

Statutory Audit Report
of
Capup Financial Services Private Limited

CIN: U65990KA2019PTC120350

Registered Office: Third Floor, 22/5-1
4th Cross, N R Road Behind Shivaji Talkies
Bangalore - 560002

Financial Year 2023 - 2024
Assessment Year 2024 - 2025

R P A N & Associates LLP
No. 13, # 306 & 307, Paxal Tower, 3rd Floor
Opp. Vanivilas Hospital, K R Road
Bangalore - 560 002
Email: info@rpan.in

**NON-BANKING FINANCIAL COMPANIES AUDITORS' REPORT
FOR THE YEAR ENDED 31ST MARCH 2024**

To the Board of Directors,
Capup Financial Services Private Limited
Third Floor, 22/5-1, 4th Cross, N R Road, Behind Shivaji Talkies, Bangalore - 560002

We have audited the accompanying standalone financial statements of Pupil Finance Private Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss and the Statement of Cash Flows and the Statement of changes in equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

As required by the "Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016" issued by Reserve Bank of India (RBI) vide notification no. DNBS.PPD.03/66.15.001/2016-17 dated 29th September, 2016 on the matters specified in para 3(A) and 3(C) of Chapter - II of the said Directions to the extent applicable to the company and according to the information and explanations given to us for the purpose of audit, we report that:

1. The Company had been granted registration under section 45-IA of the Reserve Bank of India Act, 1934 on 21st June 2019 vide Certificate of Registration No. N-02-00315.
2. The company is entitled to continue to hold such registration in terms of its asset/ income pattern as on 31st March 2024.
3. The Company is meeting the requirement of net owned funds applicable to the company as laid down in Master Direction - Non-Banking Financial Company - Systemically-Important Non-Deposit taking Company (Reserve Bank) Direction.
4. The Board of Directors of the Company had passed a resolution for non-acceptance of any public deposits for the Financial Year 2023 - 24 in the first Board Meeting of the year.
5. The Company has not accepted any public deposits during the Financial Year 2023 - 24.



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6. The Financial Statements of the Company for the year 2023 - 24 have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2021 (as amended), specified under section 133, other relevant provisions of the Companies Act, 2013, Master Direction-Non-Banking Financial Company-Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 ("NBFC Master Directions") and other relevant circulars / notifications / clarifications.

For **R P A N & Associates LLP**

Chartered Accountants

Firm Registration No: S200364



CA. Rajat Nahata

Designated Partner

Membership No: 229980

Place: Bangalore

Date: 04.09.24

UDIN: 24229980BKAQDP7923

INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
PUPIL FINANCE PRIVATE LIMITED**

Report on the Financial Statements

We have audited the attached financial statements of **CAPUP FINANCIAL SERVICES PRIVATE LIMITED**, which comprises the Balance sheet as at 31st March 2024, the Statement of Profit and Loss Account of the Company, Cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of the Balance-Sheet, of the state of affairs of the Company as at 31st March 2024, and
- (ii) In the case of the Statement of Profit and Loss account, of the Profit for the year ended on that date.
- (iii) In the case of the Cash Flow Statement, of cash flows for the year ended on that date.

Management's Responsibility for the Financial Statements

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 that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with accounting principles generally accepted in India, including the Accounting standards referred to in sub-section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on my audit. We have considered the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

We have conducted our audit in accordance with the standards on Auditing specified under section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion of financial statements.

Report on other Legal and Regulatory Requirements

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 Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that,

- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion proper books of account as required by Law have been kept by the company so far as appears from our examination of these books (and with no branches)
- (c) The Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement dealt with by this report agree with the books of account.
- (d) In our opinion, the Balance Sheet and Statement of Profit and Loss Account dealt with by this report comply with the accounting standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



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- (e) On the basis of written representations received from the Directors, as on 31st March 2024, and taken on record by the Board of Directors, we report that none of the Directors of the Company is disqualified as on 31st March 2024 from being appointed as a Director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting, Ministry of Corporate Affairs vide notification number G.S.R. 583(E) dated 13th June 2017 has stated that Chapter X, clause (i) of sub-section (3) of section 143 of the 'Act' shall not apply to a private company on satisfaction of the prescribed conditions. Company is satisfying the prescribed conditions.
- (g) 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:
- The Company has disclosed the impact of all pending litigations on its financial position in its financial statements;
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.



- Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024

For **R P A N & Associates LLP**
Chartered Accountants
Firm Registration No: S200364



CA. Rajat Nahata
Designated Partner
Membership No: 229980
Place: Bangalore
Date: 04.09.24
UDIN: 24229980BKAQDP7923

Annexure A to the Independent Auditor's Report

Report 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 Companies Act, 2013 (Refer to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date) With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2023, we report the following:

- (i)
- a) (A) The Company is not having any Property, Plant and Equipment. Therefore, the provisions of Clause (i)(a)(A) of Paragraph 3 of the order are not applicable to the Company.
(B) The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.
- b) In our opinion, the company does not have any Property, Plant and Equipment, therefore physically verification of Property, Plant and Equipment is not required.
- c) Details of immovable properties, which are not held in the name of the company, are given below:

Description of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Period held	Reason for not being held in the name of the company
-	-	-	-	-	-

- d) The company has not revalued its Property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.
- e) No proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.
- (ii) The Company is in service Industry and hence there is no Inventory. Therefore, the provisions of clause 3(ii) of the said order are not applicable to the company.



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- (iii) During the year, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the company.
- (iv) The company has neither granted any loans nor provided any security or guarantee in connection with any loan taken by the parties covered under section 185 of the Companies Act 2013. The Company is registered as Non-Banking Financial Company with the Reserve Bank of India. Therefore, the provisions of Section 186, except sub-section (1) of Section 186, of the Act are not applicable to the Company. Further, the Company has not made any investment under Section 186(1) of the Companies Act, 2013 and accordingly the provisions of Clause 3(iv) of the said Order in respect of Section 186(1) is not applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of Clause (v) of paragraph 3 of the order are not applicable to the Company.
- (vi) As explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of Clause (vi) of paragraph 3 of the order are not applicable to the Company.
- (vii)
- a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth tax, Service tax, Duty of Customs, duty of Excise, Value Added Tax, GST, Cess and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, value added tax, duty of customs, duty of excise or cess which have remained outstanding as at March 31, 2024 for a period of more than 6 months from the date they became payable.
- b) According to the information and explanations given to us, there are not any statutory dues referred in sub- clause (a) which have not been deposited on account of any dispute. Therefore, the provisions of Clause (vii)(b) of paragraph 3 of the order are not applicable to the Company.
- (viii) In our opinion and according to the information and explanations given to us, there is no any transaction not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).



(ix)

- a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.
- b) In our opinion and according to the information and explanations given to us, the company has not been a declared willful defaulter by any bank or financial institution or other lender.
- c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.
- d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilized for long term purposes.
- e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x)

- a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of Clause (x)(a) of paragraph 3 of the order are not applicable to the Company.
- b) In our opinion and according to the information and explanations given to us, the company has made preferential allotment or private placement of shares during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.

(xi)

- a) We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year.
- b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As auditor, we did not receive any whistle-blower complaint during the year.

(xii) The company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of paragraph 3 of the order are not applicable to the Company.



- (xiii) As per the information and explanations received to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable, and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the company.
- (xiv) The company is not covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Therefore, the company is not required to appoint any internal auditor. Therefore, the provisions of Clause (xiv) of paragraph 3 of the order are not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him for the year under review. Therefore, the provisions of Clause (xv) of paragraph 3 of the order are not applicable to the Company.
- (xvi)
- The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.
 - The company has conducted Non-Banking Financial activities as per the Guidelines of The Reserve Bank of India during the year.
 - The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
 - As per the information and explanations received, the group does not have any CIC as part of the group.
- (xvii) The company has not incurred cash loss in current financial year as well in immediately preceding financial year.
- (xviii) There has been no resignation of the previous statutory auditors during the year.
- (xix) 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, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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.
- (xx) There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.



