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DRAFT RED HERRING PROSPECTUS

Dated July 22, 2026

(This Draft Red Herring Prospectus will be updated upon filing with the RoC)

(Please read section 32 of the Companies Act, 2013)

100% Book Built Offer



IFL FINANCE LIMITED

Corporate Identity Number: U65910DL2015PLC285284

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
D-16, First Floor, Above ICICI Bank Prashant Vihar, Sector-14, Rohini, North West, New Delhi, Delhi, India, 110085	Shivani Jindal Company Secretary and Compliance Officer	E-mail: info@iflfinanceltd.com Telephone: +91-1147096097	www.iflfinanceltd.com

OUR PROMOTERS: GOPAL BANSAL, SUNITA BANSAL AND INDIA FINSEC LIMITED

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE***	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBS, NIIS AND RIIS
Fresh Issue and Offer for Sale	Up to 35,500,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	Up to 3,000,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	Up to 38,500,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”). For further details, see “Other Regulatory and Statutory Disclosures-Eligibility for the Offer” on page 412. For details in relation to the share allocation and reservation among Qualified Institutional Buyers (“QIBs”), Retail Individual Bidders (“RIBs”) and Non-Institutional Bidders (“NIBs”), see “Offer Structure” beginning on page 431.

DETAILS OF THE OFFER FOR SALE

Name of the Selling Shareholders	Type	Number / Amount of Equity Shares Offered	Weighted Average Cost of Acquisition (in ₹ per Equity Share) #
Sunita Bansal	Promoter Selling Shareholder	Up to 5,89,952 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	12.04
Gopal Bansal HUF	Promoter Group Selling Shareholder	Up to 2,007,734 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	10.94
Arvind Kumar Bansal HUF	Promoter Group Selling Shareholder	Up to 2,09,990 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	10.00
Kriti Suri	Promoter Group Selling Shareholder	Up to 1,92,324 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	10.06

#As certified by M/s Ajay Rattan & Co., Chartered Accountants, by way of their certificate dated July 22, 2026 bearing UDIN: 26090975SYECGA3570.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price as determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for the Offer Price” on page 109, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors shall rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 26.

ISSUER’S AND SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Selling Shareholders accepts responsibility for and confirms only the statements specifically made or confirmed by him in this Draft Red Herring Prospectus, to the extent such statements are solely in relation to the Selling Shareholders and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholders does not assume responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, including without limitation, any of the statements, disclosures or undertakings made or confirmed by or in relation to our Company or our Company’s business.

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges, being the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”, and together with BSE, the “Stock Exchanges”). For the purposes of the Offer, the Designated Stock Exchange shall be [●].

DETAILS OF THE BOOK RUNNING LEAD MANAGER

Name of the BRLM and logo	Contact Person(s)	Email and Telephone
Aryaman Financial Services Limited 	Vatsal Ganatra	Email: ipo@afsl.co.in Tel: +91-22-6216 6999

REGISTRAR TO THE OFFER

Name of the Registrar	Contact Person	Email and Telephone
Skyline Financial Services Private Limited 	Anuj Kumar	E-mail: ipo@skylinerta.com Telephone: +91 011 - 26812682

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE*	[●]	BID/OFFER OPENS ON	[●]	BID/OFFER CLOSING ON**	[●]****

* Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

** Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

*** Our Company, in consultation with the Book Running Lead Manager, may consider further issuance of specified securities, by way of private placement(s), preferential allotment(s) or any other mode as may be permitted under the applicable law, aggregating up to 11,500,000 Equity Shares (the “Pre-IPO Placement”), prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Manager. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957, as amended (“SCRR”). The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result in listing of the Equity Shares on the Stock Exchanges. The utilization of the pre-IPO proceeds being discretionary in nature, if raised, shall be completely attributed / adjusted towards the GCP Portion, unless the pre-IPO proceeds have been utilised towards the disclosed specific objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

**** The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

**IFL FINANCE LIMITED**

Our Company was incorporated as “IFL Housing Finance Limited”, a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated September 17, 2015 issued by the Registrar of Companies, Delhi. The name of the Company was changed from “IFL Housing Finance Limited” to “IFL Finance Limited” pursuant to a special resolution passed by our Shareholders at the extra-ordinary general meeting held on March 18, 2025 and a fresh certificate of incorporation dated April 08, 2025 was issued by the RoC, Delhi.

Registered Office: D-16, First Floor, Above ICICI Bank Prashant Vihar, Sector-14, Rohini, North West, New Delhi, Delhi, India, 110085

Contact Person: Shivani Jindal, Company Secretary and Compliance Officer

Telephone: +91-1147096097; **E-mail:** info@iflfinancelt.com; **Website:** www.iflfinancelt.com

Corporate Identity Number: U65910DL2015PLC285284

OUR PROMOTERS: GOPAL BANSAL, SUNITA BANSAL AND INDIA FINSEC LIMITED

INITIAL PUBLIC OFFERING OF UP TO 38,500,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF IFL FINANCE LIMITED (“COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (“OFFER PRICE”) AGGREGATING UP TO ₹ [●] MILLION COMPRISING A FRESH ISSUE OF UP TO 35,500,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY OUR COMPANY (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 3,000,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION (“OFFERED SHARES”) BY GOPAL BANSAL HUF, ARVIND KUMAR BANSAL HUF, SUNITA BANSAL AND KRITI SURI (“THE SELLING SHAREHOLDER”) (“OFFER FOR SALE”, AND TOGETHER WITH THE FRESH ISSUE, THE OFFER”).

OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER, MAY CONSIDER A PRE-IPO PLACEMENT AGGREGATING UP TO 11,500,000 EQUITY SHARES, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER AND ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT IN LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. THE UTILIZATION OF THE PRE-IPO PROCEEDS BEING DISCRETIONARY IN NATURE, IF RAISED, SHALL BE COMPLETELY ATTRIBUTED / ADJUSTED TOWARDS THE GCP PORTION, UNLESS THE PRE-IPO PROCEEDS HAVE BEEN UTILISED TOWARDS THE DISCLOSED SPECIFIC OBJECTS OF THE OFFER. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND PROSPECTUS. THE PRICE BAND, THE MINIMUM BID LOT, IF ANY WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLM, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER (HINDI BEING THE REGIONAL LANGUAGE OF DELHI), WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar unforeseen circumstances, our Company, in consultation with the BRLM, for reasons to be recorded in writing, may extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and at the terminals of the Members of the Syndicate and by intimation to Self-Certified Syndicate Banks (“SCSBs”), other Designated Intermediaries and the Sponsor Bank(s), as applicable.

This Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”, and such portion, the “QIB Portion”) provided that our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which 40% shall be reserved in the following manner (i) 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds; and (ii) 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the Life Insurance Companies and Pension Funds category specified in (ii) above may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion (“Net QIB Portion”). In the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-third of such portion

shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders (“RIBs”) in accordance with the SEBI ICDR Regulations (“Retail Portion”), subject to valid Bids being received from them at or above the Offer Price. Further all potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) (as defined hereinafter) in which the Bid Amount will be blocked by the SCSBs or the Sponsor Banks, as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion of the Offer through the ASBA process. For details, see “Offer Procedure” on page 435.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Share is ₹ 10 each. The Floor Price, Cap Price and Offer Price as determined by our Company in consultation with the BRLM, in accordance with the SEBI ICDR Regulations, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in “Basis for Offer Price” on page 109 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors shall rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 473.

COMPANY’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Selling Shareholders accepts responsibility for and confirms only the statements specifically made or confirmed by him in this Draft Red Herring Prospectus, to the extent such statements are solely in relation to the Selling Shareholders and the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholders do not assume responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, including without limitation, any of the statements, disclosures or undertakings made or confirmed by or in relation to our Company or our Company’s business.

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received ‘in-principle’ approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC for filing in accordance with Section 26(4), Section 28 and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see “Material Contracts and Documents for Inspection” on page 473.

DETAILS OF THE BOOK RUNNING LEAD MANAGER



Aryaman Financial Services Limited
60, Khatau Building, Ground Floor,
Alkesh Dinesh Modi Marg, Fort,
Mumbai – 400 001
Maharashtra, India
Tel: +91 22 6216 6999
Email: ipo@afsl.co.in
Investor Grievance Email: feedback@afsl.co.in
Website: www.afsl.co.in
Contact Person: Vatsal Ganatra
SEBI Registration No: INM000011344

REGISTRAR TO THE OFFER



Name: Skyline Financial Services Private Limited
D-153-A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi, Delhi -110020
Telephone: 011 – 40450193 / 97
E-mail: ipo@skylinerta.com
Investor Grievance E-mail: grievances@skylinerta.com
Website: www.skylinerta.com
Contact Person: Anuj Kumar
SEBI Registration Number: INR000003241

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE*

[●]

BID/OFFER OPENS ON

[●]

BID/OFFER CLOSES ON**

[●]***

* Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

** Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

*** The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, statutes, regulations, rules, guidelines, circulars, notifications, clarifications or policies shall be to such legislations, acts, regulations, rules, guidelines or policies as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation framed, from time to time, under that provision.

The words and expressions used in this Draft Red Herring Prospectus, but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the SEBI Act, SEBI Listing Regulations, the Companies Act, the SCRA, and the Depositories Act and the rules and regulations framed thereunder. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The terms not defined herein but used in, “Statement of Possible Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies in India”, “Restated Financial Statements”, “Outstanding Litigation and Other Material Developments” and “Description of Equity Shares and Terms of Articles of Association”, on page 125, 128, 223, 290, 400 and 459 respectively, shall have the meanings ascribed to such terms in the respective sections.

General Terms

Term	Description
“Our Company” or “the Company” or “the Issuer”	IFL Finance Limited, a company incorporated under the Companies Act, 2013 and having its Registered Office at D-16, First Floor, Above ICICI Bank Prashant Vihar, Sector-14, Rohini, North West, New Delhi, Delhi, India, 110085.
“we”, “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company as at and during the relevant Fiscal Year or period, as applicable.

Company Related Terms

Term	Description
“Articles of Association” or “AoA” or “Articles”	Articles of association of our Company, as amended from time to time
“Audit Committee”	Audit committee of our Board constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, as described in “Our Management – Board Committees– Audit Committee” on page 256.
“Auditors” or “Statutory Auditors”	Statutory auditors of our Company, namely, Ajay Rattan & Co, Chartered Accountants.
“Board” or “Board of Directors”	Board of directors of our Company as constituted from time to time or a duly constituted committee thereof. For details, see “Our Management – Board of Directors” on page 247.
“Chairperson”	Chairperson of our Company, namely, Devi Dass Agarwal. For further details see “Our Management – Board of Directors” on page 247.
“Chief Financial Officer” or “CFO”	The chief financial officer of our Company, Prerna Matta Arora. For details, see “Our Management –Key Managerial Personnel” on page 265.
“Company Secretary” and “Compliance Officer”	The company secretary and compliance officer of our Company, Shivani Jindal. For details, see “General Information – Company Secretary and Compliance Officer” and “Our Management –Key Managerial Personnel” on pages 76 and 265 respectively. s
“D&B Report”	Dun & Bradstreet Information Services India Private Limited
“D&B Report” or “Industry Report”	The Industry Report titled “Industry Report on Non-Banking Financial Company” prepared and issued by D&B India, commissioned by and paid for by our Company, pursuant to an engagement letter with D&B India dated April 22, 2026, exclusively for the purposes of the Offer.
“Director(s)”	The Director(s) on the Board of our Company. For details, see “Our Management –

Term	Description
	<i>Board of Directors</i> ” on page 247.
“Equity Shares”	Unless otherwise stated, equity shares of our Company bearing face value of ₹10 each
“Executive Director”	Executive director of our Company, namely, Gopal Bansal, Sunita Bansal and Kriti Suri. For details of the Executive Director, see “ <i>Our Management – Board of Directors</i> ” on page 247.
“Independent Director(s)”	Independent directors on our Board, and who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations. For details, see “ <i>Our Management – Board of Directors</i> ” on page 247.
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Offer, comprising of Gopal Bansal, Sunita Bansal and Devi Dass Agarwal.
ISIN	International Securities Identification Number of our Company i.e. INE01XO01010.
“Key Managerial Personnel” or “KMP”	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, as described in “ <i>Our Management – Key Managerial Personnel</i> ” on page 250.
“Managing Director”	The managing director of our Company, being Gopal Bansal. For further details, see “ <i>Our Management – Board of Directors</i> ” on page 247.
“Materiality Policy”	The policy adopted by our Board on June 09, 2026, for identification of: (a) outstanding material litigation proceedings; (b) group companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus.
“Memorandum of Association” or “MoA”	Memorandum of association of our Company, as amended from time to time.
“Nomination and Remuneration Committee” or “NRC”	Nomination and Remuneration Committee of our Board constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, as described in “ <i>Our Management – Committees of our Board - Nomination and Remuneration Committee</i> ” on page 258.
“Non-Executive Director”	Non-executive director on our Board, as described in “ <i>Our Management – Board of Directors</i> ”, on page 247.
“Promoter” or “Promoters”	The promoters of our Company, being Gopal Bansal, Sunita Bansal and India Finsec Limited. For further details, see “ <i>Our Promoters and Promoter Group</i> ” on page 268.
“Promoter Group”	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For further details, see “ <i>Our Promoters and Promoter Group</i> ” on page 268.
“Registered Office”	The registered office of our Company located at D-16, First Floor, Above ICICI Bank Prashant Vihar, Sector-14, Rohini, North West, New Delhi, Delhi, India, 110085
“Registrar of Companies” or “RoC”	The Registrar of Companies, at O/o RoC Delhi II (Central Delhi) 8th Floor, Lok Nayak Bhawan Khan Market, New Delhi – 110003, located at Delhi
“Restated Financial Statements” or “Restated Financial Information”	The restated financial statements of our Company comprises of the restated statement of assets and liabilities as of and for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024, the restated statement of profit and loss (including other comprehensive income), restated statement of changes in equity as of and the fiscals March 31, 2026 March 31, 2025 and March 31, 2024, and the summary statement of material accounting policies, and other explanatory information prepared in terms of the Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, each as amended.
“Risk Management Committee”	The risk management committee of our Board, as described in “ <i>Our Management – Committees of our Board</i> ” on page 255.
“Senior Management”	Senior management of our Company in terms of Regulation 2(1) (bbbb) of the SEBI ICDR Regulations and as described in “ <i>Our Management – Senior Management</i> ” on page 265.
“Shareholder(s)”	Equity Shareholder(s) of our Company from time to time.
“Stakeholders’ Relationship	Stakeholders’ relationship committee of our Board constituted in accordance with the

Term	Description
Committee”	applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, as described in “ <i>Our Management – Committees of our Board - Stakeholders’ Relationship Committee</i> ” on page 265
“Whole-time Director(s)”	The whole-time directors on our Board, Sunita Bansal and Kriti Suri, as described in “ <i>Our Management – Board of Directors</i> ” on page 247.

Offer Related Term

Term	Description
“Abridged Prospectus”	The memorandum containing such salient features of a red herring prospectus as may be specified by the SEBI ICDR Regulations in this regard.
“Acknowledgement Slip”	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
“Allot” or “Allotment” or “Allotted”	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Offer to the successful Bidders.
“Allotment Advice”	The note or advice or intimation of Allotment sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
“Allottee”	A successful Bidder to whom the Equity Shares are Allotted.
“Anchor Investor(s)”	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100.00 million.
“Anchor Investor Allocation Price”	The price at which Equity Shares will be allocated to the Anchor Investors on the Anchor Investor Bidding Date in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager, in compliance with the SEBI ICDR Regulations.
“Anchor Investor Application Form”	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
“Anchor Investor Bidding Date”	One Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLM will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
“Anchor Investor Offer Price”	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the Book Running Lead Manager, in compliance with the SEBI ICDR Regulations.
“Anchor Investor Pay-in Date”	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date.
“Anchor Investor Portion”	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, 40% of the Anchor Investor Portion shall be reserved in the following manner (i) 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds; and (ii) 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the Life Insurance Companies and Pension Funds category specified may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations.
“Application Supported by Blocked Amount” or “ASBA”	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and to authorise an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked by the SCSB upon acceptance of the UPI Mandate Request by UPI Bidders.

Term	Description
“ASBA Account(s)”	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism.
“ASBA Bid”	A Bid made by an ASBA Bidder.
“ASBA Bidders”	All Bidders except Anchor Investors.
“ASBA Form”	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
“Banker(s) to the Offer”	Collectively, Escrow Collection Bank(s), Public Offer Bank(s), Sponsor Bank(s), and Refund Bank(s), as the case may be.
“Basis of Allotment”	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer as described in “Offer Procedure” on page 435.
“Bid(s)”	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
“Bid Amount”	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Offer.
“Bid cum Application Form”	Anchor Investor Application Form or the ASBA Form, as the context requires.
“Bid Lot”	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
“Bid/Offer Closing Date”	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●], an English national daily newspaper, in all editions of [●], a Hindi National daily newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide circulation also to be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Banks, as required under the SEBI ICDR Regulation. Our Company in consultation with the Book Running Lead Manager, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and shall also be notified on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations
“Bid/Offer Opening Date”	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●], an English national daily newspaper, in all editions of [●], a Hindi National daily newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide circulation also to be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Banks, as required under the SEBI ICDR Regulations.
“Bid/Offer Period”	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in terms of the Red Herring

Term	Description
	Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company in consultation with the Book Running Lead Manager, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding ten Working Days. The Bid/Offer period will comprise Working Days only.
“Bidder” / “Applicant”	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
“Bidding Centres”	The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs, and Designated CDP Locations for CDPs.
“Book Building Process”	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
“Book Running Lead Manager” or “BRLM” or “Manager”	The book running lead manager to the Offer being Aryaman Financial Services Limited.
“Broker Centres”	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com , as updated from time to time.
“CAN” or “Confirmation of Allocation Note”	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bidding Date.
“Cap Price”	The higher end of the Price Band, i.e., ₹ [●], subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.
“Cash Escrow and Sponsor Bank Agreement”	Agreement dated [●], 2026 to be entered amongst our Company, the Book Running Lead Manager, Syndicate Members, the Bankers to the Offer and Registrar to the Offer in accordance with the UPI Circulars, <i>inter alia</i> , for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, remitting refunds of the amounts collected from Bidders, on the terms and conditions thereof.
“Client ID”	The client identification number maintained with one of the Depositories in relation to Bidder’s beneficiary account.
“Collecting Depository Participant” or “CDP”	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the SEBI RTA Master Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars issued by SEBI as per the list available on the websites of BSE and NSE, as updated from time to time.
“Cut-off Price”	The Offer Price, finalised by our Company in consultation with the Book Running Lead Manager, which shall be any price within the Price Band. Only RIBs bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
“Cut-off Time”	The confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date, at which the Sponsor Bank initiates the request for blocking of funds in the ASBA Accounts of the relevant Bidders.
“Demographic Details”	Details of the Bidders including the Bidders’ address, name of the Bidders’

Term	Description
	father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable.
“Designated CDP Locations”	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time.
“Designated Date”	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer.
“Designated Intermediary(ies)”	In relation to ASBA Forms submitted by RIBs, NIBs Bidding with an application size of up to ₹ 0.50 million (not using the UPI Mechanism) authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and NIBs with an application size of more than ₹ 0.50 million (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs and RTAs.
“Designated RTA Locations”	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
“Designated SCSB Branches”	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Intermediaries or at such other website as may be prescribed by SEBI from time to time.
“Designated Stock Exchange”	[●]
“Draft Abridged Prospectus”	The draft memorandum dated July 22, 2026 containing such salient features of this draft red herring prospectus as may be specified by the SEBI ICDR Regulations and the amendments thereon in this regard.
“Draft Red Herring Prospectus” or “DRHP”	This Draft Red Herring Prospectus dated July 22, 2026 filed with SEBI and the Stock Exchanges and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer and includes any addenda or corrigenda thereto.
“Eligible FPI(s)”	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/invitation under the Offer and that are eligible to participate in this Offer in terms of applicable laws.
“Eligible NRI(s)”	NRI(s) eligible to invest under the relevant provisions of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares.
“Escrow Account(s)”	The ‘no-lien’ and ‘non-interest bearing’ account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when

Term	Description
	submitting a Bid.
“Escrow Collection Bank(s)”	Bank(s) which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Accounts will be opened, in this case being [●].
“First Bidder” or “Sole Bidder”	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
“Floor Price”	The lower end of the Price Band, i.e., ₹ [●], subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
“Fraudulent Borrower”	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
“Fresh Issue”	The fresh issue component of the Offer comprising an issuance by our Company of up to 35,500,000 Equity Shares of face value of ₹10 each at ₹ [●] per Equity Share aggregating up to ₹ [●] million
“Fugitive Economic Offender”	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
“GCP Portion”	General Corporate Purposes portion
“General Information Document” or “GID”	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, suitably modified and updated pursuant to, among others, the UPI Circulars and any subsequent circulars or notifications issued by SEBI from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the Book Running Lead Manager.
“Gross Proceeds”	Gross proceeds of the fresh issue that will be available to our Company
“Mobile App(s)”	The mobile applications listed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism.
“Monitoring Agency”	[●]
“Monitoring Agency Agreement”	Agreement dated [●], 2026 to be entered between our Company and the Monitoring Agency.
“Mutual Funds”	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
“Mutual Fund Portion”	5% of the Net QIB Portion, or [●] Equity Shares of face value of ₹ 10 each, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
“Net Proceeds”	The proceeds from the Offer less the Offer related expenses applicable to the Offer. For further details regarding the use of the Net Proceeds and the Offer expenses, see “ <i>Objects of the Offer</i> ” on page 102.
“Net QIB Portion”	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
“Non-Institutional Bidders” or “Non-Institutional Investors” or “NIBs” or “NIIs”	All Bidders that are not QIBs (including Anchor Investors) or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 2.00 lakh (but not including NRIs other than Eligible NRIs).
“Non-Institutional Portion”	The portion of the Offer being not less than 15% of the Offer, consisting of [●] Equity Shares of face value of ₹ 10 each, which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, out of which i) one third of the portion available to Non-Institutional Bidders shall be reserved for Non-Institutional Bidders with Bids exceeding ₹ 0.20 million and up to ₹ 1.00 million; and ii) two-thirds of the portion available to Non-Institutional Bidders shall be reserved for Non-Institutional Bidders with Bids exceeding ₹ 1.00 million provided that under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Term	Description
“NPCI”	National Payments Corporation of India.
“Non-Resident”	Person resident outside India, as defined under FEMA and includes NRIs, FVCIs and FPIs.
“Offer”	The initial public offer of up to 38,500,000 Equity Shares of face value of ₹ 10 each at ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million comprising the Fresh Issue and the Offer for Sale. For details, see “<i>The Offer</i>” on page 66. Our Company, in consultation with the Book Running Lead Manager, may consider a Pre-IPO Placement aggregating up to 11,500,000 Equity Shares, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Manager. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the proposed Objects of the Offer in compliance with applicable law. Prior to the completion of the Offer and allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result in listing of the Equity Shares on the Stock Exchanges. The utilization of the pre-IPO proceeds being discretionary in nature, if raised, shall be completely attributed / adjusted towards the GCP portion, unless the pre-IPO proceeds have been utilised towards the disclosed specific objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.
“Offer Agreement”	Agreement dated June 06, 2026 entered amongst our Company, the Selling Shareholders and the Book Running Lead Manager, pursuant to the SEBI ICDR Regulations, based on which certain arrangements have been agreed to in relation to the Offer.
“Offer for Sale”	Offer for Sale of up to 3,000,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million by the Selling Shareholders.
“Offer Price”	₹ [●] per Equity Share, being the final price, within the price band, at which Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, which will be decided by our Company in consultation with the Book Running Lead Manager, in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company in consultation with the Book Running Lead Manager, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.
“Offer Proceeds”	The proceeds of the Offer which shall be available to our Company. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” on page 102.
“Offered Shares”	Up to 3,000,000 Equity Shares of face value of ₹10 each aggregating to ₹ [●] million offered by the Selling Shareholders in the Offer for Sale.
“Objects”	The objects for which the Net Proceeds are proposed to be utilised by our Company, as disclosed in “ <i>Objects of the Offer</i> ” on page 102.
“Pre-IPO Placement”	Further issuance of specified securities, by way of private placement(s), preferential allotment(s) or any other mode as may be permitted under the applicable law, aggregating up to 11,500,000 Equity Shares, which may be undertaken by our Company, in consultation with the Book Running Lead Manager prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Manager. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR.

Term	Description
	The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilization of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the proposed Objects of the Offer in compliance with applicable law. Prior to the completion of the Offer and allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result in listing of the Equity Shares on the Stock Exchanges. The utilization of the pre-IPO proceeds being discretionary in nature, if raised, shall be completely attributed / adjusted towards the GCP portion, unless the pre-IPO proceeds have been utilised towards the disclosed specific objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.
“Price Band”	The price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Offer Price, Price Band and the minimum Bid Lot size for the Offer will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised, at least two Working Days prior to the Bid/Offer Opening Date, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide circulation, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
“Pricing Date”	The date on which our Company in consultation with the Book Running Lead Manager, will finalise the Offer Price.
“Selling Shareholders”	Gopal Bansal HUF, Arvind Kumar Bansal HUF, Sunita Bansal and Kriti Suri
“Prospectus”	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Sections 26 and 28 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
“Public Offer Account(s)”	The ‘no-lien’ and ‘non-interest bearing’ bank account(s) to be opened with the Public Offer Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account(s) and ASBA Account(s) on the Designated Date.
“Public Offer Bank(s)”	Bank(s) which is a clearing member and registered with SEBI under the SEBI BTI Regulations, as a banker to an issue, and with whom the Public Offer Account(s) will be opened, in this case being [●].
“QIB Portion”	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price.
“Qualified Institutional Buyers” or “QIBs” or “QIB Bidders”	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
“Red Herring Prospectus” or “RHP”	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
“Refund Account(s)”	The ‘no-lien’ and ‘non-interest bearing’ account(s) to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made.
“Refund Bank(s)”	Bank(s) which is a clearing member and registered with SEBI as a banker to an issue

Term	Description
	under the SEBI BTI Regulations and with whom the Refund Account(s) will be opened, in this case being [●].
“Registered Brokers”	The stock brokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLM and the Syndicate Members and eligible to procure Bids in terms of the SEBI ICDR Master Circular and UPI Circulars.
“Registrar Agreement”	Agreement dated June 10, 2026 entered by and amongst our Company and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar pertaining to the Offer.
“Registrar and “Share Transfer Agents” or “RTAs”	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of SEBI RTA Master Circular issued by SEBI as per the lists available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com , as updated from time to time.
“Registrar to the Offer” or “Registrar”	Skyline Financial Services Private Limited
“Resident Indian”	A person resident in India, as defined under FEMA.
“Retail Individual Bidder(s)” or “Retail Individual Investors” or “RIB(s)” or “RII(s)”	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
“Retail Portion”	Portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Offer Price).
“Revision Form”	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date.
“SCORES”	Securities and Exchange Board of India Complaints Redress System.
“Self-Certified Bank(s)” or “Syndicate Bank(s)” or “SCSB(s)”	The banks registered with SEBI, offering services in relation to (i) ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Form from the Members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Form from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is appearing in the “list of mobile applications for using UPI in Public Issues” displayed on SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 .

Term	Description
	The said list shall be updated on SEBI website from time to time.
“Share Escrow Agent”	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely [●].
“Share Escrow Agreement”	Agreement to be entered into amongst the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
“Specified Locations”	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time.
“Sponsor Bank(s)”	Banker(s) to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●].
“Stock Exchanges”	Collectively, BSE Limited and the National Stock Exchange of India Limited.
“Syndicate” or “Members of the Syndicate”	Together, the Book Running Lead Manager and the Syndicate Members.
“Syndicate Agreement”	Agreement to be entered amongst our Company, the Book Running Lead Manager, the Registrar, and the Syndicate Members, in relation to collection of Bids by the Syndicate
“Syndicate Members”	Intermediaries registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter (other than the BRLM), namely, [●].
“Underwriters”	[●]
“Underwriting Agreement”	Agreement to be entered amongst our Company, the Registrar to the Offer and the Underwriters to be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC.
“UPI”	Unified payments interface which is an instant payment mechanism, developed by NPCI.
“UPI Bidders”	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion and (ii) Non-Institutional Bidders with an application size of up to ₹ 0.50 million in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI and shall provide their UPI ID in the Bid-cum Application Form submitted with: (i) a Member of the Syndicate, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
“UPI Circulars”	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI ICDR Master Circular and any subsequent circulars or notifications issued by SEBI in this regard, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
“UPI ID”	ID created on the UPI for single-window mobile payment system developed by the NPCI
“UPI Mandate Request”	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder using the UPI Mechanism initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Bid Amount in the relevant ASBA Account and subsequent debit of funds in case of Allotment.

Term	Description
“UPI Mechanism”	The bidding mechanism that may be used by the UPI Bidders in accordance with the UPI Circulars to make an ASBA Bid in the Offer.
“UPI PIN”	Password to authenticate UPI transaction.
“Wilful Defaulter”	A wilful defaulter, as defined under the SEBI ICDR Regulations.
“Working Day”	All days on which commercial banks in Mumbai, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Offer Period, Working Day shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Bid/Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, Working Days shall mean all trading days excluding Sundays and bank holidays in India, as per the circulars issued by SEBI

Technical / Industry related Terms

Term	Description
BIS	Bureau of Indian Standards
DGF	Directorate General of Foreign Trade
RBI	Reserve Bank of India
MOSPI	Ministry of Statistics and Programme Implementation
MSDE	Ministry of Skill Development and Entrepreneurship
GST	Goods and Services Tax
PMLA	Prevention of Money Laundering Act
KYC	Know Your Customer
IBEF	India Brand Equity Foundation
CAGR	Compound Annual Growth Rate
FDI	Foreign Direct Investment
GDP	Gross Domestic Product
GDS	Gross Domestic Savings
GNDI	Gross National Disposable Income
INR	Indian Rupee
USD	United States Dollar
PPP	Purchasing Power Parity
YTD	Year-to-Date
PLI	Production Linked Incentive
CPD	Cut and Polished Diamonds
CZ	Cubic Zirconia
GIA	Gemological Institute of America
RFID	Radio Frequency Identification
Tier 1	Cities with population above 4 million
Tier 2	Cities with population between 1 million to 4 million
Tier 3	Cities with population below 1 million
UAE	United Arab Emirates
UK	United Kingdom
US	United States
USA	United States of America
NBFC	Non-Banking Financial Company
FMCG	Fast-Moving Consumer Goods
FY	Financial Year
SWOT	Strengths, Weaknesses, Opportunities and Threats
NPA	Non-Performing Asset
Capex	Capital expenditure (spending on physical assets, e.g., equipment, buildings)
EMI	Equated Monthly Instalment (fixed loan repayment amount monthly)
AML	Anti-Money Laundering

Term	Description
AUM	Assets Under Management
CP	Commercial Paper
ECB	External Commercial Borrowing
ETF	Exchange-Traded Fund
GNPA	Gross Non-Performing Asset
GVA	Gross Value Added
HNI	High Net-worth Individual
LTV	Loan-to-Value (ratio of loan amount to the value of collateral pledged)
MSME	Micro, Small and Medium Enterprises
NCD	Non-Convertible Debenture (a fixed-income debt instrument that cannot be converted into equity shares)
NNPA	Net Non-Performing Asset
PSB	Public Sector Bank
PVB	Private Sector Bank
QoQ	Quarter-on-Quarter
ROI	Return on Investment
SBR	Scale-Based Regulation (RBI's tiered regulatory framework for NBFCs based on their size and systemic importance)
SCB	Scheduled Commercial Bank
SFB	Small Finance Bank
TAT	Turnaround Time (time taken to process and disburse a loan)
YoY	Year-on-Year
GFCF	Gross Fixed Capital Formation (measure of investment in physical assets within an economy)
PFCE	Private Final Consumption Expenditure (measure of total spending by households and non-profit institutions)
IIP	Index of Industrial Production (measures the growth of industrial output in India)
WPI	Wholesale Price Index (measures changes in the prices of goods at the wholesale level)
CPI	Consumer Price Index (measures changes in retail prices paid by consumers)
MPC	Monetary Policy Committee (RBI body responsible for fixing the benchmark interest rate in India)
NBFC-MFI	NBFC-Microfinance Institution (provides collateral-free small-ticket loans to low-income households)
HFC	Housing Finance Company
CIC	Core Investment Company (NBFC that primarily holds investments in group companies)
IFC	Infrastructure Finance Company (NBFC providing long-term financing for infrastructure projects)
NBFC-P2P	NBFC-Peer-to-Peer Lending Platform (digital platform connecting lenders and borrowers for unsecured loans)
NBFC-AA	NBFC-Account Aggregator (facilitates secure sharing of financial data between institutions with customer consent)
ICC	Investment and Credit Company (largest NBFC category engaged in lending and investment activities such as personal loans, vehicle finance, MSME lending, and gold loans)
NBFI	Non-Banking Financial Institution
SEBI	Securities and Exchange Board of India
IPO	Initial Public Offering
DRHP	Draft Red Herring Prospectus (document filed with SEBI before an IPO disclosing company information)
QIB	Qualified Institutional Buyer (institutional investor eligible to participate in book-building IPO process)
ASBA	Application Supported by Blocked Amount (IPO application method where bid

Term	Description
	amount is blocked in bank account)
BRLM	Book Running Lead Manager (investment bank that manages the IPO process and book-building)
UPI	Unified Payments Interface (instant digital payment mechanism developed by NPCI)
NPCI	National Payments Corporation of India
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortisation
PAT	Profit After Tax
RoCE	Return on Capital Employed
RoNW	Return on Net Worth
Ind AS	Indian Accounting Standards (accounting framework applicable to listed companies and large NBFCs)
CEPA	Comprehensive Economic Partnership Agreement (bilateral trade agreement covering goods, services, investment, and mobility)
REIT	Real Estate Investment Trust
PLFS	Periodic Labour Force Survey
NSWS	National Single-Window System (streamlines approval and clearance process for investors and businesses)
BSE	BSE Limited (formerly Bombay Stock Exchange)
NSE	National Stock Exchange of India Limited

Key Performance Indicators and Non-GAAP measures

KPI	Explanations
Number of branches	Total number of operational branches as at the last day of the relevant Fiscal. This metric is used by the management to assess the geographic footprint, organisational scale and customer franchise.
Number of Employees	Total number of on-roll employees as at the last day of the relevant Fiscal. This metric is used by the management to assess the organisational scale and staffing capacity of the Company.
Number of Active Customers	Total number of active customers to whom the Company has advanced credit up to the last day of the relevant Fiscal. This metric is used by the management to assess customer franchise and the reach of the Company.
Total Disbursements	Aggregate loans disbursed during the relevant Fiscal. This metric is used by the management to assess the growth in terms of business of the Company.
Disbursements Y-o-Y growth	Percentage growth in disbursements for the relevant Fiscal over disbursements for the immediately preceding Fiscal. This metric is used by the management to assess the growth trajectory of the Company's lending operations.
Credit Ratings	Latest Credit Ratings availed by the Company. This metric is used to assess the creditworthiness of the Company and its ability to service debt obligations.
Maximum Permissible LTV	It is the highest percentage of asset value that the Company is willing to finance through a loan. This metric reflects the Company's underwriting standards and risk appetite.
Gross AUM	Total Assets Under Management representing the aggregate outstanding loan portfolio. This metric is used by the management to assess the overall scale and growth of the Company's lending book.
Owned Portfolio	The portion of the total loan portfolio funded through its own borrowings, as reported in accordance with applicable Indian Accounting Standards (Ind AS). This metric reflects the Company's on-balance-sheet exposure.
Managed Portfolio	The portion of the loan portfolio that has originated in partnership under a co-lending arrangement as per RBI's Co-Lending Model framework. This metric reflects the Company's off-balance-sheet co-lending activity.
Gross NPA	Gross Non-Performing Assets represent the total outstanding principal amount of loan accounts where the principal or interest instalment remains overdue, expressed as a percentage of Gross AUM. This metric is used by the management to assess the asset quality of the loan portfolio.
Net NPA	Net Non-Performing Assets represent Gross NPA reduced by the provisions held against such non-performing assets in accordance with the IRACP provisioning,

KPI	Explanations
	expressed as a percentage of Gross AUM. This metric is used by the management to assess the net asset quality after accounting for provisions.
Interest Income	Interest Income as reported in the Restated Financial Information for the relevant Fiscal. This metric is used by the management to assess the primary revenue generation from the Company's lending operations.
Finance Costs	Finance Cost as reported in the Restated Financial Information for the relevant Fiscal. This metric is used by the management to assess the cost of funds deployed for the Company's lending operations.
Net Interest Income	Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal. This metric is used by the management to assess the core spread earned on the loan book.
Fees and Commission Income	Rental income, Fees and Commission income and Other Income as reported in the Restated Financial Information for the relevant Fiscal. This metric is used by the management to assess non-interest revenue streams.
Total Income	Total Income as reported in the Restated Financial Information for the relevant Fiscal. This metric is used by the management to assess the overall revenue generated by the Company.
NIM + Fee Income Margin	Sum of Net Interest Income and Fee Income for the relevant Fiscal. This metric is used by the management to assess the combined spread and fee-based income earned on the loan portfolio.
Net Total Income	Total Income reduced by Finance Cost for the relevant Fiscal. This metric reflects the net income available to cover operating expenses and credit costs.
Operating Expenses	Aggregate of Employee benefit expenses, Depreciation, amortization and impairment, and other expenses as reported in the Restated Financial Information for the relevant Fiscal. This metric is used by the management to assess the cost efficiency and operational leverage of the Company.
Credit Costs	Impairment on financial instruments as reported in the Restated Financial Information for the relevant Fiscal. This metric is used by the management to assess the provisioning requirements arising from credit risk in the loan portfolio.
Profit after Tax	Profit for the relevant Fiscal attributable to equity holders of the Company as reported in the Restated Financial Information for the relevant Fiscal. This metric is used by the management to assess the overall profitability and financial performance of the Company.
Profit after Tax Y-o-Y Growth	Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal. This metric is used by the management to track the growth trajectory of the Company's net profitability.
Basic EPS / Diluted EPS	Basic / Diluted Earnings Per Equity Share as reported in the Restated Financial Information for the relevant Fiscal. This metric is used to assess the profitability attributable to each equity share of the Company.
Average Yield	Interest Income as a percentage of Average Total Net Loans. This metric is used by the management to assess the blended rate of return earned on the loan portfolio.
Average Cost of borrowings ratio	Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal. This metric is used by the management to assess the average cost at which the Company raises borrowed funds.
Net Interest Margin Ratio	Net Interest Income as a percentage of Average Total Net Loans. This metric is used by the management to assess the profitability of the Company's core lending operations.
NIM + Fee Income Ratio	NIM + Fee Income Margin as a percentage of Average Total Net Loans. This metric is used by the management to assess the total income-generating efficiency relative to the loan book.
Cost to Income Ratio	Operating Expenses as a percentage of Net Total Income for the relevant Fiscal. This metric is used by the management to assess the operational efficiency and cost management of the Company.
Operating Expenses Ratio	Operating Expenses as a percentage of Average Total Net Loans. This metric is used by the management to assess the cost efficiency of the Company relative to the size of its loan portfolio.
Credit Cost Ratio	Credit Cost as a percentage of Average Total Net Loans. This metric is used by the management to assess the credit risk cost incurred relative to the loan portfolio.
Return On Equity	Profit after tax as a percentage to Average Total Equity. This metric is used by the management to assess the returns generated for equity shareholders of the Company.

KPI	Explanations
Return On Assets	Profit after tax as a percentage to Average Total Net Loans. This metric is used by the management to assess the efficiency with which the Company utilises its assets to generate profits.
Gross Stage 3 Loans Ratio	Ratio of Gross Stage 3 Loans as a percentage to Total Gross Loans as at the last day of the relevant Fiscal. This metric is used by the management to assess the asset quality of the loan portfolio under Ind AS classification.
Net Stage 3 Loans Ratio	Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage to Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal. This metric is used to assess the net asset quality after accounting for provisions.
Provision Coverage Ratio	Impairment allowances provided on Gross Stage 3 Loans as a percentage to Gross Stage 3 Loans as at the last day of the relevant Fiscal. This metric is used by the management to assess the adequacy of provisions against stressed assets.
Total Equity	Equity attributable to equity holders of the Company reduced by Instruments entirely equity in nature as reported in the Restated Financial Information as at the last day of the relevant Fiscal. This metric is used by the management to assess the capital base and net worth of the Company.
Total Borrowings	Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Financial Information as at the last day of the relevant Fiscal. This metric is used by the management to assess the total external funding raised by the Company.
Total Borrowings to Total Equity	Total Borrowings divided by Total Equity. This metric is used by the management to assess the leverage and capital structure of the Company.
CRAR	Computed from the restated financial statements of the Company, as the sum of CRAR – Tier I and CRAR – Tier II. This metric is used by the management to assess the overall capital adequacy of the Company in accordance with RBI guidelines.
CRAR – Tier I	Computed from the restated financial statements of the Company as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal. This metric reflects the core capital adequacy of the Company.
CRAR – Tier II	Computed from the restated financial statements of the Company as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal. This metric reflects the supplementary capital adequacy of the Company.

Conventional Terms / General Terms / Abbreviations

Term	Description
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupees
“A/c”	Account
“AGM”	Annual general meeting
“AIF”	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
“AS” or “Accounting Standards”	Accounting standards issued by the Institute of Chartered Accountants of India
“AY”	Assessment year
“Banking Regulation Act”	Banking Regulation Act, 1949
“Bn” or “bn”	Billion
“BSE”	BSE Limited
“CAGR”	Compounded annual growth rate
“Calendar Year”, “CY” or “year”	Unless the context otherwise requires, shall refer to the twelve months period ending December 31
“Capital Employed”	It is sum of total equity, non-current borrowings, current borrowings and deferred tax liabilities minus intangible assets.
“Category I AIF”	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI

Term	Description
	AIF Regulations
“Category I FPIs”	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
“Category II AIF”	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
“Category II FPIs”	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
“Category III AIF”	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
“CDSL”	Central Depository Services (India) Limited
“CFO”	Chief Financial Officer
“CIN”	Corporate Identity Number
“Companies Act, 1956”	Companies Act, 1956, along with the relevant rules, regulations, clarifications, and modifications framed thereunder
“Companies Act” or “Companies Act, 2013”	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications, and modifications framed thereunder
“Competition Act”	Competition Act, 2002
“Consolidated FDI Policy” or “FDI Policy”	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time
“CSR”	Corporate Social Responsibility
“DD”	Demand draft
“Demat”	Dematerialised
“Depositories”	Together, NSDL and CDSL
“Depositories Act”	Depositories Act, 1996
“DIN”	Director Identification Number
“DP ID”	Depository Participant’s Identification
“DP” or “Depository Participant”	A depository participant as defined under the Depositories Act
“DPIIT”	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (<i>formerly known as Department of Industrial Policy and Promotion</i>)
“EBIT”	Earnings before interest and taxes
“EBITDA”	Earnings before interest, taxes, depreciation, and amortisation
“EBTDA”	Earnings before taxes, depreciation, and amortisation
“EGM”	Extraordinary general meeting
“EPS”	Earnings per share
“ESIC”	Employees’ State Insurance Corporation
“FBIL”	Financial Benchmarks India Private Limited
“FDI”	Foreign direct investment
“FEMA”	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
“FEMA Rules”	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
“Financial Year” or “Fiscal” or “Fiscal Year” or “FY”	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
“FPI”	Foreign portfolio investors as defined under the SEBI FPI Regulations
“Fraudulent Borrower”	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
“FVCI”	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
“GAAP”	Generally accepted accounting principles
“Gazette”	Official Gazette of India
“GDP”	Gross domestic product
“GoI” or “Government” or “Central Government”	Government of India

Term	Description
“GST”	Goods and services tax
“HUF(s)”	Hindu Undivided Family
“HR”	Human resources
“IBC”	The Insolvency and Bankruptcy Code, 2016
“ICAI”	The Institute of Chartered Accountants of India
“IFRS”	International Financial Reporting Standards
“IRDA Investment Regulations”	The Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016
“Income-tax Act”	The Income-tax Act, 1961
“Ind AS” or “Indian Accounting Standards”	Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
“India”	Republic of India
“Indian GAAP”	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act, 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
“INR/Rupee/₹/Rs.”	Indian Rupee, the official currency of the Republic of India
“Indian Penal Code”	The Indian Penal Code, 1860
“IPO”	Initial Public Offering
“IRS”	Indian Revenue Services
“ISIN”	International Securities Identification Number
“IST”	Indian Standard Time
“IT”	Information technology
“IT Act”	The Information Technology, 2000
“KPI”	Key performance indicator
“KYC”	Know your customer
“MCA”	Ministry of Corporate Affairs, Government of India
“Mn” or “mn”	Million
“MoU”	Memorandum of Understanding
“MU”	Million units
“MSMEs”	Small scale undertakings as per the Micro, Small and Medium Enterprises Development Act, 2006
“NACH”	National Automated Clearing House
“National Investment Fund”	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005, of the Government of India, published in the Gazette of India
“NAV”	Net asset value
“NBFC”	Non-Banking Financial Companies
“NCD”	Non-Convertible Debentures
“NCLT”	National Company Law Tribunal
“NEFT”	National Electronic Fund Transfer
“Negotiable Instruments Act”	The Negotiable Instruments Act, 1881
“Net Worth”	The aggregate value of the paid-up share capital of our Company and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, share based payment reserve ,debenture redemption reserve and capital redemption reserve . Net Worth represents equity attributable to owners of the company and does not include amounts attributable to non-controlling interest.
“NOC”	No-objection Certificate
“NPCI”	National Payments Corporation of India

Term	Description
“NR”	Non-resident
“NRE Account”	Non-resident external rupee account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
“NRI”	Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 or an overseas citizen of India cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955
“NRO Account”	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
“NSDL”	National Securities Depository Limited
“NSE”	National Stock Exchange of India Limited
“OCB” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
“ODI”	Off-shore Derivate Instruments
“p.a.”	Per annum
“PAN”	Permanent Account Number
“PAT”	Profit after tax
“P/E Ratio”	Price to earnings ratio
“RBI”	Reserve Bank of India
“RBI Act”	The Reserve Bank of India Act, 1934
“RoCE”	Return on capital employed
“Regulation S”	Regulation S under the U.S. Securities Act
“RoNW”	Return on net worth
“RTGS”	Real Time Gross Settlement
“SCORES”	Securities and Exchange Board of India Complaints Redress System, a centralized web based complaints redressal system launched by SEBI
“SCRA”	Securities Contracts (Regulation) Act, 1956
“SCRR”	Securities Contracts (Regulation) Rules, 1957
“SEBI”	Securities and Exchange Board of India constituted under the SEBI Act
“SEBI Act”	Securities and Exchange Board of India Act, 1992
“SEBI AIF Regulations”	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
“SEBI BTI Regulations”	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
“SEBI FPI Regulations”	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
“SEBI FVCI Regulations”	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
“SEBI ICDR Master Circular”	SEBI master circular (SEBI/HO/CFD/PoD-1/P/CIR/2024/0154) dated November 11, 2024
“SEBI ICDR Regulations”	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
“SEBI Listing Regulations”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
“SEBI Merchant Bankers Regulations”	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
“SEBI RTA Master Circular”	SEBI master circular number SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025
“SEBI Takeover Regulations”	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
“Stamp Act”	The Indian Stamp Act, 1899

Term	Description
“State Government”	The government of a state in India
“Systemically Important NBFC”	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
“TAN”	Tax deduction account number
“Trusts Act”	The Indian Trusts Act, 1882
“U.S. Securities Act”	United States Securities Act of 1933
“U.S.” or “USA” or “United States”	The United States of America, its territories and possessions, any State of the United States and the District of Columbia
“USD” or “US\$”	United States Dollars
“VCFs”	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
“Wilful Defaulter” or “Fraudulent Borrower”	“Wilful Defaulter” or a “Fraudulent Borrower” as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations

CERTAIN CONVENTIONS, PRESENTATIONS OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references to “India” contained in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions. All references to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable. All references to the “U.S.”, “US”, “U.S.A.” or “United States” are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time (“IST”). Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus are derived from our Restated Financial Information. For further information, see “*Restated Financial Information*” on page 290.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular “*financial year(s)*” or “*fiscal year(s)*” or “*fiscal(s)*”, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Draft Red Herring Prospectus are to a calendar year.

The Restated Financial Information of our Company comprises the restated statement of assets and liabilities for the Fiscals 2026, 2025 and 2024, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow for the Fiscals 2026, 2025 and 2024 which are based on our audited financial statements as at and for prepared in accordance with Ind AS 34 and our special purpose Ind AS financial statements of our Company as at and for the Fiscals 2026, 2025 and 2024, prepared by our Company after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed, as per Ind AS 101) and as per the presentation, accounting policies and grouping / classifications including revised Schedule III disclosures followed as at and for the and restated by our Company in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, as amended and the Guidance Note on “*Reports in Company Prospectuses (Revised 2019)*” issued by ICAI, as amended from time to time. The audited financial statements for the Fiscals 2026, 2025 and 2024; and the interim special purpose Ind AS financial statements, the special purpose Ind AS financial statements for the Fiscals 2026, 2025 and 2024 have been audited by our Statutory Auditors, M/s Ajay Rattan & Co, Chartered Accountants.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company’s financial data. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, 2013, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Any percentage amounts, or ratios as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 26, 188 and 368, respectively, and elsewhere in this Draft Red Herring Prospectus, unless otherwise stated or context requires otherwise, have been calculated on the basis of our Restated Financial Information.

Non-Generally Accepted Accounting Principles (“Non-GAAP”) Financial Measures

Certain measures included in this Draft Red Herring Prospectus, for instance EBIT, EBITDA, EBIT Margin, EBITDA Margin, PAT Margin, Return on Capital Employed and Return on Equity (“Non-GAAP measures”), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. We compute and disclose such non-Indian GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance.

In addition, Non-GAAP measures used are not a standardized term, hence a direct comparison of Non-GAAP measures between companies may not be possible. Other companies may calculate Non-GAAP measures differently from us, limiting its usefulness as a comparative measure. See “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 368.

For the risks relating to our non-GAAP measures, see “*Risk Factor 62– This Draft Red Herring Prospectus includes certain non-GAAP and non-Ind AS financial measures and certain other selected statistical information related to our operations and financial performance that may vary from any standard methodology in our industry, and such measures are not verified*” on page 58.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled “Industry Report on Non-Banking Financial Company” published in July, 2026 prepared and issued by Dun & Bradstreet Information Services India Private Limited (“**D&B Report**”) and publicly available information as well as other industry publications and sources. A copy of the D&B Report is available on the website of our Company at <https://www.iflfinanceltltd.com/ipo.php> until the Bid/Offer Closing Date.

The D&B Report has been exclusively commissioned at the request of our Company and paid for by our Company for an agreed fee, pursuant to an engagement letter dated April 22, 2026 entered into between Dun & Bradstreet Information Services India Private Limited and our Company, for the purposes of confirming our understanding of the industry in which our Company operates, exclusively in connection with this Offer. Unless otherwise indicated, all information derived from the D&B Report and included in this Draft Red Herring Prospectus with respect to any particular year, refers to such information for the relevant calendar year. Dun & Bradstreet Information Services India Private Limited is an independent agency and is not a related party of our Company, or our Promoters, Directors, Key Managerial Personnel, Senior Management, or the BRLM. There are no parts, data or information which may be relevant for the proposed Offer, that have been left out or changed in any manner.

The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful and depends upon the reader’s familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factor 58 – We have included data derived from the Dun & Bradstreet Report titled “Industry Report on Non-Banking Financial Company” which has been prepared by Dun & Bradstreet, exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks*” on page 57.

In accordance with the SEBI ICDR Regulations, the section “*Basis for Offer Price*” on page 102, includes information relating to our listed peer. Such information has been derived from publicly available sources and accordingly, no investment decision should be made solely on the basis of such information.

Currency and Units of Presentation

All references to “**Rupees**” or “**₹**” or “**Rs.**” or “**INR**” are to Indian Rupees, the official currency of the Republic of India.

All references to “**U.S.\$**”, “**U.S. Dollar**”, “**USD**” or “**U.S. Dollars**” are to United States Dollars, the official currency of the United States of America.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in million. Ten lakhs represent one million or 1,000,000, one hundred crore represents one billion, and one lakh crore represents one trillion. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than million, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Exchange Rates

This Draft Red Herring Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such currency amounts have been, could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

The exchange rates of USD into Indian Rupees for the periods indicated are provided below:

Currency Exchange Rate as on	Exchange Rate as on		
	March 31, 2026	March 31, 2025	March 31, 2024
1 USD	94.65	85.58	83.37

Source: www.rbi.org.in / www.fbil.org.in

Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day has been disclosed. The reference rates are rounded off to two decimal places.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. All statements contained in this Draft Red Herring Prospectus that are not statements of historical or present facts constitute “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “likely to”, “objective”, “plan”, “propose”, “project”, “seek”, “shall”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals of our Company are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue, and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated. These forward-looking statements are based on our management’s belief and assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate, incidence of any natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. Our Gross Stage 3 Loans comprised 0.79%, 0.67% and 1.13% of our Total Gross Loans as at March 31, 2026, March 31, 2025 and March 31, 2024 respectively. Non-payment or default by our customers may adversely affect our business, results of operations, cash flows and financial condition.
2. Our provision coverage ratio was 27.62%, 31.83% and 31.30% as at March 31, 2026, March 31, 2025 and March 31, 2024, respectively. Our inability to provide adequate provisioning coverage for non-performing assets may adversely affect our business, results of operations, cash flows and financial condition.
3. Changes in our loan-mix may adversely affect our financial metrics and asset quality, which could adversely affect our business, financial condition, results of operations and cash flows.
4. Our portfolio has undergone a rapid and fundamental shift in composition, with gold loans increasing from 41.45% to 84.77% of Total Gross Loans between March 31, 2024 and March 31, 2026, representing a significant change in our business model and risk profile, the sustainability and risks of which are uncertain.
5. Home Loans and Loans against Property together amounted to 15.23%, 36.55% and 58.55% of our Total Gross Loans as on March 31, 2026, March 31, 2025 and March 31, 2024 respectively. In relation to our Home Loans and Loans Against Property, we have significant exposure to the real estate sector and any negative trends affecting this sector could adversely affect our business and result of operations.
6. Our fixed interest rate loans comprised 98.06 %, 96.22 % and 94.23 % of our Total Gross Loans and our fixed interest rate borrowings comprised 64.52 %, 16.17 % and 6.28 % of our Total Borrowings as at March 31, 2026, March 31, 2025 and March 31, 2024, respectively. Any adverse changes in interest rates could impact our Average Cost of Borrowings Ratio and adversely impact our Net Interest Margin Ratio, demand for loans and profitability and cause a decrease in our Net Interest Income, any of which could adversely affect our business, results of operations, cash flows and financial condition.
7. One of our Promoter has been involved in regulatory proceedings initiated by SEBI which has been settled. Any such regulatory proceedings, or any adverse action as a result of such regulatory proceedings, may affect our reputation and business.
8. There are outstanding legal proceedings involving our Company, Promoters and Directors, which if determined adversely, may affect our business and financial conditions

9. Our inability to assess and recover the full value of collateral, or amounts outstanding under defaulted loans in a timely manner, or at all, could adversely affect our business, results of operations and financial condition
10. We do not own our logo. If we are unable to protect our trademarks and trade names, it may have a material adverse effect on our business prospectus, reputation and goodwill.

For details regarding factors that could cause actual results to differ from expectations, please see the sections titled “*Risk Factors*”, “*Our Business*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 26, 128, and 368 respectively.

There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward- looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Promoters (including the Selling Shareholders) our Directors, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the requirements of the SEBI ICDR Regulations, our Company shall ensure that Bidders in India are informed of material developments, until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity Shares pursuant to the Offer. In accordance with the requirements of the SEBI ICDR Regulations, the Selling Shareholders shall ensure that our Company and BRLM are informed of material developments in relation to the statements and undertakings specifically made or undertaken by him in relation to himself as the Selling Shareholders and the Offered Shares in the Red Herring Prospectus, from the date thereof until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. Only statements and undertakings which are specifically confirmed or undertaken by the Selling Shareholders, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholders.

SECTION II- RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below before making an investment in the Equity Shares.

We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the lending and NBFC financial services industry in which we currently operate. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. For more details on our business and operations, see “Our Business”, “Industry Overview”, “Key Regulations and Policies”, “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 188,128,223,290 and 368 respectively, as well as other financial information included elsewhere in this Draft Red Herring Prospectus. In making an investment decision, you must rely on your own examination of us and the terms of the Issue, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Issue. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward- looking statements as a result of certain factors, including but not limited to the considerations described below. For details, see “Forward-Looking Statements” on page 24.

Unless the context otherwise requires, in this section, references to “we”, “us” and “our” refer to our Company. Our financial or fiscal year ends on March 31 of each calendar year. Accordingly, references to a “Fiscal” or “fiscal year” are to the 12-month period ended March 31 of the relevant year. Unless otherwise stated or the context otherwise requires, the financial information included in this section is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Information” on page 290.

We have also included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from our Restated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Industry Report on Non-Banking Financial Company” dated July 2026 prepared and issued by Dun & Bradstreet (“D&B Report”), appointed by us on April 16, 2026 and exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with the Issue. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the D&B Report is available on the website of our Company at <https://www.iflfinanceltd.com/>.

INTERNAL RISK FACTORS

- 1. Our Gross Stage 3 Loans comprised 0.79%, 0.67% and 1.13% of our Total Gross Loans as at March 31, 2026, March 31, 2025 and March 31, 2024 respectively. Non-payment or default by our customers may adversely affect our business, results of operations, cash flows and financial condition.**

We are subject to customer default risks, including delay or default in repayment of principal or interest on loans. Customers may default on their obligations as a result of various factors, such as bankruptcy, operational failure, lack of liquidity, lack of business, unemployment, adverse developments in the Indian and global economy, or adverse changes to interest rates. If customers fail to repay loans in a timely manner or at all, our financial condition,

results of operations and cash flows will be adversely impacted. An increase in delayed payments or in the level of customer defaults may increase the portion of loans classified as a NPA and reduce our interest income, in turn, lowering our revenue and increasing our credit costs, while also leading to higher expenses required to service and collect delinquent loans. This would adversely affect our business, results of operations, cash flows and financial condition. We may not be able to maintain or reduce the level of NPAs as we continue to grow our loan portfolio. We cannot assure you that we will be able to improve collections and recoveries in relation to NPAs. Any non-payment or default by our customers may adversely affect our business, results of operations, cash flows and financial condition.

The table below provides a breakdown of Gross Stage 3 Loans and Net Stage 3 Loans in absolute amounts and as percentages of the Total Gross Loans as at the dates indicated.

(₹ in million, except percentages)

Particulars	March 31, 2026	Ratio as a % of Gross Loans	March 31, 2025	Ratio as a % of Gross Loans	March 31, 2024	Ratio as a % of Gross Loans
Total Gross Loans	5,132.37	100.00%	3,317.83	100.00%	2,791.04	100.00%
Gross Stage 3 Loans Ratio	40.80	0.79%	22.20	0.67%	31.49	1.13%
Net Stage 3 Loans Ratio	29.53	0.58%	15.13	0.46%	21.63	0.78%

Notes:

- (i) Total Gross Loans: Total Net Loans adjusted for unamortized loan sourcing fees, unamortized loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.
- (ii) Gross Stage 3 Loans: Total Gross Loans which are more than 90 DPD from their contractual payments or as prescribed by applicable regulations and includes Purchased or Originated Credit Impaired Loans.
- (iii) Net Stage 3 Loans: Gross Stage 3 Loans as reduced by impairment loan allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.

We cannot assure you that we will be able to maintain or reduce our current levels of Gross Stage 3 Loans or Net Stage 3 Loans in the future. Any further increase in our Gross Stage 3 Loans or Net Stage 3 Loans could lead to the deterioration of the quality of our portfolio, adversely affect our credit ratings and increase our borrowing costs, which could in turn adversely affect our interest margins, our business, financial condition, results of operations and cash flows.

2. **Our provision coverage ratio was 27.62%, 31.83% and 31.30% as at March 31, 2026, March 31, 2025 and March 31, 2024, respectively. Our inability to provide adequate provisioning coverage for non-performing assets may adversely affect our business, results of operations, cash flows and financial condition.**

We cannot assure you that our established risk management controls and procedures, including our provisioning for NPAs, will be sufficient to prevent future losses on account of customer defaults which could have a materially adverse impact on our business and operations. If our NPAs increase, we may be required to increase our provisions. The following table provides our Provision Coverage Ratio as at the dates indicated.

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Provision Coverage Ratio	27.62%	31.83%	31.30%

Any incorrect estimation of risks or regulatory changes in mandated provisioning methodologies may result in our provisions not being adequate to cover increases in NPAs or any deteriorations in our NPA portfolio.

Pursuant to the Scale Based Regulations applicable to NBFCs, the Company maintains impairment allowances in line with the requirements of Indian Accounting Standards (Ind AS), specifically Ind AS 109 – Financial Instruments. In addition, the Company adheres to the extant prudential norms on Income Recognition, Asset Classification and Provisioning, including borrower/beneficiary-wise asset classification, provisioning for standard and restructured assets, ageing analysis of Non-Performing Assets (“NPAs”), and other applicable criteria. If there is any change in such regulatory framework, including from the RBI, regarding Gross Stage 3 Loans and provisioning for such assets, the level of our Gross Stage 3 Loans as well as provisions could increase, which may have an adverse effect on our business, result of operations, cash flows and financial condition.

3. **Changes in our loan-mix may adversely affect our financial metrics and asset quality, which could adversely affect our business, financial condition, results of operations and cash flows.**

Our loan-mix represents the proportion of our Total Gross Loans, comprising Gold Loans, Home Loans and Loans against Property (“LAP”). Our loan portfolio comprises various asset classes with different risk-return

characteristics, including differences in yields, credit profiles, collateral coverage, loan tenors, repayment structures, operating costs, geographic concentration and customer segments. Accordingly, our financial performance and asset quality are influenced, in part, by the composition of our loan portfolio. Our loan mix has evolved over time and may continue to change depending on various factors, including market opportunities, customer demand, competitive intensity, regulatory developments, availability and cost of funding, macroeconomic conditions, portfolio performance, risk appetite and strategic priorities. There can be no assurance that the composition of our loan portfolio in future periods will be similar to that in previous periods. Following is the table containing the Loan-mix portfolio for the respective periods:

Particulars	March 31, 2026	% of Total Gross Portfolio	March 31, 2025	% of Total Gross Portfolio	March 31, 2024	% of Total Gross Portfolio
Gold Loans	4,350.78	84.77 %	2,105.21	63.45%	1,156.92	41.45%
Home Loans	735.55	14.33 %	1,131.43	34.10%	1,506.50	53.98%
Loans against Property	46.04	0.90 %	81.19	2.45%	127.62	4.57%
Total Gross Loan Portfolio	5,132.37	100.00%	3,317.83	100.00%	2,791.04	100.00%

Changes in our loan mix may materially affect our key financial and operating metrics. For instance, an increase in the proportion of products that generally carry lower yields may adversely affect our net interest margin and profitability, while an increase in higher-yielding products may expose us to relatively higher credit risk, operating costs or provisioning requirements. Similarly, changes in the proportion of longer-tenor loans may affect the duration of our assets, liquidity profile and sensitivity to changes in interest rates. Certain products may also require higher acquisition, servicing and collection costs, which may adversely impact our cost-to-income ratio and operating efficiency.

In addition, different lending products have varying historical delinquency patterns, recovery timelines, collateral enforceability, borrower behavior and loss given default. If the proportion of loan products with relatively higher credit risk or weaker performance characteristics increases, or if the credit performance of any particular asset class deteriorates due to borrower-specific, sectoral or macroeconomic factors, our gross non-performing assets ("GNPA"), net non-performing assets ("NNPA"), credit costs, expected credit loss provisions and write-offs may increase. Such changes could adversely affect our profitability, capital adequacy, return ratios and overall financial condition.

4. Our portfolio has undergone a rapid and fundamental shift in composition, with gold loans increasing from 41.45% to 84.77% of Total Gross Loans between March 31, 2024 and March 31, 2026, representing a significant change in our business model and risk profile, the sustainability and risks of which are uncertain.

Our loan portfolio has undergone a significant structural transformation over the three fiscal years preceding this Offer. As at March 31, 2024, our loan portfolio comprised a broadly diversified mix of gold loans (41.45%), home loans (53.98%) and loans against property (4.57%). As at March 31, 2026, gold loans constituted 84.77% of our Total Gross Loans, while home loans had declined to 14.33% and loans against property to 0.90% during such period. This shift represents a fundamental shift in the nature of our business from a diversified retail NBFC to a predominantly gold loan company over the three fiscal years preceding this Offer.

This rapid change in business model gives rise to the following risks and uncertainties:

- (i) **Reduced diversification and increased concentration risk:** The decline of home loans and loans against property as a proportion of our portfolio has materially reduced the diversification benefit that these products previously provided. Home loans and LAP, while higher-yielding, typically offer longer loan tenures, more predictable repayment schedules, and collateral in the form of immovable property. Their reduced share in our portfolio means we are more exposed to gold price volatility and gold loan-specific regulatory risk than at any prior point in our history.
- (ii) **Regulatory scrutiny of business model changes:** A rapid change in the composition of an NBFC's loan portfolio can attract regulatory scrutiny from the RBI, particularly where such change involves a shift toward a product category - gold loans that is subject to heightened regulatory attention as reflected in the Gold Loan Directions 2025. The RBI has in the past directed NBFCs to reconsider product concentrations that it views as creating systemic or operational risk.

- (iii) **Sustainability of the gold loan growth trajectory:** Our gold loan portfolio grew from ₹1,156.92 million as at March 31, 2024 to ₹4,350.78 million as at March 31, 2026, representing a compounded growth rate of approximately 94% per annum. There can be no assurance that we will be able to sustain such a rate of growth in our gold loan portfolio. Any moderation in growth rates, whether due to regulatory constraints (including LTV caps under the Gold Loan Directions 2025), competition, gold price movements, or demand factors, may adversely affect our revenues and profitability.

The following table sets out the composition of our loan portfolio for the relevant periods:

Particulars	March 31, 2026	% of Total Gross Portfolio	March 31, 2025	% of Total Gross Portfolio	March 31, 2024	% of Total Gross Portfolio
Gold Loans	4,350.78	84.77 %	2,105.21	63.45%	1,156.92	41.45%
Home Loans	735.55	14.33 %	1,131.43	34.10%	1,506.50	53.98%
Loans against Property	46.04	0.90 %	81.19	2.45%	127.62	4.57%
Total Gross Loan Portfolio	5,132.37	100.00%	3,317.83	100.00%	2,791.04	100.00%

There can be no assurance that the business model shift described above will prove sustainable or beneficial in the long term, or that we will be able to effectively manage the risks associated with a predominantly gold loan business, including gold price risk, operational risk in handling physical gold, regulatory risk, and competitive pressures from banks and organized gold loan NBFCs with established brands and larger distribution networks.

5. **Home Loans and Loans against Property together amounted to 15.23%, 36.55% and 58.55% of our Total Gross Loans as on March 31, 2026, March 31, 2025 and March 31, 2024 respectively. In relation to our Home Loans and Loans Against Property, we have significant exposure to the real estate sector and any negative trends affecting this sector could adversely affect our business and result of operations.**

Our Home Loans and Loans Against Property are primarily secured by residential properties and other properties. The value of these underlying loan collateral is largely dependent on prevailing real estate market conditions, including prevailing discount rates, property cooling, stimulus or other measures introduced by the relevant local, state or central government, prices of commodities, inflation and secular trends relating to population growth, ageing and urbanization, all of which may affect either or both the supply and demand, and hence price, of housing stock or other real estate property in the market. In the event of any adverse developments in the real estate market, such as economic downturns or changes in applicable regulations, there can be a decline in the demand or price of real estate properties or other collateral. Failure to recover the expected value of collateral could expose our Company to losses.

The following table provides an overview of the Gross Loans contribution from Home Loans and Loans Against Property.

Particulars	March 31, 2026	% of Total Gross Portfolio	March 31, 2025	% of Total Gross Portfolio	March 31, 2024	% of Total Gross Portfolio
Home Loans	735.55	14.33 %	1,131.43	34.10%	1,506.50	53.98%
Loans against Property	46.04	0.90 %	81.19	2.45%	127.62	4.57%

6. **Our fixed interest rate loans comprised 98.06 %, 96.22 % and 94.23 % of our Total Gross Loans and our fixed interest rate borrowings comprised 64.52 %, 16.17 % and 6.28 % of our Total Borrowings as at March 31, 2026, March 31, 2025 and March 31, 2024, respectively. Any adverse changes in interest rates could impact our Average Cost of Borrowings Ratio and adversely impact our Net Interest Margin Ratio, demand for loans and profitability and cause a decrease in our Net Interest Income, any of which could adversely affect our business, results of operations, cash flows and financial condition.**

We have a mix of fixed interest rate and floating interest rate loans and borrowings. Fluctuations in interest rates may affect the cost of borrowings under floating interest rate loans, thereby impacting our Net Interest Margin Ratio, which may have an adverse effect on our business, results of operations, cash flows and financial condition. Set out

below is a table showing our fixed and floating rate loans, in absolute amounts and as percentages of our Total Gross Loans, as at the dates indicated:

Particulars	As at March 31,					
	2026		2025		2024	
	(₹ in million)	(% of Total Gross Loans)	(₹ in million)	(% of Total Gross Loans)	(₹ in million)	(% of Total Gross Loans)
Fixed	5,033.00	98.06%	3,192.44	96.22%	2,630.06	94.23%
Floating	99.37	1.94%	125.39	3.78%	160.98	5.77%
Total Gross Loans	5,132.37	100.00%	3,317.83	100.00%	2,791.04	100.00%

Set out below is a table showing our fixed and floating rate borrowings, in absolute amounts and as percentages of our Total Borrowings, as at the dates indicated:

Particulars	As at March 31,					
	2026		2025		2024	
	(₹ in million)	(% of Total Borrowings)	(₹ in million)	(% of Total Borrowings)	(₹ in million)	(% of Total Borrowings)
Fixed	2,504.72	64.52%	303.65	16.17%	114.61	6.28%
Floating	1,377.43	35.48%	1574.31	83.83%	1709.58	93.72%
Total Borrowings	3,882.15	100.00%	1,877.96	100.00%	1,824.19	100.00%

Interest rates are sensitive and volatility in interest rates could be a result of many factors, including the monetary policies of the RBI, aggressive pricing by competitors, de-regulation of the financial services sector in India, domestic and international economic and political conditions, inflation, monetary policies of global central banks and macro-economic environment and policies in India.

In the event of an increase in interest rates on our borrowings, we may not be able to fully pass on the increased cost of funds to our loan customers, particularly in the case of fixed interest rate loan customers, resulting in an adverse impact on our Net Interest Income and Net Interest Margin Ratio. Such increase in interest rates could also affect our ability to raise low-cost funds as compared to some of our competitors who may have access to lower-cost funds. Increased interest rates could reduce the volume of loans as customers are deterred from taking loans at high interest rates to finance their purchases or investments, and we may also lose customers if they opt to prepay our loans in favor of less expensive loans from other lenders. Any increase in the interest rates we levy on loans disbursed to customers at floating interest rates could also result in the extension of loan maturities or higher monthly instalments due from customers, which in turn, could result in higher rates of default.

In a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, it could lead to a reduction in our Net Interest Income and Net Interest Margin Ratio. Declining interest rates could also result in customers opting to prepay our loans to take advantage of the lower interest rate, or a higher component of principal being repaid in every interest payment cycle, resulting in a reduction of our loan portfolio. Any of the aforementioned contingencies could adversely impact our business, financial condition and results of operations.

We have not experienced any fluctuations in interest rates that materially impacted our Net Interest Margin Ratio in the Fiscals 2026, 2025 and 2024. Any such impacts in future could adversely affect our business, results of operations, cash flows and financial condition.

7. Some of our Promoters was involved in regulatory proceedings initiated by SEBI which has been settled. Any such regulatory proceedings, or any adverse action as a result of such regulatory proceedings, may affect our reputation or business.

Our Promoter, India Finsec Limited, was involved in regulatory proceedings initiated by SEBI in the past which has been settled. SEBI, pursuant to its surveillance of trading activities in the stock options segment of BSE Limited for the period from April 1, 2014 to September 30, 2015, had initiated adjudication proceedings against certain entities, including India Finsec Limited, in connection with dealings in illiquid stock options under the provisions of the SEBI Act, 1992 and the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003. India Finsec Limited filed a settlement application under the SEBI (Settlement Proceedings) Regulations, 2018 read with the SEBI Settlement Scheme, 2022 and paid a settlement amount of ₹100,000. Pursuant thereto, SEBI passed a settlement order dated March 8, 2023 bearing reference no. SO/AB/EFD2/2022-23/7162, pursuant to which the proceedings stood settled and disposed of.

Further, pursuant to an investigation conducted by SEBI in the scrip of Pankaj Piyush Trade and Investments Limited for the period from December 28, 2011 to October 18, 2013, a show cause notice dated April 3, 2017 was issued, inter alia, to India Finsec Limited, alleging violations of Sections 12A(a), 12A(b) and 12A(c) of the SEBI Act, 1992 and Regulations 3 and 4 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 in connection with the alleged routing of funds relating to a preferential allotment. SEBI, by its final order dated January 15, 2021, restrained India Finsec Limited from accessing the securities market and from buying, selling or otherwise dealing in securities for a period of 18 months, which stands completed.

Renu Bansal, one of the related party of the Company, was one of the noticees in proceedings initiated by SEBI against Pankaj Piyush Trade and Investments Ltd. ("PPTIL") and 16 other entities, pursuant to a show cause notice dated April 3, 2017, alleging a fraudulent scheme whereby PPTIL indirectly financed its own preferential allotment of non-convertible preference shares (aggregating ~₹15.91 crore, or ~80% of the issue) through circular rotation of funds via conduit entities, in order to create a misleading appearance of genuine subscription and to enable a proposed bonus share issue. By final order dated January 15, 2021 (WTM/AB/IVD/ID9/10103/2020-21), SEBI held that Renu Bansal, as an executive director of PPTIL at the relevant time, had violated Section 12A(b) of the SEBI Act, 1992 and Regulations 3(c) and 4(1) of the PFUTP Regulations, 2003, and restrained her from accessing the securities market or dealing in securities, directly or indirectly, for a period of three years from the date of the order.

Further, Gopal Bansal HUF was named as Noticee in a SEBI order dated September 4, 2023, passed in the matter of Yamini Investment Company Limited. SEBI found that Gopal Bansal HUF, which had received 5,60,000 shares of Yamini pursuant to a Scheme of Amalgamation, was connected to a group of entities ("Madhur Group") that traded in Yamini's scrip in a manner alleged to manipulate its price and provide an exit to certain preferential allottees at inflated prices. The connection was established primarily through Gopal Bansal's directorship in Toor Finance Company Ltd. and off-market transactions with related parties. SEBI restrained Gopal Bansal (HUF), along with other noticees, from accessing the securities market for a period of two years, and directed it to disgorge wrongful gains of ₹54,46,385, without any additional monetary penalty or interest, on account of delay in concluding the proceedings.

We cannot assure you that regulatory proceedings will not be initiated against our Promoters, or that regulatory actions will not be taken against our Promoters in the future for any violation of applicable laws. We further confirm that since the completion of the aforesaid restraint period in 2021, our Promoter, India Finsec Limited, has not been involved in any buying, selling or otherwise dealing in securities and has not received any adverse orders from SEBI or any other regulatory or statutory authority till date. Any such regulatory proceedings, or any adverse action as a result of such regulatory proceedings, may affect our reputation, business, financial condition, results of operations and cash flows. For further details, see "*Outstanding Litigation and Other Material Developments – Litigation involving our Promoters*" on page 175.

8. There are outstanding legal proceedings involving our Company, Promoters and Directors, which if determined adversely, may affect our business and financial conditions.

There are outstanding legal proceedings involving our Company, Promoters and Directors which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert the management's time and attention and consume financial resources, whether in defending against or pursuing such proceedings, as the case may be. Further, we have initiated certain recovery proceedings against our borrowers, for the dishonour of cheques. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our business, results of operations, financial condition and cash flows.

The summary of such outstanding material legal proceedings as of the date of this Draft Red Herring Prospectus is set out below.

Sr. No	Category of individuals/entities	Criminal proceedings	Tax Proceedings	Statutory/Regulatory Proceedings	Disciplinary action by the SEBI or stock exchange against our Promoters	Material civil litigation	Aggregate amount involved (₹ in million) *
1.	Company						
	By the Company	34	Nil	N.A.	N.A.	13	29.10
	Against the Company	Nil	Nil	Nil	N.A.	5	6.72
2.	Directors (other than Promoters)						
	By the Directors	1	Nil	N.A.	N.A.	Nil	Nil
	Against the Directors	Nil	Nil	Nil	N.A.	Nil	Nil
3.	Promoters						
	By the Promoters	1	Nil	N.A.	N.A.	Nil	17.76
	Against the Promoters	1	2	Nil	2	2	195.06
4.	KMPs (other than Promoters and Directors)						
	By the KMPs	Nil	N.A.	N.A.	N.A.	N.A.	Nil
	Against the KMPs	Nil	N.A.	Nil	N.A.	N.A.	Nil
5.	SMPs						
	By the SMPs	Nil	N.A.	N.A.	N.A.	N.A.	Nil
	Against the SMPs	Nil	N.A.	Nil	N.A.	N.A.	Nil

*To the extent ascertainable and quantifiable

For details, see “*Outstanding Litigation and Material Developments*” on page 400. We cannot assure you that legal proceedings will be settled in our favour or at all, or that no additional liability will arise out of these proceedings. Further, such proceedings could divert our management's time and attention and consume financial resources in their defense or prosecution. Further, an adverse outcome in any of these proceedings may affect our reputation, standing with customers and future business, and could adversely affect our business and financial condition.

9. Our inability to assess and recover the full value of collateral, or amounts outstanding under defaulted loans in a timely manner, or at all, could adversely affect our business, results of operations and financial condition

As of March 31, 2026, all of our loans are secured. Set forth below is our average LTV ratios for the corresponding periods:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Gold Loans	51.93%	59.23%	72.74%
Home Loans	12.35%	15.41%	15.21%
Loan Against Property	7.32%	9.82%	13.57%

Majority of our outstanding loans are gold loans. If gold is provided as collateral, (i) its price may decrease and even if customers do not repay their loans, we may incur losses which exceed the collateral value; (ii) we may not be able to realize the assessed or full value, due to, among other things, defects in the quality of gold (iii) in case of default, we conduct auctions based on a bidding process guided by the regulator and there can be no assurance that we will be able to sell such gold in a timely manner at prices sufficient to cover the default. We are subject to the risk that our employees may engage in fraud regarding their estimation of the value of pledged gold. Failure by our employees to properly appraise the value of the collateral provides us with no recourse against the borrower and the loan sanctioned may eventually result in bad debt in our books of accounts.

10. We do not own our logo. If we are unable to protect our trademarks and trade names, it may have a material adverse effect on our business prospects, reputation and goodwill.

We have obtained trademark registration for “  ” under class 36 in the name of our Company.

Further, a trademark license agreement dated July 6, 2026 (the “**Trademark License Agreement**”) have been entered between our Company, one of our Promoters, India Finsec Limited (the “**Licensees**”), and Promoter and Managing Director, Gopal Bansal, pursuant to which the Licensees has been granted non-revocable, non-

transferrable and non-sub licensable license to use unregistered corporate logo ‘  ’ for which an application for registration under class 36 of the Trade Marks Act, 1999 is pending as on the date of this DRHP, for a license fees of ₹ 1,000 for the period of three years. For further details, see “*History and Certain Corporate Matters – Other Agreements*” on page 223. Since the logo is licensed to us and not owned by our Company, our continued right to use this brand is dependent on the validity and renewal of the Trademark License Agreement and our relationship with our Promoter, Gopal Bansal.

While we endeavour to ensure that we comply with the intellectual property rights of others, there can be no assurance that we will not face any intellectual property infringement claims brought by third parties that may require us to introduce changes to our operations. A cease-and-desist notice dated July 7, 2026 has been issued by IIFL Capital Services Limited to one of our Promoters and Managing Director, Gopal Bansal, alleging infringement of its trademark “IIFL” in relation to the use of the mark “IFL” and the filing of Trademark Application No. 7511399 in Class 36. Gopal Bansal has responded to the notice on July 9, 2026 denying and disputing the allegations. The reply further states that the trade mark has been in honest concurrent use of the mark “IFL” and there is a complete absence of any likelihood of confusion having regard to the distinct visual features of the respective marks, customer base and business operations of the parties while denying the allegations of infringement and passing off. Gopal Bansal and our Company have filed caveat petitions under Section 148A of the Code of Civil Procedure, 1908 before the Hon'ble High Court of Delhi, the Hon'ble High Court of Bombay and the Hon'ble District and Sessions Court, Thane, Maharashtra, seeking prior notice before the grant of any ad interim or ex parte relief in any proceedings that may be instituted by IIFL Capital Services Limited pursuant to the cease-and-desist notice. For further details, see “*Outstanding Litigations and Material Developments*” on page 400.

Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. We could be required to pay third party infringement claims, alter our business methodology, obtain licenses or cease some portions of our operations. The occurrence of any of the foregoing could result in unexpected expenses. In addition, if we are required to cease distribution of affected formulations or active ingredients, our revenue could be materially and adversely affected. Further, if our Promoter's unregistered trademark is registered by a third party, we may not be able to make use of such trademark in connection with our business and consequently, we may be unable to capitalize on the brand recognition associated with us. Until such time that our Promoter, receives registered trademark, we can only seek relief against “passing off”. Accordingly, we may be required to invest significant resources in developing a new brand, which may require significant capital investment and marketing expenditure and may have a material and adverse impact on our business. An adverse ruling arising out of any intellectual property dispute could subject us to liability for damages and could adversely affect our business, results of operations and financial condition.

11. Our business is significantly concentrated in gold loans, and any adverse regulatory, market, or operational development affecting this product segment could have a disproportionately adverse impact on our overall business.

Our Loan Book is substantially concentrated in gold loans, which constitutes the dominant portion of our lending operations. We also have some portion of home loans and loan against property in our loan portfolio. This concentration on gold loans exposes us to a range of specific risks: (i) regulatory changes specific to gold lending (including the Gold Loan Directions 2025); (ii) sustained declines in gold prices adversely affecting collateral value, LTV ratios, and customer demand for gold-backed credit; (iii) competition from commercial banks (which have lower cost of funds) and unorganised lenders in the gold loan segment; (iv) seasonal and cyclical patterns in gold

loan demand tied to agricultural cycles, festive seasons, and discretionary borrowing behaviour; and (v) potential stigma associated with gold loan businesses in certain investor communities. Unlike more diversified NBFCs, our limited product diversity means we do not have alternative revenue streams to offset a downturn in gold loan volumes or margins. This product concentration risk could adversely affect our business, financial condition, and results of operations in a manner disproportionate to more diversified competitors.

12. Our Registered Office and our branch offices are operated on premises which are taken on lease or leave and license basis by our Company. Failure to comply with the conditions of the use of such properties could result in an adverse impact on our business and operations. Further there can be no assurances that these lease or leave and license agreements will be renewed upon termination or that we will be able to obtain other premises on lease or on lease/ leave and license basis on same or similar commercial terms.

Our Registered Office and our branch offices situated on properties availed by our Company on a lease/leave and license basis, some obtained from our Promoter and others from third parties. Our Registered Office is situated at premises that are also used as the registered office of our Promoter, India Finsec Limited. If we are unable to continue using such premises or are required to relocate our Registered Office, our operations may be disrupted, we may incur additional costs, and our business, financial condition, results of operations and cash flows could be adversely affected.

Further, these lease/leave and license/lease agreements typically range in duration from 12 months to 60 months for these branch offices with options for renewal subject to mutual agreement and periodic rent escalations as stipulated in the leave and license agreements. The lease/leave and license agreements can be terminated, and any such termination could result in any of our branch offices being shifted or shut down. If we are unable to renew existing agreements or negotiate new agreements on commercially viable terms, we could face business disruptions. In such cases, if we are unable to find alternative spaces with comparable size, location, or cost, our operations and financial results may be adversely affected. While we have not faced any such issue in the past three Fiscals, we cannot assure that the same will not happen in the future.

In addition, any irregularities in the ownership or title of the premises obtained on lease/leave and license basis could disrupt our operations and may result in significant legal expenses. Some agreements include penalties for delayed rent payments and predetermined rent increases. These factors could affect our ability to assert legal rights over the premises and may result in higher operating costs. If our sales do not grow in line with rising rental expenses, it could negatively impact our profitability. There is no assurance that we will be able to obtain new properties, whether on lease, leave and license basis or through ownership, in suitable areas, on time, or on acceptable terms for setting up of our showrooms. Failing to do so may hamper our growth and negatively affect our financial results. Additionally, India lacks a centralised land registry system and property titles may be unclear or contested due to outdated, incomplete, or locally maintained records, often in regional languages. Disputes may also arise over unpaid stamp duties or missing regulatory approvals, which could render our leave and license agreements unenforceable unless rectified through payment of penalties and completion of formalities. Any legal complications concerning our premises taken on lease/leave and license basis could adversely impact our business operations, financial condition, and overall prospects.

13. Our business is substantially exposed to fluctuations in gold prices, and a significant or sustained decline in gold prices could adversely impact our loan disbursements, collateral values, LTV ratios, portfolio quality, and overall financial condition.

Our gold loan portfolio constituted 84.77%, 63.45% and 41.45% of our Total Gross Loans as at March 31, 2026, March 31, 2025 and March 31, 2024, respectively. As a consequence, our business is directly and significantly exposed to changes in the domestic and international price of gold.

Gold prices are inherently volatile and are influenced by a range of factors beyond our control, including:

- global macroeconomic conditions and recessionary expectations;
- geopolitical uncertainty, including conflicts affecting global gold demand and trade routes;
- movements in the United States dollar and the INR/USD exchange rate (since gold is internationally priced in US dollars, depreciation of the INR relative to the US dollar can partly offset a fall in the international gold price, while INR appreciation can amplify the domestic price decline);

- monetary policy decisions of global central banks, including interest rate changes by the US Federal Reserve, which have historically had an inverse relationship with gold prices;
- decisions by central banks worldwide to buy or sell gold reserves;
- changes in global and domestic investment demand for gold, including the growth of gold exchange-traded funds and digital gold products;
- seasonal demand patterns, including wedding and festive seasons in India;
- domestic import duties, customs policies, and government regulations governing gold imports; and
- inflationary expectations and real yield levels on alternative fixed-income instruments.

A decline in gold prices could adversely affect our business in the following specific ways:

- (i) **Reduction in loan disbursements:** The amount we can disburse against pledged gold is directly linked to the prevailing market price of gold and the maximum LTV ratios as per the management policy. A decline in gold prices will therefore directly reduce the maximum permissible loan amount against the same physical gold collateral..
- (ii) **LTV breaches and mandatory additional provisioning:** We are required to monitor LTV levels on an ongoing basis throughout the tenure of our gold loans. Pursuant to the Gold Loan Directions 2025, where LTV breaches are sustained for a period of 30 consecutive days, we will be required to make additional provisioning of 1% on the affected standard assets. If the breach persists for a further specified period, the affected loans may be classified as non-performing assets ("NPAs"), with consequential impact on our provisions, capital adequacy, and results of operations. Unlike borrower-specific NPAs which are isolated events, gold price-driven LTV breaches are systemic in nature and may simultaneously affect a large portion of our portfolio.
- (iii) **Collateral recovery risk:** Upon default by a borrower, our primary recovery mechanism is the auction of pledged gold jewellery. If gold prices decline materially between the date of loan sanction and the date of auction, the realisation from the auction of pledged gold may be insufficient to recover the outstanding principal, accrued interest, and applicable charges. The risk of shortfall is heightened for loans sanctioned at LTV ratios close to the regulatory ceiling.
- (iv) **Reduction in customer demand:** Rising gold prices historically increase the willingness of customers to pledge gold jewellery and seek higher loan amounts, while a sustained decline in gold prices may reduce the notional value of gold holdings and dampen borrower demand for gold-backed credit.
- (v) **Portfolio valuation:** We are required to value our gold collateral at prevailing market prices for the purpose of LTV calculation. A sharp intra-year decline in gold prices may require us to re-value collateral, leading to sudden recognition of LTV breaches and mandatory corrective actions.

The following table provides indicative gold price data (per 10 grams, 24 carat, Delhi market) over the relevant periods:

Period	Gold Price (₹ per 10g, 24K)	YoY Change (%)
March 31, 2024	₹ 60,623.95	15.00%
March 31, 2025	₹ 75,841.87	25.10%
March 31, 2026	₹ 1,46,160	92.70%

(Source: <https://groww.in/blog/historical-gold-rates-trend-in-india>)

We have not experienced any material losses attributable solely to gold price movements in Fiscals 2026, 2025 and 2024. However, past performance of gold prices is not indicative of future price movements. We do not hedge our exposure to gold price movements, and there can be no assurance that gold prices will not decline significantly in the future. Any significant or sustained decline in gold prices could have a material and adverse effect on our business, financial condition, results of operations and cash flows.

14. Our branch network in Rajasthan, one of our key strategic markets, has contracted over the last three Fiscals, and any continued decline in our operations in this state could adversely affect our business and results of operations

As of March 31, 2026, Rajasthan was our largest single-state branch network, with 33 branches, and together with Delhi accounted for approximately 73% of our owned loan portfolio by outstanding value. Our Company has identified Delhi and Rajasthan as our primary strategic focus markets. However, unlike every other state/union territory in which we operate, our branch count in Rajasthan has declined over the periods under review:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Branches in Rajasthan	33	33	35
Total Branches	88	77	67
Branches in Rajasthan as a % of total Branches	37.5%	42.85%	52.24%

Rajasthan is the only state in our operating geography to record a net reduction in branch count (from 35 to 33, a decline of approximately 5.7%) over Fiscals 2024 to 2026, even as our overall branch network expanded by 31% over the same period (from 67 to 88 branches), with Delhi, Haryana and Uttar Pradesh each recording increases in branch count. There can be no assurance that this decline does not reflect underlying issues such as branch-level unviability, local competitive pressure, asset quality concerns, or difficulties in customer retention or origination in the state.

Any reduction in our branch network, loan accounts or AUM in Rajasthan whether due to branch rationalisation, competitive pressure, regulatory or local political developments, or a decline in the credit quality or collections performance of our portfolio in the state could disproportionately affect us given Rajasthan's significant contribution to our owned portfolio and its status as a primary strategic focus market. A sustained contraction in this geography, without a corresponding offset from growth in other states, could adversely affect our business, financial condition, cash flows and results of operations. Additionally, any negative perception among prospective investors regarding our ability to sustain or grow operations in a stated strategic focus market could adversely affect our financial performance and results of operations

15. We require substantial capital for our business and any disruption in our sources of capital could have an adverse effect on our business, results of operations and financial condition.

Our ability to raise funds on acceptable terms and in a timely manner, depends on various factors including our current and future results of operations, risk management policies, credit ratings, brand equity, the regulatory environment and policy initiatives in India and developments in the domestic markets and international markets affecting the Indian economy. For further information on our indebtedness, see “*Financial Indebtedness*” on page 352. Set forth below are details of our debt funding, including the average cost of such funding, in the three preceding Fiscals:

Fiscal 2026		Fiscal 2025		Fiscal 2024	
Total Debt	Average Cost of borrowing	Total Debt	Average Cost of borrowing	Total Debt	Average Cost of borrowing
3,882.15	11.53%	1,877.96	13.91%	1,824.19	13.34%

Our cost of borrowings is dependent on prevailing market conditions and is subject to change based on various factors beyond our control, including RBI policies on money supply and interest rates, inflation, and the liquidity position in the Indian financial system. Any increase in our cost of borrowings, or our inability to raise funds at competitive rates as compared to our peers, may adversely affect our profitability. There can be no assurance that we will be able to maintain our current cost of borrowings or that our cost of funds will not increase in the future, which could have an adverse effect on our business, results of operations and financial condition.

16. Our Average Cost of Borrowings Ratio was 11.53 %, 13.91 % and 13.34 % for the Fiscals 2026, 2025 and 2024 respectively. If we are unable to secure funding on acceptable terms and at competitive rates when needed, including due to any downgrade in our credit ratings, it could have a material adverse effect on our business, results of operations, cash flows and financial condition.

As a non-deposit taking NBFC, we rely on a variety of borrowing sources. We have historically relied on a combination of funding sources to meet our capital requirements, including banks, other NBFCs etc. Our borrowings comprise short and long-term loans from banks, non-convertible debentures.

Our ability to raise funds on acceptable terms, at competitive rates and in a timely manner, depends on various factors, including our current and future results of operations and financial condition, credit ratings, interest rate fluctuations, brand equity, the regulatory environment and policy initiatives in India and developments in the international markets affecting the Indian economy including liquidity in the market. Any event affecting the market sentiment surrounding the financing sector could adversely affect our borrowings.

The table below sets forth a breakdown of our funding sources and their respective contribution as a percentage of our total borrowings, as at the dates indicated.

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Loans from Banks & Financial Institutions	2,466.72	1,877.96	1,824.19
NCDs	1,415.43	-	-
Total Borrowings	3,882.15	1,877.96	1,824.19

The following table sets forth our finance cost and average cost of borrowings ratio for the years indicated:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Finance Costs	331.97	257.53	234.64
Average Cost of Borrowings	11.53%	13.91%	13.34%

Our Company's Average Cost of Borrowings ratio decreased from 13.34% in Fiscal 2024 to 11.53% for Fiscal 2026, due to issuance of NCDs which bear lower cost compared to loans from banks and financial institutions. Further, our credit rating was upgraded from BBB- to BBB which would help us to borrow funds at favourable rates. Our Average Cost of Borrowings Ratio may continue to remain high or increase so long as interest rates remain elevated.

There can be no assurance that we will be able to maintain or reduce our average Cost of Borrowings Ratio going forward. Any adverse change in our borrowing mix, any downgrade in our credit ratings, or any sustained increase in market interest rates could increase our cost of borrowings, and our inability to correspondingly increase our lending rates could adversely affect our net interest margins and have a material adverse effect on our business, results of operations, cash flows and financial condition.

17. Our financial performance is primarily dependent upon the interest rate risk. If we are unable to manage interest rate risk in the future, it could have an adverse effect on our net interest margin, thereby adversely affecting business and financial condition of our Company.

Our results of operations are substantially dependent upon the level of our net interest margins. Interest Income is the largest component of our total income. Interest rates are sensitive to many factors beyond our control, including the RBI's monetary policies, domestic and international economic and political conditions and other factors. Over the years, the Government of India has substantially deregulated the financial sector. As a result, interest rates are now primarily determined by the market, which has increased the interest rate risk exposure of all banks and financial intermediaries in India, including us.

Our policy is to attempt to balance the proportion of the interest earning assets, with interest bearing liabilities. A significant portion of our liabilities, such as non-convertible debentures carry fixed rates of interest and the borrowings are linked to the respective banks' benchmark prime lending rate/base rate/marginal cost of lending. Moreover, we do not hedge our exposure to interest rate changes. We cannot assure you that we can adequately manage our interest rate risk in the future or can effectively balance the proportion of our fixed rate loan assets and liabilities. Further, changes in interest rates could affect the interest rates charged on interest earning assets and the interest rates paid on interest bearing liabilities in different ways. Thus, our results of operations could be affected by changes in interest rates and the timing of any re-pricing of our liabilities compared with the re-pricing of our assets. Any mismatch between the yield on our assets and the cost of our funds due to market action/factors could have an impact on our profitability.

18. Our branches are vulnerable to various operational risks, including theft, fraud, burglary and embezzlement by our employees and customers due to high volume of cash and gold jewellery handled by us.

Our business involves carrying out cash and gold jewellery transactions that expose us to the risk of fraud by employees, customers or third parties, theft, burglary and misappropriation or unauthorized transactions by our employees. Storage of cash and pledged gold jewellery as part of our business entails the risk of theft and resulting loss to our reputation and business. The short tenure of the loans advanced by us and our practice of processing loan repayments within short timelines require us to store pledged gold on our premises at all points in time. With regard to all burglaries, we may not be able to recover the entire amount of the loss suffered and may receive only a partial payment of the insurance claim. While we are insured against the risk of burglary arising from our business, such insurance may not be sufficient to fully cover the losses we suffer. Further, the actual recovery of the insured amount from the insurer requires the undertaking of certain procedures, and any delay in recovery could adversely affect our reputation and results of operation.

Pursuant to the same, while we have strengthened our security policies and procedures and have also taken insurance cover in respect of cash and gold jewellery held at our branches against risks including theft, burglary and fraud, we cannot guarantee that theft will not be committed in the future, or that such insurance will be adequate or sufficient to cover the losses suffered by us, which could adversely affect our reputation, business and results of operations. Further, we are exposed to the risk of fraud and other misconduct by employees and customers.

19. Inaccurate appraisal of pledged gold jewellery by our personnel may adversely affect our business and financial condition.

The accurate appraisal of pledged gold jewellery is a significant factor in the successful operation of our business and such appraisal requires a skilled and reliable workforce. Inaccurate appraisal of gold by our workforce may result in gold being overvalued and pledged for a loan that is higher in value than the gold's actual value, which could adversely affect our reputation and business.

Further, we are subject to the risk that our gold appraisers may engage in fraud regarding their estimation of the value of pledged gold. Any such inaccuracies or fraud in relation to our appraisal of gold may adversely affect our reputation, business and financial condition.

We have implemented certain policies and procedures to mitigate the risk of inaccurate appraisal of gold jewellery, including a standardized gold appraisal methodology across our branches, testing of gold purity using testing equipment, verification of gold weight and purity by appraisers and employees prior to disbursement of the loan, periodic training programs for our appraisers, and internal audits of our branches to verify compliance with our appraisal procedures. We also maintain a system of checks such as CCTV surveillance at our branches. However, there can be no assurance that these measures will be adequate to detect or prevent all instances of inaccurate appraisal or fraud by our employees, and any failure of these systems and processes could adversely affect our reputation, business, results of operations and financial condition.

20. Majority of the gold loans we offer are due within one year of disbursement, and a failure to disburse new loans may result in a reduction of our loan portfolio and a corresponding decrease in our interest income.

Majority of the gold loans offered by us are due within one year of disbursement. Given the short-term nature of our loan products, our loan portfolio is renewed at a relatively high frequency as compared to lenders offering longer-tenure credit products, and we are therefore required to continuously originate and disburse new loans, or renew/roll-over existing loans, in order to maintain and grow the size of our loan portfolio and our corresponding interest income. Unlike longer-tenure loans, where the interest income stream is locked in over an extended period, our interest income is dependent on our ability to redeploy funds released upon repayment or foreclosure of matured loans into new loan disbursements at similar or better yields.

Our customers may choose not to avail fresh loans from us upon maturity or repayment of their existing loans for various reasons, including increased competition from other gold loan NBFCs, banks and unorganized lenders (such as local money lenders and pawnbrokers) offering more competitive interest rates or loan-to-value ratios, adverse changes in gold prices affecting customers' borrowing needs, general economic conditions affecting customer cash flows, or customer dissatisfaction with our services. Any slowdown in our ability to disburse new loans at a pace consistent with the repayment or maturity of our existing loans could result in a decline in our AUM, which would have a corresponding adverse impact on our interest income, results of operations and financial condition. Further, any decline in gold prices could also reduce the loan amount customers are eligible for against the same quantity of pledged gold, which may affect the size of new loans disbursed by us.

In order to mitigate the above risks and to support consistent disbursement of new loans, we have undertaken various measures, including expanding our branch network to improve accessibility for our customers, offering a range of

gold loan products with varying tenures and repayment options to cater to different customer needs, maintaining competitive interest rates and loan-to-value ratios in line with regulatory requirements and market practice, leveraging technology such as online loan renewal and repayment facilities to improve customer convenience and retention. We also monitor our loan renewal and customer retention rates on a regular basis to enable us to take timely corrective action. However, there can be no assurance that these measures will be successful in ensuring consistent disbursement of new loans or renewal of existing loans, and any failure to do so could adversely affect our interest income, results of operations, cash flows and financial condition. For details, please refer to “*Our Business- Our Products and Services*” on page 202.

21. We are affected by volatility in interest rates for our lending operations, which could cause our earnings and associated key financial metrics to vary, which may adversely affect our business, financial condition, results of operations and cash flows.

Interest rates are sensitive to many factors beyond our control, including the monetary policies of the RBI, regulatory developments in the financial sector in India, inflation, deposit and lending rates prescribed or influenced by banks and financial institutions, domestic and international economic and political conditions, and global financial market conditions. Changes in interest rates can significantly affect our earnings and associated key financial metrics, including our Net Interest Income, Net Interest Margin Ratio, Cost to Income Ratio, Return on Assets, and Return on Equity, among others.

As a non-deposit taking NBFC, our borrowings comprise both fixed and floating rate instruments, including term loans from banks and financial institutions, cash credit/working capital facilities and non-convertible debentures, while our loan assets are typically extended at fixed rates of interest for relatively short tenures. This exposes us to interest rate risk on account of any mismatch between the re-pricing or maturity profile of our interest-earning assets and interest-bearing liabilities. In a rising interest rate environment, our cost of borrowings on our floating rate liabilities or on fresh/renewed borrowings may increase at a faster pace than our ability to correspondingly reprice our loan assets, which are largely fixed rate and of shorter tenure, thereby compressing our net interest margins. Conversely, in a declining interest rate environment, competitive pressures may require us to reduce our lending rates faster than the corresponding reduction in our cost of funds, which could similarly affect our margins.

22. We may face asset-liability mismatches, which could adversely affect our liquidity and consequently affect our profitability, business, results of operations, cash flows and financial condition.

Asset-liability mismatches may arise if assets and liabilities mature over different periods. A significant portion of our assets, such as home loans disbursed by us have maturities with longer terms than our borrowings. A portion of our funding requirements are met through short and medium-term borrowings such as term loans and working capital loans from banks and financial institutions, non-convertible debentures. Our inability to obtain additional credit facilities or renew our existing credit facilities in a timely and cost-effective manner to meet our maturing liabilities, or at all, may lead to mismatches in the maturity profile of our assets and liabilities, which in turn may adversely affect our liquidity position, and in turn, our operations, cash flows and financial performance.

The table below provides an overview of our asset and liability maturity pattern as at March 31, 2026.

Particulars	Liabilities	Assets	Mismatch
Maturity Period			
Less than one month	180.33	716.62	536.29
Over one month up to three months	281.14	176.88	(104.26)
Over three months up to one year	1,391.61	4,298.22	2,906.61
Over one year up to five years	2,097.98	437.83	1,660.15
Over five years	89.91	81.35	(8.56)

We cannot assure you that our businesses will generate sufficient cash flow from operations such that our anticipated revenue growth will be realised or that future borrowings will be available to us under credit facilities in amounts sufficient to enable us to repay our existing indebtedness or fund our expansion efforts or other liquidity needs. We have not faced any breach of tolerance limits prescribed under regulatory guidelines in the Fiscals 2026, 2025 and 2024. There is no assurance that we will be able to maintain or raise funds to achieve such profile. Any adverse instances in the future may lead to a liquidity risk and have an adverse effect on our business, results of operations, financial condition and cash flows.

23. We are subject to supervision and regulation by RBI, and any adverse action taken or changes in RBI's regulations governing us could adversely affect our business.

As an NBFC, we are subject to periodic inspection by RBI under Section 45N of the RBI Act, 1934 ("RBI Act"), pursuant to which the RBI inspects our books of accounts and other records for the purpose of verifying the correctness or completeness of any statement, information or particulars furnished to the RBI. Any irregularities found during such investigations by such regulatory authorities could, similarly, expose us to warnings, penalties and restrictions.

Our Company is required to maintain a minimum Tier 1 capital and Capital to Risk-weighted Asset Ratio (CRAR) of 12 per cent and 15 per cent respectively of the aggregate Risk Weighted Assets (RWAs), in accordance with the Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025 ("Capital Adequacy Directions, 2025"), which consolidates and supersedes the earlier regulatory framework. The Tier 2 capital of the NBFC, at any point of time, shall not exceed 100 per cent of Tier 1 capital. Pursuant to the Second Amendment to the Capital Adequacy Directions, 2025, notified by the RBI on March 10, 2026, NBFCs are now permitted to include adjusted quarterly profits in the computation of Owned Fund and Tier 1 capital for CRAR purposes, without being required to wait for year-end audited accounts. However, for the purposes of computing credit and investment concentration limits under the Master Direction – RBI (NBFC – Concentration Risk Management) Directions, 2025, Tier 1 capital must continue to be computed on the basis of the latest available audited or limited-review financial statements. Accordingly, we are required to maintain two separate Tier 1 capital computations one for CRAR purposes and one for concentration limit purposes and any non-compliance with this distinction may attract regulatory action. Further, RBI, by way of circular dated June 24, 2021 (RBI/2021-22/59 DOR.ACC.REC. No.23/21.02.067/2021-22), has capped the dividend payout ratio for NBFCs at 50 per cent of net profit (60 per cent in the case of Core Investment Companies), subject to the NBFC meeting the applicable minimum prudential requirements, including maintaining the requisite CRAR and a net NPA ratio of less than 6 per cent in each of the last three financial years. This may restrict our Company's ability to pay dividends to its shareholders. Compliance with the applicable regulations across jurisdictions, including restrictions on investments and other activities currently carried out by the Company, involves a number of risks, particularly where applicable regulations may be subject to varying interpretations. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and our business could be adversely affected. Further, the RBI may amend regulations and guidelines applicable to NBFCs in the future, which may require us to restructure our activities, incur additional costs, or could otherwise adversely affect our business and financial performance.

The RBI has not prescribed a formal ceiling on the rate of interest chargeable by non-deposit taking NBFCs (other than NBFC-MFIs). However, pursuant to the RBI's Fair Practices Code and applicable Master Directions, the Company is required to adopt a board-approved interest rate framework that takes into account relevant factors such as cost of funds, margin, and risk premium applicable to different categories of borrowers. The Company is required to disclose the applicable interest rate, the rationale for charging differential rates across borrower categories, and the maximum charges levied on each loan product including interest rates, processing fees, insurance, and other applicable costs in the loan application form, sanction letter, Key Facts Statement, and on its website. Any revision to the maximum charges so disclosed requires prior board approval. Further, effective January 1, 2024, the RBI has prohibited NBFCs from levying penal interest on borrowers in the event of default or non-compliance with the material terms and conditions of the loan contract. Penalties for such non-compliance must now be levied only as penal charges, pursuant to a board-approved policy, which must be fair, non-discriminatory, and not structured so as to generate additional revenue beyond the agreed interest rate. Penal charges cannot be capitalised, i.e., no further interest may be computed on such charges. Notwithstanding the above, while the RBI currently operates a deregulated interest rate regime for non-deposit taking NBFCs (other than NBFC-MFIs), there can be no assurance that the RBI and/or the Government will not introduce formal interest rate caps, prescribe additional pricing restrictions, or otherwise implement regulations or policies including new legal interpretations of existing regulations relating to or affecting interest rates, taxation, inflation, or exchange controls, that could have an adverse effect on the business or financial performance of the Company. The RBI has, in the recent past, demonstrated a heightened supervisory focus on interest rate practices of NBFCs and has taken enforcement action, including cease-and-desist orders, against NBFCs found to be charging usurious or unfair rates. This regulatory risk has materially intensified and there can be no assurance that any changes in laws and regulations relative to the Indian financial services industry, or any regulatory action arising from non-compliance with fair lending practices or pricing norms, will not adversely impact our business, financial condition, and results of operations.

24. The RBI's Responsible Business Conduct Directions, 2025, governing lending against gold and silver, will directly restrict the amount we can lend against the gold collateral and impose significant new operational and compliance obligations on our business, which could materially and adversely affect our loan portfolio, revenues and financial performance.

