



# **IFIN SECURITIES FINANCE LIMITED**

*(Wholly Owned Subsidiary of IFCI Financial Services Limited)*

**CIN: U65991TN1989GOI017792**

## **ANNUAL REPORT- 2024-25**

### **36<sup>th</sup> ANNUAL GENERAL MEETING**

DATE: September 23, 2025

DAY: Tuesday

TIME: 12.00 noon

*Registered Office: Kamak Towers, 4th Floor Plot No.12A (SP),*

*Thiru-Vi-Ka Industrial Estate, Ekkatuthangal, Guindy, Chennai- 600032.*

*Website: [www.isflonline.com](http://www.isflonline.com)*

*Ph: 044 69298418*

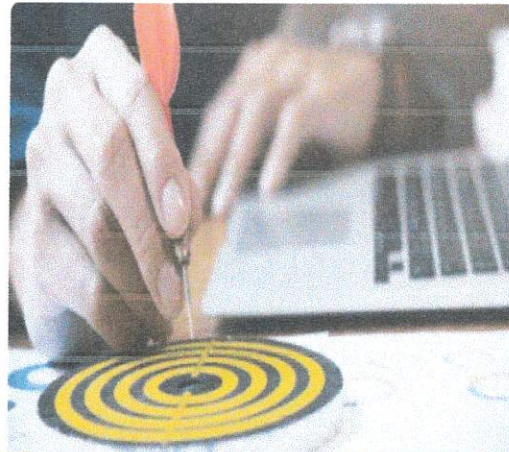
*Email- [cs@ifinltd.in](mailto:cs@ifinltd.in)*

## ISFL Vision & Mission Statement



To be the Lender of the first choice

To be a Partner in Growth -  
Building Lives and Businesses



## **IFIN SECURITIES FINANCE LIMITED**

### **Board of Directors\***

Mr. Manoj Kumar Parida	Chairman and Nominee Director
Mr. Sanjay Wasantrao Tanksale	Independent Director
Ms. S Karpagam	Managing Director
Mr. Anilkumar B.S	Whole-time Director
Mr. R.C. Mittal	Director

*\* As on the date of this Report*

### **Chief Financial Officer**

Mr. A.V. Pushparaj

### **Company Secretary**

JM Sathyavathi

### **Statutory Auditors**

M/s. Munusami & Co.

Chartered accountants

FRN 005602S

CA S Prabakar Pandidurai, Partner

M.no: 216328

### **Registered Office**

Kamak Towers, 4th Floor Plot No.12A (SP),

Thiru-Vi-Ka Industrial Estate,

Ekkatuthangal, Guindy,

Chennai- 600032.

Ph: 044 6929 8400

E-mail: [cs@ifinltd.in](mailto:cs@ifinltd.in)

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

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**NOTICE**

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the shareholders of M/s. IFIN Securities Finance Limited will be held through video conferencing at Registered Office address: Kamak Towers, 4th Floor Plot No.12A (SP), Thiru-Vi-Ka Industrial Estate, Ekkatuthangal, Guindy, Chennai- 600032 on Tuesday, September 23, 2025 at 12.00 noon to transact the following business:

**AS ORDINARY BUSINESS**

**1. Approval and Adoption of Financial Statements for Financial year 2024-25**

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. Re-appointment of Shri R.C. Mittal (DIN: 10611610)) as Non- Executive Director of the Company.**

To appoint a director in place of Shri R.C. Mittal, who retires by rotation and being eligible, offers himself for re-appointment and to consider and thought fit, to pass with or without modification, the following resolution, as an Ordinary resolution:

“**RESOLVED THAT** Shri R.C. Mittal, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby reappointed as a Non- Executive Director of the Company.”

**3. Appointment and Remuneration of Statutory Auditors.**

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 consider and thought fit, to pass with or without modification, the following resolution, as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 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(s) 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 Comptroller and Auditor General of India (CAG) for the Financial Year 2025-26, as may be deemed fit.”