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(xxi) The company has not made investments in subsidiary company. Therefore, the company does not require preparing consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

For R P A N & Associates LLP

Chartered Accountants

Firm Registration No: S200364



CA. Rajat Nahata

Designated Partner

Membership No: 229980

Place: Bangalore

Date: 04.09.24

UDIN: 24229980BKAQDP7923

Capup Financial Services Private Limited

Third Floor, 22/5-1, 4th Cross, N R Road
Behind Shivaji Talkies, Bangalore - 560002

CIN: U65990KA2019PTC120350

Balance Sheet as at March 31, 2024

Particulars	Note	As at March 31, 2024 (INR in '000s)	As at March 31, 2023 (INR in '000s)
Equity And Liabilities			
Shareholders' Funds			
(a) Share Capital	3	44,500.000	26,700.000
(b) Employee Stock Option Outstanding	4	1,256.903	-
(c) Reserves and Surplus	4	12,674.351	5,105.593
Non Current Liabilities			
(a) Long-term Borrowings	5	1,88,174.279	-
(b) Long-term Provisions	6	860.227	63.958
Current Liabilities			
(a) Short-term Borrowings	7	57,099.975	-
(b) Trade Payables			-
(i) Total Outstanding Dues of Micro Enterprises and Small Enterprises			-
(ii) Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises	8	12.770	9,935.009
(c) Other Current Liabilities	9	25,107.654	1,167.828
(d) Short-term Provisions	10	397.500	236.463
Total		3,30,083.659	43,208.851
Assets			
Non Current Assets			
(a) Property, Plant and Equipment	11	26,735.618	31,024.497
(b) Long-term Loans and Advances		-	-
(c) Other Non Current Assets		533.245	16.503
(d) Deferred Tax Asset			
Current Assets			
(a) Cash and Cash Equivalents	12	389.526	10,783.742
(b) Short Term Loans & Advances	13	3,01,775.964	-
(c) Other Current Assets	14	649.306	1,384.110
Total		3,30,083.659	43,208.851
Notes Forming Part of the Financial Statements	(1 - 26)		

for **R P A N & Associates LLP**
Chartered Accountants


CA. Rajat Nahata
Partner
Membership No. 229980
FRN: S200364
Place: Bangalore
Date: 04.09.24
UDIN: 24229980BKAQDP7923





Pankaj Bhandari
(Director)
DIN: 08780587

Place: Bangalore
Date: 04.09.24

for and on behalf of the Board of Directors
Capup Financial Services Private Limited


Gopala Reddy
(Director)
DIN: 09116162

Place: Bangalore
Date: 04.09.24


M.C. Shivakumar
(Compliance Officer)

Place: Bangalore
Date: 04.09.24



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

Particulars		Note	As at March 31, 2024 (INR in '000s)	As at March 31, 2023 (INR in '000s)
A	Revenue from Operations	15	50,603.898	27,237.090
B	Other Income	16	197.002	2,445.846
C	Total Revenue (C = A + B)		50,800.900	29,682.936
D	Expenses			
i.	Employee Benefits Expense	17	1,977.003	451.126
ii.	Finance Costs	18	33,207.396	17,352.805
iii.	Other Expenses	19	5,501.764	1,762.037
E	Total Expenses		40,686.163	19,565.969
F	Profit / (Loss) before Exceptional and Extraordinary Items and Tax (F = C - E)		10,114.737	10,116.967
G	Exceptional and Extraordinary Items			-
H	Profit / (Loss) before Tax (H = F - G)		10,114.737	10,116.967
I	Less : Tax Expenses			
i.	Current Tax		3,062.721	1,736.248
ii.	Deferred Tax		(516.742)	-
J	Total Tax Expenses		2,545.979	1,736.248
K	Profit / (Loss) for the Period (K = H - J)		7,568.758	8,380.719
L	Less : Amount Transefered to Reserve Fund as per Section 45-IC		1,531.752	1,676.144
M	Balance Transferred to Reserves & Surplus		6,037.006	6,704.575
L	Earnings per Share (Basic & Diluted)	20	1.70	3.14
Notes Forming Part of the Financial Statements		(1 - 26)		

for R P A N & Associates LLP
Chartered Accountants


CA. Rajat Nahata
Partner
Membership No. 229980
FRN: S200364
Place: Bangalore
Date: 04.09.24
UDIN: 24229980BKAQDP7923

