

IFIN CREDIT LIMITED

(Wholly Owned Subsidiary of IFCI Financial Services Limited)

CIN: U67190TN1995GOI032057

ANNUAL REPORT FY 2025-26

30th ANNUAL GENERAL MEETING

DATE: September 23, 2025

DAY: Tuesday

TIME: 3.00 P.M.

**Registered Office: Kamak Towers, 4th Floor Plot No.12A (SP),
Thiru-Vi-Ka Industrial Estate, Ekkatuthangal, Guindy,
Chennai- 600032.**

Email- cs@ifinltd.in

Board of Directors (As on the date of this report)

Mr. Chirag Sapra - Director
Ms. S Karpagam - Director
Mr. Anilkumar BS - Additional Director

Statutory Auditors (FY 2024-25)

M/s. Subramanian & Associates,
Chartered Accountants,
FRN 012360S

Registered Office

Kamak Towers, 4th Floor Plot No.12A (SP),
Thiru-Vi-Ka Industrial Estate, Ekkatuthangal,
Guindy, Chennai- 600032.
Ph: 044 2830 6600
Email- cs@ifinltd.in

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NOTICE

Notice is hereby given that the 30th Annual General Meeting of the shareholders of M/s. IFIN Credit Limited will be held at Kamak Towers, 4th Floor Plot No.12A (SP), Thiru-Vi-Ka Industrial Estate, Ekkatuthangal, Guindy, Chennai- 600032 through video conferencing on Tuesday, September 23rd, 2025 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended on March 31, 2025, together with the Board of Directors' Report and Auditors' Report thereon including annexures thereto and thought fit, to pass with or without modification, the following resolution, as an Ordinary resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2025, together with Board of Directors' Report and the Auditors Report thereon, including annexures thereto be and are hereby approved and adopted.”

2. To fix remuneration of the Statutory Auditor of the Company in terms of the provisions of Section 139(5) and 142 of the Companies Act, 2013 and to pass the following resolution, with or without modification(s), as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 139(5) and 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor of the Company to be appointed by the Comptroller and Auditor General of India (CAG) for the Financial Year 2025-26, as may be deemed fit.

SPECIAL BUSINESS

3. To appoint Shri Anilkumar BS (DIN: 10697847) as a Director of the Company

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

“**RESOLVED THAT** pursuant to provisions of Section 152 and 161 and any other applicable provisions of Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] Shri Anilkumar BS (DIN: 10697847), who was appointed by the Board of Directors as an Additional Director with effect from 21.01.2025 be and is hereby appointed as Director of the company whose office shall be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to digitally sign and file necessary e-form with the Registrar of Companies and other statutory authorities as may be necessary in connection with the above appointment.”

By Order of the Board

For IFIN Credit Limited



S Karpagam

Director

(DIN: 09755388)

Place: Chennai

Date: 01.09.2025

Important Notes:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5th, 2020, clarification circular No. 02/2021 dated January 13th, 2021 and General Circular 3/2022 dated May 5, 2022 and General Circular 10/2022 dated December 28 2022 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), permitted the holding of Annual General Meeting (AGM) through VC/ OAVM, without physical presence of the member at common Venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. In compliance with applicable provisions of the Act read with the MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, the proceedings of the AGM shall be deemed to be conducted at registered office of the Company located at Kamak Towers, 4th Floor Plot No.12A (SP), Thiru-Vi-Ka Industrial Estate, Ekkatuthangal, Guindy, Chennai- 600032, Tamil Nadu which shall be the deemed venue of the AGM.
3. Pursuant to the provisions of the Act, 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 this AGM is being held pursuant to the MCA Circulars, through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available in case of AGM through video conferencing.
4. However, the Body Corporates members (i.e. other than individuals) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat. The body corporate are required to forward a scanned copy or hard copy of its board or governing body's resolution/authorization letter etc. authorizing their representatives to attend the AGM. The said resolution/authorization shall be sent to the Company by email through its registered email address to cs@ifinltd.in or the hard copy can be sent at Kamak Towers, 4th Floor Plot No.12A (SP), Thiru-Vi-Ka Industrial Estate, Ekkatuthangal, Guindy, Chennai- 600032 addressing to Company Secretary
5. Those Shareholders whose email IDs are not registered, are requested to register their email ID with the company by sending E-mail to cs@ifinltd.in along with the following credentials: i. Name registered as per the records of the company ii. DPID-Client ID/ Folio Number iii. Email ID to be registered for attending the Meeting.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