By order of the Board  
For IFIN Securities Finance Limited

Place: Chennai

Date: 29.08.2025



Anilkumar BS

Whole-time Director  
(DIN: 10697847)

**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. The members have the option to participate in the meeting either in person or through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).
3. 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 the 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
4. 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 Circulars, issued by the Ministry of Corporate Affairs, 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.
5. 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](mailto: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.
6. 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](mailto: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.
7. 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*

8. *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.*
9. *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.*
10. *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](mailto:cs@ifinltd.in).*
11. *As per the MCA Circular, the Notice calling the AGM has been uploaded on the website of the Company at [www.isflonline.com](http://www.isflonline.com) 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 Company's website at [www.isflonline.com](http://www.isflonline.com). Further, updation if any, will be provided on the website of the Company at [www.isflonline.com](http://www.isflonline.com).*
12. *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. The members desiring to inspect the relevant documents referred are required to send request on the email address- [cs@ifinltd.in](mailto:cs@ifinltd.in). An extract of such documents would be send to the members on their registered email address.*
13. *The route map for the venue of AGM is not annexed to this notice as the AGM is being conducted through Video conferencing and/or other audio-visual means.*
14. *Details of Directors seeking appointment or re-appointment at the Annual General Meeting of the Company to be held on Tuesday, September 23<sup>rd</sup>, 2025 are provided in Annexure - A of this notice.*
15. *For any queries & clarifications, members can contact through e-mail on [cs@ifinltd.in](mailto:cs@ifinltd.in) or 044-69298418*
16. *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 AS UNDER:**

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<sup>nd</sup>, 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](mailto:cs@ifinltd.in) along with the following credentials: i. Name registered as per the records of the company ii. DPID-Client ID/ Folio Number. 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- IFIN Securities Finance Limited by sending an email request at the email id: [cs@ifinltd.in](mailto:cs@ifinltd.in) or Contact on – 044-69298418.*

*Additional Information on Directors recommended for appointment/re-appointment:*

<b>Name of the Director</b>	<b>R.C. Mittal</b>
Date of Birth	November 1 <sup>st</sup> , 1967
Date of Appointment	July 23 <sup>rd</sup> , 2024
Expertise in Specific functional area	Financial Sector
Qualification	Fellow Member of Institute of Cost Accountants of India (FCMA), Certified Associates of Indian Institute of Bankers (CAIIB), Diploma in Forensic Audit (DFA), Fellow of Insurance Institute of India (FIII). He has also qualified Online Proficiency Self-Assessment Test for Independent Director's Data Bank conducted by Indian Institute of Corporate Affairs (under the Aegis of Ministry of Corporate Affairs, Government of India).
Experience	25 plus years of experience in Stockbroking, Insurance and Merchant Banking
Directorships in other Companies	Nil
Number of Board Meetings attended during the Year (2024-25)	4
Chairman/ Membership of the Committee across all Companies	<b>IFIN Securities Finance Limited:</b> 1. Member of Audit Committee of the Board 2. Member of Risk & ALCO Committee of the Board 3. Member of IT Strategy Committee of the Board
Shareholding in the Company	Nil
Relationship with other Directors	Nil

**BOARD'S REPORT**

To  
The Members of  
**IFIN Securities Finance Limited**

The Board of Directors of your Company presents the 36<sup>th</sup> Annual Report of IFIN Securities Finance Limited (ISFL) together with the Audited Financial Statement, for the year ended on March 31<sup>st</sup>, 2025.

**1. Financial Performance**

(Rs. in lakh)

Particulars	FY- 2024-25	FY- 2023-24
Revenue from Operations	84.03	150.99
Other Income	161.89	125.24
<b>Total Income</b>	<b>245.92</b>	<b>276.23</b>
Employee cost	75.20	79.68
Other expenses	48.31	98.23
Impairment on Financial Instruments	-	(28.80)
<b>Total expenses</b>	<b>123.51</b>	<b>149.11</b>
Surplus of Income over expenditure	122.41	127.12
Profit before tax	<b>122.41</b>	<b>127.12</b>
Tax	19.24	12.44
Profit after Tax	<b>103.17</b>	<b>114.68</b>
Book size (Rs. In cr)	1.19	10.67

Revenue from the operations of the Company has decreased from Rs.150.99 lakhs in FY 23-24 to Rs.84.03 lakhs in FY24-25. This is mainly due to decrease in Interest Income on loans from Rs 145.85 lakhs in FY 23-24 to Rs 75.86 lakhs in FY 24-25 on account of suspension of Fresh lending since February 2024.

