration No. B-14.00652 from Reserve Bank of India ('RBI') dated March 03, 2003.

ii. The Company is entitled to continue to hold such 'CoR' as on March 31, 2026 in terms of its Principal Business Criteria (Financial asset/ income pattern).

iii. The Company has met with the required Net Owned Funds requirement as laid down in Master Direction - Non- Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

Para B of the Directions

Matters enumerated in Para (B) are not applicable to the Company as it is not accepting/holding public deposits.

Para C of the Directions

i. The Board of Directors of the Company has passed a resolution in its meeting held on April 15, 2025 for non-acceptance of public deposits.

ii. The Company has not accepted any public deposits during the year ended March 31, 2026.

iii. The Company has complied with the Indian Accounting Standards issued by the ICAI specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS). In our opinion & to the best of our information & according to the explanations given to us, the Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in the preparation of the financial statements for the year ended March 31, 2026.

iv. In our opinion and to the best of our information and according to the explanation given to us, the Company being a Systemically Important Non-Deposit taking NBFC as defined in paragraph 3 (xxxi) of the relevant Master Direction, for the year ended March 31, 2026,

a) Has correctly arrived at the capital adequacy ratio as disclosed in the Note 56(ii) of the financial statements for the year ended March 31, 2026. Further, the Capital-to-Risk Weighted Assets Ratio (CRAR) of the Company as on March 31, 2026 is 44.74% against required CRAR of 15% which is in compliance with the minimum required CRAR as prescribed by the RBI.

b) Has furnished to RBI, the provisional annual statement of capital funds, risk assets/ exposure and risk asset ratio (NBS-07, now DNBS-03) for the year ended March 31, 2026 on April 20, 2026 and the company is in process to file final NBS-07 (now DNBS-03).

v. Para (C) (v) of the Directions are not applicable to the Company as it is not a NBFC Micro Finance Institution (MFI) as defined in the Non - Banking Financial Company - Non-Systemically Important Non - Deposit taking Company (Reserve Bank) Directions, 2016 and Non- Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

Para D of the Directions

Since the Company is holding CoR, matters enumerated in Para (D) will not be applicable.

Restriction on Use

10. Our obligations in respect of this report are entirely separate from, and our responsibility and liability, in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing said in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of any financial statements of the Company.

11. This report is issued pursuant to our obligations under the said Directions to submit a report on additional matters, to the Board of Directors of the Company and should not be used by any other person or for any other purpose. We neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

For **S.R. Dinodia & Co. LLP**
Chartered Accountants
Firm Registration Number: 001478N/N500005

(Sandeep Dinodia)
Partner
Membership Number: 083689
UDIN: 26083689KPZUNM2347

Place of Signature: Gurugram
Date: May 26, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Balance Sheet

As at March 31, 2026

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
A. Assets			
I. Financial Assets			
(a) Cash and Cash Equivalents	4	7,633.18	6,380.11
(b) Bank Balance other than Cash and Cash Equivalents	5	1,635.68	1,670.93
(c) Receivables			
- Trade Receivables		-	-
- Other Receivables	6	93.66	381.91
(d) Loans	7	1,37,393.81	1,14,417.64
(e) Other Financial Assets	8	112.66	104.09
		1,46,868.99	**1,22,954.68**
II. Non-financial Assets			
(a) Current tax assets (net)	9	121.64	181.05
(b) Deferred Tax Assets (Net)	10	483.08	111.27
(c) Investment Property	11	15.22	15.57
(d) Property, Plant and Equipment	12	604.33	598.34
(e) Right-of-use Assets	13	123.39	182.44
(f) Intangible Assets Under Development	14	1.37	8.47
(g) Other Intangible Assets	15	77.76	70.03
(h) Other Non-Financial Assets	16	165.37	99.55
		1,592.16	**1,266.72**
III. Assets Held For Sale	17	**298.93**	**286.01**
Total Assets		**1,48,760.08**	**1,24,507.41**
A. Liabilities and Equity			
Liabilities			
I. Financial Liabilities			
(a) Payables	18		
(i) Trade payables			
a) Total outstanding dues of micro enterprises and small enterprises		7.92	5.02
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		219.74	288.81
(ii) Other payables			
a) Total outstanding dues of micro enterprises and small enterprises		-	-
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b) Borrowings	19	85,416.72	69,295.84
(c) Lease Liabilities	13	153.19	218.79
(d) Other Financial Liabilities	20	540.11	375.21
		86,337.69	**70,183.68**
II. Non-Financial Liabilities			
(a) Current Tax Liabilities (Net)	21	27.89	-
(b) Provisions	22	102.23	44.08
(c) Other Non-Financial Liabilities	23	134.71	114.98
		264.83	**159.06**
III. Equity			
(a) Equity Share Capital	24	2,248.74	2,245.55
(b) Other Equity	25	59,908.82	51,919.12
		62,157.56	**54,164.67**
Total Liabilities and Equity		**1,48,760.08**	**1,24,507.41**
Summary of Material Accounting Policy Information	3		

As per our Report of even date attached

For **S.R. Dinodia & Co. LLP**
Chartered Accountants
Firm Registration Number: 001478N/N500005

For & on behalf of Board of Directors of
CSL Finance Limited

(Sandeep Dinodia)
Partner
Membership Number: 083689

(Rohit Gupta)
Managing Director
DIN: 00045077

(Ashok Kumar Kathuria)
Director
DIN: 01010305

(Preeti Gupta)
Company Secretary
M. No.: ACS A43593

(Naresh C. Varshney)
Chief Financial Officer

Place of Signature: New Delhi
Date: May 26, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Statement of Profit and Loss

For the year ended March 31, 2026

	Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
I	**Revenue From Operations**			
	Interest Income	26	24,181.64	19,909.63
	Fees and Commission Income	27	984.48	1,180.49
	Bad Debt Recoveries	28	440.11	414.89
	Total Revenue From Operations		**25,606.23**	**21,505.01**
II	Other Income	29	95.82	99.30
	Total Other Income		**95.82**	**99.30**
III	**Total Income (I+II)**		**25,702.05**	**21,604.31**
IV	**Expenses**			
	Finance Costs	30	8,357.16	6,491.67
	Fees and Commission Expense	31	49.25	47.67
	Impairment of Financial Instruments	32	1,131.39	1,195.53
	Employee Benefits Expenses	33	3,283.45	2,780.04
	Depreciation, Amortization & Impairment	34	209.70	172.00
	Other Expenses	35	1,443.32	1,229.28
	Total Expenses		**14,474.27**	**11,916.19**
V	**Profit/(loss) before exceptional items and tax (III-IV)**		**11,227.78**	**9,688.12**
VI	**Exceptional Items**	36	**17.32**	**-**
VII	**Profit/(loss) before tax (V-VI)**		**11,210.46**	**9,688.12**
VIII	**Tax Expense**	37		
	- Current Year's		2,966.59	2,484.43
	- Earlier Year's		2.81	-
	- Deferred Tax		(369.96)	(5.58)
	Total Tax Expenses		**2,599.44**	**2,478.85**
IX	**Profit for the year (VII-VIII)**		**8,611.02**	**7,209.27**
X	**Other Comprehensive Income**			
	(A) (i) Items that will not be reclassified profit or loss			
	(a) Re-measurement gains/(losses) on defined benefit plans		(7.34)	(1.53)
	(ii) Income tax on items that will not be reclassified profit or loss		1.85	0.38
	(B) (i) Items that will be reclassified profit or loss		-	-
	(ii) Income tax on items that will be reclassified profit or loss		-	-
	Other comprehensive income for the year, net of tax		**(5.49)**	**(1.15)**
XI	**Total comprehensive income for the year, net of tax (IX+X)**		**8,605.53**	**7,208.12**
XII	**Earnings per equity share: (Face value ₹ 10 per share)**	38		
	1) Basic (amount in ₹)		37.80	31.64
	2) Diluted (amount in ₹)		37.50	31.30
	Summary of Material Accounting Policy Information	3		

As per our Report of even date attached

For **S.R. Dinodia & Co. LLP**
Chartered Accountants
Firm Registration Number: 001478N/N500005

For & on behalf of Board of Directors of
CSL Finance Limited

(Sandeep Dinodia)
Partner
Membership Number: 083689

(Rohit Gupta)
Managing Director
DIN: 00045077

(Ashok Kumar Kathuria)
Director
DIN: 01010305

(Preeti Gupta)
Company Secretary
M. No.: ACS A43593

(Naresh C. Varshney)
Chief Financial Officer

Place of Signature: New Delhi
Date: May 26, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Statement of Cash Flows

For the year ended March 31, 2026

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash Flows From Operating Activities:		
Profit Before Tax	11,210.46	9,688.12
Adjustments for:		
Depreciation and amortization on PPE	209.70	172.00
Interest accretion on lease liabilities	20.10	24.87
Interest on borrowings	8,170.75	6,278.56
Interest on delayed payment	4.99	0.18
Unamortised Cost on Borrowings	161.32	188.06
Impairment of financial instruments	1,131.39	1,195.53
(Profit)/Loss on Investments (mutual funds)	(33.15)	(43.19)
Loss/(profit) on Sale/written of Property, Plant and Equipment (Net)	9.39	(0.08)
Share based payment expenses (net)	40.07	22.00
Gain on Lease termination	(1.36)	(1.79)
Loss on sale of Assets held for sale	38.11	18.95
Bad Debt Written back	(440.11)	(414.89)
Interest income on unwinding of security deposits	(2.27)	(1.08)
Operating Profit before Working Capital changes	**20,519.39**	**17,127.24**
Adjustments for changes in Working Capital:		
Loans	(23,718.48)	(24,526.93)
Other Receivables & Other Financial assets	281.95	(227.14)
Other non-financial assets	(65.82)	(26.91)
Trade Payable & Other financial liabilities	134.91	32.14
Other non-financial liabilities	19.73	35.70
Provisions	58.15	10.98
Cash (Used in) Operations	**(2,770.17)**	**(7,574.92)**
- Taxes (Paid) (Net)	(2,894.34)	(2,673.26)
Net Cash (Used in) Operating Activities	**(5,664.51)**	**(10,248.18)**
Cash Flow From Investing Activities:		
Purchase of Property, plant and equipment and intangible assets (net)	(173.49)	(161.08)
Sale of Property, Plant and Equipment and Intangible assets	5.00	0.19
Fixed deposit made/(released) (Net)	35.25	(740.61)
Purchased/(realisation) of Mutual Fund Investments	33.15	43.19
Net Cash (Used in) Investing Activities	**(100.09)**	**(858.31)**
Cash Flow From Financing Activities:		
Borrowings proceeds (net)	15,959.56	18,983.92
Interest Paid	(8,207.47)	(6,278.56)
Proceeds from release of shares held by ESOP Trust	34.38	21.41
Share Issue Expenses	(3.60)	-
Repayment of lease liabilities	(81.52)	(79.31)
Dividend paid	(683.48)	(569.57)
Net Cash Generated from Financing Activities	**7,017.87**	**12,077.89**
Net Increase/(Decrease) in Cash and Cash Equivalents	**1,253.27**	**971.40**
Cash and Cash Equivalents at the Beginning of the Year	6,380.11	5,408.71
Cash and Cash Equivalents at the end of the Year	**7,633.38**	**6,380.11**
Cash and Cash Equivalents at the end of the Year comprises of		
Cash in hand	27.18	43.38
Cheque in hand	0.21	-
Balances with banks		
- in current accounts	2,625.70	5,135.94
- in fixed deposits (with original maturity of 3 months or less)	4,980.29	1,200.79
Total	**7,633.38**	**6,380.11**

Summary of Material Accounting Policy Information 3

As per our Report of even date attached

For **S.R. Dinodia & Co. LLP**
Chartered Accountants
Firm Registration Number: 001478N/N500005

(Sandeep Dinodia)
Partner
Membership Number: 083689

For & on behalf of Board of Directors of
CSL Finance Limited

(Rohit Gupta)
Managing Director
DIN: 00045077

(Ashok Kumar Kathuria)
Director
DIN: 01010305

(Preeti Gupta)
Company Secretary
M. No.: ACS A43593

(Naresh C. Varshney)
Chief Financial Officer

Place of Signature: New Delhi
Date: May 26, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Statement of Changes in Equity

For the year ended March 31, 2026

A. EQUITY SHARE CAPITAL

	Amount
Balance as at April 01, 2024	**2,278.26**
Changes during the year	(32.71)
Balance as at March 31, 2025	**2,245.55**
Changes during the year	3.19
Balance as at March 31, 2026	**2,248.74**

B. OTHER EQUITY

Particulars	Reserves & Surplus							
	Statutory reserve as per section 45-IC of RBI Act, 1934	Share option outstanding account	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings	Total Equity
Balance as at April 01, 2024	**6,445.09**	**83.87**	**206.49**	**62.16**	**12,736**	**4,004.00**	**21,701.77**	**38,710.14**
Net Income/(Loss) for the year	-	-	-	-	-	-	7,209.27	7,209.27
Other comprehensive income(net of tax)*	-	-	-	-	-	-	(1.15)	(1.15)
Employee Stock Option Scheme	-	17.83	-	-	23.64	-	-	23.64
Transfer from retained earnings to statutory reserve	1,441.85	-	-	-	-	-	(1,441.85)	(1,441.85)
Final Dividend for the FY 23-24 (Refer Note 44)	-	-					(569.57)	(569.57)
Balance as at March 31, 2025	**7,886.94**	**101.70**	**206.49**	**62.16**	**12,759.36**	**4,004.00**	**26,898.47**	**43,930.48**
Net Income/(Loss) for the year	-	-	-	-	-	-	8,611.02	8,611.02
Other comprehensive income(net of tax)*	-	-	-	-	-	-	(5.49)	(5.49)
Share issue expenses	-	-	-	-	(3.60)	-	-	(3.60)
Employee Stock Option Scheme	-	33.13			38.12		-	38.12
Transfer from retained earnings to statutory reserve	1,722.20	-	-	-	-	-	(1,722.20)	(1,722.20)
Final Dividend for the FY 24-25 (Refer Note 44)	-	-			-		(683.48)	(683.48)
Balance as at March 31, 2026	**9,609.14**	**134.83**	**206.49**	**62.16**	**12,793.88**	**4,004.00**	**33,098.32**	**50,164.85**

*Represents Re-measurement of defined benefit plans (net).

Summary of Material Accounting Policy Information 3

The accompanying notes form an integral part of the financial statements.

As per our Report of even date attached

For **S.R. Dinodia & Co. LLP**
Chartered Accountants
Firm Registration Number: 001478N/N500005

For & on behalf of Board of Directors of
CSL Finance Limited

(Sandeep Dinodia)
Partner
Membership Number: 083689

(Rohit Gupta)
Managing Director
DIN: 00045077

(Ashok Kumar Kathuria)
Director
DIN: 01010305

(Preeti Gupta)
Company Secretary
M. No.: ACS A43593

(Naresh C. Varshney)
Chief Financial Officer

Place of Signature: New Delhi
Date: May 26, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Notes to the Financial Statements

For the year ended March 31, 2026

1. CORPORATE INFORMATION

CSL Finance Limited (the 'Company'/'CSL') is a Public Limited Company incorporated in India on December 28, 1992 under the provisions of the Companies Act, 2013. The registered office of the Company is located at 410-412, 18/12, 4th Floor, W.E.A., Arya Samaj Road, Karol Bagh, New Delhi -110005. Equity shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE). The Company is a Systemically Important Non-Deposit taking Non-Banking Financial Company ('NBFC -ND') and is registered as a Non-Banking Financial Company with the Reserve Bank of India ("RBI") vide certificate of registration number B-14.00652 dated March 23, 2016. The company has been classified as Middle Layer NBFC ("NBFC-ML") as per RBI Scale Based Regulations.

The Company is engaged in the business of providing the finance facilities to small and medium size business units to fulfil their financial needs. The complete business of CSL can be classified into two broader segments of SME business and Wholesale business. SME business is mainly focused on micro and small business loans to various business entities, which is secured mostly against self-occupied Residential or Commercial properties. Wholesale business is focused on big ticket size loans for working capital requirement of businesses. This segment also covers construction finance facilities to builders and developers for redevelopment of sites for meeting their short -term funding requirements. These loans are majorly last mile funding or mainly lent to affordable segment where demand and sale is easily predictable.

The financial statements for the year ended March 31, 2026, were approved by the Board of Directors and authorized for issue on May 26, 2026, and recommended for consideration and adoption by the shareholders in their ensuing annual general meeting.

2. BASIS OF PREPARATION

2.1 Statement of Compliance

The financial statements for the year ended March 31, 2026 have been prepared by the company in accordance with Indian Accounting Standards ("Ind AS") notified by the Ministry of Corporate Affairs, Government of India under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act. These financial statements have been approved by the Board of Directors in their meeting held on May 26, 2026.

2.2 Basis of Preparation, Measurement and Presentation

These financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities that are measured at fair value (refer to accounting policies in note 3) in accordance with the accounting principles generally accepted in India.

The Balance Sheet, the Statement of Change in Equity and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ("NBFCs") that are required to comply with Ind AS. The Statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

2.3 Functional and Presentation Currency

These financial statements are presented in Indian Rupees (₹, INR, Rs. or Rupees), which is the company's functional and presentation currency. All amounts have been denominated in lakh and rounded off to the nearest two decimals, except for the notes given pursuant to the compaliance of RBI (refer note 55 to 59) or as stated otherwise. The amounts disclosed as '0.00' represent amounts below rounding off norms adopted by the company.

2.4 Significant Accounting Judgements, Estimates and Assumptions

The preparation of standalone financial statements in conformity with Ind AS requires the management to make use of estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of standalone financial statements, and the reported amount of revenues and expenses during the reporting period. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based.

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

Fair value of financial instruments

Fair value of financial instruments is required to be estimated for financial reporting purposes. The Company applies appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of an asset or a liability, the Company uses quoted prices and market-observable data

(All amounts in ₹ lakh, unless otherwise stated)

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

Effective Interest Rate (EIR) method

The Company recognizes interest income/expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given/taken. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to other fee income/expense that are integral parts of the instrument.

Impairment of financial assets - Expected Credit Loss

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

Useful life of property, plant and equipment

The Property, Plant and Equipment are depreciated on straight line method over their respective useful lives. Management estimates the useful lives of these assets as detailed in Note 3.9 above. Changes in the expected level of usage, technological developments, level of wear and tear could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised and could have an impact on the financial position in future years.

3. MATERIAL ACCOUNTING POLICY INFORMATION

3.1 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. Receivables and payables, loan, investments in subsidiaries and associates, borrowings, cash and cash equivalents, other bank balances etc. are some examples of financial instruments.

All financial instruments are at amortised cost, unless otherwise specified.

All the financial instruments are recognised on the date when the Company becomes party to the contractual provisions of the financial instruments.

3.1.2 Initial measurement of financial instruments

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments. Financial instruments are initially measured at their fair value, except in the case of financial assets and financial liabilities recorded at FVTPL, transaction costs are added to, or subtracted from, this amount.