7. *The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of 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 all shareholders of the company. 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, who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.*
8. *The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.*
9. *The Members will be allowed to pose questions during the course of the Meeting. The questions/queries can also be given in advance at cs@ifinltd.in.*
10. *As per the MCA Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.ifinltd.in and the notice along with the Annual Report is being sent through electronic mode to the members whose E-mail ID are registered with the company. Members may note that the Notice will also be available on the Parent Company's website at www.ifinltd.in. Further, updation if any, will be provided on the website of the Company at www.ifinltd.in*
11. *All documents referred to in the Notice calling the AGM and the Explanatory Statement are open for inspection electronically and/or at the registered office of the company during the office hours between 9.30 AM to 11.30 AM on all working days except Saturday. The same shall be shared with the members on receipt of request.*
12. *Details of Directors seeking appointment or re-appointment at the Annual General Meeting of the Company to be held on Tuesday, September 23rd, 2025 are provided in Annexure - A of this notice.*
13. *For any queries & clarifications, members can contact through e-mail on cs@ifinltd.in or 044-69298418.*
14. *The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses, as set out above is annexed hereto.*

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE ASUNDER:

1. *AGM through VC/OAVM: Members will be provided with a facility to attend the AGM through video conferencing platform – Life size Cloud*
2. *The meeting invitation link and login credentials to join the AGM will be sent to the Members on their registered email IDs latest by September 22, 2025. This will be done on first come first served basis.*
3. *Members whose email IDs are not registered with the company, may get their email IDs registered with the company by sending E-mail to cs@ifinltd.in along with the following credentials: i. Name registered as per the records of the company ii. DPID-Client ID/ Folio Number iii. Email ID to be registered for attending the Meeting. In case of joint holding, the credentials of the first named holder shall be accepted.*
4. *Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.*
5. *In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.*
6. *Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.*
7. *Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Use of headphones is highly recommended.*
8. *Members who need assistance before or during the AGM may contact Ms. JM Sathyavathi, Company Secretary- IFCI Financial Services Limited by sending an email request at the email id: cs@ifinltd.in or Contact on – 044- 69298418.*

Annexure – A

Details of the Directors seeking Re-Appointment/Appointment in the ensuing Annual General Meeting

Name of the Director	Mr. Anilkumar BS
Date of Birth	January 14, 1968
Date of Appointment	August 31 st , 2009
Expertise in Specific functional area	Financial Services
Qualification	B.Com, CA (Inter)
Experience	34 years of experience in Stock, Currency and Commodity Broking, Mutual Fund distribution, Insurance and Merchant banking
Directorships in other Companies	1. IFIN Securities Finance Limited
Number of Board Meetings attended during the Year (2024-25)	0
Chairman/ Membership of the Committee across all Companies	<u>IFIN Securities Finance Limited</u> a) Member of Audit Committee of the Board b) Member of Nomination and Remuneration Committee of the Board c) Member of Risk and Asset Liability Management Committee of the Board d) Member of IT Strategy Committee of the Board e) Member of Share Transfer Committee of the Board <u>IFIN Credit Limited</u> Member in Share Transfer Committee of the Board
Shareholding in the Company	Nil
Relationship with other Directors	Nil

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

Item no. 3:

In accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Mr. Anilkumar BS was appointed as an Additional Director of the Company in the Board meeting dated 21.01.2025 and his appointment is with immediate effect. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company. Mr. Anilkumar BS is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Anilkumar BS as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Anilkumar BS himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

BOARD'S REPORT

To

The Members of

IFIN Credit Limited

The Board of Directors of your Company presents the 30th Annual Report of IFIN Credit Limited, together with the Audited Financial Statement, for the year ended March 31, 2025.

1. Financial Performance

(Rs. in lakh)

Particulars	YE 31.03.2025	YE 31.03.2024
Revenue from operations	-	-
Other income	13.91	11.98
Total income	13.91	11.98
Reimbursement of Expenses	4.00	4.00
Depreciation and amortization Expenses	-	-
Other expenses	5.02	4.58
Total expenses	9.02	8.58
Profit/ (loss) before tax	4.89	3.41
Current Tax	0.76	0.53
Deferred Tax	0.73	0.29
PAT	3.40	2.58

2. Operations

The total income of IFIN Credit Limited during FY 2024-25 has increased to Rs. 13.91 lakhs from Rs. 11.98 lakhs during FY 2023-24. The company has made profit of Rs. 3.40 lakhs for the current year compared to the profit of Rs. 2.58 lakh during the corresponding previous year.