However, other Income showed an increase from Rs 125.24 lakhs in FY 23-24 to Rs 161.89 lakhs in FY 2024-25, mainly due to increased Interest of Rs 161.89 lakhs earned on FDs with Banks in FY 2024-25 as compared to Rs. 92.51 lakhs earned in FY 2023-24.

Employee cost showed a marginal reduction from Rs.79.68 lakhs in FY 23-24 to Rs.75.20 lakhs in FY 24-25. Other expenses decreased to Rs. 45.53 lakhs in FY 24-25 from Rs. 73.34 lakhs in FY 2023-24 mainly due to decrease of Rs 9.99 lakhs in the commission paid to SCHIL and others on disbursement of LAMF during FY 24-25 and decrease in sharing expenses on account of Infrastructure and other costs to IFIN from Rs 72.95 lakhs in FY 23-24 to Rs 57 lakhs in FY 24-25.

Decrease in both Total Income and Total Expenses in FY 24-25 over FY 23-24 contributed to a marginal decrease in Profit before Tax to Rs.122.41 lakhs in FY 24-25 from Rs.127.13 lakhs in FY 23-24. Profit After Tax too showed a decrease to Rs.103.17 lakhs in FY 24-25 from Rs.114.68 lakhs in FY 23-24.

**Material Developments in Human Resources/ Industrial Relations front, including number of employees:**

The Company has adequate human resources including deputed employees commensurate to the current size of the business. As on March 31st, 2025, there were 2 employees on rolls of the company. It further utilized the services of 3 employees who were on deputation from its parent company- IFIN.

**2. Business Environment 2024-2025**

In the Calendar Year (CY) 2025, the global economy has seen facing a more turbulent and unpredictable landscape than in prior years. Despite a stable growth rate of 3.3% in CY 2024, recent events, particularly global tariffs and corresponding trade responses, have brought about significant changes in global trade patterns. Inflation is easing, yet it remains more persistent than expected, especially in advanced economies. This ongoing resilience introduces further complexities, pushing businesses and policymakers to remain agile in response to shifting trade patterns and a changing inflation scenario. While these global challenges present significant headwinds for many emerging markets, India remains relatively well insulated. This is supported by strong macroeconomic fundamentals, prudent fiscal management and resilient domestic demand.

Growth is underpinned by a stable banking system and a proactive monetary policy framework. Inflation stayed within the target range, with the Consumer Price Index (CPI) easing to 3.16% in April 2025 and the Rupee maintaining relative stability. The Government's continued push on infrastructure and capital expenditure, with a US\$ 1.4 trillion National Infrastructure Pipeline, is further bolstering

domestic growth drivers. Additionally, as global trade undergoes realignment amid rising tariffs and shifting supply chains, India is emerging as a preferred destination, aided by its relatively low tariff exposure and competitive manufacturing reforms. At a time when many economies are grappling with rising debt and capital outflows, India continues to attract robust investor interest, reinforcing global confidence.

### **NBFCs in India**

Non-Banking Financial Companies (NBFCs) have emerged as powerful engines of credit, significantly expanding access to financial services, especially for historically underserved or excluded segments. By complementing the traditional banking system, NBFCs have utilised innovative credit delivery models that leverage technology and local insights to create customised financial products tailored to diverse borrower needs. Their agility and close customer connections have enabled them to play a role that is not only complementary to traditional banks but also catalytic in building a financial ecosystem characterised by deeper intermediation and wider opportunities. Over the past decade, the growth of NBFCs has consistently outpaced that of banks, a trend that has become even more pronounced in recent years. This rapid growth underscores the sector's relevance and resilience.

### **Outlook and Growth Prospects**

The broader macroeconomic environment remains conducive to growth, underpinned by robust credit demand across retail segments. Rising consumption, deeper formalisation and the growing aspirations of India's Tier 2 and Tier 3 cities continue to fuel momentum across our operating landscape. Within this context, we see significant headroom for expansion across our core verticals. As we look ahead, our focus remains clear: disciplined execution, prudent risk management and consistent performance, backed by a resilient balance sheet and a future-ready digital and distribution engine.

### **3. Dividend**

No dividend is being recommended by the Directors for the year ended March 31<sup>st</sup>, 2025.

### **4. Transfer To Reserves**

For the FY 2024-25, the Company had reported a profit after tax of Rs. 103.17 lakhs and Rs.20.63 Lakhs was transferred to Statutory Reserve as on March 31<sup>st</sup>, 2025.