As a company primarily engaged in gold loans, we are critically exposed to a comprehensive regulatory overhaul of the gold lending sector. The Reserve Bank of India initially issued the Reserve Bank of India (Lending Against Gold and Silver Collateral) Directions, 2025 on June 6, 2025, which were subsequently superseded in November 2025 by master regulations: the Reserve Bank of India (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025 ("*NBFC RBC Directions*"). The NBFC RBC Directions replaced 31 scattered gold lending circulars accumulated over several decades and are now the master regulations governing gold lending in India. The compliance deadline under these Directions was April 1, 2026.

The RBC Directions impose material restrictions on our lending operations. Maximum LTV ratios are tiered based on loan size: 85% for loans up to ₹2.5 lakh, 80% for loans between ₹2.5 lakh and ₹5 lakh, and 75% for loans above ₹5 lakh, and this LTV must be maintained on an ongoing basis throughout the loan tenure. For bullet repayment loans, the LTV is calculated on the total amount repayable at maturity that is, principal plus accrued interest rather than on the principal amount alone, which means we are required to disburse materially lower loan amounts against the same gold collateral than we previously could.

The RBC Directions also impose a range of operational and conduct obligations. NBFCs must follow standardised assaying, valuation, storage, documentation, and auction processes, and must compensate borrowers for any delays or loss of collateral. Pledged gold must be returned within 7 working days of full repayment, failing which a statutory penalty of ₹5,000 per day is payable to the borrower; auction reserve prices must be set at no less than 90% of current market value; and any surplus proceeds post-auction must be returned to borrowers within 7 working days. Loan renewals for bullet repayment loans require prior clearance of accrued interest and a fresh credit assessment; top-ups are permissible only within LTV limits and on the basis of a borrower-initiated request supported by a fresh appraisal. Lenders are required to maintain standardised loan documentation across all branches, with no branch-level deviation permitted on agreement terms.

Collectively, these requirements compel significant changes to our disbursement processes, LTV monitoring systems, credit appraisal frameworks, branch-level operations, and documentation standards. For NBFCs, compliance costs and operational overheads are expected to rise, though the measures are intended to enhance asset quality, mitigate default risks, and strengthen market credibility over time. Any failure to comply, or the business impact of complying, could adversely affect our loan portfolio size, disbursement volumes, interest income, and overall financial performance.

25. Any breach of the prescribed Loan-To-Value ("LTV") ceiling for our gold loan portfolio may require us to initiate corrective action and, where left unresolved, may result in asset classification downgrades, which could adversely affect our financial condition and results of operations.

Pursuant to the RBI (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025 ("*NBFC RBC Directions*") and the Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025 ("*IRACP Directions*"), both effective from November 28, 2025, we are required to maintain the prescribed LTV ceiling on an ongoing basis throughout the tenure of our gold loans, calculated on the prevailing market value of the pledged collateral. For bullet repayment loans, LTV is computed on the total amount repayable at maturity, inclusive of accrued interest, rather than on the principal amount alone.

In the event of a decline in gold prices, the LTV ratio of outstanding gold loans may exceed the applicable regulatory threshold. The NBFC RBC Directions require lenders to have Board-approved policies and operational systems in place to monitor LTV on a continuous basis and to take remedial steps upon any breach. Where an LTV breach is not rectified and, in the case of bullet repayment loans, the LTV remains in breach or the loan is not settled at maturity, such accounts become susceptible to NPA classification under the IRACP Directions. Under the IRACP Directions, NPA classification is borrower-wise and not facility-wise, meaning that a classification event on one gold loan facility could result in all credit exposures of the same borrower being downgraded simultaneously. Any consequent NPA classification would trigger provisioning requirements at the rates prescribed under the IRACP Directions and result in a deterioration of our reported asset quality metrics.

We are also required to implement systems capable of monitoring LTV levels on a continuous basis, which may necessitate incremental technology investments and increased operational complexity. A significant and sustained decline in gold prices could cause LTV breaches across a material portion of our portfolio simultaneously. Given the systemic and correlated nature of such risk driven by commodity price movements rather than borrower-specific credit events any such adverse movement in gold prices could have a disproportionate and widespread impact on our portfolio quality, provisioning requirements, and reported financial performance.

26. Our liquidity risk management obligations under the NBFC ALM Directions, 2025 may expose us to asset-liability mismatches and liquidity constraints, which could adversely affect our financial condition and results of operations.

Our liquidity risk management framework is governed by the Reserve Bank of India (Non-Banking Financial Companies – Asset Liability Management) Directions, 2025 ("NBFC ALM Directions"), effective November 28, 2025, which superseded the ALM provisions previously contained within the SBR Directions, 2023. The NBFC ALM Directions require us to maintain a Board-approved liquidity risk management policy, monitor cumulative mismatches across maturity buckets, undertake periodic ALM reporting, and implement stress testing and contingency funding plans.

Our gold loan business is structurally exposed to asset-liability mismatches, as our loans are typically short-tenure (generally under 12 months) while our borrowings, including term loans and non-convertible debentures, tend to carry longer contractual maturities. Any sudden loss of access to funding, unexpected acceleration in loan repayments, or adverse market conditions could create material liquidity stress.

There can be no assurance that we will at all times maintain adequate liquidity buffers or comply with applicable RBI liquidity requirements, any failure of which could adversely affect our business, financial condition, and results of operations.

27. As our business grows, we may be reclassified to a higher regulatory tier under the RBI's Scale Based Regulation Framework, which could impose materially enhanced compliance obligations and costs on us.

We are currently classified as a Base Layer NBFC under the RBI (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 issued vide circular RBI/DOR/2025-26/339 ("SBR Directions 2025"). If our consolidated asset size crosses ₹1,000 crore, we will be automatically reclassified as a Middle Layer NBFC, subjecting us to significantly more onerous regulatory requirements including mandatory appointment of a Chief Compliance Officer, implementation of an Internal Capital Adequacy Assessment Process, a large exposure framework, and enhanced governance obligations. Critically, for groups with multiple NBFCs, reclassification is triggered on the basis of consolidated group assets meaning we could be reclassified even if our standalone asset size remains below the threshold. A further reclassification to the Upper Layer would impose near bank-equivalent requirements, including minimum Common Equity Tier 1 capital norms, leverage ceilings, and mandatory listing within 24 months. Each successive reclassification would substantially increase our compliance costs, constrain operational flexibility, and divert management bandwidth, any of which could materially and adversely affect our business, financial condition, and results of operations

28. Any downgrade in our credit ratings in future could increase our existing and future borrowing costs and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, cash flows and financial condition.

The cost and availability of funds depend in part on our credit ratings. Credit ratings provided by credit rating agencies may be suspended, withdrawn or revised at any time by the assigning rating agencies and should be evaluated independently of any other rating. Any downgrade in our credit ratings in future could increase our existing and future borrowing costs and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, cash flows and financial condition. A downgrade in our credit ratings could result in our lenders imposing additional terms and conditions to financing arrangements we enter into in the future.

The following table sets forth information with respect to our credit ratings as on the date of this Draft Red Herring Prospectus.

Particulars	Rating
₹ 1,700 Million Total Bank Loan Facilities (Long Term Rating)	Crisil BBB/Stable (Reaffirmed)
₹ 1,000 Million Non-Convertible Debentures	Crisil BBB/Stable (Assigned)
₹ 1,260 Million Non-Convertible Debentures	Crisil BBB/Stable (Reaffirmed)

Particulars	Rating
₹ 300 Million Non-Convertible Debentures	Crisil BBB/Stable (Reaffirmed)
₹ 400 Million Non-Convertible Debentures	Crisil BBB/Stable (Reaffirmed)

We have not experienced any credit ratings downgrade in the Fiscals 2026, 2025 and 2024. There can be no assurance that we will not be subject to ratings downgrades in future, which may have an adverse effect on our cost and availability of capital and hence our business, financial condition and results of operations.

29. Our branch network is concentrated in northern India and any disruption or downturn in the economy of the region would adversely affect our operations.

As of March 31, 2026, we have 88 branches across 4 states and one union territory, namely 31 in the union territory of Delhi and 4 in the state of Haryana, 9 in the state of Uttar Pradesh, 11 in the state of Madhya Pradesh and 33 in the state of Rajasthan. For details, please refer to “*Our Business*” on page 188. As a result, we are exposed to risks including any change in policies relating to these states, any localized social unrest, any natural disaster and any event or development which could make business in such states less economically beneficial. Further, any disruption, disturbance or breakdown in these states could adversely affect the result of our business and operations. Our concentration in the northern states of India exposes us to adverse economic or political circumstances that may arise in that region as compared to other NBFCs and commercial banks that may have diversified national presence and may have an adverse effect on our business, market share and results of operations.

30. We may experience difficulties in expanding our business into additional geographical markets in India, which may adversely affect our business prospects, financial conditions and results of operations.

Currently, our branches are spread across 4 states and one union territory, i.e. Delhi, Haryana, Uttar Pradesh, Madhya Pradesh and Rajasthan, with Delhi and Rajasthan being our primary strategic focus, and we also evaluate attractive growth opportunities in other regions in India. We may not be able to leverage our experience in the states that we are present in to expand our operations in other regions, should we decide to further expand our operations. Factors such as competition, culture, regulatory regimes, business practices and customs, customer attitude, sentimental attachments towards gold jewellery, behavior and preferences in these cities where we may plan to expand our operations may differ from those in states where we have established a presence and our experience in these states may not provide us with benefits in other geographies. In addition, as we enter new markets and geographical areas, we are likely to compete not only with other large banks and financial institutions in the gold loan business, but also the local unorganized or semi-organized lenders, who are more familiar with local conditions, business practices and customs, have stronger relationships with customers and may have a more established brand name within local communities.

If we plan to further expand our geographical footprint, our business may be exposed to various additional challenges, including obtaining necessary governmental approvals, identifying and collaborating with local business partners with whom we may have no previous working relationship; successfully gauging market conditions in new markets; attracting potential customers; being susceptible to local laws in new geographical areas of India; and adapting our marketing strategy and operations to suit regions where different languages are spoken. Our inability to expand our current operations in additional geographical markets may adversely affect our growth, business prospects, financial conditions and results of operations.

31. Our customer base comprises entirely of individual borrowers, who generally are more likely to be affected by declining economic conditions than large corporate borrowers. Any decline in the repayment capabilities of our borrowers, may result in increase in defaults, thereby adversely affecting our business and financial condition.

Individual borrowers typically are less financially resilient than larger corporate borrowers, and as a result, they are typically more adversely affected by declining economic conditions. In addition, a significant majority of our customer base belongs to various income groups. Furthermore, unlike many developed economies, a nationwide credit bureau has only recently become operational in India, so there is less financial information available about individuals, our focus customer segment of the various income groups. It is therefore difficult to carry out precise credit risk analysis on our customers. While we follow certain procedures to evaluate the credit profile of our customers before we sanction business and personal loans and we generally rely on the quality of the pledged gold for gold loans rather than on a stringent analysis of the credit profile of our customers. Although we believe that our risk management controls are sufficient, we cannot be certain that they will continue to be sufficient or that additional

risk management policies for individual borrowers will not be required. Failure to maintain sufficient credit assessment policies, particularly for individual borrowers, could adversely affect our loan portfolio, which could in turn have an adverse effect on our financial condition and results of operations.

32. Our business is capital intensive and any disruption or restrictions in raising financial resources would have a material adverse effect on our liquidity and financial condition.

Our Company's liquidity and ongoing profitability are, to a large extent, dependent upon its timely access to, and the costs associated with, raising capital. Our funding requirements historically have been met from various sources, including term loans, working capital limits from banks, issuance of non-convertible debentures. Thus, our Company's business growth, liquidity and profitability depend and will continue to depend on its ability to access diversified, relatively stable and low-cost funding sources as well as our Company's financial performance, capital adequacy levels, credit ratings and relationships with lenders. Any adverse developments or changes in applicable laws and regulations which limit our Company's ability to raise funds through issuance of non-convertible debentures can disrupt its sources of funding and as a consequence, could have a material adverse effect on our Company's liquidity and financial condition.

Our Company's ability to borrow funds and refinance existing debt may also be affected by a variety of factors, including liquidity in the markets, the strength of the lenders from which our Company borrows, the amount of eligible collateral and accounting changes that may impact calculations of covenants in our Company's financing agreements. An event of default, a significant negative ratings action by a rating agency, an adverse action by a regulatory authority or a general deterioration in prevailing economic conditions that constricts the availability of credit may increase our Company's cost of funds and make it difficult for our Company to access financing in a cost-effective manner. A disruption in sources of funds or increase in cost of funds as a result of any of these factors may have a material adverse effect on our Company's liquidity and financial condition.

33. Non-compliance with the RBI's Fair Practices Code and the revised Penal Charges framework could reduce our income from delinquent borrowers and expose us to regulatory sanctions, adversely affecting our financial performance and reputation.

We are required to comply with the RBI Master Directions on Fair Practices Code for NBFCs, which mandate transparency in interest rate disclosures, loan terms, recovery practices, and our gold loan auction process. Any breach of these requirements could attract regulatory penalties, adverse ombudsman rulings, and reputational damage. Any failure to comply with these requirements could further expose us to regulatory action, penalties, and reputational harm, each of which could materially and adversely affect our business, financial condition, and results of operations.

34. *We require certain licenses, permits and approvals in the ordinary course of business, and the failure to obtain or retain them in a timely manner may materially and adversely affect our operations.*

As part of our operations, we are required to obtain, renew and maintain certain statutory and regulatory permits and approvals under central, state and local government rules in India for carrying out our business. For further details of the permits and approvals we have received and those which we have applied for, see "*Government and Other Key Approvals*" on page 409. We have obtained the material licenses, registrations, permits and approvals for our existing business operations. However, certain approvals, licenses and registrations may have lapsed in their normal course, and we have either made applications to the appropriate authorities for renewal of such licenses, approvals and registrations or are in the process of making such applications. There can be no assurance that we will be able to maintain or renew such licenses, registrations, permits or approvals nor that we will not be subject to new licensing requirements, particularly in relation to new business operations.

Further, the licenses, permits and approvals required and obtained by us are subject to several conditions and we cannot assure you that we will be able to continuously meet such conditions, which may lead to cancellation, revocation or suspension of the relevant licenses, permits and approvals. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased compliance costs, be subject to penalties, have our licenses, approvals and permits revoked or suffer a disruption in our operations, any of which may materially and adversely affect our business and results of operations. While we have not faced any instances where our applications for or renewal of statutory permits, approvals or licenses were rejected by the relevant regulatory authority in the Fiscals 2026, 2025 and 2024, if we do not receive any permissions in a timely manner or at all, we may incur increased compliance costs, be subject to penalties and inspections, and suffer disruptions in our operations.

Additionally, unfavourable changes in or interpretations of existing laws, or the promulgation of new laws, governing our business and operations, including in the financial services market in India could require us to obtain additional licenses and approvals. In addition, regulatory authorities could also impose notices and other orders on us in case of non-possession of licenses.

35. The SARFAESI Act is not available as a recovery mechanism for our gold loan portfolio, and our primary recovery mechanism is subject to regulatory requirements and procedural constraints.

The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("SARFAESI Act") provides secured lenders with an expedited mechanism for enforcement of security interests without court intervention. However, the SARFAESI Act is applicable only in respect of loans above Rs. 20 lakh. As our gold loans are typically small-ticket products (a significant portion falling below this threshold), SARFAESI is largely unavailable as a recovery mechanism for a substantial portion of our gold loan book. For defaulted gold loans, our primary recovery mechanism is the auction of pledged gold jewellery, which is subject to mandatory procedural requirements including: (i) mandatory notice period to the borrower before auction; (ii) public announcement requirements (announcement in at least two newspapers, one in the regional language) under the Gold Loan Directions 2025; (iii) transparent auction process; and (iv) return of any surplus proceeds to the borrower. Delays in the auction process, adverse gold price movements between the default event and the auction date, and potential legal challenges by borrowers can reduce the amounts recoverable. Any failure to recover the expected value of pledged gold through the auction process could result in losses and adversely affect our business and financial condition.

36. Our primary recovery mechanism upon gold loan default is the auction of pledged gold jewellery, which is subject to mandatory procedural requirements, gold price risk between default and auction, borrower litigation, and regulatory compliance obligations under the Gold Loan Directions 2025, any of which could result in recovery shortfalls and adversely affect our financial condition.

Upon default by a borrower under a gold loan, our primary and in most cases only recovery mechanism is the auction of the pledged gold jewellery. Unlike certain other secured loans where SARFAESI remedies or mortgage enforcement proceedings may be available, the recovery of gold loan dues is substantially dependent on the outcome of the auction process. This process is subject to the following specific risks:

- (i) Mandatory procedural requirements under Gold Loan Directions 2025:** Pursuant to the Gold Loan Directions 2025, prior to conducting an auction of pledged gold collateral, we are required to comply with the following mandatory procedural steps: (a) serve a notice of intended auction upon the borrower within a prescribed period prior to the date of auction; (b) publish a public announcement regarding the auction in at least two newspapers, one of which must be in the regional language of the area where the branch is located; (c) conduct the auction through a transparent and fair bidding process; and (d) return any surplus proceeds (i.e., proceeds in excess of outstanding principal, accrued interest, and applicable charges) to the borrower within a prescribed period from the date of auction. Any failure to comply with these procedural requirements may render the auction invalid and expose us to claims by the borrower, in addition to potential regulatory action.
- (ii) Gold price risk between default and auction date:** A period of time necessarily elapses between the date on which a borrower defaults and the date on which the pledged gold is auctioned. During this period, the market price of gold may decline. Where the outstanding loan amount (principal plus accrued interest and charges) was sanctioned at or near the maximum permissible LTV, even a moderate decline in gold prices between the default date and the auction date could result in the auction proceeds being insufficient to fully cover the outstanding dues, creating a loss in our books of accounts.
- (iii) Auction recovery shortfall risk:** The amount realised at auction depends not only on the market price of gold on the auction date but also on: (a) the purity and making charges embedded in the jewellery (since we lend against the value of the gold content, but auction proceeds reflect the jewellery's market value minus making charges and refining costs); (b) the level of interest from prospective bidders at each branch auction; (c) the quantity of gold being auctioned and whether the available supply at a given auction may depress realised prices; and (d) the condition and certifiability of the pledged gold jewellery.

- (iv) **Borrower litigation challenging auction validity:** Borrowers have, in certain instances across the gold lending industry, initiated legal proceedings before civil courts, consumer courts, and the Debt Recovery Tribunals challenging the validity of gold loan auctions on grounds including: (a) alleged procedural non-compliance with notice and publication requirements; (b) alleged undervaluation of pledged gold at the time of auction; (c) alleged failure to return surplus proceeds; and (d) alleged conduct of auction without giving the borrower adequate opportunity to repay. Any such litigation, even if ultimately decided in our favour, could delay our recovery of outstanding dues and increase our administrative and legal costs.
- (v) **Mandatory return of surplus and delay risk:** Where auction proceeds exceed the outstanding amount due, we are required to return the surplus to the borrower. Any delay in such return may expose us to borrower complaints, consumer court proceedings, RBI ombudsman complaints, and regulatory action. Additionally, in cases where the borrower's location is unknown or the borrower disputes the surplus amount, the return process may become administratively complex and delay closure of the account.
- (vi) **Statutory penalty for delayed return of pledged collateral:** Pursuant to the Gold Loan Directions 2025, where a borrower repays the outstanding loan amount in full and we fail to return the pledged gold collateral within the prescribed period, we shall be liable to pay a statutory penalty of ₹5,000 per day of delay. Any systemic delay in our collateral return process whether due to operational bottlenecks, branch-level procedural failures, or system inadequacies could result in material aggregate penalties adversely affecting our financial condition and reputation.

We have conducted gold loan auctions in the ordinary course of our business in each of the Fiscals 2026, 2025 and 2024. There can be no assurance that future auctions will generate sufficient proceeds to fully recover outstanding amounts, that borrowers will not successfully challenge auction proceedings, or that we will at all times comply with the procedural requirements prescribed under the Gold Loan Directions 2025 and other applicable regulations. Any of the foregoing could have a material and adverse effect on our business, results of operations, financial condition and cash flows.

37. We operate in a regulated industry and as such changing laws, rules and regulations as well as legal uncertainties in India may adversely affect our business, prospects, results of operations, cash flows and financial condition.

We operate in a regulated industry, and we have to adhere to various laws, rules and regulations. The laws and regulations governing the banking and financial services industry in India have become increasingly complex and cover a wide variety of areas, such as interest rates, liquidity, treatment of customers, treatment of employees, investments, money laundering and privacy. These laws and regulations can be amended, supplemented, interpreted differently or changed at any time such that we may be required to restructure our activities and incur additional expenses to comply with such laws and regulations, which could materially and adversely affect our business and financial performance.

As an NBFC, we are regulated principally by and have reporting obligations to the RBI. We are subject to RBI's guidelines on financial regulation of NBFCs, including capital adequacy, exposure and other prudential norms. RBI regulates the credit flow by banks to NBFCs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to NBFCs. In the event we fail to comply with the requirement under the NBFC Regulations, the RBI may take regulatory action. Any such actions by the RBI could adversely impact our business, financial condition, results of operation and cash flows. Further, in terms of the NBFC Regulations, NBFCs are required to obtain prior approval of the RBI for any change in the management of the NBFCs, which results in change in more than 30.0% of the directors, excluding independent directors.

We are also required to comply with the prescribed requirements, including classification of NPAs and provisioning, KYC requirements, and other internal control mechanisms. Further, we are subject to certain IT laws, data privacy laws, rules and regulations that regulate the use of customer and other data and our branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. Certain of these laws, rules and regulations are relatively new and their interpretation and application remain uncertain. Data privacy laws, rules and regulations are also subject to change and may become more restrictive in the future.

These restrictions adversely affect our access to bank financing for categories of lending, which may in turn adversely affect our financial condition, results of operations and cash flows in the event that we are unable to source borrowings from other sources to fund such business activities.

The regulatory and legal framework governing us may change as India's economy and commercial and financial markets evolve. The Government of India may implement new laws, regulations and policies. The RBI have and may in the future, amend the regulatory framework governing our Company. Such amendments may require us to follow additional procedures, modify or restructure our activities, obtain new and additional licenses or incur additional costs or otherwise which may adversely affect our business and our financial performance. We have yet to determine the impact of all or some new or amended laws on our business and operations which may restrict our ability to grow our business in the future. The implementation of such laws has the ability to increase our costs, thereby adversely impacting our business, results of operations, cash flows and financial condition.

We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows, financial condition and prospects. Uncertainty in the applicability, interpretation, implementation or compliance costs of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and impact the viability of our current businesses, adversely affect our reputation and restrict our ability to grow our businesses in the future. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws and stamp duty laws governing our business, operations, and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We cannot predict whether any tax laws or other regulations will be enacted or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business, financial condition, results of operations and cash flows.

38. We are required to maintain applicable capital adequacy ratios and failure to comply with the capital adequacy ratios prescribed by the Reserve Bank of India could adversely affect our business, results of operations, cash flows and financial condition.

As an NBFC, we are required to maintain a capital-to-risk weighted assets ratio ("CRAR") consisting of Tier I and Tier II capital of at least 15.0% of our total risk-weighted assets of our balance sheet (on-balance sheet and of risk adjusted value of off-balance sheet items) on an ongoing basis, under the NBFC Scale Based Regulations, with a minimum Tier-I capital of 10.0% at any point of time. As we continue to grow our loan portfolio and asset base, we will be required to raise additional Tier I and Tier II capital in order to continue to meet applicable capital adequacy ratios with respect to our business.

Any changes in the regulatory framework affecting non-banking financial services companies, including capital adequacy requirements, or differences in interpretation of the same, could adversely affect our profitability or our future financial performance, by requiring a restructuring of our activities or an increase in our costs to comply with regulations applicable to us.

The table below shows our CRAR as at the dates indicated:

Particulars	For the year ended on		
	March 31, 2026	March 31, 2025	March 31, 2024
Minimum CRAR as per RBI	15.00%	15.00%	15.00%
Tier I Capital (₹ in million) ⁽¹⁾	1,791.10	1,572.60	1,041.51
Tier II Capital (₹ in million) ⁽²⁾	13.59	237.29	184.48
Total Capital (Tier I and Tier II) (₹ in million) ⁽³⁾	1,804.69	1,809.89	1,225.99
Total risk weighted assets (₹ in million) ⁽⁴⁾	5,311.41	2,617.49	1,848.51
CRAR ⁽⁵⁾	33.97%	69.15%	66.32%
CRAR – Tier I ⁽⁶⁾	33.72%	60.08%	56.34%
CRAR – Tier II ⁽⁷⁾	0.25%	9.07%	9.98%

Notes:

(1) Tier I Capital: Computed from the financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.

- (2) *Tier II Capital: Computed from the financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
- (3) *Total Capital (Tier I and Tier II): Computed from the financial statements of the Company as the total of Tier I Capital and Tier II Capital, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
- (4) *Total risk weighted assets: Computed from the financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
- (5) *Capital Risk Adequacy Ratio (CRAR): Computed from the financial statements of the Company, as the sum of CRAR - Tier I and CRAR - Tier II.*
- (6) *Capital Risk Adequacy Ratio – Tier I (CRAR – Tier I): Computed from the financial statements of the Company as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
- (7) *Capital Risk Adequacy Ratio – Tier II (CRAR – Tier II): Computed from the financial statements of the Company as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

Our CRAR has not fallen below the level prescribed by the RBI in the Fiscals 2026, 2025 and 2024 (to the extent applicable). There can be no assurance that our calculation of CRAR will continue to conform with the calculation of CRAR by the RBI in the future. In particular, the RBI's assessment of our CRAR may differ from our own.

Furthermore, if we continue to grow, we will be required to raise additional Tier I capital and Tier II capital in order to continue to maintain applicable capital adequacy ratios with respect to our business pursuant to the applicable regulations and/ or directions. There can be no assurance that our Promoter or shareholders will approve additional investments into our Company, or that we will be able to source for alternative sources of capital, in a timely manner or at all. This could result in non-compliance with applicable capital adequacy ratios, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

39. A rise in the general income level of our customers may adversely affect the demand for our loans.

Our gold loan products are designed to serve customers across income groups, with a focus on low-income, self-employed, and informal sector borrowers in semi-urban and urban markets. The size of our loans portfolios is dependent upon the demand for loans in India, which is inversely related to the general income level of our customers. A rise in the general income level in India could make our loans unattractive to some customers due to their having increased disposable income, making them less reliant on loans. Such a shift in income levels could lower our interest income, which could in turn adversely affect our business, financial condition, cash flows and results of operations.

40. We are subject to prudential norms on expected credit loss, credit concentration and excessive interest charged by the Reserve Bank of India, and compliance therewith may adversely affect our business, profitability, liquidity and reputation.

As an NBFC, we are required to comply with the prudential norms on expected credit loss, credit concentration and excessive interest charged by the RBI, which are aimed at ensuring sound risk management practices and financial stability in the sector. These norms may impact our asset quality, profitability and capital adequacy.

Expected credit loss: We are required to measure and recognise impairment allowances for our financial assets based on the expected credit loss ("ECL") model under Ind AS 109, which considers the probability of default and the loss given default over the lifetime of the asset. We are also required to maintain a prudential floor for ECL, which is the minimum provision to be made in accordance with the applicable Income Recognition, Asset Classification and Provisioning norms of the RBI, including in terms of borrower/beneficiary wise classification and provisioning for standard. The ECL model may result in higher and more volatile provisions than the previous incurred loss model, which could adversely affect our profitability and capital adequacy.

Credit concentration: The RBI prescribes prudential guidelines on exposure norms which seek to address credit risk concentration in NBFCs. As a Base Layer NBFC ("NBFC-BL"), we are subjected to the NBFC Scale Based Regulations. Under the NBFC Scale Based Regulation, certain limits have been prescribed in relation to exposure towards a single counter party and group of interconnected counter parties.

Excessive interest charged: In terms of the NBFC Scale Based Regulations, we are required to adopt an interest rate model taking into account relevant factors such as cost of funds, margin and risk premium and determine the rate of interest to be charged for loans and advances, for which we have a Board approved Policy for Determining Interest Rates, Processing and Other Charges. The rate of interest and the approach for gradations of risk and rationale for charging different rate of interest to different categories of borrowers are required to be disclosed to the borrower

or customer in the application form and communicated explicitly in the sanction letter. We are also required to disclose the rate of interest and the approach for gradation of risks on our website or publish the same in relevant newspapers. The RBI may consider the rates of interest charged by us as excessive if they are beyond a certain level and may impose penalties or take other regulatory actions against us. This may affect our reputation, business and profitability.

- 41. As an NBFC-ICC regulated by the RBI and formerly an HFC regulated by the NHB, we are subject to regulations and periodic inspections by regulatory authorities in India. Observations made during such inspections, and any non-compliance therewith, could expose us to penalties, restrictions and cancellation of the relevant license.**

As an NBFC-ICC regulated by the RBI, and formerly as a Housing Finance Company ("HFC") regulated by the National Housing Bank ("NHB"), we are subject to regulatory oversight and periodic inspections. During such inspections, the regulators examine our books of accounts, operations, risk management systems, internal controls, regulatory compliance, credit monitoring systems and other records.

The NHB conducted (i) an onsite Supervisory Inspection of our Company with reference to its position as on March 31, 2024, between February 20, 2025 and February 24, 2025, and (ii) a Credit Inspection of between January 6, 2025 and January 9, 2025. Pursuant to these inspections, the NHB issued a Supervisory Letter dated April 02, 2025 (ref. NHB/ND/DOS/DAK/2025/04306) identifying various contraventions, violations and other deficiencies, and subsequently an Advisory Letter dated May 26, 2025 (ref. HO/DOS/DAK/2025/04489), directing specific compliance actions. The RBI has not levied any penalty on the Company in Fiscals 2026, 2025 and 2024. No monetary penalty has been levied by the NHB in respect of the said inspections.

Non-compliance with observations made by the RBI or the NHB during these inspections could expose us to penalties, restrictions and cancellation of our license/permissions, including directions to stop any specific business line. Pursuant to the receipt of the Supervisory Letter, the observations were placed before the Board of Directors of the Company at its meeting held on April 08, 2025. The Board resolved to take corrective and suitable steps to address all such observations and has authorised the Managing Director and Key Managerial Personnel to ensure full compliance with the provisions and directions issued by the NHB from time to time.

- 42. Our Promoter and Directors are interested in our Company in addition to their remuneration and reimbursement of expenses payable by the Company.**

Our Promoter and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoter and the Directors will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoter and the Directors may take actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For details of Interest of our Directors, please refer to section titled "*Our Management*" on page 247.

- 43. We face the threat of fraud and cyber-attacks targeted at disrupting our services and/ or stealing sensitive internal data or customer information. Such attacks may adversely impact our business, operations and financial results.**

Our hardware and software systems are subject to potential internal and external disruptions such as cyber-attacks, phishing and trojan attacks, hacking attempts, data theft, advanced persistent system threats, incapacitation by human error, natural disasters, power loss, nation/ region-wide interruptions in the infrastructure, sabotage, computer viruses, and similar events or the loss of support services from third parties such as internet backbone providers. We undertake many of transactions through our systems and cannot assure you that we will be able to prevent occurrence of any disruption or successfully contain the consequences of such disruptions. Data security breaches could lead to the loss of public exposure of personal information (including sensitive financial and personal information) of our customers and employees. See "*—We operate in a regulated industry and as such changing laws, rules and regulations as well as legal uncertainties in India may adversely affect our business, prospects, results of operations, cash flows and financial condition.*" on page 46.

We have established data privacy policies and put in place cybersecurity and information security frameworks. There is no assurance, however, that such policies and frameworks will be effective in preventing any data leakage. Any non-compliance by our employees of our data privacy policies or measures to prevent data leakage could also adversely affect our business, financial condition and results of operations.

We have not, in the Fiscals 2026, 2025 and 2024, experienced any data breaches, disruptions to our hardware and software systems or data leakages that impacted our business. There can be no assurance that our security measures will be adequate or successful in preventing future security breaches or infringements. Any such security breaches or compromises of technology systems in the future could result in the institution of legal proceedings against us and the potential imposition of penalties. Any of the foregoing could have a material adverse effect on our business and our future financial performance.

Any unauthorized use or disclosure of confidential information by our employees could also result in data leakage that would diminish our customers' trust in us, causing us to lose customers and adversely impacting our business, reputation, results of operations and prospects. We have not experienced any adverse incidents of unauthorized use or disclosure of confidential information that materially and adversely affected our business or results of operations in the Fiscals 2026, 2025 and 2024. There is no assurance that we will be able to prevent such incidences in the future.

44. We may be unable to keep pace with technological developments and increasing competition from fintech-enabled lenders in the gold loan segment, which could adversely affect our customer acquisition, retention, and competitive positioning.

Our current business model is primarily branch-based, with our 88 branches operating across 4 states and one union territory as at March 31, 2026. Our gold loan origination, appraisal, disbursement, and recovery processes are largely conducted through physical branch infrastructure, with our employees interacting with customers in person for gold pledging, documentation, and repayment.

The Indian gold lending market is undergoing a significant technological transformation, driven by the entry and growth of technology-enabled platforms and fintech-oriented NBFCs that offer:

- doorstep gold collection services, where trained appraisers visit borrowers' homes to assess and collect pledged gold jewellery, eliminating the need for branch visits;
- instant loan disbursement to bank accounts or UPI-linked wallets upon gold pledge, significantly reducing turnaround times compared to traditional branch-based disbursement;
- AI-powered and camera-based gold purity assessment tools that are being developed to reduce dependence on trained human appraisers;
- mobile application-based loan management, enabling borrowers to track LTV, make partial interest payments, view auction notices, and request loan closure without visiting a branch;
- digital auction processes that broaden the pool of potential buyers of pledged gold; and
- lower operating cost structures enabled by technology, potentially allowing digital players to offer more competitive interest rates or LTV ratios within regulatory limits.

Our ability to compete effectively with these technology-enabled players will depend substantially on our ability to invest in and deploy comparable technology capabilities within our operations. Technology investments in loan management systems, digital onboarding platforms, real-time LTV monitoring tools (which are now mandatorily required under the Gold Loan Directions 2025), and customer-facing mobile applications require significant capital expenditure and ongoing operational investment. There can be no assurance that our technology investments will be sufficient to enable us to match the capabilities of better-capitalised or more technologically advanced competitors.

Any upgrade, migration, or replacement of our core technology systems involves risks of implementation delays, data migration errors, system downtime, and business disruption. Additionally, the Gold Loan Directions 2025 mandate that we implement automated systems for real-time LTV monitoring. Our ability to implement such systems within the regulatory timeline and without disruption to our business operations cannot be assured.

Any failure to keep pace with technological developments in our industry could result in the loss of existing customers to technologically superior competitors, difficulty in attracting new, younger, or digitally-oriented borrowers, and a relative deterioration in our cost efficiency, all of which could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

45. Our funding requirements and the proposed deployment of Net Proceeds from the Fresh Issue are based on management estimates, and have not been independently appraised by bank or financial institution.

We propose to utilise the Net Proceeds towards augmentation of our Company's Tier – I Capital base to meet our future capital requirements, including towards onward lending. For further information of the proposed objects of the Offer, see "*Objects of the Offer*" on page 102. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain shareholders' approval in a timely manner, or at all. Any delay or inability to obtain such shareholders' approval may adversely affect our business or operations.

Subject to compliance with requirements under the Companies Act, the SEBI ICDR Regulations, and other applicable laws, our planned use of the proceeds of the Offer may change. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions or our business strategy. Further, our funding requirements and deployment of the Net Proceeds, based on internal management estimates based on current market conditions, have not been appraised by any bank or financial institution or other independent agency. Furthermore, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control such as interest or exchange rate fluctuations, among others. The deployment of the Net Proceeds will be at the discretion of our Board, subject to applicable laws and regulations. Further, the utilization of the Gross Proceeds will be monitored by the Monitoring Agency. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of the Net Proceeds. For details, see "*Objects of the Offer*" on page 102.

46. Any failure or significant weakness of our internal control systems could result in operational errors or incidents of fraud, which may adversely affect our profitability and reputation.

We have documented internal controls which are periodically assessed by the operational risk team and refreshed on an annual basis. Our internal audit evaluates the adequacy and effectiveness of internal systems on an ongoing basis to ensure adherence to our policies, compliance requirements and internal guidelines.

We believe that our management of various risks including operational and fraud risks is commensurate with the size and complexity of our operations. However, we are still exposed to such risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal controls in all circumstances.

Failures or material errors in our internal systems may lead to pricing errors, deficiencies in the credit sanction process, settlement problems, inaccurate financial reporting, fraud and failure of critical systems and infrastructure. Such instances may also adversely affect our reputation, business, results of operations, cash flows and financial condition. Although we have not encountered any material lapses in our internal control systems and practices, we cannot assure you that such internal control systems and practices that we have put in place will be sufficient in monitoring or detecting any fraud that occurs.

47. Failure to identify, monitor and manage risks and effectively implement our risk management policies could expose us to legal and regulatory liability or cause us to take inappropriate risks in our operations, thereby adversely affecting our business, financial condition and results of operations.

Our Company is exposed to a variety of risks, including credit risk, market risk, operational risk and fraud risk, compliance and governance risk, information security and cyber security risk and reputational risk. The effectiveness of our risk management policies and procedures is limited by the quality and timeliness of available data. In certain cases, management of our risks depends upon the use of analytical and/ or forecasting models, which may be less accurate than expected for various reasons, including as a result of errors in constructing, interpreting or using the models or the use of inaccurate assumptions (including failures to update assumptions appropriately or in a timely manner). Our assumptions may be inaccurate due to certain matters being inherently difficult to predict. As we expand our business, we may not be able to develop commensurate risk management policies and procedures that fully address the risks associated with our business growth. If we fail to identify, monitor and manage our risks and effectively implement our risk management policies, our business, results of operations, cash flows and financial condition could be adversely affected.

Some of our risk management strategies may not be effective in a difficult or less liquid market environment, where other market participants may be attempting to use the same or similar strategies to deal with the difficult market conditions. In such circumstances, it may be difficult for us to reduce our risk positions due to the activity of such

other market participants. Other risk management methods depend upon an evaluation of information regarding the markets in which we operate, the customers we service and certain other matters, which may not be accurate, complete, up-to-date or properly evaluated. Our interest rate risk are also determined by our ability to properly identify, and mark to market changes in the value of financial instruments caused by changes in market prices or rates. Our earnings are dependent upon our ability to manage changes in credit quality and risk concentrations, the accuracy of our valuation models and our critical accounting estimates and the adequacy of our provision for loan losses. We have not experienced instances of the aforementioned risks in Fiscals 2026, 2025 and 2024 that had a material adverse impact on our business and operations. To the extent our assessments, assumptions or estimates prove inaccurate or not predictive of actual results, we could suffer higher than anticipated losses in the future.

48. Our business depends substantially on the efforts of our Key Managerial Personnel, members of the Senior Management, and failure to attract or retain such persons could adversely affect our business, results of operations, cash flows and financial condition.

The success of our business operations partly depends on our ability to attract and retain our Key Managerial Personnel and members of the Senior Management, who are critical to our ability to address emerging business and operating challenges and ensure a high standard of customer service, including in areas such as marketing, product development, credit, collections and technology. We cannot assure you that we will be able to successfully retain our Key Managerial Personnel and members of the Senior Management, and our business may be adversely affected if a substantial number of such personnel either perform at less-than-optimal efficiency or leave us. The table below provides an overview of the attrition rate of our Key Managerial Personnel and members of the Senior Management for the years indicated:

Particulars	For the year ended on		
	March 31, 2026	March 31, 2025	March 31, 2024
Number of Key Managerial Personnel and Senior Management	8	7	7
Attrition rate of Key Managerial Personnel and Senior Management	30.76%	16.67%	16.67%

The loss of our Key Managerial Personnel and members of the Senior Management may diminish the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us, and consequently have an adverse effect on our business, results of operations, cash flows and financial condition.

49. Our Promoter(s) exercise significant control over our Company and may take actions that conflict with the interests of public shareholders. Our business is also substantially dependent on the continued involvement of our Promoter, and any change in Promoter control or involvement could adversely affect our business, regulatory standing, and lender relationships.

As at the date of this Draft Red Herring Prospectus, our Promoters holds 87.92% of our paid-up equity share capital. Subject to applicable lock-in requirements under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and any additional post-listing lock-in obligations, our Promoter(s) will continue to be in a position to exercise significant control over our affairs, including:

- decisions with respect to the appointment and removal of our Board of Directors and Key Managerial Personnel;
- approval of material transactions, related party transactions, corporate restructurings, and extraordinary resolutions;
- decisions with respect to the payment of dividends, capitalisation of profits, and issuance of new equity or debt securities;
- decisions with respect to merger, demerger, acquisition, or other significant corporate events; and
- the overall strategic direction of our business.

This concentration of control may result in decisions that serve the interests of our Promoters but may not align with the interests of our public shareholders. The Promoters may vote against resolutions put to a vote of our shareholders, including resolutions relating to governance, remuneration, related party transactions, and changes in our capital structure, even if such resolutions are in the interest of our public shareholders or the Company.

In addition to equity control, our business is substantially dependent on the continued active involvement of Gopal Bansal, who serves as Managing Director and whose relationships with lenders, regulators, and key customers have

been instrumental in the growth and development of our business. The loss of the Promoter's involvement in the management of our Company, whether due to illness, incapacitation, personal circumstances, or otherwise, could have a disproportionate adverse impact on our business operations, lender confidence, and regulatory standing.

Regulatory considerations: Pursuant to the Master Direction Reserve Bank of India (Non-Banking Financial Companies Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 ("SBR Directions 2025"), any change in the management of an NBFC that results in a change of more than 30% of the directors (excluding independent directors) requires prior approval of the RBI. Any change in Promoter control or management composition beyond this threshold without obtaining such prior RBI approval may expose our Company to regulatory action, including restrictions on our operations or cancellation of our NBFC registration. Further, our lenders may have the right, under certain of our financing agreements, to call for early repayment or impose additional conditions in the event of a change in controlling interest or key management. We cannot assure you that RBI approval will be received in a timely manner or that lender consents will be forthcoming on terms acceptable to us in the event of any such change.

In the event of any unforeseen loss of key management personnel, including our Promoter(s), there can be no assurance that we will be able to identify and appoint a suitable replacement on a timely basis, which could disrupt our business operations and adversely affect our results of operations and financial condition.

For further details on the shareholding of our Promoters, and their interest in our Company, see "*Capital Structure*" and "*Our Promoters and Promoter Group*" on pages 83 and 268 respectively.

50. We may face potential delays and additional expenses in enforcing our legal rights and may not be able to recover amounts owed by defaulting customers in a timely manner or at all.

We may face potential delays and additional expenses in enforcing our legal rights in judicial forums and may not be able to fully, or even partially, recover amounts owed by defaulting customers in a timely manner or at all. Delays in the course of recovery proceedings, defects in title, documentation of collateral, the possibility of being required to obtain regulatory or judicial approvals for the enforcement of such collateral and any adverse judicial pronouncements may affect recoveries directly from borrowers or over such collateral, thus exposing us to potential losses. Further, if any of our borrowers take recourse to arbitration or litigation against our recovery claims, it may cause a further delay in our recovery process, which may lead to depreciation of the secured asset. In addition, the laws and regulations governing our ability to enforce our loan agreements or our collateral can be amended, supplemented, interpreted differently or changed at any time, which may adversely affect the cost and time required, or otherwise affect or restrict our ability or strategies to recover on our loans. See "*—We operate in a regulated industry and as such changing laws, rules and regulations as well as legal uncertainties in India may adversely affect our business, prospects, results of operations, cash flows and financial condition.*" on page 46.

There have been instances in the past where there has been a delay on foreclosure of loan collateral or where we have not been able to realize the full value of loan collateral. These instances did not have any material adverse impact on the operations and financials of our Company. There can be no assurance that we will in the future be able to foreclose on collateral on a timely basis, or at all, or, if we are able to foreclose on the collateral, that the value will be sufficient to cover the outstanding amounts owed to us. Any of the foregoing could have a material adverse effect on our business, results of operations, cash flows and financial condition.

51. We have experienced growth in our Total Gross Loans from ₹2,791.04 million as at March 31, 2024 to ₹3,317.83 million as at March 31, 2025 and ₹5,132.37 million as at March 31, 2026. There is no assurance that we will be able to sustain our business growth in the future.

Our business has grown significantly in the Fiscals 2026, 2025 and 2024. Such historical growth rate is not necessarily indicative of future growth or profitability. There is no assurance that we will be able to sustain the growth of our business.

The following table sets forth certain key financial data of our Company for the years indicated. For additional details, see "*Select Statistical Information*" on page 277.

Particulars	For the year ended on		
	March 31, 2026	March 31, 2025	March 31, 2024
Total Gross Loans ⁽¹⁾	5,132.37	3,317.83	2,791.04
Interest Income ⁽²⁾	801.77	685.08	608.36
Profit After Tax ⁽³⁾	216.30	181.26	121.48

Notes:

- (i) **Total Gross Loans:** Total Loans adjusted for impairment allowances as at the last day of the relevant Fiscal.
- (ii) **Interest Income:** Interest Income as reported in the Restated Financial Information for the relevant Fiscal
- (iii) **Profit After Tax:** Profit/(loss) for the relevant Fiscal as reported in the Restated Financial Information for the relevant Fiscal.

Sustained growth puts pressure on our ability to effectively manage and control current and emerging risks. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our businesses, prospects, financial condition and results of operations. Our ability to grow our business depends on our ability to execute on our growth strategies, which include enhancing our product offerings and strengthening our distribution network, continuing to strengthen our risk management framework and collections infrastructure, continuing to leverage technology and analytics, attracting, training and retaining talented employees. We may face challenges and risks in executing such strategies. Failure to manage such risks may result in higher NPAs than anticipated, frauds, regulatory and legal actions. Such growth also places significant demands on the management, requires significant financial and other resources and will require us to continuously develop and improve our operational, financial and internal controls.

We may not be able to effectively manage the growth of our business or achieve the desired profitability in the expected timeframe or at all. If we grow our business assets too quickly or fail to make proper assessments of credit risks associated with new customers, a higher percentage of our loans may become NPAs. This would have a negative impact on the quality of our assets, financial condition and results of operations.

52. We rely on credit bureaus and information provided by our customers or employees in evaluating customer credit profiles and any inaccuracies or misleading information may affect our assessment of our customers' credit worthiness and the value of and title to collateral.

We depend on credit bureaus to check the creditworthiness of our customers. We may receive inaccurate or incomplete information as a result of negligence or fraudulent misrepresentation and our risk management measures may not be adequate to detect or prevent such activities in all cases. Difficulties in assessing credit risks associated with our day-to-day lending operations may lead to an increase in the level of our non-performing assets.

In addition, we rely on the information furnished to us by our customers, such as their financial transactions, collateral related information, credit history and the purpose of their loan application in evaluating their credit profiles and deciding whether to extend credit to customers. We may not receive updated information regarding any change in the financial condition of our customers at all or in a timely manner or may receive inaccurate or incomplete information as a result of any fraudulent misrepresentation on the part of the customers. We may fail to detect inaccuracies or incompleteness in information submitted by customers or through our employees in a timely manner or at all. Credit information on retail customers in India is more limited than for larger corporate customers, which reduces our ability to accurately assess the credit risk associated with such lending. We conduct credit checks of all our customers, including with credit bureaus. However, there can be no assurance that such credit information will be accurate or comprehensive.

Difficulties or inaccuracies in assessing credit risks associated with our day-to-day lending operations may lead to, among others, an increase in the level of our non-performing assets which could adversely affect our business, results of operations, cash flows and financial condition. We have put in place risk management procedures to address such risks, although there is no assurance that they will be fully effective. Failure to accurately assess customer creditworthiness could adversely affect our credit portfolio, which could have a material and adverse effect on our results of operations, financial condition and cash flows. We have not experienced any such instances that have materially and adversely affected our business or results of operations in the Fiscals 2026, 2025 and 2024. There is no assurance that such issues will not arise in the future, and any inaccurate or incomplete information received from the credit bureaus, our customers or our employees in the future may have an adverse effect on our business, reputation, results of operations, financial condition and cash flows.

53. The financing industry is becoming increasingly competitive and our growth will depend on our ability to compete effectively.

The sector in which we operate is highly competitive and we face significant competition from banks and other NBFCs. Many of our competitors are larger institutions, which may have much larger customer and funding sources, larger branch networks and more capital than we do. Some of our competitors may be more flexible and better-positioned to take advantage of market opportunities. In particular, private banks in India and many of our

competitors outside of India may have operational advantages in implementing new technologies and rationalising branches. These competitive pressures affect the industry in which we operate as a whole, and our future success will depend in large part on our ability to respond in an effective and timely manner to these competitive pressures.

In our gold loan business, we face increasing competition from commercial banks and other players in the unorganized sector. The demand for gold loans has also increased due to urgent borrowing or bridge financing requirements and the need for liquidity for assets held in gold and also due to increased awareness among customers of gold loans as a source of quick access to funds. All of these factors have resulted in the gold loan industry, including our Company, facing increased competition from other lenders, including commercial banks. Unlike commercial banks, we do not have access to funding from savings and current deposits of customers. Instead, we are reliant on higher cost loans and debentures for our funding requirements, which may reduce our margins compared to competitors. Our ability to compete effectively with commercial banks will depend, to some extent, on our ability to raise low-cost sources of funding in the future. Increasing competition may have an adverse effect on our net interest margin and other income, and if we are unable to compete successfully, the origination of new loans will decline and we may not be able to achieve our growth objectives.

54. We have entered into and may continue to enter into related party transactions. Failure to ensure that such related party transactions are entered into on an ‘arm’s length’ basis could have an adverse effect on our business, financial condition or results of operations.

We have entered into and may in the course of our business continue to enter into transactions with related parties, as specified in the Restated Financial Information contained in this Draft Red Herring Prospectus. For further details, see “*Restated Financial Information—Notes forming part of the Restated Financial Information—Note 34 Disclosure as required by Indian Accounting Standard (Ind AS) - 24 on “Related Party Disclosures”*” on page 73. As certified by Ajay Rattan & Co., Chartered Accountants pursuant to their certificate dated June 24, 2026. All related party transactions of our Company as disclosed in the Restated Financial Information (i) have been undertaken at an ‘arm’s length’ basis; and (ii) are in compliance with the applicable laws, including the Companies Act, 2013 and rules made thereunder and pursuant to the necessary approval/ resolution from our Audit Committee, Board of Directors and our Shareholders, to the extent applicable. It is likely that we may enter into related party transactions in the future, which will be subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, 2013 and the SEBI Listing Regulations. There can be no assurance that such approvals will be issued to us in a timely manner, or at all. If we do not receive such approvals in a timely manner or at all, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our financial condition and results of operations. Furthermore, there can be no assurance that future contracts with such related parties will be entered into on similar or more favorable terms than transactions with unrelated parties.

55. We had negative cash flows from operations of ₹1,526.14 million, ₹305.91 million and ₹129.99 million in the Fiscals 2026, 2025 and 2024, and may continue to do so in the near term as we expand our business. Failure to generate sufficient cash from operations could adversely affect our liquidity, ability to service our indebtedness and fund our operations.

The table below shows our Restated Financial Information on cash flows for the years indicated:

Particulars	For the year ended on		
	March 31, 2026	March 31, 2025	March 31, 2024
Net cash used in operating activities	(1,526.14)	(305.91)	(129.99)
Net cash generated from investing activities	3.93	29.40	0.28
Net cash (used in)/ generated from investing activities	1,972.09	368.28	107.70
Net (decrease)/increase in cash and cash equivalents	449.88	91.77	(22.01)

Our net cash used in operating activities for the Fiscals 2026, 2025 and 2024 was primarily attributable to an increase in loans. Our net cash used in/generated from investing activities in the Fiscals 2026, 2025 and 2024 was primarily attributable to increase in bank balances to maintain liquidity. Our net cash generated from financing activities for the Fiscals 2026, 2025 and 2024 was primarily attributable to proceeds from additional borrowings and issue of non-convertible debentures. For further details on our cash flows, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations—Cash Flows*” and the “*Restated Financial Information*” on pages 368 and 290, respectively. Negative cash flows over extended periods, or significant negative cash flows in the short

term, could materially impact our ability to operate our business and implement our growth plans. We believe that our cash flow from operations, available cash and borrowings will be adequate to meet our future liquidity needs. However, we have substantial debt service obligations and working capital requirements. There can be no assurance that our business will generate sufficient cash flow from operations such that our anticipated revenue growth will be realised, or that future borrowings will be available to us under credit facilities in amounts sufficient to enable us to repay our existing indebtedness, fund our expansion efforts or fund our other liquidity needs. If we do not generate sufficient cash flow from operations to service our debt obligations and working capital requirements, it may have an adverse effect on our business prospects, financial condition and results of operations.

56. We had borrowings of ₹3,882.15 million as at March 31, 2026. Our financing arrangements provide certain conditions and restrictions, and non-compliance could adversely affect our business, results of operations and financial condition.

As at March 31, 2026, our total borrowings amounted to ₹3,882.15 million. Our financing agreements, inter alia, include certain conditions and covenants such as restrictions against altering our capital structure, changing our current ownership/ control, formulating a scheme of amalgamation, compromise or reconstruction, changing our constitutional documents including our memorandum of association and articles of association, change in controlling interest or management set up of our Company, as applicable, undertaking guarantee obligations, declaration of dividend or distribution of profits, and creating an encumbrance or lien or disposing of assets that have been charged in favour of the lenders. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement and may restrict or delay certain actions or initiatives that we may propose to take from time to time. We do not expect a breach of any such terms or covenants that may get triggered pursuant to any action taken in connection with the Offer under our loan documents, which may have an adverse impact on our business, results of operations, cash flows and financial condition. Further, for the purpose of the Offer, our Company has made the required intimations to and obtained necessary consents from the relevant lenders, under the relevant loan documents for undertaking activities relating to the Offer.

There have not been instances of failures to meet our obligations under or non-compliances with our financing agreements that had a material adverse effect on our business in the Fiscals 2026, 2025 and 2024. Any failure to observe the covenants and other requirements under our financing arrangements or to obtain necessary waivers may lead to the termination of our credit facilities, acceleration of amounts due under such facilities and the enforcement of any security provided. If the obligations under any of our financing documents are accelerated or the lenders enforce against any security created under such agreements, we may have to dedicate a substantial portion of our cash flows towards payments under such financing documents, thereby reducing the amounts available for business growth, working capital, capital expenditure and general corporate purposes. Furthermore, during any period in which we are in default, we may be unable to raise, or face difficulties raising, additional financing or refinancing our indebtedness on commercially acceptable terms. Any of these circumstances could adversely affect our business, credit rating, financial condition, results of operations and cash flows.

The table provides a breakdown of our Total Borrowings as at the dates indicated. See “*Financial Indebtedness*” on pages 352.

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Loans from Banks & Financial Institutions	2,466.72	1,877.96	1,824.19
NCDs	1,415.43	-	-
Total Borrowings	3,882.15	1,877.96	1,824.19

57. We are subject to counter-terrorism financing, anti-bribery and corruption and anti-money laundering laws, and failure to detect non-compliances or other illegal activities in a timely manner may expose us to liabilities and adversely affect our business and reputation.

In accordance with the requirements applicable to our Company, we are mandated to comply with anti-money laundering (“AML”), counter-terrorism financing (“CTF”), anti-bribery and corruption (“ABC”) and know your customer (“KYC”) regulations in India. See “*Key Regulations and Policies*” on page 223. Our policies and procedures aimed at collecting and maintaining relevant AML, CTF, ABC and KYC related information from our customers may prove to be ineffective, and there may be instances where our collected information may be misused by other parties.

We are required to undertake customer due diligence procedures, including but not limited to verification of officially valid documents in accordance with the Master Direction – Know Your Customer (KYC) Direction, 2016, as

amended from time to time. In instances where authentication of Aadhaar is not required, NBFCs are required to ensure that the Aadhaar number is redacted. Any failure to comply with the applicable laws relating to Aadhaar or otherwise may expose us to penalties and regulatory scrutiny which may damage our reputation and lead to loss of customer confidence which could have a material adverse impact on our business, results of operations, cash flows and financial condition.

- 58. We have included data derived from the Dun & Bradstreet Report titled “Industry Report on Non-Banking Financial Company” which has been prepared by Dun & Bradstreet, exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.**

We have commissioned the services of an independent third-party research agency, Dun & Bradstreet (“D&B”), and have relied on the D&B Report titled “*Industry Report on Non-Banking Financial Company*”, exclusively prepared and issued by D&B for the purposes of the Offer, for certain industry-related data in this Draft Red Herring Prospectus and for the purpose of confirming our understanding of the industry in connection with the Offer. We commissioned and paid for the D&B Report for the purpose of confirming our understanding of the industry in connection with the Offer. All such information in this Draft Red Herring Prospectus indicates the D&B Report as its source. Accordingly, any information in this Draft Red Herring Prospectus derived from, or based on, or extracted from, the D&B Report should be read taking into consideration the foregoing.

The information is subject to various limitations, highlights certain industry and market data relating to us and our competitors which may not be based on any standard methodology, and is based upon certain assumptions that are subjective in nature. Accordingly, you should read the industry related disclosures in this Draft Red Herring Prospectus in this context. The D&B Report may use certain methodologies for market sizing and forecasting, and may include numbers relating to our Company that differ from those we record internally. Some of these methodologies include using industry sources and publications which are prepared based on information as at specific dates and may no longer be current or reflect current trends. Such industry sources and publications may also base their information on estimates, projections, forecasts and assumptions. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. Accordingly, you should not place undue reliance on, or base your investment decision solely on this information. Neither our Company nor the BRLM is related to D&B. The D&B Report is not a recommendation to invest/disinvest in any company covered in the D&B Report. For further details, see “*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation—Industry and Market Data*” on 21.

- 59. Any delays in payment of employee related statutory dues by our Company may attract financial penalties from the respective government authorities and in turn may have a material adverse impact on our financial position and cash flows.**

Our Company is required to pay certain statutory dues including provident fund contributions and employee state insurance contributions under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees’ State Insurance Act, 1948, respectively, state labour welfare funds, gratuity and professional taxes. The table below sets forth the statutory dues paid by our Company for the years indicated below:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Employee State Insurance	0.52	0.56	1.30
Gratuity	-	0.18	0.19
Provident Fund	4.23	3.36	5.67
Superannuation	-	-	-
Professional Tax	0.01	0.01	0.03
Labour Welfare Fund	0.02	0.00	0.01
TDS on Salary	1.64	2.32	1.92

We have not experienced any material delays in payments of employee provident fund, ESI, Superannuation, Profession Tax, Labour welfare fund or TDS dues for the Fiscals 2026, 2025 and 2024. There can be no assurance that we will not experience issues with payments, including as a result of system failures or server downtimes, which may result in penalties and fines and have a material adverse impact on our financial condition and cash flows.

- 60. Our insurance coverage of ₹5,771.51 million as at March 31, 2026 may not be adequate to protect us against all potential losses, which can adversely affect our business, financial condition and results of operations.**

We maintain insurance coverage of the type and in the amounts which we believe is commensurate with our operations. However, our insurance policies may not provide adequate coverage for any damage or loss suffered by our Company and are subject to certain deductibles, exclusions and limits on coverage. The following table sets forth details of our insurance coverage as at the dates indicated. For more details, see “*Our Business – Insurance*” on page 220.

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Amount of Insurance Coverage	5,771.51	2,834.80	830.83
Tangible Insured Assets	4,375.28	2,162.30	1,171.04
Percentage of Insurance Coverage	131.91%	131.10%	70.95%

Insurable Assets includes the net carrying amount of property, plant and equipment under owned assets, Cash and cash equivalents and Gold Loans.

Our operations are subject to various risks inherent in the industry in which we operate as well as fire, theft, earthquake, flood, acts of terrorism and other force majeure events. Our insurance cover includes, among others, insurance for money maintained in safe and money in transit, burglary, public liability, electronic equipment, fire and special peril, IT equipment and property damage and claims. There can be no assurance that the terms of our Company’s insurance policies will be adequate to cover any damage or loss suffered by our Company, that such coverage will continue to be available on reasonable terms or any claims filed will be honoured fully or timely under our insurance policies. Any such uninsured losses or liabilities could result in an adverse effect on our business operations, financial condition, results of operations and cash flows. We have not experienced any instances in which the amount of our insurance claim exceeded the insured amount under our insurance policies and have not incurred any material losses in relation to Tangible Insured Assets in the Fiscals 2026, 2025 and 2024. There is no assurance that our insurance policies will adequately cover any future damages or losses suffered by us.

- 61. We lease the majority of properties in which our branches are located. Any termination or failure by us to renew the lease agreements in a favourable and timely manner, or at all, could adversely affect our business, cash flows, results of operations, and financial condition.**

We provide our offerings through our network of branches. As at March 31, 2026, we had a total of 88 branches, spread across 4 states and one union territory, all of which are leased by Us. The lease agreements can be terminated, and any such termination could result in any of our branches being shifted or shut down. We have not faced any issues in renewing the leases of our branches in the past. If these lease agreements are not renewed or not renewed on terms favorable to us, we may suffer a disruption in our operations or increased costs, or both, which may affect our business and results of operations.

- 62. This Draft Red Herring Prospectus includes certain non-GAAP and non-Ind AS financial measures and certain other selected statistical information related to our operations and financial performance that may vary from any standard methodology in our industry, and such measures are not verified.**

Certain non-GAAP and non-Ind AS financial measures and certain other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. For details on the various non-GAAP and non-Ind AS financial measures and the reconciliation of non-GAAP measures, see “*Selected Statistical Information*” on page 277. These non-GAAP and non-Ind AS measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit and loss for the respective fiscals or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS or Indian GAAP. These non-GAAP and non-Ind AS measures and such other industry related statistical and operational information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry related statistical information of similar nomenclature that may be computed and presented by other similar companies. In addition, these non-GAAP and non-Ind AS measures are not standardised terms, hence a direct comparison of these non-GAAP and non-Ind AS measures between companies may not be possible. Other companies may calculate these non-GAAP and non-Ind AS measures differently from us, limiting its usefulness as a comparative measure. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and you are cautioned against considering such information either in isolation or as a substitute for an analysis of our Restated Financial Information disclosed elsewhere in this Draft Red Herring Prospectus.

63. Our company cannot assure issuance of bonus shares in the future.

Our Company has not issued any bonus shares on our Equity Shares during the last three Fiscal Years. Our Company cannot assure you that we will be able to issue bonus shares at any point in the future. Our ability to issue bonus shares in the future will depend upon our future results of operations, financial condition, cash flows, working capital requirements and capital expenditure requirements and other factors considered relevant by our directors and shareholders. Our ability to issue bonus may also be restricted under certain financing arrangements that our Company may enter into.

64. Our ability to pay dividends in the future will depend on our earnings, financial condition, capital expenditures and restrictive covenants of our financing arrangements.

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. For details of dividend paid by our Company in the past, see “*Dividend Policy*” on page 276.

EXTERNAL RISK FACTORS

65. Any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, cash flows, financial condition and profitability.

Our Company is incorporated in India and we derive our revenue from operations in India and our assets are located in India. As such, our financial performance depends on the condition of the Indian economy, which can impact our customers’ ability to borrow and repay loans. Factors that may adversely impact the Indian economy, and hence our results of operations, include:

- any increase in interest rates or inflation in India;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian companies and consumers;
- changes in India’s tax, trade, fiscal or monetary policies;
- downgrading of India’s sovereign debt rating by rating agencies;
- changes in political environment on account of elections;
- changes in laws or regulatory environment;
- geopolitical tensions;
- political instability, terrorism or military conflict in India or in countries in the region or globally;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements, which may in turn adversely impact our access to capital, fund raising avenues and increase our borrowing costs;
- occurrence of natural or man-made disasters or outbreak of an infectious disease or epidemic such as COVID 19 or any other force majeure events in the region or globally, including in India’s neighbouring countries;
- volatility in, and actual or perceived trends in trading activity on, India’s principal stock exchanges;
- prevailing regional or global economic conditions;
- any liquidity crisis affecting the financial services industry or NBFCs;
- any trade barriers and tariffs raised against India by other countries and any non-satisfactory resolution of trade conflicts between the concerned countries and India;
- any decline in India’s foreign exchange reserves which may affect liquidity in the Indian economy; and
- any downgrading of India’s debt rating by a domestic or international rating agency.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could reduce demand for our loans, increase loan default rates amongst our customers and generally adversely affect our business, results of operations, cash flows and financial condition. We have not been materially affected by such a slowdown in the Fiscals 2026, 2025 and 2024. Any future downturn in the macroeconomic environment in India could have a material and adverse impact on our business, results of operation, cash flows and financial condition.

66. Changing laws, rules and regulations in India and legal uncertainties including any adverse application of corporate and tax laws, may adversely affect our business, cash flows, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and is subject to change. The Government of India or the Government of any State or any other statutory or regulatory authority or any court or other competent authority may implement new laws or other regulations and policies, or change the applicability, implementation, or interpretations of existing laws, that could affect our industry in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licences from the government and other regulatory bodies, or impose onerous requirements. We may incur increased costs and other burdens relating to compliance with new or amended requirements under any laws applicable to us, which may require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects.

NBFCs are currently regulated by the RBI, although the respective state governments where we operate may pass laws that impact the business of NBFCs. We have not been subject to any such adverse government policies for the Fiscals 2026, 2025 and 2024. If such event were to occur, we may face heightened credit risks and costs in the relevant states. In the event that the government of any state in India requires us to comply with their respective state moneylending laws or imposes any penalty against us, our Directors or our officers, including for non-compliance with such laws, our business and results of operations may be adversely affected.

Taxes and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and service tax, stamp duty and other special taxes and surcharges that are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned, and expenditures incurred. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. Any future increases or amendments could affect the overall tax efficiency of companies operating in India and could result in significant additional taxes becoming payable. If the tax costs associated with certain transactions because of a particular tax risk materializing are greater than anticipated, it could affect the profitability of such transactions.

We are also subject to various labour laws and regulations governing our relationships with our employees, including in relation to minimum wages, working hours, overtime, working conditions. A change of law or interpretation/implementation of law that requires us to increase the benefits to the employees from the benefits now being provided may create potential liability for us. Such benefits could also include provisions which reduce the number of hours an employee may work for or increase the benefits for work or increase the number of mandatory leaves, all of which can affect the productivity of employees. If we fail to comply with current and future health and safety and labour laws and regulations at all times, including obtaining relevant statutory and regulatory approvals, this could materially and adversely affect our business, results of operations, cash flows and financial condition.

67. Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business, cash flows, financial condition, and results of operations.

Natural disasters, such as typhoons, droughts, flooding and earthquakes, as well as fires, epidemics, pandemics such as COVID-19, strains of influenza in birds and swine and man-made disasters such as acts of war, terrorist attacks, civil unrest, geopolitical uncertainty, such as the Russia-Ukraine war and the Israel-Gaza conflict, and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, results of operations, cash flows and financial condition. Our operations and employees are located in India and there can be no assurance that we will not be affected by natural disasters in India in the future. Our operations may be adversely affected by fires, natural disasters and/ or severe weather, which can result in damage to our property and may require us to evacuate personnel and suspend operations. The threat or occurrence of terrorist attacks, enhanced national security measures, conflicts in several regions in which we operate, strained relations arising from these conflicts and the related decline in customer confidence may hinder our ability to do business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

68. India's existing credit information infrastructure may cause increased risks of loan defaults.

India's existing credit information infrastructure may pose problems and difficulties in running a robust credit check on our customers. We may not be able to run comprehensive searches relating to the security and there are no assurances that any searches we undertake will be accurate or reliable. Hence, our overall credit analysis could be less robust as compared to similar transactions in more developed economies. Any inability to undertake a comprehensive due diligence or credit check might result in an increase in our NPAs and we may have to increase our provisions correspondingly. Any of the foregoing may have a material adverse effect on our business, results of operations, cash flows and financial condition.

69. If inflation rises in India, increased costs may impact our ability to maintain or achieve profitability.

India has experienced high inflation relative to developed countries in the recent past. Increasing inflation in India could cause a rise in the costs of rent, wages and other expenses. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows. Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that inflation levels in India will not worsen in the future.

70. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business and activities.

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC, is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") amending the Competition Act and giving the CCI additional powers to prevent practices that harm competition and the interests of consumers. It has been enacted to increase the ease of doing business in India and enhance transparency. The Competition Amendment Act, inter alia, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

We may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and financial condition.

71. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price/ earnings multiple, market capitalisation. Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/ or ASM framework or any other surveillance measures,

which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

72. The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Manager is below their respective issue prices.

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLM. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLM through the Book Building Process. These will be based on numerous factors, including factors as described under “*Basis for Offer Price*” on page 109 and may not be indicative of the market price for the Equity Shares after the Offer.

The market price of the Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. We cannot assure you that investors will be able to resell their Equity Shares at or above the Offer Price resulting in a loss of all or part of the investment. The relevant financial parameters based on which the Price Band would be determined shall be disclosed in the advertisement to be issued for publication of the Price Band. For further details, see “*Basis for Offer Price*” on page 109.

Further, there can be no assurance that our KPIs shall become better than our listed comparable industry peers in the future. Our inability to improve, maintain or compete, or any reduction in the values of such KPIs in comparison with the listed comparable industry peers may adversely affect the market price of the Equity Shares. There can be no assurance that our methodologies are correct or will not change and accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus.

The disposal of Equity Shares by our Promoter or any of our Company’s other shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares. We cannot assure you that our Promoter and other shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Further, we cannot assure you that the disposal of the Equity Shares in the future, if any, by our Promoter or other shareholders will not be at a price higher than the Offer Price.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLM is below their respective issue price. For further details, see “*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLM*” on page 419. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance, results of our Company post-listing, and other factors beyond our control.

73. Our Company’s Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile may not be indicative of the market price of the Equity Shares after the Offer and you may be unable to resell your Equity Shares at or above the Offer Price or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLM through a Book Building Process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and

securities markets elsewhere in the world. We cannot provide any assurance regarding the price at which the Equity Shares will be traded after listing.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
- activities of competitors;
- future sales of the Equity Shares by us or our shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, or sectoral regulations;
- the public's reaction to our press releases and adverse media reports; and
- general economic conditions.

74. Our Company will not receive the proceeds from the Offer for Sale.

The Offer includes a Fresh Issue of Equity Shares and an Offer for Sale of such number of Equity Shares by the Selling Shareholders. The proceeds from the Offer for Sale will be paid to the Selling Shareholders, in proportion to their respective portion of the Offered Shares (net of their proportion of the Offer-related expenses), and our Company will not receive any such proceeds. For further details, see “*Objects of the Offer*” on page 102.

75. Investors may be subject to Indian taxes arising out of income or capital gains arising on the sale of the Equity Shares.

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any capital gain realised on the sale of listed equity shares on a recognised stock exchange will be subject to capital gains tax in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognised stock exchanges, time period for which the shares were held, etc. Accordingly, you may be subject to payment of long-term capital gains tax in India, on the sale of any listed equity shares held for more than 12 months immediately preceding the date of transfer. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax in India. In addition to capital gains tax, Securities Transaction Tax (“STT”), will be levied on and collected by stock exchange on which the equity shares are sold as per the rates prescribed.

76. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorising the issuance of our Equity Shares. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the Stock Exchanges within a prescribed time. Accordingly, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all and there could be a failure or delay in listing our Equity Shares on the Stock Exchanges, which would adversely affect your ability to sell our Equity Shares.

77. Qualified Institutional Buyers (“QIBs”) and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/ Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares

or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date. Our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Offer within three Working Days from the Bid/ Offer Closing Date or such other timeline as may be prescribed under applicable law. However, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Investors will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

78. A third party attempting to acquire control of our Company shall be subject to anti-takeover provisions under Indian law and applicable RBI regulations.

There are provisions in Indian law that govern takeover or change in control of a company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. These provisions have been formulated to ensure that interests of investors or shareholders are protected and any acquirer will need to comply with the provisions of the SEBI Takeover Regulations in the event of a takeover. Any third party attempting to take control of our Company will need to make an open offer to the shareholders of the Company and provide an exit to the shareholders of our Company.

79. Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India is required to offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolutions. However, if the laws of the jurisdiction where the investors are located, do not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to the investors. To the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares, the investors may suffer future dilution of their ownership position and their proportional interests in us would be reduced.

80. Any future issuance of Equity Shares or convertible securities or other equity linked securities by our Company may dilute your shareholding and sale of the Equity Shares by our Promoter or any other major shareholders may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding. Any such future issuance of Equity Shares by our Company or any future sell off of the Equity Shares by our Promoter or any of our significant shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales may also adversely affect the trading price of the Equity Shares and impact our ability to raise funds through an offering of our securities or by incurring debt. Any perception by investors that such issuances or sell off might occur could also affect the trading price of the Equity Shares. Additionally, the disposal, pledge or encumbrance of the Equity Shares by our Promoter or any of our significant shareholders, or the perception that such transactions may occur, may affect the trading price of the Equity Shares.

There can be no assurance that our Company will not issue further Equity Shares or that our existing Shareholders including our Promoter will not dispose of further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under applicable law) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities.

81. There is no guarantee that our Equity Shares will be listed on the BSE and NSE in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until certain actions have been completed in relation to this Offer, including allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

There can be no assurance that our Equity Shares will be credited to investors' dematerialised accounts, or that trading in our Equity Shares will commence, within the prescribed time periods or at all. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or dematerialised credits are not made to investors within the prescribed time periods. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

82. Rights of shareholders of companies under Indian law may differ from those under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law, including in relation to class actions, may differ from those under the laws of other countries or jurisdictions. The procedures by which investors assert their rights as a shareholder in an Indian company may also differ from those of a shareholder of an entity in another jurisdiction.

SECTION III: INTRODUCTION

THE OFFER

The following table sets forth the details of the Offer:

Offer of Equity Shares ^{(1)(2)^}	Up to 38,500,000 Equity Shares of face value of ₹ 10 each, aggregating up to ₹ [●] million
<i>of which:</i>	
Fresh Issue ^{(1)^}	Up to 35,500,000 Equity Shares of face value of ₹ 10 each, aggregating up to ₹ [●] million.
Offer for Sale ⁽²⁾	Up to 3,000,000 Equity Shares of face value of ₹ 10 each, aggregating up to ₹ [●] million.
<i>The Offer consists of:</i>	
A. QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares of face value of ₹ 10 each, aggregating up to ₹ [●] million
<i>Of which:</i>	
(i) Anchor Investor Portion ⁽⁴⁾	Up to [●] Equity Shares of face value of ₹ [●] each
(ii) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹ 10 each
<i>Of which:</i>	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion) ⁽⁶⁾	[●] Equity Shares of face value of ₹ 10 each
(b) Balance of the Net QIB Portion for all QIBs, including Mutual Funds	[●] Equity Shares of face value of ₹ 10 each
B. Non-Institutional Portion ⁽³⁾⁽⁵⁾⁽⁶⁾	Not less than [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
<i>Of which:</i>	
(i) One-third available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million	[●] Equity Shares of face value of ₹ 10 each
(ii) Two-third available for allocation to Bidders with an application size of more than ₹ 1.00 million	[●] Equity Shares of face value of ₹ 10 each
C. Retail Portion ⁽³⁾⁽⁵⁾	Not less than [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
Pre- and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	84,758,164 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Offer [*]	[●] Equity Shares of face value of ₹ 10 each
Utilisation of Net Proceeds	See “ <i>Objects of the Offer</i> ” on page 102 for information about the use of proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

^{*} To be updated upon finalization of the Offer Price.

[^] Our Company, in consultation with the Book Running Lead Manager, may consider a Pre-IPO Placement aggregating up to 11,500,000 Equity Shares, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Manager. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result in listing of the Equity Shares on the Stock Exchanges. The utilization of the pre-IPO proceeds being discretionary in nature, if raised, shall be completely attributed / adjusted towards the GCP portion, unless the pre-IPO proceeds have been utilised towards the disclosed specific objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

- (1) The Offer has been authorized by a resolution of our Board dated March 26, 2026, and the Fresh Issue has been authorized by the resolution of our Shareholders, dated April 25, 2026. Further, our Board has taken on record the consent of the Promoter Selling Shareholders by a resolution of our Board dated March 26, 2026.
- (2) The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations are set out below:

Name of the Selling Shareholders	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of Consent Letter
Sunita Bansal	[●]	589,952	April 10, 2026
Gopal Bansal HUF	[●]	2,007,734	April 10, 2026
Kriti Suri	[●]	192,324	April 10, 2026
Arvind Kumar Bansal HUF	[●]	209,990	April 10, 2026

- (3) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders, as applicable, at the discretion of our Company, in consultation with the BRLM, and the Designated Stock Exchange, subject to applicable laws. For further details, see “Terms of the Offer” on page 424.
- (4) Our Company in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. In accordance with SEBI ICDR Notification No. SEBI/LAD-NRO/GN/2025/271 dated October 31, 2025, 40% of the Anchor Investor Portion, within the aforesaid limit, shall be reserved as follows: (a) 33.33% shall be allocated to domestic Mutual Funds; and (b) 6.67% shall be allocated to Life Insurance Companies and Pension Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares shall be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than the Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than the Anchor Investors) in proportion to their Bids. For details, see “Offer Procedure” on page 435.
- (5) The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Investors with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for Investors with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned subcategories may be allocated to Investors in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Investors shall not be less than the minimum application size (i.e. ₹0.20 million), subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.
- (6) Allocation to Bidders in all categories, except the Anchor Investor Portion, Non-Institutional Portion, and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations.

For further details, see “Offer Structure”, “Offer Procedure” and “Terms of the Offer” on pages 431, 435 and 424 respectively.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Statements. Please also see, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 290 and 368, respectively.

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SUMMARY OF RESTATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in millions)

Sr. No	Particulars	Note No.	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
	ASSETS				
(1)	Financial assets				
(a)	Cash and cash equivalents	4(a)	563.44	113.56	21.78
(b)	Bank balances other than (a) above	4(b)	25.93	39.39	89.39
(c)	Loans	5	5,107.51	3,298.16	2,771.27
(d)	Other financial assets	6	14.03	21.21	13.50
			5,710.91	3,472.32	2,895.94
(2)	Non-financial assets				
(a)	Deferred tax assets (net)	7	14.58	15.08	19.56
(b)	Property, Plant and Equipment	8	22.63	19.32	15.44
(c)	Right to use assets	8	112.33	86.58	62.10
(d)	Investment Property	8	11.28	11.86	-
(e)	Intangible assets under development	8	-	-	-
(f)	Other intangible assets	8	8.27	9.75	9.28
(g)	Other non-financial assets	9	9.75	3.69	2.84
			178.84	146.28	109.22
	Total assets		5,889.75	3,618.60	3,005.16
	LIABILITIES AND EQUITY				
	LIABILITIES				
(1)	Financial liabilities				
(a)	Trade payables				
	(i) Trade payables	10			
	Total outstanding dues of MSMEs		0.44	0.41	0.19
	Total outstanding dues of creditors other than MSMEs		0.12	0.10	0.09
	(ii) Other payables	10			
	Total outstanding dues of MSMEs		-	-	-
	Total outstanding dues of creditors other than MSMEs		-	-	-
(b)	Debt Securities	11	1,415.43	-	-
(c)	Borrowings (other than debt securities)	12	2,466.72	1,877.96	1,824.19
(d)	Lease liabilities	13	129.05	99.31	71.23
(e)	Other financial liabilities	14	29.21	21.60	20.86
			4,040.97	1,999.38	1,916.56
(2)	Non-Financial Liabilities				
(a)	Current tax liabilities	15	17.94	9.59	10.15
(b)	Provisions	16	11.58	6.46	4.27
(c)	Other non-financial liabilities	17	5.48	5.74	3.82
			35.00	21.79	18.24
(3)	Equity				
(a)	Equity Share Capital	18	847.58	847.58	659.23
(b)	Other equity	19	966.20	749.85	411.13
			1,813.78	1,597.43	1,070.36
	Total Liabilities and Equity		5,889.75	3,618.60	3,005.16

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

(₹ in millions)

Sr. No	Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	Revenue from Operations				
(i)	Interest income	20	801.77	685.08	608.36
(ii)	Fees and Commission income	21	39.42	21.32	19.55
(iii)	Other income from operations	22	4.90	4.72	5.44
I.	Total Revenue from Operations		846.09	711.12	633.35
II	Other income	23	10.94	2.59	4.40
III.	Total Income (I + II)		857.03	713.71	637.75
	Expenses				
(i)	Finance costs	24	331.97	257.53	234.64
(ii)	Impairment of financial instruments	25	5.19	-	4.88
(iii)	Employee benefits expenses	26	147.79	133.73	143.74
(iv)	Depreciation and amortisation expenses	8	30.88	25.77	20.86
(v)	Other expenses	27	47.84	57.50	73.15
IV.	Total Expenses		563.67	474.53	477.27
V.	Profit / (loss) before exceptional items and taxes (III - IV)		293.36	239.18	160.48
VI.	Exceptional Items		-	-	-
VII.	Profit before taxes		293.36	239.18	160.48
	Tax Expense	28			
(i)	Current tax		74.89	53.39	40.80
(ii)	Deferred tax		0.40	4.53	(1.80)
(iii)	Adjustments relating to prior years		1.77	-	-
IX	Net tax expenses		77.06	57.92	39.00
X	Profit for the year (VIII - IX)		216.30	181.26	121.48
XI	Other comprehensive income				
A.	Items that will not be reclassified to profit or loss				
	-Remeasurements of Defined Benefit Obligation		0.39	(0.18)	0.08
B.	Income tax relating to items that will not be reclassified to profit or loss		(0.10)	0.05	(0.02)
XII.	Total Other Comprehensive Income (A+B)		0.29	(0.13)	0.06
XIII.	Total Comprehensive Income (XI+XII)		216.59	181.13	121.54
XIV	Earning Per Equity Share (EPS)				
	nominal value of share Rs. 10/ share				
	Basic (in Rs.)	29	2.55	2.65	1.84
	Diluted (in Rs.)	29	2.55	2.65	1.84

SUMMARY OF RESTATED STATEMENT OF CASH FLOWS

(₹ in millions)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
I. CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax	293.36	239.18	160.48
Adjustments for			
Impairment Loss on Financial instruments	5.19	-	4.88
Prior Period Items	(0.23)	0.18	-
Depreciation and amortisation expense	30.88	25.77	20.86
Re-measurements of Defined Benefit Obligation through OCI	0.39	(0.18)	0.08
Gain on Fair value changes due to FVTPL- Realised	-	-	(1.20)
Interest income at amortised cost	(801.90)	(685.40)	(608.70)
Fees and Commission Income	(39.42)	(21.32)	(19.55)
Finance cost at amortised cost	331.97	257.53	234.64
Cash inflow from Interest Income	758.42	643.15	579.31
Cash inflow from Fees and Commission Income	68.27	30.74	43.49
Cash outflow towards finance costs	(325.99)	(246.59)	(227.83)
Cash generated from operation before working capital changes	321.00	243.06	186.48
Working capital changes:			
(Increase)/ decrease in trade receivables	-	-	-
(Increase)/ decrease in loans	(1,803.75)	(499.94)	(285.12)
(Increase)/ decrease in financial assets	7.19	(7.71)	7.38
(Increase)/ decrease in non-financial assets	(6.06)	(0.85)	0.09
(Increase)/ decrease in trade payables	0.05	0.23	0.28
(Increase)/ decrease in other financial liabilities	18.89	9.15	(4.52)
(Increase)/ decrease in provisions	5.12	2.19	1.10
(Increase)/ decrease in non-financial liabilities	(0.27)	1.93	3.65
Income Tax paid (Net of refunds)	(68.31)	(53.94)	(39.33)
Net cash flow from operating activities (I)	(1,526.14)	(305.91)	(129.99)
II. CASH FLOW FROM INVESTING ACTIVITIES			
Increase in Bank Balance other than Cash & Cash Equivalents	13.46	50.00	(11.14)
Sale/ (Purchase) of Property, plant & equipment	(13.36)	(26.48)	(8.28)
Sale/ (Purchase) of investments	-	-	10.00
Gain on sale of Investments at FVTPL	-	-	1.25
Interest Earned on Fixed Deposits	3.82	5.88	8.45
Net cash flow from investing activities (II)	3.93	29.40	0.28
III. CASH FLOW FROM FINANCING ACTIVITIES			
Net proceeds from issue of equity share capital	-	345.76	-
Net proceeds from borrowings	594.08	51.25	129.02
Net proceeds from issue of Non-convertible Debentures	1,415.43	-	-
Interest expense on lease liabilities	(11.31)	(8.42)	(6.36)
Lease Rentals Paid	(26.11)	(20.31)	(14.96)
Net cash flow from financing activities (III)	1,972.09	368.28	107.70
Net increase/(decrease) in cash and cash equivalents (I + II + III)	449.88	91.77	(22.01)
Cash and Cash Equivalents at the beginning of the year	113.56	21.78	43.79
Cash and Cash Equivalents at the end of the year (Note 4a)	563.44	113.56	21.78

SUMMARY OF CONTINGENT LIABILITIES AND COMMITMENTS

Following is the summary of the Contingent Liabilities of the Company for the year ended March 31, 2026, March 31, 2025 and March 31, 2024.

Particular	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
(i) Contingent liabilities and commitments	Nil	Nil	Nil
(ii) Claims against the company not acknowledged as debts	Nil	Nil	Nil
(iii) Disputed Tax Liability	Nil	Nil	Nil
(iv) Commitment towards sanction pending disbursement including part disbursements			
-Towards sanction pending disbursements	Nil	Nil	5.68
-Towards part disbursements	Nil	Nil	7.18
(v) Pending Capital commitment	Nil	Nil	Nil

SUMMARY OF RELATED PARTY TRANSACTIONS

1. List of related parties

Sr. No.	Nature of Relationship	Name of Party
(i)	Holding Company	India Finsec Limited
(ii)	Key Management Personnel	Gopal Bansal (Managing Director)
		Sunita Bansal (Whole-Time Director) *
		Ashish Bansal (Non-Executive Director) @
		Kriti Suri (Whole Time Director)
		Perna Matta Arora (Chief Financial Officer)
		Shivani Jindal (Company Secretary)
		Varsha Bharti (Company Secretary) **
		Vijay Kumar Dwivedi (Company Secretary) **
(iii)	Relatives of Key Management Personnel	Somesh Tewari (Chief Executive Officer) ***
		Ganga Devi Bansal
		Santosh Bansal
		Virender Kumar Bansal
		Arvind Kumar Bansal
		Nidhi Bansal
		Charu Bansal
		Geetanjali Bansal
		Vishnu Kumar Bansal
(iv)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	Renu Bansal
		Gopal Bansal HUF
		Arvind Kumar Bansal HUF
		Gopal Bansal LLP
		Daisy Distributors Private Limited

@ Change in Designation from Whole-time Director to Non-executive Director w.e.f 20.08.2025

* Change in Designation from Non-executive Director to Whole-time Director w.e.f 20.08.2025

** resigned w.e.f. 11.10.2023

*** resigned w.e.f. 16.09.2023

**** appointed w.e.f. 12.10.2023, resigned on 13.07.2024

***** appointed on 09.09.2024

2. Transactions with related parties

(₹ in millions)

Sr. No	Transactions with	Nature of transaction	Transaction during the year		
			March 31, 2026	March 31, 2025	March 31, 2024
1	Gopal Bansal	Director remuneration	2.93	2.93	2.05
		Allotment of Equity share	-	-	-
2	Sunita Bansal	Rent paid	0.90	0.90	0.90
		Director remuneration	2.05	1.47	1.17
		Allotment of Equity share	-	-	-
3	Kriti Suri	Director Remuneration and Conveyance	1.09	1.00	0.94
4	Ashish Bansal	Director remuneration	0.57	1.47	1.47
5	Perna Matta Arora	Salary	2.85	2.36	1.96
6	Varsha Bharti	Salary	-	0.30	0.54
7	Shivani Jindal	Salary	0.84	0.45	-
8	Ganga Devi Bansal	Loan Taken	-	16.75	2.70
		Loan Repaid	-	16.75	2.70
		Interest Paid	-	0.75	0.02
9	Santosh Bansal	Loan Taken	-	15.00	-
		Loan Repaid	-	15.00	-

Sr. No	Transactions with	Nature of transaction	Transaction during the year		
			March 31, 2026	March 31, 2025	March 31, 2024
		Interest Paid	-	0.87	-
10	Virender Kumar Bansal	Loan Taken	-	17.61	-
		Loan Repaid	-	17.61	-
		Interest Paid	-	0.79	-
11	Nidhi Bansal	Loan Taken	-	18.20	-
		Loan Repaid	-	18.20	-
		Interest Paid	-	0.70	-
12	Charu Bansal	Professional Charges	0.96	1.92	1.92
13	Geetanjali Bansal	Professional Charges	0.79	1.58	-
12	India Finsec Limited	Allotment of Equity shares	-	348.45	-
		Commission Paid for Bank Guarantee	-	0.76	1.00
		Loan Taken	-	63.90	-
		Loan Repaid	-	63.90	-
		Interest Paid	-	1.41	-
13	Gopal Bansal HUF	Rent paid	0.90	0.90	0.90
14	Somesh Tewari	Salary	-	-	3.14
15	Vijay Kumar Dwivedi	Salary	-	-	0.53

3. Closing Balances of related parties

Sr. No	Transactions with	Nature of transaction	Transaction during the year		
			March 31, 2026	March 31, 2025	March 31, 2024
1	Gopal Bansal	Director remuneration	0.21	0.21	-
		Allotment of Equity share	-	-	-
2	Sunita Bansal	Rent paid	-	-	-
		Director remuneration	0.15	0.15	0.09
		Allotment of Equity share	-	-	-
3	Kriti Suri	Director Remuneration and Conveyance	0.09	0.09	0.08
4	Ashish Bansal	Director remuneration	-	0.11	0.11
5	Perna Matta Arora	Salary	0.08	0.21	0.20
6	Varsha Bharti	Salary	-	-	0.09
7	Shivani Jindal	Salary	0.07	0.07	-
8	India Finsec Limited	Allotment of Equity shares	-	-	-
		Commission Paid for Bank Guarantee	-	1.09	-
		Loan Taken	-	-	-
		Loan Repaid	-	-	-
		Interest Paid	-	-	-

GENERAL INFORMATION

Our Company was incorporated as “IFL Housing Finance Limited”, a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated September 17, 2015 issued by the Registrar of Companies, Delhi. The name of our Company was changed to ‘IFL Finance Limited’ pursuant to a special resolution passed by Shareholders of our Company at the Extra-ordinary General Meeting held on March 18, 2025, and a fresh certificate of incorporation dated April 08, 2025 was issued by the RoC.

Registered Office of our Company

IFL FINANCE LIMITED

D-16, First Floor, Above ICICI Bank Prashant Vihar,
Sector-14, Rohini, North West, New Delhi,
Delhi, India, 110085

Tel No: 011-47096097

Email: info@iflfinanceltd.com

Investor Grievance ID: Compliance@iflfinanceltd.com

Website: www.iflfinanceltd.com

For details relating to changes in our registered office, see “History and Certain Corporate Matters - Changes in the Registered Office” on page 240.

As on date of this Draft Red Herring Prospectus, our Company does not have a corporate office.

Corporate Identification Number: U65910DL2015PLC285284

Registration Number: 285284

Registrar of Companies

Our Company is registered with the RoC which is situated at the following address:

The Registrar of Companies
O/o RoC Delhi II (Central Delhi)
8th Floor, Lok Nayak Bhawan
Khan Market, New Delhi – 110003

Board of Directors of our Company

As on the date of this Draft Red Herring Prospectus, our Board of Directors is as set out below:

Name of Director	Designation	DIN	Address
Gopal Bansal	Managing Director	01246420	A-1/11, Near N K Bagrodia Public School, Varun Apartment, Plot No. 12, Sector 9, Rohini, North West Delhi – 110085
Sunita Bansal	Whole-time director	02801660	A-1/11, Near N K Bagrodia Public School, Varun Apartment, Plot No. 12, Sector 9, Rohini, North West Delhi – 110085
Ashish Bansal	Non-Executive Director	06607944	A-7/30, A Block PKT-7, Sector-16, Rohini, New Delhi - 110089
Kriti Suri	Whole Time Director	09258479	CGD-095, DLF Capital Greens, 15 Shivaji Marg, Moti Nagar, Karam pura West Delhi, Delhi – 110015
Devi Dass Agarwal	Chairperson and Non-Executive Independent Director	09152596	Flat No. 18, Om Sai Apartment, Pocket D/10, Sector 7, Rohini, Delhi – 110085
Khushboo Rawat	Non-Executive Independent Director	09155098	1002 Allure, Jhaveri Baug, Near MTNL Office, Kandivali west, Mumbai, Maharashtra – 400067

For further details of our Directors, see “Our Management” on page 247.

Company Secretary and Compliance Officer

Shivani Jindal, is the Company Secretary and Compliance Officer of our Company.

Her contact details are as follows:

D-16, First Floor, Above ICICI Bank Prashant Vihar,

Sector-14, Rohini, North West, New Delhi,

Delhi, India, 110085

Tel No: 011-47096097

Email: compliance@iflfinancelttd.com

Investor grievances

Bidders are advised to contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders, non-receipt of funds by electronic mode, etc. For all Offer-related queries and for redressal of complaints, Investors may also write to the BRLM.

All Offer-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or first Bidder, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, the Bid amount paid on submission of the Bid cum Application Form and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centers, as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to the UPI mechanism may be addressed to the Registrar to the Offer with a copy to the relevant Sponsor Bank or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centers, as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the UPI ID of the UPI ID Linked Bank Account in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to Bids submitted through the Registered Broker and/or a Stock Broker may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

The Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned above.

Book Running Lead Manager

Aryaman Financial Services Limited

60, Khatau Building,

Gr. Floor, Alkesh Dinesh Modi Marg,

Fort, Mumbai - 400 001,

Maharashtra, India

Tel: +91-22-6216 6999

E-mail: ipo@afsl.co.in
Website: www.afsl.co.in
Investor Grievance E-mail: feedback@afsl.co.in
Contact Person: Vatsal Ganatra
SEBI Registration No.: INM000011344

Statement of Responsibilities

Aryaman Financial Services Limited is the sole Book Running Lead Manager to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by Aryaman Financial Services Limited and hence, a statement of inter-se allocation of responsibilities is not required.

Legal Counsel to the Offer

Messrs. Desai & Diwanji
Forbes Building, 4th Floor,
Charanjit Rai Marg Fort,
Mumbai 400001, India
Tel No: +91 (22) 4560 1000
Email: sanjay.israni@desaidiwanji.com
Contact Person: Sanjay Israni

Statutory Auditors to our Company

AJAY RATTAN & CO.
E-115, 11th Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi, India- 110001
Tel No.: 011-41511852
Email: ajay@ajayrattanco.com
Contact person: CA (Dr) Ajay Aggarwal
Peer Review Number: 022528
Firm Registration Number: 012063N

Changes in statutory auditors during the last three years

There has been no change in the statutory auditors of our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus

Registrar to the Offer

Name: Skyline Financial Services Private Limited
Address: D-153-A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi, Delhi, 110020
Tel No.: 011 – 40450193 / 97
Email: ipo@skylinerta.com
Investor Grievance Email: grievances@skylinerta.com
Website: www.skylinerta.com
Contact Person: Anuj Kumar
SEBI Registration Number: INR000003241

Bankers to our Company

AU Small Finance Bank
Address: Plot No. 28, Pocket E2, Sector 7, Rohini, Delhi-110085
Tel: 9560486647
E-mail: rohan.suri@aubank.in
Website: www.au.bank.in
Contact Person: Rohan Suri

State Bank of India

Address: 23, Najafgarh Road, New Delhi- 110015

Tel: 9654795929
E-mail: sbi.01181@sbi.co.in
Website: onlinesbi.sbi.bank.in
Contact Person: Bharti Khandelwal

Designated Intermediaries

Syndicate Members

The Syndicate Member(s) will be appointed prior to filing of the Red Herring Prospectus with the RoC.

Banker(S) to the Offer

The Banker(s) to the Offer will be appointed prior to filing of the Red Herring Prospectus with the RoC.

Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s)

The Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s) shall be appointed prior to filing of the Red Herring Prospectus with the RoC.

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI Mechanism and eligible Mobile Applications

The list of SCSBs through which Bids can be submitted by the UPI Bidders using the UPI Mechanism, including details such as the eligible Mobile Applications and UPI handle which can be used for such Bids, is available on the website of the SEBI, and may be updated from time to time or at such other website as may be prescribed by SEBI from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may apply through the SCSBs and Mobile Applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Bidders can submit the ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centers.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

Registrar and Share Transfer Agents (RTAs)

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at <https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx> and <https://www.nseindia.com/products/consent/equities/ipos/asba-procedures.html>, respectively as updated from time to time.

time.

Collecting Depository Participants

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through CDPs who are depository participants registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

Collecting RTAs

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through Collecting RTAs who are registrars and transfer agents registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of Collecting RTAs, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at <http://www.bseindia.com> and <http://www.nseindia.com>, respectively, as updated from time to time.

Credit Rating

As this is an Offer consisting only of Equity Shares, there is no requirement to obtain credit rating for the Offer.

Green Shoe Option

No Green Shoe Option is contemplated under this Offer.

Brokers to the Offer

All members of the recognized stock exchanges would be eligible to act as Brokers to the Offer.

Debenture Trustee

As this is an Offer consisting of Equity Shares, the appointment of a debenture trustee is not required for the Offer.

IPO Grading of the Offer

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Expert

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated June 24, 2026 from M/s Ajay Rattan & Co, Chartered Accountants, our Statutory Auditors, holding a valid peer review certificate from ICAI, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the: (i) their examination report dated June 22, 2026 on the Restated Financial Statements; and (ii) the statement of possible special tax benefits available to our Company and Shareholders dated June 24, 2026 included in this Draft Red Herring Prospectus (iii) certificates issued by them in connection with the Offer. Such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. It is clarified the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Trustees

As this is an Offer consisting of Equity Shares, the appointment of trustees is not required.

Monitoring Agency

Our Company shall, in compliance with Regulation 41 of the SEBI ICDR Regulations, appoint a monitoring agency for the monitoring of the utilisation of the Gross Proceeds and proceeds of the pre-IPO placement (if consummated), prior to filing of the Red Herring Prospectus. For further details in relation to the proposed utilisation of the Gross Proceeds, please see “*Objects of the Offer– Monitoring of utilization of funds*” on page 107.

Appraising Agency

None of the objects for which the Net Proceeds will be utilised have been appraised by an agency.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus, along with the Draft Abridged Prospectus is being filed electronically on the SEBI’s online intermediary portal at <https://siportal.sebi.gov.in> in accordance with the SEBI master circular SEBI/HO/CFD/PoD- 1/P/CIR/2024/0154 dated November 11, 2024, and as specified in Regulation 25(8) of SEBI ICDR Regulations and pursuant to the SEBI ICDR Master Circular. Further, a physical copy of this Draft Red Herring Prospectus and the Draft Abridged Prospectus shall be filed at:

Securities and Exchange Board of India

Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No.C4-A, 'G' Block
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051,
Maharashtra, India

Filing of the Red Herring Prospectus and the Prospectus

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed, will be filed with the RoC in accordance with Section 32 of the Companies Act, 2013 and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC at its office and through the electronic portal at <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html>. For details of the address of the RoC, see “*Address of the Registrar of Companies*” on page 75.

Book Building Process

The book building, in context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM, and shall be advertised in [●] editions of the widely circulated English national daily newspaper [●], and [●] editions of the widely circulated Hindi National daily newspaper [●] (Hindi being the regional language of Delhi where our Registered Office is located) at least 2 (two) Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/ Offer Closing Date. For details, see “*Offer Procedure*” beginning on page 435.

All potential Bidders (excluding Anchor Investors) are mandatorily required to utilize the ASBA process to participate in the Offer by providing details of their bank account in which the corresponding Bid Amount which will be blocked by the SCSBs. UPI Bidders can also participate in the Offer through the UPI Mechanism under the ASBA process by either (a) providing the details of their ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Pursuant to the SEBI ICDR Master Circular, all individual bidders in initial public offerings whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid /Offer Period and withdraw their Bids on or before the Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than the Anchor Investors), in the Offer will be on a proportionate basis.

However, allocation to the Anchor Investors will be on a discretionary basis. For allocation to the Non-Institutional Bidders, the following shall be followed:

- (a) One-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹200,000 and upto ₹1,000,000;
- (b) Two-thirds of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1,000,000.

Provided that the unsubscribed portion in either of the sub-categories specified under clause (a) or (b), may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

For further details on the method and procedure for Bidding and book building procedure, see 'Terms of the Offer', 'Offer Structure' and 'Offer Procedure' on pages 424, 431, and 435, respectively.

The Book Building Process is in accordance with guidelines, rules, regulations prescribed by SEBI, which are subject to change from time to time. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note that the Offer is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC.

Illustration of Book Building and Price Discovery Process

Each Bidder, by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer. For an illustration of the Book Building Process and the price discovery process, see 'Terms of the Offer', 'Offer Structure' and 'Offer Procedure' on page 424, 431, and 435 respectively.

UNDERWRITING AGREEMENT

Our Company intends to, prior to the filing of the Prospectus with the RoC, enter into an Underwriting Agreement with the Underwriters for the Equity Shares of face value of Rs. 10 each proposed to be issued in the Offer.

The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares which they shall subscribe to on account of rejection of bids, either by themselves or by procuring subscription, at a price which shall not be less than the Offer Price, pursuant to the Underwriting Agreement:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. This portion has been intentionally left blank and will be filled in before, and this portion will be applicable upon the execution of the Underwriting Agreement and filing of the Prospectus with the RoC, as applicable.)

Name, address, telephone number and e-mail address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in million)
[●]	[●]	[●]

The abovementioned underwriting commitments are indicative and will be finalised after determination of the Offer Price and Basis of Allotment and the allocation of Equity Shares, subject to and in accordance with the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors (based on representations made to our Company by the Underwriters), the resources of each of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments set forth in the table above.

CAPITAL STRUCTURE

The Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus is set forth below:

(₹ in million, except share data, unless otherwise specified)

Particulars		Aggregate Value at Face value	Aggregate Value at Offer Price*
A.	AUTHORISED SHARE CAPITAL ⁽¹⁾		
	125,000,000 Equity Shares of face value of ₹ 10/- each	1,250.00	-
B.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER		
	84,758,164 Equity Shares of face value of ₹ 10/- each	847.58	-
C.	PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS ^{(2) (3) (4)}		
	Initial public offer of up to 38,500,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	[●]	[●]
	<i>Of Which</i>		
	Fresh Issue of up to 35,500,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million ⁽²⁾	[●]	[●]
	Offer for Sale of up to 3,000,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million ⁽³⁾	[●]	[●]
D.	ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value of ₹ 10/- each	[●]	[●]
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Offer (as on the date of this Draft Red Herring Prospectus)		259.53
	After the Offer		[●]

* To be updated upon finalization of the Offer Price and Basis of Allotment.

** Assuming full subscription of the Offer.

⁽¹⁾ For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see “History and Certain Corporate Matters - Amendments to our Memorandum of Association” on page 241.

⁽²⁾ Our Board has authorised the Offer, pursuant to the resolution passed at their meeting held on March 26, 2026. Our Shareholders have authorised the Offer pursuant to a special resolution passed at the EGM held on April 25, 2026. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated March 26, 2026

⁽³⁾ The Equity Shares being offered by the Selling Shareholders are eligible to form part of the Offer for Sale in terms of the SEBI ICDR Regulations. The Selling Shareholders has confirmed that the Equity Shares being offered by him are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. For details on the authorization and consent of the Selling Shareholders in relation to the Offer for Sale, see “The Offer” and “Other Regulatory and Statutory Disclosures-” on pages 66 and 412, respectively.

⁽⁴⁾ Our Company, in consultation with the Book Running Lead Manager, may consider a Pre-IPO Placement of up to 11,500,000 Equity Shares aggregate to ₹ [●] million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Manager. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result in listing of the Equity Shares on the Stock Exchanges. The utilization of the pre-IPO proceeds being discretionary in nature, if raised, shall be completely attributed / adjusted towards the GCP portion, unless the pre-IPO proceeds have been utilised towards the disclosed specific objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

Notes to the Capital Structure

1. Equity Share capital history of our Company

(a) The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment	Reason / nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
September 17, 2015 (1)	Initial subscription to MoA	49,940 Equity Shares allotted to India Finsec Limited, 10 Equity Shares allotted to Gopal Bansal, 10 Equity shares allotted to Sunita Bansal, 10 Equity Shares allotted to Gaurav Suri, 10 Equity Shares allotted to Mukesh Sharma, 10 Equity Shares allotted to Basant Mittal, 10 Equity Shares allotted to Charu Goyal	50,000	10	10	Cash	50,000	500,000
March 30, 2017	Rights Issue	10,450,000 Equity Shares allotted to India Finsec Limited	10,450,000	10	10	Cash	10,500,000	1,05,000,000
August 23, 2017	Rights Issue	400,000 Equity Shares allotted to India Finsec Limited	400,000	10	10	Cash	10,900,000	1,09,000,000
January 23, 2018	Rights Issue	400,000 Equity Shares allotted to Gaurav Suri and 350,000 Equity Shares allotted to Kriti Suri	750,000	10	10	Cash	11,650,000	1,16,500,000
February 28, 2018	Rights Issue	3,900,000 Equity Shares allotted to India Finsec Limited and 100,000 Equity Shares allotted to Gaurav Suri	4,000,000	10	10	Cash	15,650,000	156,500,000
March 23, 2018	Rights Issue	2,400,000 Equity Shares allotted to India Finsec Limited	2,400,000	10	10	Cash	18,050,000	1,80,500,000
July 06, 2018	Rights Issue	3,900,000 Equity Shares allotted to India Finsec Limited, 430,000 Equity Shares allotted to Sunita Bansal and 190,000 Equity Shares allotted to Kriti Suri	4,520,000	10	10	Cash	22,570,000	2,25,700,000
November 24, 2018	Rights Issue	2,840,000 Equity Shares allotted to India Finsec Limited, 230,000 Equity Shares allotted to Sunita Bansal, 3,005,000 Equity Shares allotted to	6,085,000	10	10	Cash	28,655,000	2,86,550,000

Date of allotment	Reason / nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Gopal Bansal and 10,000 Equity Shares allotted to Gopal Bansal HUF.						
November 26, 2018	Preferential allotment in lieu of conversion of existing outstanding unsecured loan extended to our Company	9,800,000 Equity Shares allotted to India Finsec Limited	9,800,000	10	10	Other than Cash	38,455,000	3,84,550,000
January 23, 2019	Rights Issue	300,000 Equity Shares allotted to India Finsec Limited, 240,000 Equity Shares allotted to Sunita Bansal, 350,000 Equity Shares allotted to Gopal Bansal and 100,000 Equity Shares allotted to Gaurav Suri, 210,000 Equity Shares allotted to Arvind Kumar Bansal HUF.	1,200,000	10	10	Cash	39,655,000	3,96,550,000
March 31, 2019	Preferential allotment in lieu of conversion of existing outstanding unsecured loan extended to our Company	5,455,000 Equity Shares allotted to India Finsec Limited	5,455,000	10	10	Other than Cash	45,110,000	4,51,100,000
July 10, 2019	Rights Issue	220,000 Equity Shares allotted to India Finsec Limited, 1,730,000 Equity Shares allotted to Gopal Bansal, 1,80,000 Equity Shares allotted to Gopal Bansal HUF,	3,110,000	10	10.40	Cash	48,220,000	4,82,200,000

Date of allotment	Reason / nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		750,000 Equity Shares allotted to Sunita Bansal, 115,000 Equity Shares allotted to Gaurav Suri and 115,000 Equity Shares allotted to Kriti Suri.						
November 26, 2019	Rights Issue	303,000 Equity Shares allotted to Gopal Bansal, 1,290,000 Equity Shares allotted to Sunita Bansal, 10,000 Equity Shares allotted to Gaurav Suri and 100,000 Equity Shares allotted to Kriti Suri.	1,703,000	10	10.4	Cash	49,923,000	4,99,230,000
March 25, 2021	Rights Issue	1,817,730 Equity Shares allotted to Gopal Bansal HUF and 2,727,270 Equity Shares allotted to Sunita Bansal.	4,545,000	10	11	Cash	54,468,000	5,44,680,000
August 27, 2021	Rights Issue	817,500 Equity Shares allotted to Virender Kumar Bansal, 817,500 Equity Shares allotted to Santosh Bansal, 375,000 Equity Shares allotted to Ashish Bansal, 375,000 Equity Shares allotted to Nirmala Devi, 375,000 Equity Shares allotted to Naresh Kumar Bansal and 375,000 Equity Shares allotted to Charu Bansal.	3,135,000	10	18.35	Cash	57,603,000	5,76,030,000
November 22, 2021	Rights Issue	544,900 Equity Shares allotted to Virender Kumar Bansal, 544,900 Equity Shares allotted to Santosh Bansal, 306,200 Equity Shares allotted to Ashish Bansal, 306,200 Equity Shares allotted to Nirmala Devi, 306,200 Equity Shares allotted to Naresh Kumar Bansal, 306,200 Equity Shares allotted to Charu Bansal and 555,800 Equity Shares allotted to Sunita Bansal.	2,870,400	10	18.35	Cash	60,473,400	6,04,734,000
February 20, 2023	Rights Issue	544,960 Equity Shares allotted to Virender	5,449,600	10	18.35	Cash	65,923,000	6,59,230,000

Date of allotment	Reason / nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Kumar Bansal, 544,960 Equity Shares allotted to Santosh Bansal, 1,634,880 Equity Shares allotted to India Finsec Limited, 2,005,460 Equity Shares allotted to Gopal Bansal and 719,340 Equity Shares allotted to Sunita Bansal.						
January 25, 2025	Rights Issue	4,708,796 Equity Shares allotted to India Finsec Limited	4,708,796	10	18.50	Cash	70,631,796	7,06,317,960
February 15, 2025	Rights Issue	14,126,368 Equity Shares allotted to India Finsec Limited	14,126,368	10	18.50	Cash	84,758,164	8,47,581,640

⁽¹⁾ Our Company was incorporated on September 17, 2015 and the date of subscription to the MoA is September 08, 2015.