3. Business Environment

At present the Company is not involved in any business activity.

4. Dividend

No dividend is being recommended by the Directors for the year ended March 31, 2025.

5. Transfer to Reserves

No amount has been transferred to reserves during FY 2024-25.

6. Board of Directors

Changes in Directors and KMP

- a) Mr. Anilkumar BS (DIN: 10697847) was appointed by the Board of Directors as an Additional Director w.e.f 21.01.2025 and to be regularized as a Director of the Company by the shareholders in the Annual General meeting to be held on 22.09.2025.
- b) Mr. Ramkumar Srinivasan (DIN: 01175498) director had resigned from the Board of Director of the Company w.e.f 21.01.2025.

As at March 31, 2025, the Board consisted of three (3) Directors comprising of 3 non-executive Directors:

The composition of the Board, number of meetings held, attendance of the Directors at the Board Meeting and the number of the Directorship in other companies in respect of each Director who was on Board as on March 31st, 2025 is given below:-

S. No.	Name of Director	Attendance Particulars		No. of other Directorships as on March 31, 2025
		No. of Meetings during the tenure of respective directors in FY 2024-25		Other Directorships (Including Private Limited Companies)
		Held	Attended	
1.	Ms. S Karpagam	5	5	3
2.	Mr. Ramkumar Srinivasan	5	3	1
3.	Mr. Chirag Sapra	5	5	0
4.	Mr. Anilkumar BS	0	0	1

During the Financial Year 2024-25, Five (5) Board Meetings were held on the following dates:

12.04.2024	15.07.2024	02.09.2024
28.10.2024	21.01.2025	

7. Annual Return

Pursuant to the provisions of the Companies Act, 2013, the copy of the annual return in prescribed formats available on the website of the company, if any, and the web-link of such annual return is as follows:

URL:	https://ifinltd.in/Aboutus/Financials
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8. Directors' Responsibility Statement

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134 (3) (c) of the Companies Act, 2013:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2024-25 and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. Auditors

M/s. Subramanian & Associates, (Firm Reg. No. 012360S) was appointed by the Comptroller & Auditor General of India (C&AG) as Statutory Auditor of your Company for FY 2024-25. C&AG shall appoint Statutory Auditors for the Financial Year 2025-26.

10. Explanations/comments on the report of Comptroller & Auditor General of India

The Comptroller and Auditor General of India (CAG) report on the accounts for the year ended 31st March, 2025 under Companies Act, 2013 is attached as **Annexure-I** to this report.

11. Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013.

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 form part of the notes to the financial statement.

12. Related Party Transactions

All transactions entered by the Company with Related Parties were in the ordinary course of business and at Arm's Length pricing basis.

During the financial year 2024-25, the company has no material significant transactions with the related parties which may have a potential conflict with the interest of the company.

The particulars of Contracts or Arrangement with related parties are given in notes to the financial statement. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure-II** in Form AOC-2.

13. The details relating to deposits, covered under chapter V of the Act

During the Financial Year 2024-25, your Company did not accept any deposits within the meaning of provisions of chapter V - Acceptance of Deposits by Companies of the Companies Act, 2013 read with rules thereunder.

14. Change in Registered Office:

The Company had changed its registered office from Continental Chambers”, 3rd floor, No.142, Mahatma Gandhi Road, Nungambakkam, Chennai – 600 034 to “Kamak Towers” 4th Floor, Plot No. 12-A, South Phase, Thiru-Vi-Ka Industrial Estate Nagar, Guindy with effect from 01.05.2025. The Change of registered office was approved in the board meeting dated April 16, 2025.

15. In-principal approval for Consolidation of IFCI Group

IFCI Limited vide its letter no. IFCI/SACD/2024-25-241204006 dated December 04, 2024 has informed that Department of Financial Services, Ministry of Finance, Government of India has accorded the in-principal approval to consider Consolidation of IFCI Group. The same was placed in the Board meeting dated January 21, 2025.

16. Material changes and commitments

There were no material changes and commitments affecting the financial position of the company between the end of the financial year i.e. March 31, 2025 and the date of the report.

17. Conservation of energy, technology absorption and foreign exchange earnings and outgo & expenditure on research and development

In view of the nature of activities which are being carried on by the Company, Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014, conservation of energy and technology absorption does not apply to the Company.