## 5. Directors and Key Managerial Personnel

### Changes in Directors and KMP during the year 2024-25:

- i) Ms. S Karpagam, Managing Director (DIN: 9755388), her term of directorship was further extended for the period of one year (i.e) till 30.09.2025 on account of extension of nomination of her directorship by IFCI Limited (Parent Company).
- ii) Mr. Alan Savio Pacheco (DIN: 3497265) who was appointed as Nominee Director of the Company w.e.f. March 12<sup>th</sup> 2021, ceased to be associated with the Company with effect from August 29<sup>th</sup>, 2024 on account of withdrawal of his nomination by IFCI Limited (Parent Company).
- iii) Mr. Manoj Parida (DIN: 09230827) was appointed as Nominee Director and nominated as Chairman of the Board of Directors of the Company w.e.f August 29<sup>th</sup>, 2024 on account of nomination of his directorship by IFCI Limited (Parent Company).
- iv) Mr. Ramkumar Srinivasan (DIN: 1175498), Director resigned from the Board of Directors w.e.f January 29, 2025.
- v) Mr. Anilkumar BS (DIN 10697847), Director was appointed as Non-Executive Director in the Board meeting dated July 23<sup>rd</sup> 2024. He was re-designated as Executive Director (Whole Time Director) in the Board Meeting dated January 29, 2025.

The Board wishes to place on record its gratitude and appreciation for the valuable contributions made by all the Directors/KMPs who have resigned from their respective offices during their tenure in the Company.

As at March 31, 2025, the Board consisted of 5 (five) Directors comprising of one Nominee Director/Chairman, one Non-Executive Director, one Independent Director, one Whole-time Director and one Managing Director. The Management of the Company is headed by the Managing Director who operates under the overall supervision and control of the Board.

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

S. No.	Name of Director	Attendance Particulars		No. of other Directorships as on March 31 <sup>st</sup> , 2025
		No. of Meetings during the tenure of respective directors in FY 2024-25		Other Directorships (Including Private Limited Companies)
		Held	Attended	
1.	Mr. Sanjay Wasantrao Tanksale	6	6	-
2.	Mr. Alan Savio Pacheco	2	2	3
3.	Mr. Manoj Kumar Parida	4	4	3
4.	Mr. Ramkumar Srinivasan	6	5	0
5.	Ms. S Karpagam	6	6	3
6.	Mr. Anilkumar BS	4	4	1
7.	Mr. R.C. Mittal	4	4	0

During the Financial Year 2024-25 Six (6) Board Meetings were held on the following dates:

20.04.2024	23.07.2024	03.09.2024	30.09.2024
05.11.2024	29.01.2025		

#### Remuneration of Directors

The Non-Executive Directors except nominees of IFCI Limited and IFCI Financial Services Limited (IFIN) (parent company) are paid sitting fees for every meeting of the Board and its Committees attended by them. Sitting fees has been paid to the Independent Director for the Board and Committee meeting attended by him during Financial Year 2024-25.

#### 6. Committee of Board of Directors

##### A) Audit Committee:

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013. The composition of the committee as on March 31<sup>st</sup>, 2025 is as follows:

S. No.	Name of the Director	Designation /Category	No. of Meetings during the tenure of respective directors in FY 2024-25	
			Held	Attended
1.	Mr. Sanjay Wasantrao Tanksale	Chairman	6	6
2.	Ms. S Karpagam	Member	6	6
3.	Mr. Ramkumar Srinivasan	Member	5	5
4.	Mr. Anil Kumar BS**	Member	-	-
5.	Mr. R C Mittal*	Member	1	1

\*\*Mr. Anilkumar BS became member of the Audit Committee in the Board meeting dated 29.01.2025

\*Shri R C Mittal became member of the Audit Committee in the Board meeting dated 05.11.2024

The Committee met Six (6) times during the year on the following dates:

20.04.2024	23.07.2024	03.09.2024
30.09.2024	05.11.2024	29.01.2025

**Terms of reference in brief:**

1. The recommendations for appointment, remuneration and terms of appointment of auditors of the company;
2. Review and monitor the auditor's independence and performance, and effectiveness of the audit process;
3. Examination of the financial statements of the Company and the auditors' report thereon;
4. Approval or any subsequent modification of transactions of the company with related parties;
5. Scrutiny of inter-corporate loans and investments;
6. Valuation of undertakings or assets of the company, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and related matters;
9. Overseeing the vigil mechanism / Whistle Blower policy of the Company;
10. Such other terms and reference mentioned under Companies Act, 2013 and as amended from time to time;
11. Such other matters as may be prescribed by the Board from time to time.