3.1.2 Subsequent measurement of financial assets and liabilities

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

- Amortised cost.
- Fair Value through Other Comprehensive Income.
- Fair Value through Profit and Loss.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios being the level at which they are managed. The financial asset is held with the objective to hold financial asset in order to collect contractual cash flows as per the contractual terms that give rise on specified dates to cash flows that are solely payment of principal and interest (SPPI) on the principal amount outstanding. Accordingly, the Company measures Bank balances, Loans, Trade receivables and other financial instruments at amortised cost.

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

(All amounts in ₹ lakh, unless otherwise stated)

trading or it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in Statement of profit and loss.

3.1.3 Derecognition of financial assets and liabilities

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

A financial liability is derecognised when the obligation in respect of the liability is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognised in Statement of profit and loss.

3.2 Impairment of Financial Assets

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

Loan assets

The Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- 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, defined as follows:

Probability of Default (PD)

The PD represents the likelihood of a borrower defaulting on its financial obligation, either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

Loss Given Default (LGD)

LGD represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Exposure at Default (EAD)

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.

(All amounts in ₹ lakh, unless otherwise stated)

Other Financial Assets

In respect of other financial assets, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of trade receivables.

3.3 Write-offs

If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to impairment on financial instrument in statement of profit and loss.

3.4 Fair Value Measurement

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

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are fair valued in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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

3.5 Foreign Currency Translation

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities in foreign currency existing at balance sheet date are translated at the year end exchange rates. Exchange rate differences arising on settlement of transaction and translation of monetary items are recognized as income or expenses in the year in which they arise. The long term foreign currency monetary items are carried at the exchange rate prevailing on the date of initial transaction.

Non- monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rates at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Premium or discount on forward exchange contract is amortised as income or expense over the life of the contract. Exchange difference on such contract is recognized in the Statement of Profit and Loss in the reporting period in which the exchange rate changes. Any profit or loss arising on cancellation or renewal of forward contract is recognized as income or expenditure during the period.

3.6 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Company has taken certain assets on Operating Lease. Operating Lease is a contract, which conveys the right to Lessee, to control the use of an identified asset for a period of time, the lease term, in exchange for consideration. The Company assesses whether a contract is, or contains, a lease on inception.

The lease term is either the non-cancellable period of the lease and any additional periods when there is an enforceable option to extend the lease and it is reasonably certain that the Company will extend the term, or a lease period in which it is reasonably certain that the Company will not exercise a right to terminate. The lease term is reassessed if there is a significant change in circumstances.

At commencement, or on the modification, of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the

(All amounts in ₹ lakh, unless otherwise stated)

underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is amortised/depreciated using straight-line method from the commencement date to the end of the lease term. If the lessor transfers ownership of the underlying asset to the Company by the end of the lease term or if the Company expects to exercise a purchase option, the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as the Company's other property, plant and equipment. Right-of-use assets are reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the total lease payments due on the commencement date, discounted using either the interest rate implicit in the lease, if readily determinable, or more usually, an estimate of the Company's incremental borrowing rate on the inception date for a loan with similar terms to the lease. The incremental borrowing rate is estimated by obtaining interest rates from various external financing sources.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the statement of profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

In accordance with Ind AS 116, the Company does not recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases i.e. leases with a lease term of 12 months or less and containing no purchase options. Payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

3.7 Recognition of Revenue and Expenses

3.7.1 Revenues

a. Interest Income

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

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

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

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.

b. Net gain on fair value changes

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 or fair value changes" under revenue from operations and if there is a net loss the same is disclosed "Expenses", in the statement of profit and loss.

c. Income from financial instruments at FVTPL

Income from financial instruments at FVTPL includes all gains and losses from changes in the fair value of financial assets and financial liabilities at FVTPL except those that are held for trading.

d. The Company recognises revenue (other than for those items to which Ind AS 109 'Financial Instruments' are applicable) based on a comprehensive assessment model as set out in Ind As 115 "Revenue from Contracts with Customers'. The Company identifies contract(s) with a customer and its performance obligation under the contract, determines the transaction price and its allocation to performance obligation in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at the fair value of the consideration received or receivable.

i. Fees & Commission Income

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.

(All amounts in ₹ lakh, unless otherwise stated)

ii. Other Income

All other income is recognised on an accrual basis, when there is no uncertainty in the ultimate realisation/ collection.

iii. Dividend Income

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

3.7.2 Expenditures

a. Finance Costs:

Borrowing costs on financial liabilities are recognised using the EIR.

b. Fees and commission expenses:

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

c. Other expenses:

Expenses are recognised on accrual basis net of the goods and services tax, except where credit for the input tax is not statutorily permitted.

3.8 Cash and Cash Equivalents

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

3.9 Property, Plant and Equipment

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.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

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 methods, estimated useful lives

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.

Leasehold improvements are amortized over the primary lease period, which corresponds with the useful lives of the assets, or whichever is shorter.

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.

3.10 Intangible Assets

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 recorded at cost and carried at cost less accumulated depreciation 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 the trademarks, and are being amortised over the estimated useful life. The estimated useful lives of Intangible assets are 5 years for Computer software and 3 years for trademark.

(All amounts in ₹ lakh, unless otherwise stated)

3.11 Impairment of Non-Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired and when circumstances indicate that the carrying value may be impaired. The Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses are recognised in the statement of profit and loss.

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

3.12 Retirement and Other Employee Benefits

Short-term employee benefits:

All employee benefits payable within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

Post employment benefits:

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined benefit plans

The Company provides for gratuity, a defined benefit plan covering eligible employees. Gratuity is covered under scheme administered by Kotak Mahindra Life Insurance Company Limited and the contributions made by the Company to the scheme are recognised in the Statement of Profit and Loss. The liability recognised in the Balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation as at the balance sheet date less the fair value of plan assets. The calculation of the Company's obligation under the plan is performed annually by qualified independent actuary using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

In respect of Fixed Term Contract (FTC) employees, gratuity has been contractually provided as part of the total Cost to Company (CTC). Accordingly, gratuity is accrued and payable for the actual period of service completed under the contract, including contracts of one year or more, subject to the terms of employment and applicable law.

Other long term employee benefits:

Benefits under compensated absences constitute other employee benefits. Employee entitlements to annual leave are recognised when they accrue to the eligible employees. An accrual is made for the estimated liability for annual leave as a result of services provided by the eligible employees up to the Balance Sheet date. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

3.13 Employee Stock Option Plan

Equity-settled share-based payments to employees are measured at the fair value of equity stock options at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the graded vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

The Company has created an Employee Stock Option Plan Trust (ESOP Trust) for providing share-based

(All amounts in ₹ lakh, unless otherwise stated)

payment to its employees. The Company uses the trust as a vehicle for distributing shares to employees under the employee remuneration schemes. The Company allots shares to the ESOP Trust. The Company treats the ESOP trust as its extension and shares held by ESOP Trust are treated as treasury shares. Share options exercised during the reporting period are satisfied with treasury shares.

The consideration paid for treasury shares including any directly attributable incremental cost is presented as a deduction from total equity, until they are cancelled, sold or reissued. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/ from retained earnings.

3.14 Provision, Contingent Liabilities and Contingent Assets

a. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation, at the balances sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

b. Contingent Liabilities

A disclosure for a contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation arising as a result of past event that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

c. Contingent Assets

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

3.15 Investment Property

Properties, held to earn rentals and/or capital appreciation are classified as investment property and measured at cost, including transaction costs.

Depreciation is recognised using straight line method so as to write off the cost of the investment property less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future benefits embodied in the investment property.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of property is recognised in the statement of profit and loss in the same period.

3.16 Taxes

a. Current tax

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the tax regime inserted by the Taxation Laws (Amendment) Act, 2019 in the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates and the tax laws that are enacted at the reporting date.

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

b. Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(All amounts in ₹ lakh, unless otherwise stated)

3.17 Earning Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after tax. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, sub-division of shares etc. that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is divided by the weighted average number of equity shares outstanding during the period, considered for deriving basic earnings per share and weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

3.18 Assets Held for Sale

Assets acquired by the Company under settlement with the borrowers, are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through its use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell, but not in excess of any cumulative impairment loss previously recognised. These assets are not depreciated or amortised while they are classified as held for sale.

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 4: CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Cash in hand	26.98	43.38
Cheques in hand	0.21	-
Balances with banks		
- in current accounts	2,625.70	5,135.94
- in deposits with Bank (with original maturity of 3 months or less)	4,980.29	1,200.79
	7,633.18	**6,380.11**

Balances with banks in fixed deposit earns interest at fixed rates based on bank deposit rates. Short-term deposits are made for varying periods of between seven day and hundred days or in some cases beyond 1 year, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

NOTE 5: BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Earmarked balances with banks		
- Unpaid Dividend	43.50	43.50
- Bank Balances held for CSR	0.25	0.25
- Deposits with banks (with original maturity of more than 3 months)*	1,591.93	1,627.18
	1,635.68	**1,670.93**

*Fixed deposits are held as Security against overdraft facilities or security against borrowings.

The above bank deposits include deposits under lien as per following details:

Particulars	As at March 31, 2026	As at March 31, 2025
Pledge with bank for obtaining bank overdraft facilities	51.49	-
Pledge with bank for obtaining borrowings	1,489.06	1,627.18
	1,540.54	**1,627.18**

NOTE 6: OTHER RECEIVABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Other Receivable, Unsecured (Considered Good)	93.66	381.91
	93.66	**381.91**

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 7: LOANS

Particulars	As at March 31, 2026	As at March 31, 2025
(A) Loans measured at amortised cost*		
Term Loans:		
- SME	42,616.79	38,244.75
- Wholesale	96,633.13	77,532.65
Total (A) - Gross	**1,39,249.92**	**1,15,777.40**
Less: Impairment loss allowance	1,856.11	1,359.76
Total (A) - Net	**1,37,393.81**	**1,14,417.64**
(B) Secured/Unsecured		
(i) Secured by tangible assets**	1,39,175.92	1,15,714.50
(ii) Unsecured	74.00	62.90
Total (B) - Gross	**1,39,249.92**	**1,15,777.40**
Less: Impairment loss allowance	1,856.11	1,359.76
Total (B) - Net	**1,37,393.81**	**1,14,417.64**
(C) Loans in India		
(i) Public Sector	-	-
(ii) Others	1,39,249.92	1,15,777.40
Total (C) - Gross	**1,39,249.92**	**1,15,777.40**
Less: Impairment loss allowance	1,856.11	1,359.76
Total (C) - Net	**1,37,393.81**	**1,14,417.64**

*w.r.t. Project finance loans having sanction amount more than ₹ 500.00 lakh (at group level) are treated under Wholesale portfolio and other loans are treated under SME portfolio. Further, for Credit Risk Management of the above loans refer to Note 50.1.1 to 50.1.5.

**Secured by mortgage of immoveable properties, refer Note 50.1.6.

NOTE 8: OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposits	30.58	22.80
Staff Advances	26.02	40.68
Receivable from lenders	10.29	15.88
Receivables from channel partners	11.19	-
Other Receivables*	34.58	24.73
	112.66	**104.09**

*includes ₹ 17.93 lakh (March 31, 2025: Nil) on account of GST Input recoverable not yet credited by parties with GST authorities and ₹ 16.84 lakh (March 31, 2025: ₹ 24.73 lakh) is receivables from various parties.

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 9: CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2026	As at March 31, 2025
Advance Income Tax/TDS (net of provisions) (Net of Provision of ₹ Nil (March 31, 2025: ₹ 2484.43 lakh)	121.64	181.05
	121.64	**181.05**

NOTE 10: DEFERRED TAX ASSETS (NET)

Particulars	As at March 31, 2026	As at March 31, 2025
Gross Deferred Tax Assets	688.53	280.11
Gross Deferred Tax Liabilities	205.45	168.84
	483.08	**111.27**

Deferred Tax Assets (Net)

Particulars	As at March 31, 2024	Recognised in Statement of Profit and Loss	Recognised in Statement of Other Comprehensive Income	As at March 31, 2025
Deferred tax assets relates to the following:				
Loans	203.67	47.54	-	251.21
Leases & ROU (net)	10.16	(1.01)	-	9.15
Investment Property	-	-	-	-
Provision for Gratuity	(5.71)	16.81	0.38	11.48
Provision for Compensated Absence	-	-	-	-
Others	-	8.27	-	8.27
	208.12	**71.61**	**0.38**	**280.11**
Deferred tax liability relates to the following:				
Property, plant and equipment	1.34	18.69	-	20.03
Borrowings	101.47	47.34	-	148.81
Others	-	-	-	-
	102.81	**66.03**	**-**	**168.84**
Total deferred tax assets/ (liabilities) (Net)	**105.31**	**5.58**	**0.38**	**111.27**

Particulars	As at March 31, 2025	Recognised in Statement of Profit and Loss	Recognised in Statement of Other Comprehensive Income	As at March 31, 2026
Deferred tax assets relates to the following:				
Loans	251.21	402.66	-	653.87
Leases & ROU (net)	9.15	(1.65)	-	7.50

(All amounts in ₹ lakh, unless otherwise stated)

Deferred Tax Assets (Net) (Contd.)

Particulars	As at March 31, 2025	Recognised in Statement of Profit and Loss	Recognised in Statement of Other Comprehensive Income	As at March 31, 2026
Investment Property	-	0.61	-	0.61
Provision for Gratuity	11.48	6.63	1.85	19.96
Provision for Compensated Absence	-	5.77	-	5.77
Others	8.27	(7.45)	-	0.82
	280.11	**406.57**	**1.85**	**688.53**
Deferred tax liability relates to the following:				
Property, plant and equipment	20.03	(4.98)	-	15.05
Borrowings	148.81	40.59	-	189.40
Others	-	1.00	-	1.00
	168.84	**36.61**	**-**	**205.45**
Total deferred tax assets/ (liabilities) (Net)	**111.27**	**369.96**	**1.85**	**483.08**

NOTE 11: INVESTMENT PROPERTY

Particulars	Building	Total
Gross carrying amount		
As At April 01, 2024	**14.86**	**14.86**
Add: Additions made during the year	2.77	2.77
Less: (Disposals)/adjustments during the year	-	-
As At March 31, 2025	**17.63**	**17.63**
Add: Additions made during the year	-	-
Less: (Disposals)/adjustments during the year	-	-
As At March 31, 2026	**17.63**	**17.63**
Accumulated Amortisation & Impairment		
As At April 01, 2024	**1.73**	**1.73**
Add: Depreciation charge for the year	0.33	0.33
Less: Disposals/adjustments during the year	-	-
As At March 31, 2025	**2.06**	**2.06**
Add: Depreciation charge for the year	0.35	0.35
Less: Disposals/adjustments during the year	-	-
As At March 31, 2026	**2.41**	**2.41**
Net Carrying Amount		
As at March 31, 2026	**15.22**	**15.22**
As at March 31, 2025	**15.57**	**15.57**

(All amounts in ₹ lakh, unless otherwise stated)

Notes:

a) Information regarding Income and Expenditure of investment property

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Rental income derived from investment property	-	-
Less: Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Less: Direct operating expenses (including repairs and maintenance) that did not generate rental income	-	-
Income arising from investment property before depreciation	**-**	**-**
Less: Depreciation charge for the year	0.35	0.33
Income arising from investment property (net)	**(0.35)**	**(0.33)**

b) Fair value cant be determined

Description of property	As at March 31, 2026	As at March 31, 2025
Residential Flat in Vrindavan*	85.00 lakh	85.00 lakh

*Fair value of investment property as disclosed above has been taken as per the estimation made by the management.

NOTE 12: PROPERTY, PLANT AND EQUIPMENT

Particulars	Building	Leasehold Improvement	Electrical Installation	Furniture and Fixtures	Computers and Peripherals	Office Equipment	Vehicles	Total
Gross Carrying Value								
As at April 01, 2024	**220.19**	**30.84**	**28.39**	**95.62**	**99.55**	**52.21**	**180.62**	**707.42**
Add: Additions made during the year	-	30.03	-	3.36	55.95	15.58	35.68	140.60
Less: Disposals/adjustments during the year	-	-	-	-	0.55	1.56	-	2.11
As at March 31, 2025	**220.19**	**60.87**	**28.39**	**98.98**	**154.95**	**66.23**	**216.30**	**845.91**
Add: Additions made during the year	-	-	-	2.31	51.52	11.58	60.00	125.41
Less: Disposals/adjustments during the year	-	-	-	1.87	6.82	1.57	8.64	18.90
As at March 31, 2026	**220.19**	**60.87**	**28.39**	**99.42**	**199.65**	**76.24**	**267.66**	**952.42**
Accumulated Depreciation and Amortization								
As at April 01, 2024	**7.11**	**17.34**	**13.10**	**33.83**	**51.06**	**22.70**	**14.08**	**159.22**
Add: Depreciation for the year	3.49	4.75	2.70	9.29	34.12	9.39	26.61	90.35
Less: On disposals/adjustments during the year	-	-	-	-	0.52	1.48	-	2.00
As at March 31, 2025	**10.60**	**22.09**	**15.80**	**43.12**	**84.66**	**30.61**	**40.69**	**247.57**
Add: Depreciation for the year	3.49	6.84	2.70	9.23	35.70	11.41	42.54	111.91
Less: On disposals/adjustments during the year	-	-	-	1.39	6.48	1.37	2.15	11.39
As at March 31, 2026	**14.09**	**28.93**	**18.50**	**50.96**	**113.88**	**40.65**	**81.08**	**348.09**
Net carrying amount								
As at March 31, 2026	**206.10**	**31.94**	**9.89**	**48.46**	**85.77**	**35.59**	**186.58**	**604.33**
As at March 31, 2025	**209.59**	**38.78**	**12.59**	**55.86**	**70.29**	**35.62**	**175.61**	**598.34**

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 13: RIGHT-OF-USE ASSETS & LEASE LIABILITIES

The Company's leasing arrangements are in respect of leases of premises for commercial use of the Company. The Company mainly enters into these lease arrangements with various parties for operating its branches across the country.

Right-of-use assets: movements in carrying value of assets

Particulars	Building
As at as at April 01, 2024	**338.66**
Add: Additions during the year	110.95
Less: Disposals/adjustments during the year	12.02
As at March 31, 2025	**437.59**
Add: Additions during the year	2.01
Less: Disposals/adjustments during the year	12.02
As at March 31, 2026	**427.58**
Accumulated Depreciation	
As at as at April 01, 2024	**204.40**
Add: Depreciation charge for the year	56.66
Less: Disposals/adjustments during the year	5.91
As at March 31, 2025	**255.15**
Add: Depreciation charge for the year	56.55
Less: Disposals/adjustments during the year	7.51
As at March 31, 2026	**304.19**
Net Block	
As at March 31, 2026	**123.39**
As at March 31, 2025	**182.44**

In 2025-26 and 2024-25, there were no impairment charges recorded for right-of-use assets.

Leases: movements in carrying value of recognised liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of year	**218.79**	**171.27**
Addition in lease liabilities	1.69	108.78
Deductions during the year	5.87	7.75
Interest expense on lease liabilities	20.10	24.87
Repayment of lease liabilities	81.52	78.38
Balance at the end of the year	**153.19**	**218.79**
Non-current lease liabilities	97.70	58.73
Current lease liabilities	55.49	160.06
Total lease liabilities	**153.19**	**218.79**

The maturity analysis of lease liabilities is given in Note 50.2 in the 'Liquidity risk' section.