Our Company has made the abovementioned issuances and allotments of Equity Shares from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus in compliance with the relevant provisions of Companies Act, 2013, to the extent applicable.

(b) Issue of shares for consideration other than cash or by way of bonus issue or out of revaluation reserves

Our Company has not issued any Equity Shares out of revaluation reserves since its incorporation. Further, except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash or by way of bonus issue, as on the date of this Draft Red Herring Prospectus.

Date of allotment	Number of Equity Shares allotted	Details of allottee and Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
November 26, 2018	9,800,000	9,800,000 Equity Shares allotted to India Finsec Limited	10	10	Preferential allotment in lieu of conversion of existing outstanding unsecured loan extended to our Company	Conversion of unsecured loan was undertaken to meet the business requirements of our Company
March 31, 2019	5,455,000	5,455,000 Equity Shares allotted to India Finsec Limited	10	10	Preferential allotment in lieu of conversion of existing outstanding unsecured loan extended to our Company	Conversion of unsecured loan was undertaken to meet the business requirements of our Company

- (c) Our Company does not have any preference share capital and outstanding preference shares as of the date of this Draft Red Herring Prospectus.
- (d) Our Company has not issued or allotted any Equity Shares pursuant to any schemes of arrangement approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, as applicable.
- (e) As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock option plan.
- (f) The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid / Offer Closing Date.
- (g) Except as disclosed above in “*Capital Structure -Equity Share capital history of our Company*” on page 84, our Company has not issued any shares at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus.

2. Shareholding Pattern of our Company

The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+C)			Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
								Class eg: Equity Shares	Class eg: Others	Total								
(A)	Promoters and Promoter Group	12	84,485,684	-	-	84,485,684	99.68	84,485,684	99.68	84,485,684	99.68	-	99.68	-	-	-	-	84,485,684
(B)	Public	1	272,480			272,480	0.32	272,480	0.32	272,480	0.32	-	0.32	-	-	-	-	272,480
(C)	Non-Promoter- Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	13	84,758,164	-	-	84,758,164	100.00	84,758,164	100.00	84,758,164	100.00	-	100.00	-	-	-	-	84,758,164

3. Major shareholders

The list of our major Shareholders and the number of Equity Shares held by them is provided below:

- a) The details of our Shareholders holding 1% or more of the paid-up Equity Share capital of our Company (comprising at least 80% of the paid-up Equity Share Capital of our Company) and the number of Equity Shares held by them as on the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the Shareholders	Number of Equity Shares of face value of ₹ 10 each held	% of the pre-Offer share capital on a fully diluted basis
1.	India Finsec Limited	60,185,024	71.01
2.	Gopal Bansal	7,393,430	8.72
3.	Sunita Bansal	6,942,410	8.19
4.	Virender Kumar Bansal	2,588,562	3.05
5.	Gopal Bansal (HUF)	2,007,734	2.37
6.	Santosh Bansal	1,907,361	2.25
7.	Kriti Suri	1,480,010	1.75
Total		82,504,531	97.34

- b) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company (comprising at least 80% of the paid-up Equity Share Capital of our Company) and the number of Equity Shares held by them 10 days prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholders	Number of Equity Shares of face value of ₹ 10 each held	% of the pre-Offer share capital on a fully diluted basis
1.	India Finsec Limited	60,185,024	71.01
2.	Gopal Bansal	7,393,430	8.72
3.	Sunita Bansal	6,942,410	8.19
4.	Virender Kumar Bansal	2,588,562	3.05
5.	Gopal Bansal (HUF)	2,007,734	2.37
6.	Santosh Bansal	1,907,361	2.25
7.	Kriti Suri	1,480,010	1.75
Total		82,504,531	97.34

- c) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company (comprising at least 80% of the paid-up Equity Share Capital of our Company) and the number of Equity Shares held by them one year prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholders	Number of Equity Shares of face value of ₹ 10 each held	% of the pre-Offer share capital on a fully diluted basis
1.	India Finsec Limited	60,185,024	71.01
2.	Gopal Bansal	73,93,428	8.72
3.	Sunita Bansal	69,42,410	8.19
4.	Gopal Bansal (HUF)	20,07,734	2.37
5.	Virender Kumar Bansal	19,07,361	2.25
6.	Santosh Bansal	19,07,361	2.25
7.	Kriti Suri	14,80,010	1.75
Total		81,823,328	96.54

- d) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company (comprising at least 80% of the paid-up Equity Share Capital of our Company) and the number of Equity Shares held by them two years prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No	Name of the Shareholders	Number of Equity Shares of face value of ₹ 10 each held	% of the pre-Offer share capital on a fully diluted basis
1.	India Finsec Limited	41,349,860	62.72%
2.	Gopal Bansal	7,393,440	11.22%
3.	Sunita Bansal	6,942,410	10.53%
4.	Gopal Bansal (HUF)	2,007,734	3.05%
5.	Virender Kumar Bansal	1,907,361	2.89%
6.	Santosh Bansal	1,907,361	2.89%
7.	Kriti Suri	1,480,010	2.25%
8.	Ashish Bansal	6,81,201	1.03%
9.	Nirmala Devi	6,81,201	1.03%
10.	Naresh Kumar Bansal	6,81,201	1.03%
11.	Charu Bansal	6,81,201	1.03%
Total		65,712,980	99.68%

4. Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company

Except as stated below, as on the date of this Draft Red Herring Prospectus, none of our Directors or Key Managerial Personnel or Senior Management hold any Equity Shares of face value ₹ 10 in our Company:

Sr. No.	Name of the Shareholder	Designation	Pre-Offer Equity Share capital	
			No. of Equity Shares	% of total Shareholding
1.	Gopal Bansal	Managing Director	7,393,430	8.72
2.	Sunita Bansal	Whole Time Director	6,942,410	8.19
3.	Kriti Suri	Whole Time Director	1,480,010	1.75
	Total		15,815,850	18.66

5. Details of Shareholding of our Promoters and members of the Promoter Group of the Company

(i) Equity Shareholding of the Promoters and members of the Promoter Group

As on the date of this Draft Red Herring Prospectus, our Promoters and members of the Promoter Group collectively hold 84,485,684 Equity Shares of face value ₹10 each, equivalent to 99.68%, on fully diluted basis, of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below:

Sr. No.	Name of the Shareholder	Pre-Offer		Post-Offer Equity Share Capital*	
		No. of Equity Shares	% of pre- Offer Equity Share capital	No. of Equity Shares	% of post- Offer Equity Share capital
Promoters					
1.	India Finsec Limited	60,185,024	71.01	[●]	[●]
2.	Gopal Bansal	7,393,430	8.72	[●]	[●]
3.	Sunita Bansal	6,942,410	8.19	[●]	[●]
Total (A)		74,520,864	87.92	[●]	[●]
Promoter Group					
4.	Virender Kumar Bansal	2,588,562	3.05	[●]	[●]
5.	Gopal Bansal HUF	2,007,734	2.37	[●]	[●]
6.	Santosh Bansal	1,907,361	2.25	[●]	[●]

Sr. No.	Name of the Shareholder	Pre-Offer		Post-Offer Equity Share Capital*	
		No. of Equity Shares	% of pre- Offer Equity Share capital	No. of Equity Shares	% of post- Offer Equity Share capital
7.	Renu Bansal	681,211	0.80	[●]	[●]
8.	Nidhi Bansal	544,971	0.64	[●]	[●]
9.	Ganga Devi Bansal	408,731	0.48	[●]	[●]
10.	Kriti Suri	1,480,010	1.75	[●]	[●]
11.	Arvind Kumar Bansal HUF	209,990	0.25	[●]	[●]
12.	Arvind Kumar Bansal	136,250	0.16	[●]	[●]
Total (B)		9,964,820	11.76	[●]	[●]

* Subject to finalisation of Basis of Allotment

(ii) **Build-up of our Promoters' shareholding in our Company**

The build-up of the Equity shareholding of our Promoters since the incorporation of our Company is set forth in the table below:

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital	Percentage of post- Offer Equity Share capital*
India Finsec Limited							
September 17, 2015 ⁽¹⁾	Initial subscription to MoA	50,000 ⁽²⁾	Cash	10	10	0.06%	[●]
December 26, 2015	Sold to Yogesh Bansal	(50,000) ⁽³⁾	Cash	10	10		[●]
December 27, 2016	Acquired from Yogesh Bansal	50,000 ⁽⁴⁾	Cash	10	10		[●]
March 30, 2017	Right Issue	10,450,000	Cash	10	10	12.33%	[●]
August 23, 2017	Right Issue	400,000	Cash	10	10	0.47%	[●]
February 28, 2018	Right Issue	3,900,000	Cash	10	10	4.60%	[●]
March 23, 2018	Right Issue	2,400,000	Cash	10	10	2.83%	[●]
July 06, 2018	Right Issue	3,900,000	Cash	10	10	4.60%	[●]
October 01, 2018	Sold to Gopal Bansal (HUF)	(10)	Cash	10	10	Negligible	[●]
November 24, 2018	Right Issue	2,840,000	Cash	10	10	3.35%	[●]
November 26, 2018	Conversion of Loan into Equity	9,800,000	Other than Cash	10	10	11.56%	[●]
January 23, 2019	Right Issue	300,000	Cash	10	10	0.35%	[●]
March 31, 2019	Conversion of Loan into	5,455,000	Other than Cash	10	10	6.44%	[●]

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital	Percentage of post-Offer Equity Share capital*
	Equity						
April 22, 2019	Sold to Gaurav Suri	(10)	Cash	10	10	Negligible	[●]
July 10, 2019	Right Issue	220,000	Cash	10	10.40	0.26%	[●]
February 20, 2023	Right Issue	1,634,880	Cash	10	18.35	1.93%	[●]
January 25, 2025	Right Issue	4,708,796	Cash	10	18.50	5.56%	[●]
February 15, 2025	Right Issue	14,126,368	Cash	10	18.50	16.67%	[●]
Total (A)		60,185,024				71.01%	[●]
Gopal Bansal							
November 24, 2018	Right Issue	3,005,000	Cash	10	10	3.55%	[●]
January 23, 2019	Right Issue	350,000	Cash	10	10	0.41%	[●]
July 10, 2019	Right Issue	1,730,000	Cash	10	10.40	2.04%	[●]
November 26, 2019	Right Issue	303,000	Cash	10	10.40	0.36%	[●]
February 20, 2023	Right Issue	2,005,460	Cash	10	18.35	2.37%	[●]
June 07, 2024	Transfer of Equity Shares by way of Gift to Ganga Devi Bansal	(10)	By way of gift	10	N.A.	Negligible	[●]
June 10, 2024	Transfer of Equity Shares by way of Gift to Nidhi Bansal	(10)	By way of gift	10	N.A.	Negligible	[●]
September 06, 2024	Transfer of Equity Shares by way of Gift to Renu Bansal	(10)	By way of gift	10	N.A.	Negligible	[●]
September 27, 2024	Transfer of Equity Shares by way of Gift to Anu Kaur	(1)	By way of gift	10	N.A.	Negligible	[●]
September 27, 2024	Transfer of Equity Shares by way of Gift to Jasvinder Singh	(1)	By way of gift	10	N.A.	Negligible	[●]
December 12, 2025	Transfer of Equity Shares by way of Gift from Anu	1	By way of gift	10	N.A.	Negligible	[●]

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital	Percentage of post-Offer Equity Share capital*
	Kaur						
March 09, 2026	Transfer of Equity Shares by way of Gift from Jasvinder Singh	1	By way of gift	10	N.A.	Negligible	[●]
Total (B)		7,393,430				8.72%	[●]
Sunita Bansal [#]							
July 06, 2018	Right Issue	430,000	Cash	10	10	0.51%	[●]
November 24, 2018	Right Issue	230,000	Cash	10	10	0.27%	[●]
January 23, 2019	Right Issue	240,000	Cash	10	10	0.28%	[●]
July 10, 2019	Right Issue	750,000	Cash	10	10.40	0.88%	[●]
November 26, 2019	Right Issue	1,290,000	Cash	10	10.40	1.52%	[●]
March 25, 2021	Right Issue	2,727,270	Cash	10	11	3.22%	[●]
November 22, 2021	Right Issue	555,800	Cash	10	18.35	0.66%	[●]
February 20, 2023	Right Issue	719,340	Cash	10	18.35	0.85%	[●]
Total (C)		6,942,410				8.19%	[●]

[#]The above-mentioned Person is the Promoter Selling Shareholder.

* Subject to finalisation of Basis of Allotment

(1) Our Company was incorporated on September 17, 2015 and the date of subscription to the MoA is September 08, 2015.

(2) Including 60 shares held by 6 nominee shareholders.

(3) Sold entire 50,000 shares to Yogesh Bansal & other 6 nominee shareholders of Yogesh Bansal.

(4) Acquired entire 50,000 shares from Yogesh Bansal, out of which 49,940 shares are in the name of India Finsec Limited & 60 shares are in the name of 6 nominee shareholders.

- (iii) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition, as applicable, of such Equity Shares.
- (iv) As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged or are otherwise encumbered.
- (v) Except as disclosed above and under “Share Capital History of our Company”, “Build-up of our Promoters’ shareholding in our Company” and “Secondary transactions of Equity Shares by our Promoters, members of the Promoter Group and Selling Shareholders” on pages 84, 92 and 94 none of the members of the Promoter Group, the Promoters, the Directors of our Company, nor any of their respective relatives, as applicable, have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
- (vi) **Build-up of the shareholding of the members of our Promoter Group in our Company**

As on the date of this Draft Red Herring Prospectus, member of our Promoter Group, namely, Gopal Bansal (HUF), Ganga Devi Bansal, Arvind Kumar Bansal (HUF), Arvind Kumar Bansal, Santosh Bansal, Nidhi Bansal, Virender Kumar Bansal, Renu Bansal and Kriti Suri hold 9,964,820 Equity Shares equivalent to 11.76% of the issued, subscribed, and paid-up pre-Offer Equity Share capital of our Company. The details regarding the build-up of the Equity shareholding of members of our Promoter Group in our Company is set forth in the table below:

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of the pre- Offer share capital (%) *	Percentage of the post- Offer share capital (%)
Gopal Bansal (HUF) #							
November 24, 2018	Right Issue	10,000	Cash	10	10	0.01%	[●]
October 01, 2018	Transfer of Equity Shares from India Finsec Limited	10	Cash	10	10	Negligible	[●]
July 10, 2019	Right Issue	180,000	Cash	10	10.40	0.21%	[●]
March 25, 2021	Right Issue	1,817,730	Cash	10	11	2.14%	[●]
August 03, 2021	Transfer of Equity Shares by way of Gift to Virender Kumar Bansal	(1)	By way of gift	10	N.A.	Negligible	[●]
August 03, 2021	Transfer of Equity Shares by way of Gift to Santosh Bansal	(1)	By way of gift	10	N.A.	Negligible	[●]
August 03, 2021	Transfer of Equity Shares by way of Gift to Ashish Bansal	(1)	By way of gift	10	N.A.	Negligible	[●]
August 03, 2021	Transfer of Equity Shares by way of Gift to Nirmala Devi	(1)	By way of gift	10	N.A.	Negligible	[●]
August 03, 2021	Transfer of Equity Shares by way of Gift to Naresh Kumar Bansal	(1)	By way of gift	10	N.A.	Negligible	[●]
August 03, 2021	Transfer of Equity Shares by way of Gift to Charu Bansal	(1)	By way of gift	10	N.A.	Negligible	[●]
Total		2,007,734				2.37%	[●]
Ganga Devi Bansal							
June 07, 2024	Transfer of Equity Shares by way of Gift from Gopal Bansal	10	By way of gift	10	N.A.	Negligible	[●]
September 09, 2025	Transfer of Equity Shares from Charu Bansal	408,721	Cash	10	18.35	0.48%	[●]
Total		408,731				0.48%	[●]
Arvind Kumar Bansal (HUF) #							
January 23, 2019	Right Issue	210,000	Cash	10	10	0.25%	[●]
February 5, 2021	Transfer of Equity Shares by way of Gift to Arvind Kumar Bansal	(10)	By way of gift	10	N.A.	Negligible	[●]
Total		209,990				0.25%	[●]
Arvind Kumar Bansal							

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of the pre- Offer share capital (%) *	Percentage of the post- Offer share capital (%)
February 5, 2021	Transfer of Equity Shares by way from Gift to Arvind Kumar Bansal (HUF)	10	By way of gift	10	N.A.	Negligible	[●]
September 9, 2025	Transfer of Equity Shares from Ashish Bansal	136,240	Cash	10	18.35	0.16%	[●]
Total		136,250				0.16%	[●]
Kriti Suri #							
February 23, 2018	Rights Issue	350,000	Cash	10	10	0.41%	[●]
July 06, 2018	Rights Issue	190,000	Cash	10	10	0.22%	[●]
July 10, 2019	Rights Issue	115,000	Cash	10	10.4	0.14%	[●]
November 26, 2019	Rights Issue	100,000	Cash	10	10.4	0.12%	[●]
January 21, 2021	Transmission of Shares from Gaurav Suri	725,010	N.A.	10	N.A.	0.86%	[●]
Total		1,480,010				1.75%	[●]
Santosh Bansal							
August 27, 2021	Rights Issue	817,500	Cash	10	18.35	0.96%	[●]
August 3, 2021	Transfer of Equity Shares by way of gift from Gopal Bansal HUF	1	By way of gift	10	N.A.	Negligible	[●]
November 22, 2021	Rights Issue	544,900	Cash	10	18.35	0.64%	[●]
February 20, 2023	Rights Issue	544,960	Cash	10	18.35	0.64%	[●]
Total		1,907,361				2.25%	[●]
Nidhi Bansal							
June 10, 2024	Transfer of Equity Shares by way of gift from Gopal Bansal	10	By way of gift	10	N.A.	Negligible	[●]
September 9, 2025	Transfer of Equity Shares from Ashish Bansal	544,961	Cash	10	18.35	0.64%	[●]
Total		544,971				0.64%	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of the pre- Offer share capital (%) *	Percentage of the post- Offer share capital (%)
Virender Kumar Bansal							
August 27, 2021	Rights Issue	817,500	Cash	10	18.35	0.96%	[●]
August 3, 2021	Transfer of Equity Shares by way of gift from Gopal Bansal HUF	1	By way of gift	10	N.A.	Negligible	[●]
November 22, 2021	Rights Issue	544,900	Cash	10	18.35	0.64%	[●]
February 20, 2023	Rights Issue	544,960	Cash	10	18.35	0.64%	[●]
July 30, 2025	Transfer of Equity Shares from Naresh Kumar Bansal	681,201	Cash	10	18.35	0.80%	[●]
Total		2,588,562				3.05%	[●]
Renu Bansal							
September 6, 2024	Transfer of Equity Shares by way of gift from Gopal Bansal	10	By way of gift	10	N.A.	Negligible	[●]
July 30, 2025	Transfer of Equity Shares from Nirmala Devi	681,201	Cash	10	18.35	0.80%	[●]
Total		681,211				0.80%	[●]

**The above mentioned Person and entities are the Promoter Group Selling Shareholders.*

(vii) **Secondary Transactions of Equity Shares by our Promoters, members of the Promoter Group and Selling Shareholders**

(viii) Except as disclosed above and in “-Build-up of our Promoters’ shareholding in our Company” on page 92, there has been no acquisition of Equity Shares through secondary transactions by the Promoters, members of the Promoter Group and Selling Shareholders, as on the date of this Draft Red Herring Prospectus.

(ix) **Weighted average cost of acquisition of all equity shares transacted by our Promoters, the members of our Promoter Group, Selling Shareholders in the last one year, eighteen months and three years preceding the date of this Draft Red Herring Prospectus**

The details of weighted average cost of acquisition of all Equity Shares transacted by our Promoters (including our Promoter Selling Shareholder), the members of our Promoter Group (including our Promoter Group Selling Shareholders) and the Selling Shareholder in the last one year, eighteen months, and three years preceding the date of this Draft Red Herring Prospectus is as follows:

Period	Weighted average cost of acquisition per Equity Share of face value of ₹ 10 each (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition@	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)
Last one year preceding the date of this Draft Red Herring Prospectus	18.50	[●]	[●]
Last 18 months preceding the date of this Draft Red Herring Prospectus	18.50	[●]	[●]
Last three years preceding the date of this Draft Red Herring Prospectus	18.50	[●]	[●]

@ To be updated in the Pre-Offer and Price Band Advertisement and the Prospectus following the finalisation of Cap Price

*As certified by Ajay Rattan & Co., Chartered Accountants, vide their certificate dated July 22, 2026 bearing UDIN 26090975SYECGA3570.

- (x) There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors, or their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

6. Details of lock-in of Equity Shares

(i) Details of minimum Promoters' contribution and lock-in period

Pursuant to Regulations 14 and 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters, shall be considered as minimum Promoters' contribution and locked-in for a period of 18 months from the date of Allotment or any other period as may be prescribed under applicable law ("Minimum Promoters' Contribution") and the shareholding of our Promoters in excess of 20% shall be locked in for a period of 6 months from the date of Allotment. Our Promoters have given consent to include such number of Equity Shares held by them, in aggregate, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as the Minimum Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Minimum Promoters' Contribution from the date of filing of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Details of the Equity Shares held by our Promoters, which will be locked-in as Minimum Promoters' Contribution are set forth in the table below:

Name of the Promoter	Date of allotment / transfer of the Equity Shares*	Nature of transaction	No. of Equity Shares held	Face Value (₹)	Offer/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percentage of the pre-Offer paid-up capital (%)	Percentage of the pre-Offer paid-up capital (%)**	Date up to which the Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total						[●]	[●]	[●]	

* All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.

** Subject to finalisation of Basis of Allotment.

Note: The above details shall be filled in the Prospectus to be filed with the RoC.

Our Promoters have consented to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Minimum Promoters' Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber, in any manner, the Minimum Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted in accordance with the SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Minimum Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

- a. The Equity Shares offered for Minimum Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash, and revaluation of assets or capitalisation of intangible assets; or (b) have resulted from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or bonus issue against Equity Shares, which are otherwise ineligible for computation of Minimum Promoters' Contribution;
- b. The Minimum Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- c. Our Company has not been formed by the conversion of one or more partnership firms or of a limited liability partnership firm into a company.
- d. The Equity Shares forming part of the Minimum Promoters' Contribution are not subject to any pledge; and
- e. All the Equity Shares held by the Promoters are held in dematerialised form.

(ii) **Other Lock-in requirements**

- a. In terms of Regulation 17(1) of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (other than the Minimum Promoters' Contribution and Equity Shares held by our Promoters in excess of Minimum Promoters Contribution shall be locked in as prescribed in "*-Details of minimum Promoters' contribution and lock-in*" on page 98 shall unless otherwise permitted under the SEBI ICDR regulations, be locked-in for a period of one year from the date of Allotment in the Offer except for (a) the Equity Shares successfully transferred as a part of the Offer for Sale; and (b) Equity Shares held by a venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor. As on the date of this Draft Red Herring Prospectus, our Company does not have Shareholders that are venture capital funds or alternative investment funds of category I or category II or a foreign venture capital investor. Further, pursuant to Regulation 17(2) of the SEBI ICDR Regulations, where lock-in of the Equity Shares cannot be created, the depositories shall, upon receipt of instructions from our Company, record such Equity Shares as "non-transferable" for the duration of the applicable lock-in period.
- b. Any unsubscribed portion of the Equity Shares forming part of the Offer will be also be locked-in. As required under Regulation 20 of the SEBI ICDR Regulation, our Company shall ensure that the details of the equity share locked in are recorded by the relevant Depository.
- c. In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks, public financial institutions, NBFC-SIs or housing finance companies as collateral security for loans granted by such entities, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans however, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares, till the relevant lock-in period has expired in terms of SEBI ICDR regulations.
- d. In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in may be transferred to and amongst the members of the Promoter Group including other Promoters or to any new promoter and Equity Shares held by person other than Promoter which are locked in maybe transferred to any other person holding Equity Shares which are locked in along with the securities proposed

to be transferred, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

- e. 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.
7. As on the date of this Draft Red Herring Prospectus, The BRLM and its associates do not hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus. The BRLM and its associates may engage in transactions with and perform services for our Company and its Promoter, directors, officers, affiliates or third parties in the ordinary course of business or may in the future engage in investment banking transactions with our Company, our Promoter or such other persons, for which they may in the future receive customary compensation. However, Escorp Asset Management Limited, a subsidiary and associate of the BRLM as defined under the SEBI Merchant Bankers Regulations, holds 6.85% of the equity share capital of India Finsec Limited, the Promoter of our Company, which is in compliance with Regulation 21A of the SEBI (Merchant Bankers) Regulations, 1992
8. None of the Shareholders of our Company are directly or indirectly related to the BRLM or its associates.
9. The BRLM and persons related to the BRLM or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLM, or insurance companies promoted by entities which are associates of the BRLM or AIFs sponsored by entities which are associates of the BRLM, a FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLM.
10. All Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. The Equity Shares to be issued pursuant to the Offer shall be fully paid-up at the time of Allotment.
11. All Equity Shares held by our shareholders are in dematerialized form as on the date of the Draft Red Herring Prospectus.
12. Our Company has not made any public issue since its incorporation.
13. Except as disclosed in “*Our Management - Shareholding of our Directors in our Company*” and “*Our Management - Shareholding of Key Managerial Personnel and Senior Management in our Company*” on pages 252 and 91, respectively, none of our Directors, KMPs or Senior Management hold any Equity Shares in our Company.
14. No person connected with the Offer, including, but not limited to, our Company, each of our Promoters, the Selling Shareholders, the BRLM, the members of the Syndicate, or our Directors, members of Promoter Group, our Group Companies, our Key Managerial Personnel and our members of Senior Management shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
15. As of the date of this Draft Red Herring Prospectus, our Company has 13 Shareholders.
16. Neither our Company, nor any of our Directors have entered into any existing buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Manager has not made any buy-back arrangements for purchase of Equity Shares from any person.
17. Any oversubscription to the extent of 1% of the Offer size can be retained for the purposes of rounding off to the nearest multiple of minimum allotment lot while finalizing the Basis of Allotment.
18. Our Company may alter its capital structure within a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue

of Equity Shares, or otherwise to finance an acquisition, merger or joint venture or organic and/or inorganic growth or for regulatory compliance or such other scheme of arrangement or for acquiring assets or for expansion or business purposes or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

19. Our Company shall ensure that any transactions in the specified securities of our Company by our Promoters and our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.
20. Our Company does not have any outstanding convertible securities or any other right, which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.
21. As on the date of this Draft Red Herring Prospectus, our Company does not have a stock appreciation rights scheme.
22. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
23. As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options, debentures, loans or other instruments convertible into Equity Shares.
24. As on the date of this Draft Red Herring Prospectus, the BRLM is not an associate (as defined in the SEBI Merchant Bankers Regulations) of our Company.
25. There will not be any further issue of Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner, during the period commencing from submission of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be, other than in connection with: (i) the Offer; and (ii) the Pre-IPO Placement.

Our Company shall ensure that the Pre-IPO Placement, if undertaken, will be reported to the Stock Exchanges within 24 hours of the Pre-IPO Placement.

OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of up to 35,500,000 Equity shares aggregating up to ₹ [●] by our Company and an Offer for Sale of up to 3,000,000 Equity shares aggregating up to ₹ [●] by the Selling Shareholders. Our Company proposes to utilize the Net Proceeds from the Offer towards the following below mentioned objects.

The Offer for Sale

The respective portion of the proceeds from the Offer for Sale, comprising up to 3,000,000 Equity Shares aggregating up to ₹ [●] million, shall be received by Gopal Bansal HUF, Arvind Kumar Bansal HUF, Sunita Bansal and Kriti Suri (the “**Selling Shareholders**”), after deduction of its proportionate share of offer-related expenses and applicable taxes. Except for the listing fees, which shall be borne by our Company, all offer-related expenses shall be shared between our Company and the Selling Shareholders in proportion to the proceeds received from the Fresh Issue and the Offer for Sale, respectively.

The proceeds from the Offer for Sale shall be distributed to the Selling Shareholders in proportion to the Equity Shares offered by it as part of the Offer for Sale. Such proceeds will not form part of the Net Proceeds and our Company will not receive any proceeds from the Offer for Sale.

For further information regarding the Selling Shareholders and Equity Shares being offered for sale, see chapter titled “*The Offer*” on page 66 of this Draft Red Herring Prospectus.

Fresh Issue

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards augmenting our Company’s Tier – I capital base to meet our Company’s future capital requirements including onward lending, arising out of the growth of our business (“**Object**”). Further, a portion of the proceeds from the Fresh Issue will be used towards meeting Offer Expenses. For further details, see “– *Offer Expenses*” on page 106 below.

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including enhancement of our Company’s brand name and creation of a public market for our Equity Shares in India.

The main objects clause and objects which are necessary for furtherance of the main objects as set out in our Memorandum of Association enable us to undertake the activities for which the Net Proceeds are proposed to be raised by us through the Fresh Issue.

Net Proceeds

The details of the proceeds of the Fresh Issue are set forth in the table below:

(₹ in millions)		
Sr. No.	Particulars	Amount ⁽¹⁾
1	Gross Proceeds of the Fresh Issue	[●]
2	Less: Offer related Expenses ⁽²⁾	[●]
	Net Proceeds of the Fresh Issue	[●]

(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

(2) For details, see “– *Offer related expenses*” on page 106.

Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be utilised towards augmentation of our Company’s Tier – I capital base to meet our Company’s future capital requirements including onward lending which are expected to arise out of the growth in our Company’s business, and to ensure compliance with regulatory requirements on capital adequacy prescribed by the RBI from time to time.

Proposed Schedule of Implementation and Deployment of Funds

		(₹ in million)
Sr. No.	Particulars	Amount
1.	Augmentation of our capital base to meet our future capital requirements	1,500.00
2.	General Corporate Purposes	[-]
Total		[-]

The Net Proceeds are proposed to be deployed over the course of Fiscal 2027. The fund deployment is based on current circumstances of our business, management estimates, prevailing market and financial conditions and other technical and commercial factors. The fund requirements and deployment of funds have not been appraised by any bank, or financial institution or any other independent agency. For details on risks involved, see “*Risk Factors 45 – Our funding requirements and the proposed deployment of Net Proceeds are based on management estimates, and have not been independently appraised. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior Shareholders’ approval*” on page 50 and we may have to revise our estimates from time to time on account of various factors, such as financial and market conditions, competition, interest rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

In the event that the estimated utilization of the Net Proceeds is not completely met in Fiscal 2027, due to the reasons stated above, the same shall be utilised in the next Fiscal, as may be determined by our Company, in accordance with applicable laws.

Details of the Object of the Fresh Issue

Augmentation of our Company’s Tier-I capital base to meet our Company’s future capital requirements including onward lending.

We are a non-deposit taking, non-banking financial company classified as an Investment and Credit Company (NBFC-ICC) and categorized as a Base Layer NBFC under the Reserve Bank of India’s framework, registered with the Reserve Bank of India (“RBI”) under Section 45-IA of the Reserve Bank of India Act, 1934, bearing registration no. N-14.03651. We carry on business of providing secured retail loans with a primary focus on gold loan products.

As of March 31, 2026, we operated a network of 88 branches across four states and one Union Territory, comprising 31 branches in the National Capital Territory of Delhi, 33 branches in Rajasthan, 11 branches in Madhya Pradesh, 9 branches in Uttar Pradesh and 4 branches in Haryana, through which we served over 33,000 active borrowers.

As an NBFC, our business is capital intensive and our ability to grow our lending portfolio is dependent on the availability of adequate capital. We are required to maintain prescribed capital adequacy ratios and comply with the prudential norms and regulatory requirements applicable to NBFCs, including requirements relating to capital funds and risk-weighted assets. Accordingly, augmentation of our Tier-I capital base is necessary to support the future growth of our lending operations while maintaining adequate capital buffers and regulatory compliance.

The Indian NBFC sector continues to play a significant role in expanding access to formal credit, particularly among retail borrowers and underserved customer segments. Further, the gold loan market in India has witnessed strong growth driven by rising demand for secured credit products, increasing preference for collateral-backed lending, growing credit requirements of MSMEs, self-employed individuals and informal sector borrowers, increasing penetration of organized lenders in rural and semi-urban markets and rising gold prices, which enhance borrowing capacity against pledged gold.

The table below sets forth the details of our Company’s Tier-I Capital Ratio as at March 31, 2026, March 31, 2025 and March 31, 2024:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Capital Ratio	33.72%	60.08%	56.34%

Capital Ratio: Computed from the restated financial statements of the Company, as adjusted net worth divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.

The table below sets forth the details of composition of the Company's Tier – I and Tier – II Capital as at March 31, 2026, March 31, 2025 and March 31, 2024 as per the audited financial statements of the Company.

(₹ in millions)

Particulars	As at		
	March 31, 2026	March 31, 2025	March 31, 2024
Share Capital	847.58	847.58	659.23
Statutory Reserve (u/s 45 IC of RBI Act, 1934)	144.89	101.63	65.37
Securities Premium	259.53	259.53	102.12
Retained Earnings	561.94	389.13	243.94
Other Reserves	-	-	-
Deferred Tax Assets	14.58	15.08	19.56
Deferred revenue expenditure, other intangible assets and other ineligible items for Tier – 1 capital	8.27	10.19	9.59
Tier I Capital ⁽¹⁾	1,791.10	1,572.60	1,041.51
Subordinated Debt	-	224.69	174.56
General Provision & Standard Asset Provision	13.59	12.60	9.91
Tier II Capital	13.59	237.29	184.48
Total Capital (Tier I + Tier II)	1,804.69	1,809.89	1,225.99
Total Risk Weighted Assets	5,311.41	2,617.49	1,848.51
CRAR	33.97%	69.15%	66.32%
CRAR – Tier I	33.72%	60.08%	56.34%
CRAR – Tier II	0.25%	9.07%	9.98%

Notes:

1. Tier I Capital: Tier I capital computed from the financial statements of the Company, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.
2. Tier II Capital: Tier II capital computed from the financial statements of the Company, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.
3. Total Capital (Tier I and Tier II): Computed from the financial statements of the Company, as the total of Tier I Capital and Tier II Capital, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.
4. Total risk weighted assets: Computed from the financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.
5. CRAR: Computed from the financial statements of the Company, as the sum of CRAR - Tier I and CRAR - Tier II.
6. CRAR – Tier I: Computed from the financial statements of the Company, as Tier I Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.
7. CRAR – Tier II: Computed from the financial statements of the Company, as Tier II Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.

Below are the details of our AUM during the periods ended March 31, 2026, March 31, 2025 and March 31, 2024 along with year-on-year growth:

Particulars	As on March 31, 2026	As on March 31, 2025	As on March 31, 2024
Gross Assets under Management (AUM)*	5,204.90	3,321.14	2,791.04
Y-o-Y Growth in AUM	56.72%	18.99%	11.24%

* AUM includes owned portfolio as well as managed portfolio

As per the capital adequacy norms issued by the RBI, we are required to have a regulatory minimum Capital to Risk Weighted Assets Ratio (“CRAR”) of 15% consisting of Tier I and Tier II capital. Additionally, we are required to maintain a Tier I capital of 10% at all time.

Sr. No.	Particulars	Minimum Requirement as per RBI	March 31, 2026	March 31, 2025	March 31, 2024	Compliance Status
1.	Net Owned Funds* (₹ in Millions)	100	1,805.52	1,587.68	1,061.08	Complied
2.	Capital to Risk (Weighted) Assets Ratio (CRAR)	15%	33.97%	69.15%	66.32%	Complied
3.	Debt-Equity Ratio	< 7x	2.14x	1.18x	1.70x	Complied
4.	Asset-Income Pattern (a)% of Financial Assets to Total Assets and (b) % of Financial Income to Gross Income	At least 50% for both	(a) 96.96% (b) 93.55%	(a) 95.96% (b) 95.99%	(a) 96.37% (b) 95.39%	Complied

* As per RBI NBFC Norms 'Net Owned Fund' means the amount as arrived from Owned Funds minus the intangible assets, the amount of investments of such company in shares of its subsidiaries, companies in the same group and all other NBFCs and the book value of debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group, to the extent it exceeds 10% of the owned fund.

While our Company’s Tier – I Capital base as at March 31, 2026, March 31, 2025 and March 31, 2024 exceeds the regulatory thresholds prescribed by the RBI, we believe that in order to maintain our Company’s growth rate, we will require further capital in the future in order to remain compliant with such regulatory thresholds. For details on risks involved, see “Risk Factors 38 - We are required to maintain applicable capital adequacy ratios and failure to comply with the capital adequacy ratios prescribed by the Reserve Bank of India could adversely affect our business, results of operations, cash flows and financial condition” on page 47.

We typically use our Tier – I Capital towards our Company’s business and growth, including onward lending, payment of operating expenditure, repayment and/or prepayment of outstanding liabilities and interest thereon as part of our business activities, capital expenditure towards technology and other general corporate purposes. We have also raised funds via NCD which were used for the purpose of onward lending. Following is the details of listed NCDs issued by our Company:

No	ISIN	Total No. Units	Face Value Per Unit (INR)	Coupon Rate	Principal Outstanding as on 31 March 2026	Date of Issue	Date of Maturity
1	INE01XO07017	19,980	10,000	12.25%	172.59	18-11-2025	18-11-2027
2	INE01XO07025	16,000	10,000	12.25%	158.60	16-01-2026	16-01-2028
3	INE01XO07033	30,000	10,000	11.75%	294.84	29-01-2026	29-01-2028
4	INE01XO07041	40,000	10,000	11.80%	394.81	25-02-2026	26-02-2028
5	INE01XO07058	40,000	10,000	11.80%	394.58	12-03-2026	12-03-2028
6	INE01XO07066	50,000	10,000	11.75%	-	18-05-2026	18-05-2028
7	INE01XO07074	40,000	10,000	11.80%	-	10-07-2026	09-07-2028

The deployment of the Net Proceeds towards onward lending shall be undertaken in accordance with our lending policies, applicable regulatory requirements and business requirements, and may be deployed across various eligible lending products offered by our Company from time to time. The exact deployment of such funds will depend on business requirements, market conditions, regulatory considerations and other factors prevailing at the relevant time.

General Corporate Purposes

We propose to deploy ₹ [●] millions, aggregating to [●]% of the Gross Proceeds of the Fresh Issue towards general corporate purposes, including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, reduce consolidated debt levels, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or any other purposes as may be approved by our Board.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, including excess amount, if any, as mentioned in this Draft Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through the Offer of Equity Shares.

Means of Finance

We propose to fund the requirements of the objects detailed above entirely from the Net Proceeds. Accordingly, there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing identifiable internal accruals.

If the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purpose will not exceed 25% of the Offer proceeds in accordance with applicable law.

OFFER RELATED EXPENSES

The total estimated Offer Expenses are ₹ [●] millions, which is [●] % of the total Offer Size. The details of the Offer Expenses are tabulated below:

Sr. No.	Particulars	Amount (₹ in millions) *	% of Total Expenses*	% of Total Offer Size*
1.	Offer Management fees including fees and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	[●]	[●]%	[●]%
2.	Brokerage and Selling Commission ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	[●]	[●]%	[●]%
3.	Printing & Stationery, Distribution, Postage, etc.	[●]	[●]%	[●]%
4.	Advertisement and Marketing Expenses	[●]	[●]%	[●]%
5.	Stock Exchange Fees, Regulatory and other Expenses	[●]	[●]%	[●]%
6.	Underwriting Commission	[●]	[●]%	[●]%
Total		[●]	[●]%	[●]%

* To be incorporated in the Red Herring Prospectus after finalization of the Offer Price.

1) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by the SCSBs would be as follows:

Portion for Retail Individual Bidders [#]	[●] % of the Amount Allotted (plus GST)
Portion for Non-Institutional Bidders [#]	[●] % of the Amount Allotted (plus GST)

[#] Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

No additional uploading/processing charges shall be payable by the Company to the SCSBs on the Bid cum Application Forms directly procured by them. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.

2) Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are procured by the members of the Syndicate / sub-Syndicate / Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking, would be as follows.

Portion for Retail Individual Bidders [#]	[●] per ASBA Form (plus GST)
Portion for Non-Institutional Bidders [#]	[●] per ASBA Form (plus GST)

[#]Based on valid Bid cum Application Forms.

- 3) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are procured by members of the Syndicate (including their sub-Syndicate members), RTAs and CDPs would be as follows:

Portion for Retail Individual Bidders [#]	[●] % of the Amount Allotted (plus GST)
Portion for Non-Institutional Bidders [#]	[●] % of the Amount Allotted (plus GST)

[#] Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

- 4) Bidding/uploading Charges payable to members of the Syndicate (including their Sub-Syndicate Members), Registered Brokers, CRTAs and CDPs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are procured by them and submitted to SCSB for blocking, would be ₹ 10 per valid application. The selling commission and Bidding Charges payable to the Registered Brokers, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

- 5) Uploading charges/ processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

Members of the Syndicate / RTAs / CDPs (uploading charges)	₹ [●] per valid application (plus applicable taxes)
Axis Bank Limited	₹ [●] plus taxes per successful applicant The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other applicable laws

Except for the Regulatory related expenses, which will be borne by our Company, all other expenses relating to the Offer as mentioned above will be borne by the Company and our Selling Shareholders in proportion to the Equity Shares contributed to the Offer. The Offer expenses are estimated expenses and subject to change.

The Offer expenses shall be payable within 30 working days post the date of receipt of the final invoice from the respective Intermediaries by our Company.

Appraisal and Bridge Loans

The Objects have not been appraised by any banks, financial institutions or agency. Further, our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be utilised from the Net Proceeds.

Monitoring of Utilization of Funds

Our Company has appointed [●] as the monitoring agency in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay.

Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such Fiscals, as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to Regulation 18(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly

basis, a statement indicating (i) deviations, if any, in the utilisation of the Net Proceeds from the Objects of the Offer as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the objects of the Offer as stated above. In accordance with Regulation 47 of the SEBI ICDR Regulations, this information will also be published in newspapers simultaneously with the interim or annual financial results of our Company, after placing such information before our Audit Committee and its explanation in the Directors' report.

Interim Use of Funds

Our Company, in accordance with the policies established by our Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described above, our Company may temporarily deposit the Net Proceeds with in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934 as may be approved by our Board.

In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for any buying, trading or otherwise dealing in any equity or equity linked securities of any listed company or for any investment in the equity market.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules and Regulation 59 and Schedule XX of the SEBI ICDR Regulations, our Company shall not vary the Objects of the Offer unless our Company is authorized to do so by way of a special resolution of its Shareholders and our Company shall include the requisite explanation in the directors' report in relation to such variation. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act. Pursuant to the Companies Act, the Promoter will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, and the SEBI ICDR Regulations.

Other Details and Confirmations

No part of the Net Proceeds will be utilized by our Company as consideration to the Promoter, members of the Promoter Group, the Directors, or Key Managerial Personnel. We confirm that if any part of the Net Proceeds utilized for repayment of Borrowings / Loans, then such proceeds will not be indirectly routed to promoters, promoter group, group companies. Our Company has not entered into or is not planning to enter into any arrangement / agreements with the Promoter, the Directors, the Key Managerial Personnel in relation to the utilization of the Net Proceeds of the Offer. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue as set out above.

BASIS OF OFFER PRICE

The Price Band and Offer Price will be determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the quantitative and qualitative factors described below. The face value of the Equity Shares is ₹10 each and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Investors should also refer to “*Our Business*”, “*Risk Factors*”, “*Summary of financial information*”, “*Restated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 188, 26, 68, 290 and 368, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows:

1. *Established Brand with Focused Geographic Presence*

Over the years, we have built a reputation for transparent practices, prompt service delivery, and customer-centric engagement, which has enabled us to develop long-standing relationships with our customers. Our focus on reliability, responsiveness, and consistent service standards has contributed to repeat business and customer referrals. We believe our branch presence and service standards provide us with a competitive advantage in our operating geographies.

We have established a strong presence in our key operating geographies across the gold loan and home loan segments. We operate through a network of 88 branches across North India. Our physical presence enhances customer accessibility, supports local market understanding and facilitates efficient loan origination, verification and collection processes. Our branch-led model also strengthens customer engagement, particularly in secured lending segments such as gold loans, where proximity and trust play a significant role. Delhi NCR (31 branches) and Rajasthan (33 branches) together account for approximately 73% of our owned loan portfolio by outstanding value as of March 31, 2026, reflecting our concentrated but deep market presence in these geographies.

2. *Strong Asset Quality and Risk Management Framework*

We follow a structured credit assessment and collateral evaluation process supported by defined underwriting policies and periodic portfolio reviews. Our risk management framework includes prudent loan-to-value ratios, borrower eligibility checks and ongoing monitoring of repayment behaviour. This disciplined approach to credit selection and risk mitigation has contributed to a consistent improvement in our asset quality, with Gross NPA (as % of AUM) declining from 1.13% in FY2024 to 0.67% in FY2025, and Net NPA (as % of AUM) declining from 0.78% in FY2024 to 0.46% in FY2025, before settling at 0.79% and 0.58% respectively in FY2026. These measures have contributed to maintaining controlled levels of gross non-performing assets (GNPA) and net non-performing assets (NNPA).

As of March 31, 2026, our portfolio at risk over 30 days (“PAR 30+”) was 3.12% and our collection efficiency for the month was 89.48% reflecting the efficacy of our collections framework. Our collection strategy combines pre-due date digital reminders through our mobile application, tele-calling follow-ups and branch-level field visits, with the intensity of intervention calibrated to the stage of delinquency.

As of March 31, 2026, 99.22% of our total disbursements were made on a cashless basis, and 98.58% of our interest and principal collections were received through digital payment channels, reflecting the high degree of digitisation in our collections infrastructure.

3. *Technology-Enabled Operations*

Our Company’s operations are supported by a robust and scalable technology infrastructure that enables efficient execution across the lending lifecycle, including customer onboarding, credit appraisal, loan processing, disbursement, and servicing. Our technology-driven systems facilitate streamlined workflows, reduce manual intervention, and enable faster turnaround times, thereby enhancing overall operational efficiency. We have implemented standardized and digitized underwriting processes supported by automated data capture and centralized monitoring systems, which ensure consistency in credit evaluation and provide real-time visibility into

key operational and portfolio metrics. This enables effective supervision, timely decision-making, and improved portfolio management.

Our digital platforms also provide customers with convenient access to loan-related services, including repayment and support functionalities, thereby enhancing customer experience and engagement. Further, our technology infrastructure supports comprehensive management information systems (MIS) and data analytics capabilities, enabling us to monitor portfolio performance, identify trends, and strengthen risk management practices. The scalability of our systems allows us to expand our operations efficiently without a commensurate increase in costs. Our continued focus on technology adoption strengthens our operational capabilities, enhances internal controls, and supports sustainable business growth.

4. Experienced Management Team with a Demonstrated Track Record of Growth and Profitability

Our Company is led by an experienced management team with significant expertise in retail secured lending, credit underwriting, risk management and financial services. The leadership team is headed by Gopal Bansal, Managing Director and Chief Executive Officer, a Chartered Accountant with over 23 years of experience in finance. Under his leadership, the Company has focused on disciplined growth, prudent lending practices and strengthening its operational framework.

The senior management team also includes Sunita Bansal, Director, who has over 26 years of experience in human resources and organizational development, Ashish Bansal, Non-Executive Director, a Chartered Accountant with experience in finance, taxation and underwriting, and Kriti Suri, Whole-time Director, who oversees collections and recovery operations. We believe that the collective experience of our leadership team, coupled with their understanding of local markets and credit evaluation, enables us to scale our operations prudently while maintaining asset quality and supporting our long-term growth strategy.

For more details on qualitative factors, refer to chapter “Our Business-Our Strengths” on page no. 195 of this Draft Red Herring Prospectus.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial information prepared in accordance with SEBI ICDR regulations. For more details, please refer the chapter titled “Restated Financial Information” on page no. 290 of this Draft Red Herring Prospectus.

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

1. Basic and Diluted Earnings per Share (“EPS”), as adjusted for changes in capital as derived from the Restated Financial Information:

Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2026	2.55	2.55	3
March 31, 2025	2.65	2.65	2
March 31, 2024	1.84	1.84	1
Weighted Average EPS	2.47		

Notes:

- The face value of each Equity Share is ₹10 each
- Basic Earnings per share = Restated Net profit after tax attributable to equity shareholders / Weighted average number of equities shares outstanding during the year.
- Diluted Earnings per share = Restated Net profit after tax attributable to equity shareholders / Weighted average number of potential equity shares outstanding during the year.
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year / Total of weights.
- Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 ‘Earnings per share
- The above statement should be read in conjunction with Significant Accounting Policies and Notes to Restated Financial Statement of the “Restated Financial Information” beginning on page no. 290 of this Draft Red Herring Prospectus.

2. Price to Earnings Ratio (P/E) in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars*	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
Basic EPS as per restated financial information for the financial year ended March 31, 2026	[●]	[●]
Diluted EPS as per restated financial information for the financial year ended March 31, 2026	[●]	[●]

*To be updated upon finalization of the Price Band

3. Industry P/E Ratio*

Particulars	P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	37.10	Finkurve Financial Services Limited	₹ 1.00
Lowest	11.90	Muthoot Finance Ltd	₹ 10.00
Average	24.50		

Source: Based on the peer set provided below

Notes:

- The industry high and low has been considered from the industry peer set provided later in this section under “- Comparison with listed industry peers – Comparison of accounting ratios”. The industry average has been calculated as the average P/E of the industry peer set disclosed in this section. For further details, see “Comparison with listed industry peers” on page 112.
- P/E ratio for the peer companies are computed based on closing market price as on July 06, 2026 at BSE, divided by Diluted EPS (on consolidated basis) based on the financial results or annual report of the company for the Financial Year 2026.

4. Return On Net Worth (RoNW):

Particulars	RoNW (%)	Weight
Financial Year ended March 31, 2026	11.93%	3
Financial Year ended March 31, 2025	11.35%	2
Financial Year ended March 31, 2024	11.35%	1
Weighted Average	11.64%	

Notes:

- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.
- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as Restated net worth at the end of the year.
- ‘Net worth’ under Ind-As: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation for the financial year ended March 31, 2024, 2025 and 2026, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
- Profit After Tax: Profit/(loss) for the relevant Fiscal/ period attributable to Owners of the Company as reported in the Restated Financial Information for the relevant Fiscal / period.
- The figures above are derived from the Restated Financial Information of our Company

5. Net Asset Value (“NAV”) per Equity Share as per last balance sheet:

Financial Period	NAV per Equity Share (in INR)
NAV as at March 31, 2026	21.40
After completion of the Offer	
- At Floor Price	[●]
- At Cap Price	[●]
- At Offer Price	[●]

Notes:

- a. *Net Asset Value per Equity Share = Net worth as per the Restated Financial Statements / Number of equity shares outstanding as at the end of year.*
- b. *'Net worth' under Ind-As: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation for the financial years ended March 31, 2024; March 31, 2025 and March 31, 2026, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.*

6. Comparison of Accounting Ratios with Listed Industry Peers.

Name of Company**	Face Value (₹ Per Share)	Current Market price (₹)	Revenue, for Fiscal 2026 (in ₹ million)	EPS (₹)		NAV (₹ per share)	P/E	RONW (%)
				Basic	Diluted			
IFL Finance Limited	10.00	[●]	846.09	2.55	2.55	21.40	[●]	11.93%
Peer Group								
Capri Global Capital Ltd	1.00	242.80	47,311.37	10.15	10.12	74.87	24.60	13.18%
Muthoot Finance Ltd	10.00	3,138.20	312,092.32	263.79	263.79	974.68	11.90	27.11%
Finkurve Financial Services Limited	1.00	68.51	2,072.18	1.89	1.86	24.63	37.10	75.48%
SBFC Finance Limited	10.00	92.51	16,788.21	4.13	4.10	33.67	22.76	12.10%

* Offer Price per Equity Share will be determined on conclusion of the Book Building Process

** Source: <https://www.bseindia.com/>

Notes:

- (i) Current Market Price (CMP) and P/E ratio is taken as on July 06, 2026.
- (ii) The figures for the IFL Finance Limited are based on Restated Audited Financial and peer group are based on the Consolidated Audited Financials for the year ended March 31, 2026.
- (iii) Offer price per equity share will be determined on conclusion of Book Building Process.

7. Key Performance Indicators (KPIs)

All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 24, 2026 and the Audit Committee has confirmed that it has verified and audited details of all the KPIs pertaining to the Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus, if any.

Further, the KPIs herein have been certified by Statutory Auditor of our Company, M/s. Ajay Rattan & Co., Chartered Accountants, by their certificate dated June 24, 2026 bearing UDIN 26090975YDRNUE8216. For further details, please refer to the sections entitled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 188 and 368, respectively.

The KPIs disclosed below have been used historically by our Company to understand and analyse the operational and the financial performance, which in result, helps it in analysing the growth of various verticals in comparison to its listed peers, and other relevant and material KPIs of the business of our Company that have a bearing on arriving at the Basis for Offer Price have been disclosed below.

The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational Key Performance Indicators, to make an assessment of our Company’s performances and make an informed decision. A list of our Key Performance Indicators for Fiscals 2026, Fiscals 2025, and Fiscals 2024 is set out below:

Key Performance Indicators (KPIs)	Unit of measurement	For the year ended on		
		March 31, 2026	March 31, 2025	March 31, 2024
Number of branches	Number	88	77	67
Number of Employees	Number	328	290	306
Number of Active Customers	Number	33,951	28,287	20,640
Total Disbursements	(₹ in millions)	13,364.09	4,789.77	2,950.17
Disbursements Y-o-Y growth	%	179.01%	62.36%	NA
Credit Ratings	Ratings	CRISIL BBB / Stable	CRISIL BBB- / Stable	CRISIL BBB- / Stable
Maximum Permissible LTV	%	75	75	75
Gross AUM		5,204.90	3,321.14	2,791.04
- Owned Portfolio	(₹ in millions)	5,132.37	3,317.83	2,791.04
- Managed Portfolio	(₹ in millions)	72.53	3.31	-
Gross NPA	%	0.79	0.67	1.13
Net NPA	%	0.58	0.46	0.78
Interest Income	(₹ in millions)	801.77	685.08	608.36
Finance Costs	(₹ in millions)	331.97	257.53	234.64
Net Interest Income	(₹ in millions)	469.80	427.55	373.72
Fees and Commission Income	(₹ in millions)	39.42	21.32	19.55
Total Income	(₹ in millions)	857.03	713.71	637.75
NIM + Fee Income Margin	(₹ in millions)	509.22	448.86	393.27
Net Total Income	(₹ in millions)	525.05	456.19	403.12
Operating Expenses	(₹ in millions)	226.50	217.01	237.75
Credit Costs	(₹ in millions)	5.19	0.00	4.88
Profit after Tax	(₹ in millions)	216.30	181.26	121.48
Profit after Tax Y-o-Y Growth	%	19.33	49.20	171.61
Basic EPS / Diluted EPS	(in ₹)	2.55	2.65	1.84
Average Yield	%	19.08	22.57	23.11
Average Cost of borrowings ratio	%	11.53	13.91	13.34
Net Interest Margin Ratio	%	11.18	14.09	14.20
NIM + Fee Income Ratio	%	12.12	14.79	14.94
Cost to Income Ratio	%	43.14	47.57	58.98
Operating Expenses Ratio	%	5.39	7.15	9.03
Credit Cost Ratio	%	0.12	0.00	0.19
Return On Equity	%	12.68	13.59	12.03
Return On Assets	%	5.15	5.97	4.61
Gross Stage 3 Loans Ratio	%	0.79	0.67	1.13
Net Stage 3 Loans Ratio	%	0.58	0.46	0.78
Provision Coverage Ratio	%	27.62	31.84	31.30
Total Equity	(₹ in millions)	1,813.78	1,597.43	1,070.36
Total Borrowings	(₹ in millions)	3,882.15	1,877.96	1,824.19
Total Borrowings to Total Equity	No. of times	2.14	1.18	1.70
CRAR	%	33.97	69.15	66.32
CRAR – Tier I	%	33.72%	60.08	56.34
CRAR – Tier II	%	0.25%	9.07	9.98

Notes:

- (1) Number of Branches: Total number of operational branches as at the last day of the relevant Fiscal.
- (2) Number of Employees: Total number of on-roll employees as at the last day of the relevant Fiscal
- (3) Number of Active Customers: Total number of active customers to whom our Company have advanced credit up to the last day of the relevant Fiscal

- (4) *Total Disbursements: Aggregate Loans disbursed during the relevant Fiscal.*
- (5) *Disbursements Y-o-Y growth: Percentage growth in disbursements for the relevant Fiscal over disbursements for the immediately preceding Fiscal.*
- (6) *Credit Ratings: Latest Credit Ratings availed by the Company*
- (7) *Maximum Permissible LTV – it is the highest percentage of asset value that a Company is willing to finance through loan.*
- (8) *Gross AUM: Total Assets Under Management representing the aggregate outstanding loan portfolio*
- (9) *Owned Portfolio: The portion of the total loan portfolio funded through its own borrowings, as reported in accordance with applicable Indian Accounting Standards (Ind AS).*
- (10) *Managed Portfolio: The portion of the loan portfolio that has originated in partnership under a co-lending arrangement as per RBI's Co-Lending Model framework*
- (11) *Gross NPA: Gross Non-Performing Assets represent the total outstanding principal amount of loan accounts where the principal or interest instalment remains overdue expressed as a percentage of Gross AUM.*
- (12) *Net NPA: Net Non-Performing Assets represent Gross NPA reduced by the provisions held against such non-performing assets in accordance with the IRACP provisioning expressed as a percentage of Gross AUM.*
- (13) *Interest Income: Interest Income as reported in the Restated Financial Information for the relevant Fiscal.*
- (14) *Finance Costs: Finance Cost as reported in the Restated Financial Information for the relevant Fiscal.*
- (15) *Net Interest Income: Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.*
- (16) *Fees and Commission Income: Rental income, Fees and Commission income and Other Income as reported in the Restated Financial Information for the relevant Fiscal.*
- (17) *Total Income: Total Income as reported in the Restated Financial Information for the relevant Fiscal.*
- (18) *NIM + Fee Income Margin: Sum of Net Interest Income and Fee Income for the relevant Fiscal.*
- (19) *Net Total Income: Total Income reduced by Finance Cost for the relevant Fiscal.*
- (20) *Operating Expenses: Aggregate of Employee benefit expenses, Depreciation, amortization and impairment, and other expenses as reported in the Restated Financial Information for the relevant Fiscal.*
- (21) *Credit Costs: Impairment on financial instruments as reported in the Restated Financial Information for the relevant Fiscal.*
- (22) *Profit after Tax: Profit for the relevant Fiscal attributable to equity holders of the Company as reported in the Restated Financial Information for the relevant Fiscal.*
- (23) *Profit after Tax Y-o-Y Growth: Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.*
- (24) *Basic EPS / Diluted EPS: Basic / Diluted Earnings Per Equity Share as reported in the Restated Financial Information for the relevant Fiscal.*
- (25) *Average Yield: Interest Income as a percentage of Average Total Net Loans.*
- (26) *Average Cost of Borrowings Ratio: Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.*
- (27) *Net Interest Margin Ratio: Net Interest Income as a percentage of Average Total Net Loans.*
- (28) *NIM + Fee Income Ratio: NIM + Fee Income Margin as a percentage of Average Total Net Loans.*
- (29) *Cost to Income Ratio: Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.*
- (30) *Operating Expenses Ratio: Operating Expenses as a percentage of Average Total Net Loans.*
- (31) *Credit Cost Ratio: Credit Cost as a percentage of Average Total Net Loans.*
- (32) *Return On Equity: Profit after tax as a percentage to Average Total Equity.*
- (33) *Return On Assets: Profit after tax as a percentage to Average Total Net Loans.*
- (34) *Gross Stage 3 Loans Ratio: Ratio of Gross Stage 3 Loans as a percentage to Total Gross Loans as at the last day of the relevant Fiscal.*
- (35) *Net Stage 3 Loans Ratio: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage to Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
- (36) *Provision Coverage Ratio: Impairment allowances provided on Gross Stage 3 Loans as a percentage to Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
- (37) *Total Equity: Equity attributable to equity holders of the Company reduced by Instruments entirely equity in nature as reported in the Restated Financial Information as at the last day of the relevant Fiscal.*
- (38) *Total Borrowings: Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Financial Information as at the last day of the relevant Fiscal.*
- (39) *Total Borrowings to Total Equity: Total Borrowings divided by Total Equity.*
- (40) *Capital Risk Adequacy Ratio (CRAR): Computed from the restated financial statements of the Company, as the sum of CRAR – Tier I and CRAR – Tier II.*
- (41) *CRAR Tier-I: Computed from the restated financial statements of the Company as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
- (42) *CRAR Tier-II: Computed from the restated financial statements of the Company as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal/ period.*

We shall continue to disclose these KPIs, on a half yearly basis, for a duration that is at least the later of (i) two years after the listing date; and (ii) the utilization of the Offer proceeds disclosed in the objects of the Offer section of the Prospectus. We confirm that the ongoing KPIs would be certified by the Statutory Auditor of our Company, M/s Ajay Rattan & Co., Chartered Accountants, dated June 24, 2026 bearing 26090975YDRNUE8216. Further, the auditor is consented to include this letter as a part of “Material Contracts and Documents for Inspection”.

8. Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs are not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Further, the management and members of our Audit Committee have verified the details of all KPIs pertaining to the Company and confirmed that no KPIs pertaining to our Company have been disclosed to investors at any point of time during the three years prior to the date of filing of this Draft Red Herring Prospectus and have been subject to verification and certification by Ajay Rattan & Co., Chartered Accountants, pursuant to certificate dated June 24, 2026 which has been included as part of the “Material Contracts and Documents for Inspections” on page 473.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. See “Risk Factors 62 – This Draft Red Herring Prospectus includes certain non-GAAP and non-Ind AS financial measures and certain other selected statistical information related to our operations and financial performance that may vary from any standard methodology in our industry, and such measures are not verified” on page 58.

Explanation of the KPIs

Sr. No	Metrics	Description	Relevance
1	Number of Branches	Total number of operational branches as at the last day of the relevant Fiscal.	These metrics are used by the management to assess the geographic footprint, organisational scale and customer franchise.
2	Number of Employees	Total number of on-roll employees as at the last day of the relevant Fiscal.	
3	Number of Customers	Total number of customers to whom we have advanced credit up to the last day of the relevant Fiscal.	
4	Disbursements	Aggregate Loans disbursed during the relevant Fiscal.	These metrics are used by the management to assess the growth in terms of business Company.
5	Disbursements YoY Growth	Percentage growth in disbursements for the relevant Fiscal over disbursements for the immediately preceding Fiscal.	
6	Credit Ratings	Latest Credit Ratings availed by the Company	This metric is used to assess the creditworthiness of a Company
7	Gross AUM	Total Assets Under Management representing the aggregate outstanding loan portfolio	These metrics are used by the management to assess the growth in terms of business Company.
8	Owned Portfolio	The portion of the total loan portfolio funded through its own borrowings, as reported in accordance with applicable Indian Accounting Standards (Ind AS).	

Sr. No	Metrics	Description	Relevance
9	Managed Portfolio	The portion of the loan portfolio that has originated in partnership under a co-lending arrangement as per RBI's Co-Lending Model framework	These metrics are used by the management to assess the NPA assets of the Company.
10	Gross NPA	Gross Non-Performing Assets represent the total outstanding principal amount of loan accounts where the principal or interest instalment remains overdue expressed as a percentage of Gross AUM.	
11	Net NPA	Net Non-Performing Assets represent Gross NPA reduced by the provisions held against such non-performing assets in accordance with the IRACP provisioning expressed as a percentage of Gross AUM.	
12	Interest Income	Interest Income as reported in the Restated Financial Information for the relevant Fiscal.	These metrics are used by the management to assess the financial and profitability metrics and cost efficiency of the business of our Company.
13	Finance Costs	Finance Cost as reported in the Restated Financial Information for the relevant Fiscal.	
14	Net Interest Income	Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.	
15	Fees and Commission Income	Rental income, Fees and Commission income and Other Income as reported in the Restated Financial Information for the relevant Fiscal.	
16	Total Income	Total Income as reported in the Restated Financial Information for the relevant Fiscal.	
17	NIM + Fee Income Margin	Sum of Net Interest Income and Fee Income for the relevant Fiscal.	
18	Net Total Income	Total Income reduced by Finance Cost for the relevant Fiscal.	
19	Operating Expenses	Aggregate of Employee benefit expenses, Depreciation, amortization and impairment, and other expenses as reported in the Restated Financial Information for the relevant Fiscal.	
20	Credit Costs	Impairment on financial instruments as reported in the Restated Financial Information for the relevant Fiscal.	
21	Profit after Tax	Profit for the relevant Fiscal attributable to equity holders of the Company as reported in the Restated Financial Information for the relevant Fiscal.	
22	Profit after Tax Y-o-Y Growth	Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.	
23	Basic EPS / Diluted EPS	Basic / Diluted Earnings Per Equity Share as reported in the Restated Financial Information for the relevant Fiscal.	
24	Average Yield	Interest Income as a percentage of Average Total Net Loans.	
25	Average Cost of borrowings ratio	Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.	
26	Net Interest Margin Ratio	Net Interest Income as a percentage of Average Total Net Loans.	
27	NIM + Fee Income Ratio	NIM + Fee Income Margin as a percentage of Average Total Net Loans.	
28	Cost to Income Ratio	Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.	
29	Operating Expenses Ratio	Operating Expenses as a percentage of Average Total Net Loans.	
30	Credit Cost Ratio	Credit Cost as a percentage of Average Total Net Loans.	

Sr. No	Metrics	Description	Relevance
31	Return On Equity	Profit after tax as a percentage to Average Total Equity.	These metrics are used by the management to assess the return on the equity share capital and the assets of our Company.
32	Return On Assets	Profit after tax as a percentage to Average Total Net Loans.	
33	Gross Stage 3 Loans Ratio	Ratio of Gross Stage 3 Loans as a percentage to Total Gross Loans as at the last day of the relevant Fiscal.	These metrics are used by the management to assess the asset quality of the loan portfolio and adequacy of provisions against Gross Stage 3 loans.
34	Net Stage 3 Loans Ratio	Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage to Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.	
35	Provision Coverage Ratio	Impairment allowances provided on Gross Stage 3 Loans as a percentage to Gross Stage 3 Loans as at the last day of the relevant Fiscal.	
36	Total Equity	Equity attributable to equity holders of the Company reduced by Instruments entirely equity in nature as reported in the Restated Financial Information as at the last day of the relevant Fiscal.	These metrics are used by the management to assess the capital requirement for the Company while ensuring that the Company meets the regulatory requirements as applicable.
37	Total Borrowings	Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Financial Information as at the last day of the relevant Fiscal.	
38	Total Borrowings to Total Equity	Total Borrowings divided by Total Equity.	
39	CRAR	Computed from the restated financial statements of the Company, as the sum of CRAR – Tier I and CRAR – Tier II.	
40	CRAR – Tier I	Computed from the restated financial statements of the Company as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.	
41	CRAR – Tier II	Computed from the restated financial statements of the Company as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal/ period.	

9. Description on the historic use of the KPIs by our Company to analyses, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

10. Comparison of the KPIs of our Company with Listed Industry Peers

Key Performance Indicators (KPIs)	Unit of measurement	IFL Finance Limited			Capri Global Capital Limited			Muthoot Finance Limited		
		FY 2026	FY 2025	FY 2024	FY 2026	FY 2025	FY 2024	FY 2026	FY 2025	FY 2024
Number of branches	Number	88	77	67	1,429	1,111	935	4,968*	4,855*	4,854*
Number of Employees	Number	328	290	306	13,758	11,410	10,060	31,613	29,211	28,286
Number of Active Customers	Number	33,951	28,287	20,640	6,93,473	546,606	3,26,996	64,14,278	67,31,936	5,670,000
Total Disbursements	(₹ in millions)	13,364.09	4,789.77	2,950.17	4,64,344	252,724	160,112	NA	NA	NA
Disbursements Y-o-Y growth	%	179.01	62.36	NA	83.74	57.84	NA	NA	NA	NA
Credit Ratings	Ratings	CRISIL BBB / Stable	CRISIL BBB- / Stable	CRISIL BBB- / Stable	NA	CRISIL AI +	CRISIL AI+	CRISIL AA+	CRISIL AI+	CRISIL AI +
Maximum Permissible LTV	%	75	75	75	NA	NA	NA	NA	NA	NA
Gross AUM	(₹ in millions)	5,204.90	3,321.14	2,791.04	3,66,233	2,28,602	156,530	18,19,165	12,20,000	890,786
Owned Portfolio	(₹ in millions)	5,132.37	3,317.82	2,791.04	NA	NA	NA	NA	NA	NA
Managed Portfolio	(₹ in millions)	72.53	3.31	-	NA	NA	NA	NA	NA	NA
Gross NPA	%	0.79	0.67	1.13	0.90	1.50	1.90	2.35*	3.22*	3.26*
Net NPA	%	0.58	0.46	0.78	0.50*	0.90	1.10	2.04*	2.84*	2.93*
Interest Income	(₹ in millions)	801.77	685.08	608.36	37,276.94	26,050.06	18,228.58	303,709.17	196,628.84	145,457.01
Finance Costs	(₹ in millions)	331.97	257.53	234.64	17,298.07	12,735.98	8,371.92	109,996.36	74,123.02	54,300.78
Net Interest Income	(₹ in millions)	469.80	427.55	373.72	19,978.87	13,314.08	9,856.66	193,712.81	122,505.82	91,156.23
Fees and Commission Income	(₹ in millions)	39.42	21.32	19.55	5,748.44	4,134.26	2,306.35	NA	NA	NA
Total Income	(₹ in millions)	857.03	713.71	637.75	47,420.09	32,508.36	23,142.72	312,634.10	202,650.86	151,627.42
NIM + Fee Income Margin	(₹ in millions)	509.22	448.86	393.27	25,727.31	17,488.34	12,163.01	193,712.81	122,505.82	91,156.23
Net Total Income	(₹ in millions)	525.05	456.19	403.12	30,122.02	19,772.38	14,770.80	202,637.74	128,527.84	97,326.64
Operating Expenses	(₹ in millions)	226.50	217.01	237.75	14,112.14	10,986.87	9,107.26	49,327.88	40,112.27	31,823.39
Credit Costs	(₹ in millions)	5.19	0.00	4.88	1,895.48	1,008.16	913.66	10,261.43	15,755.51	5,538.21
Profit after Tax	(₹ in millions)	216.30	181.26	121.48	9,491.52	4,785.33	2,794.06	106,068.67	53,523.61	44,675.94
Profit after Tax Y-o-Y Growth	%	19.33	49.20	171.54	98.35	71.27	NA	98.17	19.80	NA
Basic EPS / Diluted EPS	(in ₹)	2.55	2.65	1.84	10.15/10.12	5.80/5.77	3.39/3.36	263.79	132.84	107.72
Average Yield	%	19.08%	22.57%	23.11%	16.07	16.45	15.92	20.29	18.84	18.83

Key Performance Indicators (KPIs)	Unit of measurement	IFL Finance Limited			Capri Global Capital Limited			Muthoot Finance Limited		
		FY 2026	FY 2025	FY 2024	FY 2026	FY 2025	FY 2024	FY 2026	FY 2025	FY 2024
Average Cost of borrowings ratio	%	11.53	13.91	13.34	8.72	9.80	9.32	8.84	8.94	8.86
Net Interest Margin Ratio	%	11.18	14.09	14.20	8.61	8.41	8.61	12.94	11.74	11.48
NIM + Fee Income Ratio	%	12.12	14.79	14.94	11.09	11.02	10.62	12.94	11.74	11.48
Cost to Income Ratio	%	43.14	47.57	58.98	46.85	55.57	61.66	24.34	31.21	32.70
Operating Expenses Ratio	%	5.39	7.15	9.03	6.08	6.94	7.95	3.29	3.84	4.01
Credit Cost Ratio	%	0.12	0.00	0.19	0.82	0.64	0.80	0.69	1.51	0.70
Return On Equity	%	12.68	13.59	12.03	16.50	11.76	7.55	30.97	19.65	19.10
Return On Assets	%	5.15	5.97	4.61	4.09	3.02	2.44	7.08	5.13	5.63
Gross Stage 3 Loans Ratio	%	0.79	0.67	1.13	0.90	1.50	1.90	2.35*	3.41*	3.28*
Net Stage 3 Loans Ratio	%	0.58	0.46	0.78	0.50	0.90	1.10	2.04*	2.79*	2.90*
Provision Coverage Ratio	%	27.62	31.84	31.30	41.20	41.70	NA	13.08*	17.94*	11.57*
Total Equity	(₹ in millions)	1,813.78	1,597.43	1,070.36	72,034.80	43,040.97	38,365.70	391,303.15	293,666.27	251,072.07
Total Borrowings	(₹ in millions)	3,882.15	1,877.96	1,824.19	241,120.98	155,768.11	104,069.13	1,504,936	984,904	673,796
Total Borrowings to Total Equity	No. of times	2.14	1.18	1.70	3.35	3.62	2.71	3.85	3.35	2.68
CRAR	%	33.97	69.15	66.32	25.80	22.80	26.60	20.75*	23.71*	30.37*
CRAR – Tier I	%	33.72	60.08	56.34	NA	22.43	26.15	NA	22.95*	29.61*
CRAR – Tier II	%	0.25	9.07	9.98	NA	0.41	0.48	NA	0.76*	0.76*

Key Performance Indicators (KPIs)	Unit of measurement	Finkurve Financial Services Limited			SBFC Finance limited		
		FY 2026	FY 2025	FY 2024	FY 2026	FY 2025	FY 2024
Number of branches	Number	105	73	80	251	205	183
Number of Employees	Number	NA	248	29	5,055	4,294	3,758
Number of Active Customers	Number	NA	70,000	117,000	202,683	164,220	129,183
Total Disbursements	(₹ in millions)	NA	16,055.55	7,059	NA	NA	NA
Disbursements Y-o-Y growth	%	NA	127.44	NA	NA	NA	NA
Credit Ratings	Ratings	NA	CRISIL BBB Stable	IVR BBB Stable	CARE AA-Stable	CARE AA-Stable	CARE AA-Stable
Maximum Permissible LTV	%	NA	NA	NA	42.60	NA	NA
Gross AUM	(₹ in millions)	10,961.00	4,395.20	2,594.60	1,12,700	87,470	68,220
Owned Portfolio	(₹ in millions)	NA	NA	NA	NA	NA	NA

Key Performance Indicators (KPIs)	Unit of measurement	Finkurve Financial Services Limited			SBFC Finance limited		
		FY 2026	FY 2025	FY 2024	FY 2026	FY 2025	FY 2024
Managed Portfolio	(₹ in millions)	NA	NA	NA	NA	NA	NA
Gross NPA	%	0.13	0.95	1.98	2.61	2.74	2.43
Net NPA	%	0.09	0.65	1.50	1.54	1.51	1.36
Interest Income	(₹ in millions)	2,043.53	1,347.16	523.73	15,542.52	11,963.46	9,183.59
Finance Costs	(₹ in millions)	489.21	163.55	61.72	5,373.74	4,192.44	3,506.37
Net Interest Income	(₹ in millions)	1,554.32	1,183.61	462.01	10,168.78	7,771.02	5,677.22
Fees and Commission Income	(₹ in millions)	10.17	40.37	369.56	1,058.54	699.14	709.06
Total Income	(₹ in millions)	2,098.64	1,410.59	902.67	16,795.02	13,061.09	10,199.20
NIM + Fee Income Margin	(₹ in millions)	1,564.49	1,223.98	831.57	11,227.32	8,470.16	6,386.28
Net Total Income	(₹ in millions)	1,609.43	1,247.04	840.95	11,421.28	8,868.65	6,692.83
Operating Expenses	(₹ in millions)	344.49	212.00	87.98	4,130.44	3,546.29	3,061.18
Credit Costs	(₹ in millions)	221.72	179.59	202.79	1,254.91	737.20	470.26
Profit after Tax	(₹ in millions)	260.34	173.07	160.71	4,508.33	3,451.68	2,371.04
Profit after Tax Y-o-Y Growth	%	50.42	7.69	NA	30.61	45.58	58.35
Basic EPS / Diluted EPS	(in ₹)	1.89	1.37	1.27	4.13	3.20	2.35
Average Yield	%	27.31	39.42	21.91	17.96	17.94	17.92
Average Cost of borrowings ratio	%	5.85	6.90	8.19	10.26	10.84	9.23
Net Interest Margin Ratio	%	20.77	34.63	19.33	6.76	6.41	5.62
NIM + Fee Income Ratio	%	20.91	35.81	34.78	12.97	12.70	12.46
Cost to Income Ratio	%	21.40	17.00	10.46	36.16	39.99	45.74
Operating Expenses Ratio	%	4.60	6.20	3.68	4.77	5.32	5.97
Credit Cost Ratio	%	2.96	5.25	8.48	1.45	1.11	0.92
Return On Equity	%	9.44	8.76	8.90	13.04	11.57	10.53
Return On Assets	%	3.48	5.06	6.72	5.21	5.17	4.63
Gross Stage 3 Loans Ratio	%	NA	NA	NA	NA	NA	NA
Net Stage 3 Loans Ratio	%	NA	NA	NA	NA	NA	NA
Provision Coverage Ratio	%	29.08	31.05	NA	41.64	45.69	44.74
Total Equity	(₹ in millions)	3,449.01	2,063.92	1,887.03	37,251.52	31,901.31	27,780.66
Total Borrowings	(₹ in millions)	8,359.33	2,371.70	753.94	63,423.41	41,349.44	36,010.62
Total Borrowings to Total Equity	No. of times	2.42	1.15	0.40	1.70	1.30	1.30

Key Performance Indicators (KPIs)	Unit of measurement	Finkurve Financial Services Limited			SBFC Finance limited		
		FY 2026	FY 2025	FY 2024	FY 2026	FY 2025	FY 2024
CRAR	%	30.96	44.94	68.00	32.84	36.10	40.52
CRAR – Tier I	%	NA	44.70	67.76	32.84	36.10	40.52
CRAR – Tier II	%	NA	0.24	0.51	NA	-	-

** Figures taken from standalone financials*

NA – Comparative data is not available

Source: All the information for the listed peers mentioned above is sourced from the prospectus, financial statements, annual reports or investor presentations as submitted to the stock exchanges by respective listed peers.

11. Weighted Average Cost of Acquisition, Floor Price and Cap Price

a. The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)

The details of Equity shares or convertible securities, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions are set out below:

Date of allotment	No of Securities Allotted	No of Allottees	Face Value	Issue price	Form of consideration	Total Consideration (₹ in million)
25/01/2025	4,708,796	1	10.00	18.50	Cash	87.11
15/02/2025	14,126,368	1	10.00	18.50	Cash	261.34

b. The price per share of our Company based on the secondary / acquisition of shares (equity/ convertible securities)

There have been no secondary sales / acquisitions of Equity Shares or any convertible securities (where promoter / members of promoter group or selling shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company are a party to the transaction) equivalent to or exceeding 5% of the fully diluted paid-up share capital of the Company(calculated based on the pre-Offer capital before such transaction(s)), whether in a single transaction or a group of transactions during the 18 months preceding the date of the this Draft Red Herring Prospectus.

c. Price per share based on the last five primary or secondary transactions

Since there are transactions to report to under (a), information based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions is not required to disclosed.

Type of transactions	Weighted Avg. cost of acquisition (₹ per equity share)^	Floor Price (₹ [●])	Cap Price (₹ [●])
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	18.50	[●] times	[●] times
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoter / promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital	NA	NA	NA

Type of transactions	Weighted Avg. cost of acquisition (₹ per equity share)^	Floor Price (₹ [•])	Cap Price (₹ [•])
of our Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days			

^ Certified by our Statutory Auditor Ajay Rattan & Co., Chartered Accounts, vide their certificate dated July 22, 2026 bearing UDIN 26090975SYECGA3570.

Weighted Average Cost of Acquisition (WACA) based on such primary and secondary transactions during the 3 years preceding the date of this Draft Red Herring Prospectus (irrespective of the size of transactions) is given below:

1. Primary Transactions

Date of Allotment	Name of Allottee	Nature of Allotment	No of Equity Shares Alloted	Face Value	Price Per Equity Share	Nature of consideration	Total Consideration
25/01/2025	India Finsec Limited	Right Issue	4,708,796	10.00	18.50	Cash	87,112,726
15/02/2025	India Finsec Limited	Right Issue	14,126,368	10.00	18.50	Cash	261,337,808
Weighted Average Cost of Acquisition							18.50

2. Secondary Transactions

Date of Allotment	Name of Transferor	Nature of Transferee	No of Equity Shares transacted	Face Value	Nature of consideration	Consideration	Nature of transaction
09/09/2025	Ashish Bansal	Virender Kumar Bansal	681,201	₹ 10.00	Cash	18.35	Transfer of Shares
	Nirmala Devi	Renu Bansal	681,201				
	Naresh Kumar Bansal	1. Arvind Kumar Bansal 2. Nidhi Bansal	681,201				
	Charu Bansal	1. Devi Ganga Bansal 2. Vishnu Kumar Bansal	681,201				
07/06/2024	Gopal Bansal	Devi Ganga Bansal	10	10.00	Other than Cash	NIL	Gift
10/06/2024		Nidhi Bansal	10				
06/09/2024		Renu Bansal	10				
27/09/2024		1. Anu Kaur	2				

Date of Allotment	Name of Transferor	Nature of Transferee	No of Equity Shares transacted	Face Value	Nature of consideration	Consideration	Nature of transaction
		2.Jasvinder Singh					

The face value of our share is ₹10.00 per share and the Offer Price is of ₹ [●] per share are [●] times of the face value.

The Company in consultation with the Book Running Lead Manager believes that the Offer price of ₹ [●] per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the Company including important profitability and return ratios, as set out in the Financial Statements included in this Draft Red Herring Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Offer Price is [●] times of the face value i.e. ₹ [●] per share.

STATEMENT OF TAX BENEFITS

To,

The Board of Directors IFL Finance Limited First Floor, D16, Above ICICI Bank, Prashant Vihar, Sector 14, Rohini, Delhi New Delhi – 110085 (the “Company”)	Aryaman Financial Services Limited Khatau Building, Alkesh Dinesh Modi Marg, Kala Ghoda, Fort, Mumbai, Maharashtra – 400 001

(Aryaman Financial Services Limited is referred to as the “Book Running Lead Manager” or the “BRLM”)

Dear Sir / Madam,

Sub: Proposed initial public offering of equity shares of face value of ₹ 10/-each (the “Equity Shares”) of IFL Finance Limited (“the Company”) through a fresh issue of Equity Shares and Offer for sale of the equity shares by Selling Shareholders (the “Offer”)

Sub: Statement of possible special tax benefits available to IFL Finance Limited (“the Company”) and its shareholders, prepared in accordance with the requirements under Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”).

At the request of the Company, we, M/s. Ajay Rattan & Co., Chartered Accountants, (FRN: 012063N), are the statutory auditors of the Company, appointed in accordance with section 139 of the Companies Act, 2013, as amended. We refer to the proposed initial public offering of equity shares (the “Offer”) of the Company. We enclose herewith the statement (the “Annexure”) showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the Indian direct and indirect tax laws including the Income-tax Act, 2025, (“Act”) the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the “GST Act”), the Customs Act, 1962 (“Customs Act”) and the Customs Tariff Act, 1975 (“Tariff Act”) (collectively the “Taxation Laws”) including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the tax year 2026-27 for inclusion in the Draft Red Herring Prospectus (“DRHP”), Red Herring Prospectus (“RHP”) and Prospectus for the proposed initial public offering of shares of the Company as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”).

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of direct and indirect taxation laws including the Income-tax Act 1961. Hence, the ability of the Company or its shareholders to derive these tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultants, with respect to the specific tax implications arising out of their participation in the Offer particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this statement.

The contents of the enclosed Annexure are based on the representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Taxation Laws and their

interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

We do not express any opinion or provide any assurance whether:

- The Company or its Shareholders will continue to obtain special tax benefits in future;
- The conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein

This statement is provided solely for the purpose of assisting the Company in discharging its responsibilities under the SEBI ICDR Regulations.

We hereby give our consent to include this report and the enclosed Annexure regarding the tax benefits available to the Company and its Shareholders in the DRHP, RHP and Prospectus for the proposed initial public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India and the National Stock Exchange of India Limited and BSE Limited (the “Stock Exchanges”).

We conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

This certificate may be relied upon by the Company, the Book Running Lead Manager, and the legal counsel appointed in relation to the Offer. We hereby consent to extracts of, or reference to, this certificate being used in the DRHP, RHP and Prospectus or any other documents in connection with the Offer (collectively, the “*Offer Documents*”). We also consent to the submission of this certificate as may be necessary to any regulatory or statutory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Offer and in accordance with applicable law. This certificate may be disclosed by the Book Running Lead Manager, if required, (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We also consent to the references to us as “Experts” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the DRHP, RHP and Prospectus, the Abridged Prospectus and any other addendum thereto of the Company to be submitted/filed with the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies, Delhi (“ROC”) and the stock exchanges, or any other material (including in any corporate or investor presentation made by or on behalf of the Company) to be issued in relation to the Offeror in any other documents in connection with the Offer. All capitalized terms not defined hereinabove shall have the same meaning as defined in the Offer Documents.

Yours faithfully,

For Ajay Rattan & Co.
Chartered Accountants
ICAI Firm Registration No: 012063N

CA Ajay Aggarwal
Partner
Membership No: 523588
UDIN: 26090975MEXWTK6785

Place: New Delhi
Date: June 24, 2026

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO IFL FINANCE LIMITED (“COMPANY”) AND TO THE SHAREHOLDERS OF THE COMPANY (“SHAREHOLDERS”)

Outlined below are the possible special tax benefits available to the Company and its shareholders under the Tax Laws (“Possible Special Tax Benefits”). These Possible Special Tax Benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil.

I. Special Tax Benefits Available to the Company

1. Special Direct Tax Benefit Available to the company in India Under the Income Tax Act, 2025 (‘Act’)

(i) Lower Corporate Tax Rate under section 200 of the Income Tax Act

Pursuant to enactment of Income Tax Act, 2025 w.e.f. April 1, 2026, section 115BAA of earlier Income Tax Act, 1961 has been replaced by Section 200 under Income Tax Act, 2025. Section 200 grants an option to a domestic company to be governed by the section from a particular tax year. If a company opts for Section 200 of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 200 of the Act further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (“MAT”) on their ‘book profits’ under Section 206 of the Act.

However, such a company will no longer be eligible to avail specified exemptions / incentives under the Act and will also need to comply with the other conditions specified in Section 200. Also, if a company opts for Section 200, the tax credit (under Section 206), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The Company has decided to opt for the lower corporate tax rate of 25.168% (prescribed under Section 200 of the Income Tax Act 2025) with effect from AY 2020-2021. From AY 2020-2021 to AY 2026-27, the Company has followed Section 115BAA of the Income Tax Act, 1961, and from Tax Year 2026-27 onwards, the Company shall follow Section 200 of the Income Tax Act, 2025.

II. Special Tax Benefits Available to the Shareholders

There are no special tax benefits available to the shareholders of the Company under the Tax Laws

1. Special tax benefits available to the Company under Indirect tax laws

There are no special indirect tax benefits available to the Company under Indirect Tax Laws.

Notes:

The Statement is prepared based on information available with the management of the Company and there is no assurance that:

- the Company or its shareholders will continue to obtain these benefits in future.
- the conditions prescribed for availing the benefits have been/ would be met with; and
- the revenue authorities/courts will concur with the view expressed herein.
- The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

The above Statement of Special Tax Benefits sets out the provisions of law in a summarized manner only and is not a complete analysis or listing of all potential tax consequences of the purchase.

SECTION IV – ABOUT OUR COMPANY

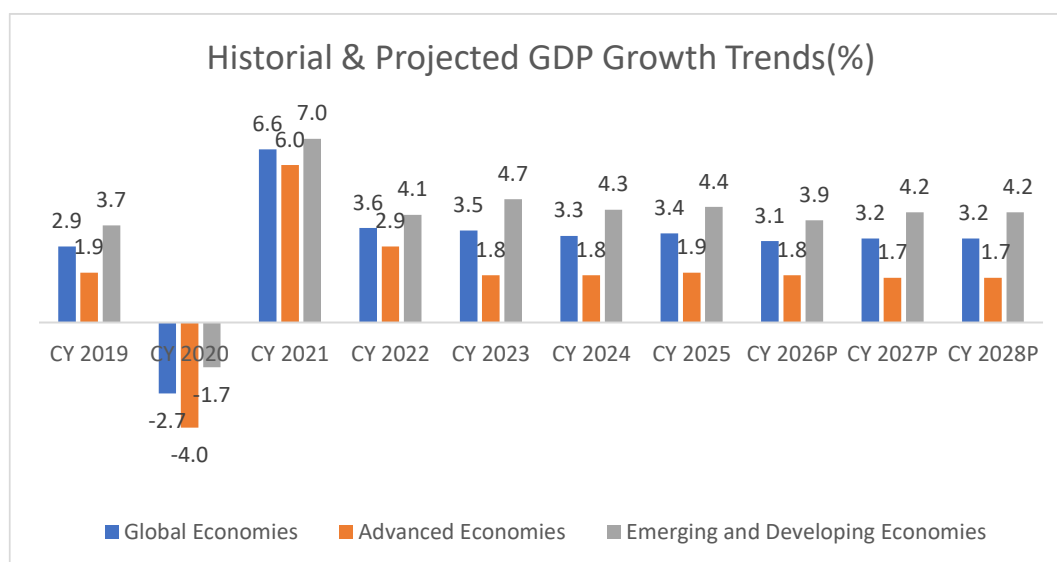
INDUSTRY OVERVIEW

Global Macroeconomic Scenario

Global Economic Overview

According to world economic outlook, Global growth is projected at 3.1% in 2026 and at 3.2% in 2027 and 2028, slower than the recent pace of about 3.4% in CY 2024–25 and is expected to settle at approximately that rate over the medium term, below the historical average of 3.7% during 2000–19. The forecast for 2026 has been revised downward by 0.2 percentage point, while the forecast for 2027 and 2028 remains unchanged compared with the January 2026 WEO Update. Global headline inflation is expected to rise to 4.4% in 2026 and decline to 3.7% in 2027, reflecting upward revisions for both years.

The US-Israel and Iran conflict is increasingly functioning as a global supply and confidence shock. The International Energy Agency (IEA) describes the current situation as the largest oil supply disruption on record, with flows through the Strait of Hormuz reduced to a trickle and the resulting effects spreading across refined fuels and liquefied natural gas (LNG). At the same time, aviation disruptions and elevated risk premia are weakening services activity and increasing uncertainty around investment decisions. A significant share of global energy flows through the Strait of Hormuz, and shipping disruptions and insurance constraints are therefore translating directly into higher landed costs, supply chain delays, and greater output risks for energy-intensive manufacturing. As a result, the policy environment has increasingly become challenging, while growth support is required but renewed cost-push inflation across energy, freight, and eventually food inputs is limiting the scope for faster monetary easing.



Source – IMF Global GDP Forecast Release April 2026

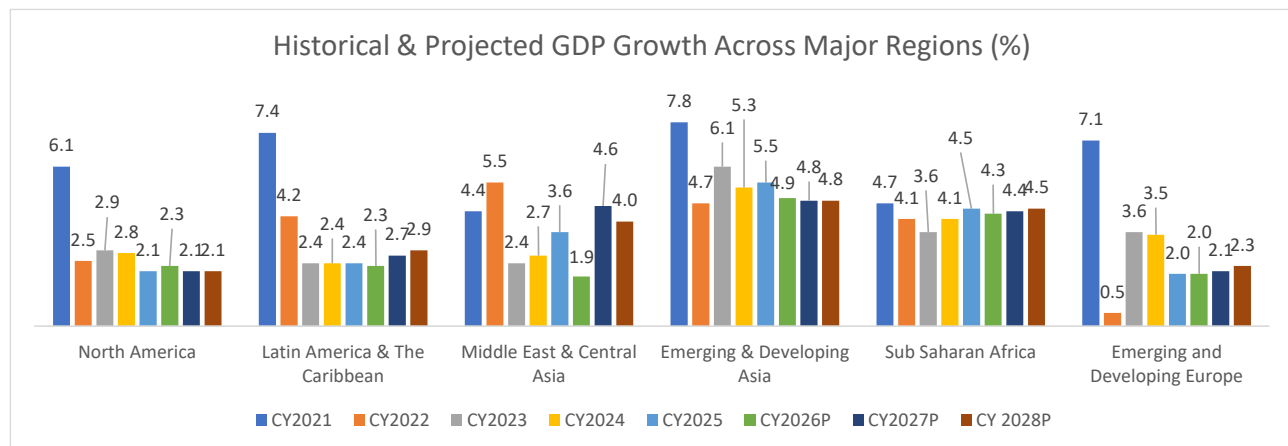
Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict economic criteria and has evolved over time. It comprises 40 countries in the Advanced Economies category, including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected Eurozone members (Germany, Italy, France, etc.). The group of emerging and developing economies (156) comprises all economies not classified as Advanced Economies (e.g., India, China, Brazil, Malaysia).

Historical and Projected GDP Growth

GDP growth across major regions showed a mixed trend during 2024–25. While growth in several regions including Middle East & Central Asia, Emerging and Developing Asia, Sub-Saharan Africa as well as Latin America and the Caribbean is expected to slow further in 2026, performance remains uneven across geographies.

In the Middle East and Central Asia, economic growth is projected to decline from 3.6% in 2025 to 1.9% in 2026, before recovering to 4.6% in 2027 and 4% in 2028, reflecting the region's direct exposure to the conflict and the anticipated rebound thereafter. For commodity-exporting economies directly affected by the conflict, reduced production and export activity are expected to result in a significant downward revision to 2026 GDP growth projections.

Growth in emerging and developing Asia is projected to moderate from 5.5% in 2025 to 4.9% in 2026 and further estimated to grow at 4.8% in 2027 and 2028. Within the region, China's 2026 growth forecast has been revised upward by 0.2 percentage point relative to the October estimate, to 4.4%, despite a 0.1 percentage point downward revision from January. This upward adjustment reflects the impact of lower effective U.S. tariff rates on Chinese goods, along with stimulus measures that are expected to offset the negative effects of the shock arising from the Middle East conflict. However, China's growth is projected to slow to 4.0% in 2027, as structural headwinds continue to weigh on the economy, including the prolonged slowdown in the housing sector, a shrinking labor force, declining returns on investment, and weaker productivity growth.



Source-IMF World Economic Outlook April 2026 update.

In Latin America and the Caribbean, economic growth is projected to remain broadly stable at 2.3% in 2026 before strengthening to 2.7% in 2027 and 2.9% in 2028. The effects of the Middle East conflict across the region are expected to be uneven, with smaller economies likely to experience a more pronounced negative impact due to their relatively greater vulnerability to external shocks.

Growth in sub-Saharan Africa is projected to remain relatively stable at 4.3% in 2026 and 4.4% in 2027 and 4.5% in 2028. However, this regional outlook masks significant variation across countries, with some economies expected to face more pronounced challenges than others. In particular, oil-importing and non-resource-intensive economies are likely to be adversely affected by the conflict in the Middle East, as heightened external pressures may weigh on economic activity and weaken growth prospects. In emerging and developing Europe, economic growth is expected to slow sharply to 2.0% in 2025 and recover only marginally thereafter, with the region projected to expand at an average rate of 2.0% in 2026, 2.1% in 2027 and 2.3% in 2028.

Global Economic Outlook

The conflict between Israel/the United States and Iran, which began in February, has developed into a global shock to transport, trade, and security planning. As a result, periodic airspace closures across Israel and parts of the Gulf, together with severe disruption to shipping through the Strait of Hormuz, have affected the movement of oil, oil products, and LNG. Consequently, businesses have faced longer and less reliable supply lines, higher freight and insurance costs, and more frequent “stop-go” operating conditions.

The near-term growth outlook has softened as the conflict is affecting both demand and costs. Disruption to the oil channel is coinciding with pressure on the non-oil outlook as travel and services weaken and risk premia rise. Airspace disruption has increased operating costs and reduced travel reliability, while higher jet fuel costs have added to pressure on carriers and freight forwarders.

Investment conditions have also tightened as higher regional risk premia have increased insurance, shipping, hedging, and working capital costs. At the same time, logistics disruption and higher input costs are raising inflation risks. Fertilizer and related input disruption is also creating a lagged risk to food prices.

Asia-Pacific: In Asia-Pacific, the conflict has created sustained stress for business continuity. Even with fighting paused, energy availability, shipping disruption, and insurance costs are expected to continue weighing on operations over the next quarter. Oil prices remain well above January levels despite easing from March peaks, while war-risk insurance, tighter tanker availability, and rerouting costs remain elevated. As a result, several fuel-importing economies including Japan, South Korea, India, and parts of Southeast Asia have faced power-conservation measures and fuel rationing, increasing the risk of operational downtime in energy-intensive sectors.

Shipping and supply chains are also facing second-round effects. Many Asia–Europe shipments have been diverted via the Cape of Good Hope, thereby extending lead times by 10–14 days. Although some routes have reopened, schedules remain compressed and insurers remain cautious, which has increased delivery deadline risk across manufacturing, particularly in chemicals, electronics, and pharmaceuticals. Input volatility and fertilizer disruption are also adding to inflation risks and thereby complicating the policy outlook.

Latin America: In Latin America, the U.S.-Israel-Iran conflict has increased energy market pressures, with higher Brent crude prices raising input costs and inflation risks across the region. Consequently, net hydrocarbon exporters such as Brazil, Colombia, and Ecuador are benefiting from stronger external balances, while net energy importers including Panama, Chile, and much of Central America are facing higher import costs. Elevated fertilizer prices are also weighing on agricultural output and margins, including in Brazil and Argentina. In response, governments have introduced fuel subsidies and price controls.

Middle East & North Africa: In the Middle East and North Africa, the conflict continues to affect the region directly, with many countries facing missile and drone attacks from Iran in response to attacks by the United States and Israel on Iran. In the short term, economic growth is expected to slow sharply as exports decline, uncertainty constrains spending, and governments delay investment initiatives. The reduction in food imports is also expected to significantly affect countries with limited domestic production capacity. Bahrain, Qatar, and Kuwait remain highly dependent on imports through the Strait of Hormuz and therefore face risks of food shortages and concerns regarding social stability if disruption persists.

Sub-Saharan Africa: In Sub-Saharan Africa, the conflict continues to disrupt energy and fertilizer supply chains, thereby keeping the region under significant external pressure. Higher global oil prices are sharply rising fuel and transport costs for import-dependent economies such as Kenya, Uganda, Ethiopia, and Ghana. Policy responses have varied across the region. Ethiopia introduced emergency fuel subsidies in mid-March to contain domestic price increases, while Kenya is experiencing stronger pass-through from higher fuel costs, which is weighing on aviation, logistics, and export activity.

Global Growth Projection

Growth in advanced economies is projected at 1.8% in 2026 and 1.7% in 2027 and 2028, while the overall impact of the Middle East conflict is expected to remain modest, lowering 2026 growth by 0.2 percentage point relative to the pre-conflict forecast. This limited effect reflects positive terms-of-trade gains in the United States and stronger growth momentum, supported by government measures, in Japan, whereas more significant negative effects are expected mainly in net energy-importing economies, including the euro area and the United Kingdom. In the United States, growth is projected at 2.3% in 2026 and 2.1% in 2027 and 2028, with fiscal policy and the lagged effects of monetary easing in 2025 continuing to support activity, even as higher trade barriers since April 2025 weigh on growth. The 0.1 percentage point downward revision from the January 2026 WEO Update reflects a small negative effect from the war, but this is partly offset by a rebound following the end of the 2025 federal government shutdown, along with stronger productivity growth and positive carryover effects. Although the International Emergency Economic Powers Act (IEEPA) ruling may reduce tariff-related fiscal revenues, its impact on the fiscal balance and activity is expected to remain limited and spread over the forecast horizon. Growth in 2027 is expected to remain solid, supported by tax incentives, including those for corporate investment under the One, Big, Beautiful Bill Act (OBBBA), while technology-driven momentum is projected to moderate and productivity growth is expected to gradually converge toward historical norms.

Growth in emerging market and developing economies is projected to slow to 3.9% in 2026 before recovering to 4.2% in 2027 and 2028, while the Middle East conflict is expected to have a greater impact on this group than on advanced economies, reducing 2026 growth by 0.3 percentage point relative to the pre-conflict forecast. In emerging and developing Asia, growth is expected to moderate from 5.5% in 2025 to 4.9% in 2026 and 4.8% in 2027 and 2028. Within the region, China's 2026 growth forecast has been revised upward to 4.4%, as lower effective U.S. tariffs and stimulus measures offset the impact of the conflict, although growth is projected to slow to 4.0% in 2027 as structural headwinds intensify. India's growth outlook has also improved, with growth revised upward to 7.6% in 2025 and projected to remain at 6.5% in 2026, 2027 and 2028, supported by strong carryover effects and lower additional U.S. tariffs on Indian goods. Meanwhile, several South and Southeast Asian economies are expected to face weaker domestic demand due to lower tourism and remittance inflows, while the Philippines has seen a sharp downward revision for 2026.

In the Middle East and Central Asia, growth is projected to decline from 3.6% in 2025 to 1.9% in 2026, before rebounding to 4.6% in 2027 and 4.0% in 2028, reflecting the region's direct exposure to the conflict. The downturn is expected to be most severe among affected commodity exporters, particularly Bahrain, Iran, Iraq, Kuwait, and Qatar, while the impact is expected to be less severe in other economies. Accordingly, Iran's economy is projected to contract by (-) 6.1% in 2026, before rebounding to 3.2% in 2027 and moderating to 1.5% in 2028. By contrast, Saudi Arabia's growth is projected at 3.1% in 2026, rising to 4.5% in 2027 before easing to 3.6% in 2028. In sub-Saharan Africa, growth is expected to remain broadly stable at 4.3% in 2026, 4.4% in 2027, and 4.5% in 2028, although oil-importing economies are likely to face greater pressure, while Nigeria and South Africa are expected to record moderate but gradually improving growth

profiles. In Latin America and the Caribbean, growth is projected at 2.3% in 2026, 2.7% in 2027, and 2.9% in 2028, with Brazil expected to benefit modestly in the near term from its position as a net energy exporter, while Mexico is projected to recover gradually to 1.6% in 2026, 2.2% in 2027, and 2.1% in 2028.

In emerging and developing Europe, the sharp slowdown in growth to 2.0% in 2025 is expected to reverse only marginally, with the region projected to expand at an average rate of 2.0% in 2026, 2.1% in 2027, and 2.3% in 2028. Within the region, Russia's 2026 growth forecast has been revised upward by 0.3 percentage point relative to January, to 1.1%, as higher commodity prices are expected to support activity. This momentum is projected to continue, with growth remaining at 1.1% in 2027 before moderating slightly to 1.0% in 2028. By contrast, Türkiye's 2026 growth forecast has been revised downward by 0.8 percentage point relative to the January 2026 WEO to 3.4%, as weaker-than-expected growth in 2025 and higher oil and gas prices are expected to weigh on activity.

Key factors impacting Global Macroeconomic landscape

- Geopolitics continues to constitute a major source of global macroeconomic and business risk. The Russia–Ukraine war remains a persistent driver of instability, as Russia has intensified large-scale missile and drone attacks on Ukrainian cities and infrastructure, while Ukraine has stepped up strikes on Russian ports, refineries, and export infrastructure, reportedly contributing to a reduction in Russian oil output in April. The Israel–Iran–U.S. confrontation has emerged as the most significant near-term external shock to the global economy, with the IMF warning that disruptions to the Strait of Hormuz and regional energy infrastructure could materially weaken global growth and raise inflation; under its April 2026 reference forecast, global growth has been lowered to 3.1% and inflation raised to 4.4%, with materially worse outcomes under prolonged disruption scenarios. In parallel, the Pakistan–Afghanistan border conflict remains a significant regional flashpoint, although China-mediated talks are seeking to secure a ceasefire and reopen border crossings after months of cross-border attacks and trade disruption. At the same time, U.S. strategic activism continues to influence regional risk perceptions: Washington has removed sanctions on Venezuela's interim leadership and deepened engagement with Caracas, tensions over Greenland have re-emerged amid renewed U.S. rhetoric and ongoing diplomatic discussions with Denmark and Greenland, and U.S.–Nigeria security cooperation has continued to deepen in response to regional instability and counterterrorism concerns. In addition, resource nationalism and strategic competition over rare earths and other critical minerals have become increasingly operational concerns rather than distant strategic risks. The IEA's April 2026 assessment notes that demand for magnet rare earths has doubled since 2015 and is projected to increase by more than 30% by 2030, while supply chains remain highly concentrated, with China accounting for around 60% of mined output, more than 90% of refining, and nearly 95% of permanent magnet production, thereby heightening global exposure to export controls, supply concentration, and industrial policy interventions
- The period of relatively frictionless trade supported by multilateral liberalisation and free trade agreements is increasingly giving way to regionalisation, nearshoring, friend-shoring, and diversification of production networks. Rising tariffs, policy uncertainty, and strategic realignment are creating a more fragmented trade environment and raising the premium on resilience over pure efficiency
- Technology adoption and sustainability have become core strategic priorities. Organizations are advancing digital transformation by embedding AI, automation, and cybersecurity into their operations to enhance productivity and safeguard critical assets. AI adoption is emerging as a visible driver of optimism, particularly within the information and communications sectors.

India Macroeconomic Analysis

India's economic growth outlook for 2025 has been revised upward by 1.0 percentage point from the October estimate to 7.6%, supported by stronger-than-expected performance in the second and third quarters of the fiscal year and sustained momentum in the fourth quarter. For 2026, the growth projection has been moderately increased by 0.3 percentage point (including a 0.1 percentage point upward revision from January) to 6.5%, primarily driven by the carryover effect of the strong 2025 performance and the reduction in additional U.S. tariffs on Indian goods from 50% to 10%, which more than offsets the adverse impact of the Middle East conflict. Growth is expected to remain steady at 6.5% in 2027. Across several South and Southeast Asian economies, disruptions linked to the Middle East conflict are anticipated to reduce tourism activity and remittance inflows, thereby weakening domestic demand and moderating overall economic performance.