**B) Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee of the Company is constituted as per requirements of the Companies Act and the composition of the committee as on March 31<sup>st</sup>, 2025 is as follows:

S. No.	Name of the Director	Designation Category	No. of Meetings during the tenure of respective directors in FY 2024-25	
			Held	Attended
1.	Mr. Sanjay Wasantrao Tanksale	Chairman	6	6
3.	Mr. Manoj Kumar Parida	Member	1	1
4	Ms. S Karpagam	Member	6	6
5	Mr. Alan Savio Pacheco	Member	2	2
6	Mr. Ramkumar Srinivasan	Member	6	5
7	Mr. Anil Kumar BS*	Member	-	-

\*Mr. Anilkumar BS became member of the Nomination and Remuneration Committee in the Board meeting dated 29.01.2025

The Committee met six (6) times during the year on the following dates:

20.04.2024	16.07.2024	03.09.2024
30.09.2024	28.10.2024	29.01.2025

**Terms of reference in brief:**

1. Identifying persons who are qualified to become directors and who may be appointed in Senior Management as per the criteria laid down and recommending to the Board their appointment and removal.  
"Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.
2. The Committee shall evaluate performance of every Director.
3. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director.
4. The Committee shall also formulate and recommend to the Board, a policy, relating to the remuneration of the Directors, Key Managerial personnel and other employees.
5. Such other terms and reference mentioned under Companies Act, 2013 and as amended from time to time
6. Other functions and duties specified by Board of Directors from time to time.

**C) Risk and Asset Liability Management Committee**

The composition of the committee as on March 31<sup>st</sup>, 2025 is as follows:

S. No.	Name of the Director	Designation Category	No. of Meetings during the tenure of respective directors in FY 2024-25	
			Held	Attended
1.	Mr. Sanjay Wasantrao Tanksale	Chairman	4	4
2.	Ms. S Karpagam	Member	4	4
3.	Mr. Ramkumar Srinivasan	Member	4	4
4.	Mr. Anil Kumar BS*	Member	1	1
5.	Mr. R C Mittal**	Member	-	-

\*\*Mr. R C Mittal became member of the Risk and Asset Liability Management Committee in the Board meeting dated 29.01.2025

\*Mr. Anil Kumar BS became member of the Risk and Asset Liability Management Committee in the Board meeting dated 05.11.2024

The Committee met four (4) times during the year on the following dates:

15.05.2024	23.07.2024
21.10.2024	20.01.2025

**Terms of Reference in brief:**

1. To identify and monitor key risks of the institution;
2. To devise the policy and strategy for integrated risk management;
3. To satisfy itself that policies and procedures are in place to manage risks to which the institution is exposed, including credit, market, operational and reputational risk;
4. To critically assess the Company's business strategies and plans from a risk perspective and advising the Board suitably;
5. To decide the risk measurement methodologies, setting limits for risk management and reviewing, periodically, the actual position vis-a-vis the limits set;
6. To satisfy itself that exceptional reporting framework is in place in the institution;
7. To review the statement of short-term Dynamic Liquidity, structural Liquidity, Interest rate sensitivity;
8. To review the current and prospective risk arising when the Company is unable to meet its obligations as they come due without adversely affecting the Company's financial conditions;

9. To review the risk of losses resulting from movements in interest rates and their impact on future cash-flows;
10. To review banking arrangements and cash management;
11. To review the mechanism to ensure the maintenance of adequate capital on an continuous basis;
12. To review the adequate liquidity while managing the Company’s spread between the interest income and interest expense;
13. To adopt any guideline, policy, code of conduct etc. in relation to any of the matters aforesaid;
14. To delegate authorities from time to time to the executives/authorized persons to implement the decisions of the Committee; and
15. To review approve any other matter incidental or ancillary to the matters stated aforesaid.”