Leases committed and not yet commenced: There are no leases committed which have not yet commenced as on reporting date.

(All amounts in ₹ lakh, unless otherwise stated)

Leases: Cash Flows

Included in cash flows from operating activities is ₹ 18.74 lakhs (March 31, 2026: ₹ 23.08 lakh) and Included in cash flows from financing activities ₹ 81.52 lakhs (March 31, 2025: ₹ 79.31).

Cash flows from operating activities include cash flows from short-term lease and leases of low-value assets. Cash flows from financing activities include the payment of interest and the principal portion of lease liabilities.

NOTE 14: INTANGIBLE ASSETS UNDER DEVELOPMENT

Particulars	As at March 31, 2026	As at March 31, 2025
Software Under Development	1.37	8.47
	1.37	**8.47**

Notes:

a) Movement of Intangible assets under development

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	8.47	15.35
Additions during the year	11.26	12.30
Capitalised during the year	18.36	19.18
Closing Balance	**1.37**	**8.47**

b) Ageing for Intangible Assets under Development

i) As at March 31, 2026:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress-Capacity Expansion	1.37	-	-	-	1.37
Projects temporarily suspended	-	-	-	-	

ii) As at March 31, 2025:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress-Capacity Expansion	8.47	-	-	-	8.47
Projects temporarily suspended	-	-	-	-	

NOTE 15: OTHER INTANGIBLE ASSETS

Particulars	Computer Software	Trademark	Total
Gross Carrying Amount			
As at April 1, 2024	**87.47**	**0.09**	**87.56**
Additions during the year	24.57	-	24.57
Deletion during the year	-	-	-
As at March 31, 2025	**112.04**	**0.09**	**112.13**

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 15: OTHER INTANGIBLE ASSETS (Contd.)

Particulars	Computer Software	Trademark	Total
Additions during the year	55.04	0.14	55.18
Deletion during the year	8.76	-	8.76
As at March 31, 2026	**158.32**	**0.23**	**158.55**
Accumulated Amortisation & Impairment			
As at April 1, 2024	**17.37**	**0.06**	**17.44**
Additions during the year	24.63	0.03	24.66
Deletion during the year	-	-	-
As at March 31, 2025	**42.00**	**0.09**	**42.10**
Additions during the year	40.85	0.04	40.89
Deletion during the year	2.20	-	2.20
As at March 31, 2026	**80.65**	**0.13**	**80.79**
Net Block			
As at March 31, 2026	**77.67**	**0.10**	**77.76**
As at March 31, 2025	**70.04**	**-**	**70.03**

NOTE 16: OTHER NON-FINANCIAL ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Prepaid Expenses	126.83	89.44
Advance To Suppliers	31.39	10.11
Balance With Government Authorities	7.15	-
	165.37	**99.55**

NOTE 17: ASSETS HELD FOR SALE

Particulars	As at March 31, 2026	As at March 31, 2025
Assets Held For Sale*	298.93	286.01
	298.93	**286.01**

*Refer to the accounting policy no. 3.18 on Assets held for Sale.

NOTE 18: PAYABLES

Particulars	As at March 31, 2026	As at March 31, 2025
(I) Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	7.92	5.02
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	219.74	288.81

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 18: PAYABLES (Contd.)

Particulars	As at March 31, 2026	As at March 31, 2025
(II) Other payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
	227.66	**293.83**

NOTE 19: BORROWINGS

Particulars	As at March 31, 2026	As at March 31, 2025
At Amortised Cost		
(a) Secured		
Term loans		
- from banks	65,342.11	47,474.93
- from other parties	18,555.29	19,382.62
Loans repayable on demand		
- Working Capital demand Loans from banks	1,519.32	2,438.29
(a) Unsecured	-	-
	85,416.72	**69,295.84**

Notes:

Particulars	As at March 31, 2026	As at March 31, 2025
a) Borrowings bifurcation		
Borrowings in India	85,416.72	69,295.84
Borrowings outside India	-	-
Total	**85,416.72**	**69,295.84**
b) Refer Notes 52, for details/disclosures of the Borrowings (other than debt securities)		
c) Refer Note 50.2		

NOTE 20: OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Interest accrued but not due on borrowings	161.74	198.45
Unpaid Dividend	43.50	43.50
Payable towards assignment transactions	85.30	58.96
Other financial liabilities*	249.57	74.30
	540.11	**375.21**

*Includes ₹ 233.89 lakh (March 31, 2025: ₹ 58.62 lakh) related to customers balances.

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 21: CURRENT TAX LIABILITIES (NET)

Particulars	As at March 31, 2026	As at March 31, 2025
Income tax payable *(net of advance tax & TDS/TCS of ₹ 2,942.28 lakh (March 31, 2025: ₹ Nil))*	27.89	-
	27.89	**-**

NOTE 22: PROVISIONS

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
- Provision for Gratuity	79.31	44.08
- Provision for Compensated Absences	22.92	-
	102.23	**44.08**

NOTE 23: OTHER NON-FINANCIAL LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory Due Payable	134.71	112.48
Other Liabilities*	-	2.50
	134.71	**114.98**

*Includes ₹ Nil (March 31, 2025: ₹ 1.71 lakh) related to employee balances.

NOTE 24: EQUITY SHARE CAPITAL

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of ₹ 10 each	2,70,00,000	2,700.00	2,30,00,000	2,300.00
Issued, subscribed and fully paid up				
Equity shares of ₹ 10 each	2,24,87,484	2,248.74	2,24,55,546	2,245.55

a) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	For the year ended March 31, 2026		For the year ended March 31, 2025	
	Number of shares	Amount	Number of shares	Amount
Equity shares of ₹ 10 each				
Opening balance	2,27,82,621	2,278.26	2,27,82,621	2,278.26
Issued during the year (fully paid up)	-	-	-	-
	2,27,82,621	**2,278.26**	**2,27,82,621**	**2,278.26**
Less: Treasury Shares held with ESOP Trust	(2,95,137)	(29.51)	(3,27,075)	(32.71)
Outstanding at the end of the year	**2,24,87,484**	**2,248.75**	**2,24,55,546**	**2,245.55**

(All amounts in ₹ lakh, unless otherwise stated)

b) Terms/rights, preference and restrictions attached to equity shares:

The company has only one class of equity shares having a par value of ₹ 10 per share. The holders of the equity shares are entitled to receive dividends and are entitled to voting rights proportionate to their share holding at the meetings of shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after discharging all liabilities of the company, in proportion to their shareholding.

c) Details of shareholders holding more than 5% shares in the company:

Name of shareholder	Number of shares	% of shareholding
As at March 31, 2026		
CSL Capital Private Limited	66,70,727	29.28%
Rohit Gupta	37,74,608	16.57%
Total	**1,04,45,335**	**45.85%**
As at March 31, 2025		
CSL Capital Private Limited	66,37,490	29.13%
Rohit Gupta	37,74,608	16.57%
Total	**1,04,12,098**	**45.70%**

d) Details of shares held by the promoters:

As at March 31, 2026

Particulars	Shares held by promoters at the beginning of the year		Shares held by promoters at the end of the year		% change during the year
Promoter name	**No of shares**	**% of total shares**	**No of shares**	**% of total shares**	
CSL Capital Private Limited	66,49,427	29.19%	66,70,727	29.28%	0.09%
Rohit Gupta	37,74,608	16.57%	37,74,608	16.57%	0.00%
Rohit Gupta HUF	2,63,873	1.16%	2,63,873	1.16%	0.00%
Ridhima Gupta	73,131	0.32%	73,131	0.32%	0.00%
Rachita Gupta	58,503	0.26%	58,503	0.26%	0.00%
Total	**1,08,19,542**	**47.49%**	**1,08,40,842**	**47.58%**	**0.09%**

As at March 31, 2025

Particulars	Shares held by promoters at the beginning of the year		Shares held by promoters at the end of the year		% change during the year
Promoter name	**No of shares**	**% of total shares**	**No of shares**	**% of total shares**	
CSL Capital Private Limited	66,37,490	29.13%	66,49,427	29.19%	0.05%
Rohit Gupta	37,74,608	16.57%	37,74,608	16.57%	0.00%
Rohit Gupta HUF	2,63,873	1.16%	2,63,873	1.16%	0.00%
Ridhima Gupta	73,131	0.32%	73,131	0.32%	0.00%
Sat Paul Gupta	62,505	0.27%	-	0.00%	-0.27%
Rachita Gupta	58,503	0.26%	58,503	0.26%	0.00%
Total	**1,08,70,110**	**47.71%**	**1,08,19,542**	**47.49%**	**-0.22%**

e) During the year of five years immediately preceding the reporting date, other than 1,23,38,414 equity shares issued as Bonus Shares during the financial year 2021-22, no other shares have been issued as bonus shares or no shares issued for consideration other than cash and no shares have been bought back.

(All amounts in ₹ lakh, unless otherwise stated)

f) During the financial year 2023-24 the company had converted 3,50,000 share warrants into 3,50,000 equity shares of ₹ 10 each fully paid up.

NOTE 25: OTHER EQUITY

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory reserve as per section 45-IC of RBI Act, 1934	9,609.14	7,886.94
Share option outstanding account	134.83	101.70
Capital Reserve	206.49	206.49
Capital Redemption Reserve	62.16	62.16
Securities Premium	12,793.88	12,759.36
General Reserve	4,004.00	4,004.00
Retained Earnings	33,098.32	26,898.47
	59,908.82	**51,919.12**

Notes:

i) For Movement during the period in Other Equity, refer “Statement of Change in Equity”.

ii) **Nature and Purpose of Other Reserves:**

a) **Statutory reserve as per section 45-IC of RBI Act, 1934:**

Statutory reserve represents the reserve fund created under Section 45-IC of the Reserve Bank of India Act, 1934 (the ‘RBI Act’). Under Section 45-IC of the RBI Act, a company is required to transfer sum not less than twenty percent of its net profit every year. The statutory reserve can be utilised for the purposes as specified by the Reserve Bank of India from time to time.

b) **Share option outstanding account:**

The Share Options Outstanding Account is used to recognise the value of cash-settled share-based payments provided to employees, as part of their remuneration. The fair value of the cash-settled share based payment transactions with employees is recognised in Statement of Profit and Loss with corresponding credit to Employee Stock Options Outstanding Account.

c) **Capital Reserve:**

Capital Reserve was carried forward under the previous GAAP from the books of amalgamating company at the time of Amalgamation.

d) **Capital Redemption Reserve:**

Capital redemption reserve is the requirement under Section 69 of the Companies Act, 2013, which has been created in the event of buy back of shares. This reserve is exclusively used for issuing fully paid bonus shares to the members of the Company.

e) **Securities Premium:**

Securities premium account is used to record the premium on issue of shares/securities. This amount is utilised in accordance with the provisions of the Act.

f) **General Reserve:**

It is the reserve which is created out of retained earnings. It is a free reserve and is created without any specific or particular purpose.

g) **Retained earnings:**

Retained earnings represents total of all profits/(losses) retained or incurred since the company’s inception. Retained earnings are credited with the current year’s profits, reduced by losses, (if any).

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 26: INTEREST INCOME

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
On Financial Assets measured at Amortised Cost		
Interest on loans		
- Loans and advances to customers	22,183.96	18,001.61
- Processing Fees	1,799.95	1,712.87
- Login Fees	73.10	82.78
- Sub-vention Fee	-	10.64
Interest on Deposits with banks	124.63	101.73
	24,181.64	**19,909.63**

NOTE 27: FEES AND COMMISSION INCOME

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Management & Consultancy Fee	300.96	561.83
Legal & Technical Fee/Recovery	205.97	153.60
Foreclosure Fee	427.80	425.94
Other Fee/Commission	49.75	39.12
	984.48	**1,180.49**

NOTE 28: BAD DEBT RECOVERIES

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Bad Debt Recovered	440.11	414.89
	440.11	**414.89**

NOTE 29: OTHER INCOME

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Net gain on disposal of Mutual Fund	33.15	43.19
Profit/(loss) on sale/disposal of PPE	-	0.08
Gain on Lease termination	1.36	1.79
Miscellaneous Income	61.31	54.24
	95.82	**99.30**

NOTE 30: FINANCE COSTS

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
On Financial liabilities measured at Amortised Cost		
Interest on borrowings		
On bank borrowings	6,713.81	4,548.50
On borrowings from others	1,618.26	1,918.12
Interest on lease liability	20.10	24.87
Interest on delayed payment of taxes	4.99	0.18
	8,357.16	**6,491.67**

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 31: FEES AND COMMISSION EXPENSE

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Fees and commission	49.25	47.67
	49.25	**47.67**

NOTE 32: IMPAIRMENT OF FINANCIAL INSTRUMENTS

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
On financial Instruments measured at Amortised cost		
Impairment provision on loans	496.35	264.16
Loans & Advances written off	635.04	931.37
	1,131.39	**1,195.53**

NOTE 33: EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries and wages	2,986.07	2,560.04
Contribution to provident and other funds	131.44	107.30
Expense on employee stock option schemes*	40.07	22.00
Gratuity**	10.58	10.60
Compensated Absences	22.92	-
Staff welfare expenses	92.37	80.10
	3,283.45	**2,780.04**

*Refer note - 48

**Refer note - 39

NOTE 34: DEPRECIATION, AMORTIZATION & IMPAIRMENT

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation on Property, Plant and Equipment (Note 12)	111.91	90.35
Depreciation on Investment Property (Note 11)	0.35	0.33
Depreciation on Right to use Assets (Note 13)	56.55	56.66
Amortization on Intangible Assets (Note 14)	40.89	24.66
	209.70	**172.00**

NOTE 35: OTHER EXPENSES

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Loan Processing Expenses	202.39	199.98
Rent	90.37	64.04
Electricity Expenses	18.25	17.24
Insurance Expenses	3.49	3.56
Commission & Brokerage	58.29	41.69
Information & Technology Expenses	136.23	92.60

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 35: OTHER EXPENSES (Contd.)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Repair & Maintenance	45.39	74.49
Office Expenses	47.63	39.55
Printing & Stationery	9.78	10.15
Corporate Social Responsibility Expenses	162.67	127.92
Legal & Professional Charges	241.19	222.35
Payment to Auditors#	25.39	18.21
Directors' Sitting Fees	5.98	3.76
Advertisement & Business Promotion Expenses	38.52	37.33
Rates & Taxes	41.66	12.82
Communication Expenses	34.33	24.19
Travelling & Conveyance	180.60	179.11
Loss on sale of Assets held for sale	38.11	18.95
Loss on Sale/written of Property, Plant and Equipment	9.39	-
Miscellaneous Expenses	53.66	41.34
	1,443.32	**1,229.28**

#Payment to auditors	For the year ended March 31, 2026	For the year ended March 31, 2025
As auditor		
- Statutory Audit fee*	21.87	14.85
- Tax Audit Fee	1.09	1.91
- for Certification	1.36	0.05
- Out of pocket expenses	1.06	1.40
Total	**25.38**	**18.21**

*includes 7.05 lakh (March 31, 2025: Nil) for erstwhile auditors.

NOTE 36: EXCEPTIONAL ITEMS

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Statutory impact of new Labour Codes	17.32	-
	17.32	**-**

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 37: INCOME TAX

The major components of income tax expense for the years ended March 31, 2026 and March 31, 2025 are:

37.1 Amounts recognised in statement of profit and loss

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit or loss section:		
Tax Expense:		
a) Current tax	2,966.59	2,484.43
b) Adjustments in respect of current income tax of earlier year	2.81	-
c) Deferred tax	(369.96)	(5.58)
	2,599.44	**2,478.85**
Other Comprehensive Income (OCI) Section:		
Net loss/(gain) on remeasurements of defined benefit plans	1.85	0.38
Net amount charged to OCI	**1.85**	**0.38**
a) Bifurcation of the income tax recognised in other comprehensive income into:		
- Items that will not be reclassified to profit or loss	1.85	0.38
- Items that may be reclassified to profit or loss	-	-
	1.85	**0.38**

37.2 Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2026 and March 31, 2025.

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit before tax	11,210.46	9,688.12
Tax using the company's domestic tax rate of 25.168%	2,821.45	2,438.31
Effect of:		
Tax Effect of Expenses not deductible for tax purposes	42.42	46.01
Change in tax rate for Capital gains	0.76	0.99
Tax effect for allowable expenses	(275.75)	-
Tax related to earlier years	2.81	-
Others	7.75	(6.46)
At the effective income tax rate	**2,599.44**	**2,478.85**
Income tax expense reported in the Statement of Profit and Loss	2,599.44	2,478.85
Variance	**-**	**-**

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 38: EARNINGS PER EQUITY SHARE

Earning per share (EPS) is determined based on the net profit attributable to the shareholder before other comprehensive Income. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year whereas Diluted Earning per share is computed using the weighted average number of common and dilutive equivalent shares including Employee Stock Options except for the case where the result becomes anti- dilutive.

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit attributable to the equity holders	8,611.02	7,209.27
Weighted average number of equity shares for Basic EPS **(A)**	2,27,82,621	2,27,82,621
Basic earnings per share (in ₹) (face value ₹ 10 per share)*	**37.80**	**31.64**
Weighted average number of potential equity shares on account of employee stock options **(B)**	1,80,346	2,50,611
Weighted average number of Equity shares (including dilutive shares) outstanding for Dilutive EPS **(A+B)**	2,29,62,967	2,30,33,232
Diluted earnings per share (in ₹) (face value ₹ 10 per share)*	**37.50**	**31.30**

*Earning per share has been disclosed in absolute number.

a) For the year ended March 31, 2026 and March 31, 2025, the dilution is considered on account of non vested or vesting but not exercised ordinary shares under Employee stock Option Scheme in accordance with Para 48 of Ind AS 33.

NOTE 39: GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS

a) Defined Contribution Plans:

The company makes contribution towards Employees Provident Fund and Employee's State Insurance scheme. Under the rules of these schemes, the company is required to contribute a specified percentage of payroll costs. The company during the year recognised the following amount in the Statement of profit and loss account under company's contribution to defined contribution plan.

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Employer's Contribution to Provident Fund and other Fund	128.70	103.32
Employer's Contribution to Employee State Insurance	2.74	3.98
Total	**131.44**	**107.30**

The contribution payable to these schemes by the company are at the rates specified in the rules of the schemes.

b) Defined Benefit Plans:

In accordance with Ind AS 19 "Employee benefits", an actuarial valuation on the basis of "Projected Unit Credit Method" was carried out, through which the company is able to determine the present value of obligations. "Projected Unit Credit Method" recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to built up the final obligation. This method is used in following cases:

i) Gratuity Scheme

The company has defined benefit gratuity plan which is funded. Gratuity is calculated as 15 days salary for every completed year of service or part thereof in excess of 6 months and is payable on retirement/termination/ resignation. The benefit vests on completing 5 years of service by the permanent employee or 1 year of service by Fixed Term Employees (FTE), if any. The company makes provision of such gratuity asset/Liability in the books of accounts on the basis of actuarial valuation as per projected unit credit method; net with annual contribution made by company to insurer to provide gratuity benefits by taking scheme of insurance.