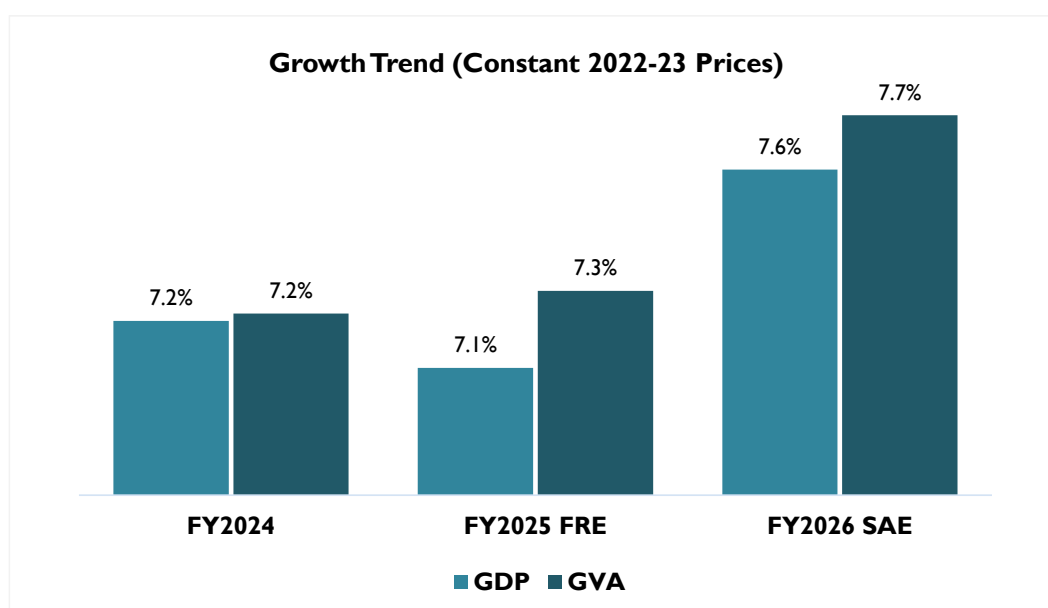
Country	CY 2020	CY 2021	CY 2022	CY 2023	CY 2024	CY 2025	CY 2026 P	CY 2027 P	CY 2028P
India ¹	-5.8%	9.7%	7.6%	9.2%	6.5%	7.6%	6.5%	6.5%	6.5%
China	2.3%	8.6%	3.1%	5.4%	5.0%	5.0%	4.4%	4.0%	4.0%
United States	-2.2%	6.1%	2.5%	2.9%	2.8%	2.1%	2.3%	2.1%	2.1%
Japan	-4.2%	2.7%	0.9%	1.4%	-0.2%	1.2%	0.7%	0.6%	0.6%
United Kingdom	-10.3%	8.6%	4.8%	0.4%	1.1%	1.3%	0.8%	1.3%	1.6%
Russia	-2.7%	5.9%	-1.4%	4.1%	4.3%	1.0%	1.1%	1.1%	1.0%
Germany	-4.1%	3.9%	1.8%	-0.9%	-0.5%	0.2%	0.8%	1.2%	1.2%

Source: World Economic Outlook, April 2026

Historical GDP and GVA Growth Trend

India Real GDP (GDP at constant prices) for FY 2025–26 is estimated to reach INR 322.58 lakh crore, compared to the First Revised Estimate (FRE) of INR 299.89 lakh crore for FY 2024–25. This represents a growth rate of 7.6% in 2025–26, higher than the 7.1% growth recorded in 2024–25.

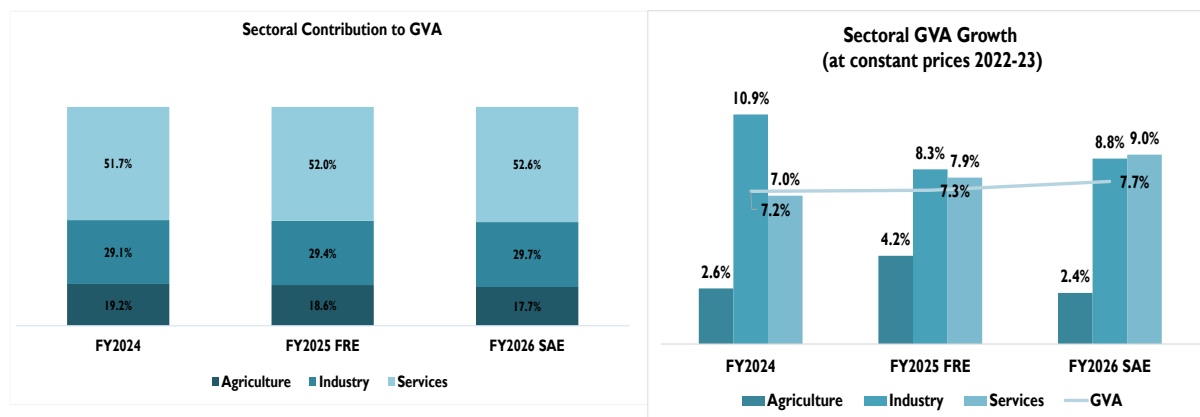
Similarly, Real GVA for FY 2025–26 is projected at INR 294.40 lakh crore, up from INR 273.36 lakh crore in FY 2024–25. This indicates a growth rate of 7.7%, compared with the 7.3% growth achieved in the previous year.



Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics: FY2025, FRE is First Revised Estimate, SAE is Second Advance Estimate

¹ For India, data and forecasts are presented on a fiscal year basis, and GDP from 2022 onward is based on GDP at market prices with fiscal year 2022/23 as a base year

Sectoral Contribution to GVA and Annual Growth Trend



Source: Ministry of Statistics & Programme Implementation (MOSPI), CMIE Economics Outlook
FRE is First Revised Estimate, SAE is Second Advance Estimate

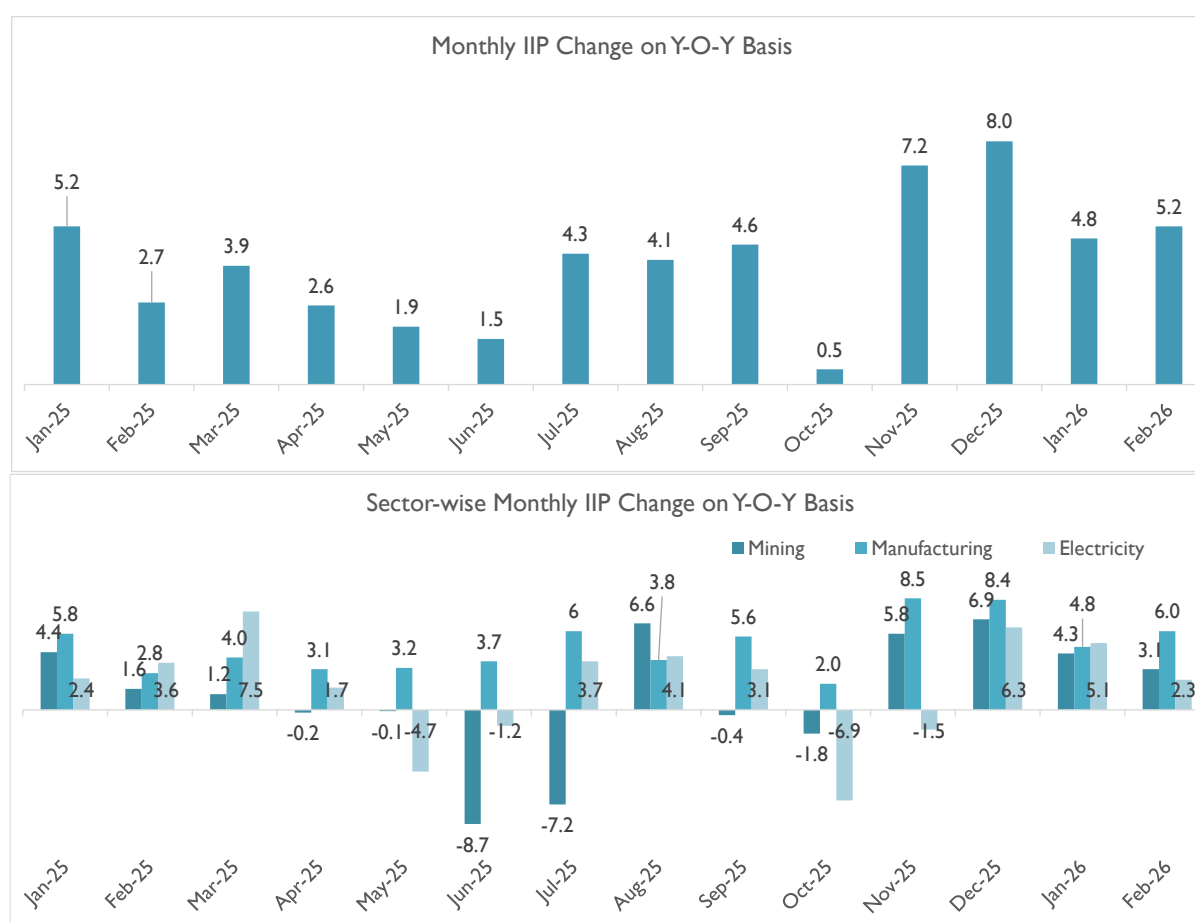
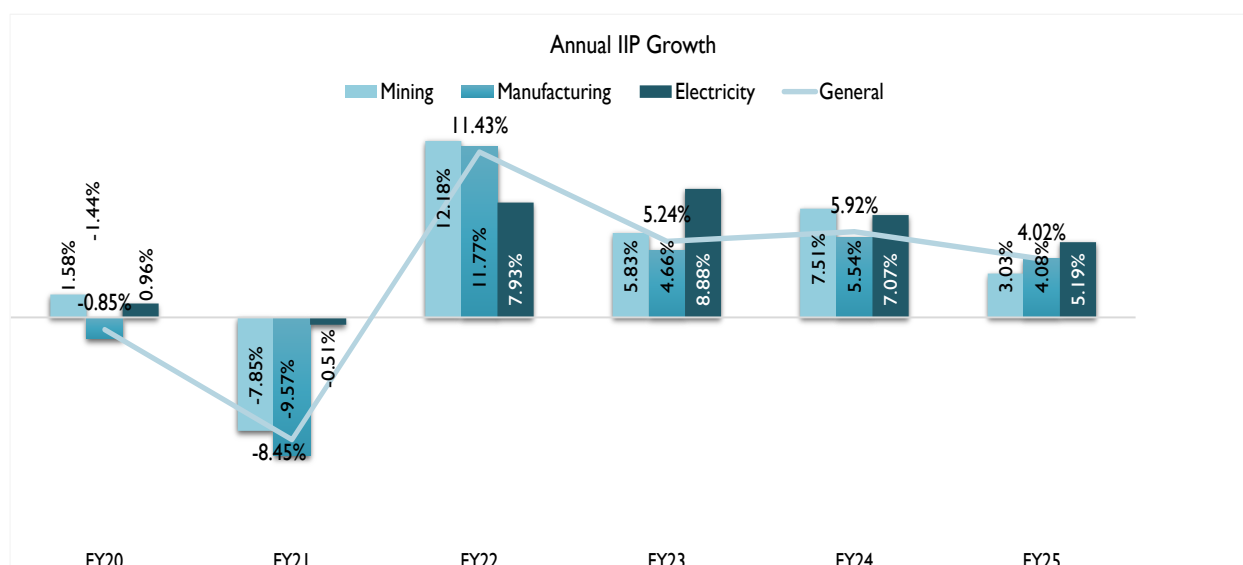
Sectoral analysis of GVA reveals that the industrial sector experienced steady growth momentum in FY 2026, recording a 7.7% y-o-y growth against 7.3% year-on-year growth in FY 2025. Within the industrial sector, growth moderated across sub-sector with mining, and construction activities growing by 4.08%, and 7.08% respectively in FY 2026, compared to 11.69%, and 7.30% in FY 2025. Growth in the utilities sector too moderated to 1.52% in FY 2026 from 2.87% in the previous year. The industrial sector's contribution to GVA increased marginally from 29.4% in FY 2025 to 29.7% in FY 2026.

The services sector continued to be the main driver of economic growth. It expanded by 9.0% in FY 2026 from 7.9% in FY 2025. The services sector retained its position as the largest contributor to GVA, rising from 51.7% in FY 2024 to 52% in FY 2025, with a further increase to 52.6% in FY 2026.

The agriculture sector saw an acceleration in growth, increasing from 2.66% in FY 2024 to 4.18% in FY 2025, before moderating to 2.42% in FY 2026. However, its contribution to GVA declined marginally from 19.2% in FY 2024 to 17.7% in FY 2026. Overall, Gross Value Added (GVA) growth rose to 7.7% in FY 2026 from 7.3% in FY 2025.

Annual & Monthly IIP Growth

Industrial sector performance as measured by the IIP index exhibited moderation in FY 2025, recording a 4.02% y-o-y growth against 5.92% increase in the previous year. The manufacturing index showed moderation, increasing by 4.08% in FY 2025 compared with 5.54% in FY 2024. The mining sector index also moderated, growing 3.03% in FY 2025 compared with 7.51% in the previous year, while the Electricity sector index moderated by 5.19% in FY 2025 compared with 7.07% in the previous year.

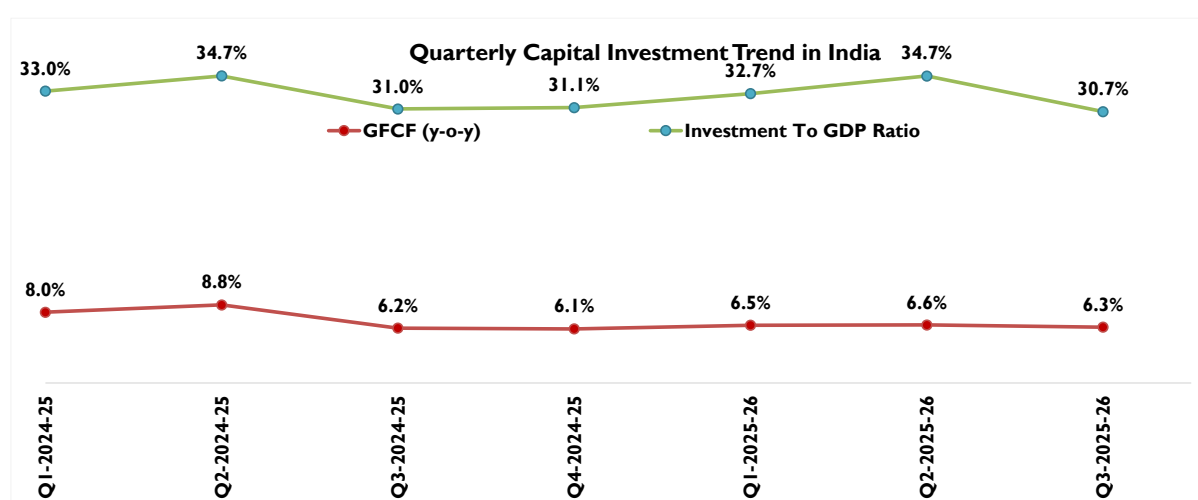
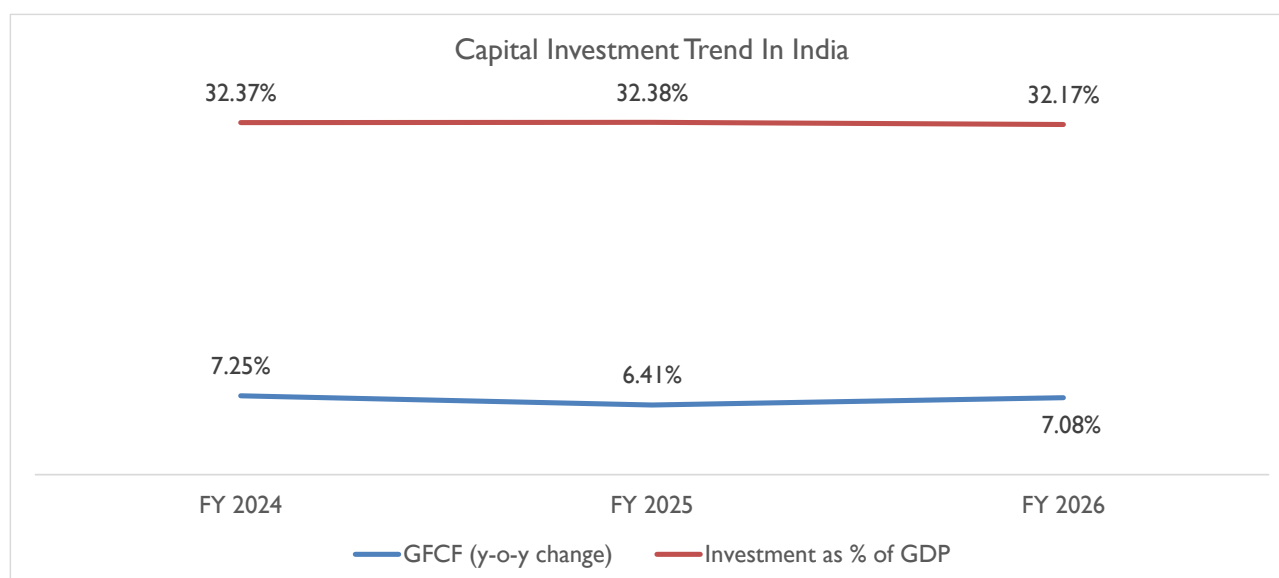


Source: Ministry of Statistics & Programme Implementation (MOSPI)

The IIP growth rate for the month of February 2026 is 5.2 percent which was 4.8 percent (Quick Estimate) in the month of January 2026. The growth rates of the three sectors, Mining, Manufacturing and Electricity for the month of February 2026 are 3.1 percent, 6.0 percent and 2.3 percent respectively.

Annual and Quarterly: Investment & Consumption Scenario

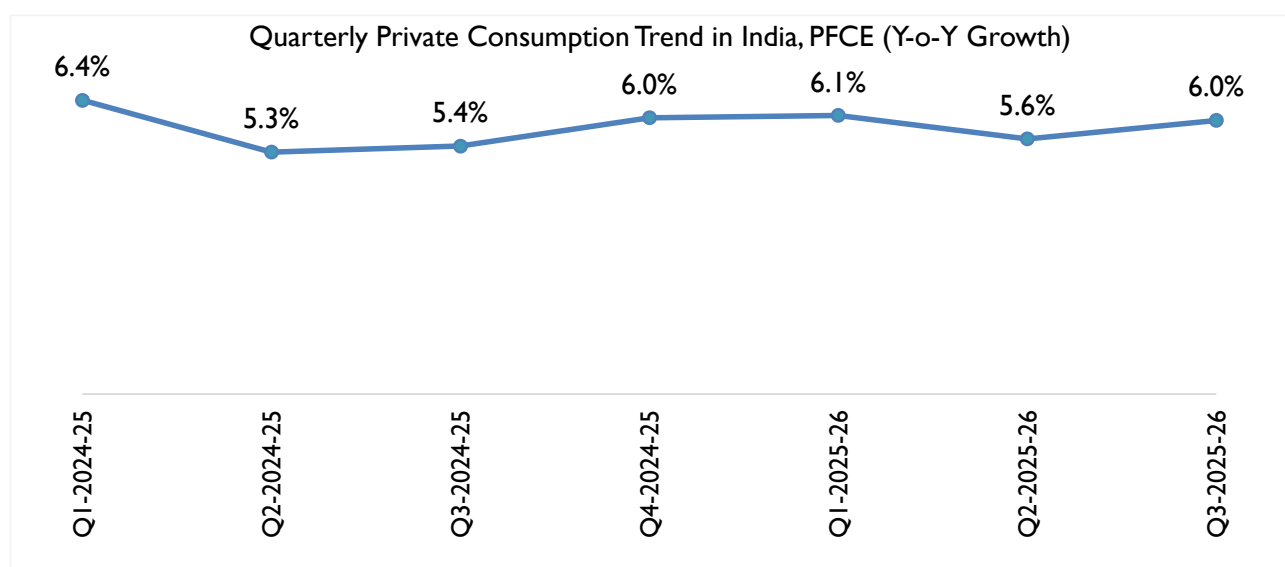
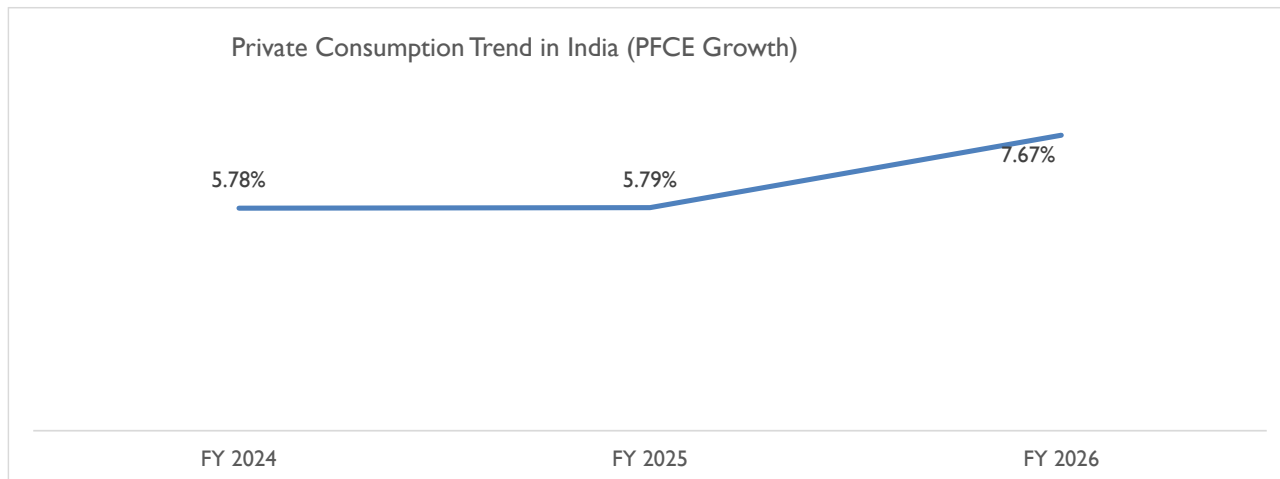
Other major indicators, such as Gross Fixed Capital Formation (GFCF), a measure of investment, increased during FY 2026, registering 7.08% year-on-year growth compared with 6.41% in FY 2025, bringing the GFCF-to-GDP ratio to 32.17%.



Source: Ministry of Statistics & Programme Implementation (MOSPI), CMIE Economics Outlook

On a quarterly basis, India's capital investment indicators display a pattern of moderate but uneven momentum. The Investment-to-GDP ratio remained above 30% throughout the period but shifted within a narrow and cyclical band rising from 33.0% in Q1 FY 2024-25 to 34.7% in Q2, before softening to 31.0% and 31.1% in Q3 and Q4, respectively. The ratio recovered to 32.7% in Q1 FY 2025-26 and 34.7% in Q2, before easing to 30.7% in Q3, indicating fluctuating capital deployment across quarters. Meanwhile, GFCF (y-o-y) growth also exhibited volatility. After rising to 8.8% in Q2 FY 2024-25, growth moderated to 6.2% in Q3 and 6.1% in Q4, reflecting a deceleration in both government and private investment activity. Growth improved marginally to 6.5% in Q1 FY 2025-26 and 6.6% in Q2, but eased to 6.3% in Q3, signalling a plateauing in investment momentum. Overall, the data suggests that while investment levels remain healthy, quarterly volatility persists, underscoring the dependence on fiscal spending patterns and the still-gradual recovery of private capital expenditure.

Private Consumption Scenario



Sources: MOSPI, CMIE Economics Outlook

Private Final Consumption Expenditure (PFCE), a practical proxy for household spending, recorded growth in FY 2026 relative to FY 2025. Quarterly Private Final Consumption Expenditure (PFCE) has reported 6.0% growth rate during Q3 of FY 2025-26 as compared to the 5.6% growth rate in the corresponding period of the previous financial year.

Inflation Scenario

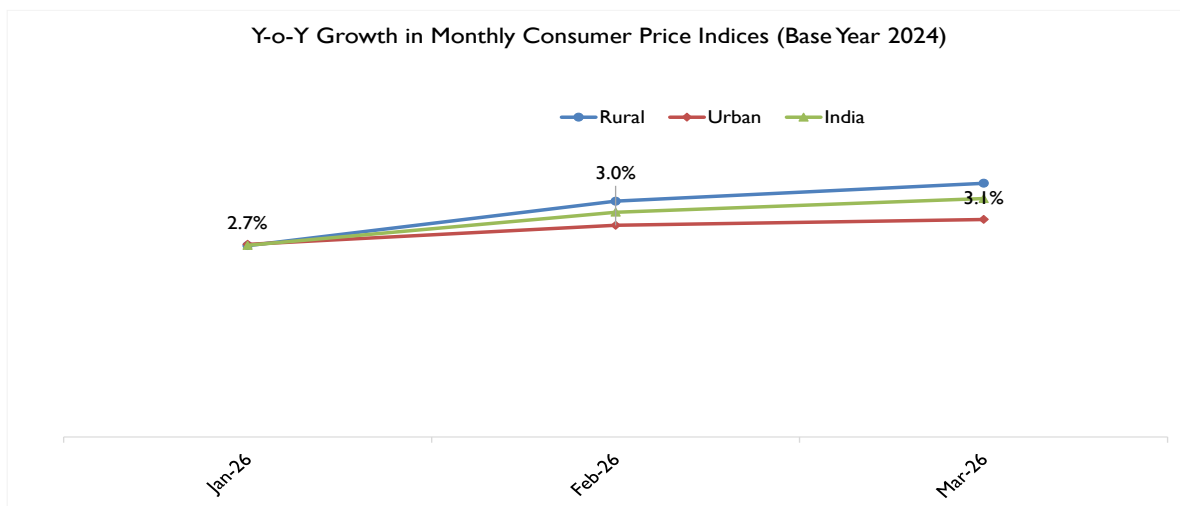
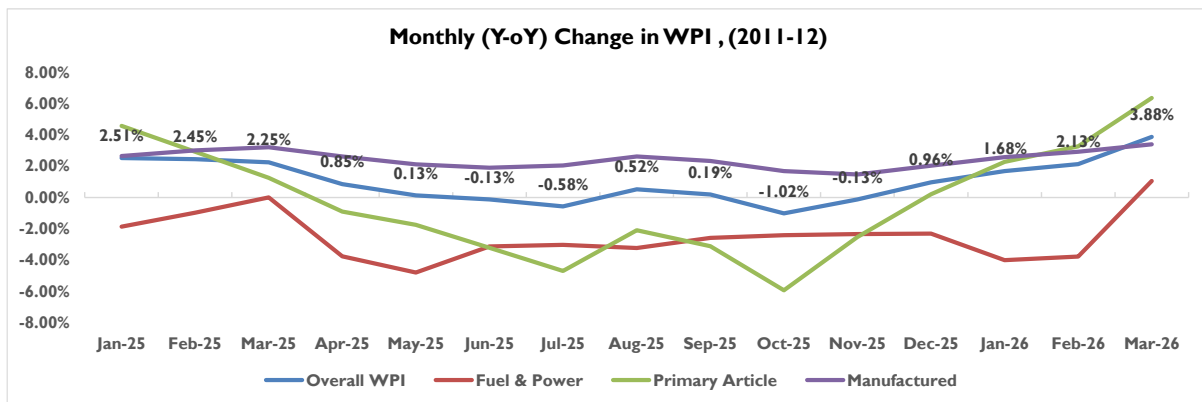
The annual rate of inflation based on All India Wholesale Price Index (WPI) number is 3.88% (provisional) for the month of March 2026 (over March 2025). Positive rate of inflation in March 2026 is primarily due to increase in prices of crude petroleum & natural gas, other manufacturing, non-food articles, manufacture of basic metals and food articles etc.

Primary Articles (Weight 22.62%): - The index for this major group increased by 2.28 % from 192.9 (provisional) for the month of February, 2026 to 197.3 (provisional) in March, 2026. The Price of crude petroleum & natural gas (36.16 %) and minerals (0.12%) increased in March, 2026 as compared to February, 2026. The Price of food articles (- 0.85%) and non- food articles (-0.22 %) decreased in March, 2026 as compared to February, 2026.

Fuel & Power (Weight 13.15%): - The index for this major group increased by 4.13 % from 147.6 (provisional) for the month of February, 2026 to 153.7 (provisional) in March, 2026. The Price of mineral oils (8.77 %) increased in March, 2026 as compared to February, 2026. The Price of electricity (-5.07%) decreased in March, 2026 as compared to February, 2026.

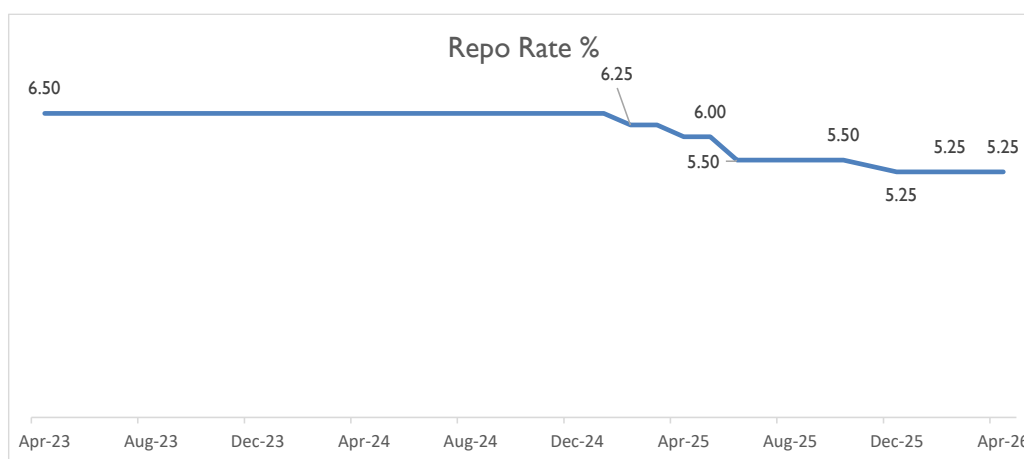
Manufactured Products (Weight 64.23%): - The index for this major group increased by 0.88 % from 148.2 (provisional) for the month of February, 2026 to 149.5 (provisional) in March, 2026. Out of the 22 NIC two-digit groups for

manufactured products, 16 groups witnessed an increase in prices and 6 groups witnessed a decrease in prices. Some of the important groups that showed month-over-month increase in prices were manufacture of food products; chemicals and chemical products; basic metals; textiles and other manufacturing etc. some of the groups that witnessed a decrease in prices were manufacture of machinery and equipment; beverages; fabricated metal products, except machinery and equipment; computer, electronic and optical products and wearing apparel etc in march, 2026 as compared to February, 2026.



Source: MOSPI, Office of Economic Advisor

With effect from January 2026, the National Statistics Office (NSO) introduced a revised CPI series with base year 2024=100, drawing revised item weights from the Household Consumption Expenditure Survey (HCES) 2023-24. Year-on-year inflation rate based on All India Consumer Price Index (CPI) with base year 2024 for the month of March, 2026 over March, 2025 is 3.40%(Provisional). Corresponding inflation rates for rural and urban are 3.63% and 3.11%, respectively. On the monetary policy front, the RBI had cumulatively raised the repo rate by 250 basis points between May 2022 and February 2023, bringing it to 6.50%, where it was held steady through January 2025 to anchor inflationary expectations. With inflation moderating below target and growth requiring support, the RBI's Monetary Policy Committee (MPC) commenced an easing cycle in February 2025, delivering a cumulative 125 basis points of rate cuts through four reductions 25 bps each in February 2025, April 2025, and December 2025, and a larger 50 bps cut in June 2025 interspersed with pauses in August and October 2025. The repo rate currently stands at 5.25%, following the MPC's decision to hold rates unchanged at its April 2026 meeting.



Sources: CMIE Economic Outlook

Growth Outlook

The Union Budget 2026–27 sets out a quantitatively strong push to build resilient supply chains and develop next-generation industrial capacity. The record ₹12.2 trillion capital expenditure outlay is aimed at easing logistics bottlenecks and enhancing India’s cost competitiveness. Employment measures extend across both urban and rural India in one sweep. In cities and large towns, capex is channelled into “connectors” such as the seven proposed high-speed rail corridors and upgraded Tier-2 and Tier-3 infrastructure, thereby creating construction, logistics, and service jobs while cutting commute times. In smaller towns and villages, job creation is expected to be supported by mega textile parks, the Mahatma Gandhi Gram Swaraj Initiative’s push for khadi and handloom, training for tourist guides, and new waterways and coastal shipping. Together, these steps broaden the wage base instead of providing a short-term bump.

This domestic push is complemented by targeted measures to strengthen strategic supply chains. Dedicated rare earth corridors in Odisha, Kerala, Andhra Pradesh, and Tamil Nadu; customs exemptions for capital goods used in critical mineral processing and battery cells; and the India Semiconductor Mission 2.0 aim to pull manufacturing deeper into components and materials. If executed well, these measures could reduce import dependence in magnets, batteries, and chip inputs and lift the share of higher-productivity manufacturing jobs thereby raising household incomes durably.

Alongside these domestic measures, India is also seeking to strengthen its external trade architecture through major trade agreements. The conclusion of the India–EU FTA negotiations mark a major strategic milestone, as it offers near-universal market access for 99.5% of India’s exports by value and integrates India more deeply into a USD 24 trillion economic bloc. By providing duty-free entry for key labour-intensive sectors, expanding services access, and establishing a mobility framework for Indian professionals, the agreement strengthens India’s export competitiveness, supports high-value job creation, and ensures a predictable, rules-based environment for long-term trade and investment flows.

In a similar vein, India–Oman Comprehensive Economic Partnership Agreement (CEPA)² has been framed as a comprehensive arrangement covering trade in goods and services, investment, professional mobility, and regulatory cooperation, with the objective of strengthening bilateral economic integration between India and Oman. Bilateral trade between the two countries stood at USD 10.61 billion in FY 2024–25, providing the economic basis for the agreement. Under the CEPA, India has secured 100% duty-free market access in Oman across 98.08% of tariff lines, covering 99.38% of India’s export value, thereby improving export competitiveness across sectors such as engineering goods, pharmaceuticals, agriculture and processed food, electronics, textiles, plastics, and gems and jewellery. At the same time, India has adopted a calibrated liberalisation approach by offering tariff concessions on 77.79% of its tariff lines, covering 94.81% of imports from Oman by value, while retaining safeguards for sensitive domestic sectors. The agreement also provides gains in services, with Oman undertaking commitments across 127 services sub-sectors, alongside improved provisions for professional mobility, including an increase in the Intra-Corporate Transferee ceiling from 20% to 50% and commitments for a defined category of Indian professionals. Overall, the CEPA is presented as a framework intended to support trade expansion, improve market access, and strengthen long-term economic cooperation between India and Oman.

However, these gains remain exposed to external geopolitical risks. The escalation of the Middle East crisis represents an external shock for India, transmitted primarily through energy markets, logistics, and trade-linked business exposure. The

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The Comprehensive Economic Partnership Agreement (CEPA) between India and Oman marks a meaningful step forward in the economic relationship between the two countries. The agreement brings together trade in goods and services, investment, professional mobility, and regulatory cooperation under a single, coherent framework aimed at deepening bilateral economic integration.

Gulf–Levant 11³ (GL 11) economies account for around 15% of India’s merchandise exports and 21% of its imports, with trade concentrated in high-value categories such as mineral fuels, precious metals, and electronics; disruptions in this region therefore have an outsized impact despite its modest share of global GDP.

Export exposure is unevenly distributed across India, with risks concentrated in specific districts that serve as production hubs. Discretionary exporters, such as gems and jewellery firms in the districts of Surat, Jaipur, and Mumbai; apparel manufacturers in Tiruppur; automotive producers in Ahmedabad; and electronics assemblers in Kanchipuram and Kolar, are vulnerable to demand slowdown and order deferrals in Gulf markets.

At the same time, Perishable agricultural exporters, including grapes from Nashik, bananas from Solapur, and bovine meat from Ghaziabad, face acute risks from shipping delays and logistics disruptions. Dun & Bradstreet data show that over 4,500 Indian exporters and around 1,800 importers relied on the Strait of Hormuz trade route in 2025, exposing them to working capital stress, payment delays, and production interruptions, while, for import-dependent industries, delays in critical inputs raise the risk of temporary shutdowns and sustained energy price volatility amplifies margin pressure across manufacturing and services.

Key Growth / Demographic Drivers for Economic Growth

Government focus on infrastructure development

The infrastructure sector has received a strong boost in Budget FY’27, marked by a record INR 12.2 trn⁴ public capital expenditure allocation, reinforcing the government’s focus on making assets more efficient and sustainable. The introduction of the landmark Infrastructure Risk Guarantee Fund aims to provide partial credit guarantees to lenders and revitalise private sector participation in large-scale projects. By lowering project risk premiums and easing borrowing costs, this mechanism is likely to help crowd in private capital and accelerate construction phase financing across the sector. The transport and logistics sector, in particular, will buoy infrastructure growth. Railways have received a substantial boost in allocation, which will help support the planned development of seven new high-speed rail corridors and a Dankuni-Surat DFC⁵, which aims to cut logistics costs and improve national connectivity. Moreover, the rollout of 20 new National Waterways, new ship repair hubs and a scheme to double the share of coastal and inland water transport from 6.0% to 12.0% by 2047⁶ will together build a greener, more efficient multimodal freight network. Urban transformation continues through targeted development of Tier-2 and Tier-3 cities – with populations over 0.5mn – alongside the creation of City Economic Regions, each supported by multi-year, challenge-based financing to establish new growth hubs and reduce pressure on metros. A broader ecosystem of reforms strengthens medium-term sector prospects. The government aims to scale domestic construction and infrastructure equipment manufacturing, reducing import dependence and improving execution capability in tunnelling, metro construction and road building machinery. The monetisation of CPSE assets will be accelerated through dedicated REIT⁷ structures, helping unlock liquidity for redevelopment and new project pipelines. Additional support flows through region-specific initiatives, such as industrial corridor expansion, and tourism development in cultural and Buddhist heritage zones will further reinforce construction demand.

Together, these measures will strengthen India’s infrastructure ecosystem through higher public investment, improved risk mitigation tools and wider multimodal connectivity – creating a constructive environment for sustained growth in construction, logistics and urban development.

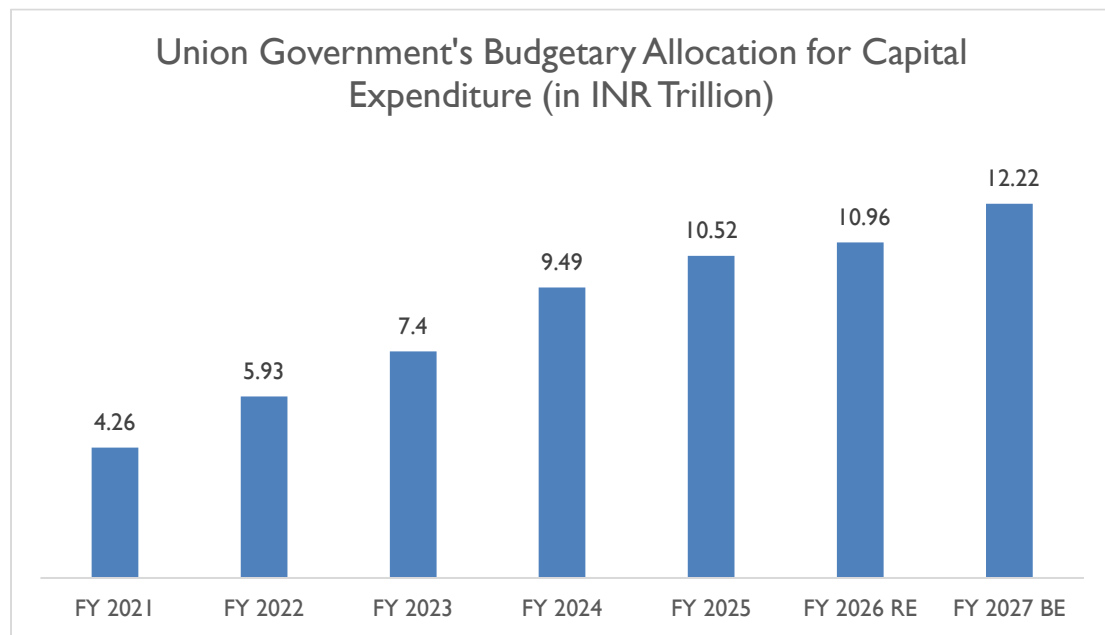
³ For the purposes of this report, the analysis is confined to a defined group of countries referred to as the Gulf–Levant 11 (GL-11). This group comprises Bahrain, Iran, Iraq, Israel Jordan, Kuwait, Lebanon, Oman, Qatar, Saudi Arabia, and the United Arab Emirates. These economies are treated collectively because they are either directly involved in, or immediately exposed to, the current crisis through geographic proximity, security linkages, energy production and transit, or their role as regional trade and financial hubs

⁴ <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2222521&reg=3&lang=1#:~:text=Reinforcing%20the%20role%20of%20public,productive%20capacity%20across%20the%20economy.>

⁵ <https://prsindia.org/budgets/parliament/demand-for-grants-2026-27-analysis-railways>

⁶ <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2221817&reg=3&lang=1>

⁷ https://www.hindustantimes.com/real-estate/budget-2026-eyes-dedicated-reits-for-cpse-asset-monetisation-what-it-means-for-investors-101769942312710.html#google_vignette



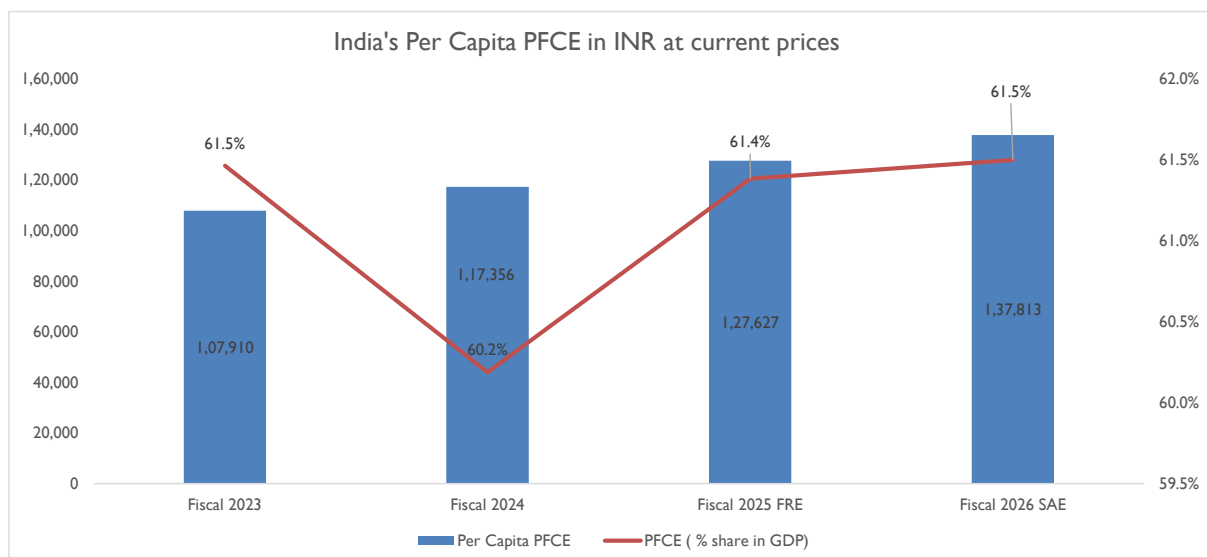
Union Budget, Government of India
 Note: BE (Budget Estimates) and RE (Revised Estimates)

Development of Domestic Manufacturing Capability

The Government launched Production Linked Incentive (PLI) scheme in early 2020, initially aimed at improving domestic manufacturing capability in large-scale electronic manufacturing and gradually extended to other sectors. At present it covers 14 sectors, ranging from medical devices to solar PV modules. The PLI scheme provides incentives to companies on incremental sales of products manufactured in India. This incentive structure is aimed at attracting private investment into setting up manufacturing units and thereby strengthen domestic production capabilities. The overall incentives earmarked for PLI scheme is estimated to be INR 2 trillion. If fully realised, the PLI scheme could add nearly 4% to annual GDP growth, by way of incremental revenue generated from the newly formed manufacturing units.

Strong Domestic Demand

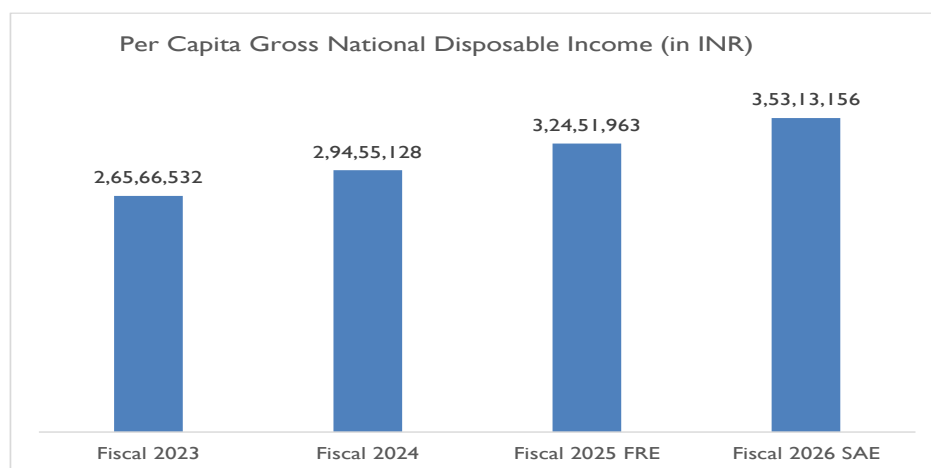
Domestic demand has traditionally been one of the key drivers of the Indian economy. After a brief lull caused by Covid-19 pandemic, the domestic demand is recovering. Consumer confidence surveys by the Reserve Bank and other institutions point to an improvement in consumer confidence index, which is a precursor of improving demand. India has a strong middle-class segment, which has been the major driver of domestic demand. Factors like fast paced urbanization and improving income scenario in rural markets are expected to accelerate domestic demand further. This revival is perfectly captured by the private final consumption expenditure (PFCE) metric. The PFCE at current prices is on steady rise from FY 2022 onwards. Between FY 2015 and FY 2026, PFCE in India increased by nearly 2.5 times. Its share in GDP also increased from 58.1% to about 61.5% in FY 2026 (as per the first advance estimates).



Source: Ministry of Statistics & Programme Implementation (MOSPI)
FRE is First Revised Estimate, SAE is Second Advance Estimate

There are two factors driving this domestic demand: first, the large pool of consumers; and second, the improvement in purchasing power.

- The share of middle class increased from nearly 14% in 2005 to nearly 30% in 2021 and is expected to cross 60% by 2047⁸. This expanding middle class household segment is fuelling India's growth story and would continue to play a key role in propelling India's economic growth.
- Consumer-driven domestic demand is majorly fuelled by this growth in per capita income. As per National Statistics Office (NSO), India's per capita net national income (at constant prices) stood at INR 1,37,813 per person in FY 2026 against INR 1,27,627 per person in FY 2025 and INR 76,379 in FY 2018. This increase in per capita income has impacted the purchasing pattern as well as disposable income. The Gross National Disposable Income during FY 2023-26 has increased from INR 2,65,66,532 to INR 3,53,13,156.



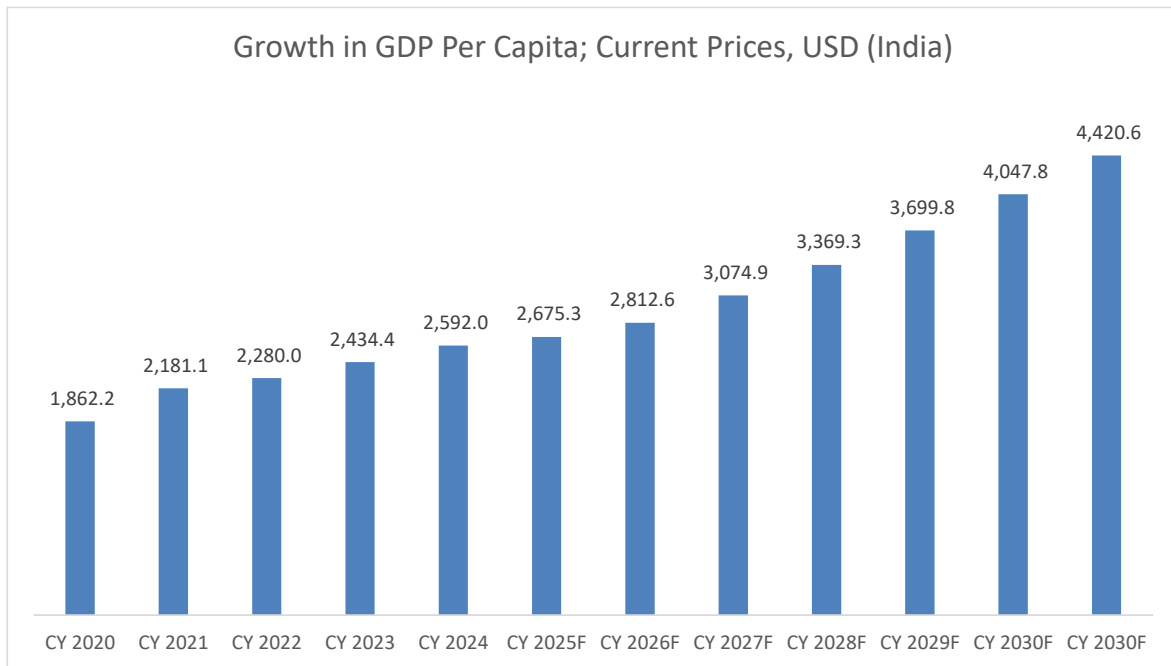
Source: Ministry of Statistics & Programme Implementation (MOSPI)
FRE is First Revised Estimate, SAE is Second Advance Estimate

India's Per Capita GDP Trends

India is poised to become the world's third-largest economy with a projected GDP of USD 5 trillion within the next three years, driven by ongoing reforms. As one of the fastest-growing major economies, India currently holds the position of the fifth-largest economy globally, following the US, China, Japan, and Germany. By 2027-28, it is anticipated that India will surpass both Germany and Japan, reaching the third-largest spot. This growth is bolstered by a surge in foreign investments and a wave of new trade agreements with India's burgeoning market of 1.4 billion people. The aviation industry is witnessing unprecedented orders, global electronics manufacturers are expanding their production capabilities, and suppliers traditionally concentrated in southern China's manufacturing hubs are now shifting towards India.

To achieve its vision of becoming the world's third-largest economy by 2027-28, India will need to implement transformative industrial and governmental policies. These policies will be crucial for sustaining the consistent growth of the nation's per capita GDP over the long term.

⁸ As per the survey conducted by People Research on India's Consumer Economy. Households with annual income in the range of INR 5 – 30 lakh is considered as middle-class households.

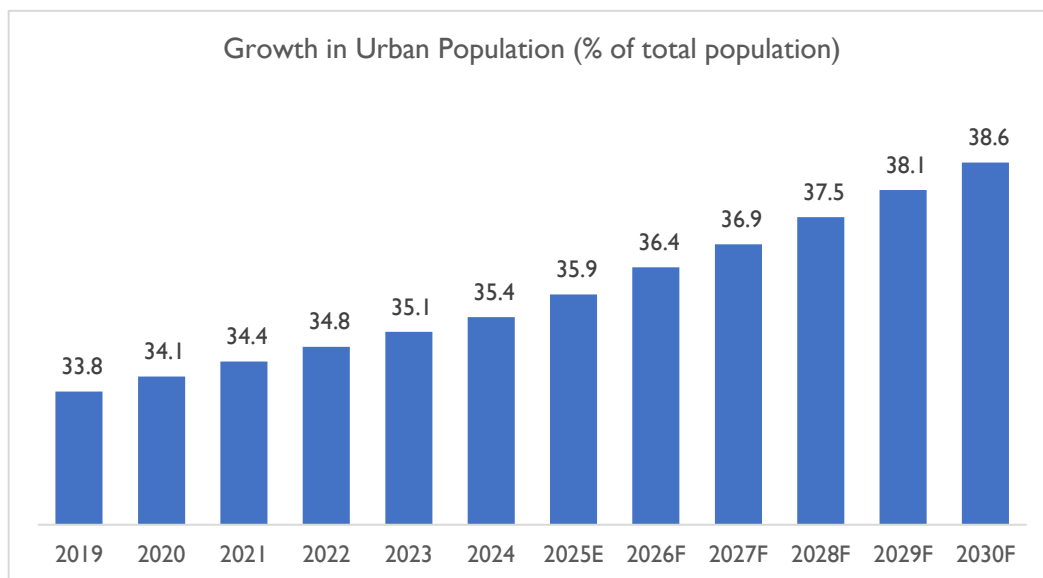


Source: IMF

From CY 2024 to CY 2031, India's per capita GDP is projected to grow at a compound annual growth rate of 7.9%. This growth will be driven by the service sector, which now accounts for over 50% of India's GDP, marking a significant shift from agriculture to services.

Increasing Urbanization

As per the Handbook of Urban Statistics 2022, India's urban population has been on a steady rise. Urban dwellers accounted for over 469 million in 2021 and are projected to rise to over 558 million by 2031 and further exceed 600 million by 2036.



Source: World Bank, 1F1F1F1F⁹ D&B Research and Estimates

The share of urban population in total population has been quickly escalating. In 2019, 33.81% of the total population was urban. By 2025, it had reached 35.9%, showing an increase over a span of five years of about 2.10%. The share of urban population is further forecasted to cross 38.6% by 2030. This increase in urban population is set to demand drastic changes in infrastructure development. Cities are a major driver for the construction industry. With cities expanding rapidly, there will be an increased need for improved housing, water supply, sewage systems, and electricity. Urban planning will need

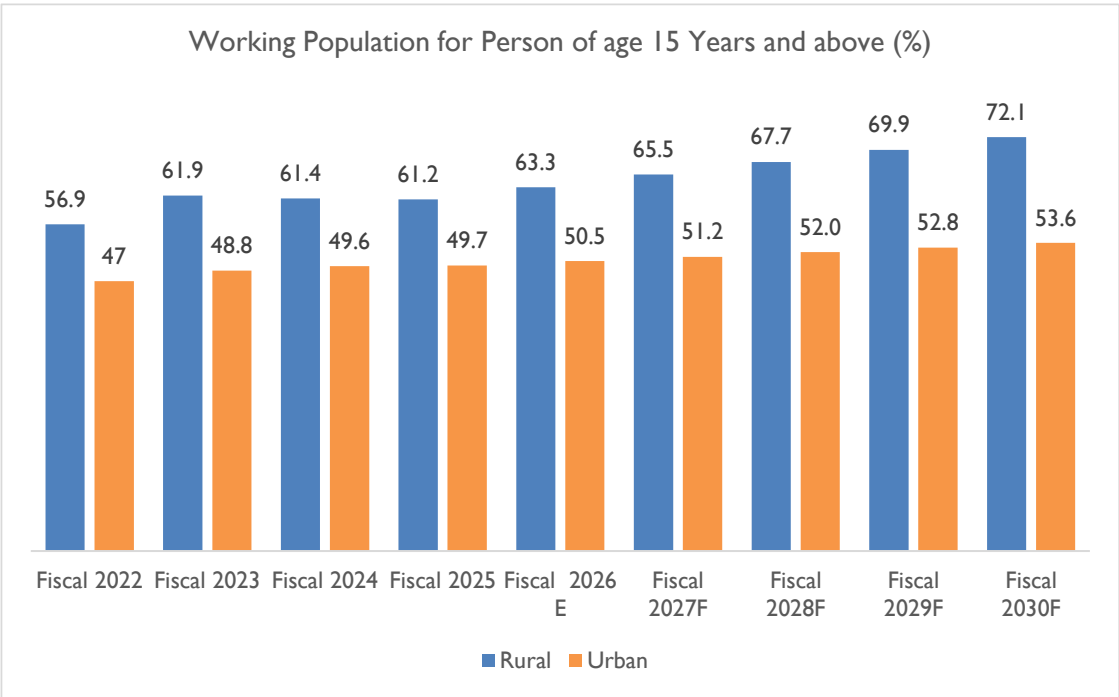
⁹<https://data.worldbank.org/indicator/SP.URB.TOTL.IN.ZS?end=2022&locations=IN&skipRedirection=true&start=1960&view=chart>

to account for higher population densities, necessitating the development of smart cities with integrated technology for efficient management of resources and services. The Smart Cities Mission targeted at 100 cities is aimed at improving the quality of life through modernised, technology-driven urban planning. This transformation will also require significant investment in public health, education, and recreational facilities to enhance the quality of urban living. The surge in urban population will also propel demand for improvement in multimodal transport infrastructure for freight and passenger travel requirements.

Rural vs. Urban Working Population by Age Group

As India continues to experience economic growth and development, the working population in both rural and urban areas is increasing. In the case of the urban population, this growth is reflected in the increase from a share of 47% in FY22 to 49.7% in FY25, whereas in rural areas, it grew from 56.9% in FY22 to 61.2% in FY25.

This growth is driven by a combination of factors, including demographic changes, economic policies, and the expansion of various industries. The rise in employment opportunities across sectors such as agriculture, manufacturing, services, and information technology has contributed to the overall increase in the working population, thereby fostering economic stability and enhancing the standard of living for many Indians.



Source: Periodic Labour Force Survey (PLFS) Annual Report, D&B Research and Estimates
Note: 2025 refers to the period January 2025 – December 2025 and likewise for 2024, 2023 and 2022

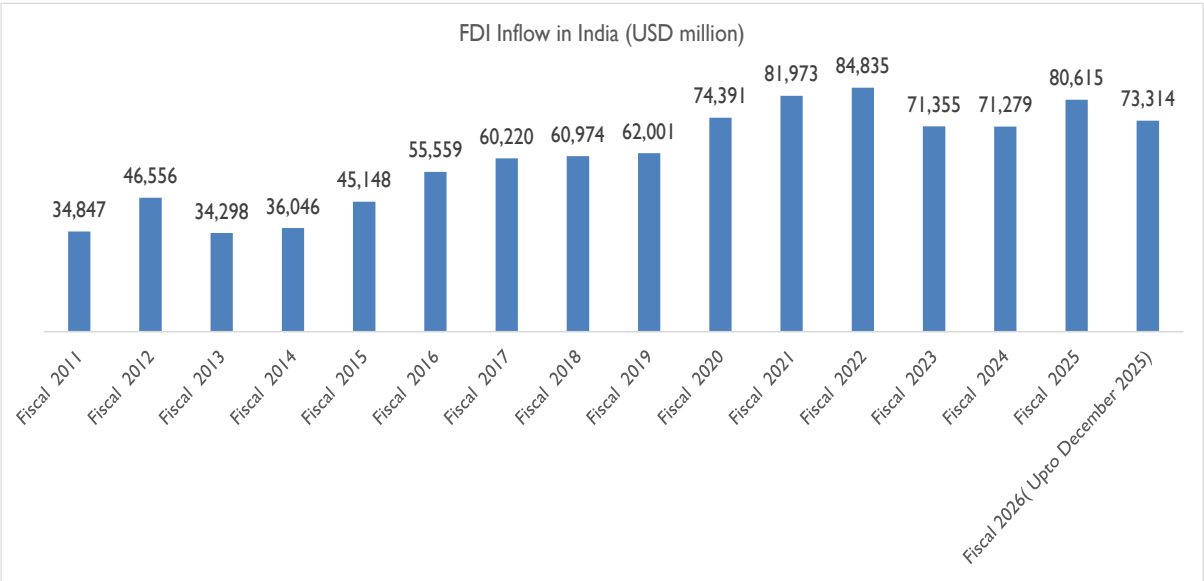
In urban areas, the working population is growing rapidly due to the proliferation of jobs in sectors like IT, finance, retail, and healthcare. Additionally, the development of infrastructure, such as improved transportation networks and housing, has made urban centers more accessible and desirable for the working population. In rural areas, the working population remains substantial, primarily due to the dominance of the agricultural sector. Government initiatives aimed at rural development, such as improved access to education and skill development programs, have also played a crucial role in enhancing employment prospects in these regions.

The dominance of the rural working population over its urban counterpart can be attributed to the labour-intensive nature of the agricultural sector, which ensures a consistent demand for human labor despite advancements in mechanization, sustaining employment rates in rural areas.

Foreign Direct Investment Trend in India

FDI inflows in India observed a steady increase from FY 2013 to FY 2022 while it witnessed a decline of 15% in FY 2023 and a decline of 0.1% in FY 2024 due to several factors, including the ongoing conflict between Russia and Ukraine, changes in US monetary policy, and other global uncertainties. However, the country has received substantial FDI inflows from April 2000 to December 2024. This increasing FDI can be attributed to the new investment facilitation measures

like the National Single-Window System (NSWS), which streamlines the approval and clearance process for investors, entrepreneurs, and businesses, along with sectoral measures and PLI schemes, supporting growth prospects in tier-2 and tier-3 cities. Further, tax compliance for startups and foreign investors has been simplified, with the Income Tax Act, 1961 has been amended in 2024 to abolish angel tax and to reduce income tax rate chargeable on income of a foreign company.



Sources: Department for Promotion of Industry and Internal Trade

Overview of Indian Financial Services Sector

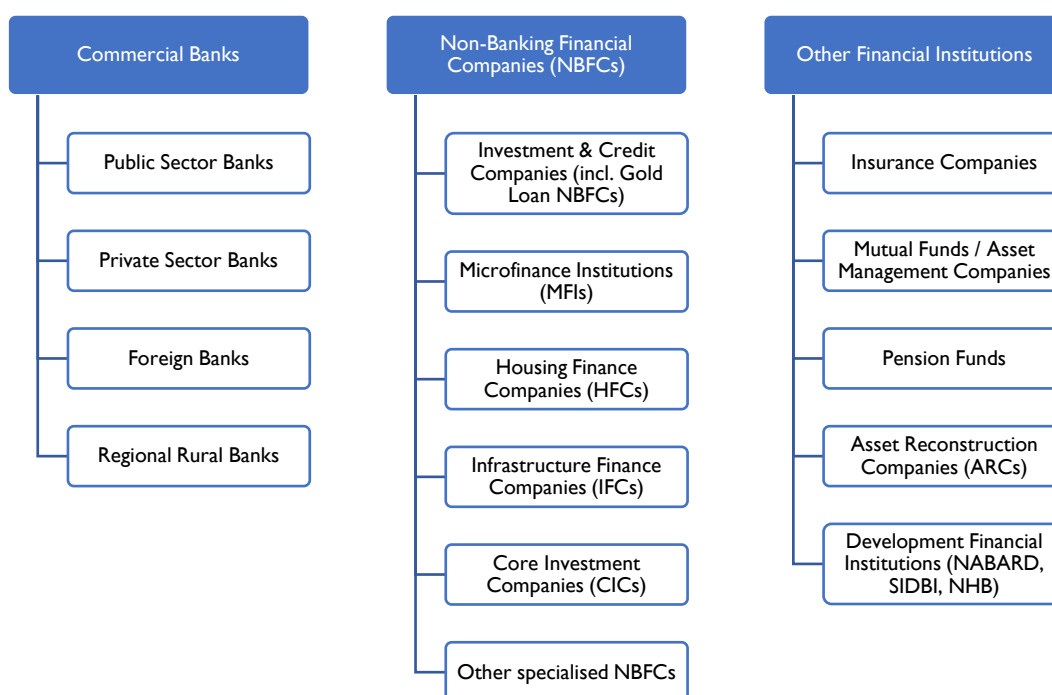
Industry profile: Key players / regulatory framework & key regulatory agencies

Overview of Indian Financial Services Sector

The Indian financial services sector comprises a well-structured ecosystem of institutions that facilitate financial intermediation, credit delivery, risk management, and capital formation. Broadly, the sector is organised into three key segments: (i) commercial banks, which serve as primary deposit-taking institutions and channels for credit distribution; (ii) Non-Banking Financial Companies (NBFCs), which operate as specialised credit intermediaries addressing underserved and niche segments; and (iii) other financial institutions, including insurance companies, mutual funds, pension funds, and development financial institutions, which support risk coverage, long-term savings, and sector-specific financing requirements. These entities collectively contribute to financial inclusion, liquidity management, and economic growth.

Within this structure, commercial banks occupy a central position by mobilising deposits and extending credit across retail and corporate segments, while NBFCs complement the banking system by catering to segments such as microfinance, gold loans, vehicle finance, and small business lending. Other financial institutions operate across capital markets, insurance, and long-term investment domains, thereby enabling diversification of financial services. The sector is governed by a multi-regulatory framework led by the Reserve Bank of India, along with the Securities and Exchange Board of India, the Insurance Regulatory and Development Authority of India, and the Pension Fund Regulatory and Development Authority, under the policy oversight of the Ministry of Finance.

Structural Flow of Indian Financial Services Sector¹⁰



- **Commercial Banks:** Commercial banks are financial institutions that conduct the business of banking in India by accepting deposits from the public and providing loans and advances to individuals, businesses, and other entities. They operate on a commercial basis and are regulated under the Banking Regulation Act, 1949, and supervised by the Reserve Bank of India.

- Regulator: Reserve Bank of India
- Regulatory Framework: Banking Regulation Act, 1949 and guidelines issued by RBI

- **Non-Banking Financial Companies (NBFCs)**

¹⁰ <https://financialservices.gov.in/beta/en/banking-overview>
<https://www.rbi.org.in/commonman/Upload/English/FAQs/PDFs/ALLNBFC23042025.pdf>

A Non-Banking Financial Company (NBFC) is a company registered under the Companies Act, 1956 or Companies Act, 2013, and engaged in the business of loans and advances, acquisition of shares/ stocks/ bonds/ debentures/ securities issued by Government or local authority or other marketable securities of a like nature, leasing, hire-purchase, etc., as their principal business, but does not include any institution whose principal business is that of agriculture activity, industrial activity, purchase or sale of any goods (other than securities) or providing any services and sale/ purchase/ construction of immovable property.

NBFCs function as key credit intermediaries, complementing banks by serving niche and underserved segments such as microfinance, gold loans, vehicle finance, and MSME lending.

- Regulator: Reserve Bank of India
- Regulatory Framework: RBI Act, 1934 and NBFC Master Directions issued by RBI

➤ **Other Financial Institutions**

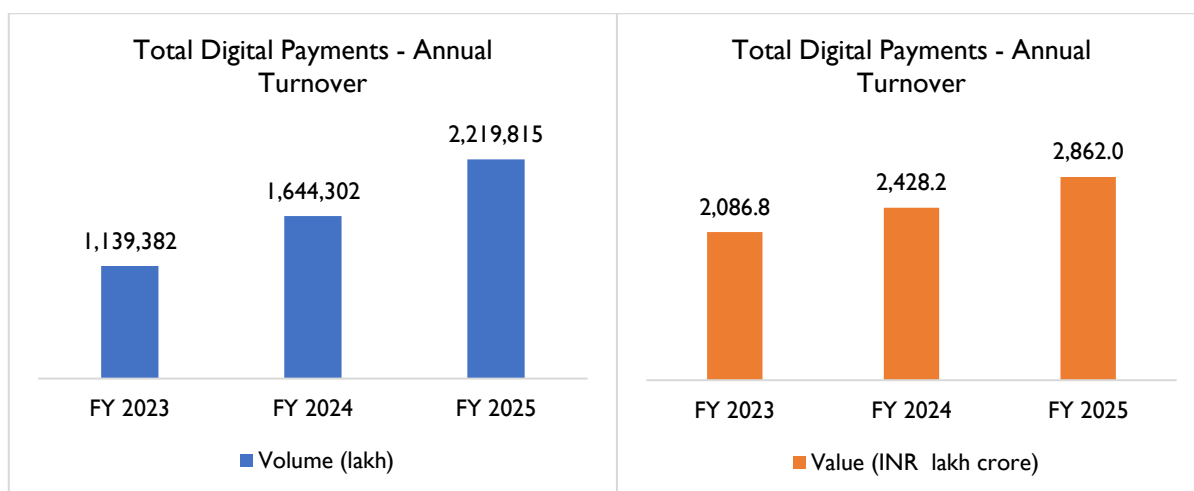
1. **Capital Market Intermediaries:** Entities such as stock exchanges, brokers, and asset management companies facilitate capital raising, trading, and investment in securities markets.
 - Regulator: Securities and Exchange Board of India
2. **Insurance Companies:** Insurance companies provide life and general insurance products that offer risk coverage and financial protection against uncertainties.
 - Regulator: Insurance Regulatory and Development Authority of India
3. **Pension Funds:** Pension funds manage retirement savings and long-term investment products for individuals and institutional participants.
 - Regulator: Pension Fund Regulatory and Development Authority
4. **Development Financial Institutions:** Development financial institutions provide long-term financing to priority sectors such as agriculture, MSMEs, housing, and infrastructure.
 - Examples: National Bank for Agriculture and Rural Development, Small Industries Development Bank of India, National Housing Bank

Key trends & developments: Digital payments / fintech / microfinance / financial inclusion

Digital Payment:¹¹

Digital payments refer to transactions executed through electronic modes without the use of physical cash, including systems such as cards, internet banking, mobile wallets, and real-time payment platforms like the Unified Payments Interface (UPI). In India, digital payments have become a key component of the financial services ecosystem, enabling faster, secure, and cost-efficient transfer of funds across individuals and businesses. The ecosystem is regulated and overseen by the Reserve Bank of India, which has introduced various initiatives to promote adoption, enhance security, and improve accessibility of digital payment systems.

¹¹ <https://rbidocs.rbi.org.in/rdocs/AnnualReport/PDFs/0ANNUALREPORT202425DA4AE08189C848C8846718B080F2A0A9.PDF>



Source: Annual Report FY 2025, Reserve Bank of India

Digital payments in India have witnessed significant growth, driven by increasing adoption of technology-enabled payment systems, expansion of digital infrastructure, and supportive regulatory initiatives. During FY2025, total digital payments recorded a growth of 34.8% in volume and 17.9% in value terms, reflecting strong momentum in transaction activity across the economy. The total volume of digital transactions increased from 11,39,382 lakh in FY2023 to 22,19,815 lakhs in FY2025, while the total value rose from INR 2,086.8 lakh crore to INR 2,862.0 lakh crore over the same period, indicating both higher usage and increased transaction sizes.

The widespread adoption of the Unified Payments Interface (UPI) has been a key driver of this growth, with India accounting for approximately 48.5% of global real-time payment transactions by volume, positioning the country as a global leader in digital payments. In addition, the Reserve Bank of India continues to strengthen the digital payments ecosystem through regulatory and technological initiatives. These include the proposed Digital Payments Intelligence Platform aimed at mitigating payment-related frauds, and guidelines issued to improve accessibility of payment systems for persons with disabilities, thereby enhancing inclusivity and user adoption across diverse customer segments.

Fintech (Digital Payments – UPI-led Growth)¹²

Fintech, or financial technology, refers to the use of technology-driven platforms to deliver financial services such as payments, lending, insurance, and wealth management in a more efficient and accessible manner. In India, fintech growth has been significantly supported by the rapid expansion of digital payment infrastructure, particularly the Unified Payments Interface (UPI), which has transformed the way financial transactions are conducted.

The Unified Payments Interface (UPI) accounts for approximately 81% of retail digital payment transactions by volume in India, reflecting its dominance in the digital payment's ecosystem. Its interoperable and real-time payment framework enables seamless fund transfers across banks and payment service providers, thereby enhancing transaction convenience, speed, and scalability. The increasing adoption of UPI across individual users, merchants, and businesses has contributed to the expansion of digital financial services, improved accessibility, and supported the broader formalisation of the economy. These developments highlight the growing role of fintech in strengthening digital payment systems and driving innovation within the financial services sector.

Microfinance Sector

Microfinance refers to the provision of small-value financial services, including loans, savings, and other financial products, to low-income households and underserved segments that typically lack access to formal banking channels. In India, microfinance institutions (MFIs), including NBFC-MFIs, play a critical role in extending last-mile credit, particularly to economically weaker sections, self-employed individuals, and micro-entrepreneurs, thereby supporting income generation and financial inclusion.

The microfinance sector is regulated by the Reserve Bank of India, which has established a harmonised regulatory framework applicable across all regulated entities engaged in microfinance lending. As per RBI guidelines, microfinance loans are collateral-free loans extended to households with specified income thresholds, with regulatory emphasis on borrower protection, transparency in pricing, and responsible lending practices. The sector has evolved with a focus on

¹² <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2240723&reg=3&lang=2>

improving credit discipline, enhancing borrower outreach, and ensuring sustainable growth while mitigating risks associated with over-indebtedness.

Financial Inclusion (PMJDY)¹³

Financial inclusion refers to providing access to formal financial services such as banking, savings, credit, insurance, and pension products to underserved and low-income sections of society. In India, financial inclusion has been a key policy priority aimed at integrating unbanked populations into the formal financial system and enabling equitable access to financial resources. The Pradhan Mantri Jan Dhan Yojana (PMJDY) has been one of the flagship initiatives in this regard, focused on expanding basic banking access, particularly across rural and semi-urban areas.

Under PMJDY, 58.12 crore beneficiaries have been banked so far, with total balances of INR 3,07,432.42 crore in beneficiary accounts, as per the PMJDY official portal. Further, as per the Press Information Bureau, as on February 25, 2026, PMJDY had 57.78 crore accounts with deposits of INR 2,94,702 crore, of which 32.21 crore accounts (55.8%) belonged to women, while 45.17 crore accounts (78.2%) were opened in rural and semi-urban areas. The scheme facilitates access to basic savings bank accounts with minimal documentation requirements and provides additional benefits such as debit card access and overdraft facilities, thereby improving the usability of banking services.

The scale and outreach of PMJDY highlight its role in strengthening financial inclusion by enhancing banking penetration, promoting savings behaviour, and supporting the direct transfer of government benefits. The high proportion of women beneficiaries and rural account holders further indicates the scheme's contribution towards inclusive growth and formalisation of the financial ecosystem in India.

Role of Non-Banking Financial Companies (NBFC) in Indian financial services sector

Non-Banking Financial Companies (NBFCs) play a critical role in the Indian financial services sector by functioning as key financial intermediaries that facilitate the flow of funds between savers and borrowers. They complement the banking system by providing a wide range of financial services, including loans, credit facilities, and investment products, thereby contributing to the overall efficiency and depth of the financial ecosystem. NBFCs have emerged as an important channel for credit expansion across various sectors such as microfinance, personal lending, vehicle finance, and infrastructure financing.

A significant contribution of NBFCs lies in their ability to cater to underserved and unbanked segments, particularly in rural and semi-urban areas where access to traditional banking services may be limited. By offering flexible lending practices and customised financial solutions, NBFCs address the diverse financing needs of individuals, small businesses, entrepreneurs, and other informal sector participants. This enables them to bridge critical credit gaps and support inclusive growth within the economy.

Additionally, NBFCs contribute to economic development by supporting capital formation and infrastructure growth through the provision of long-term financing. Their relatively flexible operational framework allows them to respond efficiently to evolving market needs, thereby enhancing credit delivery and promoting financial inclusion. As a result, NBFCs have become an integral component of the financial services sector, strengthening the overall resilience and outreach of the financial system in India.

¹³<https://www.pib.gov.in/PressReleasePage.aspx?PRID=2240720&reg=3&lang=2#:~:text=As%20of%20February%2025%2C%202026%2C%20there%20were,accounts%20have%20been%20opened%20in%20these%20areas>

Global NBFC Sector

Role of Non-Banking Financial Institutions in Global Financial Markets

Non-Banking Financial Institutions (NBFIs) play a significant role in global financial markets by complementing traditional banking systems and enhancing the overall availability of credit and investment capital. These institutions operate across a wide range of segments, including consumer and business lending, asset management, insurance, pension funds, and capital market intermediation, thereby catering to diverse borrower and investor requirements. Their flexible operating models and ability to offer specialized financial solutions enable them to address segments that may remain underserved by traditional banking institutions.

The importance of the NBFI sector has increased steadily over time, with non-bank entities playing an expanding role in financial intermediation and capital allocation across global markets. As of 2024, the NBFI sector accounted for a significant share of global financial assets, reflecting its growing systemic importance and contribution to economic activity.

Composition of the Global Financial System (2024)

Particulars	Total Global Financial Assets	NBFI Sector	Others (Central Banks, Banks, and Public Financial Institutions (PFIs))
Size (USD Trillion, 2024)	503.7	256.8	246.9
Share of Total (%)	100.0%	51.0%	49.0%
Growth in 2024 (YoY %)	6.3%	9.4%	~3.2%**
Growth (2018–2023 CAGR %)	6.1%	5.9%	~6.3%**

Source: Financial Stability Board (FSB) ¹⁴

Note: This is the latest data published by FSB as on (16 December 2025) in Global Monitoring Report on Nonbank Financial Intermediation 2025

The NBFI sector accounted for approximately 51% of total global financial assets in 2024, surpassing the banking sector, and recorded a higher growth rate of 9.4% year-on-year, highlighting its increasing role in global financial intermediation. This growth reflects the ability of non-bank entities to provide diversified funding sources, support consumption and investment demand, and improve access to financial services across both developed and emerging economies.

In India, Non-Banking Financial Companies (NBFCs), as regulated by the Reserve Bank of India, represent a key subset of the broader NBFI ecosystem. NBFCs play a critical role in extending credit to underserved and niche segments, including retail borrowers, MSMEs, and sectors requiring specialized financing solutions. Their faster processing timelines, customized product offerings, and ability to cater to borrowers with limited credit history have positioned them as an important complement to the banking system.

Indian NBFC Industry in Global Context

India's Non-Banking Financial Company (NBFC) sector forms an integral part of the broader global Non-Bank Financial Intermediation (NBFI) ecosystem, which has emerged as a key contributor to financial intermediation across markets. While globally, NBFIs encompass a wide range of entities including asset managers, insurance companies, and pension funds, India's NBFC sector is more focused on credit intermediation and specialized lending activities. This distinction positions NBFCs as a critical component of India's financial system, complementing traditional banking institutions.

Within this context, the Indian NBFC sector demonstrates the following key characteristics in comparison to the global non-bank financial ecosystem:

- **Lending-Focused Business Model:** Unlike global NBFIs, which are diversified across investment and asset management activities, NBFCs in India are primarily engaged in lending, including retail loans, MSME financing, vehicle loans, microfinance, and gold-backed lending.

¹⁴ <https://www.fsb.org/2025/12/global-monitoring-report-on-nonbank-financial-intermediation-2025/>

- **Role in Financial Inclusion:** NBFCs play a significant role in extending credit to underserved and underbanked segments, including individuals with limited credit history, informal income profiles, and small businesses, thereby supporting broader financial inclusion objectives.
- **Complementary Role to Banks:** NBFCs operate alongside banks by addressing segments that may not be efficiently served by traditional banking channels, owing to factors such as smaller ticket sizes, higher operational flexibility, and customized product offerings.
- **Operational Flexibility and Faster Turnaround:** Compared to traditional lending institutions, NBFCs typically offer faster processing timelines and simplified procedures, enabling quicker credit access, particularly for short-term and collateral-backed lending products.
- **Regulatory Oversight and Structured Growth:** The sector operates under the regulatory framework of the Reserve Bank of India, which has introduced risk-based supervision and governance norms, supporting the stability and formalization of the industry.

In the global context, the Indian NBFC sector contributes to the expansion of non-bank financial intermediation by enhancing credit penetration and supporting economic activity across diverse borrower segments. Its lending-oriented structure and focus on domestic credit gaps distinguish it from broader global NBFI trends, while reinforcing its importance within India's financial ecosystem.

NBFC Sector in India

Major categories of NBFCs operating in India

The Non-Banking Financial Company (NBFC) sector in India is characterised by a broad classification framework based on the nature of activities undertaken and the regulatory requirements applicable to different entities. The Reserve Bank of India classifies NBFCs into multiple categories to enable differentiated regulation, supervision, and risk management aligned with their business models and scale of operations. This classification framework facilitates targeted oversight across lending, investment, infrastructure financing, and emerging technology-driven financial services, while ensuring financial stability and efficient functioning of the sector.

Category	Description
Investment and Credit Companies (ICCs)	Engage in lending and investment activities such as personal loans, vehicle finance, MSME lending, and gold loans. This is the largest NBFC category.
NBFC-Microfinance Institutions (NBFC-MFIs)	Provide collateral-free, small-ticket loans to low-income households, primarily for income-generating activities.
Housing Finance Companies (HFCs)	Provide financing for housing and real estate, including home loans and loans against property.
Core Investment Companies (CICs)	Hold investments in group companies and primarily engage in holding and managing equity stakes.
Infrastructure Finance Companies (IFCs)	Provide long-term financing for infrastructure projects such as roads, power, and telecom.
Infrastructure Debt Funds (NBFC-IDFs)	Facilitate long-term debt financing for infrastructure projects, often through refinancing.
NBFC-Factors	Engage in receivables financing through factoring services, supporting working capital requirements of businesses.
NBFC-Peer-to-Peer Lending Platforms (NBFC-P2P)	Provide digital platforms that connect lenders and borrowers for unsecured loans.
NBFC-Account Aggregators (NBFC-AA)	Facilitate secure sharing of financial data between financial institutions with customer consent.
Mortgage Guarantee Companies (MGCs)	Provide guarantees for home loans, reducing credit risk for lenders.
Non-Operative Financial Holding Companies (NOFHCs)	Act as holding companies for financial services groups, as per regulatory requirements.

Size of Indian NBFC industry: Number of NBFCs operating in India

Sl. No.	Classification of NBFCs	Total Numbers
1	Investment and Credit Company (ICC)	8,633
2	Type-I NBFC	122
3	Micro Finance Institutions (MFI)	95

Sl. No.	Classification of NBFCs	Total Numbers
4	Housing Finance Company (HFC)	91
5	Core Investment Company (CIC)	59
6	Peer to Peer Lending (P2P)	27
7	Account Aggregator (AA)	17
8	Factor	10
9	Infrastructure Finance Company (IFC)	08
10	Primary Dealer (PD)	07
11	Infrastructure Debt Fund (IDF)	03
12	Non-Operative Financial Holding Company (NOFHC)	02
13	Mortgage Guarantee Company (MGC)	01
	Total	9,075

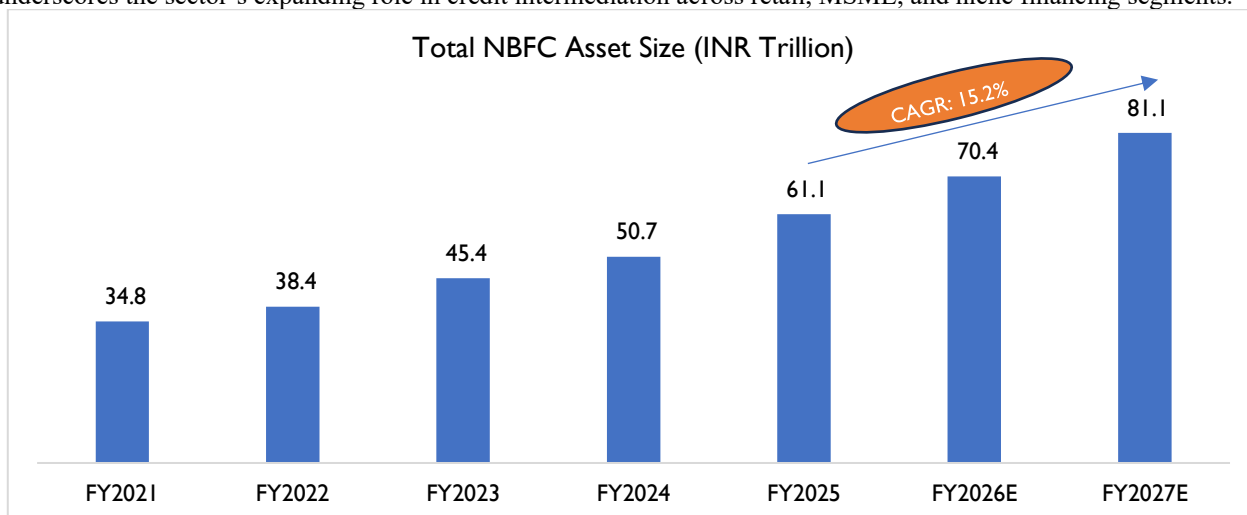
Source: Reserve Bank of India¹⁵

Note: Additionally, there were 27 Asset Reconstruction Companies (ARCs) registered with the Reserve Bank of India as on March 31, 2026.

The NBFC sector in India comprises a large and diverse set of entities, with a total of 9,075 registered NBFCs as on March 31, 2026, reflecting the depth and scale of the financial intermediation ecosystem. The sector is heavily dominated by Investment and Credit Companies (ICCs), which account for a significant majority of the total NBFCs, indicating the prominence of lending-focused business models within the industry. Other categories such as microfinance institutions, housing finance companies, and core investment companies represent relatively smaller but specialised segments catering to specific financing needs. Additionally, the presence of emerging categories such as peer-to-peer lending platforms and account aggregators highlights the increasing role of technology-driven financial services within the NBFC ecosystem.

Total NBFC Assets Size: Current & Growth

As per RBI classification, the total NBFC assets represent the aggregate balance sheet size of all registered NBFCs and include assets held by Government Companies and Non-government Companies, the latter comprising Public Limited Companies and Private Limited Companies. These assets broadly consist of loan assets (retail, MSME, vehicle, gold, infrastructure, etc.), investments, cash & bank balances, receivables/lease and hire purchase assets, and other financial and non-financial assets. The total asset size of the NBFC sector has witnessed steady expansion, increasing from ₹34.8 trillion in FY2021 to INR 61.1 trillion in FY2025, reflecting a CAGR of 15.1% during FY2021- FY2025. This growth underscores the sector's expanding role in credit intermediation across retail, MSME, and niche financing segments.



Source: D&B Desk research

The growth trajectory reflects strong underlying demand across retail and MSME segments, where NBFCs continue to play a critical role in bridging credit gaps, particularly in semi-urban and rural markets. The sector's ability to cater to underserved customer segments, supported by increasing financial inclusion initiatives, has enabled sustained expansion of its asset base. At the same time, the dominance of non-government NBFCs indicates growing private sector participation, driving innovation, faster credit delivery, and diversified product offerings.

¹⁵ [https://rbidocs.rbi.org.in/rdocs/content/PDFs/List of NBFCs and ARCs registered with the RBI.PDF](https://rbidocs.rbi.org.in/rdocs/content/PDFs/List%20of%20NBFCs%20and%20ARCs%20registered%20with%20the%20RBI.PDF)

Further, the expansion has been supported by improved access to diversified funding sources, including bank borrowings, capital market instruments such as non-convertible debentures and commercial papers, and securitisation transactions. The increasing adoption of digital lending platforms and data-driven underwriting has enhanced operational efficiency and scalability, allowing NBFCs to expand their reach while managing risks more effectively. Additionally, regulatory strengthening by the RBI in recent years has improved sector stability and investor confidence, while linkages with growth in consumption-driven sectors and infrastructure development continue to support overall credit offtake and asset growth.

Regulatory framework for NBFC Sector in India¹⁶

The regulatory framework governing Non-Banking Financial Companies (NBFCs) in India is primarily administered by the Reserve Bank of India under the provisions of the Reserve Bank of India Act, 1934. NBFCs are required to be registered with the RBI and are subject to a comprehensive set of prudential and conduct-related regulations aimed at ensuring financial stability and protecting stakeholder interests.

As part of this framework, the RBI prescribes various directions covering prudential aspects, including leverage, capital adequacy, asset classification, provisioning norms, and corporate governance requirements, as well as conduct of business aspects, such as Know Your Customer (KYC) and Anti-Money Laundering (AML) regulations, fair practices code, and disclosure standards. In addition, NBFCs are required to adhere to other regulatory guidelines issued from time to time to ensure transparency, accountability, and sound operational practices. The regulatory framework for NBFCs is therefore contained in a series of directions, notifications, and circulars issued by the RBI on an ongoing basis.

Further, the RBI has introduced a Scale-Based Regulatory (SBR) framework, which classifies NBFCs into different layers based on their size, activity, and systemic importance, thereby enabling proportionate regulation. Under this framework, entities with higher systemic relevance are subject to enhanced regulatory oversight, including stricter governance, risk management, and compliance requirements.

Credit availability in India & role played by NBFCs¹⁷

The share of Non-Banking Financial Companies (NBFCs) in the overall credit ecosystem has witnessed steady expansion, reflecting their growing importance in financial intermediation within the Indian economy. While the overall credit-to-GDP ratio continues to be largely driven by commercial banks, NBFCs have increasingly contributed to credit delivery, particularly across underserved and niche segments such as MSMEs, retail borrowers, and rural markets. As per the annual report of the Reserve Bank of India, the average credit growth to NBFCs during FY2025 stood at approximately 10.9% (year-on-year), indicating sustained lending activity despite evolving macroeconomic and liquidity conditions. This growth trend highlights the continued reliance of the financial system on NBFCs as an important channel for credit transmission.

Looking ahead, industry estimates suggest that NBFC credit is expected to grow at approximately 15-17% over the next few years, supported by increasing demand for retail and MSME financing, expanding digital lending ecosystems, and the ability of NBFCs to provide flexible and customised financial solutions. The anticipated growth trajectory indicates a strengthening role of NBFCs in enhancing credit penetration and supporting economic activity, particularly in segments where traditional banking reach remains limited. Consequently, NBFCs are expected to play an increasingly significant role in improving the overall credit-to-GDP ratio in India by facilitating broader access to formal credit and deepening financial inclusion.

Role Played by NBFCs

- Bridge credit gaps by providing financing to underserved and unbanked segments.
- Complement the banking system by catering to niche sectors such as MSMEs, retail borrowers, and rural markets.
- Support financial inclusion by expanding access to formal credit across low-income and informal sectors also efficiency in credit delivery through faster processing and digital lending models

¹⁶ <https://www.rbi.org.in/commonman/English/Scripts/FAQs.aspx?id=1167>

https://www.rbi.org.in/Scripts/BS_ViewMasDirections.aspx?id=10598

https://www.rbi.org.in/Scripts/BS_ViewMasDirections.aspx?id=11959

¹⁷ <https://rbidocs.rbi.org.in/rdocs/AnnualReport/PDFs/0ANNUALREPORT202425DA4AE08189C848C8846718B080F2A0A9.PDF>

<https://www.wrightresearch.in/blog/banks-vs-nbfc-whos-driving-indias-financial-growth-in-2026/>

<https://www.thehindubusinessline.com/money-and-banking/credit-extended-by-nbfc-increases-to-15-of-gdp-in-march-2025-rbi/article70450119.ece>

https://www.tatacapital.com/content/dam/tata-capital/pdf/investors-and-financial-reports/offer-documents/Offer_Documents/Tata%20Capital%20Limited_Industry%20Report.pdf

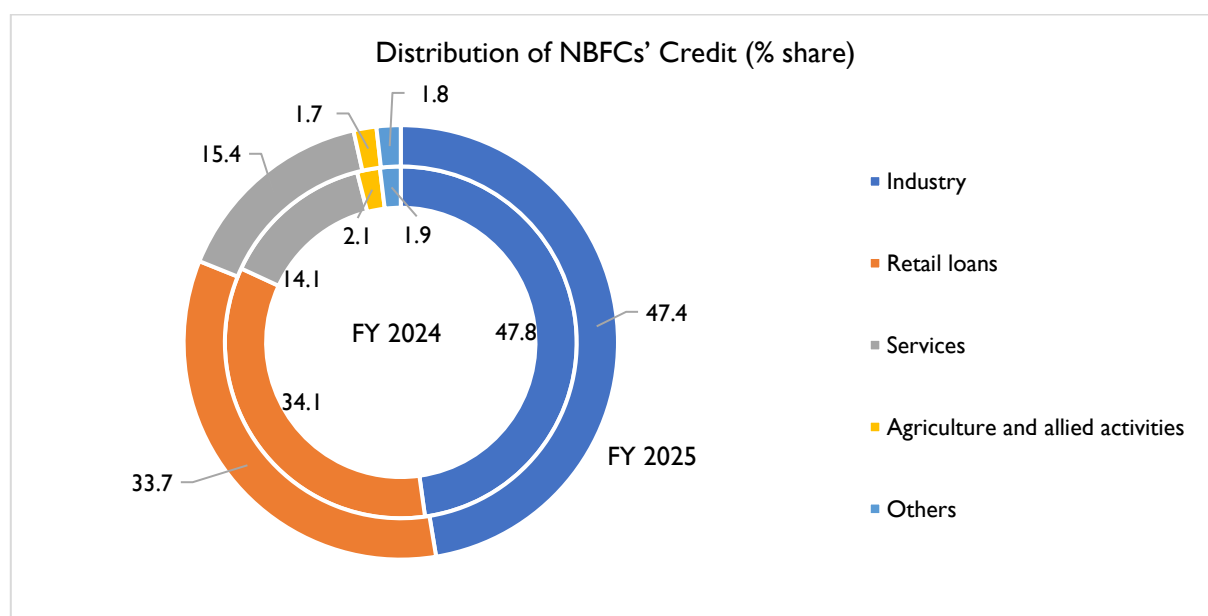
- Contribute to credit deepening and improve overall credit penetration in the economy.
- Facilitate sectoral growth by financing areas such as microfinance, vehicle loans, consumer lending, and gold loans.

Credit deployment by NBFC: Analysis of historical growth in credit by NBFC segment¹⁸

The following table presents the sector-wise distribution of NBFC credit based on RBI supervisory data.

Items	End-March 2024	End-March 2025	End-September 2025
1. Agriculture and Allied Activities	84,712	82,059	87,840
2. Industry, of which	19,37,033	22,91,605	23,94,110
<i>Power</i>	11,26,554	12,85,589	13,21,790
3. Services, of which	5,73,198	7,44,181	8,01,470
<i>Transport Operators</i>	1,32,778	1,61,937	1,66,426
<i>Trade</i>	95,149	1,27,923	1,33,648
4. Retail Loans, of which	13,82,146	16,31,900	18,38,897
<i>Vehicle / Auto Loans</i>	4,77,135	5,71,954	6,11,714
<i>Advances to Individuals against Gold</i>	1,54,315	2,08,482	2,61,728
<i>Microfinance Loan / SHG Loan</i>	1,50,750	1,33,186	1,24,089
5. Others	75,643	88,998	83,227
Gross Advances (1 to 5)	40,52,732	48,38,744	52,05,544

Source: Reserve Bank of India Note: Data are provisional.



Source: Reserve Bank of India annual report FY 2025, The inner circle represents FY 2024, and the outer circle represent FY 2025

¹⁸ <https://rbidocs.rbi.org.in/rdocs/Publications/PDFs/ORTP291220258C89B9E5F3F240AEB82AC25A1707A8C6.PDF>

The sectoral distribution of NBFC credit indicates a strong concentration towards the industry and retail segments, which together account for a majority share of total advances. The industry segment continues to constitute the largest portion of NBFC credit, reflecting the role of NBFCs in financing industrial and infrastructure-related activities. The retail segment has exhibited significant growth, driven by increasing demand for vehicle loans, consumer finance, and gold-backed lending.

The services segment has also recorded steady expansion, supported by lending to sectors such as trade and transport operators. Within retail lending, advances against gold have witnessed notable growth, highlighting the rising preference for secured lending products. Overall, the data reflects a gradual shift towards retail-oriented and consumption-driven credit deployment, while maintaining a strong base in industrial financing.

Fund mobilization pattern by NBFC¹⁹

The fund mobilization pattern of NBFCs has witnessed steady expansion, supported by diversified borrowing sources and improved access to credit. Total borrowings increased from INR 34,66,283 crore at end-March 2024 to INR 41,81,214 crore at end-March 2025, further rising to INR 44,99,426 crore by end-September 2025, reflecting sustained funding momentum across the sector. Bank borrowings and debentures continue to remain the predominant funding sources; however, their combined share has moderated from 74.2% to 72.9%, indicating gradual diversification of funding avenues.

Sources of Borrowings of NBFCs (INR Crore)

Items	End-March 2024	End-March 2025	End-September 2025	% Variation (2023-24)	% Variation (2024-25)
Debentures	12,32,999	14,76,698	16,20,223	11.3	19.8
Bank Borrowings	13,38,088	15,56,648	16,59,501	18.8	16.3
Borrowings from FIs	1,17,157	1,40,199	1,44,859	30.8	19.7
Inter-corporate Borrowings	1,05,415	1,37,537	1,59,401	5.9	30.5
Commercial Papers	1,05,439	1,35,232	1,56,199	26.1	28.3
Borrowings from Government	18,282	18,442	18,566	-2.7	0.9
Subordinated Debts	75,399	93,040	97,529	5.5	23.4
Other Borrowings	4,73,503	6,23,418	6,43,147	23.7	31.7
Total Borrowings	34,66,283	41,81,214	44,99,426	16.3	20.6

Source: RBI Supervisory Returns

Notes: Data are provisional, Figures in parentheses indicate share in total borrowings.

The growth in borrowings has been broad-based across funding instruments, with notable acceleration in commercial papers, inter-corporate borrowings, and other borrowings, indicating increased reliance on market-linked and short-term instruments. At the same time, borrowings from financial institutions and subordinated debt have also recorded healthy growth, supporting capital structure strengthening. While bank borrowings remain significant, their relative share has moderated, reflecting a gradual shift towards diversified funding channels.

Additionally, unsecured borrowings have increased, driven by higher issuances of commercial papers and inter-corporate borrowings, highlighting evolving liquidity management strategies. Alongside borrowings, NBFCs have increasingly leveraged alternative funding mechanisms such as loan sales and securitisation to optimise balance sheets and meet regulatory requirements. Foreign liabilities have also witnessed a gradual rise, with their share in total liabilities increasing to 8.1% by September 2025, indicating moderate international diversification of funding sources.

¹⁹ <https://rbidocs.rbi.org.in/rdocs/Publications/PDFs/08BANKINGFINANCIAL2552EDFC38B8847F18BDE6103604A092E.PDF>

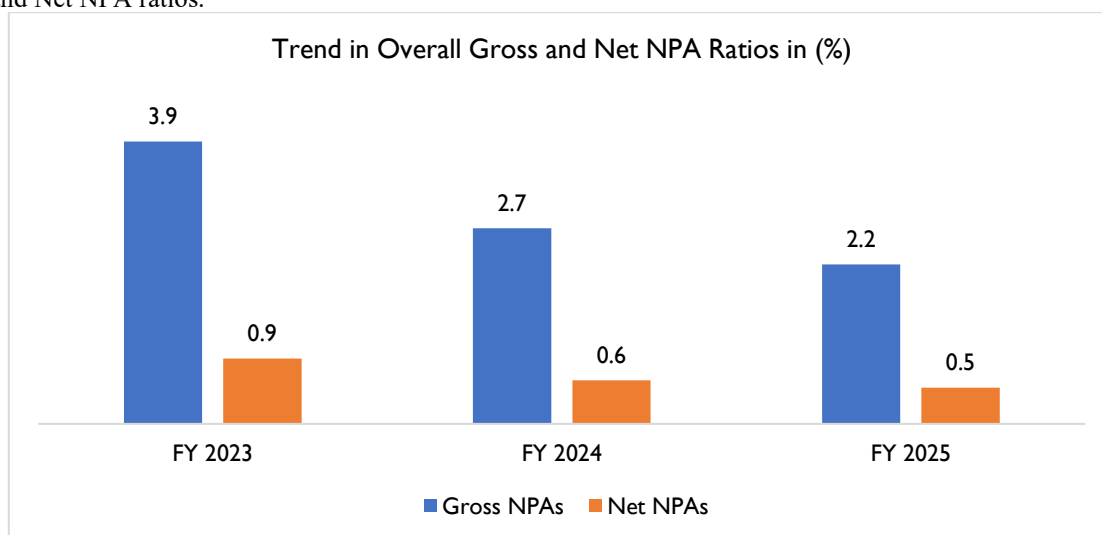
Key Sources of Fund Mobilisation by NBFCs

- **Bank Borrowings:** Bank borrowings constitute the largest source of funding for NBFCs, reflecting continued dependence on the banking system. Growth in such borrowings remained strong, although relatively moderate compared to market-based instruments.
- **Debentures (NCDs):** NBFCs raise funds through issuance of non-convertible debentures (NCDs), which have recorded steady growth, supported by strong credit ratings and institutional investor participation.
- **Commercial Papers (CPs):** Short-term funding requirements are met through commercial papers, which have witnessed strong growth, indicating improved access to money markets.
- **Borrowings from Financial Institutions (FIs):** Borrowings from financial institutions have increased, supporting sector-specific financing requirements and diversified funding.
- **Inter-Corporate Borrowings:** These borrowings have shown notable growth, indicating increased intra-corporate funding support and short-term liquidity management.
- **Public Deposits (NBFCs-D):** Deposit-taking NBFCs continue to mobilise funds through public deposits within regulatory limits, contributing to funding stability.
- **Loan Sales and Securitisation:** NBFCs utilise loan sales and securitisation to manage liquidity and optimise balance sheets.
- **Foreign Liabilities (ECBs & Offshore Borrowings):** Access to international funding through ECBs supports diversification of funding sources.
- **Other Borrowings:** Other borrowings have also increased, indicating supplementary funding avenues supporting overall growth.

NPA scenario in Indian NBFC sector

Overall, Gross & Net NPA scenario (last 3-year scenario)²⁰

The asset quality of the Indian banking sector has improved over the last three years, as reflected in the declining trend in Gross and Net NPA ratios.



Source: Report on Trend and Progress of Banking in India, RBI

²⁰ <https://rbidocs.rbi.org.in/rdocs/Publications/PDFs/ORTP291220258C89B9E5F3F240AEB82AC25A1707A8C6.PDF>
<https://rbidocs.rbi.org.in/rdocs/Publications/PDFs/ORTP261220247FFF1F49DFC04C508F300904A90C7439.PDF>
<https://rbidocs.rbi.org.in/rdocs/Publications/PDFs/ORTP27122023D9394304B3D149428EB730022B3BB232.PDF>

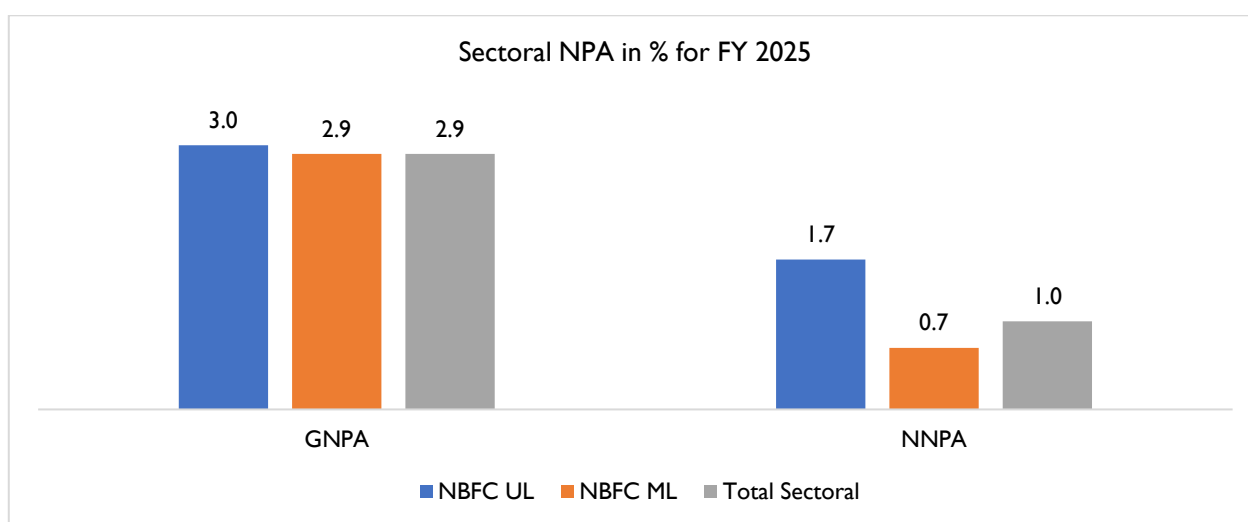
Note: SCBs (Scheduled Commercial Banks) represent the overall banking system and comprise Public Sector Banks (PSBs), Private Sector Banks (PVBs), Foreign Banks (FBs), and Small Finance Banks (SFBs). Accordingly, Gross NPA and Net NPA ratios presented for SCBs reflect the aggregate asset quality position of the banking sector, as per RBI data.

The asset quality of the Indian banking sector has shown a consistent improvement over the last three years, as reflected in the declining trend in both Gross Non-Performing Assets (GNPAs) and Net Non-Performing Assets (NNPAs). The reduction in NPA levels indicates strengthening balance sheets of banks, supported by improved credit underwriting standards, recovery mechanisms, and regulatory measures undertaken by the Reserve Bank of India. The downward trajectory also reflects the resolution of stressed assets and a gradual normalisation of credit cycles following earlier periods of elevated stress.

The narrowing gap between gross and net NPAs further highlights improved provisioning coverage and better risk management practices across banks. This trend suggests enhanced resilience of the banking sector and improved ability to absorb potential credit losses. Overall, the decline in NPA ratios reflects a healthier credit environment, which supports increased lending capacity and strengthens confidence in the financial system.

Sectoral NPA scenario (current scenario)²¹

The asset quality across NBFC segments reflects a relatively stable credit environment, with moderate levels of stress observed in the current period. While Gross NPA (GNPA) levels across NBFC segments remain broadly aligned, variations are observed in Net NPA (NNPA) levels, indicating differences in provisioning practices and risk management across categories.



Source: Report on Trend and Progress of Banking in India, RBI

The GNPA levels for NBFC Upper Layer (UL), Middle Layer (ML), and the overall sector remain close to each other, suggesting a broadly consistent level of asset quality across segments. However, the NNPA levels indicate relatively better provisioning coverage in NBFC ML entities, as reflected in their lower net NPA ratios compared to NBFC UL and the overall sector. The divergence between GNPA and NNPA across segments highlights the role of provisioning buffers in managing credit risk. Overall, the NBFC sector continues to maintain controlled asset quality levels, supported by improved underwriting practices and regulatory oversight by the Reserve Bank of India. The current scenario reflects a stable credit environment, although continued monitoring of asset quality remains important, particularly in the context of evolving macroeconomic conditions.

²¹ <https://rbidocs.rbi.org.in/rdocs/Publications/PDFs/ORTP291220258C89B9E5F3F240AEB82AC25A1707A8C6.PDF>
<https://rbidocs.rbi.org.in/rdocs/Publications/PDFs/ORTP261220247FFF1F49DFC04C508F300904A90C7439.PDF>
<https://rbidocs.rbi.org.in/rdocs/Publications/PDFs/ORTP27122023D9394304B3D149428EB730022B3BB232.PDF>

Demand Drivers: Analysis of key factors driving NBFC industry in India

The NBFC sector in India continues to expand as a key pillar of the financial ecosystem, supported by its ability to address gaps in formal credit delivery and cater to diverse borrower segments. Its growth is underpinned by improving integration with the banking system, increasing reliance on technology-led lending models, and a gradual shift towards more structured and regulated operations. Additionally, NBFCs are diversifying their portfolios and strengthening their presence across both urban and rural markets, enabling sustained demand across multiple lending segments.

Increasing interconnectedness with banks and financial system

NBFCs are increasingly linked with banks through co-lending partnerships, securitisation, and refinancing arrangements. This interconnected structure improves liquidity access for NBFCs while enabling banks to expand credit reach indirectly, thereby strengthening overall credit flow in the economy.

Rapid digital adoption and data-driven lending models

The use of digital platforms, alternative data (such as transaction history and behavioural data), and analytics-based underwriting has improved credit assessment and reduced turnaround time. This has enabled NBFCs to scale efficiently and cater to new-to-credit and underserved customer segments.

Persistent MSME financing gap

The MSME sector continues to face challenges in accessing formal credit due to limited collateral and documentation. NBFCs address this gap through flexible underwriting practices and customised products, thereby supporting working capital needs and business expansion.

Expansion into green and emerging financing segments

NBFCs are increasingly participating in financing sectors such as electric vehicles, renewable energy, and sustainable infrastructure. This aligns with India's broader environmental and energy transition goals, creating new avenues for credit demand.