However, the Company has taken measures to conserve energy by having energy efficient electronic equipment. As regards absorption of technology, your Company has installed computer systems, software packages and other office equipment to increase its organizational efficiency, maximize productivity and to gain competitive advantage.

Your Company has neither incurred any expenditure nor earned any income in foreign exchange. Further, your Company has not incurred any expenditure on Research and Development.

18. Risk Management

The Company is presently not involved in any business activity. The investment of surplus funds in fixed deposits with banks or in such other low risk instruments forms part of the risk management system adopted by the Company.

19. Internal Financial Control

The Company has adequate internal control system commensurate with the size of the business.

20. Anti - Sexual Harassment Policy

There is no employee in the company. Hence there is no requirement of such policy.

21. A statement by the company with respect to the compliance of the provisions relating to the Maternity Benefit Act 1961.

There is no employee in the company.

22. Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the Going Concern status and company's operations in future

There are no significant and material orders passed by the regulators or courts or Tribunals which would impact the going concern status of the Company.

23. Details of employees under Section 197 read with Sub rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The company has no employee in respect of whom the information required under Section 197 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is required to be given.

24. Acknowledgement

The Board of Directors express their gratitude for the co-operation, guidance and support received from IFCI Limited, IFCI Financial Services Limited, Commercial Banks, Regulators, Statutory Authorities and other stakeholders of the Company.

By Order of the Board
For IFIN Credit Limited


Anilkumar BS

Additional Director
(DIN: 10697847)


S Karpagam

Director
(DIN: 09755388)

Place: Chennai

Date: 01.09.2025

प्रधान निदेशक वाणिज्यिक लेखापरीक्षा कार्यालय, चेन्नै
भारतीय लेखापरीक्षा एवं लेखा विभाग
इंडियन ऑयल भवन, स्तर 2,
139, महात्मा गांधी मार्ग,
चेन्नै - 600 034



Office of the Principal Director of
Commercial Audit, Chennai
Indian Audit and Accounts Department
Indian Oil Bhavan, Level - 2,
139, Mahatma Gandhi Road, Chennai-600 034

No. PDCA/CA-III/4-133/2025-26/ 2 16

Dated: 03/07/2025

To

The Director,
IFIN Credit Limited
4th Floor, Plot No. 12-A, (SP),
Thiru-Vi-Ka Industrial Estate,
Ekkattubangal, Guindy.,
Chennai - 600032.

Sir,

Sub: Comments of the Comptroller and Auditor General of India under section 143(6)(b) of the Companies Act, 2013 on the Financial Statements of IFIN Credit Limited for the year ended 31 March 2025.

I am to forward herewith the comments of the Comptroller and Auditor General of India under section 143(6)(b) of the Companies Act, 2013 on the financial statements of IFIN Credit Limited for the year ended 31 March 2025.

Two copies of Printed Annual Report of your company may be arranged to be forwarded to this office.

Receipt of this letter may kindly be acknowledged.

Yours faithfully,

S. Vellingan
(S. Vellingan) 3-7-25

Principal Director of Commercial Audit

Encl: Audit Certificate

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE
FINANCIAL STATEMENTS OF IFIN CREDIT LIMITED FOR THE YEAR ENDED
31 MARCH 2025.**

The preparation of financial statements of IFIN Credit Limited for the year ended 31 March 2025 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139 (5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143 (10) of the Act. This is stated to have been done by them vide their Audit Report dated 16.04.2025.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the financial statements of IFIN Credit Limited for the year ended 31 March 2025 under section 143 (6)(a) of the Act.

For and on behalf of the
Comptroller & Auditor General of India

S. Velliangiri
(S. VELLIANGIRI)

Principal Director of Commercial Audit

Place: Chennai
Date: 03.07.2025

Annexure – II

Form No. AOC - 2

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

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

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

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements/transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2. Details of all contracts or arrangements or transactions at Arm's length basis.

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	IFCI Financial Services Limited (IFIN)
b)	Nature of contracts/arrangements/transaction	Expenses reimbursed to IFIN regarding rent, salary and Office Maintenance
c)	Duration of the contracts/arrangements/transaction	As per omnibus approval for the FY 24-25
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Ordinary course of business Rs. 5,80,000/- per annum
e)	Date of approval by the Board	12.04.2024
f)	Amount paid as advances, if any	Nil

By Order of the Board

For IFIN Credit Limited


Anilkumar BS

Additional Director

(DIN: 10697847)


S Karpagam

Director

(DIN: 09755388)

Place: Chennai

Date: 01.09.2025