(All amounts in ₹ lakh, unless otherwise stated)

c) The following tables summarize the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the defined benefit plan. These have been provided on accrual basis, based on year end actuarial valuation.

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
Change in Benefit Obligation			
1	Opening Defined Benefit Obligation	70.14	56.97
2	Interest cost	4.32	4.01
3	Current service cost	7.76	8.32
4	Past Service cost	17.32	-
5	Benefits paid	(4.95)	(1.26)
6	Actuarial (gain)/loss on obligation	6.00	2.09
Present value of obligation as at the end of the year		**100.60**	**70.14**

d) The Following Tables summarise the Net Benefit Expense Recognised in the Statement of Profit or Loss:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Service cost	25.08	8.32
Net Interest cost	2.82	2.27
Net cost	**27.90**	**10.60**

e) Changes in the Fair Value of the Plan Assets are as Follows:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
	Gratuity	Gratuity
Fair value of plan assets at the beginning	26.06	25.02
Expected Return on Plan Assets	1.51	1.73
Fund Charges	-	-
Employer's Contribution	-	-
Benefits paid	(4.95)	(1.26)
Assets Extinguished on Curtailments/Settlements	-	-
Actuarial gains/(losses) on the Plan Assets	(1.33)	0.57
Fair Value of Plan Assets at the End	**21.29**	**26.06**

f) Detail of Actuarial (Gain)/loss Recognised in OCI is as Follows:

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
1)	Amount recognised in OCI, (Gain)/Loss Beginning of period	28.40	26.87
2)	**Remeasurement Due to:**		
	Effect of Change in Financial Assumptions	(0.60)	-
	Effect of Change in Demographic Assumption	-	-
	Effect of Experience Adjustment	6.61	2.09
	(Gain)/Loss on Curtailments/Settlements	-	-

(All amounts in ₹ lakh, unless otherwise stated)

f) Detail of Actuarial (Gain)/loss Recognised in OCI is as Follows: (Contd.)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Return on Plan Assets (Excluding Interest)	1.33	(0.57)
Changes in Asset Ceiling	-	-
Total amount recognised in OCI (Gain)/Loss, End of Period	**35.73**	**28.40**

g) Principal actuarial assumptions at the balance sheet date are as follows:

Particulars	As At March 31, 2026	As At March 31, 2025
	Gratuity	Gratuity
Economic assumptions		
1 Discount rate	5.88%	6.39%
2 Rate of Increase in Compensation Levels	6.00%	7.00%
3 Expected Rate of Return on Assets	5.88%	6.39%
Demographic assumptions		
1 Retirement Age (years)	58	58
2 Mortality Table	Indian Assured Lives Mortality (2012-14) Urban	
Employee Turnover/Attrition Rate		
1 Ages up to 30 Years	50.00%	50.00%
2 Ages from 30-45 Years	50.00%	50.00%
3 Above 45 years	50.00%	50.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

h) Net (assets)/liabilities recognized in the Balance Sheet and experience adjustments on actuarial gain/(loss) for benefit obligation and plan assets:

Particulars	As At March 31, 2026	As At March 31, 2025
	Gratuity	Gratuity
Present value of Defined Benefit Obligation	100.60	70.14
Fair value of plan assets	21.29	26.06
Net Defined Benefit (assets)/liability	**79.31**	**44.08**

i) A Quantitative Sensitivity Analysis for Significant Assumption is as Shown Below:

Gratuity

Particulars	As At March 31, 2026	As At March 31, 2025
A. Discount rate		
Effect on Defined Benefit Obligation due to 100 basis points increase in Discount Rate	(1.40)	1.03
Effect on Defined Benefit Obligation due to 100 basis points decrease in Discount Rate	1.45	(1.07)

(All amounts in ₹ lakh, unless otherwise stated)

Gratuity (Contd.)

Particulars	As At March 31, 2026	As At March 31, 2025
B. Salary escalation rate		
Effect on Defined Benefit Obligation due to 100 basis points increase in Salary Escalation Rate	1.34	0.88
Effect on Defined Benefit Obligation due to 100 basis points decrease in Salary Escalation Rate	(1.32)	(0.86)

The Sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Sensitivities due to mortality and withdrawals are insignificant and hence ignored.

Sensitivities as to rate of inflation, rate of increase of pensions in payments, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

j) Risk

Salary Increases	Actual salary increases will increase the defined benefit liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Discount Rate	Reduction in discount rate in subsequent valuations can increase the liability.
Mortality and disability	Actual details and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawals rates at subsequent valuations can impact defined benefit liability.

Maturity Profile of Defined Benefit Obligation is as Follows:

Gratuity (Funded)

Particulars	As At March 31, 2026	As At March 31, 2025
Within the next 12 months (next annual reporting period)	57.73	32.88
Between 2 and 5 years	46.41	40.62
Between 6 and 10 years	5.67	4.08

NOTE 40: EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY

Pursuant to section 135 of the Companies Act, 2013, CSR is applicable on the company and is required to incur expenditure on CSR activities.

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Gross amount required to be spent by the company during the year	162.67	127.92
(b) Amount approved by the Board to be spent during the year	162.67	127.92
(c) Amount spent during the year on		
- Construction/acquisition of any asset	-	-
- On purposes other than (i) above		
- In cash	185.00	159.35
- Yet to be paid in cash	-	-
Yet to be paid in cash	-	-
Total	**185.00**	**159.35**

(All amounts in ₹ lakh, unless otherwise stated)

Pursuant to section 135 of the Companies Act, 2013, CSR is applicable on the company and is required to incur expenditure on CSR activities. (Contd.)

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(d)	Excess/(Shortfall) during the year	22.33	31.43
(e)	Total of previous years excess/(shortfall)	31.43	-
(f)	Reason for shortfall	N.A.	N.A.
(g)	The company does not have any ongoing projects as at March 31, 2026 and March 31, 2025.		
(h)	The company has made a contribution to Rohini Education Society & CSL Foundation for an amount of ₹ 130.00 lakh & ₹ 55.00 lakh towards CSR expenditure during the financial year ended March 31, 2026 (March 31, 2025: ₹ 115.00 lakh & ₹ 44.35 lakh).		

NOTE 41: CONTINGENT LIABILITIES AND COMMITMENTS

41.1 Contingent liabilities

The suits filed & legal notices against company in the ordinary course of business as on March 31, 2026 amounting ₹ 41.79 lakh (March 31, 2025: ₹ Nil). Apart from this, there is no amount required to be recognised as contingent liabilities.

The company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

41.2 Capital commitment and undrawn limits

a) Estimated amount of contracts remaining to be executed on capital account and not provided for amounted to ₹ Nil crore (March 31, 2025: ₹ Nil crore) (net of advances).

b) Undrawn commitments as at March 31, 2026 is ₹ 20,140.15 lakh (March 31, 2025: ₹ 15,568.06 lakh).

NOTE 42: SEGMENT INFORMATION

The Company is primarily engaged in the business of providing finance to small and medium enterprises for their business requirements and to wholesale customers for the construction of residential buildings. The Chief Operating Decision Maker (CODM) reviews the Company's performance and allocates resources based on the overall business operations as a single business segment. Accordingly, the Company has identified a single reportable operating segment in accordance with Ind AS 108 - Operating Segments. Consequently, no separate segment information is required to be disclosed.

Entity wide disclosures as required by Ind AS 108 are as follows:

a. Information about products and services:

The company focusses on lending primarily to Small and Medium enterprises and to wholesale customers for business requirements.

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
SME	42,616.79	38,244.75
WSL	96,633.13	77,532.65
	1,39,249.92	**1,15,777.40**

b. Information about geographical areas:

The entire income of the company are generated from customers which are domiciled in India.

c. Information about major customers (from external customers):

The company does not derive revenues, from any single customer, amounting to 10 per cent or more of company's revenues.

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 43: CAPITAL MANAGEMENT

The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is done through a mix of either equity and/or convertible and/or combination of short term/long term debt as may be appropriate.

The company determines the amount of capital required on the basis of operations, capital expenditure and strategic investment plans. The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio.

The Company's objective in managing capital is to safeguard its ability to continue as a going concern, maintain an optimal capital structure to support the growth of its business, create long-term value for its shareholders and comply with the prudential requirements prescribed by the Reserve Bank of India ("RBI").

The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is achieved through an appropriate mix of equity, retained earnings, and short-term and long-term borrowings, taking into account the cost of capital, business requirements and prevailing market conditions.

The Company determines the amount of capital required on the basis of its operating requirements, projected growth in the lending portfolio, capital expenditure, strategic investment plans, liquidity requirements and applicable regulatory capital requirements. The capital structure is periodically reviewed and monitored on the basis of key financial and regulatory indicators, including the net debt-to-equity ratio, maturity profile of the overall debt portfolio, Capital to Risk-weighted Assets Ratio (CRAR), Net Owned Fund (NOF), liquidity and leverage indicators, and compliance with financial covenants and other regulatory requirements.

The Company is registered with the Reserve Bank of India as a Non-Banking Financial Company and is required to comply with the prudential norms, including the minimum capital requirements, prescribed by the RBI under the applicable regulatory framework. During the year ended 31 March 2026, the Company complied with all externally imposed capital requirements and there were no breaches of the applicable capital adequacy or other prudential norms.

There were no significant changes in the Company's objectives, policies or processes for managing capital during the year.

Particulars	As at March 31, 2026	As at March 31, 2025
Capital to Risk-weighted Assets Ratio (CRAR)	44.74%	46.95%
Debt Equity Ratio	1.39	1.28

NOTE 44: EVENTS AFTER BALANCE SHEET DATE

a) Dividend Paid and proposed:

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
A.	**Declare and Paid During the Year:**		
	Final Dividend for FY 2024-25: ₹ 3 per share (FY 2023-24: ₹ 2.5 per share)	684.48	569.57
		684.48	**569.57**
B.	**Proposed for Approval at the Annual General Meeting (not recognised as a liability):**		
	Final Dividend for FY 2025-26: ₹ 10 per share (FY 2024-25: ₹ 3 per share)	2,278.26	684.48
		2,278.26	**684.48**

b) Subsequent to the reporting date and up to the date of approval of these financial statements, the Company has issued Rated, Listed, Senior, Secured, Redeemable, Taxable Non-Convertible Debentures (NCDs)

(All amounts in ₹ lakh, unless otherwise stated)

aggregating to ₹ 60 crore in 2 tranches of ₹ 30 crore each in accordance with the terms approved by the Board of Directors and applicable regulatory requirements.

NOTE 45: REVENUE FROM CONTRACTS WITH CUSTOMERS

There have been no disaggregation of the company's revenue from contracts with customers:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Type of Service		
Service fees	300.96	561.83
Commission Income	49.75	39.12
Total	**350.71**	**600.95**
Geographical markets		
India	350.71	600.95
Outside India	-	-
Total	**350.71**	**600.95**
Timing of recognition of revenue		
Performance obligation satisfied at a point in time	350.71	600.95
Performance obligation satisfied over period of time	-	-
Total	**350.71**	**600.95**

Particulars	As at March 31, 2026	As at March 31, 2025
Contract balances:		
Trade receivables	93.66	381.91

NOTE 46: TRANSFER OF FINANCIAL ASSETS

The Company has not transferred any assets that are derecognised in their entirety where the Company continues to have continuing involvement.

NOTE 47: RELATED PARTY DISCLOSURES

a) List of Related parties:

(i) Key Management Personnel (KMP) and their relatives:

Mr. Rohit Gupta, Managing Director

Ms. Rachita Gupta, Whole Time Director

Mr. Pramod Bindal, Independent Director

Mr. Chandra Subhash Kwatra, Independent Director

Ms. Alaktika Banerjee (w.e.f. March 18, 2025)

Mr. Anirudha Kumar (w.e.f. March 18, 2025)

Mr. Ashok Kathuria- Director

Ms. Preeti Gupta, Company Secretary

Mr. Naresh C. Varshney, Chief Financial Officer

(All amounts in ₹ lakh, unless otherwise stated)

(ii) Enterprises over which key management personnel and relatives of such personnel exercise significant influence with whom transactions has been undertaken:

CSL Capital Pvt. Ltd

Rohit Gupta HUF

Post employee benefit plans

CSL Finance Limited- Employees Group Gratuity Trust

Relatives of Key Management Personnel

Ms. Ridhima Gupta

b) Transactions with the related parties are as follows:

Particulars			For the year ended March 31, 2026	For the year ended March 31, 2025
(i)	**Key Management Personnel (KMP)**			
	A)	Short term employee benefits (refer note below)	158.80	139.66
	B)	Sitting Fees to Directors	5.98	3.76
	C)	**Purchase of Fixed Asset**		-
		Rachita Gupta	60.60	4.24
	D)	**Payment Paid by them on behalf of us**		
		Rohit Gupta	4.29	8.02
		Rachita Gupta	0.16	0.53
		Naresh C. Varshney	3.57	1.41
(ii)	**Enterprises over which key management personnel and relatives of such personnel exercise significant influence**			
	A)	**Contribution towards Corporate social responsibility**		
		CSL Foundation	55.00	44.35
	B)	Loan Given	-	990.00
	C)	Loan Received Back	-	990.00
	D)	Interest Received	-	2.45
	E)	**Loan Received**		
		CSL Capital Pvt. Ltd	5,040.88	4040.00
		Rohit Gupta HUF	500.00	-
	F)	**Loan Repaid**		
		CSL Capital Pvt. Ltd	5,040.88	4040.00
		Rohit Gupta HUF	500.00	-
	G)	**Interest Paid**		
		CSL Capital Pvt. Ltd	53.06	28.37
		Rohit Gupta HUF	1.48	-

(All amounts in ₹ lakh, unless otherwise stated)

c) Outstanding balances with related parties are as follows:

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(i)	**Key Management Personnel (KMP)**		
	A) Employee related payables	-	-
	B) Other payables		
	Naresh C. Varshney	6.09	0.1
(ii)	**Enterprises over which key management personnel and relatives of such personnel exercise significant influence with whom transactions has been undertaken:**		
	Balance outstanding at the end of the year		
	CSL Capital Pvt. Ltd	-	-
	Rohit Gupta HUF	-	-
(iii)	**Relatives of Key Management Personnel**		
	Other payables	-	-

Note: Excludes provision for encashable leave and gratuity for certain key management personnel as these are determined for the company as a whole.

d) Related Party disclosure pursuant to Reserve Bank of India (Non-Banking Financial Companies - Financial Statements:

Presentation and Disclosures) Directions, 2025 disclosure requirements vide notification no. RBI/DOR/2025-26/359 DOR.ACC.REC.No.278/21.04.018/2025-26:

Related party balance outstanding:

Related party/items	Parent (as per ownership or control)		Subsidiaries		Associates/Joint ventures		Enterprises over which KMP and relatives of such personnel exercise significant influence		KMP*		Relatives of KMP*		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Borrowings:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year*	-	-	-	-	-	-	14.50	20.50	-	-	-	-	14.50	20.50
Deposits:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year*	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(All amounts in ₹ lakh, unless otherwise stated)

Related party balance outstanding: (Contd.)

Related party/items	Parent (as per ownership or control)		Subsidiaries		Associates/Joint ventures		Enterprises over which KMP and relatives of such personnel exercise significant influence		KMP*		Relatives of KMP*		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Placement of deposits:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Payables:														
Outstanding at the year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum outstanding during the year*	-	-	-	-	-	-	-	-	0.06	0.00	-	-	0.06	0.00

*Maximum outstanding during the year has been disclosed for parties where relationship exist as on the Balance Sheet date.

Related party transactions during the year:

Related party/items	Parent (as per ownership or control)		Subsidiaries		Associates/Joint ventures		Enterprises over which KMP and relatives of such personnel exercise significant influence		KMP*		Relatives of KMP*		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Contribution towards issuance of equity shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Borrowings (repayment)	-	-	-	-	-	-	55.41	40.40	-	-	-	-	55.41	40.40
Interest on Borrowings	-	-	-	-	-	-	0.55	0.28	-	-	-	-	0.55	0.28
Short term employee benefits	-	-	-	-	-	-	-	-	1.59	1.40	-	-	1.59	1.40
Sitting Fees to Directors	-	-	-	-	-	-	-	-	0.06	0.04	-	-	0.06	0.04
Reimbursement of expenses	-	-	-	-	-	-	-	-	0.08	0.04	-	-	0.08	0.04
Purchase of Fixed assets	-	-	-	-	-	-	-	-	0.61	-	-	-	0.61	-
Contribution towards corporate social responsibility	-	-	-	-	-	-	0.55	0.44	-	-	-	-	0.55	0.44

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 48: EMPLOYEE STOCK OPTION SCHEME (ESOS)

The ESOS Scheme titled "CSL Employee Stock options Scheme 2016" (CSL ESOS 2016) was approved by the shareholders on September 30, 2016 7,00,000 options are covered under the CSL ESOS, 2016.

During the financial year 2016-17, the Compensation Committee in its meeting held on February 03, 2017 and February 11, 2017 has granted 4,50,000 options (aggregate) under ESOS to eligible employees of the company. Each option comprises one underlying equity share. The terms regarding vesting and exercise of options are governed by the grant letters issued to the eligible employees to whom options are granted. The Exercise price has been determined at ₹ 226/- per share for the grant of aforesaid 4,50,000 options.

During the financial year 2017-18, the Compensation Committee in its meeting held on May 12, 2017 and July 07, 2017 has granted 1,15,000 options (aggregate) under ESOS to eligible employees of the company. Each option comprises one underlying equity share. The terms regarding vesting and exercise of options are governed by the grant letters issued to the eligible employees to whom options are granted. The Exercise price has been determined at ₹ 240/- per share for the grant of aforesaid 1,15,000 options.

During the financial year 2018-19, 69,350 options were exercised and 1,65,000 equity shares were allotted. However, 90,000 options were lapsed during the financial year 2018-19 and no fresh options were granted during the year.

During the financial year 2019-20, 24,891 options were exercised and 90,000 equity shares were allotted. However, 12,500 options were lapsed during the financial year 2019-20 and no fresh options were granted during the year.

During the financial year 2020-21, 34,921 options were exercised and 120,838 options were lapsed during the financial year 2020-21 and no fresh options were granted during the year.

During the financial year 2021-22, the Nomination and Remuneration Committee in its meeting held on January 12, 2022 has granted 4,00,000 options (aggregate) under ESOS to eligible employees of the company. Each option comprises one underlying equity share. The terms regarding vesting and exercise of options are governed by the grant letters issued to the eligible employees to whom options are granted. The Exercise price has been determined at ₹ 160/- per share for the grant of aforesaid 4,00,000 options.

During the financial year 2021-22, 6625 options were exercised.

During the financial year 2022-23, 6625 options were exercised. During the current financial year 4,81,000 equity shares were granted.

During the financial year 2023-24, 1,47,814 options were exercised and 1,52,250 shares were lapsed.

During the financial year 2024-25, the Nomination and Remuneration Committee in its meeting held on October 01, 2024 has granted 36,000 options (aggregate) under ESOS to eligible employees of the company. Each option comprises one underlying equity share. The terms regarding vesting and exercise of options are governed by the grant letters issued to the eligible employees to whom options are granted. The Exercise price has been determined at ₹ 160/- per share for the grant of aforesaid 36,000 options.