**D)IT Strategy Committee**

The composition of the committee as on March 31<sup>st</sup>, 2025 is as follows:

S. No.	Name of the Director	Designation /Category	No. of Meetings during the tenure of respective directors in FY 2024-25	
			Held	Attended
1.	Mr. Sanjay Wasantrao Tanksale	Chairman	2	2
2.	Ms. S Karpagam	Member	2	2
3.	Mr. Ramkumar Srinivasan	Member	2	1
4.	Mr. Anil Kumar BS*	Member	-	-
5.	Mr. R C Mittal*	Member	-	-

\*Mr. Anil Kumar BS and Mr. R C Mittal became member of the IT Strategy Committee in the Board meeting dated 05.11.2024

The Committee met two (2) times during the year on the following dates.

16.07.2024	04.11.2024
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**Terms of Reference in brief:**

RBI’s master directions on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 for Banks and NBFCs with effective from April 01, 2024. This mandates NBFCs to constitute IT Strategy Committee of the Board.

The terms and reference of the IT strategy Committee of the Board are as follow:

1. Ensure that the Company has put an effective IT strategic planning process in place;
2. 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;
3. Satisfy itself that the IT Governance and Information Security Governance

4. structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the organisation;
5. Ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks;
6. 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 utilized in a manner intended for meeting the stated objectives; and
7. Review, at least on annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company.

#### **E) Share Transfer Committee**

The Share transfer committee is duly constituted in the company.

The composition of the committee as on March 31<sup>st</sup>, 2025 is as follows:

S. No.	Name of the Director	Designation /Category
1.	Ms. S Karpagam	Chairman (Since 05.10.2022)
2.	Mr. Anilkumar BS	Member (w.e.f 21.03.2025)

The Committee met one (1) time during the year on 28.03.2025.

#### **D) Other Internal Committees:**

The Company has also constituted the following internal committees:

- i) Credit Committee
- ii) Risk Management Committee
- iii) Asset Liability Management Committee (ALCO)
- iv) Investment Committee
- v) Compliance Committee
- vi) IT Steering Committee

**7. General Meetings held during the Financial Year 2024-25.**

The Details of the Annual General Meetings of the company held during the financial year 24-25 are as under:

General Meeting	35 <sup>th</sup> Annual General Meeting
Venue	Continental Chamber, 3 <sup>rd</sup> Floor, 142 M.G. Road, Nungambakkam, Chennai – 600034, Tamil Nadu Through Video Conferencing
Date and Day of meeting	Wednesday, September 25 <sup>th</sup> , 2024

**8. Annual Return**

Pursuant to the provisions of the Companies Act, 2013, the Company shall place a copy of the Annual return in prescribed format on the website of the company and the web-link of such annual return shall be disclosed in the Board's report.

The link is provided below:

URL:	<a href="https://www.isflonline.com/aboutus - ISFL reports">https://www.isflonline.com/aboutus - ISFL reports</a>
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**9. 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.

**10. Declaration given by independent directors under sub-section (6) of section 149.**

The Independent Director of the company has declared that he meets the criteria of independence in terms of sub-section (6) of section 149 of the Companies Act, 2013 and there is no change in his status of independence as on March 31<sup>st</sup>, 2025. The sitting fees had been paid to the Independent Director for the Board and Committee Meetings attended by him during the year 2024-25.

**11. Policy on Directors' appointment and remuneration and other details.**

The Company has in place a Nomination and Remuneration Policy for Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178.

**Salient Features:**

The salient features of the policy include the following:

- The objectives of the policy
- Framework of the policy
- Eligibility criteria for recommending a candidate to be appointed on the Board of Directors such as the education qualification, relevant experience and expertise, disqualifications, ascertainment of 'fit and proper criteria', criteria of independence of Independent Directors
- Board level remuneration structure
- Monitoring and evaluation and of the performance of all Directors as also the Board and its Committees.
- Board Diversity

The copy of the policy has been made available at the website of the Company. The link is provided below:

<b>URL:</b>	<a href="https://www.isflonline.com/aboutus - policies">https://www.isflonline.com/aboutus - policies</a>
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**12. Auditors**

The Office of Comptroller and Auditor General of India (CAG) vide its letter dated September 19, 2024 had appointed M/s. K Munusami & Co., Chartered Accountant, Chennai (FRN- FRN 005602S) as the Statutory Auditors of the Company for the FY 2024-25. The CAG will appoint the statutory auditor for the financial year 2025-26.

**13. Details of Frauds**

There is no fraud during the year under review.