Strong demand for gold-backed lending

Gold loans remain a key growth segment due to their secured nature and quick disbursal. They cater to short-term liquidity requirements of households and small businesses while maintaining relatively lower credit risk for NBFCs.

Financial inclusion and rural market penetration

NBFCs play a crucial role in extending credit to underserved rural and semi-urban markets. Their localized presence, simplified processes, and ability to serve informal borrowers support deeper credit penetration and expansion of the financial ecosystem.

Industry Analysis (Gold Loan Market in India & Role of NBFC)

Insight on emergence gold loan as a secured financial product (collateral backed) - for short term credit needs²²

Gold loans are secured loans extended by banks and NBFCs against pledged gold jewellery or ornaments, with loan amounts determined based on the value and purity of the underlying gold asset. These loans are characterized by quick disbursement timelines, minimal documentation requirements, and limited dependence on the borrower's credit history, making them a widely preferred financing option for meeting short-term liquidity needs across both formal and semi-formal segments of the economy. Over time, gold loans in India have evolved from an informal and distress-driven borrowing mechanism into a structured and regulated segment within the formal financial system. Traditionally, households relied on local moneylenders or informal financiers to monetize idle gold assets; however, the increasing participation of regulated entities, particularly NBFCs and banks, has transformed gold-backed lending into a mainstream retail credit product.

The emergence of gold loans as a significant secured lending product is primarily supported by their collateral-backed structure, which reduces default risk for lenders due to the presence of a liquid underlying asset and relatively stronger recovery mechanisms. Regulatory oversight by the Reserve Bank of India through defined Loan-to-Value (LTV) norms and prudential lending guidelines has further strengthened transparency and risk management within the segment. In addition, the collateral-driven underwriting process enables lenders to extend credit with relatively limited income assessment and documentation, thereby improving accessibility for rural households, self-employed individuals, small businesses, and borrowers with limited formal credit history. Reflecting the increasing acceptance of gold loans within the organized lending ecosystem, RBI data indicates that loans against gold jewellery extended by banks increased by approximately 128.5% year-on-year to INR 3.38 lakh crore during February–October 2025, highlighting strong demand for collateral-backed short-term financing solutions in India.

In the context of short-term credit needs, gold loans have gained prominence due to their speed, flexibility, and reliability as a liquidity instrument. Borrowers increasingly leverage gold loans for immediate funding requirements such as medical expenses, agricultural inputs, and working capital needs, given their quick disbursement and short-tenure structure. The segment's growth has also been supported by macroeconomic factors such as rising gold prices, which have enhanced collateral value and borrowing capacity, as well as constrained availability of unsecured credit. Industry estimates indicate that gold loan NBFCs are expected to witness strong growth, with Assets under Management (AUM) projected to exceed INR 4 lakh crore by FY2027, driven by robust demand for secured credit and supportive regulatory frameworks. Overall, gold loans have transitioned into a critical component of India's credit ecosystem, particularly for meeting short-term liquidity requirements through a secured and efficient lending mechanism.

- Collateral-backed structure reduces risk and enables faster disbursement: Gold-backed lending lowers lender risk, allowing quick approvals and making it suitable for immediate short-term liquidity needs.
- Shift from unsecured to secured borrowing: Borrowers are increasingly preferring gold loans over unsecured credit due to lower interest rates and higher approval rates.
- Small-ticket, short-tenure nature of loans: A significant share of gold loans is below INR 5 lakh, indicating their use for short-term, immediate funding requirements.
- Rising gold prices enhancing borrowing capacity: Higher gold valuations increase eligible loan amounts, supporting growth in collateral-backed lending.
- Minimal documentation enables quick access to funds: Limited credit appraisal requirements make gold loans accessible for urgent, short-term financial needs.

²² <https://www.businesstoday.in/personal-finance/banking/story/gold-loans-surge-128-to-rs-338-lakh-crore-as-borrowers-shift-to-secured-credit-rbi-data-shows-507870-2025-12-23>
<https://timesofindia.indiatimes.com/business/india-business/rbi-eases-gold-loan-value-norms-for-small-borrowers/articleshow/121684238.cms?>
<https://www.crisilratings.com/en/home/newsroom/press-releases/2026/01/aum-of-gold-loan-nbfc-to-cross-rs-4-0-lakh-crore-in-fiscal-2027.html?>
<https://timesofindia.indiatimes.com/business/india-business/gold-loans-surge-as-small-borrowers-shun-mfis-122-jump-in-june-shows-rbi-data-soaring-prices-lower-rates-fuel-shift/articleshow/123917104.cms?>
https://www.business-standard.com/finance/news/rbi-gold-loan-ltv-relief-to-boost-nbfc-says-crisil-125061301022_1.html?utm
<https://www.reuters.com/world/india/indias-muthoot-finance-quarterly-profit-jumps-strong-loan-demand-2025-11-13/?utm>
<https://www.livemint.com/industry/banking/rbi-gold-loan-guidelines-loan-against-gold-india-silver-collateral-loans-nbfc-gold-loan-norms-loan-to-value-ratio-11749464327930.html>

Key players in the gold loan market in India

The gold loan market in India comprises a diverse lender ecosystem, including banks, NBFCs, and unorganized lenders, each serving distinct borrower segments. While banks offer lower-cost, regulated lending, NBFCs such as Muthoot Finance and Manappuram Finance drive growth through faster processing and deeper rural reach. Unorganized lenders continue to cater to underserved segments with quick access despite higher costs and limited regulation, collectively shaping a competitive landscape based on reach, pricing, and speed.



❖ Banks²³

Banks constitute a major segment of the organized gold loan market in India, offering gold-backed loans as part of their broader retail lending portfolios. Major players such as State Bank of India, HDFC Bank, and ICICI Bank leverage strong balance sheets, diversified funding sources, and extensive branch networks to provide gold loans at competitive interest rates. Their operations are regulated by the Reserve Bank of India, ensuring standardized valuation practices, transparency, and borrower protection. Banks generally cater to salaried individuals, MSMEs, agricultural borrowers, and existing relationship-based customers, primarily focusing on relatively lower-risk borrower profiles.

Public sector banks benefit from wide geographic reach across rural and semi-urban markets, supporting broader access to organized gold-backed financing. In recent years, banks have significantly increased their presence in the gold loan segment due to rising demand for secured retail lending products. Although bank-led processes may involve comparatively higher documentation and longer turnaround times than specialized gold loan NBFCs, banks continue to maintain a substantial share in the organized gold loan market due to their lower cost of funds, strong customer trust, and institutional scale.

Attributes / Characteristics

- Lower cost of funds and competitive interest rates: Banks benefit from access to low-cost deposits, enabling them to offer gold loans at relatively lower interest rates compared to NBFCs and informal lenders. This makes them attractive for borrowers with formal income profiles seeking cost-efficient credit solutions. However, pricing advantages are often balanced by relatively stricter eligibility and documentation requirements.
- Strong regulatory compliance and risk management: Banks operate under stringent oversight of the Reserve Bank of India, ensuring adherence to prudential norms, transparency, and borrower protection. Their risk frameworks are well-established, with standardized valuation and auction processes, resulting in relatively lower NPAs in gold loan portfolios.
- Selective customer targeting: Banks typically focus on salaried individuals, MSMEs with banking relationships, and existing customers, limiting their reach in deep rural or informal segments. This selective approach stems from internal credit policies and risk assessment frameworks.
- Limited operational flexibility: Compared to NBFCs, banks may have longer processing times due to internal approvals and documentation requirements. This can reduce their competitiveness in urgent, short-term credit scenarios where speed is critical.

²³ <https://www.fedfina.com/blogs/the-gold-loan-market-trend-in-india-2024/>

- Moderate rural penetration: While public sector banks have a widespread presence, their gold loan operations are not always as intensive or specialized as NBFCs, leading to relatively lower penetration in remote or underserved geographies.

Features / Offerings

- Lower interest rates and transparent pricing: Gold loans offered by banks generally carry lower interest rates due to their funding advantage, with clearly disclosed charges and minimal hidden costs, enhancing borrower confidence.
- Structured repayment options: Banks offer flexible repayment structures, including bullet repayment, EMI-based repayment, and overdraft facilities, catering to varied borrower needs while maintaining repayment discipline.
- Higher trust and credibility: Being regulated entities with strong brand equity, banks enjoy higher trust among customers, particularly in urban and semi-urban areas, ensuring safety of pledged gold.
- Integration with banking ecosystem: Gold loans are often linked with existing savings/current accounts, enabling seamless disbursement, repayment, and cross-selling of other financial products.
- Digital and branch-based servicing: Banks provide both branch-based and digital gold loan services, though digital penetration is still evolving compared to NBFCs.

❖ NBFCs (Gold Loan Specialists & Diversified NBFCs)

NBFCs represent a significant and fast-growing segment of India's organized gold loan market, driven by their specialized operating models, faster turnaround times, and strong penetration in underserved regions. Leading players such as Muthoot Finance, Manappuram Finance, and IIFL Finance have established large gold loan franchises by focusing on retail borrowers, rural households, self-employed individuals, and customers with limited formal credit history. Compared to banks, NBFCs typically offer quicker loan disbursement, simplified documentation processes, operational flexibility, and localized customer servicing, making them particularly competitive in addressing short-term and emergency liquidity requirements.

NBFCs have emerged as key growth drivers within the segment owing to their customer-centric approach and specialized expertise in gold valuation, collateral management, and recovery mechanisms. Their extensive branch presence in semi-urban and rural markets, combined with increasing digital integration and doorstep servicing capabilities, has further strengthened customer accessibility and market penetration. As demand for secured retail credit continues to rise in India, NBFCs are expected to remain an important and rapidly expanding participant in the gold loan ecosystem.

Attributes / Characteristics

- Specialized gold loan expertise: NBFCs like Muthoot Finance and Manappuram Finance have built deep expertise in gold valuation, risk assessment, and auction processes, enabling efficient and scalable operations.
- High rural and semi-urban penetration: NBFCs have extensive branch networks across Tier II, III, and rural markets, allowing them to cater to underserved and informal income segments effectively.
- Faster turnaround time (TAT): Gold loan NBFCs are known for rapid loan processing and disbursal, often within hours, making them highly suitable for urgent liquidity requirements.
- Higher risk appetite: NBFCs typically serve customers with limited credit history or informal income sources, thereby addressing a broader borrower base compared to banks.
- Operational flexibility and customer-centric approach: NBFCs offer flexible loan structures, doorstep services, and customized products, enhancing customer convenience and retention.

Features / Offerings

- Quick disbursement and minimal documentation: NBFCs prioritize speed and ease of access, requiring limited paperwork and enabling instant or same-day loan approvals.

- Higher Loan-to-Value (LTV) within regulatory limits: NBFCs often optimize lending close to permissible LTV caps defined by the Reserve Bank of India, maximizing borrowing capacity for customers.
- Short-tenure, flexible loan products: Loan tenures are typically short (3- 12 months), with options for renewal, top-up, or part-payment, aligning with short-term credit needs.
- Strong customer engagement and doorstep services: Many NBFCs provide doorstep gold collection (in select cases), reminders, and personalized servicing, enhancing customer experience.
- Digital gold loan platforms: NBFCs are increasingly offering online gold loan renewals, interest payments, and top-ups, improving convenience and operational efficiency.

❖ Unorganized Lenders (Moneylenders / Pawn Brokers)

Unorganized lenders, including local moneylenders and pawn brokers, continue to hold a significant share in India's gold loan market, particularly in rural and remote regions. These lenders operate outside the formal regulatory framework, offering highly flexible and immediate access to credit with minimal or no documentation requirements. Their lending decisions are typically based on personal relationships and local familiarity rather than formal credit assessments, making them accessible to borrowers excluded from the formal financial system. While they provide instant liquidity and customized repayment terms, these advantages are often offset by significantly higher interest rates and lack of transparency in pricing and valuation. Additionally, the absence of regulatory oversight raises concerns regarding borrower protection, safe custody of pledged gold, and fair recovery practices. Despite the growing penetration of banks and NBFCs, unorganized lenders remain relevant due to their hyper-local presence and ability to address urgent, small-ticket financing needs. However, their share is gradually declining as borrowers shift toward more transparent and regulated lending channels.

Attributes / Characteristics

- Hyper-local presence and accessibility: Unorganized lenders operate at the community level, ensuring immediate access to credit, particularly in rural and remote areas where formal institutions may have limited reach.
- Highly flexible and informal processes: They typically do not require formal documentation, income proof, or credit checks, making them accessible to borrowers excluded from formal financial systems.
- Higher interest rates and opaque pricing: Due to lack of regulation, these lenders often charge significantly higher interest rates and may not disclose terms transparently.
- Limited regulatory oversight: Absence of strict supervision exposes borrowers to risks related to unfair practices, asset mispricing, and lack of grievance redressal mechanisms.
- Dependence on personal relationships: Lending decisions are often based on familiarity and local reputation rather than formal assessment frameworks.

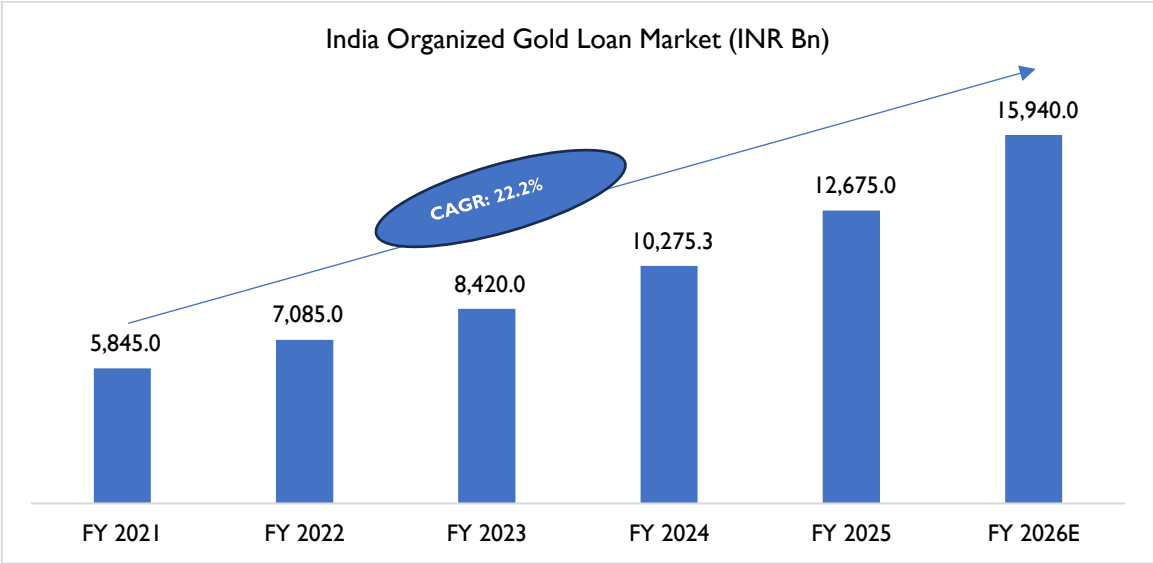
Features / Offerings

- Instant loan availability: Loans are typically disbursed immediately upon pledging gold, making them a preferred option in emergency situations.
- No formal documentation: Borrowers can access funds without paperwork, which is beneficial for individuals without formal financial records.
- Flexible repayment terms: Repayment schedules are often negotiable, though this flexibility may come at the cost of higher interest rates.
- Small-ticket, short-term loans: Loan sizes are generally small and designed for immediate, short-term needs such as household expenses or emergencies.
- Limited security and transparency: Unlike banks and NBFCs, there is limited assurance regarding safe custody of gold and fair valuation practices.

Market Scenario

Indian Gold Loan Industry: Historical growth trend

The Indian organized gold loan market has demonstrated strong and consistent growth, expanding from INR 5,845.0 billion in FY2021 to INR 12,675.0 billion in FY2025. This upward trajectory reflects increasing consumer preference for gold loans as a convenient and quick source of secured credit, particularly among small businesses and rural households. The steady rise across each year highlights growing financial inclusion, deeper penetration of organized lenders, and a gradual shift away from unorganized moneylenders. Additionally, supportive gold prices and rising awareness of formal lending channels have contributed to sustained demand.

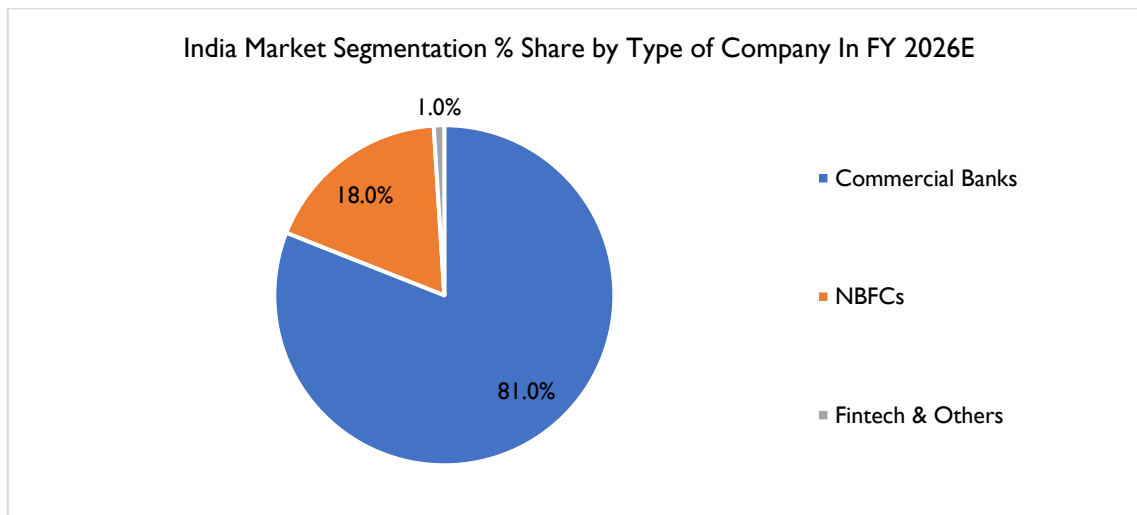


Source: Primary Research, D&B Estimates

The market is expected to accelerate further, reaching an estimated INR 15,940.0 billion in FY2026E, indicating a sharp increase in momentum with a CAGR of 22.2%. This growth is likely driven by expanding branch networks of NBFCs and banks, digital loan processing, and increasing monetization of idle household gold. The strong outlook also suggests continued resilience of the segment, supported by its secured nature and lower credit risk, making it an attractive lending category even during economic uncertainties. Overall, the trend underscores the gold loan market’s emergence as a key pillar in India’s retail lending landscape.

By Type Of Company

The Indian gold loan market in FY2026E is expected to remain heavily dominated by commercial banks, which account for 81.0% of the total market share. This strong position is driven by their extensive branch networks, lower cost of funds, and higher customer trust, particularly among urban and semi-urban borrowers. Banks also benefit from established regulatory frameworks and the ability to offer competitive interest rates, making them the preferred choice for large-ticket and formal borrowers. Their dominance indicates that the organized segment of the market continues to be led by traditional financial institutions.

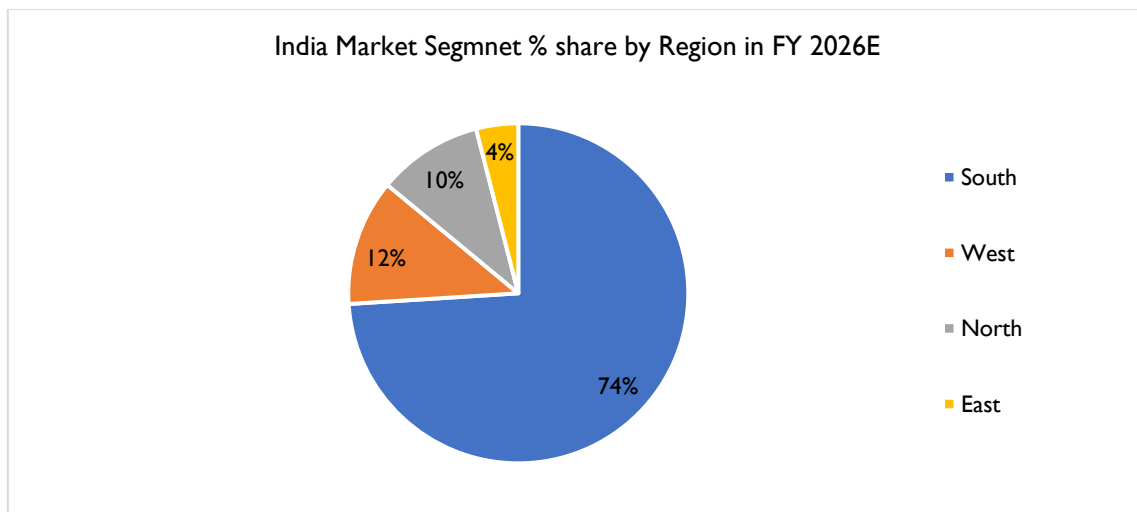


Source: Primary Research, D&B Estimates

NBFCs hold a significant but smaller share at 18.0%, reflecting their strong presence in niche and underserved segments, especially in rural and semi-urban areas. They differentiate themselves through faster processing, higher loan-to-value offerings, and customer-centric services. Meanwhile, fintechs and other players account for just 1.0%, suggesting that digital disruption in this segment is still at a nascent stage. However, this category has potential to grow as digital adoption increases, particularly through partnerships with traditional lenders and innovations in loan disbursement and customer onboarding.

By Type Of Region

The regional distribution of the gold loan market in FY2026E is highly skewed toward South India, which accounts for a dominant 74% share. This reflects the deep cultural affinity for gold in southern states, where gold is widely held as a household asset and frequently monetized for credit needs. The region also has a well-established presence of gold loan providers, including both banks and NBFCs, with dense branch networks and strong customer familiarity with gold-backed lending. This structural advantage has enabled the South to emerge as the core market for gold loans in India.

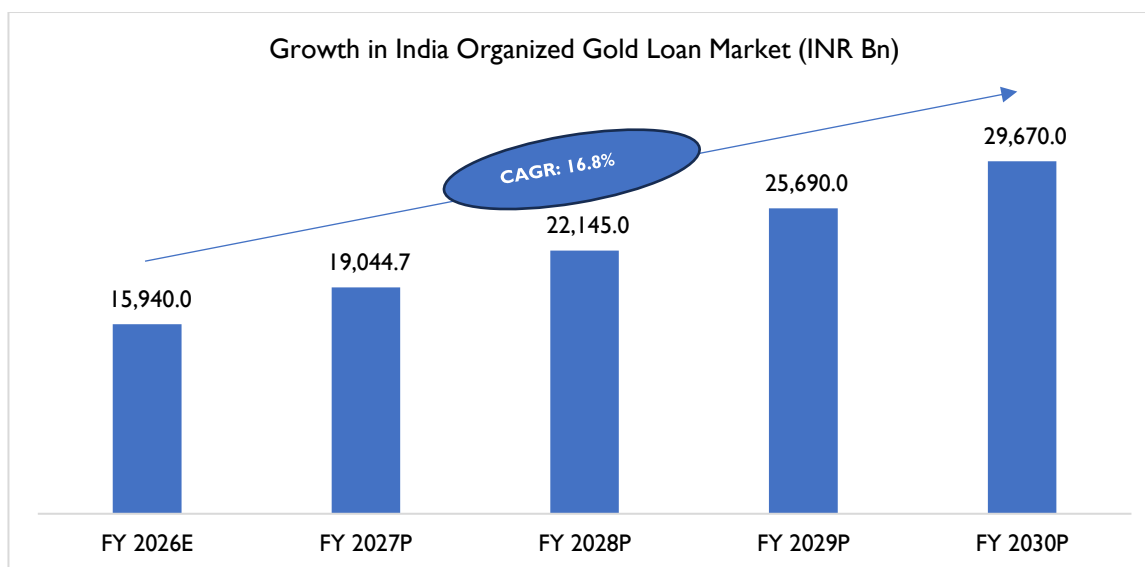


Source: Primary Research, D&B Estimates

In contrast, the West (12%), North (10%), and East (4%) regions hold relatively smaller shares, indicating significant untapped potential. Lower penetration in these regions can be attributed to differing cultural attitudes toward gold monetization, lower awareness, and comparatively limited lender outreach. However, these regions are expected to witness gradual growth as financial institutions expand their presence, improve accessibility, and promote gold loans as a formal credit option. The skewed distribution suggests that future market expansion will likely be driven by increasing adoption outside the South, particularly in the West and North regions.

Indian Gold Loan Industry: Growth trend

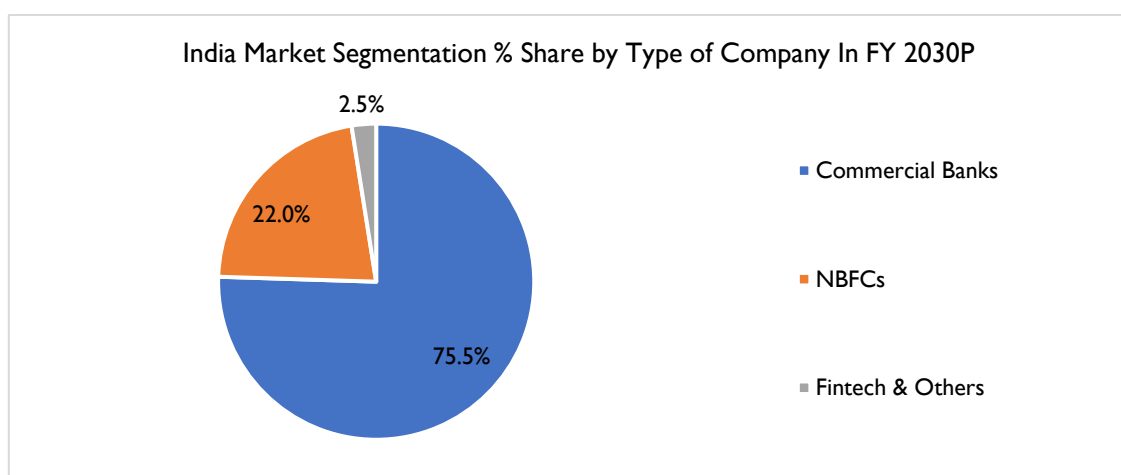
The organized gold loan market in India is projected to witness steady and sustained growth, increasing from INR 15,940.0 billion in FY2026E to INR 29,670.0 billion by FY2030P, reflecting a CAGR of 16.8%. This growth trajectory indicates a strong structural shift toward formalized lending channels, supported by rising gold prices, which enhance loan eligibility and ticket sizes. Additionally, increasing consumer preference for quick, secured, and flexible credit particularly in semi-urban and rural areas continues to drive demand. The expansion of NBFCs and fintech-led digital onboarding processes has further improved accessibility, reducing turnaround time and strengthening customer penetration.



Source: Primary Research, D&B Estimates

From an industry standpoint, the growth also reflects the ongoing transition from unorganized to organized players, driven by regulatory oversight, transparent valuation practices, and competitive interest rates. Organized lenders are benefiting from better risk management frameworks, improved loan-to-value (LTV) monitoring, and diversified funding sources. Moreover, macro factors such as rising financial inclusion, increasing monetization of idle gold assets, and the need for short-term liquidity among MSMEs and households are expected to sustain this upward momentum, positioning the sector as a key contributor within the broader NBFC landscape.

By Type Of Company

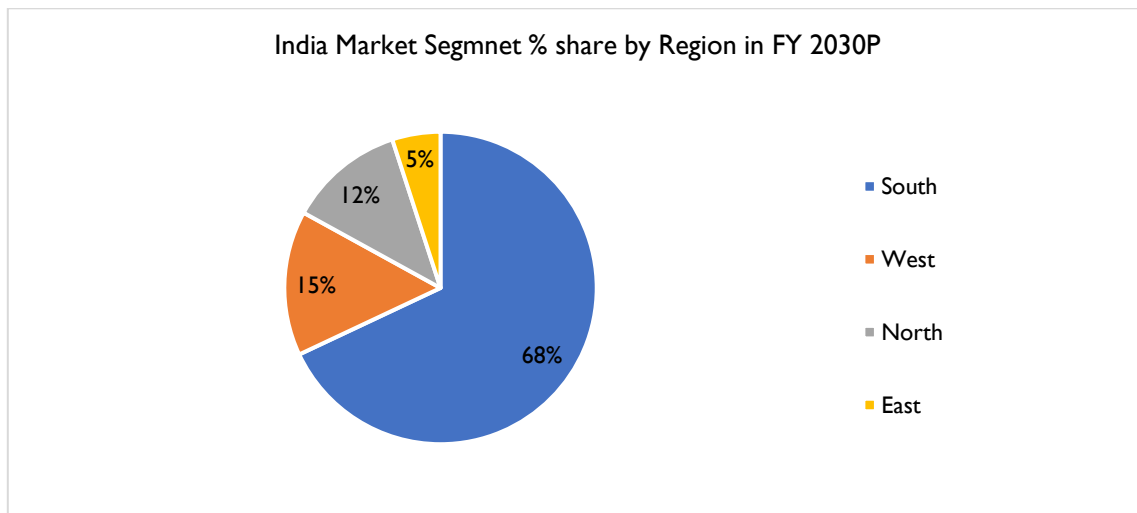


Source: Primary Research, D&B Estimates

By FY2030P, the India gold loan market is expected to remain predominantly led by commercial banks, accounting for ~75.5% of the total market share, driven by their lower cost of funds, wider branch networks, and strong customer trust. NBFCs are projected to hold a significant ~22.0% share, supported by their faster loan processing, higher LTV flexibility within regulatory limits, and deeper penetration in semi-urban and rural markets. Meanwhile, fintech players and other

emerging channels are expected to contribute a relatively small ~2.5% share, reflecting their nascent stage but growing role in digital sourcing and customer acquisition. Overall, the structure indicates a bank-dominated market with NBFCs playing a strong complementary role, while fintechs gradually scale through technology-led distribution models.

By Type Of Region



Source: Primary Research, D&B Estimates.

The regional distribution of the India market segment in FY2030P is highly skewed toward South India, which accounts for a dominant 68% share. This reflects stronger market maturity, deeper penetration, and an established distribution ecosystem, making South India the core market. In contrast, the West (15%), North (12%), and East (5%) regions hold smaller shares, indicating untapped growth potential. Future expansion is expected to be driven by increased adoption across West and North India, while East India offers longer-term growth opportunities.

Regulatory Landscape

Brief insight on the key Government policies that are governing the organized gold loan market in India

➤ **RBI Gold Loan Guidelines 2026 (Tiered LTV Framework & Financial Inclusion)**²⁴

The Reserve Bank of India introduced a revised gold loan framework (effective April 2026) that replaces the earlier uniform Loan-to-Value (LTV) cap with a tiered structure. Under this, borrowers can avail up to 85% LTV for loans ≤ INR 2.5 lakh, 80% for INR 2.5- 5 lakh, and 75% for loans above INR 5 lakh, thereby improving credit access for small borrowers. This policy aims to balance financial inclusion with systemic risk control, especially as gold loans have grown significantly in recent years.

The policy also aligns with RBI's broader objective of expanding formal credit penetration in India's largely informal gold-backed lending ecosystem. As per RBI observations, gold loans surged ~30% recent period, indicating rising dependence on gold-backed financing. By allowing higher LTV for smaller loans, the framework enhances liquidity access for households while ensuring stricter prudential norms for larger exposures, thereby strengthening stability in the organized gold loan market.

➤ **RBI Gold Loan Guidelines 2025 (Transparency, Risk Management & Borrower Protection)**²⁵

In 2025, RBI issued comprehensive guidelines focusing on standardization, transparency, and borrower protection across banks and NBFCs. The framework mandates uniform gold valuation procedures, stricter auction norms, and enhanced monitoring of collateral, reducing operational risks and fraud. These measures were introduced after RBI identified irregular practices in gold loan disbursement and collateral handling across lenders.

²⁴ <https://www.airtel.in/blog/gold-loan/rbi-gold-loan-policy-changes-what-it-means-for-you/?utm>

<https://www.reuters.com/world/india/indias-central-bank-proposes-stricter-gold-loan-processes-lenders-2025-04-09/?>

²⁵ https://www.ey.com/en_in/insights/strategy-transactions/rbi-gold-loan-guidelines-2025-impact-assessment-and-key-changes?utm

<https://www.signzy.com/blogs/rbi-gold-loan-compliance-overhaul-complete-guide>

Additionally, the guidelines enforce strict borrower safeguards, such as timely return of pledged gold and transparent loan documentation. Lenders must return gold within 7 working days after repayment, failing which a penalty of INR 5,000 per day is applicable. These reforms are expected to improve trust in formal lending channels, encourage migration from informal lenders, and enhance asset quality and compliance across the gold loan ecosystem.

➤ **RBI Draft Directions on Lending Against Gold Collateral (April 2025)²⁶**

RBI released draft directions in April 2025 to address rising risks and bring uniformity across lenders. These guidelines propose end-use monitoring of loan funds, borrower-level exposure limits, and stricter underwriting norms, ensuring that gold loans are not misused or over-leveraged. The move came amid rapid growth in gold loan portfolios, which outpaced overall credit growth.

The draft also prohibits multiple lending against the same gold collateral and restricts loans against disputed or re-pledged gold, thereby strengthening collateral integrity. Additionally, RBI mandated standardized processes for assessing gold purity and weight, ensuring consistency across institutions. These proposals aim to reduce systemic risk, improve governance, and create a uniform regulatory architecture for the organized gold loan market.

➤ **Prudential Norms on Loan-to-Value (LTV) Ratio & Exposure Limits²⁷**

RBI has consistently enforced prudential LTV caps as a core regulatory tool in gold lending. Historically, loans against gold were capped at 75% of the gold value, ensuring lenders maintain a margin of safety against gold price volatility. The 2026 reforms further refined this through a tiered LTV approach, especially benefiting small-ticket borrowers while maintaining conservative limits for higher-value loans.

The regulator has also imposed limits such as maximum 1 kg gold per borrower pledge and restrictions on excessive borrowing, reducing concentration risk in the system. These prudential norms are critical in maintaining financial stability, as gold price fluctuations directly impact collateral value and loan recoverability. By tightening exposure and valuation norms, RBI ensures disciplined growth in the organized gold loan segment.

Insight on key regulatory players & their roles in shaping the gold loan market in India

Regulatory Player	Role & Impact on Gold Loan Market
Reserve Bank of India (RBI)	The Reserve Bank of India (RBI) is the primary regulator governing the gold loan market in India, particularly for banks and Non-Banking Financial Companies (NBFCs). It formulates and enforces prudential norms such as Loan-to-Value (LTV) ratios, income recognition, asset classification, and provisioning standards, which directly influence lending practices. RBI also regulates gold loan NBFCs through its broader NBFC framework, ensuring financial discipline and systemic stability. With the organized gold loan market witnessing strong growth in recent years, RBI has increasingly focused on tightening regulations to mitigate risks associated with over-leveraging and collateral valuation. In addition to prudential oversight, RBI plays a critical role in consumer protection and transparency. It mandates standardized gold valuation processes, auction procedures, and timely return of pledged gold to borrowers. The regulator has also introduced measures to curb irregularities such as multiple lending against the same collateral and misuse of funds. Through periodic inspections, circulars, and supervisory frameworks, RBI ensures that lenders adhere to fair practices, thereby enhancing trust in formal gold lending channels.

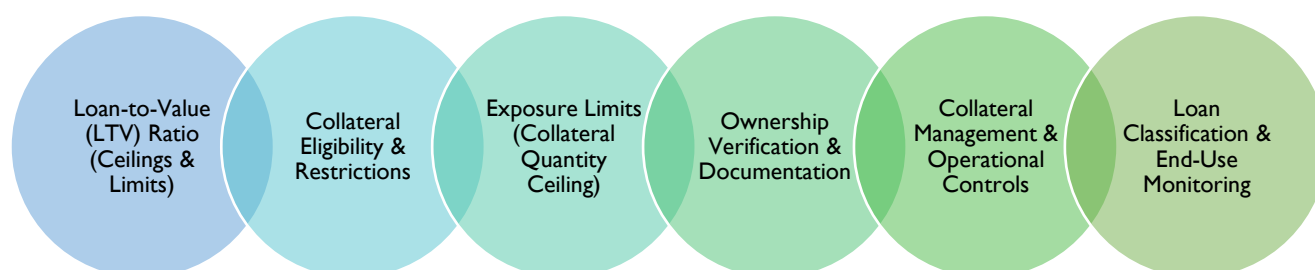
²⁶ https://www.ey.com/en_in/insights/strategy-transactions/rbi-gold-loan-guidelines-2025-impact-assessment-and-key-changes?utm_source=clearax&utm_medium=email&utm_campaign=clearax&utm_term=clearax
https://www.reuters.com/world/india/indias-central-bank-proposes-stricter-gold-loan-processes-lenders-2025-04-09/?utm_source=clearax&utm_medium=email&utm_campaign=clearax&utm_term=clearax

²⁷ https://www.rbi.org.in/commonman/english/scripts/Notification.aspx?Id=3212&utm_source=clearax&utm_medium=email&utm_campaign=clearax&utm_term=clearax
https://clearax.in/s/rbi-new-gold-loan-rules?utm_source=clearax&utm_medium=email&utm_campaign=clearax&utm_term=clearax

	RBI also acts as a policy driver for financial inclusion, using gold loans as a mechanism to expand formal credit access. By allowing relatively higher LTV ratios for small-ticket loans and encouraging regulated entities to penetrate underserved markets, RBI supports credit delivery to low- and middle-income households. Its evolving regulatory stance reflects a balance between enabling growth in the gold loan segment and maintaining systemic risk controls.
Ministry of Finance	The Ministry of Finance plays a policy-making and legislative role in shaping the overall framework within which the gold loan market operates. It works in coordination with RBI and other regulators to design macroeconomic policies, financial sector reforms, and taxation structures that influence gold-backed lending. The Ministry is also responsible for introducing laws and amendments that impact NBFC operations, banking regulations, and financial inclusion initiatives, all of which indirectly affect the gold loan ecosystem. One of the Ministry's key contributions lies in promoting formalization of credit markets. Through initiatives such as financial inclusion programs and digital financial infrastructure, it encourages borrowers to shift from informal moneylenders to regulated institutions. Policies related to gold monetization, import duties, and gold market regulation also influence the availability and valuation of gold collateral, thereby impacting lending volumes and risk assessment. Additionally, the Ministry plays an important role in coordinating regulatory responses during economic stress periods. For instance, during liquidity crunches or economic disruptions, it works alongside RBI to enable credit flow through mechanisms such as relaxations in lending norms or targeted schemes. This ensures that gold loans continue to serve as a reliable and accessible source of short-term financing, especially for vulnerable borrower segments.
Securities and Exchange Board of India (SEBI)	While SEBI is not a direct regulator of gold loans, it plays an indirect but significant role through its oversight of gold-related financial instruments and capital markets. SEBI regulates products such as Gold Exchange-Traded Funds (ETFs), Sovereign Gold Bonds (in coordination), and commodity derivatives, which influence gold prices and market liquidity. Since gold loan valuations are closely tied to prevailing market prices, SEBI's role in ensuring transparent and efficient price discovery is critical. SEBI also governs listed NBFCs and financial institutions involved in gold lending, ensuring disclosure standards, corporate governance, and investor protection. This is particularly relevant for large gold loan NBFCs that access capital markets for funding. By enforcing strict reporting and compliance requirements, SEBI enhances investor confidence and ensures that these entities operate with financial transparency and accountability. Furthermore, SEBI contributes to the development of a structured and formal gold ecosystem through initiatives such as commodity exchanges and regulated trading platforms. A well-regulated gold market reduces price volatility and

	arbitrage risks, which in turn supports stable collateral valuation for lenders. Thus, SEBI's regulatory oversight complements RBI's framework by strengthening the broader financial infrastructure linked to gold.
Ministry of Consumer Affairs, Food and Public Distribution (Department of Consumer Affairs, BIS & Hallmarking)	The Ministry of Consumer Affairs, through the Department of Consumer Affairs and the Bureau of Indian Standards (BIS), plays a crucial role in ensuring quality and standardization of gold used as collateral. BIS regulates gold hallmarking, which certifies the purity of gold jewellery. This is critical for the gold loan market, as accurate purity assessment directly impacts loan eligibility and valuation. The introduction of mandatory hallmarking norms has significantly improved transparency and reduced disputes between lenders and borrowers. Standardized purity certification allows financial institutions to assess collateral more accurately, minimizing risks associated with under- or over-valuation. This has strengthened confidence in the organized gold loan segment and reduced dependency on informal appraisal methods. Additionally, the Ministry safeguards consumer rights by ensuring fair practices in gold transactions and preventing misleading claims related to purity. By promoting awareness and enforcing compliance, it supports a more transparent gold ecosystem. This, in turn, enhances the efficiency and credibility of gold-backed lending, as lenders can rely on standardized and verified collateral.

Insight on the key guidelines on lending against:



❖ Loan-to-Value (LTV) Ratio (Ceilings & Limits)²⁸

The Loan-to-Value (LTV) ratio remains the most critical regulatory control in gold lending, as it determines the maximum loan amount relative to pledged gold value. Historically, the Reserve Bank of India capped LTV at 75%, ensuring lenders maintained adequate collateral buffers against price volatility. However, under the revised FY2026 framework, RBI introduced a tiered LTV structure to enhance credit access while preserving prudence. Loans up to INR 2.5 lakh now allow up to 85% LTV, INR 2.5- 5 lakh allow 80%, and loans above INR 5 lakh remain capped at 75%. This shift reflects a calibrated approach balancing borrower liquidity and systemic risk.

The revised LTV structure is particularly significant in the context of rising demand for gold loans, which grew sharply in recent years. According to RBI-linked data reported in news sources, gold loan portfolios reached approximately INR 3.38 lakh crore in FY 2025, registering over 128% year-on-year growth, indicating strong reliance on this credit segment. Higher LTV for small-ticket loans is aimed at supporting households and MSMEs, while stricter caps for larger loans

²⁸ https://www.rbi.org.in/commonman/english/scripts/Notification.aspx?Id=1329&utm_, <https://corporate.cyrilamarchandblogs.com/2025/11/fig-paper-no-52-rbi-directions-on-lending-against-gold-and-silver-collateral-a-harmonised-regulatory-framework/>

mitigate exposure to gold price fluctuations. Additionally, lenders are required to maintain LTV limits throughout the loan tenure, ensuring continuous compliance and reducing asset-quality risks.

❖ Collateral Eligibility & Restrictions²⁹

RBI guidelines clearly define eligible collateral to ensure standardisation and prevent misuse of gold-backed lending. Loans are primarily permitted against gold jewellery and ornaments, with valuation based strictly on gold content, excluding stones or embedded materials. This ensures that collateral valuation remains conservative and transparent. The regulator has also extended the framework to include silver collateral under similar LTV norms, further expanding secured lending avenues while maintaining consistent risk parameters.

At the same time, the RBI has imposed strict restrictions on certain forms of collateral. Lending against primary gold (bars/bullion) or financial gold instruments is generally restricted to avoid speculative exposure and ensure loans are backed by retail household assets. News reports also highlight that draft guidelines introduced restrictions on type and purity of gold accepted, reinforcing standardisation across lenders. These measures collectively aim to reduce valuation disputes, enhance transparency, and ensure that only verifiable, physical assets are used as collateral.

❖ Exposure Limits (Collateral Quantity Ceiling)³⁰

To prevent excessive borrower leverage and concentration risk, RBI has introduced limits on the amount of gold that can be pledged with a single lender. Typically, exposure is capped at around 1 kg of gold ornaments per borrower, ensuring that lending remains diversified and does not create systemic vulnerabilities. Such limits are particularly important in a market where gold is a widely held household asset and often used repeatedly for borrowing.

These exposure norms also align with broader financial stability objectives, especially given the rapid expansion of the gold loan market. With gold loans contributing nearly 25% of incremental growth in personal loan portfolios, concentration risks could escalate without such caps. By limiting collateral quantities, RBI ensures that lenders do not become overly dependent on large-ticket borrowers and that risks are distributed across a wider borrower base, improving resilience of the financial system.

❖ Ownership Verification & Documentation³¹

A key pillar of gold loan regulation is ensuring clear ownership of pledged assets, which helps mitigate fraud and legal disputes. RBI mandates that lenders verify ownership through documentation or borrower declarations, especially in rural or inherited gold cases where formal invoices may not exist. This flexibility supports financial inclusion while maintaining adequate due diligence standards.

However, lenders are required to exercise caution and cannot sanction loans where ownership is ambiguous or unverifiable. News coverage also indicates that stricter documentation requirements have been introduced, including proof of purity and ownership in certain cases. While these norms strengthen fraud prevention and transparency, they have also sparked concerns among rural borrowers, highlighting the need for a balanced approach between compliance and accessibility.

❖ Collateral Management & Operational Controls

RBI has strengthened operational guidelines around collateral handling to ensure uniform practices across banks and NBFCs. Lenders must adopt standardised procedures for gold valuation, purity testing, and documentation, ensuring consistency across branches and institutions. These measures are designed to eliminate discrepancies in valuation and improve borrower confidence in the system.

Additionally, lenders are required to maintain secure custody of pledged gold and cannot reuse or re-pledge the collateral for their own funding needs. The guidelines also emphasise regular monitoring of collateral value, especially in volatile gold price environments. According to industry analysis, tighter monitoring of LTV and collateral valuation is expected

²⁹ <https://www.manappuram.com/blogs/rbi-gold-loan-guidelines>
<https://www.angelone.in/news/personal-finance/rbi-introduces-silver-as-loan-collateral-under-new-lending-rules-effective-april-2026>
<https://economictimes.indiatimes.com/wealth/borrow/gold-loan-rules-9-proposals-made-by-rbi-in-the-draft-guidelines-and-how-they-may-impact-your-borrowing/articleshow/121230538.cms>

³⁰ https://www.manappuram.com/blogs/rbi-gold-loan-guidelines?utm_source=timesofindia.indiatimes.com&utm_medium=news&utm_campaign=gold-loan-guidelines
<https://timesofindia.indiatimes.com/business/india-business/reforms-driving-productivity-fm-sitharaman-highlights-8-2-gdp-rise-says-high-frequency-indicators-show-continued-momentum/articleshow/125643953.cms>

³¹ https://www.ey.com/en_in/insights/strategy-transactions/rbi-gold-loan-guidelines-2025-impact-assessment-and-key-changes
https://timesofindia.indiatimes.com/city/trichy/farmers-protest-rbis-regulations-on-gold-loans/articleshow/121417901.cms?utm_source=timesofindia.indiatimes.com&utm_medium=news&utm_campaign=gold-loan-guidelines

to significantly reshape lender practices and risk management frameworks. This reflects RBI's broader push toward operational discipline and systemic stability.

❖ Loan Classification & End-Use Monitoring

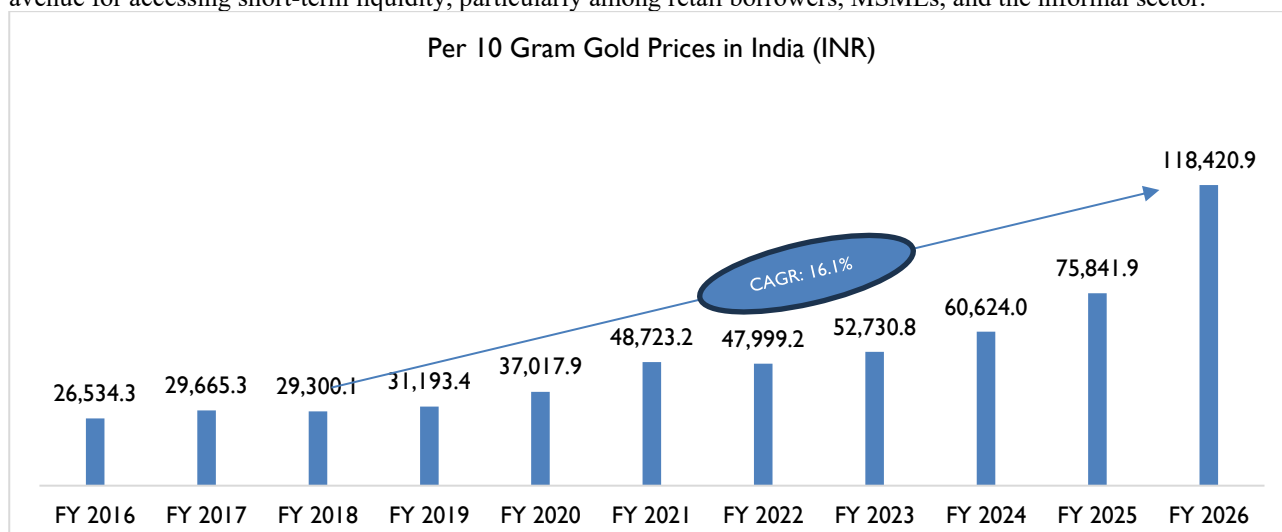
Gold loans are classified based on their purpose, typically into income-generating loans (agriculture, MSMEs) and consumption loans (personal use). This classification influences regulatory treatment, including LTV caps and monitoring requirements. For instance, stricter norms often apply to consumption loans due to higher credit risk and lack of productive asset backing.

RBI has also introduced provisions for end-use monitoring, particularly for larger or business-linked loans. This ensures that funds are utilised for intended purposes and reduces misuse of secured credit. According to regulatory insights, such monitoring is part of a broader shift toward cash flow-based lending assessments, especially for NBFCs heavily dependent on gold loans. These measures enhance credit discipline while aligning gold lending practices with broader banking norms.

Demand Scenario

Rising Gold Prices and Stable Savings Returns Supporting Growth in Gold Loan Demand

The organized gold loan market in India has witnessed increasing traction, supported by the dual factors of sustained appreciation in gold prices and the continued perception of gold as a reliable store of value. Over the past decade, domestic gold prices have demonstrated a strong upward trajectory, rising from approximately INR 26,534.3 per 10 grams in FY 2016 to INR 1,18,420.9 per 10 grams in FY 2026 an increase of nearly 346% over the period, translating to a compound annual growth rate (CAGR) of approximately 16.1%. This substantial appreciation has meaningfully strengthened the collateral base available with households, enabling higher loan-to-value (LTV) eligibility and encouraging borrowers to monetise gold holdings rather than liquidate them outright. As a result, gold-backed lending has emerged as a preferred avenue for accessing short-term liquidity, particularly among retail borrowers, MSMEs, and the informal sector.



Source: World Gold Council ³²

In parallel, traditional fixed-income savings instruments such as the National Savings Time Deposit (NSTD) have exhibited relatively stable, range-bound interest rates across tenors. The 3-Year Time Deposit rate has moved within a band of approximately 5.5% to 7.4% between FY2016 and FY2026, while the 5-Year Time Deposit rate has ranged from approximately 6.7% to 7.9% over the same period. Both tenors saw rates compress to their lowest levels from FY 2021 to FY 2023, before gradually recovering thereafter. This stable, incremental return environment across both shorter and longer tenors stands in sharp contrast to the pace of gold price appreciation over the same period, reinforcing the behavioural preference of households to retain gold as a long-term asset while leveraging it for liquidity needs through secured borrowing channels. Consequently, gold loans continue to serve as an efficient mechanism for unlocking value without requiring divestment of ownership a dynamic that underpins the sustained growth of the organized gold loan segment.

³² <https://www.gold.org/goldhub/data/gold-prices>

Interest Rate Trend – National Savings Time Deposit Scheme (%) ³³

Period	1-Year	2-Year	3-Year	5-Year
FY2016 - FY2019	~6.6% - 7.1%	~6.7% - 7.2%	~6.9% - 7.4%	~7.4% - 7.9%
FY2020 - FY2022	~5.5%	~5.5% - 5.7%	~5.5% - 5.8%	~6.7%
FY2023 - FY2026	~6.6% - 6.9%	~6.8% - 7.0%	~6.9% - 7.1%	~7.0% - 7.5%

Source: National Savings Time Deposit Scheme

The divergence between rising gold prices and relatively stable deposit yields has structurally supported the monetisation of gold through secured lending channels. While gold continues to be held as a store of value due to its price appreciation and cultural significance, the availability of organized gold loan providers has enabled borrowers to access liquidity efficiently without liquidating their holdings. This interplay between asset price dynamics and savings behaviour remains a key factor underpinning the expansion of the organized gold loan market in India.

High gold ownership among Indian households supporting gold loan market expansion

India has one of the highest levels of household gold ownership globally, which provides a substantial base for gold-backed lending. According to the World Gold Council, Indian households are estimated to hold ~ 25,000 tons of gold, including jewelry, coins, bars, and holdings in religious institutions. This represents one of the largest privately held gold stocks globally and forms a significant component of household wealth in the country.

The value of this gold stock estimated to be in the range of USD 2.0- 2.5 trillion, making it a sizeable pool of non-financial savings. Despite its scale, a significant portion of this gold remains underutilized from an economic perspective, as it is traditionally held for cultural, social, and precautionary purposes rather than active financial deployment. This creates a structural opportunity for monetization through formal lending channels.

The presence of such a large and untapped gold base supports the expansion of the organized gold loan market, as borrowers can leverage existing assets to access liquidity without liquidating ownership. In recent years, increasing awareness, improved accessibility of organized lenders, and faster loan disbursement processes have contributed to the gradual shift of gold into formal credit channels. This has enabled gold loans to expand beyond traditional geographies and borrower segments, supporting their evolution into a broader retail lending product.

Limited access to formal credit driving adoption of gold loans

A considerable proportion of India's population continues to have limited access to formal credit channels despite being credit eligible. According to insights from World Bank and TransUnion CIBIL, as of December 2024, India's credit-eligible population (aged 18 - 80 years) stood at approximately 1,036 million; however, only around 27% (approximately 277 million) actively use formal credit facilities, indicating a substantial gap in credit penetration. Further, approximately 451 million individuals remain underserved or have limited access to formal credit systems. Additionally, younger demographics such as Gen Z, which account for a meaningful share of the credit-eligible population, continue to exhibit low credit penetration levels, reflecting limited engagement with formal lending channels.

In this context, gold loans have emerged as an accessible financing alternative, particularly for borrowers with limited credit history or informal income profiles. As these loans are secured against physical gold, they involve simplified underwriting processes with reduced dependence on traditional credit assessment parameters such as income documentation and credit scores. This enables faster loan disbursement and broader access to credit, especially in semi-urban and rural markets. Consequently, gold loans function as a bridge between underserved borrowers and formal financial institutions, supporting financial inclusion and contributing to the expansion of the organized gold loan market in India.

Gold loans serving as a source of short-term liquidity

Gold loans are widely utilized as a source of short-term liquidity, particularly for meeting immediate financial requirements arising from personal, business, or seasonal needs. Borrowers, including individuals, small traders, and rural households, often face temporary cash flow mismatches due to irregular income patterns or unforeseen expenses, necessitating quick access to funds.

In this context, gold loans offer a faster and more convenient financing option compared to unsecured lending products. The loan processing cycle for gold loans is typically completed within the same day, with key steps such as KYC verification, gold appraisal, loan approval, and disbursement concluded within few hours for standard cases. In contrast,

³³ [https://www.nsiindia.gov.in/\(S\(zhv1h155cehqo0qag5kwp045\)\)/InternalPage.aspx?Id_Pk=185](https://www.nsiindia.gov.in/(S(zhv1h155cehqo0qag5kwp045))/InternalPage.aspx?Id_Pk=185)

traditional unsecured products such as personal loans involve longer approval timelines, typically ranging from 2 to 7 working days, due to detailed credit assessments, documentation requirements, and background verification processes.

Illustrative Gold Loan Processing Timeline

Stage	Typical Turnaround Time	Key Remarks
KYC & Verification	Within minutes	Enabled through e-KYC / simplified documentation
Gold Appraisal & Valuation	Same day	Conducted at branch using standardized processes
Loan Approval	Same day	Based on collateral value; limited reliance on credit history
Fund Disbursement	Same day / within few hours	Through digital transfer mechanisms

Source: Secondary Research

In comparison, unsecured lending products such as personal loans require 2-7 working days for approval and disbursement, reflecting additional layers of credit assessment and documentation requirements. This difference in turnaround time enhances the suitability of gold loans for emergency and short-duration financing needs. Consequently, gold loans are increasingly being utilized as a bridge to manage temporary financial requirements while allowing borrowers to retain ownership of their gold assets.

Role of NBFC in Gold Loan Market in India

Insight on the emergence & development of NBFCs in India's fledgling gold loan market

Non-Banking Financial Companies (NBFCs) have played a pivotal role in transforming India's gold loan market from an informal, unorganized system into a structured and regulated segment. By introducing standardized valuation methods, formal documentation, and streamlined lending processes, NBFCs helped establish gold loans as a reliable and accessible financial product, particularly in rural and semi-urban regions. Their customer-centric approach, coupled with quick disbursement and minimal documentation requirements, enabled wider adoption among borrowers who were traditionally dependent on local moneylenders. Over time, NBFCs have strengthened the credibility and efficiency of the gold loan ecosystem, while continuing to remain key drivers of its expansion through their specialized operations and deep market penetration.

➤ Insight on how NBFCs have designed a simpler process to make gold loan disbursement hassle free for consumers, and how this has helped in garnering market share³⁴

A key differentiator for NBFCs in the gold loan market has been their ability to design quick, simple, and customer-friendly loan processes. Unlike traditional banks, which often require extensive documentation and longer processing times, NBFCs offer near-instant loan disbursement often within a few hours. This is facilitated through streamlined procedures such as minimal documentation, on-the-spot gold valuation, and standardized appraisal mechanisms. Such operational efficiency has made gold loans one of the fastest forms of formal credit available in India.

This ease of access has been instrumental in helping NBFCs capture significant market share, particularly in small-ticket loan segments. NBFCs typically focus on low to mid-value loans, catering to urgent liquidity needs of households and small businesses, whereas banks have traditionally targeted higher-ticket loans. Their agility in servicing customers and ability to disburse loans quickly has created a strong competitive advantage, especially in time-sensitive financial situations such as medical emergencies or working capital requirements.

The increasing acceptance of gold loans as a formal financing product has supported the growth of NBFC-led gold lending in India. As per RBI data, gold loans have emerged as one of the fastest-growing retail credit segments, with outstanding gold loans of scheduled banks rising significantly in FY2025. NBFCs, supported by their customer-centric operating models, branch-level accessibility, and efficient loan processing capabilities, have been key beneficiaries of this expanding demand for collateral-backed retail credit.

³⁴

https://www.moneycontrol.com/news/business/market-share-of-gold-loan-nbfc-steady-despite-competition-from-banks-says-crisil-11993761.html?utm_source=newsletter&utm_medium=email&utm_campaign=11993761

https://www.business-standard.com/finance/news/india-consumption-loans-q1fy26-gold-loans-crif-report-125090201207_1.html

➤ **Role of NBFC in reaching the financially unbanked / marginalized sector, and how this has helped the NBFC players in increasing their presence in the gold loan segment**

NBFCs have played a critical role in extending credit access to financially underserved and unbanked populations, particularly in rural and semi-urban India. These regions often face limited access to formal banking infrastructure, making NBFCs a crucial link in the financial inclusion chain. By leveraging dense branch networks and local market knowledge, NBFCs have been able to penetrate areas where traditional banks have limited presence. Gold loans are particularly suited for financial inclusion, as they rely on collateral rather than credit history. This makes them accessible to individuals without formal income documentation or credit scores, such as farmers, small traders, and daily wage earners. NBFCs have capitalized on this by designing products tailored to these segments, including flexible repayment options and small-ticket loans. Their focus on customer retention and localized operations has further strengthened their reach and relevance in underserved markets. The growing reliance on gold loans among households reflects this inclusionary role. The gold loan segment has seen strong traction as a source of emergency and short-term funding, with demand rising sharply in recent years. As per industry data, gold loans accounted for a significant share of incremental consumption credit growth, reinforcing their importance as a financial lifeline. NBFCs, by bridging the gap between formal finance and underserved populations, have not only expanded their own footprint but also contributed to broader financial inclusion objectives in India.

➤ **Insight on the role played by NBFCs in formalizing the gold loan ecosystem in the country (from unorganized money lenders to formal system by offering hassle free service)³⁵**

NBFCs have been instrumental in transitioning India's gold loan market from an unorganized, opaque system to a formal, regulated ecosystem. Historically, gold lending was dominated by local moneylenders who often charged exorbitant interest rates and operated with minimal transparency. NBFCs introduced standardized processes, transparent pricing, and regulatory compliance, significantly improving borrower protection and trust in the system. One of the key contributions of NBFCs has been the introduction of structured valuation, secure storage, and documented transactions, which have brought credibility to gold-backed lending. This has encouraged borrowers to shift from informal lenders to formal institutions, resulting in increased penetration of organized gold loans. The expansion of branch networks and adoption of technology-driven processes have further supported this transition, making formal gold loans more accessible and efficient.

The formalization trend is also reflected in the rapid growth of the organized gold loan market. With gold loans witnessing over 128.5% growth (Feb 2025-Oct 2026) in certain periods, the shift from informal to formal channels has accelerated significantly. NBFCs have been at the forefront of this transformation, driving transparency, improving customer experience, and aligning the sector with regulatory standards. This evolution has strengthened the overall financial system and reduced reliance on exploitative informal credit sources.

➤ **Evolution of regulatory framework on gold loan which has helped NBFC players to become a key factor in India's gold loan market³⁶**

The regulatory framework governing gold loans in India has evolved significantly over time, enabling NBFCs to emerge as key players in the segment. The Reserve Bank of India (RBI) has introduced guidelines on Loan-to-Value (LTV) ratios, collateral management, and transparency, which have brought consistency and discipline to the sector. These regulations have helped build trust among borrowers and ensured prudent lending practices across institutions.

Over the years, regulatory support has also facilitated the expansion of NBFC operations. Measures such as simplified branch expansion norms and harmonized guidelines across lenders have enabled NBFCs to scale their operations efficiently. At the same time, stricter compliance requirements have improved risk management practices, ensuring the long-term stability of the sector. The balance between growth and regulation has been critical in sustaining the momentum of gold loan NBFCs.

Despite increasing competition from banks, NBFCs continue to remain a key force in the market due to their specialized expertise and customer-centric approach. Their ability to maintain strong growth supported by rising demand, efficient operations, and favourable regulatory conditions has reinforced their importance in the gold loan ecosystem. With gold loan NBFCs expected to witness ~40% AUM growth between FY2026- FY2027, the segment is poised for continued expansion, further consolidating the role of NBFCs in India's credit landscape.

³⁵ <https://www.financialexpress.com/market/stock-insights/gold-at-rs-1-6-lakh-per-10-grams-why-one-nbfc-is-crushing-its-rival-in-gold-loans/4140544/?utm>

³⁶ https://www.business-standard.com/industry/news/strong-demand-low-credit-costs-to-keep-gold-loan-nbfc-profits-healthy-126030200869_1.html?utm

NBFC in Indian Gold Loan Market: Emerging Trends & SWOT Analysis

Emerging Trends & Development

NBFCs in India's gold loan market are undergoing a significant transformation driven by digital innovation, evolving customer expectations, and increased competition from banks and fintech platforms. Traditionally reliant on branch-led models, NBFCs are now adopting technology-enabled solutions to enhance operational efficiency and customer experience. The sector is witnessing a shift toward faster loan processing, improved transparency, and broader accessibility, especially in underserved regions. Additionally, regulatory clarity and rising gold prices have supported sustained demand, positioning gold loans as a preferred secured lending product. As a result, NBFCs are increasingly focusing on innovation, scalability, and customer-centric offerings to maintain their competitive edge in a rapidly evolving ecosystem. In addition to digital transformation, NBFCs are also focusing on diversification of product offerings and expansion of distribution networks to strengthen their market position. Many players are adopting a phygital model, combining extensive branch presence with digital platforms to cater to both traditional and tech-savvy customers. Strategic partnerships with fintech companies, marketplaces, and co-lending institutions are further enabling NBFCs to scale operations and improve customer acquisition. At the same time, there is a growing emphasis on risk management, compliance, and portfolio quality, supported by evolving regulatory frameworks. This balanced approach of innovation and prudence is allowing NBFCs to sustain growth while adapting to the changing dynamics of the gold loan market.

Digital Adoption by Gold Loan NBFCs in India



➤ Digital Gold Loan Platforms:

NBFCs are increasingly offering end-to-end digital gold loan solutions, allowing customers to initiate loan applications online without visiting branches. These platforms enable customers to check eligibility, upload documents, and track loan status digitally, significantly reducing turnaround time. Digital onboarding through e-KYC and online verification has streamlined the process, making gold loans more accessible and convenient. While physical gold deposit is still required, the overall journey has become largely digital. This shift has improved customer experience and expanded reach beyond traditional geographies. As a result, NBFCs are witnessing higher customer acquisition through digital channels.

➤ Technology-enabled Gold Validation:

NBFCs are leveraging advanced technologies such as AI-based valuation tools and automated purity testing machines to enhance accuracy and consistency in gold appraisal. These technologies reduce human error and ensure standardized valuation across branches, improving operational efficiency. Some players are also introducing portable testing devices and doorstep gold evaluation services, minimizing customer inconvenience. Technology-driven validation has strengthened trust among borrowers by ensuring transparent and fair valuation. Additionally, it helps NBFCs reduce fraud risks and improve turnaround time. This has been a key factor in scaling operations while maintaining asset quality.

➤ Automated Loan Disbursement:

Automation has enabled NBFCs to offer instant or near-instant loan disbursement, often within a few hours of gold evaluation. Integration with banking systems and digital payment infrastructure allows funds to be credited directly to the borrower's account seamlessly. Automated workflows reduce manual intervention, lower processing costs, and improve operational efficiency. This speed has made gold loans one of the most preferred options for emergency funding. Faster disbursement also enhances customer satisfaction and repeat usage. Consequently, NBFCs have gained a strong competitive advantage over traditional lenders.

➤ Digital Servicing & Customer Management:

NBFCs are increasingly adopting digital servicing platforms, including mobile apps and online portals, to manage loan accounts. Customers can now repay loans, renew pledges, and monitor outstanding balances digitally without visiting branches. Automated reminders and notifications improve repayment discipline and reduce delinquencies. Digital interfaces also enhance transparency by providing clear information on interest rates, charges, and loan terms. This shift reduces operational burden on branches while improving customer engagement. Overall, digital servicing has strengthened customer retention and lifecycle managements.

Insight on Disruption in Gold Loan Market by Fintech Platforms:³⁷

Fintech platforms are increasingly disrupting India's gold loan market by introducing digital-first, customer-centric lending models that significantly enhance speed, convenience, and accessibility. Unlike traditional branch-led NBFC models, fintech players are enabling end-to-end digital journeys, including online application, e-KYC, and seamless servicing. More importantly, fintechs are directly entering the gold loan segment through digital gold loan offerings, doorstep gold collection, and co-lending partnerships with NBFCs, thereby redefining the traditional lending process. These innovations have reduced turnaround time and improved customer experience, particularly for tech-savvy and urban borrowers, while also expanding reach into semi-urban markets.

A key structural shift is the evolution of fintech firms from loan sourcing platforms to full-fledged lenders, allowing them to control underwriting, pricing, and customer engagement. This has intensified competition within the gold loan ecosystem, compelling NBFCs to accelerate digital adoption. The scale of fintech disruption is evident from the broader lending ecosystem, where fintech NBFCs accounted for ~74% of total personal loan volumes in FY2025, reflecting their dominance in small-ticket lending segments. Additionally, fintech lenders sanctioned around 10.9 crore loans worth over INR 1,06,548 crore in FY2025, highlighting rapid growth and scalability of digital lending models.

Fintech platforms are also reshaping borrower demographics and market penetration within the gold loan segment. A significant share of fintech lending is directed toward younger borrowers and customers in Tier II and Tier III cities, indicating deeper digital penetration beyond traditional markets. Around 66% of fintech loan value is extended to borrowers below 35 years, reflecting strong adoption among digitally active consumers. At the same time, fintech NBFCs contribute nearly 8.9% of total NBFC consumer loans, underlining their growing systemic importance. Overall, fintech-driven disruption is accelerating innovation, improving efficiency, and intensifying competition, prompting traditional NBFCs to adopt hybrid "phygital" models while advancing the broader formalization and modernization of India's gold loan market. Following are the key disruption trends:

- Doorstep gold collection and digital onboarding improving convenience
- Shift toward platform-based lending and co-lending models
- Fintechs acquiring NBFC licenses to directly lend
- Increased use of AI/data analytics for underwriting and customer targeting

³⁷ <https://www.moneycontrol.com/technology/fintech-nbfc-accounted-for-75-of-all-personal-loans-in-fy25-a-3x-growth-in-six-years-article-13217046.html?>, <https://www.ibef.org/news/fintech-deepens-access-to-formal-credit-with-11-crore-loans-in-fy25?>
<https://timesofindia.indiatimes.com/technology/tech-news/66-of-indian-fintech-company-loans-were-directed-towards-customers-under-35-rbi-report-claims/articleshow/122212936.cms?>, https://www.business-standard.com/finance/news/fintechs-unsecured-loans-rbi-financial-stability-report-125123100962_1.html

SWOT Analysis of India's NBFC Gold Loan Market



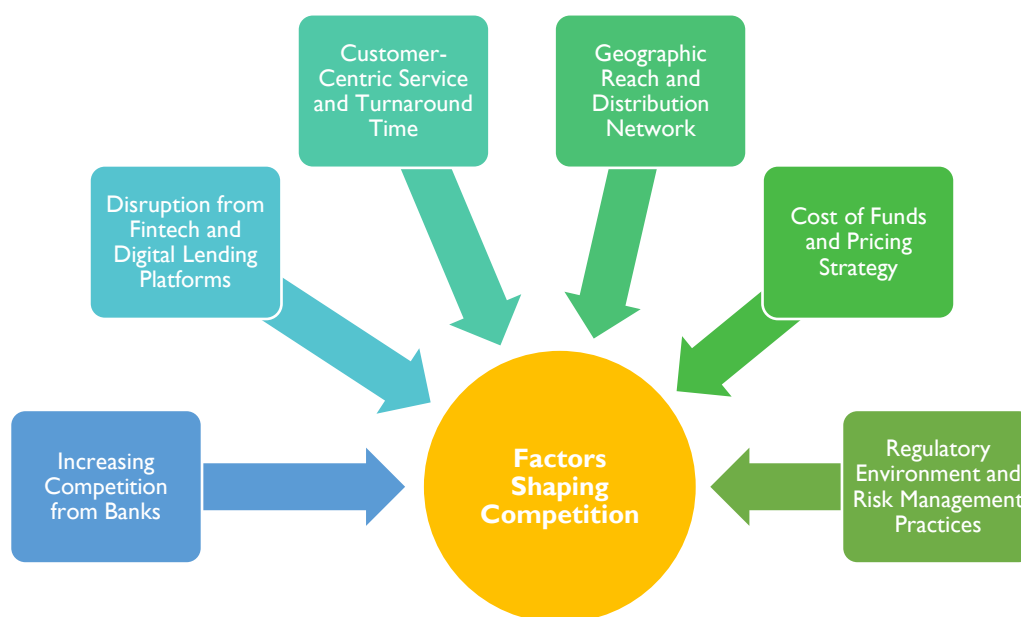
Competitive Landscape

The gold loan sector in India is witnessing steady expansion, supported by rising gold prices, increasing demand for short-term credit, and improved financial inclusion across rural and semi-urban regions. Gold loans continue to serve as a convenient financing option due to their quick disbursement, minimal documentation requirements, and accessibility for individuals with limited formal credit history. As borrower demand grows, competition in the sector has intensified with the presence of multiple categories of players, including organized NBFCs such as Muthoot Finance and Manappuram Finance, commercial banks such as State Bank of India and HDFC Bank, along with fintech platforms and unorganized lenders. These participants compete on parameters such as interest rates, loan-to-value (LTV) ratios, processing speed, customer service, and geographic reach.

The regulatory framework governed by the Reserve Bank of India plays a critical role in shaping the competitive landscape. Guidelines related to LTV limits, transparent interest rate disclosures, and standardized auction procedures have enhanced operational consistency and customer protection across the sector. These measures have also supported the gradual transition from informal lending practices to more structured and regulated financial channels. At the same time, the increasing adoption of digital financial services has encouraged companies to introduce online gold loan platforms, doorstep services, and digital onboarding processes, thereby improving accessibility and reducing turnaround times.

Technology adoption is further transforming the industry, with companies integrating solutions such as automated gold valuation systems, fraud detection mechanisms, and data-driven credit assessment tools. Mobile applications and digital platforms are being widely used for loan servicing, repayment management, and customer engagement. In addition, lenders are introducing product innovations such as gold loan overdraft facilities, EMI-based repayment options, and short-term loan structures aligned with cyclical income patterns. These developments are enabling companies to enhance operational efficiency, offer greater flexibility to borrowers, and expand their reach across diverse customer segments.

Key Factors Shaping Competition in Indian NBFC Gold Lending sector



- **Increasing Competition from Banks:** Banks have significantly expanded their presence in the gold loan segment, leveraging lower cost of funds and strong balance sheets to offer competitive interest rates. Their entry has intensified pricing pressure on NBFCs, especially in higher-ticket loan segments. While NBFCs continue to dominate small-ticket lending, banks are gradually capturing market share through aggressive expansion and digital offerings. This has created a more balanced competitive landscape, reducing the earlier dominance of NBFCs. As a result, NBFCs are being forced to innovate and improve operational efficiency.
- **Disruption from Fintech and Digital Lending Platforms:** Fintech players are reshaping the competitive dynamics by introducing digital-first models, faster processing, and enhanced customer convenience. Offerings such as doorstep gold collection, digital onboarding, and app-based servicing have improved accessibility and customer experience. Fintechs are also partnering with NBFCs through co-lending models, further intensifying competition. Their ability to leverage data analytics and technology has enabled more efficient customer acquisition and servicing. This is pushing traditional NBFCs to adopt hybrid “phygital” models.

- **Customer-Centric Service and Turnaround Time:** Competition in the gold loan market is heavily influenced by speed, convenience, and service quality. NBFCs have traditionally maintained an advantage through quick disbursement, minimal documentation, and localized customer engagement. However, with increasing competition, maintaining superior customer experience has become critical for retention and growth. Players are focusing on reducing turnaround time and improving transparency to differentiate themselves. This has made operational efficiency a key competitive factor.
- **Geographic Reach and Distribution Network:** A strong branch network, particularly in rural and semi-urban areas, continues to be a major competitive advantage for NBFCs. Deep local presence allows better customer relationships, trust-building, and access to underserved segments. At the same time, digital channels are enabling players to expand beyond physical boundaries. The combination of physical and digital reach is becoming essential for scaling operations. Companies with wider and more efficient distribution networks are better positioned to capture market share.
- **Cost of Funds and Pricing Strategy:** The cost of funds plays a crucial role in determining lending rates and profitability. Banks typically have a lower cost of funds compared to NBFCs, allowing them to offer more competitive interest rates. This creates pricing pressure on NBFCs, particularly in urban and high-value segments. NBFCs, however, compensate through faster service and higher risk appetite. Efficient cost management and optimized pricing strategies are therefore critical to sustaining competitiveness.
- **Regulatory Environment and Risk Management Practices:** Regulatory guidelines on Loan-to-Value (LTV) ratios, collateral management, and transparency significantly influence competitive dynamics. Compliance requirements impact operational processes and cost structures across players. NBFCs that effectively manage regulatory compliance while maintaining efficiency gain a competitive advantage. Additionally, strong risk management practices help maintain asset quality and customer trust. The evolving regulatory landscape continues to shape strategic decisions within the sector.

Key entry barriers & differentiating factors in Indian NBFC Gold Lending sector

- **Regulatory Framework:** The Reserve Bank of India regulates the Indian NBFC gold lending market, enforcing norms such as Loan-to-Value (LTV) caps, stringent KYC requirements, and standardized auction procedures. These regulations promote safety and transparency while increasing compliance costs and creating entry barriers for new players.
- **Extensive Branch Network Requirement:** Gold loan operations require a strong physical branch network for activities like gold valuation and loan disbursement, which cannot be fully digitized. Building such a network, especially in rural and semi-urban areas, involves high cost and time.
- **Specialized Gold Appraisal Expertise:** Specialized gold appraisal expertise is essential in the NBFC gold lending sector to ensure accurate valuation of pledged gold. Skilled appraisers help assess purity and authenticity, reducing risks of overvaluation and fraud. Due to the need for trained manpower and proper evaluation processes.
- **Security and Storage Infrastructure:** Security and storage infrastructure is essential in the NBFC gold lending sector to protect pledged gold. NBFCs must invest in secure vaults, insurance, and surveillance systems, which increase operational costs.

Differentiating Factors:

- Speed of disbursement: Faster loan processing and instant fund availability attract customers.
- Branch network reach: Wider presence in rural and semi-urban areas improves accessibility.
- Cost of funds advantage: Lower borrowing costs enable competitive interest rates.
- Gold appraisal accuracy: Skilled valuation ensures better risk management and trust.
- Brand trust & reputation: Established players gain customer preference for safety and reliability.

Peers Profiling:

Company Name	Overview
Capri Global Capital Limited	Capri Global Capital Limited is a non-banking financial company engaged in retail-focused lending activities across multiple segments, including gold loans, MSME finance, home loans, and construction finance. The company operates as a listed NBFC in India and has developed a presence across several states through a combination of branch-led distribution and digital platforms. Its lending model

	is oriented towards providing credit access to individuals and small businesses, particularly those operating in segments with limited access to formal financing channels. The company's gold loan offering involves extending short-term credit against pledged gold jewellery, where the value of the collateral is assessed to determine the eligible loan amount. The loan process is structured to enable relatively quick disbursement with limited documentation requirements, supporting borrowers in meeting personal, business, or emergency funding needs. Repayment structures may include flexible options such as periodic interest servicing or bullet repayment at maturity, depending on the loan scheme. In addition to gold loans, Capri Global Capital Limited has diversified its portfolio across secured lending products such as MSME loans, micro loan against property, and housing finance. The company's operating approach integrates physical distribution with digital interfaces, including mobile-based platforms for loan access and servicing. Through its product mix and distribution model, the company participates in the broader objective of expanding formal credit penetration among retail and small business borrowers across India.
Muthoot Finance Ltd	Muthoot Finance Limited is a non-banking financial company (NBFC) headquartered in Kochi and part of the Muthoot Group. Established in 1887, the company is listed on the BSE Limited and the National Stock Exchange of India. Its core business involves providing loans against gold jewellery, along with other financial services such as personal loans, business and MSME loans, loans against property, vehicle loans, insurance distribution, and money transfer services. The company operates through a wide network of over 7,500 branches across and is supported by a workforce of around 53,000 employees. It has served a large customer base of approximately 70 crore customers, reflecting its extensive reach across urban, semi-urban, and rural markets. In addition to its domestic operations, Muthoot Finance also has an international presence in select markets and continues to expand its distribution network. The company leverages technology-enabled processes and digital platforms to improve customer access and operational efficiency, while maintaining a focus on secured lending backed by gold collateral. Hence, its operations are centered on providing accessible financial services to individuals, particularly those with limited access to formal banking channels.
Manappuram Finance Ltd	Manappuram Finance Limited is a non-banking financial company (NBFC) headquartered in Valapad. The company traces its origins back to 1949, when it began as a small pawn-broking and money-lending business, and was later formally incorporated as an NBFC in 1992. It is listed on the BSE Limited and the National Stock Exchange of India. The company's core business is gold loans, where customers pledge gold jewellery to access short-term credit. Over time, it has diversified into multiple financial services, including microfinance, vehicle finance, housing finance, SME loans, and personal loans, transforming into a multi-product NBFC. Manappuram Finance operates through a wide network of over 5,000 branches (including subsidiaries) spread across 28 states and union territories in India. The company is supported by a workforce of more than 50,000 employees. The company has gradually shifted from a single-product model to a diversified lending approach, with non-gold businesses contributing a significant share of its overall portfolio. It also uses technology-enabled processes and digital platforms, such as online gold loan services, to improve customer access and operational efficiency. Manappuram Finance focuses on secured and retail-oriented lending, aiming to provide financial services to individuals, small businesses, and underserved segments across urban and rural areas.

Company profiling: IFL Finance Limited

Company Overview:

Established in 2015 and headquartered in Rohini, Delhi, IFL Finance Limited is a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India, with a primary focus on providing secured lending solutions, particularly gold loans, to retail customers across India. The company operates as a subsidiary of India Finsec Limited, which enhances its financial strength, corporate governance standards, and market credibility. Positioned within the growing NBFC landscape, IFL Finance aims to bridge the credit gap by offering quick, accessible, and collateral-backed financing options to individuals who may have limited access to traditional banking channels.

The core business of the company revolves around extending loans against household gold ornaments, a widely trusted and liquid asset in India. By leveraging gold as collateral, IFL Finance can provide loans with relatively lower risk while ensuring faster turnaround times for customers. Its services are designed to address urgent and short-term financial requirements, including medical emergencies, education expenses, small business funding, agricultural needs, and personal consumption. The company differentiates itself through a streamlined lending process that involves minimal documentation, quick evaluation of pledged gold, and rapid disbursement of funds, often within a short span of time.

A significant aspect of IFL Finance's strategy is its focus on financial inclusion, particularly targeting underserved and unbanked populations such as small business owners, rural households, and self-employed individuals. These customer segments often face challenges in accessing formal credit due to lack of credit history or income documentation, and the company's gold-backed lending model effectively addresses this gap. By offering flexible repayment options and customer-friendly policies, IFL Finance enhances affordability and convenience for borrowers.

In terms of operations, the company places strong emphasis on security and risk management. It maintains secure vaults and insured storage systems for pledged gold, supported by surveillance and monitoring mechanisms to ensure asset safety. Additionally, accurate gold appraisal and prudent lending practices help minimize default risks and maintain portfolio quality. The company also focuses on maintaining competitive interest rates and transparent fee structures, which contribute to building long-term customer trust and loyalty.

With an experienced management team and a customer-centric approach, IFL Finance is committed to expanding its presence across various regions in India, particularly in semi-urban and rural markets where demand for gold loans remains high. By combining operational efficiency, strong backing from its parent company, and a focus on trust and accessibility, IFL Finance Limited aims to establish itself as a reliable and scalable player in the Indian NBFC gold lending sector.

Product & Services Offered:

- **Gold Loan (Core Offering):** IFL Finance Limited primarily offers gold loan services, which form the core of its business model. The company provides secured loans against pledged gold jewellery, enabling customers to access quick liquidity without selling their assets. These loans are designed to cater to diverse financial needs, including personal expenses, business requirements, medical emergencies, and education.
- **Instant & Quick Loan Disbursement Services:** The company focuses on fast loan processing and disbursement, often enabling customers to receive funds within a short time frame after gold evaluation. This is supported by a minimal documentation process and simplified procedures, making gold loans one of the fastest credit options available.
- **High Loan Value & Competitive Interest Offerings:** IFL Finance offers loans based on fair market valuation of gold, ensuring customers receive maximum possible value for their pledged assets. The company also provides competitive interest rates and flexible loan structures, making borrowing cost-effective for customers.
- **Safe Storage & Insurance of Gold Collateral:** A key service feature includes secure storage of pledged gold in insured vaults, ensuring safety against risks such as theft or damage. This enhances customer trust and aligns with regulatory expectations for collateral management.
- **Flexible Repayment & Loan Management Options:** The company offers flexible repayment options, allowing borrowers to repay loans based on their financial convenience. Customers can also manage their loans through online interest payments and renewal options, improving ease of servicing.

- **Loan Takeover & Additional Value-Added Services:** IFL Finance provides loan takeover facilities, enabling customers to transfer existing gold loans from other lenders. Additional services include free locker facilities, transparent pricing, and no hidden charges, enhancing overall customer experience.

Key Customer Segments Served:

- **Retail Individuals with Immediate Liquidity Needs:** IFL Finance primarily caters to individual customers seeking quick access to funds for personal requirements such as medical emergencies, education expenses, or household needs. The company's gold loan product is designed for instant liquidity, making it suitable for customers who require short-term financing.
- **Low-Income and Informal Sector Customers:** A key target segment includes low-income individuals and those engaged in informal or unorganized sectors who may lack access to traditional banking services. Since gold loans are collateral-based, these customers can avail credit without relying on formal income documentation or credit history.
- **Self-Employed Individuals and Small Business Owners:** The company serves self-employed individuals, traders, and small business owners who require working capital for business continuity or expansion. Gold loans provide a quick and flexible financing option for such customers, enabling them to meet short-term business cash flow requirements.
- **Customers Across Diverse Income Groups:** IFL Finance caters to a broad spectrum of income segments, offering accessible credit solutions to both lower and middle-income households. The simplicity and flexibility of gold loans make them suitable for customers with varying financial profiles.
- **Financially Underserved and Rural/Semi-Urban Population:** With its focus on financial inclusion, the company targets customers in rural and semi-urban regions where access to formal banking infrastructure is limited. Its branch-based model and simplified processes enable deeper penetration into these underserved markets.

Key Strengths:

- **Fast and Hassle-Free Loan Processing:** IFL Finance offers quick and easy loan approval, enabling customers to access funds in a short time frame. The streamlined process with minimal documentation reduces delays and enhances customer convenience. This makes gold loans an effective solution for urgent financial needs. The speed and simplicity of disbursement provide a strong competitive advantage in the market.
- **Competitive Loan-to-Value (LTV) Offering:** The company provides high loan-to-value ratios in line with regulatory norms, ensuring customers receive optimal value against their pledged gold. This enhances borrowing capacity and improves customer satisfaction. By maximizing loan eligibility within permissible limits, IFL Finance strengthens its value proposition. It also makes gold loans a more attractive financing option compared to alternatives.
- **Secure and Insured Gold Storage:** IFL Finance maintains secure storage of pledged gold in strong-rooms and safes at its branches and carries insurance cover against risks such as theft, burglary and fire, subject to the terms, conditions and limits of the relevant policies. This builds trust and confidence among customers, especially in secured lending products. The emphasis on safety aligns with regulatory expectations and industry best practices. Secure custody of collateral is a key differentiator in maintaining customer loyalty.
- **Flexible and Customer-Friendly Repayment Options:** The company offers flexible repayment structures, allowing borrowers to repay loans based on their financial convenience. This reduces repayment pressure and improves affordability for customers. Flexible terms also support better loan servicing and customer retention. Such adaptability makes gold loans suitable for a wide range of financial situations.
- **Transparent and Fair Lending Practices:** IFL Finance follows transparent pricing with no hidden charges, ensuring clarity in loan terms and conditions. This enhances customer trust and reduces the likelihood of disputes. Clear communication of interest rates and charges improves overall borrower experience. Transparency is a critical factor in building long-term customer relationships.
- **Strong Customer Support and Financial Inclusion Focus:** The company provides personalized support through its branch network, ensuring customers receive guidance throughout the loan lifecycle. Backed by experienced management, IFL Finance focuses on expanding credit access to underserved segments. Its mission-driven approach toward financial inclusion strengthens its market positioning. This enables the company to serve a diverse customer base effectively.

SWOT Analysis:



Financials:

Particular	Unit	IFL Finance Limited			Capri Global Capital Ltd			Muthoot Finance Ltd			Finkurve Financial Services Limited (Arvog)			SBFC Finance Limited		
		As at end of the Fiscal			As at end of the Fiscal			As at end of the Fiscal			As at end of the Fiscal			As at end of the Fiscal		
		Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024
Number of branches	Number	88	77	67	1,429	1,111	935	4968*	4855*	4854*	105	73	80	251	205	183
Number of Employees	Number	328	290	306	13,758	11,410	10,060	31613	29211	28286	NA	248	29	5055	4294	3758
Number of Active Customers	Number	33,951	28,287	20,640	6,93,473	546,606	3,26,996	64,14,278*	63,71,936*	56,70,000*	NA	70,000	117000	202683	164220	129183
Total Disbursements	INR Millions	13,364.09	4,789.77	2,950.17	4,64,344	252,724	160,112	NA	NA	NA	NA	16055.55	7059	NA	NA	NA
Disbursements Y-o-Y growth	%	179.01	62.36	NA	83.74	57.84	NA	NA	NA	NA	NA	127.44	NA	NA	NA	NA
Credit Ratings	Ratings	CRISIL BBB / Stable	CRISIL BBB- / Stable	CRISIL BBB- / Stable	NA	CRISIL AI +	CRISIL AI+	CRISIL AA+	CRISIL A1+	CRISIL A1+	NA	Crisil BBB Stable	IVR BBB Stable	CARE AA– Stable	CARE AA– Stable	CARE AA– Stable
Maximum Permissible LTV	%	75	75	75	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Gross AUM	INR Millions	5,204.9	3321.14	2791.04	3,66,233	2,28,602	1,56,530	18,19,165	12,20,000	890,786	10961	4395.20	2594.60	112700	87470	68220
Owned Portfolio	INR Millions	5,132.37	3,317.82	2,791.04	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Managed Portfolio	INR Millions	72.53	3.31	-	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Gross NPA	%	0.79	0.67	1.13	0.90	1.50	1.90	2.35*	3.22*	3.26*	0.13	0.95	1.98	2.61	2.74	2.43
Net NPA	%	0.58	0.46	0.78	0.50*	0.90	1.10	2.04*	2.84*	2.93*	0.09	0.65	1.50	1.54	1.51	1.36
Interest Income	INR Millions	801.77	685.08	608.36	37,276.94	26,050.06	18,228.58	303,709.17	196,628.84	145,457.01	2043.53	1347.16	523.73	15542.52	11963.46	9183.59
Finance Costs	INR Millions	331.97	257.53	234.64	17,298.07	12,735.98	8,371.92	109,996.36	74,123.02	54,300.78	489.21	163.55	61.72	5373.74	4192.44	3506.37
Net Interest Income	INR Millions	469.80	427.55	373.72	19,978.87	13,314.08	9,856.66	193,712.81	122,505.82	91,156.23	1554.32	1183.61	462.01	10168.78	7771.02	5677.22
Fees and Commission Income	INR Millions	39.42	21.32	19.55	5748.44	4134.26	2306.35	NA	NA	NA	10.17	40.37	369.56	1058.54	699.14	709.06
Total Income	INR Millions	857.03	713.71	637.75	47420.09	32508.36	23142.72	312,634.10	202,650.86	151,627.42	2098.64	1410.59	902.67	16795.02	13061.09	10199.20

Particular	Unit	IFL Finance Limited			Capri Global Capital Ltd			Muthoot Finance Ltd			Finkurve Financial Services Limited (Arvog)			SBFC Finance Limited		
		As at end of the Fiscal			As at end of the Fiscal			As at end of the Fiscal			As at end of the Fiscal			As at end of the Fiscal		
		Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024
NIM + Fee Income Margin	INR Millions	509.22	448.86	393.27	25727.31	17448.34	12163.01	193712.81	122,505.82	91,156.23	1564.49	1223.98	831.57	11227.32	8470.16	6386.28
Net Total Income	INR Millions	525.05	456.19	403.12	30122.02	19772.38	14770.80	202,637.74	128,527.84	97,326.64	1609.43	1247.04	840.95	11421.28	8868.65	6692.83
Operating Expenses	INR Millions	226.50	217.01	237.75	14112.14	10986.87	9107.26	49,327.88	40,112.27	31,823.39	344.49	212.00	87.98	4130.44	3546.29	3061.18
Credit Costs	INR Millions	5.19	0.00	4.88	1895.48	1008.16	913.66	10,261.43	15,755.51	5,538.21	221.72	179.59	202.79	1254.91	737.20	470.26
Profit after Tax	INR Millions	216.30	181.26	121.48	9491.52	4785.33	2794.06	106,068.67	53,523.61	44,675.94	260.34	173.07	160.71	4508.33	3451.68	2371.04
Profit after Tax Y-o-Y Growth	%	19.33	49.20	171.54	98.35	71.27	NA	98.17	19.80	NA	50.42	7.69	NA	30.61	45.58	58.35
Basic EPS / Diluted EPS	INR	2.55	2.65	1.84	10.15/10.12	5.80/5.77	3.39/3.36	263.79/263.79	132.84/132.83	107.72/107.71	1.89/1.86	1.37/1.37	1.27/1.27	4.13/4.10	3.20/3.15	2.35/2.39
Average Yield	%	19.08	22.57	23.11	16.07	16.45	15.92	20.29	18.84	18.83	27.31	39.42	21.91	17.96	17.94	17.92
Average Cost of Borrowings Ratio	%	11.53	13.91	13.34	8.72	9.80	9.32	8.84	8.94	8.86	5.85	6.90	8.19	10.26	10.84	9.23
Net Interest Margin Ratio	%	11.18	14.09	14.20	8.61	8.41	8.61	12.94	11.74	11.48	20.77	34.63	19.33	6.76	6.41	5.62
NIM + Fee Income Ratio	%	12.12	14.79	14.94	11.09	11.02	10.62	12.94	11.74	11.48	20.91	35.81	34.78	12.97	12.70	12.46
Cost to Income Ratio	%	43.14	47.57	58.98	46.85	55.57	61.66	24.34	31.21	32.70	21.40	17.00	10.46	36.16	39.99	45.74
Operating Expenses Ratio	%	5.39	7.15	9.03	6.08	6.94	7.95	3.29	3.84	4.01	4.60	6.20	3.68	4.77	5.32	5.97
Credit Cost Ratio	%	0.12	0.00	0.19	0.82	0.64	0.80	0.69	1.51	0.70	2.96	5.25	8.48	1.45	1.11	0.92
Return On Equity	%	12.68	13.59	12.03	16.50	11.76	7.55	30.97	19.65	19.10	9.44	8.76	8.90	13.04	11.57	10.53
Return On Assets	%	5.15	5.97	4.61	4.09	3.02	2.44	7.08	5.13	5.63	3.48	5.06	6.72	5.21	5.17	4.63
Gross Stage 3 Loans Ratio	%	0.79	0.67	1.13	0.90	1.50	1.90	2.35*	3.41*	3.28*	NA	NA	NA	NA	NA	NA
Net Stage 3 Loans Ratio	%	0.58	0.46	0.78	0.50	0.90	1.10	2.04*	2.79*	2.90*	NA	NA	NA	NA	NA	NA
Provision Coverage Ratio	%	27.62	31.84	31.30	41.20	41.70	NA	13.08*	17.94*	11.57*	29.08	31.05	NA	41.64	45.69	44.74

Particular	Unit	IFL Finance Limited			Capri Global Capital Ltd			Muthoot Finance Ltd			Finkurve Financial Services Limited (Arvog)			SBFC Finance Limited		
		As at end of the Fiscal			As at end of the Fiscal			As at end of the Fiscal			As at end of the Fiscal			As at end of the Fiscal		
		Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total Equity	INR Millions	1,813.78	1,597.43	1,070.36	72,034.80	43,040.97	38,365.70	391,303.15	293,666.27	251,072.07	3449.01	2063.92	1887.03	37251.52	31901.31	27780.66
Total Borrowings	INR Millions	3,882.15	1,877.96	1,824.19	241,120.98	155,768.11	104,069.13	1,504,936	984,904	673,796	8359.33	2371.70	753.94	63423.41	41349.44	36010.62
Total Borrowings to Total Equity	In Times	2.14	1.18	1.70	3.35	3.62	2.71	3.85	3.35	2.68	2.42	1.15	0.40	1.70	1.30	1.30
CRAR	%	33.97	69.15	66.32	25.80	22.80	26.60	20.75*	23.71*	30.37*	30.96	44.94	68.00	32.84	36.10	40.52
CRAR – Tier I	%	33.72	60.08	56.34	NA	22.43	26.15	NA	22.95*	29.61*	NA	44.70	67.76	32.84	36.10	40.52
CRAR – Tier II	%	0.25	9.07	9.98	NA	0.41	0.48	NA	0.76	0.76	NA	0.24	0.51	NA	-	-

Note: We used Consolidated Financial Statements

*Figures taken from Standalone Financials.

NA – Comparative data is not available.

Source: All the information for the listed peers mentioned above is sourced from the prospectus, financial statements, annual reports, or investor presentations as submitted to the stock exchanges by respective listed peers.

Formulas:

Metrics	Description
Number of Branches	Total number of operational branches as at the last day of the relevant Fiscal.
Number of Employees	Total number of on-roll employees as at the last day of the relevant Fiscal.
Number of Customers	Total number of customers to whom we have advanced credit up to the last day of the relevant Fiscal.
Disbursements	Aggregate Loans disbursed during the relevant Fiscal.
Disbursements YoY Growth	Percentage growth in disbursements for the relevant Fiscal over disbursements for the immediately preceding Fiscal.
Credit Ratings	Latest Credit Ratings availed by the Company
Maximum Permissible LTV	It is the highest percentage of asset value that a Company is willing to finance through loan.
Gross AUM	Total Assets Under Management representing the aggregate outstanding loan portfolio
Owned Portfolio	The portion of the total loan portfolio funded through its own borrowings, as reported in accordance with applicable Indian Accounting Standards (Ind AS).
Managed Portfolio	The portion of the loan portfolio that has originated in partnership under a co-lending arrangement as per RBI's Co-Lending Model framework
Gross NPA	Gross Non-Performing Assets represent the total outstanding principal amount of loan accounts where the principal or interest instalment remains overdue expressed as a percentage of Gross AUM.
Net NPA	Net Non-Performing Assets represent Gross NPA reduced by the provisions held against such non-performing assets in accordance with the IRACP provisioning expressed as a percentage of Gross AUM.
Interest Income	Interest Income as reported in the Restated Financial Information for the relevant Fiscal.
Finance Costs	Finance Cost as reported in the Restated Financial Information for the relevant Fiscal.
Net Interest Income	Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.
Fees and Commission Income	Rental income, Fees and Commission income and Other Income as reported in the Restated Financial Information for the relevant Fiscal.
Total Income	Total Income as reported in the Restated Financial Information for the relevant Fiscal.
NIM + Fee Income Margin	Sum of Net Interest Income and Fee Income for the relevant Fiscal.
Net Total Income	Total Income reduced by Finance Cost for the relevant Fiscal.
Operating Expenses	Aggregate of Employee benefit expenses, Depreciation, amortization and impairment, and other expenses as reported in the Restated Financial Information for the relevant Fiscal.
Credit Costs	Impairment on financial instruments as reported in the Restated Financial Information for the relevant Fiscal.
Profit after Tax	Profit for the relevant Fiscal attributable to equity holders of the Company as reported in the Restated Financial Information for the relevant Fiscal.
Profit after Tax Y-o-Y Growth	Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.

Basic EPS / Diluted EPS	Basic / Diluted Earnings Per Equity Share as reported in the Restated Financial Information for the relevant Fiscal.
Average Yield	Interest Income as a percentage of Average Total Net Loans.
Average Cost of borrowings ratio	Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.
Net Interest Margin Ratio	Net Interest Income as a percentage of Average Total Net Loans.
NIM + Fee Income Ratio	NIM + Fee Income Margin as a percentage of Average Total Net Loans.
Cost to Income Ratio	Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.
Operating Expenses Ratio	Operating Expenses as a percentage of Average Total Net Loans.
Credit Cost Ratio	Credit Cost as a percentage of Average Total Net Loans.
Return On Equity	Profit after tax as a percentage to Average Total Equity.
Return On Assets	Profit after tax as a percentage to Average Total Net Loans.
Gross Stage 3 Loans Ratio	Ratio of Gross Stage 3 Loans as a percentage to Total Gross Loans as at the last day of the relevant Fiscal.
Net Stage 3 Loans Ratio	Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage to Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.
Provision Coverage Ratio	Impairment allowances provided on Gross Stage 3 Loans as a percentage to Gross Stage 3 Loans as at the last day of the relevant Fiscal.
Total Equity	Equity attributable to equity holders of the Company reduced by Instruments entirely equity in nature as reported in the Restated Financial Information as at the last day of the relevant Fiscal.
Total Borrowings	Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Financial Information as at the last day of the relevant Fiscal.
Total Borrowings to Total Equity	Total Borrowings divided by Total Equity.
CRAR	Computed from the restated financial statements of the Company, as the sum of CRAR – Tier I and CRAR – Tier II.
CRAR – Tier I	Computed from the restated financial statements of the Company as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.
CRAR – Tier II	Computed from the restated financial statements of the Company as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal/ period.

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 24 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors”, “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 26, 290 and 368, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our Company’s financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Information” beginning on page 290. Additionally, please refer to “Definitions and Abbreviations” on page 1 for certain terms used in this section.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Industry Report on Non-Banking Financial Company” dated July 2026 prepared and issued by Dun & Bradstreet. (the “D&B Report”), appointed by us on April 22, 2026 and exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with the Issue. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the D&B Report is available on the website of our Company at <https://www.iflfinanceltd.com/>. For more information, see “Risk Factor 58 – We have included data derived from the Dun & Bradstreet Report titled “Industry Report on Non-Banking Financial Company” which has been prepared by Dun & Bradstreet, exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks” on page 57. Also see, “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data” on page 21.

OVERVIEW

We are a non-deposit taking, non-banking financial company classified as an Investment and Credit Company (NBFC-ICC) and categorized as a Base Layer NBFC under the Reserve Bank of India’s framework, registered with the Reserve Bank of India (“RBI”) under Section 45-IA of the Reserve Bank of India Act, 1934, bearing registration no. N-14.03651. We carry on business of providing secured retail loans with a primary focus on gold loan products.

As of March 31, 2026, we operated a network of 88 branches across four states and one Union Territory, comprising 31 branches in the National Capital Territory of Delhi, 33 branches in Rajasthan, 11 branches in Madhya Pradesh, 9 branches in Uttar Pradesh and 4 branches in Haryana, through which we served over 33,000 active borrowers.

We were originally incorporated in September 2015 as “IFL Housing Finance Limited” and received a certificate of registration from the National Housing Bank bearing certificate no. 12.0164.17 dated December 12, 2017, pursuant to which we commenced our housing finance business. The name of our Company was changed from “IFL Housing Finance Limited” to “IFL Finance Limited” pursuant to a special resolution passed by our Shareholders at the extraordinary general meeting held on March 18, 2025, and a fresh certificate of incorporation dated April 8, 2025 was issued by the RoC, Delhi. Pursuant to our strategy to diversify and expand our lending portfolio, with a focus on secured retail lending such as gold loans, we subsequently surrendered our housing finance company licence and were granted a fresh certificate of registration by the RBI as an NBFC-ICC in June 2025, pursuant to which carry on the business of providing secured retail loans, including loans against the pledge of gold as well as home loans and loan against properties.

Our Gross Loan Portfolio grew from ₹2,791.04 million as of March 31, 2024 to ₹5,204.90 million as of March 31, 2026, reflecting a two-year CAGR of 36.56%. As of March 31, 2026, gold loans represent 84.77% of our total loan portfolio with home loans and loan against properties being 14.33% and 0.90% respectively. We provide individuals with timely access to credit to meet short-term liquidity requirements, including personal, business, medical, educational and other consumption related needs, through a collateral-backed underwriting framework, streamlined documentation requirements and an efficient loan origination and disbursement process designed to minimize turnaround time from collateral appraisal to disbursement.

Our gold loan products cater to customers across income groups, with a particular focus on self-employed individuals, small business owners, traders and borrowers operating in the informal sector, who often face limited access to formal credit. While our strategic focus is on gold loans, our loan portfolio also comprises home loans and loans against property, differentiated across segments through interest rates, loan-to-value ratios, ticket sizes, tenure, repayment structures, security coverage and eligibility criteria, enabling us to cater to the diverse financing requirements of our customers. We believe our products offer customers a convenient source of formal credit while leveraging the value of their household gold assets, supported by our branch network, local market knowledge and relationship-driven approach.

Our growth has been supported by an experienced management team with expertise across lending, finance, treasury, risk management, compliance and human resources. Our Managing Director and Chief Executive Officer, Gopal Bansal, is a Chartered Accountant with over 23 years of experience across finance, taxation, treasury management, mergers and acquisitions, asset restructuring and corporate law, and has played a significant role in shaping our strategic direction and business operations. We believe that our established branch network, focus on secured lending, customer-centric operating model, disciplined credit assessment processes and experienced management team position us to capitalize on the growing demand for formal credit and secured lending products in our target markets.

Key Operational and Financial Parameters

The following tables set out our key operational and financial parameters for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024. These parameters should be read in conjunction with our Restated Financial Statements and the related notes thereto included elsewhere in this Draft Red Herring Prospectus.

Loan Portfolio and Performance Metrics

Details of our loan portfolio composition and key operating metrics across product segments for the financial years ended March 31, 2026, 2025 and 2024 are as follows:

(₹ in million, unless otherwise stated)

Financial Year	Particulars	Home Loans	Loan against property	Gold Loan
FY2026	% of Portfolio	14.33%	0.90%	84.77%
	Average Ticket Size on sanctioned loans <i>(in million)</i>	0.24	0.24	0.16
	Average Tenure on outstanding loans <i>(in months)</i>	70	67	12
	Average Loan to Value (LTV) on outstanding loans	12.35%	7.32%	51.93%
	Average Return on Investment (ROI) on outstanding loans	24.73%	24.34%	19.85%
	GNPA	4.82%	8.69%	0.03%
	NNPA	3.53%	6.53%	0.03%
FY2025	% of Portfolio	34.10%	2.45%	63.45%
	Average Ticket Size on sanctioned loans <i>(in million)</i>	0.23	0.22	0.10
	Average Tenure on outstanding loans <i>(in months)</i>	69	62	12
	Average Loan to Value (LTV) on outstanding loans	15.41%	9.82%	59.23%

Financial Year	Particulars	Home Loans	Loan against property	Gold Loan
	Average Return on Investment (ROI) on outstanding loans	24.72%	24.43%	19.81%
	GNPA	1.75%	3.02%	0.00%
	NNPA	1.19%	2.18%	0.00%
FY2024	% of Portfolio	53.98%	4.57%	41.45%
	Average Ticket Size on sanctioned loans <i>(in million)</i>	0.24	0.22	0.10
	Average Tenure on outstanding loans <i>(in months)</i>	70	61	11
	Average Loan to Value (LTV) on outstanding loans	15.21%	13.57%	72.74%
	Average Return on Investment (ROI) on outstanding loans	24.69%	24.42%	19.61%
	GNPA	1.81%	3.37%	0.00%
	NNPA	1.26%	2.20%	0.00%

Notes:

1. % of Portfolio is the proportion of the relevant loan category to our total gross loan portfolio outstanding.
2. Average Ticket Size on outstanding loans is computed as the total sanctioned gross gold loan portfolio divided by the total number of active loan accounts.
3. Average Tenure on outstanding loans is the average residual tenor of all active gold loan accounts outstanding expressed in months, rounded off to full month.
4. Average LTV on outstanding loans is computed as the outstanding principal amount of each loan divided by the market value of pledged collateral for that loan, weighted by outstanding principal amount, expressed as a percentage.
5. Average ROI on outstanding loans is the average rate of interest per annum charged on all active loan accounts outstanding, expressed as a percentage per annum.
6. GNPA (Gross Non-Performing Assets) is calculated as the total outstanding principal amount of loans classified as non-performing assets in accordance with the Reserve Bank of India's Norms divided by the gross loan portfolio outstanding.
7. NNPA (Net Non-Performing Assets) is calculated as Gross NPA less provisions held against non-performing assets, divided by net loan advances (gross advances less provisions).

Operational Parameters

Parameters	FY2026	FY2025	FY2024
Branches	88	77	67
Active Customers	33,951	28,287	20,640
Employee Strength	328	290	306
Credit Rating	CRISIL BBB/Stable	CRISIL BBB-/Stable	CRISIL BBB-/Stable

Notes:

1. Branches: Total number of operational branch offices of the Company as at the end of the financial year.
2. Active Customers: Total number of individual borrowers maintaining at least one live and outstanding loan account with the Company as at the end of the financial period.
3. Employee Strength: Total number of employees on the payroll of the Company as at the end of the financial year.
4. Credit Rating: The credit rating assigned on July 06, 2026 by CRISIL - a Credit Rating Agency registered with the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Board of India (Credit Rating Agencies) Regulations, 1999, to the Company's debt instruments.