During the financial year 2024-25, 19,375 options were exercised and 67,875 shares were lapsed.

During the financial year 2025-26, the Nomination and Remuneration Committee has formulated a Scheme termed as "CSL Finance Limited Employee Stock Option Scheme"" on August 11, 2025 which is further approved by Board of Director at its meeting held on August 12, 2025.

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 22,78,262 (Twenty-Two Lakhs Seventy-Eight Thousand Two Hundred and Sixty-Two) Options which shall be convertible into equal number of Shares not exceeding 22,78,262 (Twenty-Two Lakhs Seventy-Eight Thousand Two Hundred and Sixty-Two) Equity Shares having face value of ₹ 10/- each.

During the financial year 2025-26, 31,938 options were exercised and 3,500 shares were lapsed.

(All amounts in ₹ lakh, unless otherwise stated)

Employee Stock options details as on the Balance sheet date are as follows:

a) Terms and conditions:

Particulars	Terms
Type of arrangement	CSL EMPLOYEE STOCK OPTIONS SCHEME 2016-II
	During the financial year 2021-22, the shareholders of the company on March 26,2022. through postal ballot by Remote E-voting have approved the revision in the Exercise Period from exiting 3 years to 5 years and have adopted the amended CSL Stock Option Scheme, 2016-II.
Contractual life	The scheme shall continue in effect unless terminated by the Company or the Committee or until all options available to be granted under the scheme are fully exercised
Number of vested options exercisable	The vested options are exercisable within the exercise period i.e. 5 (Five) years from the date of vesting
Method of settlement	Share route - the Grantee shall make the payment of the exercise price and tax amount due, by way of cheque/demand draft/transfer as under: i) For the Exercise Price to the Trust. ii) For applicable income tax to the Company. On receipt of the payment as above, the Trust will transfer the relevant number of Shares in the de-mat account of the Grantee. Cashless route-After the receipt of request letter for transfer by grantee, the Trust will sell the relevant number of the Shares and disburse the sale proceeds (after deducting the Exercise Price and the applicable income tax) to the bank account of the Grantee. The company will inform the Trust of the amount of the applicable income tax to be withheld from the sale proceeds of the Shares. The Trust will pay the exercise price and tax amount so collected upon sale, to the company.
Vesting conditions	Vesting period shall commence after 1 (One) Year from the date of grant of Options and may extend upto 5 (Five) years from the date of grant. The Committee at its discretion, may link the actual vesting of the Options with the performance of the Grantee. The Committee shall have the power to modify the vesting schedule on a case to-case basis subject to the minimum gap of 1 (One) year between the grant and first vesting. The options which get lapsed due to Performance Appraisal (if applicable) in any of the vesting, will get lapsed from the hands of the Grantee and will be add-back to the pool of ungranted options of this Scheme, and will be available for further grants under the scheme. The options will lapse if the employment is terminated prior to vesting. Further, The Nomination & Remuneration Committee (NRC)/Compensation Committee has the sole discretion to lapse/cancel the ESOP of the employees in case of misconduct by the employees.

(All amounts in ₹ lakh, unless otherwise stated)

b) The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year.

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of year	3,41,436	120	3,92,686	120
Options granted during the year	-	-	36,000	160
Options vested during the year	-	-	-	-
Bonus shares issued during the year	-	-	-	-
Less:				
Options exercised during the year	31,938	105	19,375	111
Options forfeited during the year	3,500	160	67,875	158
Options outstanding at the end of year	**3,05,998**	**120**	**3,41,436**	**120**

NOTE 49: FINANCIAL INSTRUMENTS

a. Financial instruments by category and fair value hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognised and measured at fair value; and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

As at March 31, 2026

Particulars	Carrying Amount			Fair value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets						
Cash and cash equivalents*	-	-	7,633.18	-	-	-
Bank balance other than cash and cash equivalents*	-	-	1,635.68	-	-	-
Other receivables*	-	-	93.66	-	-	-
Loans	-	-	1,37,393.81	-	-	1,36,326.43
Security deposits*	-	-	30.58	-	-	-
Staff Advances*	-	-	26.02	-	-	-
Receivable from lenders*	-	-	10.29	-	-	-
Receivables from channel partners*	-	-	11.19	-	-	-
Other financial assets*	-	-	34.58	-	-	-
	-	**-**	**1,46,868.99**	**-**	**-**	**1,36,326.43**

(All amounts in ₹ lakh, unless otherwise stated)

As at March 31, 2026 (Contd.)

Particulars	Carrying Amount			Fair value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial liabilities						
Trade payables*						
(i) Total outstanding dues of micro enterprises and small enterprises; and	-	-	7.92	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	219.74	-	-	-
Borrowings (other than debt Securities)	-	-	85,416.72	-	-	85,415.81
Lease liabilities*	-	-	153.19	-	-	-
Interest accrued but not due on borrowings*	-	-	161.74	-	-	-
Unpaid Dividend*	-	-	43.50	-	-	-
Payable towards assignment transactions*	-	-	85.30	-	-	-
Other financial liabilities*	-	-	249.58	-	-	-
	-	**-**	**86,337.69**	**-**	**-**	**85,415.81**

As at March 31, 2025

Particulars	Carrying Amount			Fair value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets						
Cash and cash equivalents*	-	-	6,380.11	-	-	-
Bank balance other than cash and cash equivalents*	-	-	1,670.93	-	-	-
Other receivables*	-	-	381.91	-	-	-
Loans	-	-	1,14,417.64	-	-	1,14,177.20
Security deposits*	-	-	22.80	-	-	-
Staff Advances*	-	-	40.68	-	-	-
Receivable from lenders*	-	-	15.88	-	-	-
Other financial assets*	-	-	24.73	-	-	-
	-	**-**	**1,22,954.68**	**-**	**-**	**1,14,177.20**
Financial liabilities						
Trade payables*						
(i) Total outstanding dues of micro enterprises and small enterprises; and	-	-	5.02	-	-	-

(All amounts in ₹ lakh, unless otherwise stated)

As at March 31, 2025 (Contd.)

Particulars	Carrying Amount			Fair value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	288.81	-	-	-
Borrowings (other than debt Securities)	-	-	69,295.84	-	-	69,295.44
Lease liabilities*	-	-	218.79	-	-	-
Interest accrued but not due on borrowings*	-	-	198.45	-	-	-
Unpaid Dividend*	-	-	43.50	-	-	-
Payable towards assignment transactions*	-	-	58.96	-	-	-
Other financial liabilities*	-	-	74.31	-	-	-
	-	**-**	**70,183.68**	**-**	**-**	**69,295.44**

*The carrying amount of all financial assets excluding loans and all financial liabilities excluding borrowing at fixed rates approximates the fair value, due to their short-term nature.

Fair valuation methodology

Loans:

The fair value of loans are estimated by discounted cash flow models. For fixed rate loans, the fair value represent the discounted value of the expected future cash flows. Fair value is then reduced by unamortised income and expenses and impairment loss allowance on loans which is already calculated incorporating probability of default and loss given defaults.

Borrowings:

Fair value is estimated at portfolio level by a discounted cash flow model incorporating market interest rates and the company's own credit risk or based on market-observable data. For floating rate interest borrowings, the discounted value of expected cash flows represent the carrying amount of the borrowings.

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).

Valuation framework

The finance department of the company includes personnel that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. These personnel reports directly to the Chief Financial Officer.

Valuation techniques include net present value and discounted cash flow models. Assumptions and inputs used in valuation techniques include risk-free and benchmark interest rates and other premium used in estimating discount rates and expected price volatilities and correlations. The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

The company uses suitable valuation models to determine the fair value of common and simple financial instruments, that use only observable market data and require little management judgement and estimation.

There were no transfer between the levels during the year.

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 50 : RISK MANAGEMENT

50.1 Credit Risk Management

Credit risk is the risk that the Company will incur a loss because its customers fail to discharge their contractual obligations. The Company has a comprehensive framework for monitoring credit quality of its loans primarily based on days past due monitoring at period end. Repayment by individual customers and portfolio is tracked regularly and required steps for recovery are taken through follow ups and legal recourse.

50.1.1 Credit Quality of Loans

The following table sets out information about credit quality of loans measured at amortised cost based on days past due information. The amount represents gross carrying amount.

Particulars	Wholesale Loans		SME Loans	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Not due	96,359.22	77,532.65	36,253.81	33,070.75
1-30 days past due	273.91	-	2,906.17	2,416.92
31-90 days past due	-	-	2,294.89	2,225.65
Impaired (more than 90 days)	-	-	1,161.92	531.43
Total Gross carrying value as at reporting date	**96,633.13**	**77,532.65**	**42,616.79**	**38,244.75**

Note: The Company is into Wholesale & SME lending business, there is no significant credit risk of any individual customer that may impact company adversely.

50.1.2 ECL Methodology

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 an obligor will default on its obligations in the future. Ind AS 109 requires a separate PD for a 12-month duration and lifetime duration depending on the stage allocation of the obligor.

PD describes the probability of a loan to eventually falling in default (>90 days past due) category. To calculate the PD, loans are classified in three stages based on risk profile of the loan products. PD %age is calculated for each loan product separately and is determined by using available historical observations.

PD for stage 1 >> derived as %age of all loans in stage 1moving into stage 2 in 12- months' time.

PD for stage 2>> derived as %age of all loans in stage2 moving into stage 3 in the maximum lifetime of the loans under observation.

(All amounts in ₹ lakh, unless otherwise stated)

PD for stage 3>> derived as 100% considering that the default occurs as soon as the loan becomes overdue for 90 days that matches the definition of stage 3.

(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.

50.1.3 Impairment Loss

a) Wholesale Loans	Stage I	Stage II	Stage III	Total
As at March 31, 2026				
Gross Balance	96,633.13	-	-	96,633.13
Expected Credit loss	823.78	-	-	823.78
Carrying Amount	**95,809.35**	**-**	**-**	**95,809.35**
As at March 31, 2025				
Gross Balance	77,532.65	-	-	77,532.65
Expected Credit loss	620.26	-	-	620.26
Carrying Amount	**76,912.39**	**-**	**-**	**76,912.39**
b) SME Loans - Retail	**Stage I**	**Stage II**	**Stage III**	**Total**
As at March 31, 2026				
Gross Balance	39,048.98	2,040.98	1,526.82	42,616.79
Expected Credit loss	434.34	204.10	393.89	1,032.33
Carrying Amount	**38,614.63**	**1,836.89**	**1,132.93**	**41,584.45**
As at March 31, 2025				
Gross Balance	35,487.67	2,225.65	531.43	38,244.75
Expected Credit loss	394.60	212.04	132.86	739.50
Carrying Amount	**35,093.07**	**2,013.61**	**398.57**	**37,505.25**

50.1.4 Gross Exposure and ECL Balance reconciliation

a) Wholesale Loans

i) Reconciliation of gross exposure is given below

Particulars	For the Year Ended March 31, 2026			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount - Opening balance	**77,532.65**	**-**	**-**	**77,532.65**
New assets originated or purchased	1,02,840.00	-	-	1,02,840.00
Assets derecognised/repayments	(83,739.52)	-	-	(83,739.52)
Transfers to Stage 1	-	-	-	-

(All amounts in ₹ lakh, unless otherwise stated)

i) Reconciliation of gross exposure is given below (Contd.)

Particulars	For the Year Ended March 31, 2026			
	Stage 1	Stage 2	Stage 3	Total
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Gross carrying amount - Closing balance	**96,633.13**	**-**	**-**	**96,633.13**

Particulars	For the Year Ended March 31, 2025			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount - Opening balance	**51,446.84**	**-**	**-**	**51,446.84**
New assets originated or purchased	95,864.00	-	-	95,864.00
Assets derecognised/repayments	(69,778.19)	-	-	(69,778.19)
Transfers to Stage 1		-	-	-
Transfers to Stage 2		-	-	-
Transfers to Stage 3		-	-	-
Gross carrying amount - Closing balance	**77,532.65**	**-**	**-**	**77,532.65**

ii) Reconciliation of ECL balance is given below

Particulars	For the Year Ended March 31, 2026			
	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	**620.26**	**-**	**-**	**620.26**
New assets originated or purchased	555.35			555.35
Assets derecognised/repayments	(351.83)			(351.83)
Changes in ECL due to Gross exposure changes				-
Transfers to Stage 1				-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
ECL allowance - Closing balance	**823.78**	**-**	**-**	**823.78**

Particulars	For the Year Ended March 31, 2025			
	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	**516.83**	**-**	**-**	**516.83**
New assets originated or purchased	766.92	-	-	766.92
Assets derecognised/repayments	(663.50)	-		(663.50)
Changes in ECL due to Gross exposure changes	-	-	-	-
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
ECL allowance - Closing balance	**620.26**	**-**	**-**	**620.26**

(All amounts in ₹ lakh, unless otherwise stated)

b) SME Loans-Retail

i) Reconciliation of gross exposure is given below

Particulars	For the Year Ended March 31, 2026			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount - Opening balance	**35,487.67**	**2,225.66**	**531.43**	**38,244.76**
New assets originated or purchased	22,701.00	-	-	22,701.00
Assets derecognised/repayments	(16,965.66)	(728.28)	(635.04)	(18,328.98)
Transfers to Stage 1	863.59	(826.54)	(37.05)	-
Transfers to Stage 2	(1,655.98)	1,660.61	(4.63)	-
Transfers to Stage 3	(1,381.65)	(290.46)	1,672.11	-
Gross carrying amount - closing balance	**39,048.97**	**2,041.00**	**1,526.83**	**42,616.80**

Particulars	For the Year Ended March 31, 2025			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount - Opening balance	**39,610.72**	**556.68**	**406.43**	**40,573.83**
New assets originated or purchased	16,708.88	-	-	16,708.88
Assets derecognised/repayments	(17,969.45)	(137.14)	(931.37)	(19,037.96)
Transfers to Stage 1	190.76	(158.31)	(32.45)	-
Transfers to Stage 2	(2,349.09)	2,360.83	(11.74)	-
Transfers to Stage 3	(704.15)	(396.41)	1,100.56	-
Gross carrying amount - closing balance	**35,487.67**	**2,225.66**	**531.43**	**38,244.75**

ii) Reconciliation of ECL balance is given below

Particulars	For the Year Ended March 31, 2026			
	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	**394.60**	**212.04**	**132.85**	**739.49**
New assets originated or purchased	205.23	-	-	205.23
Assets derecognised/repayments	328.80	(82.44)	(158.76)	87.60
Changes in ECL due to Gross exposure changes	-	-	-	-
Transfers to Stage 1	18.35	(17.91)	(0.44)	-
Transfers to Stage 2	(165.60)	166.06	(0.46)	-
Transfers to Stage 3	(347.05)	(73.66)	420.71	-
ECL allowance - Closing balance	**434.33**	**204.10**	**393.89**	**1,032.32**

Particulars	For the Year Ended March 31, 2025			
	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	**397.93**	**5.63**	**175.21**	**578.77**
New assets originated or purchased	282.09	-	-	282.09
Assets derecognised/repayments	(284.94)	240.16	(76.59)	(121.37)
Changes in ECL due to Gross exposure changes	-	-	-	-

(All amounts in ₹ lakh, unless otherwise stated)

ii) Reconciliation of ECL balance is given below (Contd.)

Particulars	For the Year Ended March 31, 2025			
	Stage 1	Stage 2	Stage 3	Total
Transfers to Stage 1	23.94	(15.83)	(8.11)	-
Transfers to Stage 2	(18.79)	21.72	(2.93)	-
Transfers to Stage 3	(5.63)	(39.64)	45.27	-
ECL allowance - Closing balance	**394.60**	**212.03**	**132.85**	**739.49**

50.1.5 Concentration of Credit Risk

The Company manages concentration of risk primarily by geographical region in India. The following tables show the geographical concentrations of loans:

Region	As at March 31, 2026	As at March 31, 2025
SME Loans		
- North	24,829.63	21,110.88
- West	17,787.15	17,133.87
Wholesale Loans		
- North	96,633.13	77,532.65
Total Gross carrying value as at reporting date	**1,39,249.92**	**1,15,777.40**

50.1.6 Collateral

i) Narrative description of collateral

The Company has business interests in Wholesale and SME Retail Lending. The Company risk is mitigated by considering the collateral from the borrowers. Thereby the company employs a range of policies and practices to manage the credit risk in the business. The most common is to by accepting the collateral from the borrowers. The Company deploys internal policies on the acceptability of the specific class of collateral or credit risk mitigation. The principal collateral types for the loans and advances includes:

- Mortgage of Immovable Property.
- Pledge of the Shareholding of Promoters.
- Hypothecation of Immovable Property.
- Pledge of instruments through which promoters contribution is infused in the project.

ii) Gross value of total secured loans to value of collateral

Loan to value	Gross value of secured Wholesale loans		Gross value of secured SME loans	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
0% to 20%	14,818.71	12,211.75	3,918.63	3,822.87
21% to 50%	58,984.24	43,717.72	6,506.71	21,119.70
51% to 70%	20,124.58	19,549.15	31,991.02	12,619.91
71% to 85%	2,705.60	2,054.03	184.70	571.65
More than 85%	-	-	15.73	47.72
Total	**96,633.13**	**77,532.65**	**42,616.79**	**38,181.84**

(All amounts in ₹ lakh, unless otherwise stated)

iii) Fair value of collateral held against credit impaired assets

AsAt March 31, 2026	Maximum Exposure	Plant & Machinery	Land & Building	Other	Total Collateral	Net Exposure	Associated ECL
Wholesale Loans	-	-	-	-	-	-	-
SME Loans	1,526.82		9,583.76	-	9,583.76	(8,056.94)	393.89
Total	**1,526.82**	**-**	**9,583.76**	**-**	**9,583.76**	**(8,056.94)**	**393.89**

AsAt March 31, 2025	Maximum Exposure	Plant & Machinery	Land & Building	Other	Total Collateral	Net Exposure	Associated ECL
Wholesale Loans	-	-	-	-	-	-	-
SME Loans	531.43		1,781.99	-	1,781.99	(1,250.56)	132.86
Total	**531.43**	**-**	**1,781.99**	**-**	**1,781.99**	**(1,250.56)**	**132.86**

50.2 Liquidity Risk and Funding Management

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances.

The Company manages liquidity risk by measuring and managing net funding requirements by calculating the cumulative surplus or deficit of funds at a selected maturity dates. The Company also maintains adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities

Maturity profile of Financial Liabilities

The disclosure is based upon the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows. The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial liabilities as at March 31, 2026 and March 31, 2025.

	Less than 1 Year	1-3 Years	3-5 Years	5 Years and Above	Total
As at 31 March 2026					
Borrowings					
-Term Loans	42,088.86	36,243.65	4,564.89	-	82,897.40
- Loans repayable on demand	1,519.32	-	-	-	1,519.32
- Lease Liabilities	55.49	44.95	26.13	26.63	153.19
- Trade Payable	227.67				227.67
- Other Financial Liabilities	540.11	-	-	-	540.11
Total	**44,431.44**	**36,288.61**	**4,591.02**	**26.63**	**85,337.69**
As at 31 March 2025					
Borrowings					
- Term Loans	35,759.98	29,273.13	1,657.77	166.68	66,857.56
- Loans repayable on demand	2,438.29	-	-	-	2,438.29
- Lease Liabilities	58.73	83.41	29.13	47.52	218.79
- Trade Payable	293.84	-	-	-	293.84
- Other Financial Liabilities	375.21	-	-	-	375.21
Total	**38,926.04**	**29,356.54**	**1,686.90**	**214.20**	**70,183.68**

(All amounts in ₹ lakh, unless otherwise stated)

50.3 Market Risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and other market prices.

The Company's exposure to market risk is primarily on account of changes in interest rates. The Company is not materially exposed to foreign currency risk or other price risk as at reporting period.