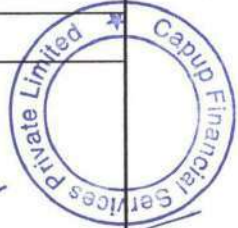



Pankaj Bhandari
(Director)
DIN: 08780587
Place: Bangalore
Date: 04.09.24

for and on behalf of the Board of Directors
Capup Financial Services Private Limited


Gopala Reddy
(Director)
DIN: 09116162
Place: Bangalore
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(Compliance Officer)
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Capup Financial Services Private Limited

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CIN: U65990KA2019PTC120350

Cash Flow Statement under Indirect method for the Financial Year ended 31st March 2024

Particulars	Note No	As at March 31, 2024 (INR in '000s)	As at March 31, 2023 (INR in '000s)
I CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax and extraordinary items		10,114.737	10,116.967
Adjustments for:			
- Depreciation and Amortisation expenses		-	-
- Profit / Loss on sale of Fixed Assets (Net)		-	-
Operating profit before working capital changes		10,114.737	10,116.967
- (Increase) / Decrease in Inventories		-	-
- (Increase) / Decrease in Trade Receivables		-	-
- Loans and Advances and Other Receipts		4,288.878	(16,526.206)
- (Increase) / Decrease in Other Current Assets		(3,01,041.159)	(1,104.407)
- Trade Payables, Other Liabilities and Provisions		(9,125.971)	11,114.349
Cash generated from operations		(2,95,763.516)	3,600.704
- Taxes paid		(3,062.721)	(1,736.248)
- Taxes paid of earlier years			
Net cash provided by operating activities		(2,98,826.236)	1,864.456
II CASH FLOWS FROM INVESTING ACTIVITIES			
- Purchase of Fixed Assets		-	-
- Proceeds from sale of Fixed Assets		-	-
- Investment in Fixed Deposit		-	-
- Other Non Current Asset		-	152.452
- Interest Received		-	-
Net cash (used in) / provided by investing activities		-	152.452
III CASH FLOWS FROM FINANCING ACTIVITIES			
- Long Term Borrowings (Net)		1,88,174.279	-
- Short Term Borrowings (Net)		57,099.975	-
- Proceeds from Share Application Money		17,800.000	-
- Interest Paid		-	-
- Other current liabilities		23,939.826	-
- Rent Received		-	-
- Prepaid Expenses		-	-
- Short Term Provisions		161.037	222.663
- Employee Shares Option Outstanding		1,256.903	-
Net cash (used in) / provided by financing activities		2,88,432.020	222.663
Net increase / decrease in Cash and Cash Equivalents (I+II+III)		(10,394.216)	2,239.571
Cash and Cash Equivalents at the beginning of period		10,783.742	8,544.171
Cash and Cash Equivalents at the end of period		389.526	10,783.742
NOTES FORMING PART OF THE FINANCIAL STATEMENTS	1 - 22		


As per my audit report attached


for RPN & ASSOCIATES LLP
Chartered Accountants
FRN: S200364


CA. Rajat Nahata
Designated Partner
Membership No: 229980
Place: Bangalore
Date: 04.09.24
UDIN: 242299808KAQDP7923


Anka Bhandari
(Director)
DIN: 08780587
Place: Bangalore
Date: 04.09.24

For and on behalf of
Capup Financial Services Private Limited


Gopala Reddy
(Director)
DIN: 09116162
Place: Bangalore
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(Compliance Officer)
Place: Bangalore
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