Financial Parameters

(In ₹ millions, unless stated otherwise)

Parameters	FY2026	FY2025	FY2024
Financial assets	5,710.91	3,472.32	2,895.94
Non-Financial assets	178.84	146.28	109.22
Total assets	5,889.75	3,618.60	3,005.16
Financial liabilities	4,040.97	1,999.38	1,916.56

Parameters	FY2026	FY2025	FY2024
Non-Financial liabilities	35.00	21.79	18.24
Total liabilities	4,075.97	2,021.17	1,934.80
Equity (including other equity)	1,813.78	1,597.43	1,070.36
Total equity and liabilities	5,889.75	3,618.60	3,005.16
Total revenue from operations	846.09	711.12	633.35
Total Income	857.03	713.71	637.75
Other Income	10.94	2.59	4.40
Total Expenses	563.67	474.53	477.27
Profit / (Loss) before tax	293.36	239.18	160.48
Profit / (Loss) after tax	216.30	181.26	121.48
Other comprehensive income	0.29	(0.13)	0.06
Total comprehensive income	216.59	181.13	121.54
EPS			
(a) Basic	2.55	2.65	1.84
(b) Diluted	2.55	2.65	1.84
Net cash generated from operating activities	(1,526.14)	(305.91)	(129.99)
Net cash used in / generated from investing activities	3.93	29.40	0.28
Net cash used in financing activities	1,972.09	368.28	107.70
Add: Opening cash and cash equivalents as at the beginning of the year	113.56	21.78	43.79
Cash and cash equivalents	563.44	113.56	21.78

Key Performance Indicators

Key Performance Indicators (KPIs)	Unit of measurement	For the year ended on		
		March 31, 2026	March 31, 2025	March 31, 2024
Number of branches	Number	88	77	67
Number of Employees	Number	328	290	306
Number of Active Customers	Number	33,951	28,287	20,640
Total Disbursements	(₹ in millions)	13,364.09	4,789.77	2,950.17
Disbursements Y-o-Y growth	%	179.01%	62.36%	NA
Disbursements per Branch	(₹ in millions)	151.86	62.20	44.03
Disbursements per Employee	(₹ in millions)	40.74	16.52	9.08
AUM per Branch	(₹ in millions)	59.15	43.13	41.66
AUM per Employee	(₹ in millions)	15.87	11.45	8.59
Credit Ratings	Ratings	CRISIL BBB / Stable	CRISIL BBB- / Stable	CRISIL BBB- / Stable
Maximum Permissible LTV	%	75%	75%	75%
Gross AUM		5,204.90	3,321.14	2,791.04
- Owned Portfolio	(₹ in millions)	5,132.37	3,317.82	2,791.04
- Managed Portfolio	(₹ in millions)	72.53	3.31	-
Gross NPA	%	0.79	0.67	1.13

Key Performance Indicators (KPIs)	Unit of measurement	For the year ended on		
		March 31, 2026	March 31, 2025	March 31, 2024
Net NPA	%	0.58	0.46	0.78
Interest Income	(₹ in millions)	801.77	685.08	608.36
Finance Costs	(₹ in millions)	331.97	257.53	234.64
Net Interest Income	(₹ in millions)	469.80	427.55	373.72
Fees and Commission Income	(₹ in millions)	39.42	21.32	19.55
Total Income	(₹ in millions)	857.03	713.71	637.75
NIM + Fee Income Margin	(₹ in millions)	509.22	448.86	393.27
Net Total Income	(₹ in millions)	525.05	456.19	403.12
Operating Expenses	(₹ in millions)	226.50	217.01	237.75
Credit Costs	(₹ in millions)	5.19	0.00	4.88
Profit after Tax	(₹ in millions)	216.30	181.26	121.48
Profit after Tax Y-o-Y Growth	%	19.33	49.20	171.54
Basic EPS / Diluted EPS	(in ₹)	2.55	2.65	1.84
Average Yield	%	19.08	22.57	23.11
Average Cost of borrowings ratio	%	11.53	13.91	13.34
Spread (Yield minus Average Cost of Borrowings)	%	7.55	8.75	9.77
Net Interest Margin Ratio	%	11.18	14.09	14.20
NIM + Fee Income Ratio	%	12.12	14.79	14.94
Cost to Income Ratio	%	43.14	47.57	58.98
Operating Expenses Ratio	%	5.39	7.15	9.03
Credit Cost Ratio	%	0.12	0.00	0.19
Return On Equity	%	12.68	13.59	12.03
Return On Assets	%	5.15	5.97	4.61
Gross Stage 3 Loans Ratio	%	0.79	0.67	1.13
Net Stage 3 Loans Ratio	%	0.58	0.46	0.78
Provision Coverage Ratio	%	27.62	31.84	31.30
Total Equity	(₹ in millions)	1,813.78	1,597.43	1,070.36
Total Borrowings	(₹ in millions)	3,882.15	1,877.96	1,824.19
Total Borrowings to Total Equity	No. of times	2.14	1.18	1.70
CRAR	%	33.97	69.15	66.32
CRAR – Tier I	%	33.72	60.08	56.34
CRAR – Tier II	%	0.25	9.07	9.98

Notes:

- (1) Number of Branches: Total number of operational branches as at the last day of the relevant Fiscal.
- (2) Number of Employees: Total number of on-roll employees as at the last day of the relevant Fiscal
- (3) Number of Active Customers: Total number of active customers to whom our Company have advanced credit up to the last day of the relevant Fiscal

- (4) *Total Disbursements: Aggregate Loans disbursed during the relevant Fiscal.*
- (5) *Disbursements Y-o-Y growth: Percentage growth in disbursements for the relevant Fiscal over disbursements for the immediately preceding Fiscal.*
- (6) *Disbursements per Branch: Total Disbursements for the relevant Fiscal divided by the number of branches as at the last day of the relevant Fiscal.*
- (7) *Disbursements per Employee: Total Disbursements for the relevant Fiscal divided by the number of employees as at the last day of the relevant Fiscal.*
- (8) *AUM per Branch: Gross AUM as at the last day of the relevant Fiscal divided by the number of branches as at the last day of the relevant Fiscal.*
- (9) *AUM per Employee: Gross AUM as at the last day of the relevant Fiscal divided by the number of employees as at the last day of the relevant Fiscal.*
- (10) *Credit Ratings: Latest Credit Ratings availed by the Company*
- (11) *Maximum Permissible LTV – it is the highest percentage of asset value that a Company is willing to finance through loan.*
- (12) *Gross AUM: Total Assets Under Management representing the aggregate outstanding loan portfolio*
- (13) *Owned Portfolio: The portion of the total loan portfolio funded through its own borrowings, as reported in accordance with applicable Indian Accounting Standards (Ind AS).*
- (14) *Managed Portfolio: The portion of the loan portfolio that has originated in partnership under a co-lending arrangement as per RBI's Co-Lending Model framework*
- (15) *Gross NPA: Gross Non-Performing Assets represent the total outstanding principal amount of loan accounts where the principal or interest instalment remains overdue expressed as a percentage of Gross AUM.*
- (16) *Net NPA: Net Non-Performing Assets represent Gross NPA reduced by the provisions held against such non-performing assets in accordance with the IRACP provisioning expressed as a percentage of Gross AUM.*
- (17) *Interest Income: Interest Income as reported in the Restated Financial Information for the relevant Fiscal.*
- (18) *Finance Costs: Finance Cost as reported in the Restated Financial Information for the relevant Fiscal.*
- (19) *Net Interest Income: Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.*
- (20) *Fees and Commission Income: Rental income, Fees and Commission income and Other Income as reported in the Restated Financial Information for the relevant Fiscal.*
- (21) *Total Income: Total Income as reported in the Restated Financial Information for the relevant Fiscal.*
- (22) *NIM + Fee Income Margin: Sum of Net Interest Income and Fee Income for the relevant Fiscal.*
- (23) *Net Total Income: Total Income reduced by Finance Cost for the relevant Fiscal.*
- (24) *Operating Expenses: Aggregate of Employee benefit expenses, Depreciation, amortization and impairment, and other expenses as reported in the Restated Financial Information for the relevant Fiscal.*
- (25) *Credit Costs: Impairment on financial instruments as reported in the Restated Financial Information for the relevant Fiscal.*
- (26) *Profit after Tax: Profit for the relevant Fiscal attributable to equity holders of the Company as reported in the Restated Financial Information for the relevant Fiscal.*
- (27) *Profit after Tax Y-o-Y Growth: Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.*
- (28) *Basic EPS / Diluted EPS: Basic / Diluted Earnings Per Equity Share as reported in the Restated Financial Information for the relevant Fiscal.*
- (29) *Average Yield: Interest Income as a percentage of Average Total Net Loans.*
- (30) *Average Cost of Borrowings Ratio: Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.*
- (31) *Spread: Average Yield minus Average Cost of Borrowings for the relevant Fiscal, expressed as a percentage.*
- (32) *Net Interest Margin Ratio: Net Interest Income as a percentage of Average Total Net Loans.*
- (33) *NIM + Fee Income Ratio: NIM + Fee Income Margin as a percentage of Average Total Net Loans.*
- (34) *Cost to Income Ratio: Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.*
- (35) *Operating Expenses Ratio: Operating Expenses as a percentage of Average Total Net Loans.*
- (36) *Credit Cost Ratio: Credit Cost as a percentage of Average Total Net Loans.*
- (37) *Return On Equity: Profit after tax as a percentage to Average Total Equity.*
- (38) *Return On Assets: Profit after tax as a percentage to Average Total Net Loans.*
- (39) *Gross Stage 3 Loans Ratio: Ratio of Gross Stage 3 Loans as a percentage to Total Gross Loans as at the last day of the relevant Fiscal.*
- (40) *Net Stage 3 Loans Ratio: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage to Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
- (41) *Provision Coverage Ratio: Impairment allowances provided on Gross Stage 3 Loans as a percentage to Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
- (42) *Total Equity: Equity attributable to equity holders of the Company reduced by Instruments entirely equity in nature as reported in the Restated Financial Information as at the last day of the relevant Fiscal.*
- (43) *Total Borrowings: Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Financial Information as at the last day of the relevant Fiscal.*
- (44) *Total Borrowings to Total Equity: Total Borrowings divided by Total Equity.*
- (45) *Capital Risk Adequacy Ratio (CRAR): Computed from the restated financial statements of the Company, as the sum of CRAR*

– Tier I and CRAR – Tier II.

(46) CRAR Tier-I: Computed from the restated financial statements of the Company as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.

(47) CRAR Tier-II: Computed from the restated financial statements of the Company as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal/ period.

Credit Ratings

Crisil Ratings has assigned its '**Crisil BBB/Stable**' rating to our Bank loan facilities and non-convertible debentures, vide letters dated July 06, 2026. Following is the details of such ratings:

Particulars	Rating
₹ 1,700 Million Total Bank Loan Facilities (Long Term Rating)	Crisil BBB/Stable (Reaffirmed)
₹ 1,000 Million Non-Convertible Debentures	Crisil BBB/Stable (Assigned)
₹ 1,260 Million Non-Convertible Debentures	Crisil BBB/Stable (Reaffirmed)
₹ 300 Million Non-Convertible Debentures	Crisil BBB/Stable (Reaffirmed)
₹ 400 Million Non-Convertible Debentures	Crisil BBB/Stable (Reaffirmed)

The table below sets out bank-wise details of rated facilities:

Sr. No.	Bank Facility	Bank	Amount (₹ in million)	Outstanding Rating
1	Overdraft Facility ^{&}	City Union Bank Limited	70	Crisil BBB/Stable
2	Proposed Long Term Bank Loan Facility [^]	Not Applicable	652.20	Crisil BBB/Stable
3	Term Loan	A. K. Capital Finance Limited	54.20	
4	Term Loan	AU Small Finance Bank Limited	108.30	Crisil BBB/Stable
5	Term Loan	State Bank of India	21.10	Crisil BBB/Stable
6	Term Loan	Nabsamruddhi Finance Limited	12.70	Crisil BBB/Stable
7	Term Loan	Sundaram Home Finance Limited	9.40	Crisil BBB/Stable
8	Term Loan	AU Small Finance Bank Limited	48.60	Crisil BBB/Stable
9	Term Loan	AU Small Finance Bank Limited	4.20	Crisil BBB/Stable
10	Term Loan	AU Small Finance Bank Limited	197.90	Crisil BBB/Stable
11	Term Loan	Capital Small Finance Bank Limited	57.40	Crisil BBB/Stable
12	Term Loan	Bandhan Bank Limited	22.20	Crisil BBB/Stable
13	Term Loan	Capital Small Finance Bank Limited	56.50	Crisil BBB/Stable
14	Term Loan	Sundaram Home Finance Limited	3.10	Crisil BBB/Stable
15	Term Loan	Bandhan Bank Limite	95.80	Crisil BBB/Stable
16	Term Loan	Electronica Leasing and Finance Limited	13.80	Crisil BBB/Stable
17	Term Loan	State Bank of India	140.00	Crisil BBB/Stable
18	Term Loan	Paul Merchants Finance Private Limited	64.90	Crisil BBB/Stable
19	Term Loan	City Union Bank Limited	67.70	Crisil BBB/Stable
	Total		1700.00	

& *Overdraft is as per sanctioned amount*

^ *Interchangeable with short term bank loan facility*

Our Strengths

1. Established Brand with Focused Geographic Presence

Over the years, we have built a reputation for transparent practices, prompt service delivery, and customer-centric engagement, which has enabled us to develop long-standing relationships with our customers. Our focus on reliability, responsiveness, and consistent service standards has contributed to repeat business and customer referrals. We believe our branch presence and service standards provide us with a competitive advantage in our operating geographies.

We have established a strong presence in our key operating geographies across the gold loan and home loan segments. We operate through a network of 88 branches across North India. Our physical presence enhances customer accessibility, supports local market understanding and facilitates efficient loan origination, verification and collection processes. Our branch-led model also strengthens customer engagement, particularly in secured lending segments such as gold loans, where proximity and trust play a significant role. Delhi NCR (31 branches) and Rajasthan (33 branches) together account for approximately 73% of our owned loan portfolio by outstanding value as of March 31, 2026, reflecting our concentrated but deep market presence in these geographies.

The table below sets out our state-wise portfolio as of March 31, 2026:

State	No. of Branches	Owned Portfolio		Managed Portfolio	
		No. of Loans	Amount O/s (in Rs million)	No. of Loans	Amount O/s (in Rs million)
Delhi	31	21,071	3,232.31	143	448
Haryana	4	2,334	519.25	26	101
Madhya Pradesh	11	1,338	144.33	-	-
Rajasthan	33	4,421	555.75	-	-
Uttar Pradesh	9	4,787	680.74	64	176
Total	88	33,951	5,132.37	233	725

Note: Managed Portfolio is the part of our total loan portfolio that has originated in partnership under a co-lending arrangement as per RBI's Co-Lending Model framework

** The outstanding loan amounts are on gross basis.*

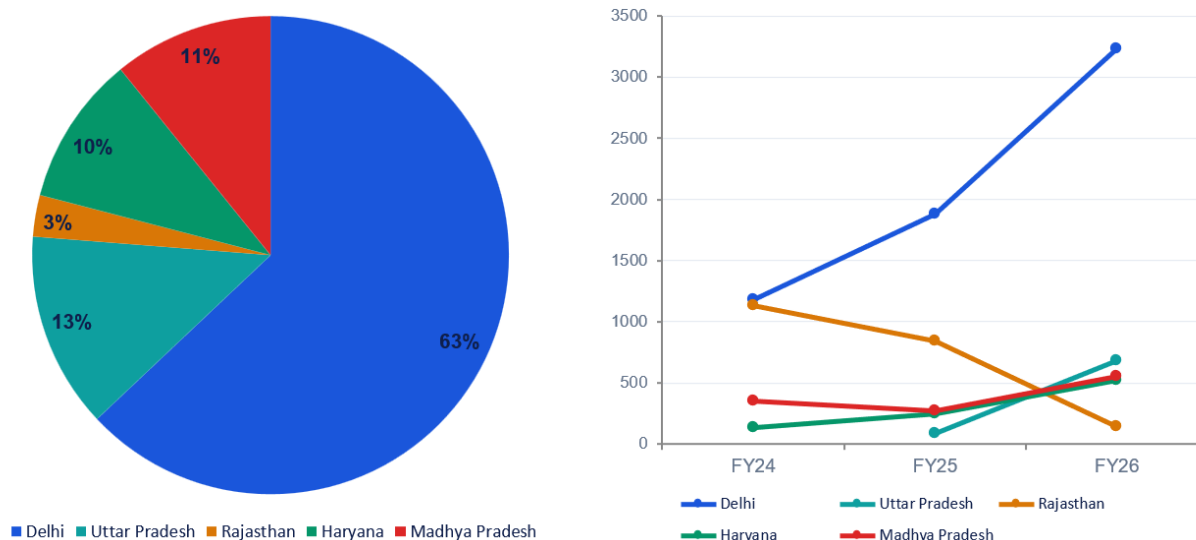
The following table reflects our state-wise AUM as at March 31, 2026. The disclosure provides an overview of the geographical distribution of the Company's lending portfolio and reflects the extent of business operations across various states. The AUM figures represent the outstanding principal portfolio managed by the Company as of the reporting date.

Particulars	Mar-24		Mar-25		Mar-26	
	No. of Loans	Amount (₹ million)	No. of Loans	Amount (₹ million)	No. of Loans	Amount (₹ million)
Delhi	11,421	1177.02	17,948	1876.11	21,071	3,232.31
Haryana	659	130.59	1,598	248.00	2,334	519.25
Rajasthan	6,353	1,135.72	5,484	841.71	1,338	144.33
Madhya Pradesh	2,207	347.71	2,059	268.75	4,421	555.75
Uttar Pradesh	-	-	1,198	83.26	4,787	680.74
Total	20,640	2,791.04	28,287	3,317.83	33,951	5,132.37

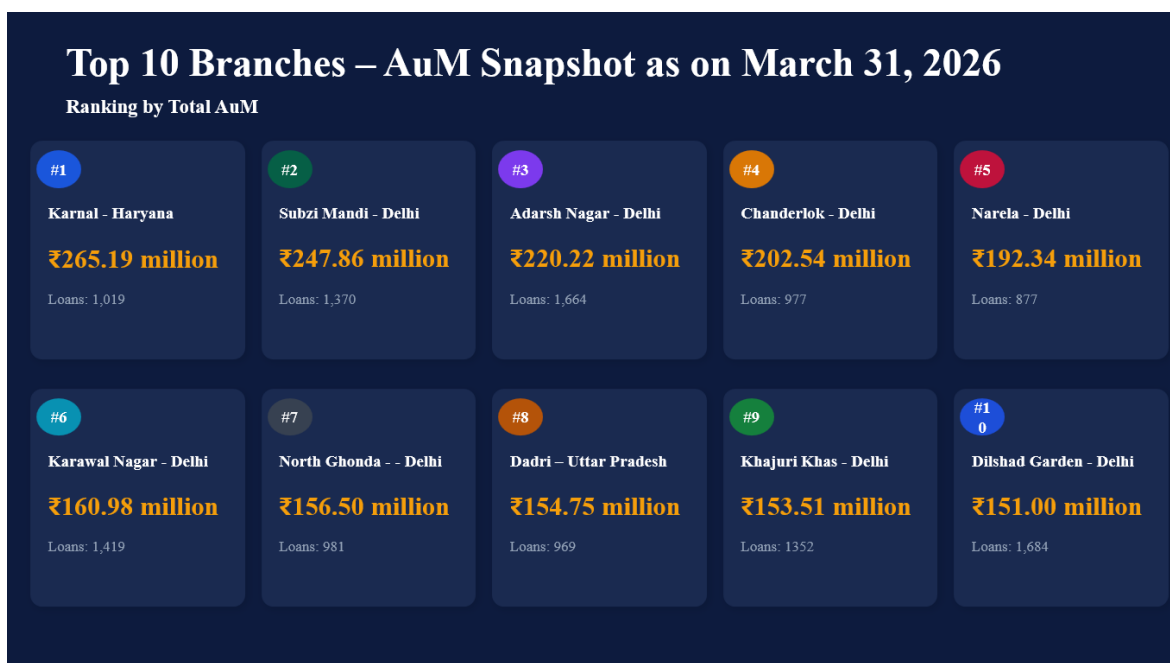
Following is the state-wise AUM Distribution for the year ended March 31, 2026:

State-wise AuM Distribution – FY 2025-26

Total AuM: ₹5132.37 Million | 5 States



The table below presents a snapshot of the Company's top 10 branches by AUM as of March 31, 2026, along with their gross loan portfolio, number of active loans, and year-on-year growth, highlighting the scale and performance of key branch locations:



2. Strong Asset Quality and Risk Management Framework

We follow a structured credit assessment and collateral evaluation process supported by defined underwriting policies and periodic portfolio reviews. Our risk management framework includes prudent loan-to-value ratios,

borrower eligibility checks and ongoing monitoring of repayment behaviour. This disciplined approach to credit selection and risk mitigation has contributed to a consistent improvement in our asset quality, with Gross NPA (as % of AUM) declining from 1.13% in FY2024 to 0.67% in FY2025, and Net NPA (as % of AUM) declining from 0.78% in FY2024 to 0.46% in FY2025, before settling at 0.79% and 0.58% respectively in FY2026. These measures have contributed to maintaining controlled levels of gross non-performing assets (GNPA) and net non-performing assets (NNPA).

As of March 31, 2026, our portfolio at risk over 30 days (“PAR 30+”) was 3.12% and our collection efficiency for the month was 89.48% reflecting the efficacy of our collections framework. Our collection strategy combines pre-due date digital reminders through our mobile application, tele-calling follow-ups and branch-level field visits, with the intensity of intervention calibrated to the stage of delinquency.

As of March 31, 2026, 99.22% of our total disbursements were made on a cashless basis, and 98.58% of our interest and principal collections were received through digital payment channels, reflecting the high degree of digitisation in our collections infrastructure.

Following is the percentage of Gross NPAs and Net NPAs for the respective periods:

Particulars	FY2026	FY2025	FY2024
Gross NPA (As % of AUM)	0.79%	0.67%	1.13%
Net NPA (As % of AUM)	0.58%	0.46%	0.78%

3. *Technology-Enabled Operations*

Our Company’s operations are supported by a robust and scalable technology infrastructure that enables efficient execution across the lending lifecycle, including customer onboarding, credit appraisal, loan processing, disbursement, and servicing. Our technology-driven systems facilitate streamlined workflows, reduce manual intervention, and enable faster turnaround times, thereby enhancing overall operational efficiency. We have implemented standardized and digitized underwriting processes supported by automated data capture and centralized monitoring systems, which ensure consistency in credit evaluation and provide real-time visibility into key operational and portfolio metrics. This enables effective supervision, timely decision-making, and improved portfolio management.

Our digital platforms also provide customers with convenient access to loan-related services, including repayment and support functionalities, thereby enhancing customer experience and engagement. Further, our technology infrastructure supports comprehensive management information systems (MIS) and data analytics capabilities, enabling us to monitor portfolio performance, identify trends, and strengthen risk management practices. The scalability of our systems allows us to expand our operations efficiently without a commensurate increase in costs. Our continued focus on technology adoption strengthens our operational capabilities, enhances internal controls, and supports sustainable business growth.

4. *Experienced Management Team with a Demonstrated Track Record of Growth and Profitability*

Our Company is led by an experienced management team with significant expertise in retail secured lending, credit underwriting, risk management and financial services. The leadership team is headed by Gopal Bansal, Managing Director and Chief Executive Officer, a Chartered Accountant with over 23 years of experience in finance and corporate management and strategic leadership. Under his leadership, the Company has focused on disciplined growth, prudent lending practices and strengthening its operational framework.

The senior management team also includes Sunita Bansal, Director, who has over 26 years of experience in human resources and organizational development, Ashish Bansal, Non-Executive Director, a Chartered Accountant with experience in finance, taxation and underwriting, and Kriti Suri, Whole-time Director, who oversees collections and recovery operations. We believe that the collective experience of our leadership team, coupled with their understanding of local markets and credit evaluation, enables us to scale our operations prudently while maintaining asset quality and supporting our long-term growth strategy.

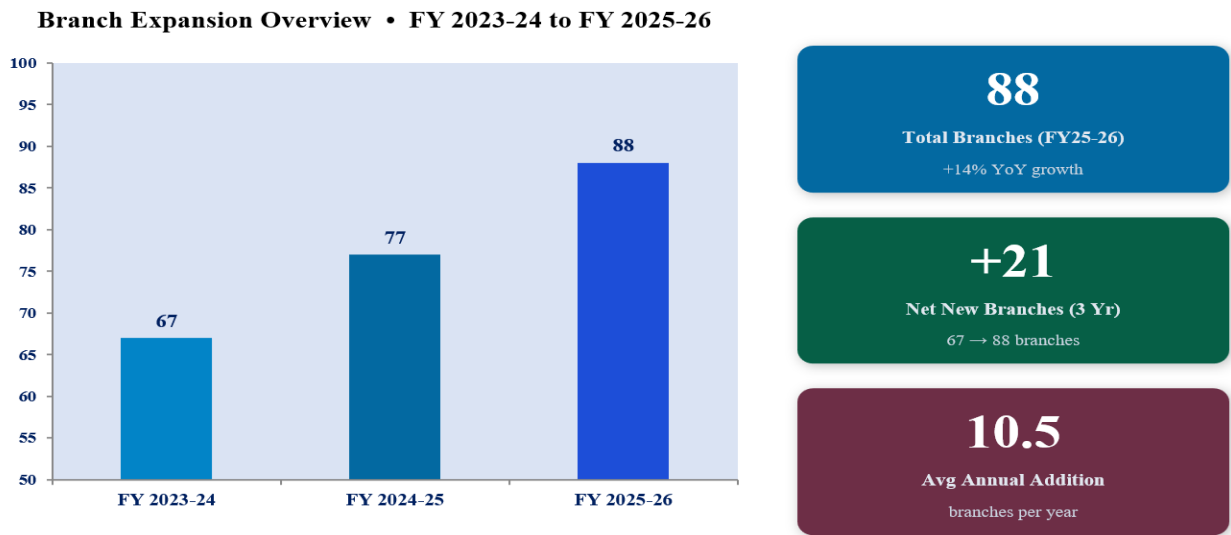
Our Strategies

The key elements of our business strategy are as follows:

1. Expanding our Geographical Reach

We intend to grow our loan portfolio by expanding our branch network into additional geographies. We assess potential markets by analysing demographic, competitive, and regulatory factors, site selection criteria, and growth potential. As of March 31, 2026, we operate 88 branches across four states and one union territories. Our strategy for branch expansion includes further deepening our presence in existing geographies in north and central India as well as entering additional states across India. We intend to target semi-urban and urban markets where access to formal credit is limited either due to eligibility requirements, availability, or cost of credit.

Following diagram depicts details of our branch network:

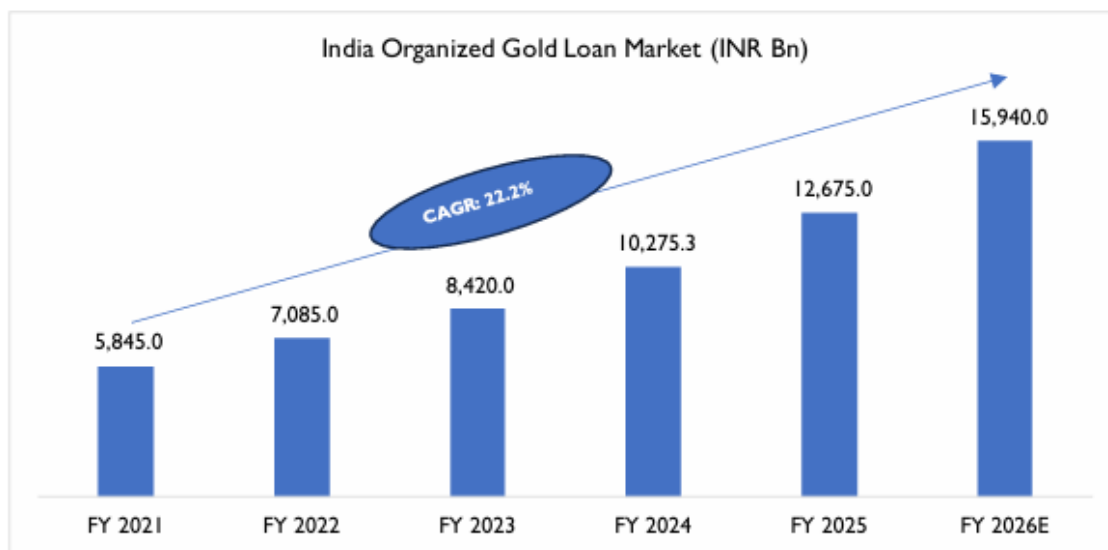


Our branch expansion strategy is intended to support the growth of our lending operations by enhancing our customer reach and strengthening our presence in existing and new geographies. We intend to continue evaluating expansion opportunities based on factors including market potential, customer demand, competitive landscape, regulatory considerations and operational feasibility, while seeking to maintain our risk management framework.

2. Further Growth of our Gold Loan Business

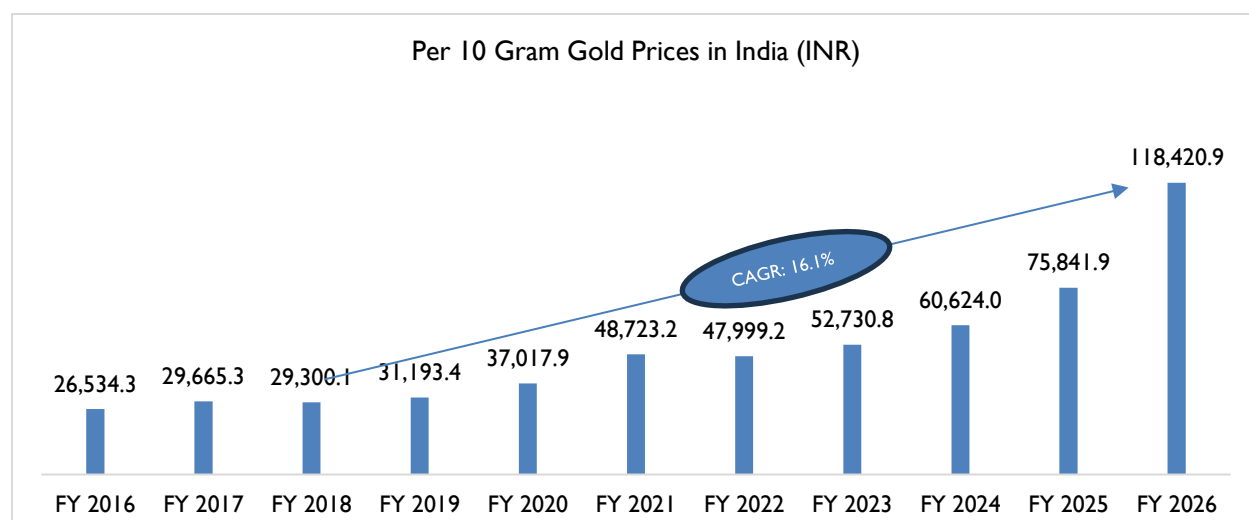
India is among the largest holders of household gold globally, with gold jewellery playing a significant role in savings and cultural practices across income groups. The gold loan market in India provides borrowers with a mechanism to access liquidity against an asset that would otherwise remain idle, without requiring the liquidation of that asset. The organised gold loan market in India is expected to grow, driven by increasing gold prices, financial inclusion initiatives, and the formalisation of lending in semi-urban and urban markets. We intend to capitalise on this opportunity by expanding our branch network, deepening our presence in existing geographies, and strengthening our customer acquisition and retention capabilities.

The Indian organized gold loan market has demonstrated strong and consistent growth, expanding from ₹ 5,845 billion in FY2021 to ₹ 12,675 billion in FY2025. The upward trajectory reflects increasing consumer preference for gold loans as a convenient and quick source of secured credit, particularly among small businesses and rural households. The market is expected to accelerate further, reaching an estimated ₹ 15,940 billion in FY2026E, indicating a sharp increase in momentum with a CAGR of 22.2% (*D&B Report*).



Source: Primary Research, D&B Estimates

Further, the organized gold loan market in India has witnessed increasing traction, supported by the dual factors of sustained appreciation in gold prices and the continuous perception of gold as a reliable store of value. Over the past decade, domestic gold prices have demonstrated a strong upward trajectory, rising from approximately ₹ 26,534.30 per 10 grams in FY 2016 to ₹1,18,420.90 per 10 grams in FY 2026, reflecting an increase in approximately 346% during the period, translating to a compound annual growth rate (CAGR) of approximately 16.1%. This substantial appreciation has meaningfully strengthened the collateral base available with households, enabling higher loan-to-value (LTV) eligibility and encouraging borrowers to monetise gold holdings rather than liquidate them outright. As a result, gold-backed lending has emerged as a preferred avenue for accessing short-term liquidity, particularly among retail borrowers, MSMEs, and the informal sector (*D&B Report*).



(Source: D&B Report)

We have strategically positioned our core gold loan business to capitalize on secured lending segments, and our financial performance over recent years reflects a business that is gaining meaningful momentum in line with broader industry tailwinds. We have delivered consistent and accelerating performance in our gold loan portfolio, with Our Gross AUM has grown at a compound annual growth rate (“CAGR”) of 36.56% between Fiscal 2024 and Fiscal 2026, reaching ₹5,204.90 million as of March 31, 2026, compared to ₹2,791.04 million as of March 31, 2024. Our Profit After Tax (“PAT”) has grown at a CAGR of 33.41% over the same period, from ₹121.48 million in Fiscal 2024 to ₹216.30 million in Fiscal 2026. Revenue from Operations growing from INR 633.35 million in FY2024 to INR 711.12

million in FY2025 and further to INR 846.09 million in FY2026, of which interest from Gold Loan comprises of 27.77%, 42.57% and 64.12% respectively, reflecting a growth of approx. 12.3% during FY 25 and approx. 19% during FY 26.

As of March 31, 2026, our outstanding gross loan book stood at ₹5,132.37 million, of which our gold loan portfolio constituted 84.77% of the total outstanding gross loan book, reflecting our strategic concentration in secured, collateral-backed retail lending and underscoring the centrality of gold loans within our overall business model. Our active customer base has grown to 33,951 loan accounts as of March 31, 2026, serviced through our network of 88 branches, with an average gold loan ticket size of ₹0.16 million per account, reflecting our deliberate focus on small-ticket, short-tenure lending to retail borrowers. The growth of our gold loan portfolio has been underpinned by two structural and enduring demand drivers. First, the sustained appreciation in domestic gold prices over recent years has materially enhanced the collateral value of gold jewellery pledged by our borrowers, enabling higher loan-to-value eligibility and supporting growth in average ticket sizes, which has contributed positively to our AUM per branch and per customer. Second, the persistent credit gap among India's formally underserved population, wherein a significant proportion of credit-eligible individuals continue to lack meaningful access to formal financing channels, has created a large, deep, and expanding addressable market for our collateral-backed and accessibility-driven gold loan product, particularly across the semi-urban and urban geographies in which we have strategically focused our branch-level distribution and customer acquisition efforts.

The following table provides details of our total outstanding gross loan book and the share of our gold loan portfolio as a percentage of our total loans, for the periods indicated:

<i>(₹ in million)</i>			
Particulars*	March 31, 2026	March 31, 2025	March 31, 2024
Total Loans	5,132.37	3,317.83	2,791.04
Gold Loans	4,350.78	2,105.21	1,156.92
Gold Loans as a % of total loans	84.77%	63.45%	41.45%

* On gross basis

The Reserve Bank of India ("RBI") introduced a revised gold loan framework (effective April 2026) that replaces the earlier uniform loan-to-value ("LTV") cap with a tiered structure. Under this, borrowers can avail up to 85% LTV for loans up to ₹0.25 million, 80% for loans above ₹0.25 million and up to ₹0.5 million, and 75% for loans above ₹0.5 million, thereby improving credit access for small borrowers. This policy aims to balance financial inclusion with systematic risk control, especially as gold loans have grown significantly in recent years (*D&B Report*).

We believe that this revised gold loan framework, is expected to positively and directly benefit our business, given the predominantly small-ticket nature of our gold loan portfolio. With an average gold loan ticket size of ₹0.16 million per account as of March 31, 2026, a significant proportion of our outstanding gold loan accounts falls within the ₹0.25 million and below category, which under the revised tiered LTV framework now qualifies for an enhanced LTV of up to 85% as compared to the earlier uniform cap of 75%. While the revised framework permits higher LTVs for eligible loan categories, we have historically followed, and currently continue to follow, a prudent and conservative lending approach with a maximum LTV of 75% across our gold loan portfolio. Notwithstanding our existing LTV practices, we believe the enhanced regulatory ceiling provides greater operational flexibility and creates an opportunity to support customers who may require higher credit availability against the same quantum of pledged gold collateral, subject to our internal credit policies and risk management framework. Accordingly, the revised framework may enhance customer borrowing capacity, strengthen customer acquisition and retention, support growth in average ticket sizes, and contribute to higher disbursement volumes across our branch network over time.

We are focused on building a process-driven organisation with a culture of compliance, audit, and risk management. Our processes have been standardised with the objective of providing consistent service quality, and we have implemented digitisation across our operational processes to improve turnaround times and reduce the incidence of errors. Our risk management procedures are integrated across our business operations to ensure continuous measurement and monitoring of the risks to which we are subject. The risk management model involves management control at the business entity level, risk control and compliance oversight functions, and independent audit and

assurance functions. We intend to continue improving our operating processes and risk management systems to better manage the risks inherent to our business.

3. *Continue to Invest in Technology and Digitisation*

As retail lending needs a high degree of efficient operations and automation to reduce turnaround time, we have our own proprietary system for loan processing and booking. Our gold loan application system has been built in-house by leveraging the expertise of the business and technology teams. We regularly update our systems and continue to streamline our credit approval, administration and monitoring processes to meet customer requirements and maintain our risk profile. We continue to focus on developing and strengthening our technological capabilities to support our growth and improve the quality of our services.

4. *Continue to attract, train and retain talented employees*

Our people are our most valuable asset, and we believe that the expertise, dedication, and customer-centric approach of our employees have been, and will continue to be, instrumental in driving the growth and success of our business. As a branch-led, relationship-driven lending institution operating across semi-urban and urban geographies, the quality and commitment of our frontline workforce including our branch managers, gold appraisers, and customer service personnel is central to delivering a consistent, trustworthy, and efficient gold loan experience to our customers. We recognize that attracting, retaining, and continuously developing our human capital is a key strategic priority, and we intend to continue investing in structured recruitment processes, comprehensive training programs, and leadership development initiatives to ensure that our employees are equipped with the technical knowledge, regulatory awareness, and customer engagement capabilities required to excel in their roles. See "*Risk Factors 48 – Our business depends substantially on the efforts of our Key Managerial Personnel, members of our Senior Management, and failure to attract or retain such persons could adversely affect our business, results of operations, cash flows and financial condition.*" on page 52 for further details.

We are committed to fostering a holistic organizational culture that promotes integrity, shared purpose, and efficient operations across all levels of our organization. Our culture is anchored in the principles of responsible growth, prudent risk management, and a strong focus on customer service ensuring that as we scale our operations and deepen our presence across new geographies, the quality of our customer experience and the integrity of our operations are not compromised. We intend to continue embedding this culture across our organization as we grow, with the objective of building a franchise that creates value for our customers, employees, partners, and the communities we serve.

5. *Continue to diversify our borrowings profile to optimise our borrowing costs*

As we continue to grow and scale our loan portfolio, we aim to further diversify our funding sources by enlarging and deepening our lender base in order to optimise both our leverage levels and our overall cost of borrowings, and in turn, enhance the price competitiveness of our lending products and improve our Net Interest Margins. As of March 31, 2026, we have established borrowing relationships with 32 lenders, comprising 2 public sector banks, 4 private sector banks and 26 other financial institutions and NBFCs. Our borrowings currently comprise term loans from banks and financial institutions and non-convertible debentures, and we intend to continue to broaden our liability base by deepening our existing banking relationships, onboarding new lenders and selectively accessing capital market instruments to diversify our funding mix. We believe that a well-diversified borrowing profile, comprising both bank borrowings and market-linked instruments such as NCDs, will reduce our dependence on any single source of funding, extend the tenor of our borrowings, and provide greater flexibility in managing our asset-liability position across all time buckets. We will continue to maintain a prudent approach towards asset and liability management to mitigate liquidity risks and ensure that our funding profile remains well-matched to the tenor and nature of our gold loan assets. As we grow in scale and demonstrate a consistent track record of financial performance and asset quality, we also intend to pursue credit rating upgrades, which we believe will further enhance our access to diversified and cost-effective sources of funding. We believe that the continued diversification and optimisation of our borrowing profile will be a key enabler of sustainable business growth, improved profitability, and the delivery of competitively priced gold loan products to our customers. See "*Financial Indebtedness*" on page 352 for further details on our borrowings.

Our Products and Services

We were initially registered with the National Housing Bank as a Housing Finance Company. In December 2020, we included the Gold Loans in our product Portfolio, in addition to Home Loans and Loan against Property (LAP). Post March 2024, we have realigned focus to concentrate on growing the gold loan business. We have strategically pivoted our focus towards the gold loan segment, while continuing to service its existing home loan portfolio in the normal course of business. As a result, we applied to RBI for the conversion from a Housing Finance Company (HFC) to a NBFC-ICC. We were granted this conversion and are now a NBFC under Section 45-IA of the RBI Act. Business of company has been expanded to across 4 states and one union territory i.e. Delhi, Uttar Pradesh, Madhya Pradesh, Haryana and Rajasthan-

Our offerings are centered on gold-backed lending, complemented by value-added services that enhance the overall borrowing experience for our customers. Our product suite is structured to address the diverse short-term and medium-term financial requirements of individuals, small business owners, self-employed professionals, and rural and semi-urban households who may have limited access to traditional banking channels.

Gold Loans

Gold Loans constitute the cornerstone of our business and represent our primary lending activity. We provide loans against the pledge of gold as collateral ("Gold Loans") to individuals seeking to meet short-term liquidity requirements arising from personal, domestic, or business-related needs, without requiring them to liquidate their gold holdings. Our Gold Loans are structured as short-term demand loans with a tenure of up to 12 months, unless otherwise approved under specific schemes sanctioned by the Company from time to time. Gold Loans are extended exclusively to individuals who comply with the applicable Know Your Customer ("KYC") requirements as prescribed by the RBI and who furnish the necessary declarations confirming ownership and lawful possession of the gold jewellery offered as security. By combining a collateral-backed lending structure with a streamlined, documentation-light process, our Gold Loan offering is designed to deliver quick, reliable, and transparent access to credit across a broad spectrum of borrowers, including retail individuals, self-employed professionals, small business owners, and urban and semi-urban households who may have limited access to traditional banking channels.

Our Board-approved Credit Policy sets out the parameters governing our Gold Loan product. The minimum loan amount per Customer ID is ₹ 5,000 and the maximum aggregate loan outstanding per Customer ID is ₹ 1,25,00,000 (Rupees One Crore Twenty-Five Lakhs), with a cap of 10 (ten) loan accounts per Customer ID at any point in time. The maximum interest rate chargeable on gold loans shall not exceed 30% per annum. No foreclosure charges are levied by the Company.

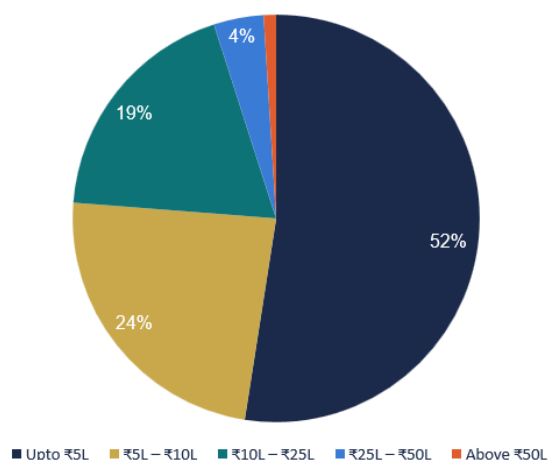
Key Features of our Gold Loan portfolio is as follows:

- (i) **Quick Disbursal:** Our loan processing cycle is designed to be completed on the same day, with the key steps of KYC verification, gold appraisal and valuation, loan approval, and fund disbursement typically concluded within a few hours for standard loan applications. This rapid turnaround makes our gold loans particularly suitable for borrowers with urgent or emergency funding requirements.
- (ii) **Minimal Documentation:** Our streamlined loan application process requires limited paperwork, reducing the time and effort involved for borrowers in accessing credit. We accept simplified documentation including basic identity and address proof, enabling borrowers who may not possess formal income certificates or credit records to avail our services.
- (iii) **Competitive Loan-to-value ratio:** We offer loan amounts in line with the Loan-to-Value norms prescribed by the Reserve Bank of India. We offer up to 75% LTV for gold, which ensures that borrowers receive maximum value against their pledged gold assets.
- (iv) **Flexible Repayment Structures:** We offer multiple repayment options tailored to the financial profiles and income patterns of our borrowers. These include periodic interest servicing with bullet principal repayment at maturity, EMI-based repayment plans, and part-payment facilities, enabling customers to manage their repayment obligations in a manner that aligns with their cash flows.

- (v) **Transparent Pricing:** Our loan offerings are structured with clearly disclosed interest rates, processing charges, and associated fees, with no hidden costs. We are committed to maintaining transparency in all aspects of our lending operations, in line with the fair practices code prescribed by the Reserve Bank of India.
- (vi) **Loan Renewal and Top-Up Facility:** Borrowers whose loan tenures are approaching maturity may avail our loan renewal facility, subject to re-valuation of the pledged gold collateral and compliance with prevailing LTV norms. We also offer top-up loan facilities to eligible borrowers who require additional credit against the same collateral.

Our Loan book for gold loans as of March 31, 2026 is as follows:

Portfolio Distribution by % Outstanding



Particulars	Gross Closing (₹ in million)	No. of Loan Accounts	% Outstanding
Up to ₹ 5.00 lakh	2,284.93	25,926	52%
Above ₹ 5.00 lakh but less than ₹ 10.00 lakh	1,032.37	1,509	24%
Above ₹ 10.00 lakh but less than ₹ 25.00 lakh	827.92	596	19%
Above ₹ 25.00 lakh but less than ₹ 50.00 lakh	175.53	53	4%
Above ₹ 50.00 lakh	30.04	5	1%
Total	4,350.78	28089	100%

Gold Loan Schemes

The Company offers the following Gold Loan schemes through its branch network. Interest rates are annualised and the applicable rate for a given scheme is determined by the repayment period as indicated. All rates are disclosed upfront to the borrower in the loan sanction communication in accordance with the Company's Board-approved Interest Rate Policy and the RBI's Fair Practices Code for NBFCs.

Code	Name	Max Loan Amt (₹ in million)	Min Loan Amt (₹ in million)	LTV (%)	Annual Rate 30 Days	Monthly Rate (%)	Annual Rate 60 Days (%)	Annual Rate 90 Days (%)	Annual Rate Max
1101	M Assure LTV => 5000	3.00	0.005	69	21.96	1.83	24	27	30
1102	M Full LTV => 5000	3.00	0.005	75	23.4	1.95	27	27	30
1103	Q Assure LTV =>5000	3.00	0.005	69	24	2	24	24	30
1104	Q Assure LTV =>50000	3.00	0.05	69	19.32	1.61	24	27	30
1105	M Full LTV => 50000	3.00	0.05	75	21	1.75	24	27	30
1106	M Assure LTV =>100000	3.00	0.1	69	16.2	1.35	22	24	30
1107	Q Assure LTV =>100000	3.00	0.1	69	19.08	1.59	19.08	19.08	30
1108	M Full LTV => 100000	3.00	0.1	75	17.88	1.49	22	24	30
1109	Q Full LTV => 100000	3.00	0.1	75	19.32	1.61	19.32	19.32	30
1110	M Assure LTV =>200000	3.00	0.2	69	15.12	1.26	19	24	30
1111	Q Assure LTV =>200000	3.00	0.2	69	17.88	1.49	17.88	17.88	30
1112	M Full LTV => 200000	3.00	0.2	75	16.56	1.38	19	24	30
1113	Q Full LTV => 200000	3.00	0.2	75	18.48	1.54	18.48	18.48	30
1114	M Assure LTV =>500000	12.00	0.5	69	12.6	1.05	19	24	30
1115	Q Assure LTV =>500000	12.00	0.5	69	15.12	1.26	15.12	15.12	30
1116	M Full LTV => 500000	3.00	0.5	75	13.92	1.16	19	24	30
1117	Q Full LTV => 500000	12.00	0.5	75	16.2	1.35	16.2	16.2	30
1118	Top-up Low PF => 500000	1.20	0.5	69	13.68	1.14	19	24	30

Note: (1) Processing Fees in all Scheme is 0.25% + Gst subject to Maximum limit 10,000/- + GST
(2) Processing Fees in Top-up Scheme is 0.10% + Gst subject to Maximum limit 1,250/- + GST

Gold Loan Schemes - Mobile Application

The Company also offers the following Gold Loan schemes through its proprietary mobile application:

Cod e	Name	Max Loan Amt (₹ in million)	Min Loan Amt (₹ in million)	LTV (%)	Annual Rate 30 Days	Monthly Rate (%)	Annual Rate 60 Days (%)	Annual Rate 90 Days (%)	Annual Rate Max
1077	Mobile App Scheme -1	0.10	0.005	75	24.00	2.00	26.00	27.00	30
1078	Mobile App Scheme -2	0.20	0.10	75	19.92	1.66	24.00	27.00	30
1079	Mobile App Scheme -3	0.50	0.20	75	18.60	1.55	24.00	27.00	30
1080	Mobile App Scheme -4	1.20	0.50	75	15.96	1.33	19.00	24.00	30

Note: (1) Processing Fees in all Scheme is 0.25+ Gst subject to Maximum limit 10,000/- + GST
(2) Processing Fees in Top-up Scheme is 0.10+ Gst subject to Maximum limit 1,250/- + GST

Regulatory Framework Governing our Gold Loan Business

The Reserve Bank of India regulates all entities engaged in lending against gold and silver collateral, including NBFCs. All such regulated entities are required to comply with applicable prudential norms, conduct standards, and guidelines issued by the RBI from time to time, including requirements relating to loan-to-value ratios, collateral valuation and custody, borrower KYC and due diligence, income recognition and asset classification, liquidity management, and oversight of outsourced service providers and business correspondents.

In November 2025, the RBI issued a comprehensive suite of Master Directions applicable to NBFCs under the Scale Based Regulation framework, effective November 28, 2025. The key directions governing our gold loan operations include, among others: (i) the RBI (Non-Banking Financial Companies – Credit Facilities) Directions, 2025 (DOR.CRE.REC.266/07-01-008/2025-26) ("CF Directions"), which consolidate prudential norms applicable to gold and silver collateral lending, including LTV ceilings, collateral eligibility, valuation methodology, and pledging limits; and (ii) the RBI (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025 (DOR.MCS.REC.No.281/01-01-039/2025-26) ("RBC Directions"), which govern conduct standards, assaying and certification procedures, documentation, auction norms, and collateral return timelines. These directions, together with the other Master Directions issued in November 2025, including those relating to income recognition, asset classification and provisioning, asset-liability management, management of outsourcing risks, and KYC and anti-money laundering, collectively constitute the regulatory framework applicable to our gold loan business (together, the "Applicable Directions"). The Applicable Directions consolidate and supersede prior regulatory guidance on gold loan prudential norms and conduct standards.

Pursuant to a Board resolution dated March 30, 2026, the Company has aligned its gold loan policies, procedures, and product structures according to the applicable RBI Directions.

Our Company accepts gold jewellery and ornaments of a minimum purity of 18 carats and up to 22 carats as eligible collateral. The minimum net gold weight accepted for pledge is 1 gram. Gold coins accepted as collateral are subject to a maximum of 50 grams per customer. Only the intrinsic value of the gold content is considered for valuation; no value is assigned to workmanship, embedded stones, or non-gold decorative elements. The Company does not accept primary gold, gold bars, gold biscuits, items of temples or religious institutions, items where ownership cannot be established, or any collateral category otherwise prohibited under the CF Directions or our Board-approved Credit Policy.

Valuation and Loan-to-Value Framework

The loan amount sanctioned is determined based on the intrinsic value of the gold jewellery pledged, assessed by reference to the purity and net weight of the ornaments after deducting the weight of stones, mounts, and other non-gold materials embedded therein. The valuation is conducted by trained in-house gold assayers using standardised assaying protocols in accordance with the Company's internal appraisal guidelines / policy across all branches of the Company. The appraisal process is conducted in the presence of the borrower to ensure transparency in valuation and weight determination. Upon acceptance of the collateral, the Company issues a certificate to the borrower on its letterhead specifying the purity (in carats), gross weight, net gold weight, deductions applied, an image of the pledged collateral, and the value attributed to the collateral for the purpose of determining the loan amount, in accordance with the RBI directions and the Credit Policy of our company.

For the purpose of valuation, the Company references the lower of: (i) the 30-day average closing price of gold of the relevant purity as published by the India Bullion and Jewellers Association Limited ("IBJA"); or (ii) the previous day's closing price published by IBJA, with appropriate downward adjustments applied where the purity of the pledged gold is lower than 22 carats.

In accordance with the Gold Collateral Directions, the Company has to maintain a tiered maximum loan-to-value ("LTV") ratio based on the sanctioned loan amount, as set out below:

Sanctioned Loan Amount	Maximum Permissible LTV
Up to ₹ 2,50,000	85%

Sanctioned Loan Amount	Maximum Permissible LTV
Above ₹ 2,50,000 and up to ₹ 5,00,000	80%
Above ₹ 5,00,000	75%

Our company only offers a maximum LTV of 75% for all sanctioned loan amounts. The LTV ratio is maintained on an ongoing basis throughout the tenor of the loan. In the case of bullet repayment loans, the LTV calculation takes into account the total amount repayable at maturity, comprising both principal outstanding and accrued interest, and not merely the principal disbursed. In the event of a breach of the applicable LTV ceiling, the Company's Board-approved Gold Loan Policy sets out the remedial measures to be taken, including notice to the borrower and, if unresolved, initiation of the auction process in accordance with the Company's Auction Policy and the Gold Collateral Directions. The Gold Collateral Directions also apply to top-up loans and renewals, which are permissible only within the applicable LTV ceiling, subject to the loan being classified as standard, and in the case of bullet repayment loans, only after payment of any accrued interest. Top-ups and renewals are identifiable as such in the Company's loan processing system.

In accordance with the RBC Directions, the assaying of the gold jewellery offered as collateral is conducted in the presence of the borrower at the relevant branch of our Company. The borrower is present throughout the appraisal process, from the physical examination and weighing of the ornament to the issuance of the collateral certificate. In accordance with the CF Directions, the aggregate weight of collateral accepted from a single borrower across all outstanding loans with our Company is subject to the following limits: gold ornaments not exceeding 1 kilogram and gold coins- not exceeding 50gms.

Documentation, Security and Custody

The Company follows standardised documentation, credit assessment, and KYC procedures for sanctioning Gold Loans. The pledged jewellery is appraised to determine purity and net weight, with deductions applied for stones and other non-gold materials. The pledged gold jewellery is stored in a strong room or FBR-approved safe after secure packing, which comply with the Company's internal security standards and applicable regulatory requirements. Each packet corresponds to a single loan account; commingling of Collateral from different loans is strictly prohibited. The gold jewellery held in custody at the Company's branches is comprehensively insured against theft, burglary, and other specified perils under policies maintained with licensed insurance companies.

In accordance with the RBC Directions, the handling, weighing, appraisal, and storage of pledged gold jewellery is carried out exclusively by employees of our Company within our branch premises. All employees have a minimum of 2 years of experience in gold testing in gold loan industry. They are also trained on gold purity assessment methods upon induction. Refresher programmes are conducted periodically. We do not engage third parties, outsourced service providers, or business correspondents for the physical handling of pledged collateral.

Our Company does not re-pledge, re-hypothecate, or otherwise encumber gold jewellery received as collateral from borrowers. All pledged gold is held exclusively in our custody for the benefit of the relevant borrower until the loan is repaid or the collateral is auctioned in accordance with applicable procedures, as required under the CF Directions.

Pledged gold jewellery is not transported between locations, except in circumstances permitted under the RBC Directions, namely upon branch closure or shifting, or for the purpose of auction. Any permitted movement of pledged collateral is conducted with appropriate security measures and documentation in accordance with applicable regulatory requirements.

In accordance with the RBC Directions, our Company issues a Key Facts Statement ("KFS") document to each borrower before disbursement of a gold loan. The KFS discloses, in a standardised format, all material terms of the loan including the annual percentage rate of interest, applicable fees and charges, the repayment schedule, and the consequences of default, including our right to initiate auction of the pledged collateral.

Collateral Release

Upon receipt of full repayment of all outstanding principal, interest, and charges, our Company releases the pledged gold jewellery to the borrower on the same day. In cases where same-day release is not operationally feasible, the pledged collateral is released within a maximum of 3 working days from the date of full repayment, in accordance with the RBC Directions and our company's credit policy. Release of pledged collateral will be made only after verification of the borrower's signature, original KYC documents, and the original pawn ticket/pledge certificate. If the pawn ticket is lost, a duly executed indemnity bond on stamp paper of appropriate value must be obtained before release. In the case of a deceased borrower, the Collateral will be delivered to legal heirs in accordance with the Company's deceased loan settlement procedures.

Where a borrower has fully repaid all outstanding dues but has not collected the pledged gold jewellery within 2 years of the repayment date, the collateral is classified as unclaimed collateral in accordance with the RBC Directions. Our Company also has policy to undertake special drive to ascertain the whereabouts of the borrower(s) / legal heir(s) in respect of any unclaimed gold collateral. A report on unclaimed gold collateral shall be put up to the Board, at six-month intervals for a review. However, in the past, there were no such instances of unclaimed gold.

Credit Assessment and Borrower Declarations

We follow a structured credit assessment process for each Gold Loan application that is anchored in collateral evaluation and supported by borrower-level due diligence, in accordance with our Board-approved Credit Policy and the Gold Collateral Directions. As part of the application process, we obtain mandatory written declarations from each borrower confirming (i) sole and rightful ownership of the pledged gold collateral and the lawful source of its acquisition (whether by purchase, inheritance or gift), (ii) the absence of any claim, dispute, lien, encumbrance, litigation or third-party interest in respect of the pledged collateral, (iii) the genuineness of the pledged collateral and the absence of any counterfeit or forged items, (iv) annual income, occupation and source of income, and (v) the intended end-use of the loan, which shall not be for any speculative, prohibited or non-compliant purpose, including the purchase of gold in any form. Each borrower further provides an indemnity to our Company in respect of any loss, charge or legal cost arising from spurious gold, ownership disputes or any misrepresentation in the declarations. In accordance with the Gold Collateral Directions, we do not sanction a loan where the ownership of the pledged collateral is doubtful.

In addition to collateral appraisal carried out through approved assaying methods at the time of pledge, we assess the borrower's repayment capacity based on declared income, occupation, source of repayment, existing obligations and repayment history, so that collateral value is not the sole basis for sanction wherever enhanced assessment is warranted. We may obtain credit bureau reports as part of this assessment, particularly in cases of balance transfer, higher-value loans or accounts with adverse repayment history, with the quantum of loans subject to credit history evaluation determined by our Board from time to time. For higher-value loans where aggregate borrower exposure exceeds internally prescribed thresholds, we undertake enhanced due diligence covering the source of repayment, aggregate indebtedness and overall borrower profile, and multiple or frequent sanctions of loans against eligible collateral to the same borrower above a Board-approved threshold are subjected to closer examination under our anti-money laundering ("AML") transaction monitoring framework in accordance with the Gold Collateral Directions. PAN documentation is mandatory for all transactions exceeding ₹ 2,00,000 per individual and ₹ 5,00,000 per customer ID and online PAN verification is undertaken in accordance with applicable RBI guidelines.

Digital Collection and Customer Repayment Platform

Our Company utilises a proprietary mobile application across our Gold Loan operations that supports customer engagement and facilitates efficient collections. Our Gold Loan Officers use the application at the branch level to engage with customers, including by issuing reminders for upcoming interest payments and repayment obligations. The application enables our customers to service their Gold Loan accounts and repay interest and principal through multiple digital payment channels, including the Bharat Bill Payment System ("BBPS"), PhonePe, Paytm, Google Pay and branch-generated QR codes, as well as through conventional banking channels including National Electronic Funds Transfer ("NEFT"), Real-Time Gross Settlement ("RTGS") and Immediate Payment Service ("IMPS"). All repayments are received directly into our Company's designated bank account, without any third-party pass-through or pool account, and any fees payable to our service providers are borne by us directly and are not collected from our

borrowers. We conduct our digital lending operations in compliance with the Reserve Bank of India (Digital Lending) Directions, 2025 and Chapter III (Digital Lending) of the RBI NBFC Credit Facilities Directions, 2025.

Auction Process and Recovery Mechanism

Where a borrower fails to meet their repayment obligations, we may initiate recovery through public auction of the pledged gold collateral in accordance with our Board-approved Credit Policy and the RBI NBFC Credit Facilities Directions, 2025 and RBI NBFC Responsible Business Conduct Directions, 2025 (together, the "Gold Collateral Directions"). Auction is undertaken only as a measure of last resort, after we have exhausted available avenues of persuasive recovery, and is administered by a dedicated Auction Department at our Head Office under the supervision of our Managing Director.

Auction proceedings are initiated for accounts where the loan has not been fully repaid within 60 days after completion of the sanctioned tenure or where the LTV of the loan account breaching the LTV decided by the Company, or where accrued interest remains unpaid for 60 days after the relevant due date and LTV also exceeds the limit specified by the Company. We may also initiate auction prior to completion of tenure where (i) a fall in gold prices depletes the value of security such that continuation of the loan may result in a loss to us, and the borrower fails to remit the shortfall or pledge additional gold on demand to restore the security value in line with the prevailing LTV; or (ii) the pledged collateral is found to be spurious or of materially lower purity upon internal re-verification (including, where necessary, a melt test), subject to prior communication to the borrower, reassessment of the reserve price based on the re-verified purity, and provided no police complaint, criminal case or other legal impediment exists against the borrower. Our Managing Director or the Head of our Auction Department retains discretionary authority to defer specific accounts, at their own instance or on the recommendation of branch management or other competent officers, with reasons recorded in the loan file.

Prior to conducting an auction, the borrower is first given 5 days to pay the outstanding amount through available means of communication; where such communication is not delivered, a public notice of 1 month is issued before initiating the auction process. Thereafter, we serve a minimum 14-day prior written auction notice on the borrower by registered post/speed post/courier with acknowledgement due, together with an SMS, in the local vernacular language, specifying the date and venue of the proposed auction, the outstanding dues (principal, interest and charges) as of the date of notice, particulars of the gold items to be auctioned, and the borrower's opportunity to redeem the pledged collateral before the auction date. Branch-level follow-up by SMS, telephone and personal visits is undertaken in parallel to encourage voluntary repayment, and details of undelivered notices are recorded and retained. Simultaneously, we publish a public auction advertisement in at least two newspapers, one in the local vernacular language and one in a national English-language daily.

The first auction is conducted physically within the same district as the branch holding the collateral, at a reserve price of not less than 90% of the then-current market value of the pledged collateral, through auctioneers approved by our Board on an open-bidding basis. The auction is open exclusively to independent third-party bidders who furnish valid KYC documentation (officially valid document, PAN card and GST registration where applicable) and an Earnest Money Deposit ("EMD"). Our Company and our related parties, sister concerns and group companies are prohibited from participating, whether directly or through any intermediary. An auction shall proceed only where a minimum of two eligible bidders are present; if fewer than two bidders attend or no bid at or above the reserve price is received, the auction is declared unsuccessful and re-initiated with fresh notice and advertisement compliance. On failure of the first auction, subsequent auctions may be conducted in an adjoining district; where two consecutive auctions fail, the reserve price may be reduced to not less than 85% of the then-current market value. EMD of unsuccessful bidders is refunded within 7 working days.

The highest bidder ("H-1") is required to confirm the bid and remit the full bid amount within 2 working days to take delivery of the gold; failing this, the bid stands cancelled (with the Head of the Auction Department empowered to impound part or all of the EMD), and the next-highest bidder may be offered the opportunity to confirm at their bid price on the same terms, and so on in descending order. If all bidders fail to confirm, the auction is cancelled and re-initiated with full notice compliance. EMD of unsuccessful bidders is refunded within 7 working days of the auction. Delivery of gold is made only upon confirmation of full payment realisation, and no loan is extended against the auctioned gold to the winning bidder.

Auction proceeds are appropriated, in order, towards (i) outstanding principal, (ii) accrued interest, (iii) penal charges, and (iv) auction-related expenses and charges (including statutory levies). Any surplus remaining after full appropriation is refunded to the borrower within 7 working days of receipt of the full auction proceeds by account-payee cheque or bank transfer to the borrower's registered bank account, and a post-auction notice itemizing the reserve price, final price realised, dues appropriated and net surplus or shortfall is issued to the borrower within the same period. Any shortfall may be recovered through such proceedings as are available to us under applicable law. Comprehensive records of each auction are maintained by our Auction Department, and the prescribed particulars of auctions conducted are disclosed in our annual report in accordance with the Gold Collateral Directions.

During the financial year ended March 31, 2026, our Company auctioned 1114 Number of loan accounts The outstanding dues on the loan accounts in the financial year 2026 were ₹ 40.02 million, exclusive of GST till the respective date of auction. On auctioning of gold jewellery taken as pledge on these loans, our Company realized ₹ 49.88 million in the financial years 2026.

Home Loans

Home loans cover a range of financing needs, from purchasing flats and constructing houses to extending or renovating existing homes. The pricing of these loans is shaped by the borrower's risk profile, the nature of the product, and prevailing market conditions. These are secured, mortgage-backed loans, with security typically in the form of an equitable or registered mortgage over residential properties.

As of March 31, 2026, Home Loans constituted 14.33% of the Company's consolidated Gross AUM, with an average ticket size of ₹ 0.25 million, a portfolio RoI on outstanding loans of 24.73% and loan tenors extending up to 20 years, with an average tenure of around 70 months, which helps maintain a healthy ALM.

The following table provides details of our total outstanding gross loan book and the share of our home loan portfolio as a percentage of our total loans, for the periods indicated:

<i>(₹ in million)</i>			
Particulars*	March 31, 2026	March 31, 2025	March 31, 2024
Home Loans	735.55	1,131.43	1,506.50
Total Loans	5,132.37	3,317.83	2,791.04
Home Loans as a % of Total Loans	14.33%	34.10%	53.98%

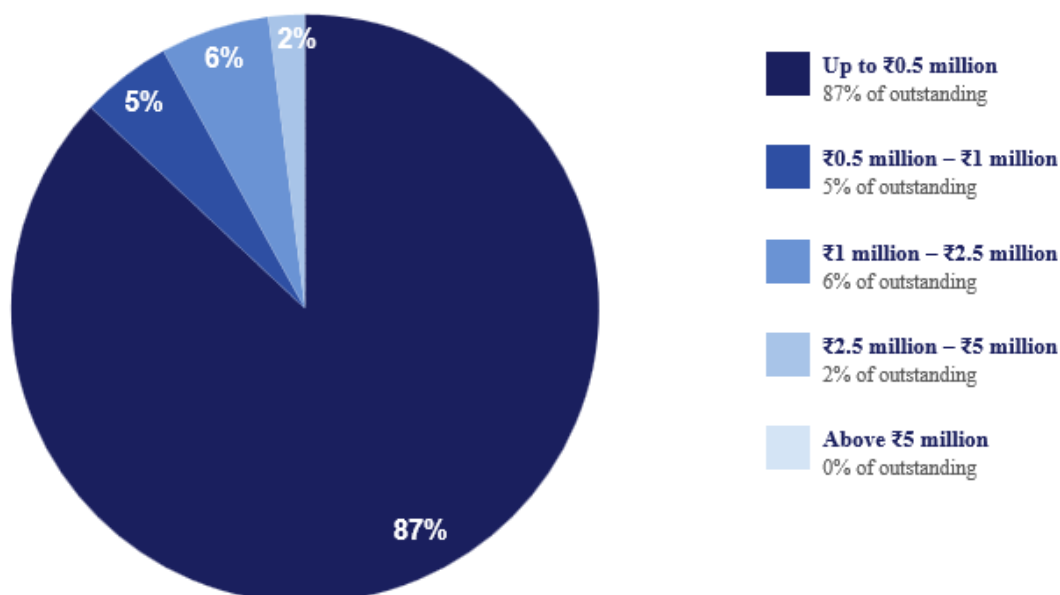
* On gross basis

Our Loan book for home loans as of March 31, 2026 is as follows:

Particulars	Gross Loans (₹ in million)	No. of Loan Accounts	% Outstanding
Upto ₹ 0.5 million	635.99	5,479	87%
Above ₹ 0.5 million but less than ₹ 1 million	40.01	59	5%
Above ₹ 1 million lakh but less than ₹ 2.5 million	46.55	33	6%
Above ₹ 2.5 million but less than ₹ 5 million	13.00	4	2%
Above ₹ 5 million	-		0%
Total	735.55	5575	100%

Share of Gross Loans Outstanding – Home Loans

By ticket size (%)



Loan Against Property (LAP)

The Company has previously extended Loans Against Property ("LAP") secured by a mortgage over commercial or residential properties. As of March 31, 2026, the LAP portfolio constitutes approximately 0.90% of total AUM.

The following table provides details of our total outstanding gross loan book and the share of our home loan portfolio as a percentage of our total loans, for the periods indicated:

<i>(₹ in million)</i>			
Particulars*	March 31, 2026	March 31, 2025	March 31, 2024
Loans against Property ("LAP")	46.04	81.19	127.62
Total Loans	5,132.37	3,317.83	2,791.04
LAP as a % of Total Loans	0.90%	2.45%	4.57%

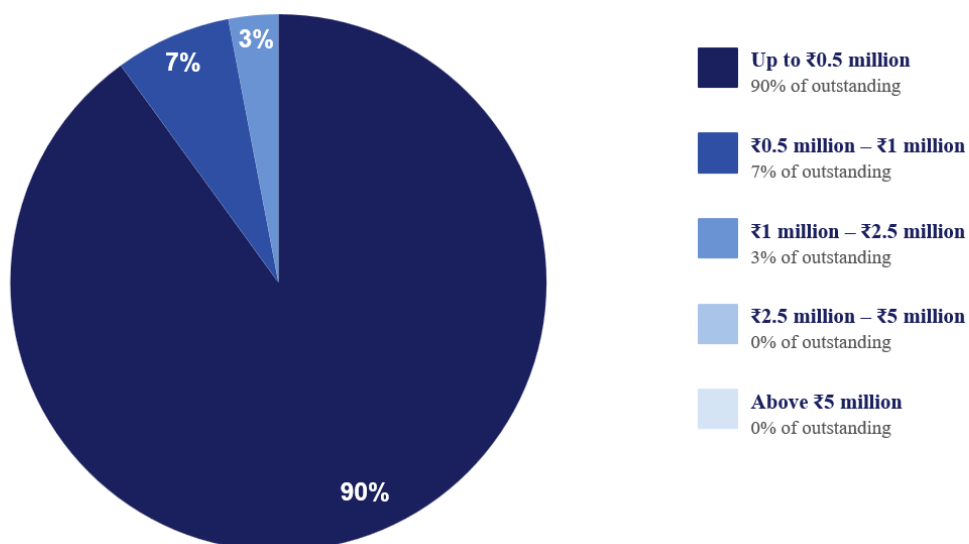
* On gross basis

Our Loan against Property loan book as of March 31, 2026 is as follows:

Particulars	Gross Closing (₹ in million)	No. of Loan Accounts	% Outstanding
Upto ₹ 0.5 million	41.55	282	90%
Above ₹ 0.5 million but less than ₹ 1 million	3.00	4	7%
Above ₹ 1 million lakh but less than ₹ 2.5 million	1.49	1	3%
Above ₹ 2.5 million but less than ₹ 5 million	-	-	-
Above ₹ 5 million	-	-	-
Total	46.04	287	100%

Share of Gross Loans Outstanding – Loans against Property

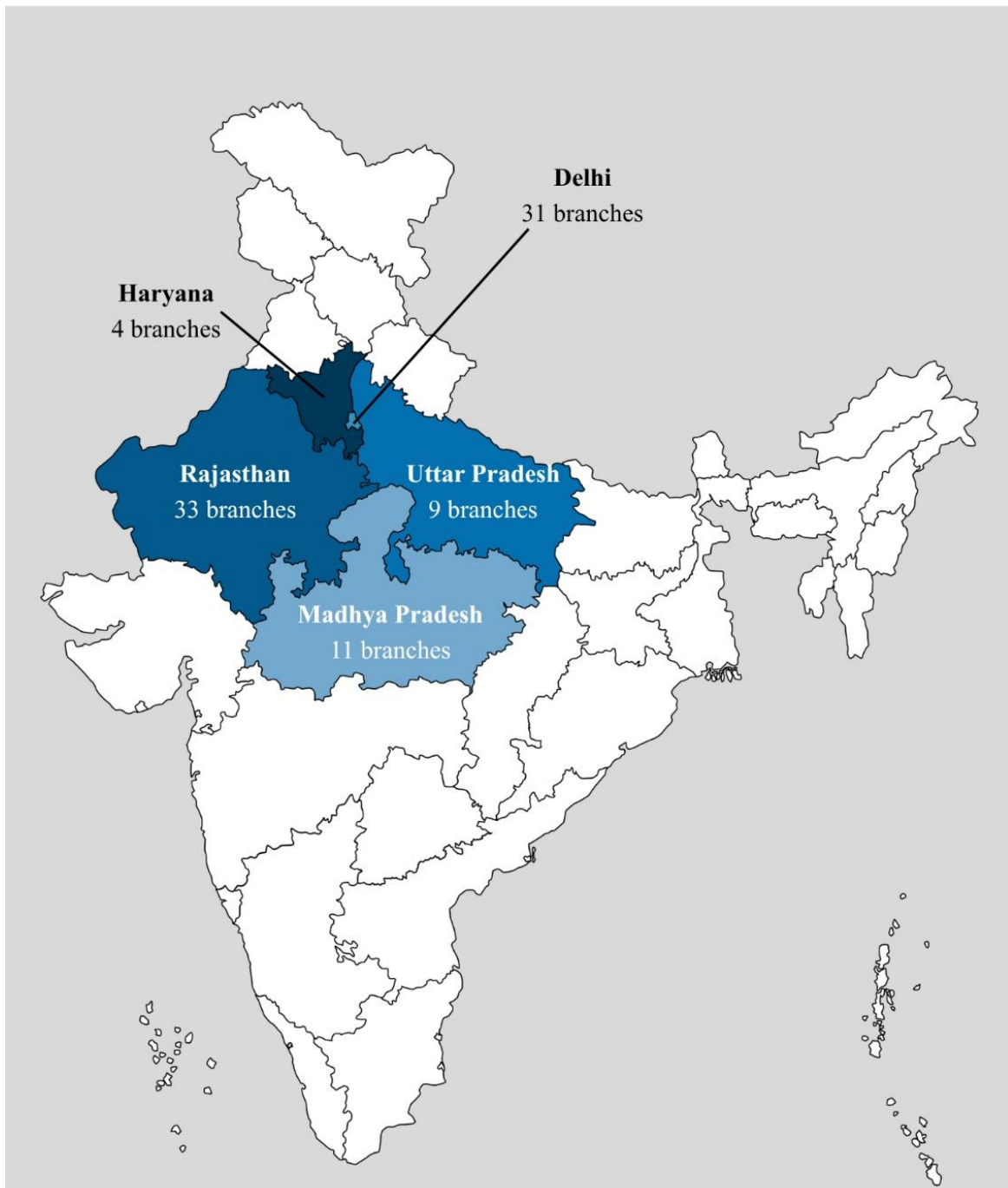
By ticket size (%)



Our Locations

As of March 31, 2026, we operate 88 branches across four states and one union territories, with 31 in the National Capital Territory of Delhi, 4 in Haryana, 11 in Madhya Pradesh, 33 in Rajasthan and 9 in Uttar Pradesh. Our registered office and corporate office are located in Sector-14, Rohini, New Delhi.

The map below illustrates the locations of our branches across India:



The following table sets forth our branch network state-wise:

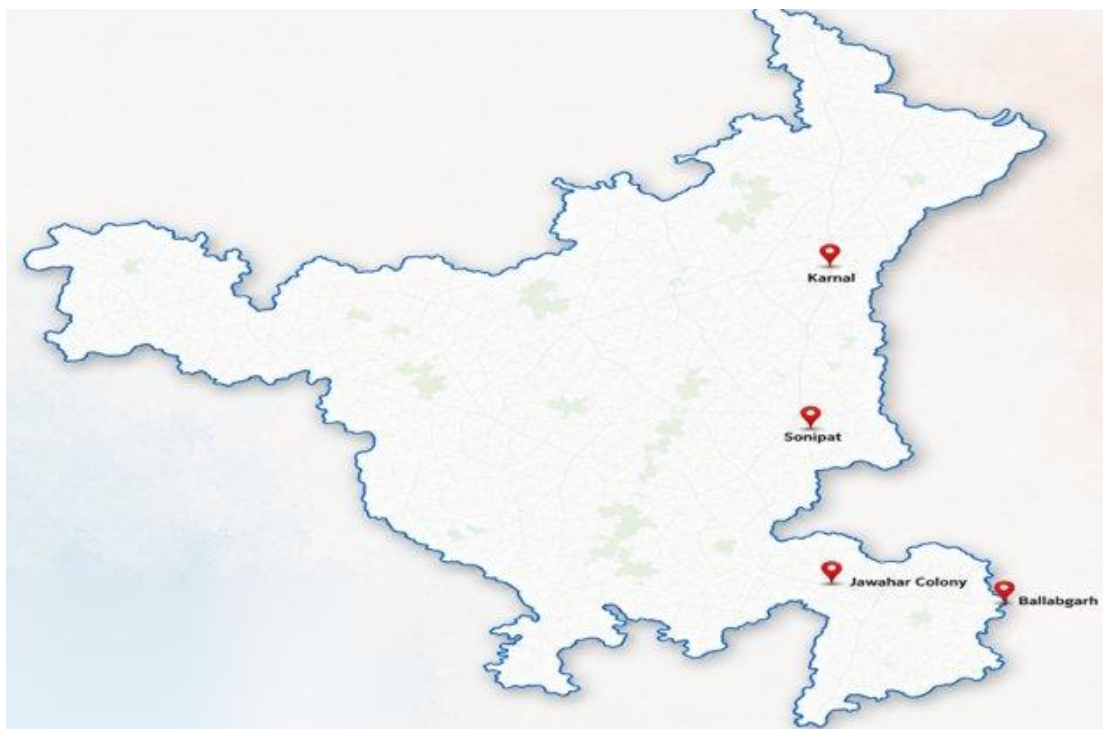
1. Delhi



Sr. No.	State	Branch Name
1	Delhi	Adarsh Nagar
2	Delhi	Adhyapak Nagar
3	Delhi	Chanderlok
4	Delhi	Dilshad Colony
5	Delhi	Hastal
6	Delhi	Karawal Nagar
7	Delhi	Kartar Nagar
8	Delhi	Khajoori Khaas
9	Delhi	Mayur Vihar
10	Delhi	Najafgarh
11	Delhi	Nangloi

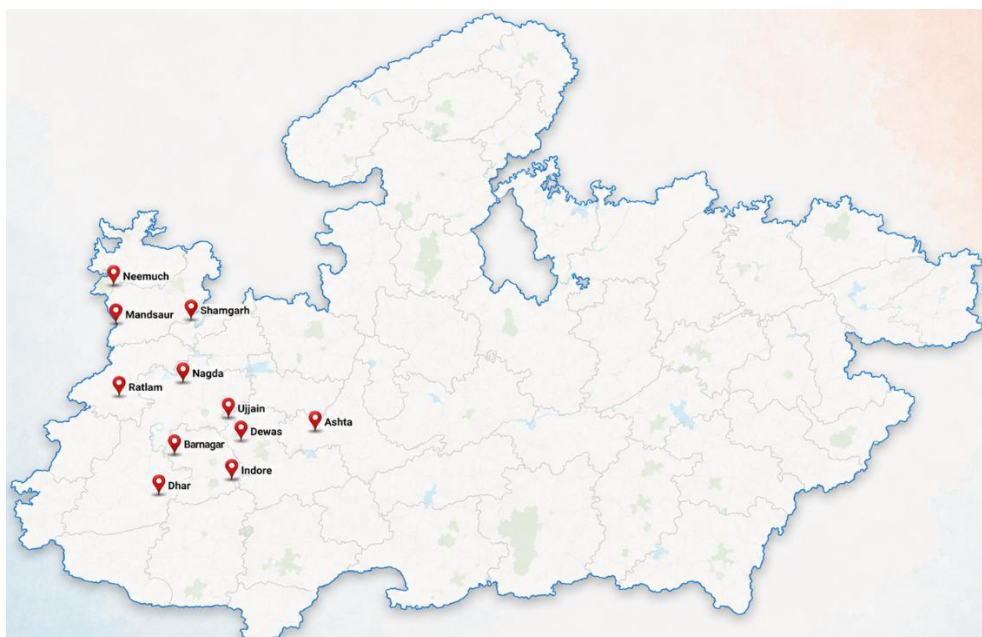
12	Delhi	Narela
13	Delhi	North Gonda
14	Delhi	Rohini Sector 2
15	Delhi	Sabzi Mandi
16	Delhi	Shyam Nagar
17	Delhi	Tri Nagar
18	Delhi	Vishwas Nagar
19	Delhi	Budh Vihar
20	Delhi	Nihal Vihar
21	Delhi	Krishna Nagar
22	Delhi	Bawana
23	Delhi	Rani Bagh
24	Delhi	Dwarka
25	Delhi	Chanchal Park
26	Delhi	Rajan Vihar
27	Delhi	Sangam Vihar
28	Delhi	Mohan Garden, Uttam Nagar
29	Delhi	Durgapuri, Delhi
30	Delhi	Kanjhawla
31	Delhi	Pooth Kalan

2. Haryana



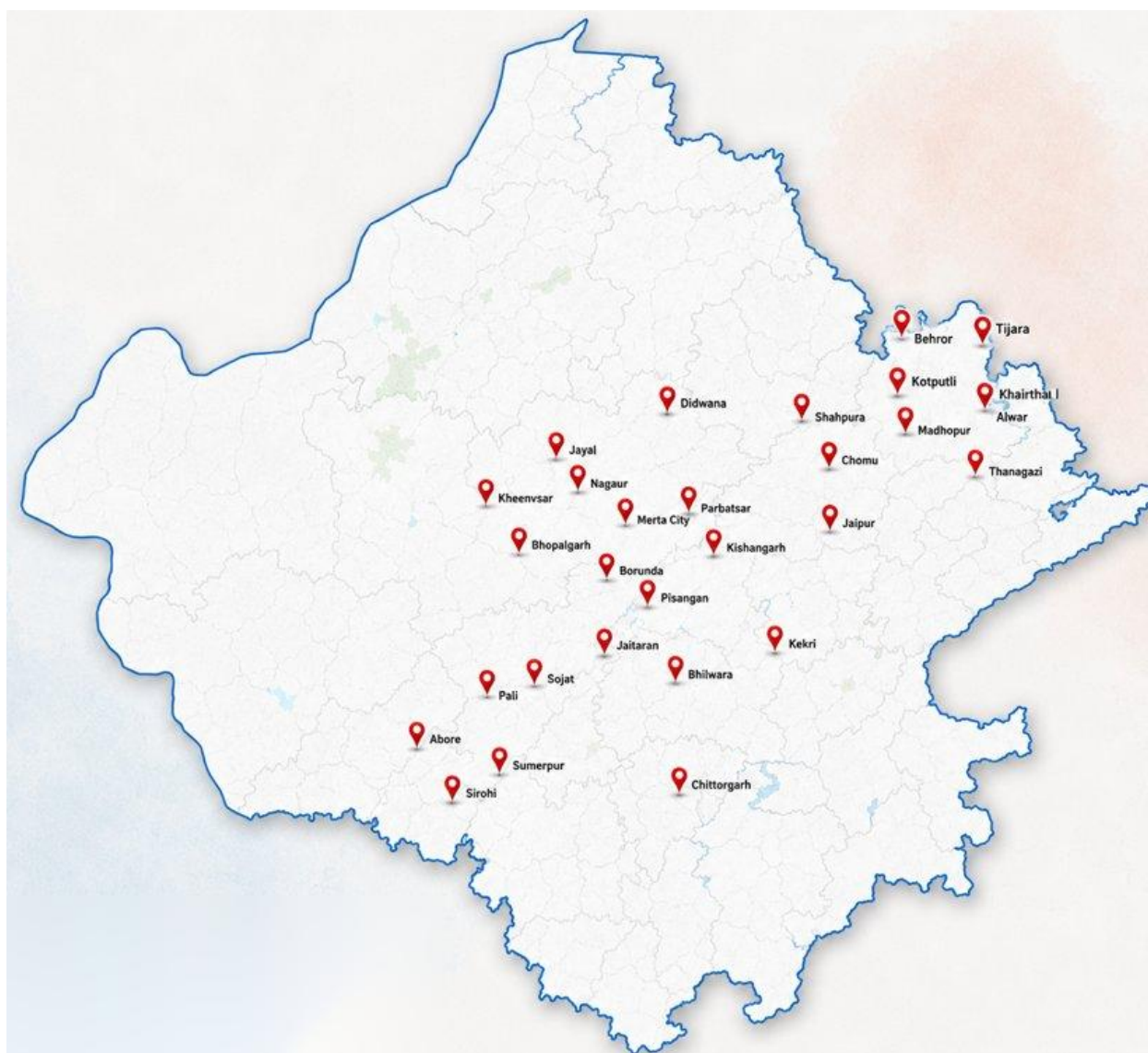
Sr. No.	State	Branch Name
1	Haryana	Karnal
2	Haryana	Jawahar Colony
3	Haryana	Sonipat
4	Haryana	Ballabgarh

3. Madhya Pradesh



Sr. No.	State	Branch Name
1	Madhya Pradesh	Ashta
2	Madhya Pradesh	Barnagar
3	Madhya Pradesh	Dewas
4	Madhya Pradesh	Dhar
5	Madhya Pradesh	Indore
6	Madhya Pradesh	Mandsaur
7	Madhya Pradesh	Nagda
8	Madhya Pradesh	Neemuch
9	Madhya Pradesh	Ratlam
10	Madhya Pradesh	Shamgarh
11	Madhya Pradesh	Ujjain

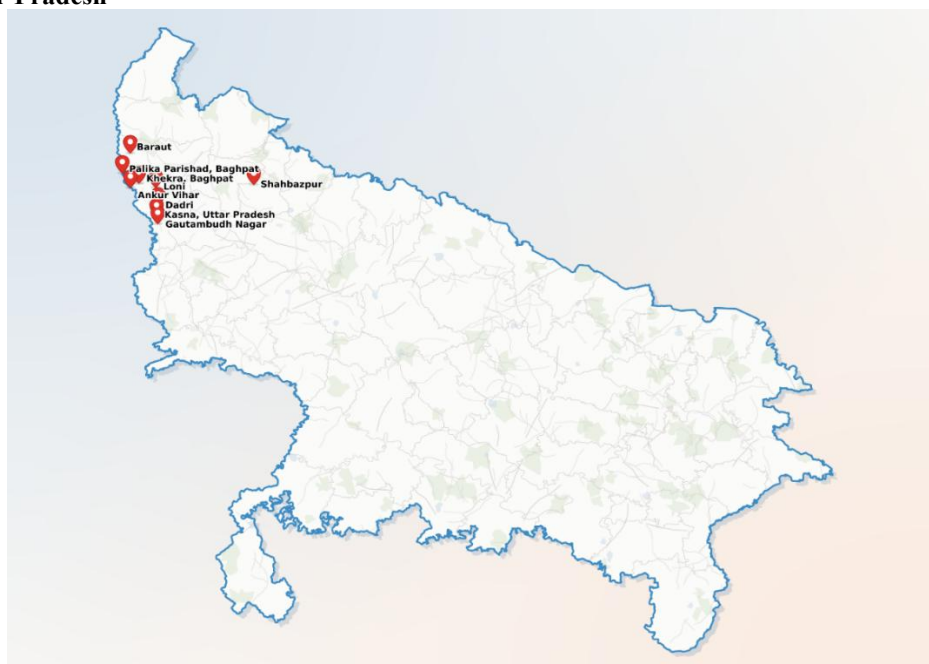
4. Rajasthan



Sr. No.	State	Branch Name
1	Rajasthan	Alwar
2	Rajasthan	Beawar
3	Rajasthan	Bhopalgarh
4	Rajasthan	Bijainagar
5	Rajasthan	Borunda
6	Rajasthan	Chittorgarh
7	Rajasthan	Chomu
8	Rajasthan	Degana
9	Rajasthan	Didwana
10	Rajasthan	Jaipur

Sr. No.	State	Branch Name
11	Rajasthan	Jaitaran
12	Rajasthan	Jayal
13	Rajasthan	Kekri
14	Rajasthan	Khairtal
15	Rajasthan	Khimsar
16	Rajasthan	Kishangarh
17	Rajasthan	Kotputli
18	Rajasthan	Kuchera
19	Rajasthan	Merta City
20	Rajasthan	Nagaur
21	Rajasthan	Pali
22	Rajasthan	Parbatsar
23	Rajasthan	Pisangan
24	Rajasthan	Sadri
25	Rajasthan	Shahpura
26	Rajasthan	Shri Madhopur
27	Rajasthan	Sirohi
28	Rajasthan	Sojat
29	Rajasthan	Sumerpur
30	Rajasthan	Ahore
31	Rajasthan	Tijara
32	Rajasthan	Thanagazi
33	Rajasthan	Behror

5. Uttar Pradesh



Sr. No.	State	Branch Name
1	Uttar Pradesh	Ankur Vihar
2	Uttar Pradesh	Dadri
3	Uttar Pradesh	Loni
4	Uttar Pradesh	Khekra Baghpat
5	Uttar Pradesh	Shahbazpur
6	Uttar Pradesh	Baraut
7	Uttar Pradesh	Palika Parishad, Baghpt
8	Uttar Pradesh	Gautambudh Nagar
9	Uttar Pradesh	Kasna

Risk Management

In accordance with the RBI's Master Directions for Non-Banking Financial Companies, we have adopted a Fair Practices Code ("FPC") governing our lending and customer service practices. The FPC sets out the principles and standards to be followed in our dealings with borrowers across all loan products, including with respect to loan application and processing, credit appraisal, sanction and disbursement, interest rates and charges, post-disbursement supervision, and grievance redressal. The FPC has been approved by our Board of Directors, is made available to borrowers and prospective customers, and is hosted on our website.

We have established a risk management framework to identify, measure, monitor and mitigate the principal risks arising from our lending operations and operating environment. Our Risk Management Committee of the Board, constituted in accordance with RBI regulations, has overall responsibility for oversight of our Risk Management Policy and meets at a minimum twice annually to review our risk management practices.

In accordance with the RBC Directions, we have adopted a comprehensive Board-approved Gold Loan Policy governing all aspects of our gold loan business, including permissible LTV ratios across loan amount categories, per-borrower aggregate weight and value limits, valuation methodology and IBJA rate references, assaying norms and borrower presence requirements, collateral custody and storage standards, collateral release timelines, auction procedures (including reserve price, notice requirements and geographic location), and applicable silver purity standards. Our Credit Policy has been adopted in compliance with the CF Directions and the RBC Directions and is reviewed and updated by our Board of Directors as and when required. Any significant modification to the Credit Policy is placed before our Board for ratification at the earliest Board meeting.

We are principally exposed to the following categories of risk:

A. Credit Risk

Credit risk is the risk of financial loss arising from a borrower's failure to meet repayment obligations to us. We manage credit risk through a structured underwriting framework encompassing collateral-based appraisal, borrower KYC and ownership verification, and ongoing portfolio monitoring.

For gold loans, credit risk is substantially mitigated by the collateral-first nature of the product as loans are extended only against pledged gold jewellery appraised at or below the permissible LTV. This helps ensure that the realizable value of the collateral is, in ordinary market conditions, sufficient to cover the outstanding dues. Recoveries in cases of default are pursued through our Board-approved Auction Policy in accordance with the Gold Collateral Directions.

For our home loan and loan against property ("LAP") portfolios, we seek to mitigate credit risk through the creation of security interests over the underlying properties. In cases of default, we enforce our security interests under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (the

"SARFAESI Act"), and initiate proceedings thereunder, where required. In addition, where applicable, we pursue recovery through remedies available under Section 138 of the Negotiable Instruments Act, 1881 and by instituting commercial suits and other appropriate legal proceedings for recovery of outstanding dues.

We classify our loan portfolio into three stages for the purpose of measuring expected credit loss ("ECL"):

- (i) Stage 1 - Facilities with present credit risk is low or facilities with present credit risk is medium, and falling between zero to thirty days past due (DPD).;
- (ii) Stage 2 - Facilities with present credit risk is high & falling between zero to thirty days past due (DPD). It also includes Facilities which are under-performing assets having 31 to 90 DPD, having any credit risk of low, medium or high.
- (iii) Stage 3 - Facilities with present credit risk is high or facilities with present credit risk is low or medium but are non-performing assets having greater than 90 DPD.

Risk categorization of customers takes into account income profile, LTV, age, CIBIL score, FOIR and mortgage type for our home loan and LAP segments, and Branch LTV, Audit LTV, Market LTV and DPD for our Gold Loan segment.

Our loan portfolio has maintained a Gross NPA of 0.79% and Net NPA of 0.58% as of March 31, 2026. For further details on asset quality metrics and provisioning methodology, see "*Restated Consolidated Financial Information*" beginning on page 290.

B. Liquidity Risk

Liquidity risk is the risk of being unable to raise funds at optimal cost to meet operational and debt servicing obligations as they fall due. We manage liquidity risk through our Asset Liability Management ("ALM") framework. Our Board of Directors has overall responsibility for monitoring, supervising and controlling our ALM mechanism, and a Board sub-committee reviews our ALM position at least half-yearly. The day-to-day and periodic monitoring and control of asset-liability management is operationalized by an Asset Liability Committee ("ALCO") comprising our senior executives, including our Managing Director. As a matter of internal policy, we maintain on-balance-sheet liquidity sufficient to cover a minimum of two months of our debt obligations and operating expenses.

C. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market factors, including interest rates and the price of gold. We are exposed to market risk principally in the following forms:

Interest Rate Risk. The majority of our borrowings are at floating rates. A rise in market interest rates increases our cost of funds and may compress our net interest margins. We manage this risk through periodic review of our borrowing mix, tenor matching, and calibration of lending rates on new disbursements in accordance with our Interest Rate Policy.

Gold Price Risk. A sudden or sustained fall in gold prices reduces the realizable value of pledged collateral and may cause certain borrowers to default or allow their loans to lapse, requiring us to recover dues through auction. We mitigate this risk by maintaining a minimum margin of 25% on the assessed value of pledged gold at the time of sanction, and by basing valuations solely on the intrinsic gold content of the jewellery, excluding the weight and value of any stones or other embellishments. The sentimental value attached by customers to pledged gold ornaments also operates as a behavioral mitigant, often inducing repayment and redemption of the collateral even where the market value of the ornaments has fallen below the repayment amount. An occasional decrease in gold prices will not significantly increase price risk given our adequate collateral security margins; however, a sustained decline in gold prices may reduce demand for gold loans, constrain portfolio growth and adversely affect our interest income.

D. Operational Risk

Operational risk is the risk of loss arising from failures in internal processes, systems or human conduct, or from external events. We cannot expect to eliminate all operational risks, but we endeavor to manage them through a

framework of internal controls comprising segregation of duties, access and authorization controls, reconciliation procedures, standardized branch-level operating procedures for gold appraisal and custody, staff training and assessment, and periodic internal audit. Our information technology systems, including our loan origination and processing platform, are aligned with the RBI Master Directions on IT framework for NBFCs and ISO 27001 standards.

Corporate Social Responsibility

The Company has adopted a Corporate Social Responsibility ("CSR") Policy in accordance with the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder. The CSR Policy provides the framework for undertaking CSR initiatives and lays down the guiding principles for selection, implementation, and monitoring of CSR activities in line with the activities specified under Schedule VII of the Companies Act, 2013. The Company undertakes CSR initiatives in areas such as eradication of hunger and malnutrition, healthcare, sustainability, education, gender equality, empowerment of women, care for senior citizens.

Details of our CSR expenditure for our fiscal periods are mentioned below:

Particulars	(₹ in millions)		
	Fiscal 2026	Fiscal 2025	Fiscal 2024
CSR Expenditure	3.08	1.55	1.50
Revenue from Operations	846.09	711.12	633.35
CSR Expenditure as a % of revenue from Operations	0.36%	0.22%	0.24%

Insurance

We have obtained insurance coverage for our branches, head office and other operational facilities through policies underwritten by National Insurance Company Limited, protecting us against risks such as fire and special perils (including earthquake), burglary, etc. These policies cover our stock of gold, furniture and fixtures, office equipment such as computers, CCTV systems and other electronic equipment installed at our premises. We are also protected against financial losses arising from employee fraud through fidelity guarantee insurance covering Stock of Gold, Cash in Safe/Counter, Furniture & Fixtures, Computers, CCTV and other electronic equipment. We have further secured a money insurance policy covering money in safe, money at counters, and money in transit across our branches and offices.

The gold jewellery pledged by our borrowers and held in custody at our branches is comprehensively insured against theft, burglary, and other specified perils under policies maintained with licensed insurance companies. The terms, coverage limits, and insurers are reviewed periodically by our management.

Set out below are details of our insurance coverage on our tangible assets for the years indicated:

Particulars	For the period ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Amount of Insurance Coverage	5,771.51	2,834.80	830.83
Tangible Insured assets	4,375.28	2,162.30	1,171.04
Percentage of Insurance Coverage	131.91%	131.10%	70.95%

Insurable assets includes the net carrying amount of property, plant and equipment under owned assets, cash and cash equivalents and gold loans.

Competition

The finance industry in India is highly competitive. We face competition from scheduled commercial banks, non-banking financial companies, and unorganised money lenders engaged in gold-backed lending as well as digital lending platforms and informal financiers in lending segment. The primary competitive factors in our market include customer service quality, branch accessibility, turnaround time from collateral appraisal to disbursement, loan-to-value ratios offered, product offerings, fees and interest rates. We believe our ability to compete effectively will

depend on the strength of our branch network, our understanding of local markets, our credit risk management capabilities, and our access to funding at competitive cost.

According to the D&B Report, our competitors include Muthoot Finance, Manappuram Finance, Commercial Banks such as State Bank of India, HDFC Bank along other fintech platforms and unorganized lenders.

Intellectual Property

To establish and protect our intellectual property rights, we primarily rely on trademarks and applicable intellectual property laws. As of March 31, 2026, the Company has the following trademarks in India:

Sr. No.	Trademark Number	Trade Mark	Trademark Logo	Class	Date of issuance / renewal / application	Status
1	4780858	IFL Gold Loan		36	15-12-2020	Registered
2	7511399	IFL		36	07-02-2026	Applied (Formalities Chk Pass)

For more details, please refer “Risk factor 10 - We do not own our logo. If we are unable to protect our trademarks and trade names, it may have a material adverse effect on our business prospects, reputation and goodwill” and “Intellectual property – Government and other key approvals” appearing on page 33 and 410 respectively.

Information Technology

Our operations are supported by a technology infrastructure comprising business applications and IT systems designed to manage lending operations, improve service delivery, and support regulatory compliance. We believe that through our information systems and adequate controls we are able to manage our operations efficiently and effectively monitor and control risks. Business applications including our loan processing system are designed, developed, and implemented to meet our business and regulatory requirements and are used across all our branches. IT and information security processes are aligned with RBI Master Directions on IT Framework for NBFCs and ISO 27001 standards, and industry-standard security solutions are implemented to manage cyber risks.

In addition, Company also has a Mobile App in the name of “IFL Gold Loan”. The IFL Gold Loan Application is used for making repayments and availing Top-ups. The application offers customers a convenient and flexible way to repay their gold loan interest and principal. Payments can be made through multiple channels including BBPS platforms like PhonePe, Paytm, and Google Pay. The app is easily accessible on both the Play Store and iOS.

Human Resources

As at March 31, 2026, we had a total of 328 employees. We are focused on creating a diverse and inclusive work environment for our employees, driving employee growth. We strive to treat all our employees with respect and empathy.

As part of our human resources, we have a dedicated employee base, employee benefits, learning and development opportunities and employee engagement initiatives. We provide regular training to our employees.

Our highly skilled and committed workforce is the driving force behind the business. The continuous upskilling initiatives and domain expertise of our employees across functions like risk management, operations and collections have played a major role in our journey.

The following table sets forth our employee details as at March 31, 2026:

Department	Employees
Accounts and Finance	9
Admin	5
Audit	10
Collection	81
Human Resources	2
Information Technology	2
Management	6
Operations	25
Sales	179
Telecalling	3
Vigilance	6
Total	328

We have implemented a range of policies covering leave, travel and other employee benefits. We invest in the continuous learning and development of our employees through in-house training programs designed to enhance both technical and soft skills, tailored to the functions and responsibilities of each role. Further, set out below are details of our attrition for permanent employees for the period/ years indicated:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Total No of Employees	328	290	306
Attrition rate	36%	79%	144%

The elevated attrition levels during earlier periods were primarily attributable to the Company's strategic reduction in focus on the Home Loan and LAP lending businesses, which resulted in rationalization of manpower and higher employee turnover in those segments.

Properties

Our registered office and corporate office are located at Delhi Office, D-16, 1st Floor, above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085 which have been taken on lease and license basis by our Company.

As on the date of Draft Red Herring Prospectus, we have 88 branches across India which have been taken on lease / leave and license basis by us. For details in relation to our branch offices, please see “*Our Business – Locations*” and “*Risk Factors 61 — We lease the majority of properties in which our branches are located. Any termination or failure by us to renew the lease agreements in a favourable and timely manner, or at all, could adversely affect our business, cash flows, results of operations, and financial condition*” on page 211 and 58 respectively.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key regulations and policies in India which are applicable to the operations of our Company. The information detailed in this section has been obtained from publications available in the public domain. The description of the regulations disclosed below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The information in this section is based on the current provisions of applicable laws in India that are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details regarding the registrations and approvals obtained by our Company under applicable laws and regulations see, “Government and other Approvals” on page 409.

I. INDUSTRY SPECIFIC LAWS

The Reserve Bank of India Act, 1934, as amended (the “RBI Act”)

The RBI Act defines an NBFC as: (a) a financial institution which is a company; (b) a non-banking institution which is a company and which is in the principal business of receiving deposits, under any scheme or arrangement or in any other manner, or lending in any manner; or (c) such other non-banking institution or class of institutions, as the RBI may, with the previous approval of the Central Government and by notification in the Official Gazette, specify

In accordance with the Reserve Bank of India (Non-Banking Financial Companies –Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025, an NBFC-ICC is required to have a net owned fund of ₹50 million beginning from March 31, 2025 and ₹100 million beginning from March 31, 2027, or such other amount, as the RBI may, by notification in the official gazette specify from time to time. Further, NBFCs are required to obtain a certificate of registration from the RBI prior to commencement of the business as an NBFC.

Every NBFC is required to create a reserve fund and transfer thereto a sum not less than 20% of its net profit every year, as disclosed in the profit and loss account and before any dividend is declared. No appropriation can be made from such fund by the NBFC except for the purposes specified by the RBI from time to time.

Reserve Bank of India (Non-Banking Financial Companies –Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 (the “SBR Directions”)

The SBR Directions divide the NBFCs into four layers based on their size, activity, and perceived risk. The lowest layer is the base layer (NBFC-BL), followed by the middle layer (NBFC-ML), upper layer (NBFC-UL) and top layer (NBFC-TL)

Base Layer – The base layer comprises (a) non-deposit taking NBFCs with assets worth less than ₹10,000 million, and (b) NBFCs undertaking the following activities: (i) NBFC-Peer to Peer Lending Platform, (ii) NBFC-Account Aggregator, (iii) Non-Operative Financial Holding Company, and (iv) NBFC not availing public funds and not having any customer interface.

Middle Layer – The middle layer comprises deposit-taking NBFCs irrespective of asset size, non-deposit-taking NBFCs with assets worth ₹10,000 million or more, as well as NBFCs undertaking activities such as housing finance companies, standalone primary dealers, infrastructure debt fund–non-banking financial companies, core investment companies and non-banking financial companies–infrastructure finance companies.

Upper Layer – The upper layer comprises the top 10 NBFCs in terms of asset size, irrespective of any other factor, and certain other NBFCs specifically identified by the RBI based on parameters set out in the SBR Directions.

Top Layer – The SBR Directions require the top layer to remain empty unless, in the opinion of the RBI, there is a substantial increase in the potential systemic risk from specific NBFCs in the upper layer. Such NBFCs will be moved from the upper layer to the top layer.

Our Company is classified as NBFC-BL.

Reserve Bank of India (Non-Banking Financial Companies -Governance) Directions, 2025 (the “Governance Directions”)

As per the SBR Directions, read with the applicable master directions issued by the RBI, inter alia, at least one of the directors of an NBFC is required to have relevant experience of having worked in a bank or an NBFC. Further, every NBFC is required to constitute a Risk Management Committee, either at the Board level or executive level, which is responsible for evaluating the overall risks faced by the NBFC, including liquidity risk, and reporting the same to the Board. An NBFC is also required to obtain the prior written approval of the RBI for any change in its management that results in a change of more than 30% of its directors (excluding independent directors). However, such prior approval is not required in respect of directors who are re-elected upon retirement by rotation. NBFCs are nevertheless required to continue informing the RBI (or NHB, in the case of housing finance companies) regarding any change in their directors or management.

Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025 (Updated as on February 13, 2026)

Asset Classification and Provisioning Norms

All applicable NBFC-ICCs classified as NBFCs-Base Layer are required to adopt the asset classification and provisioning norms set forth below:

Asset Classification

NBFCs shall, after taking into account the degree of well-defined credit weaknesses and extent of dependence on collateral security for realisation, classify its lease/ hire purchase assets, loans and advances and any other forms of credit into the following classes, namely:

- (i) A **“standard asset”** means the asset in respect of which no default in repayment of principal or payment of interest is perceived and which does not disclose any problem or carry more than normal risk attached to the business.
- (ii) A **“sub-standard asset”** means either of the following: (a) an asset which has been classified as non-performing asset for a period not exceeding 18 months; or (b) an asset, where the terms of the agreement regarding interest and / or principal have been renegotiated or rescheduled or restructured after commencement of operations, until the expiry of one year of satisfactory performance under the renegotiated or rescheduled or restructured terms.
- (iii) A **“doubtful asset”** means a term loan, lease asset, hire purchase asset or any other asset which remains a sub-standard asset for a period exceeding 18 months.
- (iv) A **“loss asset”** means: (a) an asset which has been identified as a loss asset by the NBFC, its internal or external auditor or by the RBI during inspection, to the extent it is not written off by the NBFC; or (b) an asset which is adversely affected by a potential threat of non-recoverability due to either erosion in the value of security or non-availability of security or due to any fraudulent act or omission on the part of the borrower.
- (v) A **“non-performing asset”** means one or more of the following assets:
 - a. an asset, in respect of which, interest has remained overdue for a period of more than 180 days;
 - b. a term loan inclusive of unpaid interest, when the instalment is overdue for a period of more than 180 days or on which interest amount remained overdue for a period of more than 180 days;
 - c. a demand or call loan, which remained overdue for a period of more than 180 days from the date of demand or call or on which interest amount remained overdue for a period of more than 180 days;

- d. a bill which remains overdue for a period of more than 180 days;
- e. the interest in respect of a debt or the income on receivables under the head “other current assets” in the nature of short-term loans / advances, which facility remained overdue for a period of more than 180 days;
- f. any dues on account of sale of assets or services rendered or reimbursement of expenses incurred, which remained overdue for a period of more than 180 days;
- g. the lease rental and hire purchase instalment, which has become overdue for a period of more than 180 days (provided that in the case of lease and hire purchase transactions, an applicable NBFC shall classify each such account on the basis of its record of recovery); and
- h. in respect of loans, advances and other credit facilities (including bills purchased and discounted), the balance outstanding under the credit facilities (including accrued interest) made available to the same borrower / beneficiary when any of the above credit facilities becomes a non-performing asset.