Interest rate risk arises from the possibility that changes in market interest rates may affect the future cash flows or fair values of financial assets and financial liabilities. The Company manages such risk through appropriate asset-liability management and risk monitoring mechanisms.

The sensitivity analysis has been determined based on the exposure to interest rate risk for floating rate financial assets and financial liabilities outstanding as at reported period. The analysis assumes a reasonably possible change in interest rates, with all other variables held constant, and the impact thereof on the Statement of Profit and Loss for the year.

NOTE 51: MATURITY ANALYSIS OF ASSETS AND LIABILITIES

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

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
Assets						
Financial assets						
Cash and cash equivalents	7,633.18	-	7,633.18	6,380.11	-	6,380.11
Bank balance other than cash and cash equivalents	1,158.82	476.86	1,635.68	1,317.46	353.47	1,670.93
Trade receivables	93.66	-	93.66	381.91	-	381.91
Loans	40,656.01	96,737.80	1,37,393.81	42,368.24	72,049.40	1,14,417.64
Other financial assets	97.33	15.33	112.66	87.13	16.96	104.09
Total financial assets	**49,639.00**	**97,229.99**	**1,46,868.99**	**50,534.87**	**72,419.81**	**1,22,954.68**
Non-financial assets						
Current tax assets (net)	121.64	-	121.64	181.05	-	181.05
Deferred tax assets (net)	-	483.08	483.08	-	111.27	111.27
Investment Property	-	15.22	15.22	-	15.57	15.57
Property, plant and equipment	-	604.33	604.33	-	598.34	598.34
Right-of-use assets	-	123.39	123.39	-	182.44	182.44
Intangible assets under development	-	1.37	1.37	-	8.47	8.47
Other intangible assets	-	77.76	77.76	-	70.03	70.03
Other non-financial assets	150.58	14.79	165.37	90.64	8.91	99.55
Assets Held For Sale	-	298.93	298.93	-	286.01	286.01
Total non-financial assets	**272.22**	**1,618.87**	**1,891.09**	**271.69**	**1,281.04**	**1,552.73**
Total assets	**49,911.22**	**98,848.86**	**1,48,760.08**	**50,806.56**	**73,700.85**	**1,24,507.41**

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 52: SECURITY AND TERMS OF REPAYMENT FOR LOANS FROM BANKS AND OTHERS

Following are the details of certain significant terms and conditions of the borrowings for the year ended March 31, 2026 and year ended March 31, 2025:

A) Terms of Repayments

(i) Secured term loans From banks

Particulars	Amount outstanding	Amount outstanding	Repayment terms				
	As at March 31, 2026	As at March 31, 2025	Instalments March 31, 2026	Instalments March 31, 2025	Periodicity	Borrowing repayment Start date	Borrowings Maturity date
Bank (refer note 'a' below)	809.50	1,914.91	9	21	Monthly	30-Apr-24	31-Dec-26
Bank	-	27.78	0	1	Monthly	17-Mar-22	03-Apr-25
Bank	-	6.13	0	7	Monthly	04-Oct-21	04-Sep-26
Bank	-	333.33	0	8	Monthly	19-Oct-22	03-Oct-25
Bank	474.43	868.18	14	26	Monthly	30-Jun-22	31-May-27
Bank	-	445.95	0	11	Monthly	28-Jan-23	28-Mar-26
Bank	83.33	416.67	3	15	Monthly	03-Jul-23	03-Jun-26
Bank	-	142.86	0	6	Monthly	30-Sep-23	29-Sep-25
Bank	-	133.33	0	7	Monthly	01-Nov-23	02-Nov-25
Bank	-	190.48	0	7	Monthly	03-Nov-23	04-Nov-25
Bank	-	495.91	0	6	Monthly	14-Sep-23	14-Sep-25
Bank	-	373.92	0	12	Monthly	21-Mar-24	21-Mar-26
Bank	29.88	405.23	1	13	Monthly	30-May-24	30-Apr-26
Bank	-	483.28	0	10	Monthly	30-Jan-24	31-Jan-26
Bank	-	100.00	0	4	Monthly	30-Jun-23	30-Jun-25
Bank	-	156.52	0	6	Monthly	31-Oct-23	30-Oct-25
Bank	-	250.00	0	12	Monthly	15-Mar-24	15-Mar-26
Bank	-	25.00	0	6	Monthly	30-Sep-23	30-Sep-25
Bank	-	109.57	0	6	Monthly	31-Oct-23	31-Oct-25
Bank (refer note 'a' below)	188.00	536.00	6	18	Monthly	07-Dec-23	10-Sep-26
Bank (refer note 'a' below)	356.00	884.00	8	20	Monthly	08-Feb-24	10-Nov-26
Bank	6,950.00	7,000.00	36	48	Monthly	31-Aug-25	31-Aug-29

(All amounts in ₹ lakh, unless otherwise stated)

(i) Secured term loans From banks (Contd.)

Particulars	Amount outstanding	Amount outstanding	Repayment terms				
	As at March 31, 2026	As at March 31, 2025	Instalments March 31, 2026	Instalments March 31, 2025	Periodicity	Borrowing repayment Start date	Borrowings Maturity date
Bank	140.00	700.00	4	16	Monthly	01-Feb-24	01-Jul-26
Bank	864.53	1,369.11	21	33	Monthly	31-Jan-24	31-Dec-27
Bank	299.51	899.61	6	18	Monthly	30-Apr-24	30-Sep-26
Bank (refer note 'a' below)	1,500.00	1,934.20	18	23	Quarterly	31-Dec-24	30-Sep-30
Bank	1,074.69	2,774.31	8	20	Monthly	30-Apr-24	30-Nov-26
Bank	1,222.22	1,888.89	22	34	Monthly	18-Feb-25	18-Jan-28
Bank	888.89	1,555.56	16	28	Monthly	03-Aug-24	03-Jul-27
Bank	33.33	233.33	2	14	Monthly	03-Jun-24	03-May-26
Bank	101.31	1,777.73	1	13	Monthly	31-Oct-24	30-Apr-26
Bank	147.75	443.25	6	18	Monthly	31-Oct-24	30-Sep-26
Bank	750.00	1,350.00	16	28	Monthly	01-Feb-25	01-Jul-27
Bank	666.67	1,333.33	13	25	Monthly	01-Feb-25	01-Apr-27
Bank (refer note 'a' below)	1,513.39	2,367.67	19	31	Monthly	28-Feb-25	31-Oct-27
Bank	448.44	1,049.74	9	21	Monthly	18-Jul-24	18-Dec-26
Bank	897.48	1,500.00	18	30	Monthly	30-Apr-25	30-Sep-27
Bank	1,562.40	-	24	0	Monthly	01-Oct-25	01-Mar-28
Bank (refer note 'a' below)	1,368.36	1,789.39	13	17	Quarterly	26-Dec-24	26-Jun-29
Bank	1,252.84	1,677.89	12	16	Quarterly	29-Sep-24	29-Mar-29
Bank	867.81	1,326.44	18	30	Monthly	01-Dec-24	01-Sep-27
Bank	750.00	1,249.90	18	30	Monthly	30-Oct-24	30-Sep-27
Bank	1,500.00	2,699.79	15	27	Monthly	03-Jan-25	03-Jun-27
Bank	1,333.34	-	32	0	Monthly	18-Jul-25	18-Nov-28
Bank	1,500.00	-	27	0	Monthly	18-Jul-25	18-Jun-28
Bank	2,500.00	-	36	0	Monthly	18-Apr-26	18-Mar-29
Bank	2,348.45	-	31	0	Monthly	01-Oct-25	01-Oct-28

(All amounts in ₹ lakh, unless otherwise stated)

(i) Secured term loans From banks (Contd.)

Particulars	Amount outstanding	Amount outstanding	Repayment terms				
	As at March 31, 2026	As at March 31, 2025	Instalments March 31, 2026	Instalments March 31, 2025	Periodicity	Borrowing repayment Start date	Borrowings Maturity date
Bank	1,899.78	-	19	0	Quarterly	31-Mar-26	30-Nov-30
Bank	1,125.53	-	26	0	Monthly	01-Jul-25	01-Jun-28
Bank	1,396.14	-	44	0	Monthly	01-Jan-26	01-Dec-29
Bank	1,249.83	-	10	0	Quarterly	31-Dec-25	30-Sep-28
Bank	1,999.55	-	24	0	Monthly	31-Oct-25	31-Mar-28
Bank	2,499.98	-	16	0	Quarterly	31-May-26	28-Feb-30
Bank	1,103.20	-	8	0	Monthly	30-Jun-25	30-Nov-26
Bank	1,649.84	-	33	0	Monthly	30-Jan-26	30-Dec-28
Bank	1,891.89	-	28	0	Monthly	03-Jul-25	03-Jul-28
Bank	2,083.25	-	30	0	Monthly	30-Oct-25	30-Sep-28
Bank	1,458.33	2,625.00	15	27	Monthly	25-Jul-24	25-Jun-27
Bank	2,499.99	-	19	0	Quarterly	30-Jun-26	31-Dec-30
Bank	2,499.71	-	25	0	Monthly	30-Nov-25	30-Apr-28
Bank	1,291.67	-	32	0	Monthly	30-Nov-25	30-Nov-28
Bank	1,793.38	-	45	0	Monthly	31-Jan-26	31-Dec-29
Bank	1,955.96	-	45	0	Monthly	31-Mar-26	31-Dec-29
Bank	1,250.00	-	31	0	Monthly	01-Nov-25	01-Oct-28
Bank	1,959.46	-	29	0	Monthly	03-Aug-25	03-Aug-28
Others	786.79	2,675.09	5	17	Monthly	01-Oct-22	23-Aug-26
Others	-	255.07	0	9	Monthly	01-Nov-22	23-Sep-25
Others	475.00	1,000.00	24	26	Monthly	30-Apr-24	31-Mar-28
Others	-	305.56	0	11	Monthly	29-Jan-23	28-Feb-26
Others	496.00	1,164.00	3	7	Quarterly	15-Jan-23	15-Oct-26
Others	472.00	736.00	21	33	Monthly	15-Apr-24	15-Dec-27
Others	540.00	780.00	27	39	Monthly	15-Jul-24	15-Jun-28

(All amounts in ₹ lakh, unless otherwise stated)

(i) Secured term loans From banks (Contd.)

Particulars	Amount outstanding	Amount outstanding	Repayment terms				
	As at March 31, 2026	As at March 31, 2025	Instalments March 31, 2026	Instalments March 31, 2025	Periodicity	Borrowing repayment Start date	Borrowings Maturity date
Others (refer note 'b' below)	84.97	402.92	2	15	Monthly	05-Jan-24	05-May-26
Others	974.38	1,421.24	22	34	Monthly	05-Feb-25	05-Jan-28
Others	552.48	1,428.96	7	19	Monthly	05-Nov-23	05-Oct-26
Others	500.00	712.50	12	24	Monthly	30-Apr-24	24-Mar-27
Others	486.12	902.78	14	26	Monthly	05-Jun-24	05-May-27
Others	-	800.00	0	12	Monthly	16-Nov-24	16-Mar-26
Others	1,150.00	-	23	0	Monthly	05-Sep-25	29-Jan-28
Others	855.43	1,413.32	16	28	Monthly	05-Feb-25	05-Jul-27
Others	1,600.00	-	36	0	Monthly	05-May-26	05-Apr-29
Others	666.67	1,000.00	24	36	Monthly	30-Apr-25	31-Mar-28
Others	-	4,500.00	0	1	Bullet Repayment	20-Feb-25	20-Aug-25
Others	5,000.00	-	1	0	Bullet Repayment	31-Dec-25	31-Dec-26
Others	675.00	-	27	0	Monthly	31-Jul-25	30-Jun-28
Others	1,600.00	-	36	0	Monthly	15-Apr-26	15-Mar-29
Others	1,633.68	-	24	0	Monthly	10-Oct-25	10-Mar-28
Total (As per contractual terms) (A)	**84,578.58**	**67,341.58**					
Less: Unamortised finance cost **(B)**	752.52	591.18					
Total (A)-(B)	**83,826.06**	**66,750.40**					

(All amounts in ₹ lakh, unless otherwise stated)

(ii) Secured Vehicle loans From banks

Particulars	Amount outstanding	Amount outstanding	Repayment terms				
	As at March 31, 2026	As at March 31, 2025	Instalments March 31, 2026	Instalments March 31, 2025	Periodicity	Borrowing repayment Start date	Borrowings Maturity date
Bank	-	3.16	0	11	Monthly	07-May-21	07-Feb-26
Bank	5.53	9.37	16	28	Monthly	01-Aug-22	01-Jul-27
Bank	33.19	53.58	18	30	Monthly	10-Oct-22	10-Sep-27
Bank	8.17	11.31	27	39	Monthly	04-Jul-23	05-Jun-28
Bank	24.45	29.74	45	57	Monthly	22-Nov-24	05-Dec-29
Total	**71.34**	**107.15**					

(iii) Secured working capital demand loans and overdraft from banks

Particulars	Amount outstanding	Amount outstanding	Repayment terms				
	As at March 31, 2026	As at March 31, 2025	Instalments March 31, 2026	Instalments March 31, 2025	Periodicity	Borrowing repayment Start date	Borrowings Maturity date
Bank	-	668.10	-	-	On Maturity	30-Oct-25	31-Oct-26
Bank (refer note 'b' below)	1,000.00	810.74	-	-	On Maturity	22-Mar-26	25-Feb-27
Bank	-	137.01	-	-	On Maturity	29-Dec-21	28-Dec-26
Bank	-	387.74	-	-	On Maturity	06-Jun-24	20-Jul-26
Bank	433.90	434.70	-	-	On Maturity	14-Jun-25	14-Jun-26
Bank	85.41	-	-	-	On Maturity	22-Nov-25	21-Nov-26
Total	**1,519.32**	**2,438.29**					

Notes:

a) In addition to the collateral described above, this loan is further secured by cash collateral pledged by the company.

b) Additionally corporate guarantee of the group company.

(All amounts in ₹ lakh, unless otherwise stated)

B) Security and carrying Interest rates on loans

Term Loan: The above secured term loans from banks and from others are secured by first pari-passu charge on all receivables of the Company along with personal guarantee of Managing Director. As at March 31, 2026: Rate of interest varies from 7.98% to 12.75% per annum (March 31, 2025: Rate of interest varied from 8.75% to 13.30% per annum).

Vehicle Loan: The vehicle loans are secured by Hypothecation of Car. As at March 31, 2026: Rate of interest varies from 7.98% to 9.05% per annum (March 31, 2025: Rate of interest varied from 7.98% to 9.05% per annum.)

Working Capital Demand Loan & Overdraft Facilities: working capital demand loans from banks are secured by first pari-passu charge on all receivables of the company along with personal guarantee of Managing Director. Rate of interest as on March 31, 2025 varied from 9% to 12.40% per annum.

NOTE 53: RECLASSIFICATION OF NUMBERS FOR YEAR ENDED MARCH 31, 2026

During the year ended March 31, 2026, the company has made following reclassifications in comparative financial year ended March 31, 2025 to reflect more appropriately the nature of such items.

S. No.	Particulars	Nature of Reclassifications	Amount (₹)
i)	Other Receivable, Unsecured (Considered Good)	(Note-6) Other Receivable, Unsecured (Considered Good), earlier shown as Management Fees Receivable under Other Financial Assets	381.91
ii)	Other financial assets	(Note no 8) Other Financial Assets, Earlier shown as advance to parties under Other Financial Assets	3.55
iii)	Trade payables	(Note no 18) Trade Payables, Earlier Shown as Other Financial Liabilities under salary payable, Expenses payable, Insurance premium payable	293.84
iv)	Other financial liabilities	(Note no 20) Other Financial Liabilities , Earlier shown as other liabilities under Other Non-Financial Liabilities	14.98
v)	Interest accrued but not due on borrowings	(Note no 20) Other Financial Liabilities , Earlier shown as Term loans under Borrowings	198.45
vi)	Other Income	(Note no 29) Other Income, Earlier shown as Interest income under other interest income	1.07

NOTE 54: ADDITIONAL DISCLOSURES OF SCHEDULE III

i) Quarterly returns or statements of current assets filed by the company with Banks or financial institutions are in agreement with the books of accounts.

ii) (a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(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 to or on behalf of the Ultimate Beneficiaries.

(b) 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.

iii) No proceedings have been initiated or pending against the company for holding any benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

iv) The company has not surrendered or disclosed any transaction during the period and/or previous year, in the tax assessments under the Income Tax Act, 1961 that is not recorded in the books of accounts.

v) The company has not traded or invested in Crypto currency or Virtual currency anytime during the current and previous year.

(All amounts in ₹ lakh, unless otherwise stated)

vi) The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

vii) The title deeds, comprising all the immovable properties which are freehold, are held in the name of the company as at the balance sheet date except where the assets repossessed and disclosed as "Assets Held for Sale".

Details of immovable property not held in company name:

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	TD Holder-Promoter, Director or relative of P/D or employee of P/D	Property held since which date	Title deeds held in the name of
Asset held for sale (refer note below)	Immovable Property	150.00	No		Late Mr. Prateek Parikh
Asset held for sale (refer note below)	Immovable Property	5.00	No		M/S Balaji Education Society
Asset held for sale (refer note below)	Immovable Property	15.09	No		Hunamal Sharma
Asset held for sale (refer note below)	Immovable Property	23.45	No		Janak Thakorlal Modi
Asset held for sale (refer note below)	Immovable Property	7.36	No		Mahaveer Prajapat
Asset held for sale (refer note below)	Immovable Property	98.03	No		Shekh Mohamadfaruk Abdulraheman

Note: In its normal course of business, the Company does not repossess properties or other assets in its portfolio but to mitigate the credit risk on financial assets, the Company seeks to use collateral, where possible as per the powers conferred on the Non-Banking Finance Companies under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 ("SARFAESI"). The Company generally engages external or internal agents to recover funds at auctions in compliance of SARFAESI Act 2002 by way of repossession of properties to settle possible outstanding debt but not to acquire the above said property in satisfaction of debt. Any surplus funds are returned to the customers/obligors and also reserve the rights to recover the balance amount post settlement of the property in auction, settlement with customer, private treaty or any other method of settlement. The residential properties under legal repossession processes are treated as assets held for sale at (i) fair value less cost to sell or (ii) principle outstanding, whichever is less, at the repossession date are shown above.

viii) The company does not have any transaction during the year or investment, receivable from, payable to or its Shares held by or any other outstanding with Struck off companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, except the following:

Name of the struck off company	Nature of transactions with struck off company	Relationship with the struck off company, if any, to be disclosed	Balance outstanding as at March 31, 2026	Balance outstanding as at March 31, 2025
	Payables	NA	-	-

(All amounts in ₹ lakh, unless otherwise stated)

ix) All charges or satisfaction are registered with the ROC within the statutory period for the year ended March 31, 2026 and March 31, 2025. No charges or satisfactions are yet to be registered with the ROC beyond the statutory period.

x) Clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, pertaining to restriction on number of layers, is not applicable on the company for the year ended March 31, 2026 and March 31, 2025 as the company does not have any investments.

xi) Ratios for the current and previous years are as follows along with reason for variance if more than 25%:

Ratio	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	% Variance	Reason for variance (if above 25% variance)
Capital to risk-weighted assets Ratio (CRAR)	62,591.81	1,39,912.63	44.74%	46.95%	-4.71%	N.A.
Tier I CRAR	61,333.69	1,39,912.63	43.84%	45.90%	-4.49%	N.A.
Tier II CRAR	1,258.12	1,39,912.63	0.90%	1.04%	-13.54%	N.A.
Liquidity Coverage Ratio	-	-	0.00%	0.00%	0.00%	N.A.

xii) The company has not revalued any of its property, plant and equipment during the year ended March 31, 2026 and year ended March 31, 2025. Hence, the amount of change in gross and net carrying amount due to revaluation is nil.

xiii) The company has not been declared as a wilful defaulter by any bank or financial institution or other lender in the year ended March 31, 2026 and year ended March 31, 2025.

xiv) No loans or advances in the nature of loans have been granted to promoters, directors, KMPs and the related parties (as defined under 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.

xv) The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

xvi) The company is maintaining its books of account in electronic mode and the back-up of books of account has been kept on a daily basis.The company uses accounting software 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 and the Audit Trail feature was not tempered with.