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

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

**15. The RBI Norms and Accounting Standards**

Your Company complies with the directives issued as well as the norms prescribed by Reserve Bank of India for NBFCs and in the preparation of the financial statements, the applicable accounting standards had been followed along with proper explanation relating to material departures.

**16. Disclosure requirements as per RBI regulations for NBFCs**

The Company during the whole of the Financial Year ended March 31, 2025, as well as till this date in the current financial year, has not accepted/held public deposits, as defined in Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016. The company will not accept public deposits in future also without obtaining prior written permission of Reserve Bank of India.

**17. 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.

**18. Related Party Transactions**

All transactions entered by the Company with Related Parties were in the ordinary course of business and at an Arm’s Length pricing basis. The transactions entered with holding company/group company are as follows:

Sr. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ Arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any
1	IFCI Financial Services Limited- Holding Company	Reimbursement of office expenses	As per Omnibus approval for FY 2024-25	Ordinary course of business
		Sharing of man power	As per Omnibus approval for FY 2024-25	Ordinary course of business
		DP Charges	As per Omnibus approval for FY 2024-25	Ordinary course of business
2	Stockholding Corporation of India Limited	Commission payable	As per Omnibus approval for FY 2024-25	Ordinary course of Business

During the financial year 2024-25, the company had no materially 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.

The Company has formulated a policy on materiality of related party transactions and on Dealing with related party transactions which has been duly approved by the Board. The policy is available on the website of the company at: <https://www.isflonline.com/aboutus>.

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

During the Financial Year 2024-25, the 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.

**20. 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 – 600 032 with effect from 01.05.2025. The Change of registered office was approved in the board meeting dated April 25, 2025.

**21. In-principle 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-principle approval to consider Consolidation of IFCI Group. The same was placed in the Board meeting dated January 29, 2025 as it will have significant change in the organizational structure and reporting lines of ISFL.

**22. Material changes and commitments**

There were no material changes and commitments affecting the financial position of the Company between the end of Financial Year (March 31<sup>st</sup>, 2025) and the date of this report.

**23. 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.

#### **24. Risk Concerns and Management**

The company is exposed to various risks that are inherent part of the financial services business. The Company has formulated and put in place a Board approved Risk Management policy. The policy encompasses identification, assessment, measurement, monitoring and mitigation of various risks faced by the company. The policy is reviewed every year. The company has constituted the Internal Risk Management Committee and the Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The risks identified on a time-to-time basis are addressed through mitigating actions on a continuing basis.

Internal Risk Management Committee inter alia reviews various risks to which the company is exposed to / risks associated with any new initiatives and considers the mitigants suggested by the business heads / departmental heads / Chief Risk Officer. Internal Risk Management Committee thereafter submits its recommendations on the various risks and the mitigants thereof to the Board level committee.

As on March 31, 2025, the Internal Risk Management Committee comprised of three members viz., Ms S Karpagam (Chairperson), Mr Anilkumar BS (Member) and Mr. AV Pushparaj, (Member). The Risk Management Committee met twice in FY 2024-25. (21.01.2025 and 26.06.2024)

#### **25. Internal Financial Control**

The Company has put in place adequate Internal Financial Controls commensurate with the size of the Company and nature of its business which ensures orderly and efficient conduct of its business, including adherence to company's policies and safeguarding of its assets. The Board of Directors had appointed M/s J Karthik Bharathi & Co., Chartered Accountants as the Internal Auditor of the Company for the FY 2024-25 to conduct internal audit of the functions and the activities of the Company. The findings and recommendations of the Internal Auditors were reviewed by the Audit Committee and the Board of Directors and necessary corrective actions were duly undertaken.

In keeping with the Directions issued by RBI on Managing Risks and Code of Conduct in Outsourcing of Financial services by NBFCs, the activity of internal audit was outsourced to M/s J Karthik

Bharathi & Co., Chartered Accountants though the control of the audit remained with the Management and Audit committee of ISFL.

#### **26. Vigil Mechanism/ Whistle Blower Policy**

Pursuant to Section 177(9) and Section 177(10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors had approved the policy on Vigil Mechanism/Whistle Blower and the same was hosted on the website of the company. This policy inter-alia provides a direct access to the Managing Director of the company and the Chairman of the Audit Committee, as the case may be.

Your Company hereby affirms that no employee/ Director have been denied access to the Managing Director/ Chairman of the Audit Committee, as the case may be and that no such complaints were received during the year.