Provided that, in the case of lease and hire purchase transactions, the applicable NBFC shall classify each such account on the basis of its record of recovery.

Provisioning Norms

All applicable NBFCs (except in relation to microfinance loans offered by NBFC MFIs) are required to, after taking into account the time lag between an account becoming non-performing, its recognition as such, the realisation of the security and the erosion over time in the value of security charged, make provision against sub-standard assets, doubtful assets and loss assets as provided hereunder:

Asset Category	Provisioning Requirement
Standard Assets	0.25% of the outstanding
Sub-standard Assets	A general provision of 10.0% of total outstanding
Loss Assets	The entire asset is required to be written off. If the assets are permitted to remain in the books for any reason, 100.0% of the outstanding is required to be provided for

Doubtful Assets

- a) 100.0% provision to the extent to which the advance is not covered by the realisable value of the security to which the NBFC has a valid recourse is required to be made. The realisable value is required to be estimated on a realistic basis.
- b) In addition to (a) above, depending upon the period for which the asset has remained doubtful, provision to the extent of 20.0% to 50.0% of the secured portion (i.e., estimated realisable value of the outstanding) is required to be made on the following basis:

Period for which the asset has been considered as doubtful	Provision
Up to one year	20.0%
One to three years	30.0%
More than three years	50.0%

In respect of hire purchase and leased assets, additional provision is required to be made as follows:

Particulars	Provision
Where hire charges or lease rentals are overdue up to 12 months	Nil
Where hire charges or lease rentals are overdue for more than 12 months up to 24 months	10.0% of the net book value
Where hire charges or lease rentals are overdue for more than 24 months but up to 36 months	40.0% of the net book value
Where hire charges or lease rentals are overdue for more than 36 months but up to 48 months	70.0% of the net book value
Where hire charges or lease rentals are overdue for more than 48 months	100.0% of the net book value

Further, on expiry of a period of 12 months after the due date of the last instalment of a hire purchase or leased asset, the entire net book value is required to be fully provided for.

Master Direction –Reserve Bank of India (Non-Banking Financial Companies –Asset, Liability, Management) Directions, 2025 (“NBFC –Asset, Liability, Management Directions”)

Applicable NBFCs having an asset size of INR 1,000 million and above as per their last audited balance sheet are required to adhere to the liquidity risk management framework prescribed under the NBFC –Asset, Liability, Management Directions. An NBFC shall establish an asset liability management system that offers a comprehensive and dynamic framework for measuring, monitoring, and managing liquidity, interest rate, equity and other risks. Further, an NBFC shall put in place Management Information Systems (MIS) pursuant to receiving timely forward-looking information on the liquidity of the NBFC.

Asset-liability management committee

NBFCs are required to constitute an asset liability management committee which will be responsible for ensuring adherence to the risk tolerance set by the board of directors as well as implementing the liquidity risk management strategy of the NBFC. The asset liability management committee is required to be headed by the chief executive officer/ managing director or the executive director of such NBFC, as prescribed under the NBFC –Asset, Liability, Management Directions.

Liquidity Risk Management Framework

NBFC –Asset, Liability, Management Directions require the board of directors of the NBFCs to formulate a liquidity risk management framework, which ensures that it maintains adequate liquidity, detailing entity-level liquidity risk tolerance, funding strategies, prudential limits, system for measuring, assessing and reporting/reviewing liquidity, framework for stress testing, liquidity planning under alternative scenarios/formal contingent funding plan, nature and frequency of management reporting, and periodical review of assumptions used in liquidity projections. The board shall approve the internally defined limits for certain critical ratios used for liquidity risk management. The board shall approve the prudential limits on individual Gaps for the prescribed maturity buckets for managing liquidity and interest rate risks. An NBFC shall establish an asset liability management system that offers a comprehensive and dynamic framework for measuring, monitoring, and managing liquidity, interest rate, equity, and foreign exchange risks

Liquidity Coverage Ratio

All non-deposit taking NBFCs with an asset size of more than ₹50,000 million and all deposit taking NBFCs irrespective of their asset size are required to adhere to the liquidity coverage ratio under the NBFC –Asset, Liability, Management Directions. NBFCs within scope must maintain a liquidity coverage ratio of at least 100% on an ongoing basis. Applicable NBFCs shall maintain an adequate level of unencumbered ‘high quality liquid assets’ that can be converted into cash to meet its liquidity needs for a 30 (thirty) calendar-day time horizon under a significantly severe liquidity stress scenario as specified in the NBFC –Asset, Liability, Management Directions. The stock of high quality liquid assets to be maintained by the NBFCs is required to be a minimum of 100% of total net cash outflows on an

ongoing basis. Use of high quality liquid assets is permitted during periods of financial stress, but any drawdown that causes liquidity coverage ratio to fall below 100% must be immediately reported to the Department of Supervision, RBI with reasons for usage and corrective steps initiated to rectify the situation.

Reserve Bank of India (Non-Banking Financial Companies –Financial Statements: Presentation and Disclosures) Directions, 2025

NBFCs are required to disclose, inter alia, the following in their annual financial statements:

- i. registration/licence/authorization obtained from other financial sector regulators;
- ii. ratings assigned by credit rating agencies and migration of ratings during the year;
- iii. penalties, if any, levied by any regulator;
- iv. corporate governance standards including composition of committees, their roles and functions, periodicity of the meetings and compliance with coverage and review functions and so on;
- v. all pecuniary relationship or transactions of the non-executive directors vis-à-vis the company;
- vi. the circumstances in which revenue recognition has been postponed pending the resolution of significant uncertainties;
- vii. concentration of deposits, advances, exposures and NPAs;
- viii. information namely, area, country of operation and joint venture partners with regard to joint ventures and overseas subsidiaries; and
- ix. asset liability management (maturity pattern of certain items of assets and liabilities), details of financing of parent company products, non-performing assets and movement of non-performing assets, details of all off-balance sheet exposures, structured products issued by them and other disclosures, as prescribed under the Master Directions.

Pursuant to the RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 (RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22), among others, SCAs/SAs can be appointed for NBFCs for a continuous period of three years subject to the firms satisfying the eligibility norms each year. Further, an audit firm is not eligible for reappointment in the same entity for a period of six years (two tenures) after completion of full or part of one term of the audit tenure.

Reserve Bank of India (Non-Banking Financial Companies –Acquisition of Shareholding or Control) Directions, 2025

NBFCs are required to obtain prior written permission of RBI for (a) any takeover or acquisition of control, which may or may not result in change in management, and (b) any change in the shareholding, including progressive increases over time, which would result in acquisition or transfer of shareholding of 26% (no prior approval is required if the shareholding going beyond 26% is due to buy-back of shares or reduction in capital where it has approval of a competent court but must be reported to the RBI within one month of the occurrence).

Reserve Bank of India (Non-Banking Financial Companies –Responsible Business Conduct) Directions, 2025 (the “Responsible Business Conduct Directions”)

The Responsible Business Conduct Directions provides for Key Facts Statement (“KFS”), which is a statement of key facts of a loan agreement in a simple and easier to understand language, provided to the borrower in a standardised format. It requires regulated entities to issue the KFS, in the prescribed format, to all prospective borrowers to help them take an informed view before executing a loan contract. The key facts statement is required to be written in a language that is understood by the borrowers and the content of such statement is required to be explained to the borrower. Further, the Responsible Business Conduct Directions provide for the following:

- i. The board of directors of each NBFC is required to adopt an interest rate model taking into account relevant factors such as cost of funds, margin and risk premium and determine the rate of interest to be charged for loans and advances. The rate of interest, the approach for gradations of risk and rationale for charging different rate of interest to different categories of borrowers are required to be disclosed to the borrower or customer in the application form and communicated explicitly in the sanction letter.

- ii. The rates of interest and the approach for gradation of risks are also required to be made available on the website of the NBFCs or published in the relevant newspapers. The information published on the website or otherwise published is required to be updated whenever there is a change in the rates of interest.
- iii. The rate of interest must be annualized rate so that the borrower is aware of the exact rates that would be charged to the account.

Although rates of interest charged by NBFCs are not regulated by the RBI, rates of interest beyond a certain level may be seen to be excessive. The board of directors of NBFCs are required to lay out appropriate internal principles and procedures in determining interest rates and processing and other charges.

Accounting Standard

NBFCs are required to implement Ind AS in accordance with the Ind AS rules and are required to prepare financial statements in accordance with the Ind AS and comply with the regulatory guidance specified in the Master Directions.

Fair Practices Code

NBFCs having customer interface are required to adopt a fair practices code in line with the guidelines prescribed under the Responsible Business Conduct Directions. The Responsible Business Conduct Directions provide that such fair practices code should cover, inter alia, applications for loans and their processing, loan appraisal and terms and conditions, disbursement of loans including changes in terms and conditions, recovery of loans and regulation of excessive interest charged by NBFCs. It is also required to contain provisions relating to the engagement of direct sales agents, direct marketing agents and recovery agents by NBFCs.

The Responsible Business Conduct Directions also prescribe general conditions to be observed by NBFCs in respect of loans and require the board of directors of NBFCs to lay down a grievance redressal mechanism. Such fair practices code should preferably be in the vernacular language, or a language as understood by the borrower.

In relation to lending against gold and silver collateral, NBFCs are required to have a Board-approved policy covering conduct related aspects relating to assaying procedure of jewellery, ornaments or coins made of gold or silver, criteria and qualifications for employing gold and silver assayers or valuers, auction procedure, handling and storage of collateral, release of pledged collateral upon repayment or settlement of the loan and compensation to borrowers in specified circumstances. Further, NBFCs are required to ensure standardisation of procedures for assaying and valuation of gold and silver collateral, documentation, communication with borrowers, handling and storage of collateral, release of collateral after repayment and transparency in auction procedures.

Further, all NBFCs are required to frame internal guidelines on corporate governance, enhancing the scope of the guidelines without sacrificing the underlying spirit of the guidelines stipulated in the Responsible Business Conduct Directions. The guidelines framed are required to be published by the NBFC in all its offices and its website for the information and in a language understood by various stakeholders

Reserve Bank of India (Non-Banking Financial Companies -Concentration Risk Management) Directions, 2025

NBFC-BLs are required to put in place a comprehensive Board-approved policy on concentration risk management, which is required to include, inter alia, credit / investment concentration limits for both single borrower / party and single group of borrowers / parties, as well as limits in respect of various sub-segments under consumer credit, particularly unsecured consumer credit exposures.

Further, an NBFC-BLs held by a Non-Operative Financial Holding Company (“NOFHC”) is prohibited from: (i) having any exposure (credit and investments, including investments in equity or debt capital instruments) to the Promoters / Promoter Group entities or individuals associated with the Promoter Group or the NOFHC; (ii) making investments in the equity or debt capital instruments of any financial entity under the NOFHC; and (iii) investing in equity instruments of other NOFHCs.

NBFC-BLs are also required to formulate an internal Board-approved policy prescribing credit / investment concentration limits for both single borrower / party and single group of borrowers / parties. In relation to consumer credit exposures, NBFCs are required to review their existing sectoral exposure limits and prescribe Board-approved

limits for various sub-segments under consumer credit, including limits for all unsecured consumer credit exposures. Such limits are required to be adhered to and monitored on an ongoing basis by the Risk Management Committee. Further, all top-up loans extended against movable assets which are inherently depreciating in nature, such as vehicles, are required to be treated as unsecured loans for the purposes of credit appraisal, prudential limits and exposure norms.

IPO Financing

NBFC-BLs are subject to a ceiling of ₹10 million per borrower for financing subscription to an initial public offering, however, may prescribe more conservative limits in accordance with their internal policies.

Reserve Bank of India (Non-Banking Financial Companies –Prudential Norms on Declaration of Dividends) Directions, 2025 (Dividend Directions)

The board of directors of an NBFC shall, unless otherwise specified, while considering the proposals for dividend, take into account the following aspects: (a) supervisory findings of the RBI on divergence in classification and provisioning for NPAs; (b) qualifications in the auditors' report to the financial statements; and (c) long term growth plans of the NBFC. The board is required to ensure that the total dividend proposed for the financial year does not exceed the ceilings specified in the Dividend Directions.

The Dividend Directions provide that NBFCs must comply with certain minimum criteria to be eligible to declare dividend. The minimum criteria is based on the following parameters:

- i. **Capital Adequacy:** NBFCs shall have met the minimum capital requirements (including leverage ratio wherever applicable) in each of the last three financial years, including the financial year for which the dividend is proposed.
- ii. **Net NPA:** The net NPA ratio shall be less than 6% in each of the last three years, including as at the close of the financial year for which dividend is proposed to be declared.
- iii. **Other criteria:** NBFCs shall comply with the provisions of Section 45-IC of the RBI Act. NBFCs shall also be compliant with the prevailing regulations / guidelines issued by the RBI. The RBI shall not have placed any explicit restrictions on declaration of dividend.

NBFCs that are eligible to declare dividend may pay dividend on the basis of the Dividend Payout Ratio, which is defined as the ratio between the amount of the dividend payable in a year and the net profit as per the audited financial statements for the financial year for which the dividend is proposed.

Reserve Bank of India (Non-Banking Financial Companies –Know Your Customer) Directions, 2025 (KYC Directions)

The KYC Directions require NBFCs having a customer interface (all layers) to follow certain customer identification procedures while undertaking a transaction. Every such NBFC is required to adopt a 'know your customer' ("KYC") policy, duly approved by its board of directors, which has four elements, namely, customer acceptance policy; risk management policy; customer identification procedures; and monitoring of transactions. NBFCs are required to ensure compliance with the KYC policy through identifying 'senior management' for the purposes of KYC compliance; allocation of responsibility for effective implementation of policies and procedures; independent evaluation of compliance with KYC and anti-money laundering policies and procedures, including legal and regulatory requirements; concurrent/internal audit system for compliance to verify compliance with KYC and anti-money laundering; and submission of quarterly audit notes and compliance to the audit committee of the board of directors of the regulated entity.

Reserve Bank of India (Non-Banking Financial Companies–Credit Facilities) Directions, 2025

The Credit Facilities Directions, inter alia, set out requirements in relation to loan disbursal, servicing and repayment, disclosures to borrowers and redressal of investor grievances.

The Credit Facilities Directions require NBFCs and lending service providers engaged by them to comply with technology standards and cyber security requirements prescribed by the RBI. NBFCs are also required to ensure that lending service providers and digital lending applications/platforms engaged by them do not store any personal information of borrowers except basic information required to carry out their operations, such as the name, address and contact details of borrowers. Further, NBFCs are required to ensure that lending service providers and digital lending applications/platforms engaged by them have a comprehensive privacy policy that is compliant with applicable law and is publicly available.

The Credit Facilities Directions also prescribe specific requirements in relation to lending against gold and silver collateral. NBFCs are required to have a Board-approved credit policy covering, inter alia, single borrower limits and aggregate limits for loans against jewellery, ornaments or coins made of gold or silver, maximum loan-to-value ratio, valuation standards and norms and standards of gold and silver purity. The Credit Facilities Directions prescribe eligibility criteria for collateral, restrictions on lending against primary gold and silver and requirements relating to assaying and valuation of collateral. NBFCs are also required to monitor compliance with the prescribed loan-to-value ratios on an ongoing basis and maintain appropriate systems and controls in this regard. The Credit Facilities Directions further prescribe requirements relating to bullet repayment loans, renewals and top-up loans, treatment of breaches in loan-to-value ratios, auction of collateral in the event of default and disclosures relating to lending against gold and silver collateral.

Further, for conduct related aspects and collateral management in relation to lending against gold and silver collateral, NBFCs are required to be guided by the Reserve Bank of India (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025. For disclosure requirements relating to lending against gold and silver collateral, NBFCs are required to be guided by the Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025.

Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies) (the “Directions on Fraud Risk Management”)

The Directions on Fraud Risk Management provide a framework for prevention, early detection and timely reporting of incidents of fraud to law enforcement agencies, RBI and the National Housing Bank. The Directions on Fraud Risk Management require NBFCs to adopt a policy on fraud risk management, approved by the board of directors, that sets out the roles and responsibilities of the board of directors (including committees of the board of directors) and senior management. Such policy is required to be reviewed by the board of directors at least one in three years. Further, a special committee of the board of directors is required to be constituted for monitoring and following up on cases of frauds, provided that applicable NBFCs categorised as Middle Layer and Base Layer for regulatory purposes, shall have the option of constituting a committee of executives. The committee is required to review and monitor cases of frauds, including root cause analysis, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimizing the incidence of frauds.

The Directions on Fraud Risk Management also specify the manner in which any incidents of fraud are required to be reported to law enforcement agencies and the RBI.

Reserve Bank of India (Non-Banking Financial Companies -Internal Ombudsman) Directions, 2026(“Ombudsman Scheme”)

The Ombudsman Scheme, inter alia applies to NBFCs (excluding Housing Finance Company, Core Investment Company, Infrastructure Debt Fund-Non-Banking Financial Company, Non-Banking Financial Company – Infrastructure Finance Company, Non-Operative Financial Holding Company, Primary dealers, Mortgage Guarantee Company) including (i) deposit-taking NBFCs having 10 or more branches; and (ii) non-deposit taking NBFCs with asset size of Rs. 50,000 million and above and having public customer interface. The objective of the Ombudsman Scheme is to strengthen the internal grievance redressal mechanism of NBFCs and enhancing consumer protection. The Ombudsman Scheme aims to strengthen the internal grievance redressal framework of NBFCs to ensure impartial and independent review of customer complaints before their final rejection. The Ombudsman Scheme specifies the prerequisites for the appointment of the ombudsman, the role and responsibilities of the ombudsman and the procedure for complaint redressal by the ombudsman. Regulated entities are required to put in place a system for periodic

reporting to the Consumer Education and Protection Department, Central Office, RBI, following the formats outlined in the Ombudsman Scheme.

Reserve Bank of India (Non-Banking Financial Companies –Treatment of Wilful Defaulters and Large Defaulters) Directions, 2025(the “Directions on Wilful Defaulters and Large Defaulters”)

The Directions on Wilful Defaulters and Large Defaulters specify, inter alia, the mechanism for identification and classification of wilful defaulters, review of accounts for identification of wilful defaulters, role of internal auditors and the liability of a guarantor. The Directions on Wilful Defaulters and Large Defaulters also prescribe the manner of reporting and dissemination of credit information on large defaulters, reporting and dissemination of credit information on wilful defaulters and the role of statutory auditors and other third parties

Reserve Bank of India (Non-Banking Financial Companies –Managing Risks in Outsourcing) Directions, 2025 (the “Outsourcing Directions”)

The Outsourcing Directions specify the activities that cannot be outsourced and provide the basis for deciding materiality of outsourcing. It mandates the regulatory and supervisory requirements and risk management practices to be complied with by every NBFC before outsourcing its activities. The aim of the Outsourcing Directions is to ensure that outsourcing arrangements do not diminish the regulated entities’ ability to fulfil its obligations to customers and to the RBI. As per the Outsourcing Directions, a regulated entity shall take steps to ensure that the service provider employs the same high standard of care in performing the services as would have been employed by the regulated entity, had the same activity not been outsourced. The regulated entities are required to ensure that their service providers develop and establish a robust framework for documenting, maintaining, and testing business continuity plan and disaster recovery plan.

The Reserve Bank of India (Non-Banking Financial Companies – Credit Information Reporting) Directions, 2025 (“CIC Directions, 2025”)

NBFCs are required to become members of all Credit Information Companies (“CICs”) and submit data (including historical data) to them. Further, NBFCs are required to comply with inter alia the CIC Directions, 2025, which mandates CICs and Credit Institutions (“CIs”) to implement a framework for delayed updation/rectification of credit information by CIs and CICs as set out in the Compensation Framework. According to the CIC Directions, 2025, complainants shall be entitled to a compensation of ₹100 per day in case their complaint is not resolved within a period of 30 days from the date of the initial filing of the complaint by the complainant with a CI or CIC. The compensation amount is required to be credited to the bank account of the complainant within five working days of the resolution of the complaint and the complainant can approach Consumer Education and Protection Cell (CEPC) functioning from Regional Offices (ROs) of Reserve Bank of India.

RBI (Non-Banking Financial Companies – Transfer and Distribution of Credit Risk) Directions, 2025 (“RBI Directions on Transfer and Distribution of Credit Risk”)

The RBI Directions on Transfer and Distribution of Credit Risk lay down the conditions for transfer of loans, including allowing transfer of loans by lenders to only certain permitted transferees. Pursuant to the RBI Directions on Transfer and Distribution of Credit Risk, the board must approve a policy for transfer and acquisition of loan exposures which lay down the minimum quantitative and qualitative standards relating to due diligence, valuation, requisite IT systems for capture, storage and management of data, risk management, periodic board level oversight, etc. Further, the policy must also ensure independence of functioning and reporting responsibilities of the units and personnel involved in transfer or acquisition of loans from that of personnel involved in originating the loans. Further, the RBI Directions on Transfer and Distribution of Credit Risk also state that loan transfers should result in transfer of economic interest without being accompanied by any change in underlying terms and conditions of the loan contract usually. Further, under the RBI Directions on Transfer and Distribution of Credit Risk, banks are permitted to co-lend with all registered NBFCs (including HFCs) based on a prior agreement. The co-lending banks must make an irrevocable commitment to take their share of the individual loans on a back-to-back basis in their books. However, NBFCs are required to retain minimum 10% share of the individual loans on their books. Further, the co-lenders are required to ensure that the respective shares of the lenders are reflected in each of their books without delay, not later than 15 calendar days

from the date of disbursement. The bank and the NBFC will have to maintain their own individual customer accounts but there is a requirement for the funds to be disbursed via an escrow account, maintained with the banks. Furthermore, the originating NBFC is permitted to extend a default loss guarantee of up to 5% of the loans outstanding loan under the co-lending arrangement.

Master Direction – Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025 (the “Capital Adequacy Directions”)

The Capital Adequacy Directions, inter alia, require an NBFC primarily engaged in lending against gold jewellery to maintain a minimum Tier 1 Capital of 12% and a Capital to Risk-weighted Assets Ratio (“CRAR”) of not less than 15% of its aggregate Risk Weighted Assets (“RWAs”) computed in the manner prescribed. Further, the Tier 2 Capital of such NBFC shall not, at any point of time, exceed 100% of its Tier 1 Capital.

The Capital Adequacy Directions prescribe the methodology for computation of regulatory capital and RWAs, including the components of Tier 1 Capital and Tier 2 Capital, regulatory adjustments and deductions and the risk weights applicable to various on-balance sheet and off-balance sheet exposures.

NBFCs that have adopted Indian Accounting Standards are required to be guided by the provisions prescribed under the Capital Adequacy Directions while determining owned fund, Common Equity Tier 1 Capital, Tier 1 Capital and regulatory capital.

Master Direction – Reserve Bank of India (Non-Banking Financial Companies – Securitisation Transactions) Directions, 2025

The Reserve Bank of India (Non-Banking Financial Companies – Securitisation Transactions) defines securitisation as the structure where a pool of assets are transferred by an originator to a special purpose entity and the cash flow from this pool of assets is used to service securitisation exposures of at least two different tranches reflecting different degrees of credit risk, where payments to the investors depend upon the performance of the specified underlying exposures, as opposed to being derived from an obligation of the originator. The framework prohibits re-securitisation, synthetic securitisation, securitisation of revolving credit facilities to reduce systemic risk, among others. Key requirements include a minimum holding period (“MHP”) and minimum retention requirement (“MRR”) for originators, ensuring they retain a stake in the securitised assets’ performance. The directions set standards for asset eligibility, origination, payment priorities, and transparency, and require robust governance of special purpose entities to ensure bankruptcy remoteness. Supporting facilities like credit enhancement and liquidity must be provided on an arm’s length basis and are strictly regulated. Investors must conduct thorough due diligence, ongoing monitoring, and stress testing of exposures. Preferential capital treatment is available for ‘Simple, Transparent, and Comparable’ (STC) securitisations that meet additional criteria. Extensive disclosure requirements are also imposed to ensure transparency for investors and regulators. The overall aim is to promote a safe, transparent, and efficient securitisation market while safeguarding financial stability and investor interests.

Master Direction – Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025

The Reserve Bank of India has issued the Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025 (“NBFC Resolution of Stressed Assets Directions”) to provide a unified framework for early recognition, reporting and time-bound resolution of stressed assets, including compromise settlements and technical write-offs, by applicable NBFCs. Under these directions, each NBFC is required to frame a comprehensive, board-approved policy on compromise settlements and technical write-offs, setting out eligibility conditions, delegation of approval powers, valuation and recovery benchmarks, treatment of upgraded or restructured accounts, and a framework for fixing staff accountability where warranted. Compromise settlements are permitted as a resolution option even in respect of standard assets, but such settlements with payment periods over three months are treated as restructuring for prudential purposes and attract corresponding asset classification and provisioning norms.

The directions clarify that a technical write-off is an internal accounting mechanism whereby the NBFC writes off a portion or the whole of the outstanding loan in its books without relinquishing its right to recover, and that such accounts continue to be pursued for recovery and reported to credit information companies as per their true asset classification. NBFCs are required to maintain adequate provisioning in line with the asset classification of technically written-off and compromised accounts, to ensure that any economic loss is absorbed up front and is not masked through evergreening or repeated restructurings, and to disclose material compromise settlements and write-offs in accordance with applicable disclosure norms

Reserve Bank of India (Non-Banking Financial Companies – Miscellaneous) Directions, 2025

The Miscellaneous Directions are applicable to NBFCs (including HFCs) in respect of appointment/ reappointment of Statutory Central Auditors/Statutory Auditors (“SCAs/SAs”). While NBFCs, including HFCs, do not have to take prior approval of RBI for appointment of SCAs/ SAs, all NBFCs, including HFCs, need to inform RBI about the appointment of SCAs/ SAs for each year by way of a certificate within one month of such appointment. Further, the RBI Auditors Guidelines provide for, inter alia, the minimum and maximum number of SCAs/ SAs per entity, eligibility criteria for auditors, tenure and rotation, independence of auditors and professional standards of SCAs/ SAs.

Reserve Bank of India (Non-Banking Financial Companies – Classification, Valuation and Operation of Investment Portfolio) Directions, 2025 (the “Investment Portfolio Directions”)

The Investment Portfolio Directions require the Board of Directors of an NBFC to frame and implement an investment policy and specify the criteria for classification of investments in accordance with the applicable accounting standards. Investments are required to be classified at the time of making each investment and, in the case of non-Ind AS NBFCs, inter-class transfers are permitted only in the manner prescribed under the Investment Portfolio Directions.

The Investment Portfolio Directions further prescribe valuation norms for quoted and unquoted investments, Government securities, mutual fund units and commercial papers, and requirements relating to recognition of income from investments. The Directions also prescribe restrictions and provisioning requirements in relation to investments in alternative investment funds.

The Investment Portfolio Directions prescribe requirements relating to transactions in Government securities, reporting of secondary market OTC trades in corporate bonds and participation in currency futures and interest rate futures for hedging underlying exposures.

Master Direction –Reserve Bank of India (Filing of Supervisory Returns) Directions –2024 (the “Directions on Filing of Supervisory Returns”)

The Directions on Filing of Supervisory Returns sets out the timelines and frequency for the filing of weekly, fortnightly, monthly, quarterly, half-yearly and yearly returns. The Directions on Filing of Supervisory Returns also prescribe the responsibilities of the board of directors and senior management, including identification, assessment, and management of data quality risks as part of its overall risk management framework and documentation of risk data aggregation capabilities and risk reporting practices.

Reserve Bank of India (Information Technology Governance, Risk, Controls and Assurance Practices) Directions (the “IT Directions”)

The IT Directions require all regulated entities to establish an IT governance framework that inter alia (i) specifies the governance structure and processes necessary to meet its business/ strategic objectives; (ii) specifies the roles (including authority) and responsibilities of the board of directors, board level committee and senior management; and (iii) includes adequate oversight mechanisms to ensure accountability and mitigation of IT and cyber / information security risks. Further, the IT Directions require all regulated entities to establish a board level IT Strategy Committee to ensure that the regulated entities have an effective IT strategic planning process and that the budgetary allocations for the IT functions (including for IT security), cyber security are commensurate with the regulated entities’ IT maturity, digital depth, threat environment and industry standards and are utilized in a manner intended for meeting the stated objectives.

Master Direction –Non-Banking Financial Companies Auditor’s Report (Reserve Bank) Directions, 2016 (the “Auditor’s Report Directions”)

The Auditor’s Report Directions set out disclosures that are to be included in every auditor’s report on the accounts of an NBFC such as: (i) whether the NBFC is entitled to continue to hold its certificate of registration in terms of its principal business criteria as of March 31 of the applicable year; and (ii) compliance with net owned fund requirements as laid down in the Master Directions.

RBI Circular on Fair Practice Code for Lenders – Charging of Interest dated April 29, 2024 (the “Fair Practice Code”)

The RBI Circular on Fair Practice Code directs regulated entities to review their practices regarding mode of disbursal of loans, application of interest and other charges and take corrective action as may be necessary to address unfair practices highlighted in the Fair Practice Code. The regulation mandates that NBFC should charge interest from the actual date of disbursement of funds to the customer.

RBI notification on prevention of financial frauds perpetrated using voice calls and SMS – Regulatory prescriptions and Institutional Safeguards dated January 17, 2025

The RBI notification on prevention of financial frauds perpetrated using voice calls and SMS – Regulatory prescriptions and Institutional Safeguards seeks to mitigate risks arising from unsolicited commercial communications, particularly in the financial sector, in the backdrop of rising digital frauds and scams perpetrated through customers’ personal mobile numbers. Under the directions, regulated entities are required to utilise the Mobile Number Revocation List (“MNRL”) hosted on the digital intelligence platform developed by the Department of Telecommunications, Ministry of Communications, Government of India. The MNRL, published on a monthly basis, contains permanently disconnected mobile numbers and enables REs to cleanse their customer databases and/or seek updated contact details from customers. Additional compliance requirements include the formulation of standard operating procedures, sharing of specified customer information with the Digital Intelligence Platform, and the mandatory use of the “1600xx” numbering series for transactional and service calls and the “140xx” numbering series for promotional voice calls, along with adherence to other requirements prescribed by the notification.

Prevention of Money Laundering Act, 2002 (“PMLA”)

The PMLA was enacted to prevent money laundering and to provide for confiscation of property derived from, or involved, in money laundering, and for incidental matters connected therewith. Section 12 of the PMLA inter alia casts certain obligations on reporting entities (as defined under the PMLA) in relation to the preservation of records and reporting of transactions.

Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended (“SARFAESI Act”)

The SARFAESI Act, read with the Security Interest (Enforcement) Rules, 2002, as amended, governs securitization of assets in India.

The SARFAESI Act provides for the enforcement of security interest without the intervention of the courts. Under the provisions of the SARFAESI Act, a secured creditor, can recover dues from its borrowers by taking any of the measures as provided therein, including (i) taking possession of the secured assets or (ii) taking over the management of business of borrower. Rights, with respect to the enforcement of security interest, under the SARFAESI Act cannot be enforced unless the account of the borrower has been classified as a NPA in the books of account of the secured creditor in accordance with the directions or guidelines issued by the RBI or any other applicable regulatory authority. However, the requirement for a secured debt to be classified as an NPA shall not apply to a borrower who has raised funds through debt securities. In the event that the secured creditor is unable to recover the entire sum due by exercise of the remedies under the SARFAESI Act in relation to the assets secured, such secured creditor may approach the relevant court for the recovery of the balance amounts. A secured creditor may also simultaneously pursue its remedies

under the SARFAESI Act.

In terms of the RBI circular on Display of information - Secured assets possessed under the SARFAESI Act, 2002 dated September 25, 2023, HFCs which are secured creditors as per the SARFAESI Act, are required to display information in respect of the borrowers whose secured assets have been taken into possession by them under the SARFAESI Act. HFCs are required to upload the information on their website in the format as prescribed in the said circular. The SARFAESI Act and rules framed thereunder are a significant legislative framework that allows banks and financial institutions to recover non-performing assets (NPAs) without the intervention of courts. The Act empowers the institutions to enforce security interests, take possession of collateral, and sell or lease it to recover dues.

Procedural guidelines and circulars issued by the National Payments Corporation of India (“NPCI”) for the Unified Payments Interface (“UPI”)

UPI is an instant payment system developed by the NPCI which merges several banking features, including accessibility of multiple bank accounts, enabling peer-to-peer transactions, seamless fund routing and merchant payments into a single application. The UPI ecosystem consists of numerous stakeholders including banks, merchants, customers, payment service providers etc. The NPCI has issued various procedural guidelines and circulars governing all stakeholders involved in the UPI ecosystem including banks, third-party application providers (“TPAP”), and payment facilitators. The circular/guidelines issued by the NPCI govern various aspects which are critical to the UPI ecosystem including, functional and interoperability compliance requirements, risk and information security requirements, technology and operational compliance, pricing and transactional limits in UPI, transaction reconciliation and dispute settlement and BHIM UPI branding guidelines. The NPCI had introduced a cap of 30% on UPI transaction volumes per TPAP (“**Volume Cap**”) to mitigate concentration risks and ensure a balanced ecosystem. Since issuance, the implementation of this Volume Cap has been extended multiple times, and most recently, the timeline has been extended until December 2026.

Recovery of Debts due to Banks and Financial Institutions Act, 1993, as amended (“DRT Act”)

Under the DRT Act, the procedures for recovery of debt have been prescribed and time frames have been fixed for speedy disposal of cases. The DRT Act prescribes the rules for establishment of Debt Recovery Tribunals (“**DRTs**”), procedure for making application to DRTs, powers of DRTs and modes of recovery of debts determined by DRTs, including inter alia attachment and sale of movable and immovable properties of defendants, taking possession of property over which security interest is created or any other property of the defendant and appointing receiver for such property and to sell the same, arrest of defendants, defendants’ detention in prison and appointment of receivers for management of the movable or immovable properties of defendants. The DRT Act also provides that a bank or public financial institution, having a claim to recover its debt may join an ongoing proceeding filed by some other bank or public financial institution against its debtor at any stage of the proceedings before the final order is passed by making an application to the DRT.

Insolvency and Bankruptcy Code, 2016, as amended (the “IBC”)

The IBC empowers creditors, whether secured, unsecured, financial, operational or decree holder to trigger resolution processes to start at the earliest sign of financial distress, provides for a single forum to oversee insolvency and liquidation proceedings, enables a calm period where new proceedings do not derail existing ones, provides for replacement of the existing management during insolvency proceedings while maintaining the enterprise as a going concern, offers a finite time limit within which the debtor’s viability can be assessed and prescribes a linear liquidation mechanism.

II. INFORMATION TECHNOLOGY AND DATA RELATED LAWS

The Information Technology Act, 2000 (the “IT Act”) and the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“IT Security Rules”)

The IT Act aims to provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication and facilitate electronic filing of documents. The IT Act creates a constructive mechanism for the authentication of electronic documentation through digital signatures. The IT Act makes electronic commerce seamless by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect such sensitive personal data.

The IT Security Rules addresses the processing of personal information (“**PI**”) and certain sensitive categories of PI called sensitive personal information (“**SPI**”). The rules enlists directions for the disclosure, collection and transfer of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate or person who on either on its own or on behalf of the body corporate receives, stores or handles PI and/or SPI to provide a privacy policy with the appropriate disclosures such as (a) the fact that the information is being collected, (b) the purpose for which the information is being collected, (c) the intended recipients of the information, and (d) if the information collected is SPI, the name and address of the agency that is collecting the information and the agency that will retain the information. Such privacy policy must be published on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law. The Company and Subsidiaries are individually also required to comply with the directions that are issued by the Indian Computer Emergency Response Team (“**CERT-In**”), issued under the IT Act, which entails the obligation to report various cyber-security, breaches within prescribed timelines to the CERT-In. The directions also provide for additional compliances on appointing a point of contact to liaise with the CERT-In, synchronization of information and communication technology (“**ICT**”) systems clocks and retention of ICT system logs on a rolling basis.

The Digital Personal Data Protection Act, 2023 (“DPDP Act”)

The DPDP Act received the assent of the President of India and was notified on August 11, 2023; however, the provisions of the DPDP Act have not been notified. The DPDP Act seeks to balance the rights of individuals to protect their personal data with the need to process personal data for lawful and other incidental purposes. All data fiduciaries, determining the purpose and means of processing personal data, are mandated to provide a notice to data principals in plain and clear language containing a description of the personal data sought to be collected along with the purpose of processing such data. The DPDP Act further provides that personal data may be processed only for a lawful purpose after obtaining the consent of the individual. A notice must be given before seeking consent. The notice should contain details about the personal data to be collected and the purpose of processing. Consent may be withdrawn at any point in time. An individual whose data is being processed (data principal), will have the right to inter alia (i) obtain information about processing; (ii) seek correction and erasure of personal data; and (iii) nominate another person to exercise rights in the event of death or incapacity. The DPDP Act lays down several duties for the data principal.

As per the DPDP Act, data principal shall not inter alia (i) register a false or frivolous grievance or complaint; and (ii) furnish any false particulars or impersonate another person in specified cases. It further imposes certain obligations on data fiduciaries such as to: (i) make reasonable efforts to ensure the accuracy, completeness and consistency of data; (ii) build reasonable security safeguards to prevent breach of personal data; (iii) inform the Data Protection Board of India (established under the DPDP Act) and affected persons in the event of a breach; and (iv) erase personal data upon the data principal withdrawing their consent or as soon as it is reasonable to assume that the specified purpose is no longer being served, whichever is earlier.

The Ministry of Electronics and Information Technology has drafted the Digital Personal Data Protection Rules, 2025 (“**DPDP Rules**”) and placed the same in public for comments. The draft DPDP Rules details the various implementation aspects of the DPDP Act such as the notice by the data fiduciary to the individuals, registration and obligations of consent manager, processing of personal data for issuance of subsidy, benefit, service etc. by State, applicability of reasonable security safeguards, intimation of personal data breach, providing details about availing of rights by the individuals, processing of personal data of child or of person with disability, setting up of the data protection board, appointment and service conditions of the chairperson and other members of the board, functioning of board as digital office, procedure to appeal to appellate tribunal among others. The DPDP Rules are not in force yet.

III. FOREIGN INVESTMENT LAWS

The Foreign Exchange Management Act, 1999 (“FEMA”) and regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time (the “Consolidated FDI Policy”). As per the FEMA Rules read with the Consolidated FDI Policy, foreign direct investment in companies engaged in financial services regulated by regulators such as RBI, IRDAI, SEBI and sectors/ activities which are not listed in the Consolidated FDI Policy and the FEMA Rules is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. For further details of the restrictions pertaining to foreign investment in our Company, please see “Restrictions on Foreign Ownership of Indian Securities” on page 457.

IV. INTELLECTUAL PROPERTY LAWS

Trade Marks Act, 1999 (“Trade Marks Act”)

The Trade Marks Act provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to register trademarks applied for in India and to provide for better protection of trademark for goods and services and also to prevent use of fraudulent marks. Application for the registration of trademarks has to be made to Trade Marks registry by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. The Trade Marks Act prohibits any registration of trademarks which are identical/similar to other trademarks or commonly used name of chemical compound among others. It also provides for penalties for falsifying and falsely applying trademarks and using them to cause confusion among the public. The Trade Marks Act provides for civil remedies and criminal liabilities in the event of infringement of registered trademarks or for passing off, including injunction, damages, account of profits or delivery-up of infringing labels and marks for destruction or erasure.

V. LABOUR LAWS

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments’ acts, and the relevant rules framed thereunder, in each state, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

In addition to the local shops and establishments legislations, the employment of workers and contract employees, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers’ rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include Child and Adolescent Labour (Prohibition and Regulation) Act, 1986, Labour Welfare Fund Act, 1965, Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Apprentices Act, 1961, Payment of Bonus Act, 1965, and the Rights of Persons with Disabilities Act, 2016.

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

- (a) The Occupational Safety, Health and Working Conditions Code, 2020 (“OSH Code”) received the assent of the

President of India on September 28, 2020, and came into effect on November 21, 2025. It subsumes certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code provides for, among other things, standards for health, safety and working conditions for employees of establishments. The OSH Code specifically prohibits engagement of contract labour in core activities except in three situations: the activity is usually done through a contractor as part of normal functioning, the activities do not require full-time workers for the majority of the workday or for long periods, or there is a sudden increase in the volume of work that must be completed within a specified time.

The OSH Code also stipulates a maximum of eight hours per day in any establishment, with notice of work periods displayed and any proposed change intimated to the Inspector-cum-Facilitator before the change is made. Overtime must be paid at double the wage rate with prior employee consent required. No worker can work more than six consecutive days, and if exempted by government, compensatory holidays must be provided within the same month or next two months.

In relation to the OSH Code, the Government of India has also issued the draft Occupational Safety, Health and Working Conditions (Central) Rules, 2025 through a notification dated December 30, 2025 and will come into effect on a date to be notified by the Central Government.

- (b) The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and came into effect on November 21, 2025. It subsumes three existing legislations, namely, the Industrial Disputes Act, 1947 and the Industrial Employment (Standing Orders) Act, 1946 and Trade Unions Act, 1926. This Code, inter alia, requires establishments with 20 or more workers to constitute a grievance redressal committee with equal representation of workers and management. In relation to Industrial Relations Code, 2020, the Government of India has also issued the draft Industrial Relations (Central) Rules, 2025 through a notification dated December 30, 2025 and will come into effect on a date to be notified by the Central Government.
- (c) The Code on Wages, 2019 received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code came into effect on November 21, 2025. It subsumes four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.

The Code on Wages, 2019 significantly broadens the definition of "employer" to include persons employing workers directly or through any intermediary, including contractors. Contract labour hired through contractors is now deemed to be employed "in or in connection with" the establishment regardless of whether the principal employer (in this case, Company) has knowledge of the arrangement. This Code further reinforces the principal employer responsibility for EPF dues of contract workers, with the principal employer able to recover amounts from the contractor by deduction from contract payments or as debt, which creates direct liability on Company for contractor employee contributions.

It also introduces a uniform definition of "wages" applicable across all provisions, comprising basic pay, dearness allowance, and retaining allowance. The total value of excluded components such as bonus, house rent allowance, conveyance allowance, overtime, commission, employer provident fund contributions, gratuity, and retrenchment compensation cannot exceed 50% of total remuneration. Any excess beyond this threshold must be added back to wages for statutory calculations such as gratuity and leave encashment. In relation to Code on Wages, 2019, the Government of India has also issued the draft Code on Wages (Central) Rules, 2025 through a notification dated December 30, 2025, and will come into effect on a date to be notified by the Central Government.

- (d) The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force Section 142 of the Code on Social Security, 2020. The remaining provisions of this code came into effect on November 21, 2025. It subsumes several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

The Code on Social Security, 2020 explicitly recognizes fixed-term employment and mandates that fixed-term employees receive benefits proportionate to their period of service, including provident fund (prorata), ESI (if applicable), and gratuity (pro-rata, even if service is less than five years). Companies need to give written intimation of maternity rights to all women employees at the time of joining, and common creche facilities can now be pooled across establishments. The Code on Social Security, 2020 also mandates single electronic registration for all establishments, which will serve as a unique establishment identifier across all social security schemes. In relation to Code on Wages, 2019, the Government of India has also issued the draft Code on Wages (Central) Rules, 2025 through a notification dated December 30, 2025, and will come into effect on a date to be notified by the Central Government.

VI. TAX LAWS

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Income-tax Act, 1961, the Income-tax Rules, 1962, as amended by the Finance Act in respective years;
- Central Goods and Services Tax Act, 2017, the Central Goods and Services Tax Rules, 2017, and various state-wise legislations made thereunder;
- The Integrated Goods and Services Tax Act, 2017, and rules thereof; and
- Professional tax-related state-wise legislations.

VII. OTHER REGULATIONS

In addition to the above, our Company is required to comply with the provisions of the Companies Act, labor laws, various tax related legislations and other applicable statutes for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as “IFL Housing Finance Limited”, a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated September 17, 2015 issued by the Registrar of Companies, Delhi. The name of the Company was changed from “IFL Housing Finance Limited” to “IFL Finance Limited” pursuant to a special resolution passed by our Shareholders at the extra-ordinary general meeting held on March 18, 2025 and a fresh certificate of incorporation dated April 08, 2025 was issued by the RoC, Delhi.

Changes in the registered office

There is no change in our registered office address since inception of our company.

Main objects of our Company

The main objects contained in our Memorandum of Association is:

1. To carry on the business of financing and advancing short term and long term loans and credits to individuals, companies or association of individuals either on securities such as lands, buildings or part thereof, machinery, plants, chattels, vehicles, shares, debentures, government securities, stock certificates, life insurance policies and unit stock-in-trade or on guarantee or clean without securities and to provide consultancy relating to all type of financial matters.
2. To carry on the business of providing Gold Loan by lending against collateral of Gold Jewellery.
3. To carry on the business of providing short term / long term finance to any person(s), company(ies) or corporation(s), society(ies) or association(s) jointly or individually enabling such borrowers to construct or purchase any building(s) or house(s) or flat(s) or any part thereof for residential / commercial purposes, upon such security and such terms and conditions as the company may deem fit, including affordable housing finance and also, to provide short term / long term finance to persons engaged in the business of construction of building(s) or house(s) or flat(s) for residential / commercial purposes to be sold by them upon such terms and conditions as the Company may deem fit and proper.
4. To provide financial assistance, with or without interest, (with or without security) for any maturity, in any form whatsoever, to any persons or persons (whether individuals, firms, companies, bodies corporate, public body or authority, supreme, local or otherwise or other entities), whether in the private or public sector, to purchase or acquire houses, buildings, offices, godowns, warehouses, flats or to purchase any freehold or leasehold or any lands, estate or interest in or to take a demise for any term or terms of years of any land and property or to construct, erect, improve, extend, alter, renovate, develop or repair any house or building or any form of real estate or any part or portion thereof.
5. To provide financial assistance, with or without interest (with or without security) for any maturity, in any form whatsoever, to any person or persons (whether individuals, firms, companies, bodies corporate, public body or authority, supreme, local or otherwise or other entities), whether in the private or public sectors engaged in the manufacture of building materials as well as construction equipment and machinery in the housing sector.
6. To render services as brokers, distributors, commission agents, corporate agents, importers and exporters, and to act as principals, agents, corporate agents, distributors, contractors, executors, administrators, managers, trustees, or otherwise and by or through trustees, agents or attorney, or otherwise whether alone or in conjunction with others to carry on the ecommerce or otherwise business of retail and institutional distribution of the schemes of the Mutual funds, insurance policies, or any other financial products/instruments issued by Banks, Mutual Funds, Insurance Companies or any financial intermediary, to contract for, and negotiate and issue and participate in funding any public and private loans and advances, underwriting contracts, mortgages, equity participation, cash credits, overdrafts and other financial facilities including services of backup servicer, master servicer, servicing

and collection agent along with enforcement, auction and sale of securities, mortgage assets or any other assets of any other entity.

The main objects and matters necessary for furtherance of the main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to the Memorandum of Association in the last 10 years preceding the date of this Draft Red Herring Prospectus

Set out below are the amendments to our Memorandum of Association, in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' Resolution/ Effective Date	Details of the modifications
June 19, 2017	The Clause III (A) being the object clause of the MOA was amended by substituting the existing Sub – clause 3 with the following clause: “To provide financial assistance, with or without interest (with or without security) for any maturity, in any form whatsoever, to any person or persons (whether individuals, firms, companies, bodies corporate, public body or authority, supreme, local or otherwise or other entities), whether in the private or public sectors engaged in the manufacture of building materials as well as construction equipment and machinery in the housing sector”.
June 19, 2017	The Clause III(B) being the Object Clause of the MOA was amended by deleting the existing clauses 21, 30 and 65 and altering the existing clauses 11, 12, 20, 35, 42, 62(b) and 62(c), which were substituted with the revised clauses 11, 12, 20, 33, 40, 60(b) and 60(c), respectively as follows: “To apply for and become member of any Trade Association, Commodity Exchange, Clearing House, Society, Company, Management Association or any other Association, Professional Body, Stock Exchange, Depository Trust Company in India and to communicate with various Chambers of Commerce and other mercantile and public bodies in India, concert and promote measures for the protection and/or promotion of the Company’s trade, industry and persons engaged therein”. “To apply for purchase or otherwise acquire, protect and renew in India, patents, licenses, concessions, patent rights, trade marks, designs, conferring any exclusive or non-exclusive or limited right to their use of any secret or other information regarding any invention, research which may seem capable of being used for any purpose of the Company and to use, develop or grant license in respect thereof or otherwise turn to account the rights or information so acquired and expend money in improving any such patents, rights or inventions”. “To train or pay for the training in India of any of the Company’s employees or any persons in the interest of or in furtherance of the Company’s objects”. “To establish branches, agencies or appoint representatives in India for anyone or more of the objects of the Company and to regulate and/or discontinue the same”. “To carry out all or any of the objects of the Company and do all or any of the above things in India and either as principal, agent, contractor, or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others”. “To carry on: (a) leasing and hire-purchases of all kinds in India, (b) broking and sub-broking of all types including broking and sub-broking of shares/debentures/bonds/loans and any other type of securities or instruments in India”.

Date of Shareholders' Resolution/ Effective Date	Details of the modifications
December 27, 2017	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from existing ₹ 11,00,00,000/- divided into 1,10,00,000 Equity Shares of ₹10 each to ₹ 25,00,00,000 divided into 2,50,00,000 Equity Shares of ₹10 each.
August 01, 2018	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from existing ₹25,00,00,000 divided into 2,50,00,000 Equity Shares of ₹10 each to ₹ 40,00,00,000 divided into 4,00,00,000 Equity Shares of ₹10 each.
December 29, 2018	Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital of our Company from existing ₹ 40,00,00,000 divided into 4,00,00,000 Equity Shares of ₹10 each to ₹50,00,00,000 divided into 5,00,00,000 Equity Shares of ₹10 each.
August 26, 2019	Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital of our Company from existing ₹ 50,00,00,000 divided into 5,00,00,000 Equity Shares of ₹10 each to ₹ 60,00,00,000 divided into 6,00,00,000 Equity Shares of ₹10 each.
December 21, 2020	The Clause III (A) being the object clause of the MOA was amended by inserting the new sub-clause 4 as follows: “To carry on the business of providing Gold loan by lending against collateral of Gold Jewellery”.
December 21, 2020	The Clause III (B) being the object clause of the MOA was amended by substituting the existing Sub – clause 2 with the following clause: “To promote or procure incorporation, formation or setting up of company for engaging in any business”.
December 21, 2020	The Clause III (B) being the object clause of the MOA was amended by inserting the new Sub-clause 65 as follows: “To commence any new line of business, which is unrelated to the business carried on by the Company as a housing finance company including the business of providing Gold loan by lending against collateral of Gold Jewellery, hire purchase, and money transfer services to consumers.”
July 05, 2021	Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital of our Company from existing ₹ 60,00,00,000 divided into 6,00,00,000 Equity Shares of ₹10 each to ₹ 65,00,00,000 divided into 6,50,00,000 Equity Shares of ₹10 each.
January 25, 2023	Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital of our Company from existing ₹ 65,00,00,000 divided into 6,50,00,000 Equity Shares of ₹10 each to ₹70,00,00,000 divided into 7,00,00,000 Equity Shares of ₹10 each.
May 30, 2024	Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital of our Company from existing ₹ 70,00,00,000 divided into 7,00,00,000 Equity Shares of ₹10 each to ₹ 1,00,00,00,000 divided into 10,00,00,000 Equity Shares of ₹10 each.
March 18, 2025	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from “IFL Housing Finance Limited” to “IFL Finance Limited”, pursuant to the Change in the Name of our Company.
March 18, 2025	The Clause III being the object clause of the MOA was amended by substituting the following in place of existing object clause: “To carry on the business of financing and advancing short term and long term

Date of Shareholders' Resolution/ Effective Date	Details of the modifications
	loans and credits to individuals, companies or association of individuals either on securities such as lands, buildings or part thereof, machinery, plants, chattels, vehicles, shares, debentures, government securities, stock certificates, life insurance policies and unit stock-in-trade or on guarantee or clean without securities and to provide consultancy relating to all type of financial matters”. “To carry on the business of providing Gold Loan by lending against collateral of Gold Jewellery”. “To carry on the business of providing short term / long term finance to any person(s), company(ies) or corporation(s), society(ies) or association(s) jointly or individually enabling such borrowers to construct or purchase any building(s) or house(s) or flat(s) or any part thereof for residential / commercial purposes, upon such security and such terms and conditions as the company may deem fit, including affordable housing finance AND also, to provide short term / long term finance to persons engaged in the business of construction of building(s) or house(s) or flat(s) for residential / commercial purposes to be sold by them upon such terms and conditions as the Company may deem fit and proper”. “To provide financial assistance, with or without interest, (with or without security) for any maturity, in any form whatsoever, to any persons or persons (whether individuals, firms, companies, bodies corporate, public body or authority, supreme, local or otherwise or other entities), whether in the private or public sector, to purchase or acquire houses, buildings, offices, godowns, warehouses, flats or to purchase any freehold or leasehold or any lands, estate or interest in or to take a demise for any term or terms of years of any land and property or to construct, erect, improve, extend, alter, renovate, develop or repair any house or building or any form of real estate or any part or portion thereof”. “To provide financial assistance, with or without interest (with or without security) for any maturity, in any form whatsoever, to any person or persons (whether individuals, firms, companies, bodies corporate, public body or authority, supreme, local or otherwise or other entities), whether in the private or public sectors engaged in the manufacture of building materials as well as construction equipment and machinery in the housing sector”. “To render services as brokers, distributors, commission agents, corporate agents, importers and exporters, and to act as principals, agents, corporate agents, distributors, contractors, executors, administrators, managers, trustees, or otherwise and by or through trustees, agents or attorney, or otherwise whether alone or in conjunction with others to carry on the ecommerce or otherwise business of retail and institutional distribution of the schemes of the Mutual funds, insurance policies, or any other financial products/instruments issued by Banks, Mutual Funds, Insurance Companies or any financial intermediary, to contract for, and negotiate and issue and participate in funding any public and private loans and advances, underwriting contracts, mortgages, equity participation, cash credits, overdrafts and other financial facilities including services of backup servicer, master servicer, servicing and collection agent along with enforcement, auction and sale of securities, mortgage assets or any other assets of any other entity”.
April 25, 2026	Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital of our Company from existing ₹ 1,00,00,00,000 divided into 1,00,00,000 Equity Shares of ₹10 each to ₹ 1,25,00,00,000 divided into 12,50,00,000 Equity Shares of ₹10 each.

Major events and milestones of our Company

Fiscal Year	Event
2015	Incorporation of the Company
2017	Received license to operate as a Housing Finance from the NHB
2018	Our Company started its operations in home loan and Loan against Properties
2018	Our Company open its branches in the State of Delhi, Uttar Pradesh, Rajasthan, Madhya Pradesh and Haryana
2020	Our Company introduced loans against gold in the state of Delhi
2021	Our Company introduced loans against gold in the state of Haryana
2022	Our Company achieved the branch count of 50 across India
2022	Our Company achieved the AUM of ₹ 2,000 million
2024	Company introduced loans against gold in the state of Uttar Pradesh
2024	Our Company achieved the AUM of ₹ 3,000 million
2025	Name Change of the Company from IFL Housing Finance Limited” to “IFL Finance Limited”
2025	Our Company was converted from NBFC-HFC to NBFC-ICC
2025	Our Company achieved the AUM of ₹ 4,000 million
2026	Our Company achieved the AUM of ₹ 5,000 million

Awards, accreditations, certifications and recognitions received by our Company:

As on the date of the Draft Red Herring Prospectus, the Company has not received any awards, accreditations, certifications and recognition.

Time and cost over-runs

Our Company has not implemented any projects since its incorporation and has accordingly not experienced any time or cost over-runs in respect of our business operations.

Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

There have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

Significant financial or strategic partners

As of the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, location of our centers, capacity/ facility creation see “Major Events and Milestones of our Company” and “Our Business” on pages 244 and 188, respectively.

Lock-out and strikes

There have been no instances of strikes or lock-outs at any time in our Company.

Revaluation of assets

Our Company has not revalued its assets since its incorporation.

Mergers or amalgamations

Our Company has not been party to any merger or amalgamation since its incorporation.

Details regarding material acquisitions or divestments of business/ undertakings

Our Company has not made any material acquisitions or divestments of business/ undertakings in the last 10 (ten) years.

Holding Company

As of the date of this Draft Red Herring Prospectus, India Finsec Limited is our holding company.

In December 2016, we became a subsidiary of India Finsec Limited ("India Finsec"), a company listed on BSE Limited. In June 2025, simultaneously with our transition to an NBFC-ICC, India Finsec surrendered its NBFC licence and transitioned into an unregistered Core Investment Company ("CIC") and is currently our holding company, holding approximately 71% of our total share capital as on March 31, 2026.

There are no material intercompany financing arrangements between our Company and India Finsec, other than those disclosed under "*Related Party Transactions*" on page 73 of this Draft Red Herring Prospectus. Further, our regulatory compliance, capital adequacy and credit profile are assessed independently by the RBI.

Subsidiary of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have a Subsidiary.

Our associates and joint ventures

As of the date of this Draft Red Herring Prospectus, our Company does not have a associates and joint ventures.

Details of shareholders' agreements and other key agreements

Our Company has not entered into a shareholders' agreement or any other subsisting material agreement, other than in the ordinary course of business.

There are no other inter-agreements/ arrangements, agreements with strategic partners, joint ventures and/or financial partners and clauses / covenants, to which our Company or our Promoters or Shareholders are a party, which are material and which need to be disclosed in this Draft Red Herring Prospectus or non-disclosure of which may have bearing on the investment decision in connection with the Offer. There are no other clauses / covenants which are adverse / pre-judicial to the interest of the minority/public shareholders of our Company. Further, there are no other agreements, deed of assignments, shareholder agreements, inter-se agreements or agreements of like nature.

Agreements with Key Managerial Personnel, Senior Management, Director, Promoters or any other employee

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management or Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale

As on the date of the Draft Red Herring Prospectus, no guarantee has been provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale.

Other Confirmations

There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on this Offer or this Draft Red Herring Prospectus.

Further, except for the Trademark License Agreement dated July 6, 2026 entered into between our Company and our Promoter and Managing Director, Gopal Bansal, pursuant to which our Company has been granted a non-revocable, non-transferable and non-sublicensable licence to use an unregistered corporate logo, there are no agreements or arrangements entered into by or among the Shareholders, Promoters, members of the Promoter Group, related parties of our Company, Directors, Key Managerial Personnel, or employees of our Company, whether among themselves, with our Company, or with any third party, either individually or jointly, which directly or indirectly, or potentially, have the purpose or effect of impacting the management or control of our Company, or imposing any restriction or creating any liability on our Company.

OUR MANAGEMENT

In terms of the Companies Act and our Articles of Association, our Board is required to have a minimum of 3 (three) Directors and a maximum of up to 15 (fifteen) Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises of 6 (six) Directors, 1 (one) of whom is the Managing Director 2 (two) Woman Whole Time Directors, 1 (one) is the Non-Executive Director and 2 (two) are Non-Executive Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus:

Board of Directors

Name, designation, term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Gopal Bansal Designation: Managing Director Current term: 5 years commencing from June 23, 2022 to June 22, 2027 Period of Directorship: From March 25, 2017 Address: A-1/11, Varun Apartment, Plot No. 12, Sector 9, Rohini, New Delhi – 110085 Occupation: Business Date of Birth: September 13, 1975 Age: 50 DIN: 01246420	<i>Indian Companies</i> 1. Daisy Distributors Private Limited 2. India Finsec Limited <i>Foreign Companies</i> Nil
Sunita Bansal Designation: Whole Time Director Current Term: 5 years commencing from August 20, 2025 to August 19, 2030 Period of Directorship: From September 17, 2015 Address: A-1/11, First Floor, Varun Apartment, Plot No. 12, Sector 9, Rohini, New Delhi - 110085 Occupation: Business Date of Birth: November 04, 1976 Age: 49 years DIN: 02801660	<i>Indian Companies</i> 1. Daisy Distributors Private Limited <i>Foreign Companies</i> Nil

Name, designation, term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Kriti Suri Designation: Whole Time Director Current term: 5 years commencing from August 07, 2021 to August 06, 2026 Period of Directorship: From August 07, 2021 Address: CGD-095, DLF Capital Greens, 15 Shivaji Marg, Moti Nagar, New Delhi - 110015 Occupation: Business Date of Birth: October 23, 1979 Age: 46 years DIN: 09258479	Indian Companies: Nil Foreign Companies: Nil
Ashish Bansal Designation: Non-Executive Director Current term: With effect from August 20, 2025 and liable to retire by rotation Period of Directorship: From August 07, 2021 Address: A-7/30, A Block PKT-7, Sector-16, Rohini, New Delhi – 110089 Occupation: Professional Date of Birth: February 11, 1987 Age: 39 years DIN: 06607944	Indian Companies Nil Foreign Companies Nil
Devi Dass Agarwal Designation: Chairperson and Non-Executive Independent Director Current term: With effect from August 07, 2021 for a period of five years and not liable to retire by rotation Period of Directorship: From August 07, 2021 Address: Flat No. 18, Om Sai Apartment, Pocket D/10, Sector 7, Rohini, North West Delhi, Delhi – 110085 Occupation: Professional	Indian Companies 1. India Finsec Limited 2. Grow Money Capital Private Limited 3. Sarva Sidhaya Private Limited Foreign Companies Nil

Name, designation, term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Date of Birth: January 15, 1960 Age: 66 years DIN: 09152596	
Khushboo Rawat Designation: Non-Executive Independent Director Current term: With effect from June 06, 2026 for a period of five years and not liable to retire by rotation. Period of Directorship: June 06, 2026 Address: 1002, Allure, Jhaveri Baug, Near MTNL Office, Kandivali West, Mumbai Suburban, Maharashtra-400067 Occupation: Business Date of Birth: November 30, 1992 Age: 33 years DIN: 09155098	<i>Indian Companies</i> 1. KGRNR Lifestyle Private Limited 2. NAPS Global India Limited <i>Foreign Companies</i> Nil

Brief profiles of our Directors

Gopal Bansal is the Managing Director of our Company and one of the Promoters of our Company. He has been associated with our Company as a Director since March 25, 2017. He holds a bachelor's degree in Commerce from the University of Rajasthan and is a Fellow Member of the Institute of Chartered Accountants of India. He is currently serving as the Managing Director of India Finsec Limited. He has over 23 years of experience in finance, corporate management and strategic leadership. In his current role, he oversees the day-to-day affairs of our Company and is responsible for the strategic planning, leadership, finance and overall management of our Company in accordance with the goals and vision of the Board of Directors.

Sunita Bansal is the Whole Time Director of our Company and one of the Promoter of our Company. She has been on the Board of Directors of our Company since September 17, 2015. She holds a Post Graduate Diploma in Business Administration examination from the Institute for Technology & Management. She has more than 26 years of experience and is responsible for overall management and operations of the company.

Kriti Suri is the Whole-time Director of our Company and has been a member of the Board of Directors since August 07, 2021. She holds a Master's degree in Accounting and Finance from GuruNanak Dev University. Prior to her appointment as Director, she was associated with our Company as an Operations Manager. She has more than more than 5 years of experience.

Ashish Bansal is a Non-Executive Director of our Company. He has been on the Board of Directors of our Company since August 07, 2021. He is also a Fellow member of the Institute of Chartered Accountants of India. He holds a Bachelor's Degree of Commerce (Honours) from University of Delhi. He was associated with Technofab Constructions Private Limited as the Director of the Company, Stellar Capital Services Limited as Managing Director of the Company, SMVA & Associates, Chartered Accountant, as Partner. He has experience of more than a decade. He supports in devising and implementing the overall strategy and growth of our Company and in maintaining cordial relations.

Devi Dass Agarwal is a Chairperson and Non-Executive Independent Director of our Company. He has been on the Board of Directors of our Company since August 07, 2021. He holds a Bachelor's Degree of Commerce (Honours) from University of Meerut. He also holds degree of Bachelor of Laws (LL.B.) from University of Lucknow. He holds a Diploma in Treasury Investment and Risk Management from Indian Institute of Banking & Finance. He is also a Certified Associate of Indian Institute of Bankers - Indian Institute of Banking & Finance. He was previously associated with Central Bank of India as Assistant General Manager (Scale V). He has more than 39 years of experience in the Banking sector. He holds an Independent Director's Databank Registration Certificate issued by the Indian Institute of Corporate Affairs. He is currently serving as an Independent Director of India Finsec Limited, Grow Money Capital Private Limited, and Sarva Sidhaya Private Limited.

Khushboo Rawat is a Non-Executive Independent Director of our Company. She was appointed on the Board of our Company w.e.f. June 06, 2026. She is an Associate member of the Institute of Company Secretary of India and also holds a bachelor's degree in Commerce from Mumbai University. She was associated with Wind World (India) Limited as Tr. Assistant Officer- Finance, Reliance Capital Limited as Deputy Manager- Legal and Compliance, Essel Infraprojects Limited as Deputy Manager- Corporate Secretarial, Terraform Global India Private Limited as Company Secretary. She is a Promoter and Director of KGRNR Lifestyle Private Limited. She holds an Independent Director's Databank Registration Certificate issued by the Indian Institute of Corporate Affairs and is an Independent Director of NAPS Global India Limited. She is currently serving as the Company Secretary and Compliance Officer of Rexpo Enterprises Limited. She has experience in Compliance, Secretarial and Legal matters.

Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

None of our Directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except as stated below, none of our Directors are related to each other or to any of the Key Managerial Personnel or members of our Senior Management.

1. Gopal Bansal is the spouse of Sunita Bansal.

Terms of appointment of our Directors

Terms of appointment of Managing Director

Gopal Bansal

Gopal Bansal is the Managing Director and one of the Promoter of our Company. He was appointed as the Managing Director of our Company pursuant the resolution dated June 23, 2022 passed by our Board, and the resolution passed by our Shareholders' dated September 29, 2022, for a period of 5 years setting out the following terms:

Date of appointment	June 28, 2022
Term of appointment	From June 28, 2022 to June 27, 2027
Remuneration	3 million per annum, pursuant to a Board Resolution dated October 25, 2023

Terms of appointment of our Whole Time Directors

Sunita Bansal

Sunita Bansal is the Whole Time Director and one of the Promoter of our Company. She was appointed as the Whole Time Director of our Company pursuant the resolution dated July 23, 2025 passed by our Board, and the resolution passed by our Shareholders' dated August 20, 2025 for a period of 5 years setting out the following terms:

Date of appointment	August 20, 2025
Term of appointment	From August 20, 2025 to August 19, 2030
Remuneration	2.1 million per annum pursuant to a Special Resolution dated August 20, 2025

Kriti Suri

Kriti Suri is the Whole Time Director of our Company. She was appointed as the Whole Time Director of our Company pursuant the resolution dated August 07, 2021 passed by our Board, and the resolution passed by our Shareholders' dated August 12, 2021, for a period of 5 years setting out the following terms:

Date of appointment	August 07, 2021
Term of appointment	From August 07, 2021 to August 06, 2026
Remuneration	1.14 million per annum pursuant to a Board Resolution dated March 30, 2026

Terms of appointment of our Non-Executive Directors

Ashish Bansal

Ashish Bansal is the Non-Executive Director of our Company. He was appointed as the Non-Executive Director of our Company pursuant the resolution dated August 20, 2025 passed by our Board:

Date of appointment	August 20, 2025
Term of appointment	Since 20.08.2025
Remuneration	It may be noted that in his capacity as a Non-Executive Director, he has voluntarily waived his entitlement to remuneration pursuant to a waiver letter submitted by him dated August 20, 2025

Terms of appointment of our Non-Executive Independent Directors

Pursuant to a resolution passed by our Board on June 9, 2026 our Non-Executive Independent Directors are entitled to receive a sitting fee of up to ₹ 2500/- for attending each meeting of our Board and of up to ₹2500/- for attending each meeting of committees constituted by our Board.

Payment or benefit to Directors of our Company

Details of the remuneration, sitting fees or other remuneration paid to our Directors in Fiscal 2026 are set forth below:

Remuneration to our Managing Director

Details of the remuneration paid to our Managing Director in Fiscal 2026 is set forth below:

(in ₹ million)

Sr. No.	Name of the Director	Total Remuneration
1.	Gopal Bansal	2.93

Remuneration to our Whole Time Directors

Details of the remuneration paid to our Whole-time Directors in Fiscal 2026 are set forth below:

(in ₹ million)

Sr. No.	Name of the Director	Total Remuneration
1.	Sunita Bansal	2.05
2.	Kriti Suri	1.09

Sitting fees to our Non-Executive Directors

Details of the sitting fees paid to our Non-Executive Directors in Fiscal 2026 are set forth below:

(in ₹ million)

Sr. No.	Name of the Director	Total Remuneration
1.	Ashish Bansal	0.57*

*The remuneration paid to Mr. Ashish Bansal was in the capacity of Whole Time Director for the relevant period.

Setting Fees to our Non-Executive Independent Directors

Details of the setting fees paid to our Independent Directors in Fiscal 2026 is set forth below:

(in ₹ million)

Sr. No.	Name of the Director	Total Remuneration
1.	Devi Dass Agarwal	0.16
2.	Khushboo Rawat	NIL *

* Appointed in Fiscal 2027

Bonus or profit-sharing plan for our Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Service contracts with Directors

None of our Directors have entered into service contracts with our Company which provide benefits upon termination of employment.

Contingent and deferred compensation payable to our Directors

There is no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares. Except as disclosed below, none of our Directors hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Director	No. of Equity Shares held	% of Pre-Offer Equity Share Capital	% of Post Offer Equity Share Capital
1.	Gopal Bansal	7,393,430	8.72	[●]
2.	Sunita Bansal	6,942,410	8.19	[●]
3.	Kriti Suri	1,480,010	1.75	[●]
	Total	15,815,850	18.66	[●]

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our current Directors have been appointed to our Board pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others. Further, none of our Key Managerial Personnel and members of

our Senior Management have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them.

Our Directors may also be interested or deemed to be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors, kartas or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer. For further details regarding the shareholding of our Directors, see “*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*” on page 252 and 91.

Certain of our Directors, namely Gopal Bansal and Sunita Bansal have also extended personal guarantees in favour of our lenders to secure the borrowings availed by our Company and may be deemed to be interested to that extent. For further details in relation to the borrowings by our Company, see “*Financial Indebtedness*” on page 352.

Further, our Directors may also be directors on the board, or are shareholders, kartas, proprietors, members or partners, of entities with which our Company has had transactions and may be deemed to be interested to the extent of the payments made by our Company, or services provided by our Company, if any, to these entities.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) of the Company and our Directors.

Except as disclosed under “*Our Management – Interest in land and property.*” on page 253, there is no conflict of interest between our Directors and lessors of the immovable properties of our Company, which are crucial for the operations of our Company. Please also see “*Our Promoters and Promoter Group – Confirmations*”, “*Our Promoters and Promoter Group – Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.*” and “*Risk Factor 54 - We have entered into and may continue to enter into related party transactions. Failure to ensure that such related party transactions are entered into on an ‘arm’s length’ basis could have an adverse effect on our business, financial condition or results of operations*” on pages 273, 272 and 55, respectively.

Interest in land and property

Except as disclosed below, none of our Directors have any interest in any property acquired or proposed to be acquired from our Company or by our Company. For details, see “*Restated Financial Statements – Note 34 – Related Party Disclosures*” on page 290.

Rented Properties

Sr. No.	Date of Agreement	Licensor	Licensee	Period of the Agreement	Address of Property	Usage of Property	Consideration per month (in ₹ million)
1.	April 09, 2024	Sunita Bansal & Gopal Bansal HUF	IFL Finance Limited	36 Months	D-16, 1st Floor, Above ICICI Bank, Sector-14, Prashant Vihar, Rohini, New Delhi – 110085	Head Office	0.15

Interest in transaction for acquisition of land, construction of building or supply of machinery

None of our Directors have any interest in any property acquired, whether direct or indirect, by our Company, during the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in the transaction for acquisition of land, construction of building or supply of machinery.

Interest in promotion or formation of our Company

Except Gopal Bansal and Sunita Bansal, who are also the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company, as on the date of this Draft Red Herring Prospectus.

Business interest

Except in the ordinary course of business and as disclosed in “*Restated Financial Information – Note 34 - Related Party Transactions*” on page 290, our Directors do not have any other business interest in our Company.

Loans to Directors

As on the date of this Draft Red Herring Prospectus, no loans have been availed by our Directors from our Company.

Confirmations

None of our Directors have given any guarantees to any third-party, with respect to the Equity Shares, as of the date of this Draft Red Herring Prospectus.

No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

None of our Directors have been declared as Wilful Defaulters or Fraudulent Borrowers as defined under the SEBI ICDR Regulations.

None of our Directors has been declared a Fugitive Economic Offender in accordance with the Fugitive Economic Offenders Act, 2018.

Our Company is in compliance with Regulation 17(1A) of the SEBI Listing Regulations.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name of Director	Date of Appointment/ Change	Reasons
Khushboo Rawat	June 09, 2026	Appointment as Non-Executive Independent Director

Name of Director	Date of Appointment/ Change	Reasons
Khushboo Rawat	June 06, 2026	Appointment as Additional Non-Executive Independent Director
Pinki Sharma	June 06, 2026	Resignation as Non-Executive Independent Director
Pinki Sharma	July 17, 2025	Appointment as Non-Executive Independent Director
Pinki Sharma	July 17, 2025	Appointment as Additional Non-Executive Independent Director
Amit Kumar Agarwal	July 07, 2025	Resignation as Non-Executive Independent Director
Ashish Bansal	August 20, 2025	Change in designation From Whole-Time Director to Non-Executive Director
Sunita Bansal	August 20, 2025	Change in designation From Non-Executive Director to Whole-Time Director
Sunita Bansal	October 28, 2024	Change in designation from Whole-Time Director to Non-Executive Director
Ramesh Bansal	October 28, 2024	Resignation as Non-Executive Independent Director

Borrowing Powers

Pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the Articles of Association of the Company, subject to applicable laws and pursuant to the resolution passed by our Board dated January 27, 2026 and the special resolution passed by our Shareholders on February 19, 2026, our Board has been authorised to borrow any sum or sums of money from time to time at their discretion for the purpose of the business of our Company, from any one or more banks, financial institutions, mutual funds and other persons, firms, bodies corporate or by way of loans or credit facilities (fund based or non-fund based) or by issue of bonds on such terms and conditions and with or without security as the Board may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) and being borrowed by the Board at any time shall not exceed in the aggregate at anytime ₹ 10,000 million (Rupees Ten Thousand million Only) irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, our Board comprises 6 (six) Directors, 1 (one) of whom is the Managing Director 2 (two) woman Whole Time Directors, 1 (one) is the Non-Executive Director, 2 (two) are Non-Executive Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations and the Companies Act:

- (a) Audit Committee;
- (b) Nomination and Remuneration Committee;
- (c) Stakeholders' Relationship Committee; and
- (d) Risk Management Committee;

(e) IPO Committee

Audit Committee

The Audit Committee was re-constituted by a resolution passed by our Board dated June 09, 2026. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises of:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Devi Dass Agarwal	Non-Executive Independent Director	Chairperson
2.	Gopal Bansal	Managing Director	Member
3.	Khushboo Rawat	Non-Executive Independent Director	Member

Terms of Reference:

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) in India where the Equity Shares of the Company are proposed to be listed (the “**Stock Exchanges**”) from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- (1) to investigate any activity within its terms of reference;
- (2) to seek information from any employee;
- (3) to obtain outside legal or other professional advice;
- (4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- (5) to such other powers as may be prescribed under the Companies Act and SEBI Listing Regulation.
- (6) to recommend on any matter relating to financial management including the Auditors’ Report and such recommendation shall be binding on the Company, failing which, the Board shall accord the reasons thereof and communicate the same to the shareholders.
- (7) to approve the key performance indicators to be disclosed in the Offer related documents in relation to the initial public offering of the Equity Shares of the Company and to confirm that verified any audited details for all the key performance indicators pertaining to the Company that have been disclosed to the earlier investors at any point of time during the three years period prior to the date of filing of the Draft Red Herring Prospectus / Red Herring Prospectus are disclosed under “*Basis for Offer Price*” section of the Offer document.

Role of Audit Committee

The role of the Audit Committee shall include the following:

- (1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- (2) recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- (5) formulation of a policy on related party transactions, which shall include materiality of related party transactions’ examining and reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the Board for approval, with particular reference to:
 - a. matters required to be included in the director’s responsibility statement to be included in the Board’s report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

- b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings; compliance with listing and other legal requirements relating to financial statements;
 - e. disclosure of any related party transactions; and
 - f. modified opinion(s) in the draft audit report.
- (6) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
 - (7) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offerdocument / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - (8) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - (9) reviewing, at least on a quarterly basis, the details of the related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
 - (10) Seeking information from any employee, obtain external professional advice, and secure attendance of outsiders with relevant expertise if necessary.;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

- (11) scrutiny of inter-corporate loans and investments;
- (12) valuation of undertakings or assets of the Company, wherever it is necessary;
- (13) evaluation of internal financial controls and risk management systems;
- (14) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- (15) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (16) discussion with internal auditors of any significant findings and follow-up thereon;
- (17) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (18) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (19) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (20) reviewing the functioning of the whistle blower mechanism;
- (21) monitoring the end use of funds through public Offer and related matters;
- (22) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- (23) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (24) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- (25) approving the key performance indicators for disclosure in the Offer documents; and
- (26) to review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively; and

- (27) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- Statement of deviations in terms of the SEBI Listing Regulations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations;
 - b. annual statement of funds utilised for purposes other than those stated in the Offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.
- review the financial statements, in particular, the investments made by any unlisted subsidiary.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was re-constituted by a resolution passed by our Board dated June 09, 2026. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises of:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Khushboo Rawat	Non-Executive Independent Director	Chairperson
2.	Devi Dass Agarwal	Non-Executive Independent Director	Member
3.	Ashish Bansal	Non-Executive Director	Member

Terms of Reference

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the “**Board**” or “**Board of Directors**”) a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”);
- (2) Formulation of criteria for evaluation of independent directors on the Board;
- (3) For appointment of an independent directors, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparation of a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- (4) Devising a policy on Board diversity;
- (5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director’s performance (including independent director) to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

- (6) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (7) Recommend to the board, all remuneration, in whatever form, payable to senior management;
- (8) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that-
 - a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- (9) perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:
 - a. administering the employee stock option plans of the Company, as may be required;
 - b. determining the eligibility of employees to participate under the employee stock option plans of the Company;
 - c. granting options to eligible employees and determining the date of grant;
 - d. determining the number of options to be granted to an employee;
 - e. determining the exercise price under the employee stock option plans of the Company; and
 - f. construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.
 - g. The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
 - h. The exercise period within which the employees should exercise the option and that option would lapse on failure to exercise the option within exercise period;
 - i. The specified time period within which the employee should exercise the vested option in the event of termination or resignation of an employee;
 - j. The right of an employee to exercise all the options vested in him at one time or at various point of time within the exercise period;
 - k. Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the Equity Shares;
 - l. The grant, vest and exercise of option in case of employees who are on long leave;
 - m. allow exercise of unvested options on such terms and conditions as it may deem fit;
 - n. the procedure for cashless exercise of options;
 - o. forfeiture/cancellation of options granted;
 - p. formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard, following shall be taken into consideration:
 - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
 - for this purpose, follow global best practices in this area including the procedures followed by the derivative market in India and abroad may be considered; and
 - the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.
 - q. To make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board;
 - r. The committee is authorised by the Board to:
 - Investigate any activity within its terms of reference;
 - seek any information from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties;

- call any director or other employee to be present at a meeting of the Committee as and when required; and
 - if the committee considers it necessary to do so, it is authorized to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the Committee. The cost of obtaining any advice or services shall be paid by the Company within the limited as authorized by the Board.
- (10) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
 - (11) Ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act, 2013;
 - (12) Developing a succession plan for our Board and senior management and regularly reviewing the plan; and
 - (13) carrying out any other activities as may be delegated by the Board and other functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated June 09, 2026. The composition and terms of reference of Stakeholders' Relationship Committee are in compliance with Section 178 and any other applicable law of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises of:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Devi Dass Agarwal	Non-Executive Independent Director	Chairperson
2.	Gopal Bansal	Managing Director	Member
3.	Khushboo Rawat	Non-Executive Independent Director	Member

Terms of Reference

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

- (1) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;
- (2) resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assessing with quarterly reporting of such complaints;
- (3) formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- (4) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
- (5) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- (6) review of measures taken for effective exercise of voting rights by shareholders;
- (7) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar & share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
- (8) to dematerialize or rematerialize the issued shares;

- (9) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- (10) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time; and
- (11) to authorize affixation of common seal of the Company.

Risk Management Committee

The Risk Management Committee was Re-constituted by a resolution of our Board dated June 09, 2026. The composition and terms of reference of Stakeholders' Relationship Committee are in compliance with Section 178 and any other applicable law of the Companies Act 2013 and Regulation 21 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises of:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Gopal Bansal	Managing Director	Chairman
2.	Devi Dass Agarwal	Independent and non-executive Director	Member
3.	Ashish Bansal	Non-Executive Director	Member
4.	Perna Matta Arora	Chief Financial Officer	Member

Terms of Reference

- 1) Reviewing the risk profile of the Company (including market risk, operational risk, transactional risk and credit risk);
- 2) Approval and review of the risk measurement policies, models and measurement systems;
- 3) Approval and review of the broad Credit underwriting policies and process. Set broad framework by setting of quantitative prudential limits on various products and segments of the Company's operations;
- 4) Review risk, credit and collections triggers/ parameters;
- 5) Determining implications on quality and review of returns and reports to the RBI pertaining to the Risk Monitoring function.
- 6) To review and discuss the cases relating to willful defaulters of the Company.
- 7) To monitor and oversee implementation of the risk management policy of the Company, including evaluating the adequacy of risk management systems;
- 8) To periodically review the risk management policy of the Company, at least once in two years, including by considering the changing industry dynamics and evolving complexity and evaluating the adequacy of risk management systems;
- 9) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- 10) To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;
- 11) To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;
- 12) To review the status of the compliance, regulatory reviews and business practice reviews;
- 13) To review and recommend the Company's potential risk involved in any new business plans and processes.

The Risk Management Committee is required to meet at least twice in a financial year and the gap between two consecutive meetings shall not be more than 210 days and the quorum for a meeting of the Risk Management Committee shall be either two members or one - third of the members of the committee whichever is greater, but there should be a minimum of one member of the Board in attendance.

IPO Committee

The IPO Committee was constituted by a resolution of our Board dated March 26, 2026. The IPO Committee currently comprises of:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Gopal Bansal	Managing Director	Chairperson
2.	Sunita Bansal	Whole Time Director	Member
3.	Devi Dass Agarwal	Independent and non-executive Director	Member

Terms of Reference

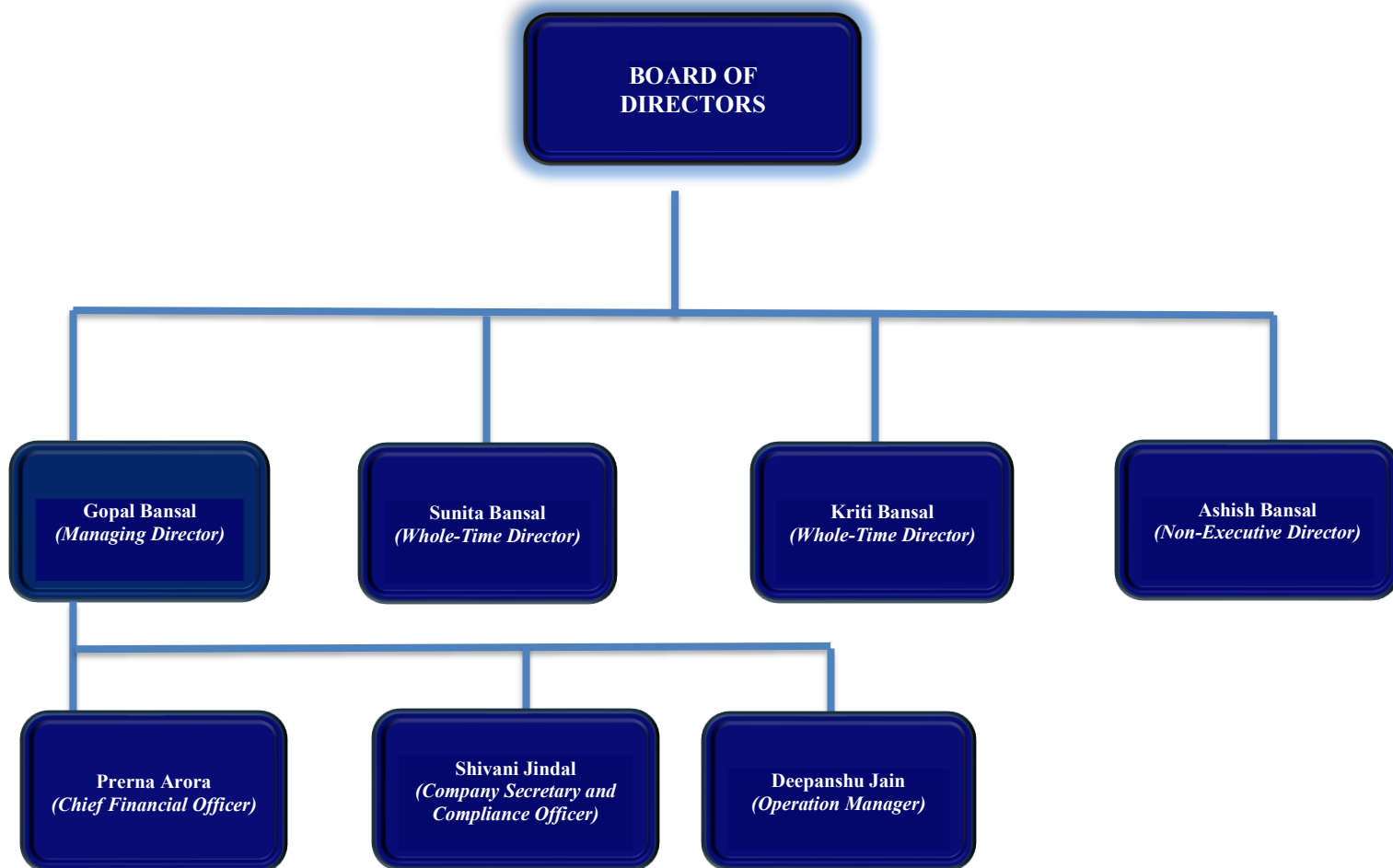
The IPO Committee be and is hereby constituted to undertake, *inter alia*, the following acts:

- a. To make applications to, seek clarifications, obtain approvals, and seek exemptions from, if necessary, SEBI, Reserve Bank of India, or to any other statutory or governmental authorities in connection with the Offer as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;
- b. To approve and file the DRHP with SEBI, the RHP and Prospectus with the RoC and thereafter with SEBI and the Stock Exchanges and the preliminary and final international wrap (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalised by the Company, therein;
- c. To decide in consultation with the book running lead manager (“**BRLM**”) on the timing, pricing and all the terms and conditions of the Offer, including the price band, Offer price, Offer size, reservation, discount, and to accept any amendments, modifications, variations or alterations thereto;
- d. To appoint and enter into arrangements with the BRLM, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, sponsor banks to the Offer, registrars, legal counsel, advertising agency and any other agencies or persons or intermediaries to the Offer and to negotiate and finalise the terms of their appointment;
- e. To authorize the maintenance of a register of holders of the Equity Shares;
- f. To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the DRHP, RHP, the Prospectus, the abridged prospectus, the preliminary international wrap and final international wraps, Offer agreement, share escrow agreement, syndicate agreement, underwriting agreement, cash escrow and sponsor bank agreement, agreements with the registrar and the advertising agency, bid-cum-application forms, confirmation of allotment notes, and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable in relation to the Offer;
- g. To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI;
- h. To seek, if required, the consent of the lenders to the Company and its subsidiaries (if any), parties with whom the Company has entered into various commercial and other agreements, and any other consents that may be required in relation to the Offer;
- i. To open and operate bank accounts in terms of the cash escrow and sponsor bank agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- j. To approve any corporate governance requirements that may be considered necessary or as may be required under the applicable laws or the uniform listing agreement to be entered into by the Company with the relevant stock exchanges;
- k. To authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
- l. To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including anchor investor offer price), reservation, discount, approve the basis of allotment and confirm allocation/allotment of the Equity Shares to various

- categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLM and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;
- m. To finalise and issue allotment letters/confirmation of allotment notes with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
 - n. To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;
 - o. To do all such acts, deeds, matters and things and execute all such other documents, etc., deem necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;
 - p. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited and such other agencies, authorities or bodies as may be required in this connection;
 - q. To withdraw the DRHP, RHP and the Offer at any stage, in accordance with applicable laws and in consultation with the BRLM, if deemed necessary;
 - r. To negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents (including DRHP, RHP, Prospectus, and abridged prospectus) agreements, letters, applications, bid-cum-application forms, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto or termination thereof) on behalf of the selling shareholders (as maybe applicable), as the case may be, in relation to the Offer;
 - s. To make applications (both in-principle and final applications) for listing of the Equity Shares in one or more stock exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);
 - t. To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company; and
 - u. To authorize and empower KMPs of the Company (each, an “**Authorized Officer**”), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the IPO, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar’s agreement, the depositories agreements, the offer agreement with the BRLM (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLM, lead manager, syndicate members, bankers to the IPO, registrar to the IPO, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer, if any and to do or cause to be done any and all such acts or things that the IPO Committee or the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.

In addition to the above-mentioned Committees, our Company has also constituted Asset and Liability Management Committee as required under the Master Directions of Reserve Bank of India. Our Company also has constituted Identification committee, Review Committee, Internal Complaints Committee, IT Strategy Committee and Special Committee to monitor and follow up for better guidance to the Board of Directors of the Company.

Management Organisation Structure



Key Managerial Personnel and Senior Management

Key Managerial Personnel

The details of our Key Managerial Personnel, as of the date of this Draft Red Herring Prospectus are as follows:

In addition to Gopal Bansal, Managing Director and Sunita Bansal, our Whole Time Director whose details are provided in ‘*Brief Profiles of our Directors*’ above, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below.

Perna Matta Arora is the Chief Financial Officer of our Company. She has been associated with our Company since July 23, 2018, she was designated as the Chief Financial Officer with effect from November 01, 2022, and continues to serve in such capacity. She is an Associate Member of the Institute of Chartered Accountants of India and also holds a Certificate of Company Secretary from the Institute of Company Secretaries of India. She holds a Bachelor’s Degree in Commerce (Honours) from the University of Delhi. Prior to joining our Company, she was associated with Peel Works Private Limited as Manager - Finance, BSR & Co. LLP (KPMG) as Senior, and Ernst & Young as Tax Consultant in National Tax & Regulatory Services (Tax). She has over 13 years of experience. In Fiscal 2026, she received an aggregate compensation of ₹ 2.853 million.

Shivani Jindal is the Company Secretary and Compliance Officer of our Company. She joined our Company on September 09, 2024 as the Company Secretary and Compliance Officer of our Company. She is an associate member of the Institute of Company Secretaries of India. She also holds a Bachelor’s Degree in Commerce from University of Delhi. She was previously associated with Virtual Global Education Limited as the Company Secretary and Compliance Officer, Intergra Capital Management Limited as Company Secretary and Compliance Officer of the Company. She has over 3 years of experience. In Fiscal 2026, she received an aggregate compensation of ₹ 0.849 million.

Senior Management

In addition to, Perna Matta Arora, our Chief Financial Officer and Shivani Jindal, our Company Secretary and Compliance Officer, whose details are provided in “*Our Management-Key Managerial Personnel*” on page 265 above, the details of members of our Senior Management in terms of SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus are set out below:

Deepanshu Jain is the Operations Manager of our Company. He joined our Company on July 12, 2021 as Manager - Accounts & Admin and was promoted to Operations Manager - Gold Loan with effect from October 1, 2025. He holds a Bachelor's Degree from the University of Delhi, a Master of Commerce (M.Com.) from Indira Gandhi National Open University, a Bachelor of Laws (LL.B.) from Chaudhary Charan Singh University, Meerut, and a Master of Business Administration (MBA) from Bharati Vidyapeeth. He was associated with Digital Compusystem Private Limited as a Senior Accountant. He has over 5 years of experience in finance, accounting, administration, and operations. In his current role, he is responsible for overseeing the operations of the Company and supporting operational efficiency and process management. In Fiscal 2026, he received an aggregate remuneration of ₹ 0.661 million.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and members of our Senior Management are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management

Except as disclosed in “*Relationship between our Directors, Key Managerial Personnel and Senior Management*” on page 250, none of our Key Managerial Personnel and members of our Senior Management are related to each other.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel or members of our Senior Management are party to any bonus or profit-sharing plan of our Company.

Shareholding of Key Managerial Personnel and Senior Management in our Company

None of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company, as on the date of this Draft Red Herring Prospectus:

Service Contracts with Directors and Key Managerial Personnel and Senior Management

No officer of our Company, including our Directors and the Key Managerial Personnel or members of our Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to our Key Managerial Personnel and members of our Senior Management, which does not form part of their remuneration.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel nor the members of the Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Loans to and deposits from Key Managerial Personnel and Senior Management

As on the date of this Draft Red Herring Prospectus, there are no outstanding loans or deposits which have been availed by our Key Managerial Personnel or members of the Senior Management from our Company.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in “*Our Management - Interest of Directors*” above, the Key Managerial Personnel and members of our Senior Management of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and except as stated below there is no conflict of interest between the suppliers of raw materials and third party service providers (crucial for operations of the Company) of the Company and our Key Managerial Personnel and members of our Senior Management.

There is no conflict of interest between our Key Managerial Personnel and members of our Senior Management and lessors of the immovable properties, which are crucial for the operations of our Company.

Changes in Key Managerial Personnel or Senior Management during the last three years

Except as disclosed below, there are no other changes in our Key Managerial Personnel or members of our Senior Management during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of Change	Reasons
Mukesh Sharma	June 01, 2026	Resignation as Collection & Operation Head
Deepanshu Jain	October 1, 2025	Promoted as Operations Manager
Shivani Jindal	September 09, 2024	Appointment as Company Secretary and Compliance Officer
Varsha Bharti	July 20, 2024	Resignation as Company Secretary and Compliance Officer
Varsha Bharti	October 12, 2023	Appointment as Company Secretary and Compliance Officer
Vijay Kumar Dwivedi	October 11, 2023	Resignation as Company Secretary and Compliance Officer

Name	Date of Change	Reasons
Somesh Tewari	September 16, 2023	Resignation as Chief Executive Officer

Attrition of Key Managerial Personnel and Senior Management

The average attrition of Key Managerial Personnel and Senior Management is low in our Company. For further details, on the attrition rate of Key Managerial Personnel and Senior Management, see “*Risk Factor 48 - Our business depends substantially on the efforts of our Key Managerial Personnel, members of the Senior Management, and failure to attract or retain such persons could adversely affect our business, results of operations, cash flows and financial condition*”

Employee stock option and stock purchase schemes

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock options scheme or any employee stock option plan.

Payment or Benefit to Key Managerial Personnel and Senior Management of our Company

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, Key Managerial Personnel and members of our Senior Management, is entitled to any benefits upon termination of employment under any service contract entered into with our Company. No non-salary related amount or benefit has been paid or given to any of our Company’s officers including our Directors, Key Managerial Personnel and members of our Senior Management within the two preceding years of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTERS GROUP

The Promoters of our Company are Gopal Bansal, Sunita Bansal and India Finsec Limited.

As on the date of this Draft Red Herring Prospectus, our Promoters, Gopal Bansal holds 73,93,430, Sunita Bansal holds 69,42,410 and India Finsec Limited holds 6,01,85,024 Equity Shares of our Company, representing 8.72%, 8.19% and 71.01 % pre-Offer issued, subscribed and paid-up equity share capital of our Company respectively.

For details of the build-up of our Promoters' equity shareholding in our Company, see "*Capital Structure– Equity Share build-up of the Promoter in our Company*" beginning on page 92.

The details of our Individual Promoters are provided below:

Name and Details	
	Gopal Bansal, aged 50 years, is one of the Promoters and is also the Managing Director of our Company. He is an Indian national. Date of Birth: September 13, 1975 His permanent account number is AAHPB8176F For the complete profile of Gopal Bansal, along with the details of address, educational qualification, experience in the business or employment, positions/posts held in past, directorships held, other ventures, special achievements, his business and financial activities, see the chapter titled "<i>Our Management-Brief Profile of the Directors</i>" on page 249.
	Sunita Bansal, aged 49 years, is one of the Promoters and is also the Whole Time Director of our Company. She is an Indian national. Date of Birth: November 04, 1976 Her permanent account number is AZJPS4858C For the complete profile of Sunita Bansal, along with the details of address, educational qualification, experience in the business or employment, positions/posts held in past, directorships held, other ventures, special achievements, her business and financial activities, see the chapter titled "<i>Our Management-Brief Profile of the Directors</i>" on page 249.

Our Company confirms that the permanent account number, Aadhaar card number, bank account number and passport number and driving license number of all our individual Promoters namely, Gopal Bansal, Sunita Bansal and Permanent Account Number, Bank Account Number, Corporate Identification Number and ROC Address of our corporate promoter namely, India Finsec Limited will be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

The details of our Corporate Promoters are provided below:

INDIA FINSEC LIMITED

Corporate Information

Company was incorporated as "Dynasore Leasing and Holdings Private Limited" at Delhi as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 10, 1994 bearing Registration Number 285284 issued by Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently, name of Company was changed to "India Finsec Private Limited" pursuant to issuance of fresh Certificate of Incorporation dated December 14, 2011. Company was converted into Public Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on December 19, 2011 and name of our Company was changed to "India Finsec Limited" pursuant to issuance of fresh Certificate of Incorporation dated January 19, 2012. The company was listed on BSE Mainboard platform on June 11, 2013. Corporate Identification Number of our Company is L65923DL1994PLC060827.

In December 2016, we became a subsidiary of India Finsec Limited ("India Finsec"), a company listed on BSE Limited. In June 2025, simultaneously with our transition to an NBFC-ICC, India Finsec surrendered its NBFC licence and transitioned into an unregistered Core Investment Company ("CIC") and is currently our holding company, holding approximately 71% of our total share capital as on March 31, 2026.

There are no material intercompany financing arrangements between our Company and India Finsec, other than those disclosed under "*Related Party Transactions*" on page 73 of this Draft Red Herring Prospectus. Further, our regulatory compliance, capital adequacy and credit profile are assessed independently by the RBI.

Nature of Business

India Finsec Limited is currently an unregistered Core Investment Company and is primarily involved in the business of investment activities of its group companies to the extent permitted for unregistered Core Investment Companies under the regulatory framework prescribed by the Reserve Bank of India, to the extent applicable.

Details of the promoters of our Promoter.

The Promoters of India Finsec Limited are Gopal Bansal and Mukesh Sharma.

Board of Director of India Finsec Limited.

The board of directors of India Finsec Limited comprises of:

Sr. No.	DIN	Name of Directors
1.	01246420	Gopal Bansal
2.	00274217	Mukesh Sharma
3.	02816099	Purva Mangal
4.	09152596	Devi Dass Agarwal

Capital structure of India Finsec Limited

Authorised Capital:
The Authorised share capital of India Finsec Limited as on date of this Draft Red Herring Prospectus is ₹ 30.00 Crore divided into 3,00,00,000 equity shares of face value of ₹ 10.00 each.
Paid-up Capital:
Issued, subscribed and paid-up share capital of India Finsec Limited as on date of this Draft Red Herring Prospectus is ₹ 29.19 Crore divided into 2,91,91,715 equity shares of face value ₹ 10.00 each.

The Shareholding Pattern of India Finsec Limited as on June 30, 2026 is as follows:

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities (IX)			Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI) = (VII) + (X) As a % of (A+B+C 2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)	
								Number of voting rights					Total as a % of (A+B+C)	Number (a)	As a % of total Equity Shares held (b)	Number (a)		As a % of total Equity Shares held (b)
								Class eg: Equity Shares	Class eg: Others	Total								
(A)	Promoters and Promoter Group	10	1,63,42,062	-	-	1,63,42,062	55.98	1,63,42,062	55.98	1,63,42,062	55.98	-	55.98	1,250,000	7.65	13,752,998	-	1,63,42,062
(B)	Public	814	1,28,49,653	-	-	1,28,49,653	44.02	1,28,49,653	44.02	1,28,49,653	44.02	-	44.02	-	-	4,719,146	36.73	12,409,902
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(2)	Shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI) = (VII) + (X) As a % of (A+B+C 2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+C)			Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
								Class eg: Equity Shares	Class eg: Others	Total								
	held by Employee Trusts																	
	Total (A)+(B) + (C)	824	2,91,91,715	-	-	2,91,91,715	100.00	2,91,91,715	100.00	2,91,91,715	100.00	-	100.00	1,250,000	4.28	18,472,144	36.73	28,751,964

Change in control of India Finsec Limited including change in controlling interest in last 3 years

There has been no change in the control of India Finsec Limited during the last 3 years preceding the date of this Prospectus.

We confirm that the Permanent Account Number, Bank Account Number, Corporate Identification Number and ROC Address of our Corporate Promoter will be submitted to the Stock Exchanges to the Stock Exchange at the time of filing of the Draft Red Herring Prospectus with the Stock Exchange.

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters or fraudulent borrowers by the RBI or any other governmental authority.

Our Promoters has not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.

Change in Control of our Company

There has been no change in control of our Company during the last five years preceding the date of this Draft Red Herring Prospectus. For details in relation to the shareholding of our Promoters and Promoter Group, and changes in the shareholding of our Promoters, including since incorporation, see “*Capital Structure*” on page 83.

Other ventures of our Promoters

Other than as disclosed below and in the sections titled “*Our Management – Board of Directors*” and “*Our Promoter and Promoter Group -Entities forming part of the promoter group*” on pages 247 and 274, respectively, our Promoters are not involved with any other venture.

Experience in the proposed line of business

Our Promoters have adequate experience in the business activities undertaken by our Company. For details of the experience of our Promoters in relation to the business of our Company, see “*Our Management*” on page 247.

Interest of Promoters

Our Promoters are interested in our Company to the extent: (i) that they have promoted our Company; (ii) of their respective shareholding in our Company, the shareholding of their relatives in which they are interested and which hold Equity Shares in our Company; (iii) the dividend payable, if any and any other distributions in respect of the Equity Shares held by them in our Company, directly or indirectly, from time to time; and (iv) to the extent of their directorship in our Company. For details of the Promoters’ shareholding in our Company, see “*Capital Structure- Build-up of Promoters’ shareholding in our Company*” on page 92. Additionally, our Promoters may be interested in transactions entered into by our Company with them, their relatives or other entities which are controlled by our Promoters. For further details, see “*Restated Financial Information – Note 34 - Related Party Transactions*” on page 290.

Further, our Promoters viz. Gopal Bansal who is the Managing Director of our Company and Sunita Bansal, who is the Whole Time Director of our Company may be deemed to be interested in terms of their appointment as such, including in relation to benefits, remuneration, reimbursement of expenses, etc., payable to them if any, in their capacity as Directors and Key Managerial Personnel, as applicable. For further details, see “*Our Management -Terms of appointment of our Directors*” and “*Our Management -Payments or benefits to our Directors*” on pages 250 and 253, respectively. Further for details of interest of our Promoters as Directors of our Company, see “*Our Management -Interest of Directors*” on page 253.

Further, our Promoters have extended personal guarantees in favour of our lenders to secure borrowings availed by our Company and may be deemed to be interested to that extent.

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise, by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by our Promoters or by such firm or company, in connection with the promotion or formation of our Company.

Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.

Except as disclosed below, our Promoters have no interest in any property acquired, whether direct or indirect, by our Company, during the three years preceding the date of the Draft Red Herring Prospectus or proposed to be acquired by our Company, or in the transactions for acquisition of land, construction of building or supply of machinery:

Rented Properties

Sr. No.	Date of Agreement	Licensor	Licensee	Period of the Agreement	Address of Property	Usage of Property	Consideration per month (in ₹ million)
1.	April 09, 2024	Gopal Bansal HUF & Sunita Bansal	IFL Finance Limited	36 Months	D-16, 1st Floor, Above ICICI Bank, Sector-14, Prashant Vihar, Rohini, New Delhi – 110085	Head Office	0.15

For further details, please see “Restated Financial Information – Note 34 – Related Party Disclosures” on page 290.

Payment or Benefits to Promoter or Promoter Group

Except as stated in the section entitled ‘Restated Financial Information – Note 34 - Related Party Transactions’ on page 290 of this Draft Red Herring Prospectus, there have been no payment or benefits given by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Disassociation by our Promoters in the last three years

None of our Promoters have disassociated themselves from any companies or firms during the preceding three years from the date of this Draft Red Herring Prospectus.

Material Guarantees to third-parties with respect to the Equity Shares of our Company

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantees to any third party with respect to the Equity Shares of our Company.

Relationship between our Promoters

Gopal Bansal is the spouse of Sunita Bansal.

Confirmations

Our Promoters and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

Our Promoters have not been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters and members of our Promoter Group are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters are not and have not been a promoter or director of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no conflict of interest between our Promoters or members of our Promoter Group and third-party service providers of our Company, which are crucial for the operations of our Company.

Except as disclosed under “Our Promoters and Promoter Group - Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.” and “Risk Factor 54 - We have entered into related party transactions in the past and may continue to do so in the future, which may potentially involve conflicts of interest with

other shareholders.” on pages 272 and 55, respectively, there is no conflict of interest between our Promoters or members of our Promoter Group and lessors of the immovable properties, which are crucial for the operations of our Company.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

(i) Natural persons forming part of the Promoter Group

The following natural persons form part of the Promoter Group as immediate relatives of our Promoters:

Name of Promoter	Relationship	Name of Immediate Relative
Gopal Bansal	Spouse	Sunita Bansal
	Father	Late Niranjana Lal Bansal
	Mother	Ganga Devi Bansal
	Daughter	Ananya Bansal
		Anushka Bansal
	Brother	Arvind Kumar Bansal
	Sister	Krishna Aggarwal
	Spouse's Father	Late Rammurti Jainram Sharma
	Spouse's Mother	Late Kanta
	Spouse's Sister	Veena D Makkar
Sunita Bansal	Spouse	Gopal Bansal
	Father	Late Rammurti Jainram Sharma
	Mother	Late Kanta
	Daughter	Ananya Bansal
		Anushka Bansal
	Sister	Veena D Makkar
	Spouse's Father	Late Niranjana Lal Bansal
	Spouse's Mother	Ganga Devi Bansal
	Spouse's Brother	Arvind Kumar Bansal
	Spouse's Sister	Krishna Aggarwal

(ii) Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Arvind Kumar Bansal HUF
2. Daisy Distributors Private Limited
3. Gopal Bansal HUF
4. Gopal Bansal LLP

(iii) Individuals whose shareholding is aggregated under the heading “Shareholding of the Promoter Group”, other than our Promoters, is as follows:

1. Kriti Suri;
2. Nidhi Bansal;
3. Renu Bansal;
4. Virender Kumar Bansal; and
5. Santosh Bansal

OUR GROUP COMPANY

As on date of this Draft Red Herring Prospectus, our Company does not have any Group Companies.

In accordance with the SEBI ICDR Regulations, for the purpose of identification of ‘group companies’, group companies shall mean (i) such companies (other than our Promoter and Subsidiaries) with which there were related party transactions during the period for which Audited Restated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards; and (ii) any other companies which are considered material by our Board in accordance with the Materiality Policy. Our Company does not have related party transactions with any companies in Fiscals 2026, 2025 and 2024. Further in terms of Materiality Policy for determination of group companies, adopted by our Board in their meeting held on June 09, 2026 our Board has not considered any company as a group company

DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company including the NBFC Scale Based Regulations, each as amended. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Dividends are payable within thirty days of approval by the Equity Shareholders at the annual general meeting of our Company and in case of interim dividend within thirty days of declaration by the Board of Directors. When a dividend is declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not paid/ declared any dividend in last three years from date of this Draft Red Herring Prospectus. Our Company’s corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

SELECTED STATISTICAL INFORMATION

The following information should be read together with our Restated Financial Information, including the notes thereto, as well as the sections “Our Business” beginning on page 188 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 368 appearing elsewhere in this Draft Red Herring Prospectus. Our fiscal year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is derived from our Restated Financial Information included in this Draft Red Herring Prospectus.