NOTE 55: DISCLOSURE PURSUANT TO PARA C.1 OF RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANIES - FINANCIAL STATEMENTS: PRESENTATION AND DISCLOSURES) DIRECTIONS, 2025 DISCLOSURE REQUIREMENTS VIDE NOTIFICATION NO. RBI/DOR/2025-26/359 DOR.ACC.REC.NO.278/21.04.018/2025-26 DATED NOVEMBER 28, 2025

With effect from April 1, 2018, as per the roadmap issued by the Ministry of Corporate Affairs for Non-Banking Finance Companies vide notification no. G.S.R 365(E) dated March 30, 2016, for financial reporting purposes, the company has followed the Accounting Standards as specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 (Ind AS). Accordingly, the information given below is disclosed by the company based on Ind AS financial statements and other records maintained by the company for the year ended March 31, 2026. For the purpose of these disclosures "Non-performing assets (NPA)" represents Stage 3 loans and "Standard assets" represents "Stage 1" and "Stage 2" as defined in Ind AS financial statements.

(All amounts in ₹ lakh, unless otherwise stated)

i. Disclosure related to Loans against gold and silver collateral

The company doesn't given any loan against gold/silver during the year ended March 31, 2026 and March 31, 2025.

ii. Disclosure related to project finance

Sr. No.	Item Description	For the Quarter ended March 31, 2026		For the Quarter ended December 31, 2025	
		No. of Accounts	POS	No. of Accounts	POS
1	Projects under implementation accounts at the beginning of the quarter.	141	928.49	135	796.34
2	Projects under implementation accounts sanctioned during the quarter.	15	164.91	25	241.47
3	Projects under implementation accounts where DCCO has been achieved during the quarter	13	54.69	-	-
4	Projects under implementation accounts at the beginning of the quarter closed during the quarter	18	115.41	19	110.00
5	Projects under implementation accounts at the end of the quarter. (1+2-3)	125	923.29	141	927.80
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.	-	-	-	-
6.1	Out of '6' - accounts in respect of which Resolution plan has been implemented.	-	-	-	-
6.2	Out of '6' - accounts in respect of which Resolution plan is under implementation.	-	-	-	-
6.3	Out of '6' - accounts in respect of which Resolution plan has failed.	-	-	-	-
7	Out of '6', 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.	-	-	-	-
8	Out of '6', account in respect of which cost overrun associated with extension in original/ extended DCCO, as the case may be, was funded	-	-	-	-
8.1	Out of '8', accounts where SBCF was sanctioned during financial closure and renewed continuously	-	-	-	-
8.2	Out of '8', accounts where SBCF was not pre-sanctioned or renewed continuously	-	-	-	-
9	Out of '5' - accounts in respect of which resolution process not involving extension in original/ extended DCCO, as the case may be has been invoked.	-	-	-	-
9.1	Out of '9' - accounts in respect of which Resolution plan has been implemented.	-	-	-	-
9.2	Out of '9' - accounts in respect of which Resolution plan is under implementation.	-	-	-	-
9.3	Out of '9' - accounts in respect of which Resolution plan has failed.	-	-	-	-

Note: The above disclosre given w.e.f. October 01, 2025.

(All amounts in ₹ lakh, unless otherwise stated)

iii. Disclosure related to Non-Fund Based (NFB) Credit Facilities

The company doesn't provide any non fund based credit facilities during the year ended March 31, 2026 and March 31, 2025.

iv. Disclosures on Co-Lending Arrangements

The company doesn't made any Co-lending arrangement during the year ended March 31, 2026 and March 31, 2025.

v. Disclosures Relating to securitisation

The company doesn't entered any securitisation transaction during the year ended March 31, 2026 and March 31, 2025.

vi. Disclosure of transfer of loan exposure

a) Detail of transfer of loan exposure not in default

S. No.	Particulars	During the year ended March 31, 2026	During the year ended March 31, 2025
1	Aggregate amount of loans transferred/acquired (₹ lakh)	5,2.82	Nil
2	Weighted average maturity (in years)*	1.22	Nil
3	Weighted average holding period (in years)	1.46	Nil
4	Retention of beneficial economic interest (MRR)	16.40%	Nil
5	Tangible security coverage (in times)*	3.78	Nil
6	Rating wise distribution of rated loans	Nil	Nil

*These figures have been calculated considering the status as on reported date.

b) Further the company has not acquired any loan (stress/not in default) during the year ended March 31, 2026 and March 31, 2025.

c) The company doe's not transferred any stress loan during the year ended March 31, 2026 and March 31, 2025.

vii. Disclosure on restructuring of advances

The company doesn't have any restructured accounts during the year ended March 31, 2026 and March 31, 2025.

viii. Disclosure related to Exposure

a) Exposure to Real Estate Sector - Direct and Indirect

Description			March 31, 2026	March 31, 2025
(i)	**Direct exposure**			
	(a)	**Residential mortgages**		
		Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented		-
	(b)	**Commercial real estate**		
		Lending secured by mortgages on commercial real estate (office buildings, retail space, multi-purpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.)	948.51	802.27

(All amounts in ₹ lakh, unless otherwise stated)

a) Exposure to Real Estate Sector - Direct and Indirect (Contd.)

Description	March 31, 2026	March 31, 2025
(c) Investments in MBS and other securitised exposures		
a. Residential	-	-
b. Commercial real estate	-	-
(ii) Indirect exposure		
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFC's)	-	-
Total exposure to real estate sector	**948.51**	**802.27**

b) Exposure to Capital Market

Particulars		March 31, 2026	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;	Nil	Nil
(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;	Nil	Nil
(iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds taken as primary security;	44.71	25.28
(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 debenture/units of equity oriented mutual funds 'does not fully cover the advances;	17.20	-
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	Nil	Nil
(vi)	Loans sanctioned to corporate 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;	Nil	Nil
(vii)	Bridge loans to companies against expected equity flows/issues;	Nil	Nil
(viii)	All exposures to Venture Capital Funds (both registered and unregistered).	Nil	Nil
	Total Exposure to Capital Market	**61.91**	**25.28**

(All amounts in ₹ lakh, unless otherwise stated)

c) Sectoral Exposure

Sectors	As at March 31, 2026			As at March 31, 2025		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)* (₹ Crore)	Gross NPAs (₹ Crores)	Percentage of Gross NPAs to total exposure in that sector**	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ Crores)	Gross NPAs (₹ Crores)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-
2. Industry						
i. Micro and Small	331.98	15.27	4.60%	305.36	5.31	1.74%
3. Services						
i. Commercial real estate	1146.95	-	-	954.80	-	-
ii. Other services	114.98	-	-	53.30	-	-
4. Personal Loans	-	-	-	-	-	-

*Includes off balance sheet exposure of ₹ 201.40 crore (March 31, 2025: ₹ 155.68 crore) where the contracts have been signed with the customers but the amount has not been disbursed as on balance sheet date.

**As per the disclosure requirement for the purpose of above disclosure GNPA ratio is computed on total exposure (includes on Balance Sheet and off Balance Sheet exposure) i.e. percentage of Gross NPAs to total exposure to respective sectors. Actual GNPA ratio of the company is computed on the basis of on Balance Sheet exposure and accordingly are not comparable.

d) The company does not have any inter-group exposures as at March 31, 2026 and March 31, 2025.

e) For unhedged foreign currency exposure refer note 54.

xiii. Disclosure related to Liquidity

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

As at March 31, 2026

S. No.	Type of Instruments	Number of significant counterparties	Amount*	% of Total Deposit	% of total Liabilities
1	Deposits	-	-	-	-
2	Borrowings	30	841.92	-	97.22%

As at March 31, 2025

S. No.	Type of Instruments	Number of significant counterparties	Amount*	% of Total Deposit	% of total Liabilities
1	Deposits	-	-	-	-
2	Borrowings	32	694.94	-	98.79%

b) Top 20 large deposits

No depositors as the company is a non-deposit taking NBFC.

c) Top 10 borrowings

As at March 31, 2026

Description	Amount*	% of total borrowings
Total of Top 10 borrowings	470.97	55.94%

(All amounts in ₹ lakh, unless otherwise stated)

As at March 31, 2025

Description	Amount*	% of total borrowings
Total of Top 10 borrowings	403.18	58.02%

d) Funding Concentration based on significant Instrument/Product

Sr. No.	Name of the Instrument/Product	As at March 31, 2026		As at March 31, 2025	
		Amount*	% of total Liabilities	Amount*	% of total Liabilities
1	Borrowings**	861.69	99.50%	694.94	98.79%
	Total	**861.69**	**99.50%**	**694.94**	**98.79%**

*All these amounts are gross amounts i.e. without the impact of EIR.

**Bank borrowings consists of WCDL and Term Loans.

e) Stock Ratios

As at March 31, 2026

Sr. No.	Name of the Instrument/Product	Amount*	% of total public funds	% of total Liabilities	% of total assets
1	NCDs (original maturity less than one year)	-	-	0.00%	0.00%
2	Commercial papers	-	-	0.00%	0.00%
3	Other short-term liabilities	456.43	-	52.70%	30.68%

As at March 31, 2025

Sr. No.	Name of the Instrument/Product	Amount*	% of total public funds	% of total Liabilities	% of total assets
1	NCDs (original maturity less than one year)	-	-	-	0.00%
2	Commercial papers	-	-	-	0.00%
3	Other short-term liabilities	390.45	-	55.51%	31.36%

f) Institutional set-up for Liquidity Risk Management

The Board of Directors has the overall responsibility for establishing the risk management framework for the Company. The Board, in turn has established an ALM Committee (ALCO) for evaluating, monitoring, and reviewing liquidity and interest rate risk arising in the Company on both sides of the Balance sheet. The Board based on recommendations from the ALCO has prescribed policies and the risk limits for the management of liquidity risk. ALCO committee is responsible for managing the risks arising out of Asset Liability mismatches consistent with the regulatory Appendix - II requirements and internal risk tolerances established by the Board.

Note: Definition of terms as used in the table above:

a) Significant counterparty

A. Significant counterparty" is defined as a single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the NBFC's total liabilities.

b) Significant instrument/product

A. significant instrument/product" is defined as a single instrument/product or group of similar instruments/products which in aggregate amount to more than 1% of the NBFC's total liabilities.

c) Total Liabilities

Total Liabilities include all external liabilities (other than equity).

(All amounts in ₹ lakh, unless otherwise stated)

d) Other short-term liabilities

Other Short-term Liabilities is computed as current maturities of long-term debt, short-term bank borrowings including outstanding CC/WCDL and other short-term liabilities has been considered but excludes commercial paper and non convertible debentures (original maturity of less than one year).

e) Public funds

The company is a non-deposit taking systemically important NBFC, therefore only information related to borrowings have been disclosed above and no information related to deposits is available.

xiv. Disclosure relates to Credit Default Swaps

No such transaction has been entered by the company during the year ended March 31, 2026 and March 31, 2025.

xv. Disclosure related to Comparison between provisions required under IRACP and impairment allowances made under Ind AS 109

As at March 31, 2026

Sr. No.	Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
	(1)	(2)	(3)	(4)	(5)	(6)	(7) = (4)-(6)
1	**Performing Assets**						
	Standard	Stage 1	1,356.82	12.58	1,344.24	7.37	12.58
		Stage 2	20.41	2.04	18.37	0.08	1.96
	Sub-total		**1,377.23**	**14.63**	**1,362.60**	**7.45**	**14.54**
2	**Non-Performing Assets (NPA)**						
	Substandard	Stage 3	14.94	3.73	11.20	1.52	2.21
	Doubtful - up to 1 year	Stage 3	0.09	0.04	0.05	0.02	0.02
	1 to 3 years	Stage 3	-	-	-	-	-
	More than 3 years	Stage 3	0.24	0.17	0.07	0.12	0.05
	Sub-total for doubtful	**-**	**0.33**	**0.20**	**0.13**	**0.14**	**0.07**
	Loss Assets	Stage 3	-	-	-	-	-
	Sub-total for NPA		**15.27**	**3.94**	**11.33**	**1.66**	**2.28**
3	**Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms**	Stage 1	-	-	-	-	-
		Stage 2	-	-	-	-	-
		Stage 3	-	-	-	-	-
	Sub-total		**-**	**-**	**-**	**-**	**-**
	Total	Stage 1	1,356.82	12.58	1,344.24	7.37	12.58
		Stage 2	20.41	2.04	18.37	0.08	1.96
		Stage 3	15.27	3.94	11.33	1.66	2.28
		Total	**1,392.50**	**18.56**	**1,373.94**	**9.11**	**16.82**

(All amounts in ₹ lakh, unless otherwise stated)

As at March 31, 2025

Sr. No.	Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS*	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
	(1)	(2)	(3)	(4)	(5)	(6)	(7) = (4)-(6)
1	**Performing Assets**						
	Standard	Stage 1	1,130.20	10.15	1,120.05	4.52	5.63
		Stage 2	22.26	2.12	20.14	0.09	2.03
	Sub-total		**1,152.46**	**12.27**	**1,140.19**	**4.61**	**7.66**
2	**Non-Performing Assets (NPA)**						
	Substandard	Stage 3	5.31	1.33	3.99	0.53	0.80
	Doubtful - up to 1 year	Stage 3	-	-	-	-	-
	1 to 3 years	Stage 3	-	-	-	-	-
	More than 3 years	Stage 3	-	-	-	-	-
	Sub-total for doubtful		**-**	**-**	**-**	**-**	**-**
	Loss	Stage 3	-	-	-	-	-
	Sub-total for NPA		**5.31**	**1.33**	**3.99**	**0.53**	**0.80**
3	**Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms**	Stage 1	-	-	-	-	-
		Stage 2	-	-	-	-	-
		Stage 3	-	-	-	-	-
	Sub-total		**-**	**-**	**-**	**-**	**-**
	Total	**Stage 1**	**1,130.20**	**10.15**	**1,120.05**	**4.52**	**5.63**
		Stage 2	22.26	2.12	20.14	0.09	2.03
		Stage 3	5.31	1.33	3.99	0.53	0.80
		Total	**1,157.77**	**13.60**	**1,144.18**	**5.14**	**8.46**

Note: The company has not extended asset classification benefit as per IRAC norms, hence no additional provision is required to be created by the company. Further, the company is carrying provision more than 5% as at March 31, 2026 and as at March 31, 2025 on the loans.

NOTE 56: DISCLOSURE PURSUANT TO PARA C.2 OF RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANIES - FINANCIAL STATEMENTS: PRESENTATION AND DISCLOSURES) DIRECTIONS, 2025 DISCLOSURE REQUIREMENTS VIDE NOTIFICATION NO. RBI/DOR/2025-26/359 DOR.ACC.REC.NO.278/21.04.018/2025-26 DATED NOVEMBER 28, 2025

i) Disclosure of Summary of significant accounting policies

For summary of significant accounting policies refer note 3.

(All amounts in ₹ lakh, unless otherwise stated)

ii) Capital funds, risk assets/exposure and risk asset ratio (CRAR)*

Items	As At March 31, 2026	As At March 31, 2025
CRAR (%)#	44.74%	46.94%
CRAR - Tier I capital (%)	43.84%	45.90%
CRAR - Tier II capital (%)	0.90%	1.04%
Amount of subordinated debt raised as Tier-II capital	-	-
Amount raised by issue of perpetual debt instruments	-	-

#balance of acquisition cost capitalized on loans and borrowings has been adjusted while computing net owned fund for the purpose of capital adequacy ratio.

*Capital adequacy ratio is calculated in compliance with the circular issued on implementation of Ind AS vide circular number RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020.

Note: For amounts related to Tier I capital, Tier II capital and risk-weighted assets, refer note 54(xi).

iii) Investments

Items	As At March 31, 2026	As At March 31, 2025
Value of investments		
Gross value of investments		
(a) In India	-	-
(b) Outside India	-	-
Provisions for depreciation		
(a) In India	-	-
(b) Outside India	-	-
Net value of investments		
(a) In India	-	-
(b) Outside India	-	-
Movement of provisions held towards depreciation on investments.		
(a) Opening balance	-	-
(b) **Add:** Provisions made during the year	-	-
(c) **Less:** Write-off/write-back of excess provisions during the year	-	-
(d) Closing balance	-	-

iv) Disclosure on Derivatives (Forward Rate Agreement/Interest Rate Swap/Exchange Traded Interest Rate (IR) Derivatives)

The company has not entered into any derivative contracts during the year March 31, 2026 and March 31, 2025.

(All amounts in ₹ lakh, unless otherwise stated)

v) Asset Liability Management Maturity pattern of certain items of Assets and Liabilities

Maturity Pattern of Assets and Liabilities as at March 31, 2026 and as at March 31, 2025.