#### **27. Anti- Sexual Harassment Policy**

Our Parent Company M/s. IFCI Financial Services Limited has in place Anti Sexual Harassment Policy in line with the requirements of Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and constituted internal Complaints Committee for redressal of complaints of all employees (permanent, contractual, temporary, trainees) including subsidiary companies are covered under this policy.

During the year under review, the Parent Company has not received any compliant pursuant to the provisions of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **28. Board Evaluation**

The Nomination and Remuneration Committee of Board of Directors in its meeting have reviewed the performance of Board and its committees taking into consideration the contributions made by the Directors/members of the Committee.

Subsequently, the Board in its meeting has made formal annual evaluation of its own performance, and that of its committees and individual directors taking into consideration the evaluation criteria as set in the Nomination and Remuneration Policy of the Company.

**29. 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.

**30. Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.**

The Company has neither made any application nor are any proceedings pending against the Company under The Insolvency and Bankruptcy Code, 2016 during the year under review. Consequently there are no details required to be disclosed, as the said clause is not applicable to it for year ended 31.03.2025.

**31. The details of difference between amount of the Valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institution along with the reasons thereof.**

The Company has not availed any one time settlement facility, during the year under review, therefore providing of details with respect to difference in the amount of valuation done at the time of one time Settlement and the Valuation done while taking loan from the Banks or Financial Institution does not apply to the company.

**32. 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 read with Sub rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is required to be given. The Board further places on record its appreciation of the services of all the employees of the Company.

### 33. Acknowledgement

The Board of Directors express their gratitude for the co-operation, guidance and support received from M/s. IFCI Limited, IFCI Financial Services Limited, its bankers, Reserve Bank of India, Stock Exchanges, clients, statutory authorities, employees and other stakeholders of the Company.

**By Order of the Board**  
**For IFIN Securities Finance Limited**



**S Karpagam**  
**Managing Director**  
**DIN: 09755388**



**Anilkumar BS**  
**Whole-Time Director**  
**DIN: 10697847**

**Date: 29.08.2025**

**Place: Chennai**

Annexure-I

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-II/4-134/2025-26/dlh

Dated: 03/07/2025

To

The Managing Director,  
IFIN Securities Finance Limited,  
Kamak Towers,  
4<sup>th</sup> Floor, Plot No. 12-A, (SP),  
Thiru-Vi-Ka Industrial Estate,  
Ekkatuthangal, 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 Securities Finance 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 Securities Finance 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. The date of conducting Annual General Meeting of the company may be intimated.

Receipt of this letter may kindly be acknowledged.

Yours faithfully,

  
(S. Velliangiri) 3-7-25

Encl: Audit Certificate

Principal Director of Commercial Audit

**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 SECURITIES FINANCE LIMITED FOR THE YEAR ENDED 31 MARCH 2025.**

The preparation of financial statements of IFIN Securities Finance 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 25.04.2025.

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 Securities Finance 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)

Principal Director of Commercial Audit

Place: Chennai  
Date: 03.07.2025

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**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.**

The transactions at arm length basis are as follows:

S. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	I. IFCI Financial Services Limited
b.	Nature of contracts/arrangements/transaction	a) Reimbursement of office expenses b) Sharing of man power c) Sharing of expenses related to Medical, Employee Group term and personal policy
c.	Duration of the contracts/arrangements/transaction	As per Omnibus approval for FY 2024-25
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Ordinary Course of business Rs. 57 lakhs
e.	Date of approval by the Board	20.04.2024

f.	Amount paid as advances, if any	Nil
<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	Stockholding Corporation of India Limited
b)	Nature of contracts/arrangements/transaction	Commission payable
c)	Duration of the contracts/arrangements/transaction	As per Omnibus approval for FY 2024-25
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Ordinary Course of business Rs. 77,741/- (5% on interest and the processing fees shall be shared 50% in respect of loans sanctioned and disbursed)
e)	Date of approval by the Board	20.04.2024
f)	Amount paid as advances, if any	Nil

**By Order of the Board**  
**For IFIN Securities Finance Limited**

  
S Karpagam

**Managing Director**

**DIN: 09755388**

  
Anilkumar BS

**Whole-Time Director**

**DIN: 10697847**

**Date: 29.08.2025**

**Place: Chennai**