Particulars	0 day to 7 days	8 days to 14 days	15 days to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
Deposits (March 31, 2026)	-	-	-	-	-	-	-	-	-	-	-
Deposits (March 31, 2025)	-	-	-	-	-	-	-	-	-	-	-
Advances* (March 31, 2026)	14.43	1.72	3.00	54.32	40.54	102.52	208.60	702.77	157.93	106.68	1,392.50
Advances* (March 31, 2025)	12.93	2.01	18.59	27.26	37.41	94.97	244.10	506.49	100.58	113.43	1,157.77
Investments (March 31, 2026)	-	-	-	-	-	-	-	-	-	-	-
Investments (March 31, 2025)	-	-	-	-	-	-	-	-	-	-	-
Borrowings (March 31, 2026)	57.91	1.33	20.95	33.11	38.88	105.11	188.79	362.44	45.65	-	854.17
Borrowings (March 31, 2025)	10.10	1.56	15.21	26.35	29.34	93.45	205.97	292.73	16.58	1.67	692.96
Foreign currency assets (March 31, 2026)	-	-	-	-	-	-	-	-	-	-	-
Foreign currency assets (March 31, 2025)	-	-	-	-	-	-	-	-	-	-	-
Foreign currency liabilities (March 31, 2026)	-	-	-	-	-	-	-	-	-	-	-
Foreign currency liabilities (March 31, 2025)	-	-	-	-	-	-	-	-	-	-	-

*Advances are gross advances i.e. before impairment on thereof.

vi) Details of financing of parent company products

There is no financing of parent company's product during the year ended March 31, 2026 and March 31, 2025.

vii) Details of single borrower limit/group borrower limit exceeded

The company has not exceeded the prudential exposure limit in respect of single borrower or group borrower.

viii) Unsecured advances

Gross loans and advances includes unsecured advances ₹ 0.74 crore (March 31, 2025: ₹ 0.63 crore). Further, there are no loans and advances secured against intangible assets/securities.

(All amounts in ₹ lakh, unless otherwise stated)

ix) Corporate Governance

a. Composition of the Board and details of meeting held

S. No.	Name of Director	Director Since	Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter/ nominee/ Independent)	DIN	Number of Board Meetings: Held	Number of Board Meetings: Attended	No. of Directorships in other Companies	Remuneration: Salary and other compensation	Remuneration: Sitting Fee	Remuneration: Commission/ Professional fees	No. of shares held in and convertible instruments held in the NBFC-CSL Finance
1	Mr. Rohit Gupta	29-10-2005	Executive Director	00045077	5	5	1	0.84	-	N.A	3774608
2	Mr. Ashok Kumar Kathuria	29-10-2005	Executive Director	01010305	5	5	0	0.04	-	N.A	Nil
3	Mr. Anirudha Kumar	18-03-2025	Non-Executive - Independent Director	00084495	5	5	2	-	0.01	N.A	Nil
4	Mrs. Alaktika Banerjee	18-03-2025	Non-Executive - Independent Director	11006663	5	4	0	-	0.01	N.A	Nil
5	Mr. Subhash Chand Kwatra	27-06-2022	Non-Executive - Independent Director	08635939	5	5	3	-	0.01	N.A	Nil
6	Mr. Parmod Bindal	27-06-2022	Non-Executive - Independent Director	06389570	5	4	0		0.01	N.A	Nil
7	Miss. Rachita Gupta	30-12-2020	Executive Director	09014942	5	5	0	0.30	-	N.A	58503

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

(i) For the FY 2025-26

S. No.	Name of Director	Capacity (i.e., Executive/Non-Executive/ Chairman/Promoter nominee/ Independent)	Nature of change (resignation, appointment)	Effective date
1	Mr. Ashok Kumar Kathuria	From Non Executive to Executive Director	Change in Designation	20-09-2025

(ii) For the FY 2024-25

S. No.	Name of Director	Capacity (i.e., Executive/Non-Executive/ Chairman/Promoter nominee/ Independent)	Nature of change (resignation, appointment)	Effective date
		NIL		

(All amounts in ₹ lakh, unless otherwise stated)

c. Committees of the Board and their composition

(i) Audit Committee:

Composition of the Audit Committee and details of meeting held for the year ended March 31, 2026:

Sr. No.	Name of Director	Member of Committee since	Capacity (i.e., Executive/Non-Executive/Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1	Mr. Parmod Bindal	27-06-2022	Non-Executive - Independent Director	4	4	Nil
2	Mr. Subhash Chand Kwatra	27-06-2022	Non-Executive - Independent Director	4	4	Nil
3	Mr. Rohit Gupta	12-11-2020	Executive Director	4	4	3774608
4	Mr. Alaktika Banerjee	18-03-2025	Non-Executive - Independent Director	4	4	Nil
5	Mr. Anirudha Kumar	18-03-2025	Non-Executive - Independent Director	4	4	Nil

(ii) Nomination and Remuneration Committee

Composition of the Nomination and Remuneration Committee and details of meeting held for the year ended March 31, 2026:

Sr. No.	Name of Director	Member of Committee since	Capacity (i.e., Executive/Non-Executive/Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1	Mr. Subhash Chand Kwatra	27-06-2022	Non-Executive - Independent Director	3	3	Nil
2	Mr. Anirudha Kumar	18-03-2025	Non-Executive - Independent Director	3	3	Nil
3	Mr. Ashok Kumar Kathuria*	29-10-2005	Non Executive Director	2	2	Nil
4	Mrs. Alaktika Banerjee	20-09-2025	Non-Executive - Independent Director	1	1	Nil

*Cease to be member of the committee w.e.f. 20.09.2025.

(All amounts in ₹ lakh, unless otherwise stated)

d. General Body Meetings

Sr. No.	Type of Meeting (Annual/ Extraordinary)	Date and Place	Special resolutions passed
1	Annual General Meeting via Audio Visual Mode	Sep 20, 2025 deemed to be held at the Registered Office of the Company situated at 410-412, 18/12, 4th floor, W.E.A karol Bagh, New Delhi-110005	Approve the Re-Appointment of Mr. Parmod Bindal (DIN: 06389570) as Non Executive Independent director of the company for a second term of 3 (three) years.
			Approve the Re-Appointment of Mr. Subhash Chand Kwatra (DIN: 08635939) as Non- Executive Independent director of the company for a second term of 3 (three) years.
			Approval for CSL Employee Stock Option Scheme 2025 through Trust Route.
			Approval for extentsion of grant of options to the Employees and Directors of the group company of the company under CSL Employee Stock Option Scheme 2025.
			Approval for grant of options to identified employees during any one year equal to or exceeding 1% of the Issued Capital of the company under CSL Employee Stock Option Scheme 2025.
			Approval for Provision of money by the company for the purchase of its own share by the Trust/Trustees for the benefit of Employees under CSL Employee Stock Option Scheme 2025.
			Approval for the Acquisition of Equity Shares by way of Secondary Acquisition under CSL Employee Stock Option Scheme 2025.

e. Details of non-compliance with requirements of Companies Act, 2013

There was no non-compliance with requirements of Companies Act, 2013 by the company during the year ended March 31, 2026 or during the year March 31, 2025.

f. Disclosure of penalties imposed by RBI and other regulators

No penalty has been imposed by any regulator during the year ended March 31, 2026 (March 31, 2025: Nil).

x) Breach of covenant

There were no instances of default or breaches of covenant in respect of loan availed or debt securities issued during the financial years ended March 31, 2026 and March 31, 2025.

xi) Divergence in Asset Classification and Provisioning

The RBI has neither assessed any additional provisioning requirements in excess of 5% of the reported profits before tax and impairment loss on financial instruments for the financial year ended March 31, 2025, latest assessed period, nor identified any additional Gross NPAs in excess of 5% of the reported Gross NPAs for the said period.

xii) Registration obtained from other financial sector regulators

The company is registered with following financial sector regulators:

Regulator	Registration No
IRDAI	CA0977

xiii) Area of Operation

The Company operates primarily in India.

(All amounts in ₹ lakh, unless otherwise stated)

xiv) Ratings assigned by credit rating agencies during the year ended March 31, 2026

Sr. No.	Ratings	Rating Agency	Nature of securities
1	A-| stable (Assigned)	Acuite Ratings & Research	Lines from Financial Institutions
2	A-| stable (Reaffirmed)	Acuite Ratings & Research	Lines from Financial Institutions

Ratings assigned by credit rating agencies during the year ended March 31, 2025

Sr. No.	Ratings	Rating Agency	Nature of securities
1	A-| stable (Assigned)	Acuite Ratings & Research	Lines from Financial Institutions
2	A-| stable (Reaffirmed)	Acuite Ratings & Research	Lines from Financial Institutions

xv) Remuneration of directors

During the year ended March 31, 2026, the company has paid sitting fees of ₹ 5.98 lakhs (previous year: ₹ 3.76 lakhs) to the independent directors of the company. Apart from that, there was no pecuniary relationship or transaction with independent directors and non-executive directors.

xvi) Net profit or loss for the year, prior period items and changes in accounting policies

There are no prior period items. Further, there are no changes in accounting policies also.

xvii) Revenue recognition

For revenue recognition, refer accounting policies in note no 3.

xviii) Provisions and contingencies

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Statement of Profit and Loss	As At March 31, 2026	As At March 31, 2025
Impairment allowance towards Stage 3 assets	2.61	(0.42)
Impairment allowance towards Stage 1 and Stage 2 assets	2.35	3.07
Impairment allowance towards other financial assets	-	-
Provision made towards income tax	29.69	24.84
Provision made towards employee benefits*	0.34	0.11
Provision for incentives to customers	-	-
Provision for contingent liabilities (taxes)	-	-
Others	-	-
Total	**34.99**	**27.59**

*Excluding amount of remeasurement (losses)/gains on defined benefit plans.

xix) Draw down from reserves

There has been no draw down from reserves during the financial year ended March 31, 2026 and March 31, 2025.

xx) Concentration of Deposits, Advances, Exposures and Stage 3 assets

a. Concentration of Advances

Particulars	As At March 31, 2026	As At March 31, 2025
Total advances to twenty largest borrowers	629.03	493.69
Percentage of advances to twenty largest borrowers to total advances of the company	45.17%	42.64%

(All amounts in ₹ lakh, unless otherwise stated)

b. Concentration of Exposures

Particulars	As At March 31, 2026	As At March 31, 2025
Total exposure to twenty largest borrowers/customers	730.29	565.93
Percentage of exposures to twenty largest borrowers/ customers to total exposure of the company on borrowers/ customers	45.82%	43.09%

c. Concentration of Stage 3 assets

Particulars	As At March 31, 2026	As At March 31, 2025
Total exposure to top four Stage 3 assets	3.68	1.45

xxi) Movement of Stage 3 assets

	Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(i)	Net Stage 3 assets to Net Advances (%)	0.82%	0.35%
(ii)	Movement of Stage 3 assets (Gross)		
	(a) Opening balance	531.43	406.43
	(b) Additions during the year	1,375.83	1,249.75
	(c) Reductions during the year#	380.44	1,124.75
	(d) Closing balance	1,526.82	531.43
(iii)	Movement of net Stage 3 assets		
	(a) Opening balance	398.58	231.22
	(b) Additions during the year	1,019.69	312.44
	(c) Reductions during the year#	285.33	145.08
	(d) Closing balance	1,132.94	398.58
(iv)	Movement of provisions for Stage 3 assets		
	(a) Opening balance	132.86	175.21
	(b) Provision made during the year	356.14	61.63
	(c) Write off/write-back of excess provisions	95.11	103.98
	(d) Closing balance	393.89	132.86

#Reduction includes write-offs and recoveries.

xxii) Details of overseas assets

There are no overseas assets of the company.

xxiii) Off- balance sheet SPVs sponsored

There are no off-balance sheet SPVs sponsored by the company.

xxiv) Off-balance sheet exposures and structured products

a) for Off balance sheet exposure- refer note -

b) for Structured product- refer note -

xxv) Disclosure on Liquidity Coverage Ratio (LCR)

Since the assets size of the company is less han 5000 crore, hence the disclosure is not applicable to the company.

(All amounts in ₹ lakh, unless otherwise stated)

xxvi) Currency Options

There are no transactions undertaken in the designated currency options exchanges recognised by SEBI during the financial year by the company.

NOTE 57: DISCLOSURE PURSUANT TO ANNEXURE -I OF RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANIES - FINANCIAL STATEMENTS: PRESENTATION AND DISCLOSURES) DIRECTIONS, 2025 DISCLOSURE REQUIREMENTS VIDE NOTIFICATION NO. RBI/DOR/2025-26/359 DOR.ACC.REC.NO.278/21.04.018/2025-26 DATED NOVEMBER 28, 2025

Particulars			As At March 31, 2026		As At March 31, 2025	
	Liabilities side#:					
1.	Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:		Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
	(a)	Debentures:				
		Secured	-	-	-	-
		Unsecured	-	-	-	-
		(Other than falling within the meaning of public deposits)				
	(b)	Deferred credits	-	-	-	-
	(c)	Term loan	840.59	-	670.56	-
	(d)	External commercial borrowings	-	-	-	-
	(e)	Inter corporate loans and borrowings	-	-	-	-
	(f)	Commercial paper	-	-	-	-
	(g)	Public Deposits	-	-	-	-
	(h)	Other loans				
		- Working capital loans and bank overdraft	15.19	-	24.38	-
	Total		**855.78**	**-**	**694.94**	**-**
2.	Break-up of (1)(g) above (outstanding public deposits inclusive of interest accrued thereon but not paid):					
	(a)	In the form of unsecured debentures	-	-	-	-
	(b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
	(c)	Other public deposits	-	-	-	-

			As At March 31, 2026	As At March 31, 2025
3.	**Assets side:**			
	Break-up of loans and advances including bills receivables {other than those included in (4) below}:			
	(a)	Secured	1,391.76	1,157.14
	(b)	Unsecured	0.74	0.63
	Total		**1,392.50**	**1,157.77**

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 57: DISCLOSURE PURSUANT TO ANNEXURE -I OF RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANIES - FINANCIAL STATEMENTS: PRESENTATION AND DISCLOSURES) DIRECTIONS, 2025 DISCLOSURE REQUIREMENTS VIDE NOTIFICATION NO. RBI/DOR/2025-26/359 DOR.ACC.REC.NO.278/21.04.018/2025-26 DATED NOVEMBER 28, 2025 (Contd.)

Particulars	As At March 31, 2026	As At March 31, 2025
4. Break-up of leased assets and stock on hire and other assets counting towards asset finance activities		
(i) Lease assets including lease rentals under sundry debtors:		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges, under sundry debtors:		
(a) Assets on hire	-	-
(b) Repossessed stock	-	-
(iii) Other Loans counting towards asset finance activities:		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
Total	-	-

	As At March 31, 2026	As At March 31, 2025
5. Break-up of investments		
Current investments:		
1. Quoted:		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government securities	-	-
(v) Others	-	-
2. Unquoted:		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government securities	-	-
(v) Others	-	-

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 57: DISCLOSURE PURSUANT TO ANNEXURE -I OF RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANIES - FINANCIAL STATEMENTS: PRESENTATION AND DISCLOSURES) DIRECTIONS, 2025 DISCLOSURE REQUIREMENTS VIDE NOTIFICATION NO. RBI/DOR/2025-26/359 DOR.ACC.REC.NO.278/21.04.018/2025-26 DATED NOVEMBER 28, 2025 (Contd.)

Particulars	As At March 31, 2026	As At March 31, 2025
Long term investments:		
1. Quoted:		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government securities	-	-
(v) Others	-	-
2. Unquoted:		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government securities	-	-
(v) Others	**-**	**-**
Total	**-**	**-**

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

Category	Gross Amount As at March 31, 2026			Gross Amount As at March 31, 2025		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties:						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	-	-	-	-	-
2. Other than related parties	1,391.76	0.74	1,392.50	1,157.14	0.63	1,157.77
Total	**1,391.76**	**0.74**	**1,392.50**	**1,157.14**	**0.63**	**1,157.77**

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

Category	As At March 31, 2026		As At March 31, 2025	
	Market value/ Break-up or Fair value or NAV	Book Value (Net of Provisions)	Market value/ Break-up or Fair value or NAV	Book Value (Net of Provisions)
1. Related Parties:				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2. Other than related parties	-	-	-	-
Total	**-**	**-**	**-**	**-**

(All amounts in ₹ lakh, unless otherwise stated)

8.

Other Information		As At March 31, 2026	As At March 31, 2025
(i)	Gross Stage 3 assets		
	(a) Related parties	-	-
	(b) Other than related parties	1,526.82	531.43
(ii)	Net Stage 3 assets		
	(a) Related parties	-	-
	(b) Other than related parties	1,132.94	398.58
(iii)	Assets acquired in satisfaction of debts (net of provisions)	-	-

NOTE 58: DISCLOSURE AS REQUIRED UNDER GUIDELINES ON RESOLUTION FRAMEWORK FOR COVID-19-RELATED STRESS ISSUED BY RBI VIDE NOTIFICATION NO. RBI/2020-21/16 DOR. NO.BP.BC/3/21.04.048/2020-21 AND RBI/2020-21/17 DOR.NO.BP.BC/4/21.04.048/2020-21 DATED AUGUST 6, 2020

During the year ended March 31, 2021, the company has restructured loan accounts vide Reserve Bank of India circulars on Resolution framework for COVID-19 related stress and restructuring of advances dated August 6, 2020. The company has considered these accounts as 'restructured' in accordance with Ind-AS 109, and basis such significant increase in credit risk has recognized incremental provision on such restructured accounts in accordance with its Expected Credit Loss Policy.

Disclosure as per prescribed format for the year ended 31 March 2026

Type of borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at 31 March 2025 (A)	Of (A), aggregate debt that slipped into NPA during the year ended 31 March 2026	Of (A) amount written off during the year ended 31 March 2026	Of (A) amount paid by the borrowers during the year ended 31 March 2026	Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at 31 March 2026
Personal loans	-	-	-	-	-
Corporate Loans*	-	-	-	-	-
of which, MSMEs	-	-	-	-	-
Others	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

*As defined in Section 3(7) of the Insolvency and Bankruptcy Code, 2016

As per above guidelines, total restructuring of advance as on March 31, 2026 is ₹ Nil (March 31, 2025: ₹ Nil) and provision there on March 31, 2026 is ₹ Nil crores (March 31, 2025: ₹ Nil)

(All amounts in ₹ lakh, unless otherwise stated)

NOTE 59: DISCLOSURE PURSUANT TO RBI NOTIFICATION NO. RBI/2021-22/31 DOR.STR.REC.11/21.04.048/2021-22 DATED 5 MAY, 2021

Description	Individual Borrowers		Small Business
	Personal Loans	Other Loans	
(A) Number of requests received for invoking resolution process under Part A	-	-	-
(B) Number of accounts where resolution plan has been implemented under this window	-	-	-
(C) Exposure to accounts mentioned at (B) before implementation of plan (As on 30.09.2021)	-	-	-
(D) Of (C), aggregate amount of Debt that was converted into other securities	-	-	-
(E) Additional funding sanction if any, including between invocation of the plan and implementation	-	-	-
(F) Increase in provision on account of the implementation of the resolution plan	-	-	-

Exposure to accounts as on 31st March 2026 where resolution plan has been implemented under above notification is ₹ NIL (March 31, 2025: ₹ NIL) & provision is ₹ NIL(March 31, 2025: ₹ NIL).

As per our Report of even date attached

For **S.R. Dinodia & Co. LLP**
Chartered Accountants
Firm Registration Number: 001478N/N500005

(Sandeep Dinodia)
Partner
Membership Number: 083689

For & on behalf of Board of Directors of
CSL Finance Limited

(Rohit Gupta)
Managing Director
DIN: 00045077

(Ashok Kumar Kathuria)
Director
DIN: 01010305

(Preeti Gupta)
Company Secretary
M. No.: ACS A43593

(Naresh C. Varshney)
Chief Financial Officer

Place of Signature: New Delhi
Date: May 26, 2026

CSL Finance Limited

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