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Draft Red Herring Prospectus and are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP. These Non-GAAP Measures, are not a measurement of our financial performance or liquidity under IND AS or Indian GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS or Indian GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of financial services businesses, many of which provide such non-GAAP financial measures and other statistical and operational information when reporting their financial results. However, note that these non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other financial services companies. The following information is included for analytical purposes. For further information, see “Risk Factors 62 - We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial condition. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the financial services industry and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies” on page 58.

Selected Statistical Information of our Company

Financial Metrics

(₹ million, except percentages and values per share)

Particulars	As at March 31, / Fiscal		
	2026	2025	2024
Total Assets	5,889.75	3,618.60	3,005.16
Average Total Assets ⁽¹⁾	4,754.18	3,311.88	2883.03
Total Equity ⁽²⁾	1,813.78	1,597.43	1,070.36
Average Total Equity ⁽³⁾	1,705.61	1,333.90	1,009.57
Total Borrowings ⁽⁴⁾	3,882.15	1,877.96	1,824.19
Average Total Borrowings ⁽⁵⁾	2,880.06	1,851.08	1,759.46
Total Loans	5,107.51	3,298.16	2,771.27
Average Total Net Loans ⁽⁶⁾	4,202.84	3,034.71	2,632.65
Total Assets to Total Equity (times) ⁽⁷⁾	3.25	2.27	2.81
Total Borrowings to Total Equity (times) ⁽⁸⁾	2.14	1.18	1.70
Interest Income ⁽⁹⁾	801.77	685.08	608.36
Finance Cost ⁽¹⁰⁾	331.97	257.53	234.64
Net Interest Income ⁽¹¹⁾	469.80	427.55	373.72
Fees and Commission Income ⁽¹²⁾	39.42	21.32	19.55
NIM + Fee Income Margin ⁽¹³⁾	509.22	448.86	393.27
Total Income ⁽¹⁴⁾	857.03	713.71	637.75
Net Total Income ⁽¹⁵⁾	525.05	456.18	403.12
Operating Expenses ⁽¹⁶⁾	226.50	217.01	237.75

Particulars	As at March 31, / Fiscal		
	2026	2025	2024
Credit Cost ⁽¹⁷⁾	5.19	0.00	4.88
Profit After Tax ⁽¹⁸⁾	216.30	181.26	121.48
Profit After Tax YoY Growth ⁽¹⁹⁾	19.33%	49.20%	171.61%
Basic Earnings Per Equity Share (in ₹) ⁽²⁰⁾	2.55	2.65	1.84
Net Asset Value Per Equity Share (in ₹) ⁽²¹⁾	21.40	18.85	16.24
Average Yield ⁽²²⁾	19.08%	22.57%	23.11%
Average Cost of Borrowings Ratio ⁽²³⁾	11.53%	13.91%	13.34%
Net Interest Margin Ratio ⁽²⁴⁾	11.18%	14.09%	14.20%
NIM + Fee Income Ratio ⁽²⁵⁾	12.12%	14.79%	14.94%
Cost to Income Ratio ⁽²⁶⁾	43.14%	47.57%	58.98%
Operating Expenses Ratio ⁽²⁷⁾	5.39%	7.15%	9.03%
Credit Cost Ratio ⁽²⁸⁾	0.12%	0.00%	0.19%
Gross NPA	0.79%	0.67%	1.13%
Net NPA	0.58%	0.46%	0.78%

Notes:

- Average Total Assets:** Simple average of Total Assets as at the last day of the relevant Fiscal and Total Assets as at the last day of the immediately preceding Fiscal.
- Total Equity:** Equity attributable to owners of the Company reduced by Instruments entirely equity in nature as reported in the Restated Financial Information as at the last day of the relevant Fiscal.
- Average Total Equity:** Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal.
- Total Borrowings:** Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Financial Information as at the last day of the relevant Fiscal.
- Average Total Borrowings:** Simple average of Total Borrowings as at the last day of the relevant Fiscal and Total Borrowings as at the last day of the immediately preceding Fiscal.
- Average Total Net Loans:** Simple average of Total Net Loans as at the last day of the relevant Fiscal and Total Net Loans as at the last day of the immediately preceding Fiscal.
- Total Assets to Total Equity:** Total Assets divided by Total Equity.
- Total Borrowings to Total Equity:** Total Borrowings divided by Total Equity.
- Interest Income:** Interest Income as reported in the Restated Financial Information for the relevant Fiscal.
- Finance Cost:** Finance Cost as reported in the Restated Financial Information for the relevant Fiscal.
- Net Interest Income:** Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.
- Fees and Commission Income:** Rental income, Fees and Commission income, Net Gain on derecognition of financial instruments and Other Income as reported in the Restated Financial Information for the relevant Fiscal.
- NIM + Fee Income Margin:** Sum of Net Interest Income and Fee Income for the relevant Fiscal.
- Total Income:** Total Income as reported in the Restated Financial Information for the relevant Fiscal
- Net Total Income:** Total Income reduced by Finance Cost for the relevant Fiscal.
- Operating Expenses:** Aggregate of Employee Benefit Expenses, Depreciation, amortization and impairment, and other expenses as reported in the Restated Financial Information for the relevant Fiscal.
- Credit Cost:** Impairment on financial instruments as reported in the Restated Financial Information for the relevant Fiscal.
- Profit After Tax:** Profit for the relevant Fiscal attributable to Owners of the Company as reported in the Restated Financial Information for the relevant Fiscal.
- Profit After Tax YoY Growth:** Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.
- Basic Earnings Per Equity Share:** Basic Earnings Per Equity Share as reported in the Restated Financial Information for the relevant Fiscal.
- Net Asset Value Per Equity Share:** Total Equity divided by number of equity shares excluding the equity shares held by the ESOP trust as at the last day of relevant Fiscal.
- Average Yield:** Interest Income as a percentage of Average Total Net Loans.
- Average Cost of Borrowings Ratio:** Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.
- Net Interest Margin Ratio:** Net Interest Income as a percentage of Average Total Net Loans.
- NIM + Fee Income Ratio:** NIM + Fee Income Margin as a percentage of Average Total Net Loans.
- Cost to Income Ratio:** Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.
- Operating Expenses Ratio:** Operating Expenses as a percentage of Average Total Net Loans.
- Credit Cost Ratio:** Credit Cost as a percentage of Average Total Net Loans.

Return on Average Equity and Assets

Particulars	As at and for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Profit After Tax to Average Total Assets (ROA) ¹ %	4.55%	5.47%	4.21%
Profit After Tax to Average Equity (ROAE) ² %	12.68%	13.59%	12.04%

Notes:

1. Ratio of Profit after Tax to Average Total Assets for the specified period. Average Total Assets represents the simple average of total assets as at the last day of the specified period and total assets of the last day of the immediately preceding period.
2. Ratio of Profit after Tax to Average Equity for the specified period. Average Equity represents the simple average of Total Equity, which is aggregate of Equity Share Capital and Other Equity as at the last day of the specified period and total equity of the last day of the preceding comparable period.

Asset Quality

Stage-Wise Loans and Impairment Loss Allowance

(₹ in million, except otherwise indicated)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total Gross Loans:			
Gross Stage 1 Loans (A)	4,960.66	2,861.49	2,323.89
Gross Stage 2 Loans (B)	130.91	434.14	435.66
Gross Stage 3 Loans (C)	40.80	22.20	31.49
Total Gross Loans (D=A+B+C)	5,132.37	3,317.83	2,791.04
Impairment Loss Allowance – Total Gross Loans:			
Impairment Loss Allowance – Gross Stage 1 Loans (E)	13.17	10.68	7.83
Impairment Loss Allowance – Gross Stage 2 Loans (F)	0.42	1.92	2.09
Impairment Loss Allowance – Gross Stage 3 Loans (G)	11.27	7.07	9.86
Total Impairment Loss Allowance – Total Gross Loans (H=E+F+G)	24.86	19.67	19.77
Net Loans:			
Net Stage 1 Loans (I = A-E)	4,947.50	2,850.81	2,316.06
Net Stage 2 Loans (J = B-F)	130.49	432.22	433.57
Net Stage 3 Loans (K = C-G)	29.53	15.13	21.63
Unamortised loan sourcing fees (L)	-	-	-
Unamortised loan sourcing costs (M)	-	-	-
Total Net Loans (N = D-H-L+M)	5,107.51	3,298.16	2,771.27
Gross Stage 1 and 2 Loans (A+B)	5,091.57	3,295.63	2,759.55
Impairment Loss Allowance on Stage 1 and 2 Loans	13.59	12.60	9.91
Net Stage 1 and 2 Loans (I + J)	5,077.99	3,283.03	2,749.63
Coverage Ratio on Stage 1 and 2 Loans	0.27%	0.38%	0.35%
Coverage Ratio on Stage 3 Loans	38.16%	31.84%	31.30%

Impairment Loss Allowance by Stage

Particulars	2026		2025		2024	
	(₹ in million)	Percentage of Total Gross Loans (%)	(₹ in million)	Percentage of Total Gross Loans (%)	(₹ in million)	Percentage of Total Gross Loans (%)
Stage 1	13.17	0.27%	10.68	0.37%	7.83	0.34%

Particulars	2026		2025		2024	
	(₹ in million)	Percentage of Total Gross Loans (%)	(₹ in million)	Percentage of Total Gross Loans (%)	(₹ in million)	Percentage of Total Gross Loans (%)
Stage 2	0.42	0.32%	1.92	0.44%	2.09	0.48%
Stage 3	11.27	38.16%	7.07	31.84%	9.86	31.30%
Total Impairment Loss Allowance	24.86	0.48%	19.67	0.59%	19.77	0.71%

Capital to Risk Weighted Assets Ratio

As per the NBFC Scale Based Regulations, we have been categorised as a 'NBFC - Base Layer' and are required to maintain a minimum capital ratio, consisting of Tier I and Tier II capital, of not less than 15.0% of our total risk weighted assets on balance sheet and risk adjusted value of off-balance sheet items, of which Tier I Capital should be at least 10.0%.

The following table sets forth the Company's CRAR and other statistics relating to capital adequacy of our Company on a basis, as at the dates and for the years indicated on a basis, calculated as per the NBFC Scale Based Regulations:

(₹ in million, except otherwise indicated)

Particulars	As at March 31,		
	2026	2025	2024
Tier I Capital ⁽¹⁾ (A)	1,791.10	1,572.60	1,041.51
Tier II Capital ⁽²⁾ (B)	13.59	237.29	184.48
Total Capital (Tier I and Tier II) ⁽³⁾ (C=A+B)	1,804.69	1,809.89	1,225.99
Total risk weighted assets ⁽⁴⁾ (D)	5,311.41	2,617.49	1,848.51
CRAR ⁽⁵⁾ (E = C/D)	33.97%	69.15%	66.32%
CRAR – Tier I ⁽⁶⁾ (F=A/D)	33.72%	60.08%	56.34%
CRAR - Tier II ⁽⁷⁾ (G=B/D)	0.25%	9.07%	9.98%

Notes:

- Tier I Capital:** Computed from the financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.
- Tier II Capital:** Computed from the financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.
- Total Capital (Tier I and Tier II):** Computed from the financial statements of the Company as the total of Tier I Capital and Tier II Capital, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.
- Total risk weighted assets:** Computed from the financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.
- Capital Risk Adequacy Ratio (CRAR):** Computed from the financial statements of the Company, as the sum of CRAR - Tier I and CRAR - Tier II.
- Capital Risk Adequacy Ratio – Tier I (CRAR – Tier I):** Computed from the financial statements of the Company as Tier I Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.
- Capital Risk Adequacy Ratio – Tier II (CRAR – Tier II):** Computed from the financial statements of the Company as Tier II Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.

Asset Liability Management ("ALM")

The following table sets forth our liabilities and assets as at March 31, 2026, March 31, 2025 and March 31, 2024

(₹ in million)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Financial Assets			
Cash and cash equivalents	563.44	113.56	21.78
Bank Balance other than Cash and cash equivalents	25.93	39.39	89.39
Loans	5,107.51	3,298.16	2,771.27
Investments	-	-	-
Other financial assets	14.03	21.21	13.50

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Financial Liabilities			
Payables	-	-	-
Trade Payables	-	-	-
total outstanding dues of MSMEs	0.44	0.41	0.19
total outstanding dues of creditors other than MSMEs	0.12	0.10	0.09
Debt Securities	1,415.43	-	-
Borrowings (other than debt securities)	2,466.72	1,877.96	1,824.19
Lease Liability	129.05	99.31	71.23
Other financial liabilities	29.21	21.60	20.86

Note:

ALM is calculated as per RBI's NBFC Scale Based Regulations.

Maturity pattern of assets and liabilities

The following table accordingly sets forth the maturity pattern of our interest-bearing assets and interest-bearing liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024:

a) As on March 31, 2026

Particulars	Upto 1 month	Over 1 month & up to 2 months	Over 2 months & up to 3 months	Over 3 months & up to 6 months	Over 6 month & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
Financial Assets									
Cash and cash equivalents	563.44	-	-	-	-	-	-	-	563.44
Bank Balance other than Cash and cash equivalents	-	-	25.93	-	-	-	-	-	25.93
Loans	149.38	71.29	76.61	395.59	3,902.63	326.32	110.95	74.75	5,107.51
Investments	-	-	-	-	-	-	-	-	-
Other financial assets	3.81	-	3.05	-	-	0.56	-	6.60	14.03
Financial Liabilities									
Payables	-	-	-	-	-	-	-	-	-
Trade Payables	-	-	-	-	-	-	-	-	-
total outstanding dues of MSMEs	0.21	-	0.22	-	-	-	-	-	0.44
total outstanding dues of creditors other than MSMEs	-	-	0.12	-	-	-	-	-	0.12
Debt Securities	20.00	24.98	-	119.98	164.95	1,085.53	-	-	1,415.43
Borrowings (other than debt securities)	132.08	128.26	127.57	439.49	664.05	920.16	55.12	-	2,466.72
Lease Liability	-	-	-	-	1.98	5.76	31.41	89.91	129.05
Other financial liabilities	28.04	-	-	1.17	-	-	-	-	29.21

b) As on March 31, 2025

Particulars	Upto 1 month	Over 1 month & up to 2 months	Over 2 months & up to 3 months	Over 3 months & up to 6 months	Over 6 month & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
Financial Assets									
Cash and cash equivalents	113.56	-	-	-	-	-	-	-	113.56
Bank Balance other than Cash and cash equivalents	1.50	0.50	5.00	0.88	18.94	12.58	-	-	39.39
Loans	92.17	85.99	65.77	499.26	1,629.88	556.44	259.63	109.01	3,298.16
Investments	-	-	-	-	-	-	-	-	-
Other financial assets	8.03	0.04	0.27	2.48	3.89	0.76	-	5.75	21.21
Financial Liabilities									
Payables	-	-	-	-	-	-	-	-	-
Trade Payables	-	-	-	-	-	-	-	-	-
total outstanding dues of MSMEs	-	-	-	-	-	-	-	-	-
total outstanding dues of creditors other than MSMEs	-	-	-	-	-	-	-	-	-
Debt Securities	-	-	-	-	-	-	-	-	-
Borrowings (other than debt securities)	62.38	60.96	60.02	179.64	430.22	976.03	108.71	-	1,877.96
Lease Liability	-	-	-	-	3.90	-	-	95.41	99.31
Other financial liabilities	22.10	-	-	-	-	-	-	-	22.10

c) As on March 31, 2024

Particulars	Upto 1 month	Over 1 month & up to 2 months	Over 2 months & up to 3 months	Over 3 months & up to 6 months	Over 6 month & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
Financial Assets									
Cash and cash equivalents	21.78	-	-	-	-	-	-	-	21.78
Bank Balance other than Cash and cash equivalents	-	0.50	-	11.91	55.66	21.31	-	-	89.39
Loans	87.34	79.94	70.49	572.45	618.97	650.94	457.46	233.68	2,771.27
Investments	-	-	-	-	-	-	-	-	-
Other financial assets	0.27	0.09	0.34	3.77	1.63	2.79	-	4.65	13.50
Financial Liabilities									
Payables	-	-	-	-	-	-	-	-	-
Trade Payables	-	-	-	-	-	-	-	-	-
total outstanding dues of MSMEs	-	-	-	-	-	-	-	-	-
total outstanding dues of creditors other than MSMEs	-	-	-	-	-	-	-	-	-
Debt Securities	-	-	-	-	-	-	-	-	-
Borrowings (other than debt securities)	42.46	43.68	43.93	142.56	452.55	917.90	148.36	32.76	1,824.19
Lease Liability	-	-	-	-	-	-	-	-	-
Other financial liabilities	23.56	0.22	-	0.99	-	-	-	71.23	96.00

Total Loans

Secured and Unsecured Net Loans

Particulars	As at March 31,					
	2026		2025		2024	
	(₹ in million)	(% of Total NetLoans)	(₹ in million)	(% of Total NetLoans)	(₹ in million)	(% of Total NetLoans)
Secured Net Loans	5,107.51	100.00%	3,298.16	100.00%	2,771.27	100.00%
Unsecured Net Loans	-	-	-	-	-	-
Total Net Loans	5,107.51	100.00%	3,298.16	100.00%	2,771.27	100.00%

Total Gross Loans by Interest Rate Type

Particulars	As at March 31,					
	2026		2025		2024	
	(₹ in million)	(% of Total Gross Loans)	(₹ in million)	(% of Total Gross Loans)	(₹ in million)	(% of Total Gross Loans)
Fixed	5033.00	98.06%	3192.44	96.22%	2630.06	94.23%
Floating	99.37	1.94%	125.39	3.78%	160.98	5.77%
Total Gross Loans	5132.37	100.00%	3317.83	100.00%	2791.04	100.00%

Total Borrowings

Total Borrowings by Instrument

Particulars	As at March 31,					
	2026		2025		2024	
	(₹ in million)	(% of Total Borrowings)	(₹ in million)	(% of Total Borrowings)	(₹ in million)	(% of Total Borrowings)
Loans from banks and financial institutions	2,466.72	63.54%	1,877.96	100.00%	1,824.19	100.00%
Non-convertible debentures and other debt instruments	1,415.43	36.46%	-	-	-	-
Commercial paper	-	-	-	-	-	-
Subordinated debt	-	-	-	-	-	-
Perpetual debt	-	-	-	-	-	-
Inter Corporate Deposit	-	-	-	-	-	-
Cumulative Redeemable Preference Shares ("CRPS")	-	-	-	-	-	-
Total Borrowings	3,882.15	100.00%	1,877.96	100.00%	1,824.19	100.00%

Total Borrowings by Interest Rate Type

Particulars	As at March 31,					
	2026		2025		2024	
	(₹ in million)	(% of Total Borrowings)	(₹ in million)	(% of Total Borrowings)	(₹ in million)	(% of Total Borrowings)
Fixed	2,504.72	64.52%	303.65	16.17%	114.61	6.28
Floating	1,377.43	35.48%	1574.31	83.83%	1709.59	93.72
Total Borrowings	3,882.15	100.00%	1877.96	100.00%	1824.20	100.00%

Credit Ratings

The table below sets forth our credit ratings vide credit report dated July 06, 2026:

Particulars	Ratings
Total Bank Loan Facilities ₹ 1,700 million - Long Term Rating	Crisil BBB/Stable (Reaffirmed)
₹ 1,000 million Non-Convertible Debentures	Crisil BBB/Stable (Assigned)
₹ 400 million Non-Convertible Debentures	Crisil BBB/Stable (Reaffirmed)

₹ 300 million Non-Convertible Debentures	Crisil BBB/Stable (Reaffirmed)
₹ 1,260 million Non-Convertible Debentures	Crisil BBB/Stable (Reaffirmed)

Distribution & Network

The following table sets forth the distribution of our branches by State/ Union Territory, as at the dates indicated:

Particulars	As at March 31,		
	2026	2025	2024
Delhi	31	26	19
Haryana	4	4	1
Madhya Pradesh	11	11	11
Rajasthan	33	33	35
Uttar Pradesh	9	3	1
Total	88	77	67

Scale-related Metrics

The following table sets forth the number of our total branches, locations, employees and customers, as at the dates indicated:

Particulars	As at March 31,		
	2026	2025	2024
Branches ⁽¹⁾	88	77	67
Locations ⁽²⁾	5	5	5
Employees ⁽³⁾	328	290	306
Customers ⁽⁴⁾ (in millions)	33,951	28,287	20,640

Notes:

- (i) **Number of Branches:** Total number of operational branches as at the last day of the relevant Fiscal.
- (ii) **Number of Locations:** Total number of states in which Company operates based as at the last day of the relevant Fiscal
- (iii) **Number of Employees:** Total number of on-roll employees as at the last day of the relevant Fiscal.
- (iv) **Number of Customers:** Total number of customers to whom we have advanced credit up to the last day of the relevant Fiscal

Reconciliation of GAAP to Non-GAAP Financial Information

Reconciliation of Average Total Net Loans

(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Opening Total Net Loans (A)	3,298.16	2,771.27	2,494.03
Closing Total Net Loans (B)	5,107.51	3,298.16	2,771.27
Average Net Loans as at the period ended (C=(A+B)/2)	4,202.84	3,034.72	2,632.65

Reconciliation of Average Borrowings

(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Opening Borrowings:			
Debt securities (A)	-	-	-
Borrowings (other than debt securities) (B)	1,877.96	1,824.19	1,694.72
Total Opening Borrowings (D=A+B+C)	1,877.96	1,824.19	1,694.72
Closing Borrowings:			
Debt securities (E)	1,415.43	-	-
Borrowings (other than debt securities) (F)	2,466.72	1,877.96	1,824.19
Total Closing Borrowings (H=E+F+G)	3,882.15	1,877.96	1,824.19
Average Borrowings as at the period ended (I=(D+H)/2)	2,880.06	1,851.08	1,759.46

Reconciliation of Average Equity

(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Equity share capital (A)	847.58	659.23	659.23
Other equity (B)	749.85	411.13	289.55
Opening Total Equity (C= A+B)	1,597.43	1,070.36	948.78
Closing Total Equity:			
Equity share capital (D)	847.58	847.58	659.23
Other equity (E)	966.20	749.85	411.13
Closing Total Equity (F= D+E)	1,813.78	1,597.43	1,070.36
Average Equity for the year ended (G=(C+F)/2)	1,705.62	1,333.90	1,009.57

Reconciliation of Net Worth

(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Equity share capital (A)	847.58	847.58	659.23
Other equity (B)	966.20	749.85	411.13
Closing Total Equity (C=A+B)	1,813.78	1,597.43	1,070.36
Deferred tax assets (D)	14.58	15.08	19.56
Closing Net Worth (E=C-D)	1,799.22	1,582.35	1,050.80

Reconciliation of Net Interest Income (Lending Business)

(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Interest Income (A)	801.77	685.08	608.36
Finance Costs (B)	331.97	257.53	234.64
Net Income (C= A-B)	469.80	427.55	373.72

Reconciliation of Net Total Income (Lending Business)

(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Total Income (A)	857.03	713.71	637.75
Finance Costs (B)	331.97	257.53	234.64
Net Total Income (C= A-B)	525.05	456.18	403.12

Reconciliation of Average Yield (Lending Business)

(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Interest Income (A)	801.77	685.09	608.36
Average Net Loans (B)	4,202.84	3,034.71	2,632.65
Yield as a percentage of Average Net Loans (C= A/B)%	19.08%	22.57%	23.11%

Reconciliation of Finance Costs as a Percentage of Average Borrowings (Lending Business)
(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Finance Costs (A)	331.97	257.53	234.64
Average Borrowings (B)	2,880.05	1,851.07	1,759.45
Finance Cost as a percentage of Average Borrowings (C= A/B)%	11.53%	13.91%	13.34%

Reconciliation of Net Interest Margin (Lending Business)
(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Net Interest Income (A)	469.80	427.55	373.72
Average Gross Loans (B)	4,202.84	3,034.71	2,632.65
Net Interest Margin (C= A/B)%	11.18%	14.09%	14.20%

Reconciliation of Net Total Income as a Percentage of Average Net Loans (Lending Business)
(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Net Total Income (A)	525.05	456.18	403.12
Average Net Loans (B)	4,202.84	3,034.71	2,632.65
Net Total Income as a percentage of Average Gross Loans (C= A/B)%	12.49%	15.09%	15.31%

Reconciliation of Operating Expenses as a Percentage of Average Net Loans (Lending Business)
(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Operating Expenses (A)	226.50	217.01	237.75
Average Net Loans (B)	4,202.84	3,034.72	2,632.65
Operating Expenses as a percentage of Average Net Loans (C= A/B)%	5.39%	7.15%	9.03%

Reconciliation of Operating Expenses as a Percentage of Net Total Income (Lending Business)
(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Operating Expenses (A)	226.50	217.01	237.75
Net Total Income (B)	525.04	456.18	403.12
Operating Expenses as a percentage of Net Total Income (C=A/B)%	43.14%	47.57%	58.98%

Reconciliation of Impairment of Financial Instruments as a Percentage of Average Net Loans (Lending Business)
(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Impairment of financial instruments (A)	5.19	-	4.88
Average Net Loans (B)	4,202.84	3,034.71	2,632.65
Impairment of financial instruments as a percentage of Average	0.12%	0.00%	0.18%

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Gross Loans (C= A/B)%			

Reconciliation of Total Tax Expenses as a Percentage of Profit Before Tax

(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Total tax expenses (A)	77.06	57.92	39.00
Profit before tax (B)	293.36	239.18	160.48
Total tax expenses as a percentage of profit before tax (C=A/B)%	26.27%	24.21%	24.30%

Reconciliation of Debt to Equity Ratio

(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Borrowings (A)	3,882.15	1,877.96	1,824.19
Net Worth (B)	1,813.78	1,597.43	1,070.36
Debt to Equity Ratio (C=A/B)	2.14	1.18	1.70

Reconciliation of Return on Average Total Assets (%)

(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Profit after tax (A)	216.30	181.26	121.48
Closing total assets (B)	5,889.75	3,618.60	3,005.16
Opening total assets (C)	3,618.60	3,005.16	2,760.90
Average total assets (D=(B+C)/2)	4,754.18	3,311.88	2,883.03
Return on average total assets (E=A/D*100)	4.55%	5.47%	4.21%

Reconciliation of Return on Average Equity (%)

(₹ in million)

Particulars	As at or for the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Profit after tax (A)	216.30	181.26	121.48
Equity share capital (B)	847.58	847.58	659.23
Other equity (C)	966.20	749.85	411.13
Closing Total Equity (D=B+C)	1,813.78	1,597.43	1,070.36
Opening Total Equity (E)	1,597.43	1,070.36	948.78
Average Total Equity (F=(D+E)/2)	1,705.61	1,333.89	1,009.57
Return on Average Equity (G=A/F*100)	12.68%	13.59%	12.04%

SECTION V- FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

Independent Auditor's Examination Report on Restated Financial Statements of IFL Finance Limited.

To
The Board of Directors
IFL FINANCE LIMITED
(Formerly Known as IFL Housing Finance Limited)
D-16, 1st Floor, Above ICICI Bank,
Sector-14, Prashant Vihar,
New Delhi- 110085

Dear Sir,

1. We have examined the attached Restated Statement of Assets and Liabilities of IFL Finance Limited (Formerly Known as IFL Housing Finance Limited) (the "Company") as at 31 March 2024, 31 March 2025 & 31 March 2026 and the related Restated Statement of Profit & Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flow for the period ended on 31 March 2024, 31 March 2025 & 31 March 2026 the summary statement of Material Accounting Policies and other explanatory information annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus ("DRHP/RHP/Prospectus") prepared by the Company (collectively the "Restated Summary Statements" or "Restated Financial Statements"). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company at their meeting held on June 22nd 2026 in connection with the Initial Public Offering of equity (IPO) in BSE Limited and National Stock Exchange of India Limited.
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended ("the Act") read with Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Rules")
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
 - (iii) The terms of reference to our engagements with the Company letter requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in BSE Limited and National Stock Exchange of India Limited ("IPO"); and
 - (iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("Guidance Note").
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus ("DRHP/RHP/Prospectus") to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Delhi in connection with the proposed IPO. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.

4. We, M/s Ajay Rattan & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds the peer review certificate no. 022528 dated November 14th, 2025 and valid till November 30th, 2028.
5. We have examined such Restated Financial Information taking into consideration:
 - (i) terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the proposed IPO of the Company;
 - (ii) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - (iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - (iv) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
6. These Restated Financial Information have been complied by the management from Audited Ind AS Financial Statements of the Company for the year ended on 31 March 2026, 31 March 2025, and 31 March 2024 prepared in accordance with Indian Accounting Standard (referred to as “Ind AS”) as prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on May 13th, 2026, May 22nd, 2025 and May 28th, 2024 respectively.
7. For the purpose of our examination, we have relied on Auditor’s reports issued by us dated on May 13th, 2026, May 22nd 2025 and May 28th, 2024 for the year ended on March 31st, 2026, March 31st, 2025 and March 31st, 2024, respectively.
8. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information have been prepared:
 - (i) After incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the financial years/period ended 31 March 2026, 31 March 2025, and 31 March, 2024 to reflect the same accounting treatment as per the accounting policies and grouping/classifications;
 - (ii) In accordance with the Act, ICDR Regulations and the Guidance Note; and
 - (iii) We have also examined the following Restated financial information of the Company set out in the Annexures prepared by the Management and approved by the Board of Directors for the period ended March 31st 2026, March 31st 2025 and March 31st 2024 respectively.
9. There are no qualifications in the auditor’s reports Financial Statements of the Company as at and in each of the financial years ended March 31st, 2026, March 31st, 2025 and March 31st, 2024 which require any adjustments to the Restated Financial Information.
10. Restated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication and engagement letter, we report that:
 - a. The “Restated Statement of Assets and Liabilities” as set out in Annexure I to this report, of the Company as at and in each of the financial years ended March 31st, 2026, March 31st, 2025, and March 31st, 2024 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure V to this Report.
 - b. The “Restated Statement of Profit and Loss” (including other comprehensive income) as set out in Annexure II to this report, of the Company for Financial year ended March 31st, 2026, March 31st, 2025, and March 31st, 2024 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and

Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure V to this Report.

- c. The “Restated Statement of Changes in Equity” as set out in Annexure III to this report, of the Company for Financial year ended March 31st, 2026, March 31st, 2025, and March 31st, 2024 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Changes in Equity, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure V to this Report
 - d. The “Restated Statement of Cash Flow” as set out in Annexure IV to this report, of the Company for Financial year ended March 31st, 2026, March 31st, 2025, and March 31st, 2024 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
 12. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
 13. The Restated Ind AS Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Audited Ind AS Financial Statements mentioned in paragraph 7 above.
 14. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
 15. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus (“DRHP/RHP/Prospectus”) to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Delhi in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
 16. In our opinion, the above financial information contained mentioned in the attached Annexure of this report read with the respective Material Accounting Policies and Notes to Accounts are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

For M/s Ajay Rattan & Co.

Firm's Registration No. 012063N

Chartered Accountants

Sd/-

CA. Ajay Aggarwal

Partner

Membership No. 090975

Place: New Delhi

Date: 22nd June 2026

UDIN: 26090975CEIRFM6734

IFL FINANCE LIMITED				
RESTATED STATEMENT OF ASSETS AND LIABILITIES				
(Rs. in millions)				
Particulars	Note no.	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
ASSETS				
(1) Financial assets				
(a) Cash and cash equivalents	4(a)	563.44	113.56	21.78
(b) Bank balances other than (a) above	4(b)	25.93	39.39	89.39
(c) Loans	5	5,107.51	3,298.16	2,771.27
(d) Other financial assets	6	14.03	21.21	13.50
		5,710.91	3,472.32	2,895.94
(2) Non-financial assets				
(a) Deferred tax assets (net)	7	14.58	15.08	19.56
(b) Property, Plant and Equipment	8	22.63	19.32	15.44
(c) Right to use assets	8	112.33	86.58	62.10
(d) Investment Property	8	11.28	11.86	-
(e) Intangible assets under development	8	-	-	-
(f) Other intangible assets	8	8.27	9.75	9.28
(g) Other non-financial assets	9	9.75	3.69	2.84
		178.84	146.28	109.22
Total assets				
		5,889.75	3,618.60	3,005.16
LIABILITIES AND EQUITY				
LIABILITIES				
(1) Financial liabilities				
(a) Trade payables				
(i) Trade payables	10			
Total outstanding dues of MSMEs		0.44	0.41	0.19
Total outstanding dues of creditors other than MSMEs		0.12	0.10	0.09
(ii) Other payables	10			
Total outstanding dues of MSMEs		-	-	-
Total outstanding dues of creditors other than MSMEs		-	-	-
(b) Debt Securities	11	1,415.43	-	-
(c) Borrowings (other than debt securities)	12	2,466.72	1,877.96	1,824.19
(d) Lease liabilities	13	129.05	99.31	71.23
(e) Other financial liabilities	14	29.21	21.60	20.86
		4,040.97	1,999.38	1,916.56
(2) Non-Financial Liabilities				
(a) Current tax liabilities	15	17.94	9.59	10.15
(b) Provisions	16	11.58	6.46	4.27
(c) Other non-financial liabilities	17	5.48	5.74	3.82
		35.00	21.79	18.24
(3) Equity				
(a) Equity Share Capital	18	847.58	847.58	659.23
(b) Other equity	19	966.20	749.85	411.13
		1,813.78	1,597.43	1,070.36
Total Liabilities and Equity				
		5,889.75	3,618.60	3,005.16
Summary of material accounting policy information				
See accompanying notes forming part of the restated financial information				
In terms of our report attached,				
Ajay Rattan and Co. Chartered Accountants Firm Regn. No. 012063N		For and on behalf of the Board of Directors of IFL Finance Limited (Formerly Known as IFL Housing Finance Limited)		
Sd/- CA Ajay Aggarwal Partner Membership No. 090975 Delhi		Sd/- Gopal Bansal Managing Director DIN: 01246420		Sd/- Sunita Bansal Whole Time Director DIN: 02801660
Date: June 22, 2026 UDIN: 26090975CEIRFM6734		Sd/- Prerna Matta Arora CFO PAN: BAMPJM7263C		Sd/- Shivani Jindal Company Secretary PAN: BSNPJ5687C

IFL FINANCE LIMITED
RESTATED STATEMENT OF PROFIT OR LOSS

(Rs. in millions)

Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from Operations				
(i) Interest income	20	801.77	685.08	608.36
(ii) Fees and Commission income	21	39.42	21.32	19.55
(iii) Other income from operations	22	4.90	4.72	5.44
I. Total Revenue from Operations		846.09	711.12	633.35
II Other income	23	10.94	2.59	4.40
III. Total Income (I + II)		857.03	713.71	637.75
Expenses				
(i) Finance costs	24	331.97	257.53	234.64
(ii) Impairment of financial instruments	25	5.19	-	4.88
(iii) Employee benefits expenses	26	147.79	133.73	143.74
(iv) Depreciation and amortisation expenses	8	30.88	25.77	20.86
(v) Other expenses	27	47.84	57.50	73.15
IV. Total Expenses		563.67	474.53	477.27
V. Profit / (loss) before exceptional items and taxes (III - IV)		293.36	239.18	160.48
VI. Exceptional Items			-	-
VII. Profit before taxes		293.36	239.18	160.48
Tax Expense	28			
(i) Current tax		74.89	53.39	40.80
(ii) Deferred tax		0.40	4.53	(1.80)
(iii) Adjustments relating to prior years		1.77	-	-
IX Net tax expenses		77.06	57.92	39.00
X Profit for the year (VIII - IX)		216.30	181.26	121.48
XI Other comprehensive income				
A. Items that will not be reclassified to profit or loss				
-Remeasurements of Defined Benefit Obligation		0.39	(0.18)	0.08
B. Income tax relating to items that will not be reclassified to profit or loss		(0.10)	0.05	(0.02)
XII. Total Other Comprehensive Income (A+B)		0.29	(0.13)	0.06
XIII. Total Comprehensive Income (XI+XII)		216.59	181.13	121.54
XIV Earning Per Equity Share (EPS)				
nominal value of share Rs. 10/ share				
Basic (in Rs.)	29	2.55	2.65	1.84
Diluted (in Rs.)	29	2.55	2.65	1.84

Summary of material accounting policy information

See accompanying notes forming part of the restated financial information

In terms of our report attached,

Ajay Rattan and Co.
Chartered Accountants

Firm Regn. No. 012063N

Sd/-
CA Ajay Aggarwal
Partner
Membership No. 090975
Delhi

Date: June 22, 2026
UDIN: 26090975CEIRFM6734

For and on behalf of the Board of Directors of

IFL Finance Limited (Formerly Known as IFL Housing Finance Limited)

Sd/-
Gopal Bansal
Managing Director
DIN: 01246420

Sd/-
Prerna Matta Arora
CFO
PAN: BAMPMP7263C

Sd/-
Sunita Bansal
Whole Time Director
DIN: 02801660

Sd/-
Shivani Jindal
Company Secretary
PAN: BSNPJ5687C

IFL FINANCE LIMITED
RESTATED STATEMENT OF CASH FLOWS

(Rs. in millions)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
I. CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax	293.36	239.18	160.48
Adjustments for			
Impairment Loss on Financial instruments	5.19	-	4.88
Prior Period Items	(0.23)	0.18	-
Depreciation and amortisation expense	30.88	25.77	20.86
Re-measurements of Defined Benefit Obligation through OCI	0.39	(0.18)	0.08
Gain on Fair value changes due to FVTPL- Realised	-	-	(1.20)
Interest income at amortised cost	(801.90)	(685.40)	(608.70)
Fees and Commission Income	(39.42)	(21.32)	(19.55)
Finance cost at amortised cost	331.97	257.53	234.64
Cash inflow from Interest Income	758.42	643.15	579.31
Cash inflow from Fees and Commission Income	68.27	30.74	43.49
Cash outflow towards finance costs	(325.99)	(246.59)	(227.83)
Cash generated from operation before working capital changes	321.00	243.06	186.48
Working capital changes:			
(Increase)/ decrease in trade receivables	-	-	-
(Increase)/ decrease in loans	(1,803.75)	(499.94)	(285.12)
(Increase)/ decrease in financial assets	7.19	(7.71)	7.38
(Increase)/ decrease in non-financial assets	(6.06)	(0.85)	0.09
(Increase)/ decrease in trade payables	0.05	0.23	0.28
(Increase)/ decrease in other financial liabilities	18.89	9.15	(4.52)
(Increase)/ decrease in provisions	5.12	2.19	1.10
(Increase)/ decrease in non-financial liabilities	(0.27)	1.93	3.65
Income Tax paid (Net of refunds)	(68.31)	(53.94)	(39.33)
Net cash flow from operating activities (I)	(1,526.14)	(305.91)	(129.99)
II. CASH FLOW FROM INVESTING ACTIVITIES			
Increase in Bank Balance other than Cash & Cash Equivalents	13.46	50.00	(11.14)
Sale/ (Purchase) of Property, plant & equipment	(13.36)	(26.48)	(8.28)
Sale/ (Purchase) of investments	-	-	10.00
Gain on sale of Investments at FVTPL	-	-	1.25
Interest Earned on Fixed Deposits	3.82	5.88	8.45
Net cash flow from investing activities (II)	3.93	29.40	0.28
III. CASH FLOW FROM FINANCING ACTIVITIES			
Net proceeds from issue of equity share capital	-	345.76	-
Net proceeds from borrowings	594.08	51.25	129.02
Net proceeds from issue of Non-convertible Debentures	1,415.43	-	-
Interest expense on lease liabilities	(11.31)	(8.42)	(6.36)
Lease Rentals Paid	(26.11)	(20.31)	(14.96)
Net cash flow from financing activities (III)	1,972.09	368.28	107.70
Net increase/(decrease) in cash and cash equivalents (I + II + III)	449.88	91.77	(22.01)
Cash and Cash Equivalents at the beginning of the year	113.56	21.78	43.79
Cash and Cash Equivalents at the end of the year (Note 4a)	563.44	113.56	21.78

In terms of our report attached,

Ajay Rattan and Co.
Chartered Accountants
Firm Regn. No. 012063N

For and on behalf of the Board of Directors of
IFL Finance Limited (Formerly Known as IFL Housing Finance Limited)

Sd/-
CA Ajay Aggarwal
Partner
Membership No. 090975
Delhi

Sd/-
Gopal Bansal
Managing Director
DIN: 01246420

Sd/-
Sunita Bansal
Whole Time Director
DIN: 02801660

Date: June 22, 2026
UDIN: 26090975CEIRFM6734

Sd/-
Prerna Matta Arora
CFO
PAN: BAMP7263C

Sd/-
Shivani Jindal
Company Secretary
PAN: BSNPJ5687C

IFL FINANCE LIMITED
RESTATED STATEMENT OF CHANGES IN EQUITY

a. Equity Share Capital

(Rs. in millions, except number of shares)

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No of shares	Amount	No of shares	Amount	No of shares	Amount
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	84,758,164	847.58	65,923,000	659.23	65,923,000	659.23
Changes in equity share capital due to prior period errors	-	-	-	-	-	-
Restated balance	84,758,164	847.58	65,923,000	659.23	65,923,000	659.23
Add: Shares allotted through right issue during the year	-	-	18,835,164	188.35	-	-
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	84,758,164	847.58	84,758,164	847.58	65,923,000	659.23

b. Other Equity

Statement of Changes in Other Equity

(Rs. in millions)

Particulars	Statutory Reserve (In terms of section 45-IC of the RBI Act, 1934)	Securities Premium	Retained Earning	Remeasurement of Defined Benefit Liability/Asset	Total Other Equity
Balance as at April 01, 2023	41.07	102.12	146.76	(0.36)	289.59
Profit for the year	-	-	121.48	-	121.48
Total Comprehensive Income for the year	-	-	-	0.06	0.06
Changes in accounting policy/Prior Period Errors	-	-	-	-	-
Transfer to Special Reserve in terms of Sec 45-IC of the RBI Act, 1934	24.30	-	(24.30)	-	-
Balance as at March 31, 2024	65.37	102.12	243.94	(0.30)	411.13
Profit for the year	-	-	181.26	-	181.26
Issuance of new shares via rights issue	-	157.41	-	-	157.41
Total Comprehensive Income for the year	-	-	-	(0.14)	(0.14)
Changes in accounting policy/Prior Period Errors	-	-	0.18	-	0.18
Transfer to Special Reserve in terms of Sec 45-IC of the RBI Act, 1934	36.26	-	(36.26)	-	-
Balance as at March 31, 2025	101.63	259.53	389.13	(0.44)	749.84
Profit For the Year	-	-	216.30	-	216.30
Changes in accounting policy/Prior Period Errors	-	-	(0.23)	-	(0.23)
Total Comprehensive Income for the year	-	-	-	0.29	0.29
Transfer to Special Reserve in terms of Sec 45-IC of the RBI Act, 1934	43.26	-	(43.26)	-	-
Balance as at March 31, 2026	144.89	259.53	561.94	(0.15)	966.20

In terms of our report attached,

Ajay Rattan and Co.
Chartered Accountants

Firm Regn. No. 012063N

Sd/-
CA Ajay Aggarwal
Partner
Membership No. 090975
Delhi

Date: June 22, 2026
UDIN: 26090975CEIRFM6734

For and on behalf of the Board of Directors of
IFL Finance Limited (Formerly Known as IFL Housing Finance Limited)

Sd/-
Gopal Bansal
Managing Director
DIN: 01246420

Sd/-
Prerna Matta Arora
CFO
PAN: BAMPM7263C

Sd/-
Sunita Bansal
Whole Time Director
DIN: 02801660

Sd/-
Shivani Jindal
Company Secretary
PAN: BSNPJ5687C

IFL FINANCE LIMITED (Formerly known as IFL HOUSING FINANCE LIMITED)

CIN: U65910DL2015PLC285284

NOTES ON THE RESTATED FINANCIAL STATEMENTS

1. Corporate Information:

IFL Finance Limited (formerly known as IFL Housing Finance Limited), a subsidiary of India Finsec Limited, is a public limited company incorporated in India under the provisions of the Companies Act, 2013.

The Company is registered with the Reserve Bank of India as a Non-Banking Financial Company – Investment and Credit Company (NBFC-ICC) with effect from June 26, 2025.

Previously, the Company was registered as a Housing Finance Company under Section 29A of the National Housing Bank Act, 1987 and was primarily engaged in Home Loans and Loan Against Property (LAP). In December 2020, the Company expanded into Gold Loans. Considering the strong growth potential of this segment, the Company realigned its strategic focus from April 2024 towards gold loan business.

The Company has its registered and corporate office in Delhi and operates through branches across Delhi, Rajasthan, Madhya Pradesh, Uttar Pradesh and Haryana.

2. Basis of preparation and presentation:

(a) Statement of Compliance

These restated financial statements, comprising of the Restated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024 the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity and the Restated Statement of Cash Flows of the Company for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 and the Summary of Material Accounting Policies and other explanatory information (collectively, the “Restated Financial Information”). have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and notified under Section 133 of the Companies Act, 2013 (the “Act”). These Restated Financial Information have been prepared by the Management of the Company for the purpose of inclusion in the Draft Red Herring Prospectus (“DRHP”), Red Herring Prospectus (“RHP”) and Prospectus prepared by the Company in connection with its proposed Initial Public Offer (“IPO”) of equity shares.

The Restated Financial Information have been prepared by the Company in terms of the requirements of:

- a. the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013, and the rules made thereunder, as amended (together, the “Act”)
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”); and
- c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “Guidance Note”).

These Restated Financial Information have been compiled by the Management from:

Audited financial statement of the Company as at and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed in the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (“the Act”) along with other relevant provisions of the Act, which have been approved by the Board of Directors at their meetings held on May 13, 2026, May 22, 2025 and May 28, 2024 respectively.

The Restated Financial Information are prepared on a going concern basis, as the Management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material

IFL FINANCE LIMITED (Formerly known as IFL HOUSING FINANCE LIMITED)

CIN: U65910DL2015PLC285284

NOTES ON THE RESTATED FINANCIAL STATEMENTS

uncertainty exists that may cast significant doubt on going concern assumptions. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

The accounting policies have been consistently applied by the Company in preparation of the Restated Financial Information and are consistent with those adopted in the preparation of financial statements for the financial year ended March 31, 2026.

These Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the Audited Ind AS Financial Statements as at and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024.

The Restated Financial Information:

- a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively as at and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the year ended March 31, 2026;
- b. do not require any adjustment for modification as there is no modification in the underlying audit reports on Audited Financial Statements for the year ended March 31, 2026, March 31, 2025 and March 31, 2024;
- c. have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

The Restated Financial Information were approved by the Company's Board of Directors and authorized for IPO on June 22, 2026.

The Company, being a Base Layer Non-Banking Financial Company – Investment and Credit Company (NBFC–ICC), complies with the applicable provisions of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as updated from time to time, and other relevant directions, circulars and guidelines issued by the Reserve Bank of India.

The Company has also considered the applicable provisions of the Master Direction – Non-Banking Financial Company – Financial Statements: Presentation and Disclosures Directions, 2025 and other applicable regulatory framework governing NBFCs, to the extent relevant, in the preparation and presentation of these financial statements.

(b) Presentation of restated financial information:

A summary of the significant accounting policies and other explanatory information is in accordance with the Companies (Indian Accounting Standards) Rules, 2015 as specified under Section 133 of the Companies Act, 2013 (the 'Act') including applicable Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India.

- (i) The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity have been prepared and presented in the format prescribed in the Division III of Schedule III of the Companies Act, 2013 (the 'Act'). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 “Statement of Cash Flows”. All values in the financial statements are rounded to nearest millions except for shares data and unless otherwise stated.

IFL FINANCE LIMITED (Formerly known as IFL HOUSING FINANCE LIMITED)

CIN: U65910DL2015PLC285284

NOTES ON THE RESTATED FINANCIAL STATEMENTS

- (ii) The Financial statements are prepared on a Going Concern basis as the management is satisfied that the company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption.
- (iii) Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis.

(c) Basis of measurement:

The restated financial information has been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the material accounting policy below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of entering into the transaction.

(d) Critical Accounting Estimates

The preparation of the Company's financial information requires the Management to make use of estimates and judgements. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based. Accounting estimates and judgements are used in various line items in the financial statements for e.g.

- Fair value of financial instruments (Refer note no. 3F)
- Effective interest rate (EIR) (Refer note no. 3F)
- Impairment of financial assets (Refer note no. 3F)
- Provisions and contingent liabilities (Refer note no. 3I)
- Provision for tax expenses (Refer 3G)
- Residual value, useful life and indicators of impairment and recoverable value of property, plant and equipment (Refer note no. 3A)

During the periods covered under the restated, the Management have made a few changes in accounting estimates with respect to:

- ECL
- Discounting of Security Deposits

The impact of the change in accounting estimate is not material, hence no disclosure for the same is being presented.

(e) Recent Accounting Pronouncements**Amendments effective from April 1, 2025****(i) Ind AS 21 - The Effects of Changes in Foreign Exchange Rates**

In May 2025, Ind AS 21 Amendments – Currency Exchangeability Clarifies how to assess exchangeability and determine spot rates when currencies can't be exchanged, with disclosure of impacts on performance, position, and cash flows. The Company has evaluated the impact of the said amendment and concluded that it does not have any impact on its financial statements.

(ii) Ind AS 1 - Presentation of Financial Statements

IFL FINANCE LIMITED (Formerly known as IFL HOUSING FINANCE LIMITED)

CIN: U65910DL2015PLC285284

NOTES ON THE RESTATED FINANCIAL STATEMENTS

In August 2025, the MCA notified amendments relating to the classification of liabilities as current or non-current, including guidance on non-current liabilities with covenants. The amendments clarify that the right to defer settlement must exist as at the reporting date and should be substantive. The Company has assessed the amendment and concluded that there is no impact on the classification of its current and non-current liabilities.

(iii) Ind AS 7 - Statement of Cash Flows and Ind AS 107 - Financial Instruments: Disclosures

The amendments introduce disclosure requirements for supplier finance arrangements, including details of the nature of such arrangements, carrying amounts of related liabilities, and payment terms. Additionally, such arrangements are considered in assessing concentration of liquidity risk. The Company has evaluated these amendments and determined that they do not have any impact on its financial statements.

(iv) Ind AS 12 - Income Taxes – International Tax Reform: Pillar Two Model Rules

The amendments introduce a temporary mandatory exception from the recognition of deferred taxes arising from the implementation of the Pillar Two Model Rules and require disclosure of its application. As the Company has not undertaken transactions of this nature, these amendments have no impact on its financial statements.

(f) Summary of Material Accounting Policies

This note provides a list of the Material accounting policies adopted in the preparation of this financial information. These policies have been consistently applied to all the years presented, unless otherwise stated.

i. Property, Plant and Equipment

Properties, Plant & equipment are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

The Company has chosen the cost model for recognition and this model is applied to all class of assets. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

Depreciable amount of an asset is the cost of an asset less its estimated residual value.

Depreciation on Property, Plant and Equipment other than freehold land is charged based on Written down method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013. The useful life of asset taken into consideration as per Schedule II for the purpose of calculating depreciation is as follows: -

Particulars of Property, Plant & Equipment	Useful life (in years)
Furniture & fixtures	10
Vehicles	8
Office Equipments*	5
Computers	3
Plant & Machinery	15
Building	60

**Taken at 10 years in case of those assets where management thinks fit.*

IFL FINANCE LIMITED (Formerly known as IFL HOUSING FINANCE LIMITED)

CIN: U65910DL2015PLC285284

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An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment are determined as a difference between the sale proceeds and the carrying amount of the asset and is recognized in the profit and loss.

At the end of each reporting period, the Company reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

ii. Intangible assets and amortization thereof:

Intangible assets, representing software are initially recognized at cost and subsequently carried at cost less accumulated amortization and accumulated impairment. The intangible assets are amortized using the written down value method over a period which is the Management's estimate of its useful life. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as '*Intangible assets under development*'.

iii. Investment Property

Properties held to earn rentals and/or capital appreciation are classified as Investment properties and measured and reported at cost, including transaction costs. Subsequent to initial recognition its measured at cost less accumulated depreciation and accumulated impairment losses, if any. When the use of an existing property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

When there is a change in use of an existing property classified as investment property evidenced by commencement of owner occupation, the property is reclassified as property, plant & equipment at its carrying amount on the date of reclassification.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognised in the Statement of Profit and Loss in the same period.

iv. Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company & revenue is reliably measured.

1. Interest Income

The Company recognizes interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortized cost. EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

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In case of credit-impaired financial assets, the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Delayed payment charges (penal charge and the like) levied on customers for delay in repayments/non-payment of contractual cash flows is recognized on realization.

2. Dividend

Dividend income from investments is recognised when the company's right to receive payment has been established which is generally when the shareholders approve the dividend.

3. Other revenue from Operations

The Company recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial Instruments' is applicable) based on a comprehensive assessment model as set out in Ind AS 115 '*Revenue from contracts with customers*'. The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at fair value of the consideration received or receivable.

a. Fees and Commission income

- The Company recognises initial login charges, if any, from the customers to whom sanction is not being made on realization basis.
- Bounce charges levied on customers for non-payment of instalment on the contractual date is recognised on realisation.
- Foreclosure charges are collected from loan customers for early payment/closure of loan and are recognised on realisation.

b. Net gain on fair value changes

The Company designates certain financial assets for subsequent measurement at fair value through profit or loss (FVTPL). The Company recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL on net basis in profit or loss.

c. Other operating income

The Company recognises income on recoveries of financial assets written off on realisation or when the right to receive the same without any uncertainties of recovery is established.

Fees on value added services and products are recognised on rendering of services and products to the customer.

d. Taxes

Incomes are recognised net of the goods and services tax, wherever applicable.

v. Expenditures

1. Finance Costs:

Borrowing costs on financial liabilities are recognised using the EIR [refer note no. 3.C.(i)].

2. Other Expenses:

Expenses are recognised on accrual basis net of the goods and services tax, except where credit for the input tax is not statutorily permitted.

vi. Leases

The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases using the modified retrospective approach whereby a lessee applies the new standard from the beginning of the current period. The lessee calculates the lease asset and lease liability as at the beginning of the current period and recognized an adjustment in equity at the beginning of the current period. Accordingly, a lessee will not restate its prior period financial information under this approach.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any. The right-of-use assets is amortised using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease-by-lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and re-measuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

vii. Borrowing Costs

Borrowing costs include interest expense calculated using the EIR on respective financial instruments measured at amortised cost, finance charges in respect of assets acquired on finance lease, to the extent they are regarded as an adjustment to interest costs.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial liability.

Calculation of the EIR includes all fees paid that are incremental and directly attributable to the issue of a financial liability.

While computing the capitalization rate for funds borrowed generally, an entity should exclude borrowing costs applicable to borrowings made specifically for obtaining a qualifying asset, only until the asset is ready for its intended use or sale. Borrowing costs (related to specific borrowings) that remain outstanding after the related qualifying asset is ready for intended use or for sale would subsequently be considered as part of the general borrowing costs of the entity.

viii. Financial Instruments

A financial instrument is defined as a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and other borrowings etc. are some examples of financial instruments.

All the financial instruments are recognised on the date when the Company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Company recognises the financial instruments on settlement date.

All recognized financial assets that are within the scope of Ind AS 109 are required to be subsequently measured at amortized cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

(i) Financial Assets

➤ Initial Measurement and Recognition

Financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual agreement of the instrument and are measured initially at fair value adjusted for transaction cost. Processing fees and other charges earned on or before disbursement of loan assets have been amortised over the tenure of loan in proportion to the closing principal outstanding at the end of each year.

➤ Subsequent Measurement

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

- Amortized Cost using effective interest rate method:

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate method is a method of calculating the amortised cost of financial asset and of allocating interest income over the expected life. Income is recognised in the Statement of Profit and Loss on an effective interest rate basis for financial assets other than those classified as at fair value through profit or loss (FVTPL).

EIR is determined at the initial recognition of the financial asset. EIR is subsequently updated for financial assets having floating interest rate, at the respective reset date, in accordance with the terms of the respective contract.

- Fair Value through other Comprehensive Income ("FVOCI"):

A financial asset is subsequently measured at fair value through Other Comprehensive Income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial

asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Fair Value through Profit and Loss (“FVTPL”):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

➤ **Derecognition of Financial Assets**

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or Company has transferred its right to receive cash flow from the asset.

(ii) Financial Liabilities:

➤ **Initial Measurement and Recognition**

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. Financial liabilities are classified at amortised cost. Processing fees, commission and other charges incidental to the borrowed terms loans have been amortised over the tenure of loan in proportion to the closing principal outstanding at the end of each year.

Debt Instrument: A ‘debt instrument’ here means Term loans which are measured at the amortised cost if both the following conditions are met.

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

➤ **Subsequent Measurement**

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest rate method.

➤ **Derecognition of financial liabilities**

Financial liabilities are derecognized when the obligation under the liabilities are discharged or cancelled or expires. Consequently, write back of unsettled credit balances is done on closure of the concerned liabilities or earlier based on the previous experience of Management and actual facts of each case and recognized in other Operating Revenues.

Further when an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

(iii) Offsetting of financial instrument

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Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on net basis, to realize the assets and settle the liabilities simultaneously.

(iv) Impairment of financial assets

The measurement of impairment losses across all categories of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk.

These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Company's Expected Credit Loss ("ECL") model comprises of number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL model that are considered accounting judgments and estimates include:

1. The classification of loan portfolio into various stages based on the number of days overdue.
2. Risk Categorization of customer based upon their Income Profile, Loan-to-Value (LTV), Age Group, CIBIL, FOIR and Mortgage type in case of Housing Loan / LAP segment and Branch LTV/Audit LTV, Market LTV and DPD in case of Gold Loan segment, considered for loan loss allowance

The Company uses expected credit loss ("ECL") allowance for financial assets measured at amortized cost, which are not individually significant, and comprise of a large number of homogeneous loans that have similar characteristics. The measurement of the loss allowance in respect of loans (other than those measured at FVTPL) is based on the present value of the asset's expected cash flows using the asset's original EIR.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Based on the above process, the Company categorizes its loans into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1 -	Facilities with present credit risk is low or facilities with present credit risk is medium, and falling between zero to thirty days past due (DPD).
Stage 2 -	Facilities with present credit risk is high & falling between zero to thirty days past due (DPD). It also includes Facilities which are under-performing assets having 31 to 90 DPD, having any credit risk of low, medium or high.
Stage 3 -	Facilities with present credit risk is high or facilities with present credit risk is low or medium but are non-performing assets having greater than 90 DPD.

Being a NBFC-ICC, the company has to follow the guidelines given by the Reserve Bank of India (RBI) on Prudential norms on Asset Classification and provisioning requirement. The prudential norms prescribed by RBI do not consider the value of security for standard and substandard assets. The company provides for impairment of financial assets on the basis of the Expected Credit Loss Model or the prudential norms of RBI, whichever is higher.

ix. Income Taxes

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Tax expense comprises of current tax and deferred tax.

(i) Current Tax:

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date

Current income tax relating to item recognised outside the statement of profit and loss is recognised outside profit or loss (either in other comprehensive income or equity). Current tax items are recognised in correlation to the underlying transactions either in OCI or directly in equity.

The Company opted to pay tax under section 115BAA of the Income Tax Act, 1961, consequently the provision of Section 115JB of the Income Tax Act, 1961 pertaining to MAT is not applicable.

(ii) Deferred Tax:

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amounts.

Deferred income tax is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date. Deferred tax asset/liability is measured at the tax rates that are expected to be applied to the period when the asset is realized or the liability is settled.

x. Goods and Services Input Tax Credit

Goods and Services Input tax credit is accounted for in the books in the period in which the supply of goods or service received is accounted and when there is no uncertainty in availing/utilising the credits.

xi. Employee Benefits

(i) Short-term employee benefits

(a) Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(b) Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee including expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

(ii) Post-employment benefits

➤ **Defined Contribution Plan**

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- a. **Provident Fund:** The Company contributes to a government administered Provident Fund in accordance with the provisions of Employees Provident Fund Act. The Amount contributed is recognized as an expense in the period in which the services are rendered by the employees
- b. **Employee State Insurance:** The Company contributes certain amount to Employee state Insurance as per the provisions of the Employee state insurance act and is recognized as an expense in the period in which the services are rendered by the employees

➤ **Defined Benefit Plan**

- a. **Gratuity:** The Company's Gratuity liability under the Payment of Gratuity Act, 1972 is determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in 'Employee Benefits Expense' in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in Other Comprehensive Income net of tax. These are included in 'Retained Earnings' in the Statement of Changes in Equity. Further Junior Collection Staff employed in the states of Rajasthan and Madhya Pradesh have been excluded in calculation of actuarial valuation of Gratuity as their tenure of employment is less than 5 years.

- b. **Leave encashment:** The Company has adopted a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences i.e. paid leave is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

xii. Provisions, contingent liabilities and contingent assets

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Contingent Assets and Contingent Liabilities are not recognized in the Ind AS financial statements.

Company's policy is to carry adequate amounts towards Provision for Standard Assets, Non-Performing Assets (NPAs) and other contingencies. All loans and other credit exposures where the instalments are overdue for more than ninety days are classified as NPAs in accordance with the prudential norms prescribed under Master Direction issued by RBI. The provisioning policy of Company covers the minimum provisioning required as per the Master Direction.

Provisions are established on a collective basis against loan assets classified as "Standard" to absorb credit losses on the aggregate exposures in each of the loan portfolios based on the Master Direction. A higher non-performing asset provision may be made based upon an analysis of past performance, level of allowance already in place and Management's judgment. This estimate includes consideration of economic and business conditions. The amount of the allowance for credit losses is the amount that is required to establish a balance in the Provision for Non-Performing Assets Account that management consider adequate, after consideration of the prescribed minimum requirement under the Master Direction.

xiii. Earnings per Share ("EPS")

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the Ind AS financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit/ (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

xiv. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short -term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts if they are considered an integral part of the Company's cash management.

xv. Statement of Cash flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- (a) Changes during the period in operating receivables and payables transactions of a non-cash nature;
- (b) Non-cash items such as depreciation, impairment, deferred taxes; and
- (c) All other items for which the cash effects are investing or financing cash flows.

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Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

xvi. Event After the reporting period

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

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Notes forming part of the Restated Financial Information (continued)
Note 4
(a) Cash and Cash equivalents
(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Cash on hand	13.00	46.21	18.77
Balances with Banks			
- In current accounts	260.44	67.35	3.01
In Other Deposit Accounts			
-In fixed deposits (Original Maturity upto 3 months)	290.00	-	-
Total	563.44	113.56	21.78

(b) Bank Balance other than Cash and cash equivalents
(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Fixed Deposit with bank (unencumbered)	25.55	-	-
Fixed Deposit with bank under Lien (Refer Note (i) below)	0.38	39.39	89.39
Total	25.93	39.39	89.39

(i) FDs with bank under lien against bank guarantees issued on behalf of the Company to various lenders are not freely available for use until release of the underlying guarantees.

Note 5
Loans - At Amortized Cost
(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
(A) Term Loans			
-Housing loans	735.55	1,131.43	1,506.50
-Loan against Property	46.04	81.19	127.62
-Loan against Gold Jewellery	4,350.78	2,105.21	1,156.92
Total Gross (A) (I)	5,132.37	3,317.83	2,791.04
Less: Impairment Loss Allowance	24.86	19.67	19.77
Total Net (A) (II)	5,107.51	3,298.16	2,771.27
(B)			
(i) Secured by Tangible Assets	5,132.37	3,317.83	2,791.04
(ii) Secured by Intangible Assets	-	-	-
(iii) Unsecured	-	-	-
Total Gross (B) (I)	5,132.37	3,317.83	2,791.04
Less: Impairment Loss Allowance	24.86	19.67	19.77
Total Net (B) (II)	5,107.51	3,298.16	2,771.27
(C)			
(I) Loans in India			
(i) Public Sector	-	-	-
(ii) Others	5,132.37	3,317.83	2,791.04
Total Gross (C) (I)	5,132.37	3,317.83	2,791.04
Less: Impairment Loss Allowance	24.86	19.67	19.77
Total Net (C) (II)	5,107.51	3,298.16	2,771.27
(II) Loans Outside India			
Less: Impairment Loss Allowance	-	-	-
Total Net (C) (III)	-	-	-
Total Net (C) (II) and (III)	5,107.51	3,298.16	2,771.27

(i) Impairment loss allowance as on March 31, 2026: Rs. 24.86 million, March 31, 2025: Rs. 19.67 million; March 31, 2024: Rs. 19.77 million.

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Notes forming part of the Restated Financial Information (continued)
(Rs. in millions)

Break-up of loans and advances and provision thereon	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	Gold Loan	Others*	Gold Loan	Others*	Gold Loan	Others*
Standard Assets						
a) Total Outstanding Amount	4,349.44	742.13	2,105.21	1,190.42	1,156.92	1,602.63
b) Provisions made	10.90	2.69	8.44	4.17	4.64	5.28
Sub-Standard Assets						
a) Total Outstanding Amount	1.34	20.32	-	3.27	-	15.75
b) Provisions made	0.22	5.68	-	0.89	-	3.14
Doubtful Assets – Category-I						
a) Total Outstanding Amount	-	1.02	-	12.99	-	11.26
b) Provisions made	-	0.27	-	2.97	-	3.65
Doubtful Assets – Category-II						
a) Total Outstanding Amount	-	15.25	-	3.93	-	3.34
b) Provisions made	-	3.37	-	1.20	-	1.92
Doubtful Assets – Category-III						
a) Total Outstanding Amount	-	1.72	-	0.87	-	-
b) Provisions made	-	0.59	-	0.87	-	-
Loss Assets						
a) Total Outstanding Amount	-	1.14	-	1.14	-	1.14
b) Provisions made	-	1.14	-	1.14	-	1.14

* Others include housing loans and loans against properties

5.1 Loans granted to promoters, directors, KMPs and related parties
(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
a. Repayable on demand	NIL	NIL	NIL
b. without specifying any terms or period of repayment	NIL	NIL	NIL
Total	NIL	NIL	NIL

Note 6: Other financial assets
(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Security Deposit Unsecured; Considered Good			
-Security Deposit on Rent at Amortised Cost	3.88	5.75	4.65
-Fair value of security deposit on Rent IndAS	2.43	-	-
-Security Deposit (Others)	0.29	-	-
Accrued interest			
-on FD	3.05	4.37	3.58
-on others	0.11	0.18	0.12
Cash Collateral (Deposits)*	0.46	2.06	3.56
Others	3.81	8.85	1.59
Total	14.03	21.21	13.50

* Cash collateral against borrowings

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Notes forming part of the Restated Financial Information (continued)
Note 7: Deferred tax assets (net)
7.1 Deferred tax assets/(Liabilities) recorded in Balance Sheet (Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Opening Balance of Deferred Tax Asset	15.08	19.56	17.77
a. Changes in deferred tax assets/(liabilities) recorded in profit or loss	(0.40)	(4.53)	1.81
b. Changes in deferred tax recorded in other comprehensive Income	(0.10)	0.05	(0.02)
c. Changes in deferred tax recorded in Retained Earning			
Closing Balance of Deferred Tax Assets	14.58	15.08	19.56

7.2 Changes in deferred tax assets/(liabilities) recorded in profit or loss (Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Deferred tax related to the following			
Disallowances u/s 43B of the Income Tax Act, 1961	0.03	0.07	0.05
Disallowances u/s 40A of the Income Tax Act, 1961	0.43	0.48	0.22
Impairment on financial instruments	0.71	-	(0.02)
Depreciation and amortisation expenses	0.57	0.78	0.39
Financial Instrument (Loans) measured at EIR	(2.72)	(6.78)	0.76
Financial Instrument (Borrowings) measured at EIR	(1.34)	0.63	0.11
Finance Cost measured at EIR	1.31	0.03	(0.15)
Lease Liability Impact	0.11	0.26	0.43
Special Reserve Created u/s 36(1)(viii)	0.50	-	0.01
Deferred Tax Assets	(0.40)	(4.53)	1.80

7.3 Changes in deferred tax assets/(liabilities) recorded in profit or loss (Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Deferred tax related to the following			
Remeasurements of Defined Benefit Obligation	(0.10)	0.05	(0.02)
Deferred Tax Assets	(0.10)	0.05	(0.02)

Deferred tax asset is recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

IFL FINANCE LIMITED

Notes forming part of the Restated Financial Information (continued)

8. Property, Plant and Equipment, Right to use Asset & Intangible Assets
8.1 Details as on March 31, 2026

(Rs. in millions)

Particulars	Gross Block				Depreciation/Amortisation			Net Block	
	As at April 01, 2025	Addition	Deduction/ Sale	As at March 31, 2026	As at April 01, 2025	For the Year	As at March 31, 2026	As at March 31, 2026	As at March 31, 2025
A. Property, Plant and Equipment									
Furniture and fixtures	22.13	6.46	0.08	28.51	10.47	4.03	14.51	14.00	11.66
Vehicles	3.17	-	-	3.17	2.24	0.28	2.52	0.65	0.93
Office Equipments	12.53	4.07	0.03	16.57	7.70	2.92	10.62	5.95	4.84
Computers	10.74	0.95	-	11.68	9.73	0.62	10.35	1.33	1.01
Plant and Machinery	1.77	-	-	1.77	0.88	0.16	1.06	0.70	0.89
Sub Total	50.33	11.48	0.11	61.70	31.02	8.01	39.05	22.63	19.32
Previous Year	39.72	13.06	2.45	50.33	24.28	6.73	31.02	19.32	15.43
B. Right of use Assets									
Office Premises (Right of Use asset)	137.34	44.57	-	181.92	50.76	18.83	69.59	112.33	86.59
Sub Total	137.34	44.57	-	181.92	50.76	18.83	69.59	112.33	86.59
Previous Year	97.37	39.97	-	137.34	35.27	15.50	50.76	86.59	62.10
C. Intangible Assets									
Softwares	24.34	1.99	-	26.33	14.59	3.46	18.06	8.27	9.75
Sub Total	24.34	1.99	-	26.33	14.59	3.46	18.06	8.27	9.75
Previous Year	20.84	3.49	-	24.34	11.56	3.03	14.59	9.75	9.29
D. Investment Property									
Residential Flat	12.37	-	-	12.37	0.51	0.58	1.09	11.28	11.86
Sub Total	12.37	-	-	12.37	0.51	0.58	1.09	11.28	11.86
Previous Year	-	12.37	-	12.37	-	0.51	0.51	11.86	-

8.2 Details as on March 31, 2025

(Rs. in millions)

Particulars	Gross Block				Depreciation/Amortisation			Net Block	
	As at April 01, 2024	Addition	Deduction/ Sale	As at March 31, 2025	As at April 01, 2024	For the Year	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
A. Property, Plant and Equipment									
Furniture and fixtures	15.77	6.40	0.03	22.13	7.22	3.25	10.47	11.66	8.54
Vehicles	3.10	2.46	2.39	3.17	1.77	0.47	2.24	0.93	1.33
Office Equipments	8.84	3.72	0.02	12.53	5.72	1.98	7.70	4.83	3.12
Computers	10.25	0.49	-	10.74	8.90	0.83	9.73	1.01	1.35
Plant and Machinery	1.77	-	-	1.77	0.68	0.20	0.88	0.89	1.09
Sub Total	39.72	13.06	2.45	50.33	24.28	6.73	31.02	19.32	15.43
Previous Year	34.28	5.44	-	39.72	18.31	6.00	24.28	15.43	15.97
B. Right of use Assets									
Office Premises (Right of Use asset)	97.37	39.97	-	137.34	35.27	15.50	50.76	86.58	62.10
Sub Total	97.37	39.97	-	137.34	35.27	15.50	50.76	86.58	62.10
Previous Year	91.18	6.19	-	97.37	23.19	12.08	35.27	62.10	68.00
C. Intangible Assets									
Softwares	20.84	3.49	-	24.34	11.56	3.03	14.59	9.75	9.28
Sub Total	20.84	3.49	-	24.34	11.56	3.03	14.59	9.75	9.28
Previous Year	18.01	2.84	-	20.84	8.77	2.78	11.56	9.28	9.23
D. Investment Property									
Residential Flat	-	12.37	-	12.37	-	0.51	0.51	11.86	-
Sub Total	-	12.37	-	12.37	-	0.51	0.51	11.86	-
Previous Year	-	-	-	-	-	-	-	-	-

8. Property, Plant and Equipment, Right to use Asset & Intangible Assets

8.3 Details as on March 31, 2024

(Rs. in millions)

Particulars	Gross Block				Depreciation/Amortisation			Net Block	
	As at April 01, 2023	Addition	Deduction/ Sale	As at March 31, 2024	As at April 01, 2023	For the Year	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
A. Property, Plant and Equipment									
Furniture and fixtures	13.05	2.72	-	15.77	4.99	2.25	7.22	8.55	8.06
Vehicles	2.00	1.11	-	3.10	1.51	0.28	1.77	1.33	0.49
Office Equipments	7.95	0.88	-	8.84	4.23	1.50	5.72	3.12	3.73
Computers	9.51	0.74	-	10.25	7.16	1.73	8.90	1.35	2.36
Plant and Machinery	1.77	-	-	1.77	0.43	0.24	0.68	1.09	1.33
Sub Total	34.28	5.44	-	39.72	18.31	6.00	24.28	15.44	15.97
Previous Year	28.96	5.32	0.01	34.28	9.98	8.32	18.31	15.97	18.98
B. Right of use Assets									
Office Premises (Right of Use asset)	91.18	6.19	-	97.37	23.19	12.08	35.27	62.10	68.00
Sub Total	91.18	6.19	-	97.37	23.19	12.08	35.27	62.10	68.00
Previous Year	81.79	9.40	-	91.18	11.09	12.10	23.19	68.00	70.70
C. Intangible Assets									
Softwares	18.01	2.84	-	20.84	8.77	2.78	11.56	9.28	9.23
Sub Total	18.01	2.84	-	20.84	8.77	2.78	11.56	9.28	9.23
Previous Year	13.06	4.95	-	18.01	5.60	3.17	8.77	9.23	7.45
D. Investment Property									
Residential Flat	-	-	-	-	-	-	-	-	-
Sub Total	-	-	-	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-	-	-	-

8.4 Amount recognised in profit and loss for investment properties

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Rental income	0.60	0.55	-
Less: Direct operating expenses that generated rental income	-	-	-
Less: Direct operating expenses that did not generate rental income	-	-	-
Profit from leasing of investment properties	-	-	-
Less: Depreciation for the year	0.58	0.51	-
Profit after depreciation	0.02	0.04	-

8.5 Fair Value of Investment Properties

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Fair Value of Investment Property	17.01	11.86	-
Total	17.01	11.86	-

(i) The investment property was purchased during the current year itself therefore the fair value of the property was taken as per the stamp duty value and the same was executed at the market rate.

(ii) The fair value of the property as on March 31, 2026 is taken from the valuation report from Aggarwal and associates dated April 29, 2026.

8.6 Leasing arrangements

The aforementioned investment property is leased under long term operating lease agreements with rentals payable monthly.
Minimum payments expected to be received under non - cancellable subleases at the balance sheet date:-

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Not later than 1 year	0.65	0.60	-
Later than 1 year but not later than 3 years	0.11	0.71	-
Total	0.76	1.31	-

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)

Note 9: Other non-financial assets

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance with Statutory Authorities	1.02	0.90	0.06
Prepaid expenses	3.04	2.79	2.78
Other Advances	5.69	-	-
Total	9.75	3.69	2.84

Note 10: Trade Payables

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of MSMEs	0.44	0.41	0.19
Total outstanding dues of creditors other than MSMEs	0.12	0.10	0.09
Total	0.56	0.51	0.28

Trade Payables ageing							(Rs. in millions)
Particulars	As as March 2026						
	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 Years	2-3 Years	> 3 Years	
(i) Undisputed MSME	0.22	-	0.21	-	-	-	0.44
(ii) Undisputed Others	0.09	-	0.03	-	-	-	0.12
(iii) Disputed dues MSME	-	-	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-	-	-
TOTAL	0.31	-	0.25	-	-	-	0.56

(Rs. in millions)							
Particulars	As as March 2025						
	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 Years	2-3 Years	> 3 Years	
(i) Undisputed MSME	0.22	-	0.18	-	-	-	0.41
(ii) Undisputed Others	0.07	-	0.03	-	-	-	0.10
(iii) Disputed dues MSME	-	-	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-	-	-
TOTAL	0.29	-	0.22	-	-	-	0.51

(Rs. in millions)							
Particulars	As at March 2024						
	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 Years	2-3 Years	> 3 Years	
(i) Undisputed MSME	0.19	-	-	-	-	-	0.19
(ii) Undisputed Others	0.09	-	-	-	-	-	0.09
(iii) Disputed dues MSME	-	-	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-	-	-
TOTAL	0.28	-	-	-	-	-	0.28

Note 11 : Debt Securities

Non-Convertible Securities

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
I. (A) At Amortised Cost			
Redeemable non-convertible Debentures at Par	1,415.43	-	-
Secured and fully paid	-	-	-
(B) Out of the above			
In India	1,415.43	-	-
Outside India	-	-	-
Total	1,415.43	-	-

Key Terms of the Issue are as follows:

(Rs. in millions, except units and face values)								
Description of NCDs	ISIN	Issue Date	Redemption / Date of Maturity	Total No. Units	Face Value Per Unit (INR)	Coupon Rate	Interest Payout	Principal Outstanding as on 31 March 2026
Listed, Rated, Senior, Transferable, Redeemable, Non-convertible Debentures	INE01X007017	18/11/2025	18/11/2027	19980	10,000	12.25%		1,725.93
Listed, Rated, Unsubordinated, Transferable, Redeemable, Non-convertible Debentures	INE01X007025	16/01/2026	16/01/2028	16000	10,000	12.25%		1,586.02
Listed, Rated, Unsubordinated, Transferable, Redeemable, Non-convertible Debentures	INE01X007033	29/01/2026	29/01/2028	30000	10,000	11.75%		2,948.42
Listed, Rated, Unsubordinated, Transferable, Redeemable, Non-convertible Debentures	INE01X007041	25/02/2026	26/02/2028	40000	10,000	11.80%		3,948.08
Listed, Rated, Unsubordinated, Transferable, Redeemable, Non-convertible Debentures	INE01X007058	03-12-26	03-12-28	40000	10,000	11.80%		3,945.82

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)

Note 12 : Borrowings (other than debt securities)

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
(A) Secured			
At Amortised Cost			
Term Loans:			
- From Banks (Refer (i) below)	901.50	421.29	513.90
- From other Non-Banking Financial Companies	1,565.22	1,125.65	872.58
- From National Housing Bank (Refer (iii) below)	-	34.72	62.79
Overdrafts:			
- From Banks (Refer (iv) below)	-	71.61	200.36
Total	2,466.72	1,653.27	1,649.63
(B) Unsecured			
At Amortised Cost			
Term Loans:			
- From Banks	-	-	-
- From other Non-Banking Financial Companies (Refer (v) below)	-	224.69	174.56
- From National Housing Bank	-	-	-
Total	-	224.69	174.56
Total (A + B)	2,466.72	1,877.96	1,824.19
Out of above			
In India	2,466.72	1,877.96	1,824.19
Outside India	-	-	-

12.1 Nature of Security

(i) Term Loans from Banks and Financial Companies being NBFCs/HFCs are secured against hypothecation of present / future loan receivables amounting from 100% to 125% of loan value, equitable mortgage of property belonging to promoters and other group companies, corporate guarantee of holding company, other entity in which directors are interested and personal guarantee of MD/Directors. The same are repayable in equal instalments from 24 to 96 months.

(ii) The company has duly filed Registration of charges and Satisfaction of charges with Registrar Of Companies.

(iii) The Company has taken term loan from National Housing Bank (NHB) in Fiscal 2025 and Fiscal 2024 under various schemes offered by NHB i.e. LIFT and Regular Refinance. Term Loans outstanding from NHB are secured against hypothecation of present / future loan receivables amounting to 125% of loan value, corporate guarantee of holding company and personal guarantee of MD/Directors. The same are repayable in Quarterly equal instalments from 60 to 120 months.

(iv) Overdraft Facility from Federal Bank, CUB, CSB and SIB is against pledge of customers' gold with maximum margin of 25% and Overdraft facility from ICICI Bank is DLOD with security cover of 1.25 times maintained through receivables. Corporate guarantee of holding company and personal guarantee of MD/Directors is given in these Overdraft facilities. The company has also placed Fixed Deposit of Rs 0.1 million each against Overdraft facility availed from City Union Bank and Federal Bank and Rs 150 million with ICICI Bank. Further, OD with Bandhan Bank amounting to INR 10 million is without any collateral or guarantee and was granted along with its Term Loan.

12.2 Terms of Repayment of Term Loans and Debentures

(i) as at March 31, 2026

(Rs. in millions)					
Particulars	Upto 1 Year	Over 1 to 3 Years	Over 3 to 5 Years	Over 5 Years	Total
Secured					
At Amortised Cost					
Term Loans:					
From Banks (ROI 10.50%-13.75%)	502.58	344.84	54.08	-	901.50
From Non-Banking Financial Companies (ROI 11.50%-14.00%)	988.86	575.32	1.04	-	1,565.22
Overdraft:					
From Banks	-	-	-	-	-
Total Secured	1,491.44	920.16	55.12	-	2,466.72
EIR Impact					17.89
Total					2,484.61

(ii) as at March 31, 2025

(Rs. in millions)					
Particulars	Upto 1 Year	Over 1 to 3 Years	Over 3 to 5 Years	Over 5 Years	Total
Secured					
At Amortised Cost					
Term Loans:					
From Banks (ROI 10.50%-13.75%)	155.88	197.67	67.74	-	421.29
From Non-Banking Financial Companies (ROI 11.50%-14.00%)	531.01	553.67	40.97	-	1,125.65
From National Housing Bank (NHB) (ROI 8.25% - 8.35%)	34.72	-	-	-	34.72
Overdraft:					
From Banks	71.62	-	-	-	71.62
Total Secured	793.23	751.34	108.71	-	1,653.28
Unsecured					
At Amortised Cost					
From Non-Banking Financial Companies (ROI 12%)	-	224.69	-	-	224.69
Total Unsecured	-	224.69	-	-	224.69
Total					1,877.96
EIR Impact					12.57
Total					1,890.53

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)

(ii) as at March 31, 2024

(Rs. in millions)

Particulars	Upto 1 Year	Over 1	Over 3	Over 5 Years	Total
		to 3 Years	to 5 Years		
Secured					
<u>At Amortised Cost</u>					
Term Loans:					
From Banks (ROI 10.50%-13.75%)	159.80	244.70	83.24	26.16	513.90
From Non-Banking Financial Companies (ROI 11.50%-14.00%)	339.57	478.17	54.85	-	872.58
From National Housing Bank (NHB) (ROI 8.25% - 8.35%)	25.45	20.47	10.26	6.61	62.79
Overdraft:					
From Banks	200.36	-	-	-	200.36
Total Secured	725.17	743.34	148.36	32.76	1,649.63
Unsecured					
<u>At Amortised Cost</u>					
From Non-Banking Financial Companies (ROI 12%)	-	174.56	-	-	174.56
Total Unsecured	-	174.56	-	-	174.56
Total					1,824.20
EIR Impact					15.09
Total					1,839.29

12.3 The company has not been declared wilful defaulters by any bank or financial institution or other lenders.

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)

Note 13: Lease Liabilities

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Lease liability* (Note 13.(i))	129.05	99.31	71.23
Total	129.05	99.31	71.23

*Disclosed as required by Ind AS 116 - Leases as stated below

13.1 Lease Liability movement

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	99.31	71.23	74.14
Add:			
Addition during the year	44.57	39.97	10.16
Interest on lease Liability	11.31	8.42	6.36
Less:			
Derecognized during the year	-	-	(4.46)
Prior period adjustments	(0.03)		
Lease Rental Payments	(26.11)	(20.31)	(14.97)
Balance as at the end of the year	129.05	99.31	71.23

13.2 Maturity Analysis of Lease Liability

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Less than One year	1.98	0.09	0.46
One to five Year	37.17	22.84	11.01
More than five Year	89.91	76.39	59.76
Total	129.05	99.31	71.23

Note 14: Other financial liabilities

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Interest Accrued But Not Due on Borrowings	10.13	8.98	7.67
Interest Accrued and Due on Borrowings	0.04		-
Interest Accrued But Not Due on Non-convertible Debentures	5.10		-
Expenses payable	12.69	12.16	12.61
Other Payables	1.24	0.46	0.58
Total	29.21	21.60	20.86

Note 15: Current Tax Liability (Net)

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Current Tax Provision	74.89	53.39	40.80
Less: Advance tax and Tax deducted at source	(56.95)	(43.80)	(30.65)
Total	17.94	9.59	10.15

Note 16: Provisions

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits			
-Gratuity	7.22	5.50	3.60
-Leave Encashment	1.08	0.96	0.67
Provision for Expenses	3.28	-	-
Total	11.58	6.46	4.27

Note 17: Other Non-financial Liabilities

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Payable to Statutory Authorities	5.48	4.75	3.65
Advance received on loans	-	0.99	0.17
Total	5.48	5.74	3.82

Note 18: Equity Share Capital

(i) Share Capital authorized, issued, subscribed and paid-up

(Rs. in millions, except number of shares)

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount
Authorized shares						
Equity shares of Rs. 10 each fully paid-up	100,000,000	1,000.00	100,000,000	1,000.00	70,000,000	700.00
Issued, Subscribed and paid-up						
Equity shares of Rs. 10 each fully paid-up	84,758,164	847.58	84,758,164	847.58	65,923,000	659.23
Total	84,758,164	847.58	84,758,164	847.58	65,923,000	659.23

18.2 Terms / rights attached to equity shares

The Company has issued only one class of equity shares. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend if any to be proposed by the Board of Directors will be subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

18.3 Reconciliation of the shares outstanding at the beginning and at the end of the year

(Rs. in millions, except number of shares)

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount
At the beginning of the year	84,758,164	847.58	65,923,000	659.23	65,923,000	659.23
Issued during the year - Rights Issue	-	-	18,835,164	188.35	-	-
Add: Subscription of right issue by ESOP trust	-	-	-	-	-	-
Balance at the end of the year	84,758,164	847.58	84,758,164	847.58	65,923,000	659.23

18.4 Shares held by the holding Company

(Rs. in millions, except number of shares)

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No of Shares	% of holding	No of Shares	% of holding	No of Shares	% of holding
India Finsec Limited	60,185,024	71.01%	60,185,024	71.01%	41,349,860	62.72%

18.5 Details of shareholders holding more than 5% shares in the Company: -

(Rs. in millions, except number of shares)

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No of Shares*	% of holding	No of Shares	% of holding	No of Shares	% of holding
India Finsec Limited	60,185,024	71.01%	60,185,024	71.01%	41,349,860	62.72%
Mr. Gopal Bansal	7,393,430	8.72%	7,393,428	8.72%	7,393,460	11.22%
Mrs. Sunita Bansal	6,942,410	8.19%	6,942,410	8.19%	6,942,410	10.53%

* As per records, registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

18.6 Details of shareholding held by promoters in the Company: -

(Rs. in millions, except number of shares)

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No of Shares*	% of holding	No of Shares	% of holding	No of Shares	% of holding
India Finsec Limited	60,185,024	71.01%	60,185,024	71.01%	41,349,860	62.72%
Mr. Gopal Bansal	7,393,430	8.72%	7,393,428	8.72%	7,393,460	11.22%
Mrs. Sunita Bansal	6,942,410	8.19%	6,942,410	8.19%	6,942,410	10.53%

18.7 Capital Management

The objective of the Company's Capital Management is to maximise shareholder value and safeguard business continuity. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through loans and operating cash flows generated.

Note 19: Other Equity

(Rs. in millions)					
Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024
(i) Statutory Reserve					
(In terms of section 45-IC of the RBI Act, 1934)					
Balance as per last financial statements	101.63		65.37		41.07
Add: Transferred during the year	43.26		36.26		24.30
Net Balance of Special Reserve		144.89		101.63	65.37
(ii) Securities Premium					
Opening balance	259.53		102.12		102.12
Add: addition/(deletion) during the year	-		157.41		-
Closing balance		259.53		259.53	102.12
(iii) Retained Earnings					
Opening balance	389.13		243.94		146.76
Changes in Accounting policy/prior period error	(0.23)		0.18		-
Add: Profit/(loss) for the year	216.30		181.26		121.48
Less: Appropriation to Statutory reserve	(43.26)		(36.26)		(24.30)
Closing balance		561.94		389.13	243.94
(iv) Equity instruments through other comprehensive income					
Opening balance	(0.44)		(0.30)		(0.36)
Add: addition/(deletion) during the year	0.29		(0.14)		0.06
Closing balance		(0.15)		(0.44)	(0.30)
Total (i + ii + iii + iv)		966.20		749.85	411.13

The opening balance as on 01.04.2025 represents the closing balance as on 31.03.2025 pertaining to Statutory Reserve created in accordance with Section 29C of the NHB Act, 1987 and Section 36(1)(viii) of the Income Tax Act, 1961.

19.1 Nature and Purpose of Reserves

a. Statutory Reserves

As per section 45-IC of the RBI Act, 1934, the company is required to transfer at least 20% of its net profit every year to reserve before any dividend is declared. The company doesn't anticipate any withdrawal from Statutory Reserve in foreseeable future.

b. Securities Premium

This Reserve represents the premium on issue of equity shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

c. Retained earnings

This Reserve represents the cumulative profits of the Company. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Note 20: Interest Income

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Interest Income			
On financial assets at amortized cost			
- On Housing Loans	244.60	340.14	403.09
- On Gold Loans	542.55	302.69	175.88
- On Others	10.80	36.37	20.94
Interest on Deposits with Banks	3.82	5.88	8.45
Total	801.77	685.08	608.36

Note 21: Fees and Commission Income

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Fees and other charges	39.42	21.32	19.55
Total	39.42	21.32	19.55

Note 22: Other income from Operations

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Other Income From Operation	4.90	4.72	5.44
Total	4.90	4.72	5.44

Note 23: Other Income

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Other Interest Income	0.13	0.32	0.34
Gain on Investments	3.43	-	-
Advertisement Income	1.47	0.29	3.40
Rental Income	0.60	0.55	-
Other Misc. Income	4.95	1.43	0.66
Unwinding of Interest Income on Security (Ind AS)	0.36	-	-
Total	10.94	2.59	4.40

IFL FINANCE LIMITED**Notes forming part of the Restated Financial Information (continued)****Note 24: Finance Costs****(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
- Interest on borrowings	319.24	243.29	224.85
- Interest expense on lease liabilities	11.31	8.42	6.36
Dep & Amortisation of Fair value adjustment	0.49	-	-
- Bank Charges	0.93	2.83	1.43
- Debt Syndication Charges		2.99	2.00
Total	331.97	257.53	234.64

Note 25: Impairment on Financial Instruments**(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
On Financials Instruments measured at amortised Cost			
- Loans	5.19	-	4.88
Total	5.19	-	4.88

Note 26: Employee Benefits Expenses**(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Salaries and Wages	125.74	115.53	126.30
Contribution to Provident and Other Funds	7.04	5.96	8.37
Staff Welfare Expenses	1.46	1.63	2.38
Other Benefits	13.55	10.61	6.69
Total	147.79	133.73	143.74

Note 27: Other Expenses**(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Rent expenses	6.66	5.52	5.08
Repair & Maintenance	2.18	2.34	4.19
Professional charges	3.90	9.85	12.53
Insurance Expense	4.61	3.59	2.98
Advertisement expenses	1.09	1.89	1.19
Bad Debts written off	0.37	0.36	-
Payments to Auditors	0.35	0.31	0.22
Conveyance expenses	3.00	4.24	12.51
Communication Expenses	0.50	0.58	1.02
Documentation & stamp charges	0.56	1.36	0.18
Document Handling & Storage Expense	0.57	0.66	0.65
Donations - CSR	3.08	1.55	1.50
Fee & subscriptions	3.84	4.28	3.38
Legal & technical charges	0.27	2.10	4.16
Business Development Expenses	0.94	0.07	7.29
Printing & Stationery	0.80	1.13	1.45
Power & Fuel	2.71	3.18	2.55
Software expenses	7.47	6.39	4.89
Other expenses	4.94	8.10	7.38
Total	47.84	57.50	73.15

IFL FINANCE LIMITED**Notes forming part of the Restated Financial Information (continued)****28.1 Auditor Remuneration Includes:****(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
- for statutory audit	0.16	0.16	0.14
- for tax audit	0.06	0.06	0.04
- for certification fees	0.13	0.09	0.04
Total	0.35	0.31	0.22

Note 28: Income Taxes**The components of income tax expense are as under:****(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Current tax	74.89	53.39	40.80
Adjustment in respect of current income tax of prior years			
Deferred Tax			
Deferred Tax Charge	(0.40)	(4.53)	1.80
Adjustment in respect of prior Year			
Income tax expense reported in Statement of Profit and Loss	75.29	57.92	39.00

In accordance with the provisions of Section 115BAA of the Income Tax Act, 1961, the Company has opted to pay income tax at a reduced rate of 22% (plus surcharge @ 10% and cess @ 4%).

Reconciliation of the total tax charge:

The tax charge shown in the Statement of Profit and Loss differ from the tax charge that would apply if all the profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for is, as follows:

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Accounting profit before tax	293.36	239.18	160.48
At India's statutory income tax rate of 25.168%	73.83	60.20	40.39
Reconciling Items			
Statutory Reserve u/s 36(1)(viii) of Income Tax Act, 1961	-	(0.50)	0.57
Corporate Social Responsibility and Others	1.47	(1.78)	0.83
Income tax expense reported in the Statement of Profit and Loss	75.30	57.91	38.99

Note 29: Earnings Per Share**(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Net profit attributable to ordinary equity holders	216.30	181.26	121.48
Weighted average number of equity shares for basic earnings per share	84.76	68.52	65.92
Effect of dilution		-	-
Weighted average number of equity shares for diluted earnings per share		-	-
Earnings per equity share:			
Basic earnings per share (Rs.)	2.55	2.65	1.84
Diluted earnings per share (Rs.)	2.55	2.65	1.84

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)
Note 30: Corporate Social Responsibility

As per section 135 of the Companies Act, 2013 along with Companies (Corporate Social Responsibility Policy) Rules 2014, the company is required to spend for CSR activities in accordance with its CSR policy. The details of the CSR expenses are as under:

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
For Corporate Social Responsibility	3.08	1.55	1.50
Total	3.08	1.55	1.50

30.1 Details of CSR

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
a) Gross amount required to be spent by the Company during the year	3.08	1.84	1.20
b) Un-utilised Amount brought forward from previous year	-	-	-
c) Excess Amount spent last year brought forward	0.00	0.30	-
d) Amount of Expenditure incurred during the year	3.08	1.55	1.50
e) Shortfall at the end of the year	-	-	-
f) Total of Previous Year Shortfall	-	-	-
g) Un-utilised Amount carried forward to next year	-	-	-
h) Excess Amount spent carried forward to next year	0.00	0.00	0.30
i) Nature of CSR Activities	Eradicating hunger, poverty, promoting education and malnutrition, promoting health care including preventive health and sanitation.		
j) Details of related party transactions e.g. contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NIL	NIL	NIL
k) where a provision is made with respect to a liability incurred by entering into a contractual obligations, the movements in the provision during the year shall be shown separately.	NIL	NIL	NIL

Note 31: Special Reserve

In accordance with the requirements of Section 45-IC and 29C of the Reserve Bank of India Act, 1934, the Company, being an NBFC-ICC, is required to transfer at least 20% of its net profit each year to a Special Reserve before declaration of any dividend.

Accordingly, the Company has transferred ₹43.26 million, ₹36.26 million and ₹24.30 million during Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively, to the Special Reserve in compliance with Section 45-IC and 29C of the RBI Act, 1934.

Note 32: Employee Benefits Expenses
(i) Defined Contribution Plans

a. Provident Fund: The Company makes contributions to Provident Fund which are defined contribution plan for qualifying employees. The Company recognized ₹ 4.40 million, ₹ 3.49 million and ₹ 5.90 for Provident Fund contributions in the Statement of Profit and Loss.

b. Employee State Insurance: The Company makes contributions to Employees State Insurance which are defined contribution plan for qualifying employees. The Company recognized ₹ 0.52 million, ₹ 0.56 million and ₹ 1.30 million for the period ended March 31, 2026, March 31, 2025 and March 31, 2024 for Employees State Insurance contributions in the Statement of Profit and Loss.

(ii) Defined Benefit Plans

Gratuity (unfunded): The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The gratuity plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days salary for each completed year of service. Vesting occurs on completion of 5 continuous years of service as per Payment of Gratuity Act, 1972. However, no vesting condition applies in case of death. Gratuity liability is non-funded.

The following tables summarise the components of net benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the Balance Sheet for the gratuity plan.

Movement in net defined benefit (asset) liability
(a) Reconciliation of balances of Defined Benefit Obligations.

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Defined Obligations at the beginning of the year	5.50	3.60	2.71
Current service cost	1.74	1.46	0.97
Interest cost	0.36	0.26	0.20
Benefits paid form plan assets	-	(0.18)	(0.19)
Actuarial (Gain)/Loss on total liabilities:			
- Due to change in financial assumptions	(1.24)	0.12	0.02
- Due to change in demographic assumptions	-	-	-
- Due to change in experience variance	0.86	0.24	(0.11)
Defined Obligations at the end of the year	7.22	5.50	3.60

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)
(b) Reconciliation of balances of Fair Value of Plan Assets
(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Fair Value at the beginning of the year	-	-	-
Expected return on plan assets	-	-	-
Employer Contributions	-	0.18	0.19
Benefits paid	-	(0.18)	(0.19)
Interest income on Plan Assets	-	-	-
Change in Assets ceiling	-	-	-
Fair Value of plan assets at the end of the year	-	-	-

(c) Amount recognized in the balance sheet
(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Present value of the defined benefit obligation (Liability)	7.22	5.50	3.60
Fair value of plan assets	-	-	-
Net asset / (liability) recognised in the Balance Sheet	7.22	5.50	3.60

(d) Amount recognized in the Profit and Loss
(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Current Service Costs	1.74	1.46	0.97
Interest Cost (net)	0.36	0.26	0.20
Total	2.10	1.72	1.17

(d) Amount recognized in the OCI
(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
a. Due to change in financial assumptions	(1.24)	0.12	0.02
b. Due to change in experience adjustments	0.86	0.24	(0.11)
c. Due to demographic assumptions	-	-	-
d. (Return) on plan assets (excl. interest income)	-	-	-
e. Change in Asset Ceiling	-	-	-
Total	(0.38)	0.36	(0.09)

(e) Major Actuarial Assumptions
(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Discount Rate (%)	6.55% p.a.	6.55% p.a.	7.18% p.a.
Salary Escalation / Inflation (%)	15.00% p.a.	15.00% p.a.	15.00% p.a.
Expected Return on Plan assets (%)	N.A.	N.A.	N.A.
Mortality Table	100% of IALM 2012-14		
Withdrawal (rate of employee turnover)	30.00%	30%	30%
Retirement Age	58 Years	58 Years	58 Years

The estimates for future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors

The expected return on plan assets is based on market expectation, at the beginning of the period, for returns over the entire life of the related obligation

(f) Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(Rs. in millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Base Liability	7.22	5.50	3.60
Increase Discount Rate by 0.50%	7.12	5.41	3.67
Decrease Discount Rate by 0.50%	7.33	5.60	3.67
Increase Salary Inflation by 1.00%	7.43	5.68	3.73
Decrease Salary Inflation by 1.00%	7.02	5.33	3.48
Increase Withdrawal Rate by 5.00%	6.79	4.97	3.22
Decrease Withdrawal Rate by 5.00%	7.75	6.21	4.10

IFL FINANCE LIMITED**Notes forming part of the Restated Financial Information (continued)****Notes:**

(i) The actuarial valuation of plan assets and the present valuation of defined benefit obligation were computed at year end. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

(ii) Discount rate is based on the prevailing market yields of Indian Government Securities as at the balance sheet date for the estimated term of the obligations.

(iii) The salary escalation rate is computed after considering the seniority, the promotion and other relevant factors, such as, demand and supply in employment market.

C. Leave encashment

The expected cost of accumulating compensated absences i.e. paid leave is determined by an independent actuarial is accumulated and booked at the balance sheet date amounting to Rs. 1.081 million.

Expense recognised in the Balance Sheet**(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total Employer Expenses	0.24	0.48	0.21
Total	0.24	0.48	0.21

Balance Sheet Position as on valuation date**(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Net asset/(liability) recognised in balance sheet	(1.08)	(0.95)	(0.59)
Total	(1.08)	(0.95)	(0.59)

IFL FINANCE LIMITED**Notes forming part of the Restated Financial Information (continued)****Note 33: Disclosure under Ind AS 116: Leases**

As a lessee the Company classified property leases as operating leases under Ind AS 116. These include office premises and branches taken on lease. The leases typically run for a period of one to nine years. Leases include conditions such as non-cancellable period, notice period before terminating the lease or escalation of rent upon completion of part tenure of the lease in line with inflation in prices.

Information about leases for which the Company is a lessee is presented below.

(i) Right-of-Use Assets**(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Opening Balance	86.58	62.11	68.00
Additions during the period/year	44.57	39.97	6.19
Deletions during the period/year	-	-	-
Depreciation charge for the period/year	18.83	15.50	12.08
Total	112.32	86.58	62.11

(ii) Movements in Lease Liabilities**(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Opening Balance	99.31	71.23	74.14
Additions during the period/year	44.57	39.97	10.16
Deletions during the period/year	-	-	(4.46)
Finance Costs	11.31	8.42	6.36
Payments of lease liabilities	(26.11)	(20.31)	(14.97)
Prior period adjustments	(0.03)	-	-
Total	129.05	99.31	71.23

(iii) Amount recognized in the statement of Profit or loss**(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Interest on lease liabilities	11.31	8.42	6.36
Depreciation of ROU lease asset	18.83	15.50	12.08
Gain/(loss) on termination of leases	(7.52)	(7.08)	(5.72)

(iv) Amount recognized in the statement of Cashflows**(Rs. in millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total cash outflow for leases	(26.11)	(20.31)	(14.96)

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)

Note 34: Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on “Related Party Disclosures” notified under the Companies (Indian Accounting Standard) Rules, 2015:

34.1 List of related parties

Sr. No.	Nature of Relationship	Name of Party
(i)	Holding Company	India Finsec Limited
(ii)	Key Management Personnel	Mr. Gopal Bansal (Managing Director) Ms. Sunita Bansal (Whole-Time Director)* Mr. Ashish Bansal (Non-Executive Director) @ Ms. Kriti Suri (Whole Time Director) Ms. Perna Matta Arora (Chief Financial Officer) Ms. Shivani Jindal (Company Secretary)***** Ms. Varsha Bharti (Company Secretary)** Mr. Vijay Kumar Dwivedi (Company Secretary) *** Mr. Somesh Tewari (Chief Executive Officer) ****
(iii)	Relatives of Key Management Personnel	Ms. Ganga Devi Bansal Ms. Santosh Bansal Mr. Virender Kumar Bansal Mr. Arvind Kumar Bansal Ms. Nidhi Bansal Ms. Charu Bansal Ms. Geetanjali Bansal Ms. Renu Bansal Mr. Vishnu Kumar Bansal
(iv)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	M/s Gopal Bansal HUF M/s Arvind Kumar Bansal HUF M/s Gopal Bansal LLP M/s Daisy Distributors Private Limited

* Change in Designation from Non-executive Director to Whole-time Director w.e.f 20.08.2025

@ Change in Designation from Whole-time Director to Non-executive Director w.e.f 20.08.2025

** appointed w.e.f 12.10.2023 and resigned w.e.f. 13.07.2024.10.2023

*** resigned w.e.f. 11.10.2023

**** appointed w.e.f. 10.03.2023, resigned w.e.f. 16.09.2023

***** appointed on 09.09.2024

34.1 Following transactions are made with the related parties covered under Ind AS- 24 on “Related Parties Disclosure”:

(Rs. in millions)

Sr. No	Transactions with	Nature of transaction	Transaction during the year		
			March 31, 2026	March 31, 2025	March 31, 2024
1	Mr. Gopal Bansal	Director remuneration	2.93	2.93	2.05
		Allotment of Equity share	-	-	-
2	Ms. Sunita Bansal	Rent paid	0.90	0.90	0.90
		Director remuneration	2.05	1.47	1.17
		Allotment of Equity share	-	-	-
3	Ms. Kriti Suri	Director Remuneration and Conveyance	1.09	1.00	0.94
4	Mr. Ashish Bansal	Director remuneration	0.57	1.47	1.47
5	Ms. Perna Matta Arora	Salary	2.85	2.36	1.96
6	Ms. Varsha Bharti	Salary	-	0.30	0.54
7	Ms. Shivani Jindal	Salary	0.84	0.45	-
8	Ganga Devi Bansal	Loan Taken	-	16.75	2.70
		Loan Repaid	-	16.75	2.70
		Interest Paid	-	0.75	0.02
9	Santosh Bansal	Loan Taken	-	15.00	-
		Loan Repaid	-	15.00	-
		Interest Paid	-	0.87	-
10	Virender Kumar Bansal	Loan Taken	-	17.61	-
		Loan Repaid	-	17.61	-
		Interest Paid	-	0.79	-
11	Nidhi Bansal	Loan Taken	-	18.20	-
		Loan Repaid	-	18.20	-
		Interest Paid	-	0.70	-
12	Charu Bansal	Professional Charges	0.96	1.92	1.92
13	Geetanjali Bansal	Professional Charges	0.79	1.58	-
14	India Finsec Limited	Allotment of Equity shares	-	348.45	-
		Commission Paid for Bank Guarantee	-	0.76	1.00
		Loan Taken	-	63.90	-
		Loan Repaid	-	63.90	-
		Interest Paid	-	1.41	-
15	Gopal Bansal HUF	Rent paid	0.90	0.90	0.90
16	Somesh Tewari	Salary	-	-	3.14
17	Vijay Kumar Dwivedi	Salary	-	-	0.53

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)
(Rs. in millions)

Sr. No	Transactions with	Nature of transaction	Closing Balances		
			March 31, 2026	March 31, 2025	March 31, 2024
1	Mr. Gopal Bansal	Director remuneration	0.21	0.21	-
		Allotment of Equity share	-	-	-
2	Ms. Sunita Bansal	Rent paid	-	-	-
		Director remuneration	0.15	0.15	0.09
		Allotment of Equity share	-	-	-
3	Ms. Kriti Suri	Director Remuneration and Conveyance	0.09	0.09	0.08
4	Mr. Ashish Bansal	Director remuneration	-	0.11	0.11
5	Ms. Prema Matta Arora	Salary	0.08	0.21	0.20
6	Ms. Varsha Bharti	Salary	-	-	0.09
7	Ms. Shivani Jindal	Salary	0.07	0.07	-
8	Ganga Devi Bansal	Loan Taken	-	-	-
		Loan Repaid	-	-	-
		Interest Paid	-	-	-
9	Santosh Bansal	Loan Taken	-	-	-
		Loan Repaid	-	-	-
		Interest Paid	-	-	-
10	Virender Kumar Bansal	Loan Taken	-	-	-
		Loan Repaid	-	-	-
		Interest Paid	-	-	-
11	Nidhi Bansal	Loan Taken	-	-	-
		Loan Repaid	-	-	-
		Interest Paid	-	-	-
12	India Finsec Limited	Allotment of Equity shares	-	-	-
		Commission Paid for Bank Guarantee	-	1.09	-
		Loan Taken	-	-	-
		Loan Repaid	-	-	-
		Interest Paid	-	-	-
13	Gopal Bansal HUF	Rent paid	-	-	-

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)

Note 35: Maturity Analysis of assets and liabilities

The table below shows the maturity analysis of assets and liabilities according to when they are expected to be recovered or settled and considering contractual terms. For Loans and advances to customers, maturity analysis is based on expected repayment behaviour.

Particulars	(Rs. in millions)			(Rs. in millions)			(Rs. in millions)		
	As at March 31, 2026			As at March 31, 2025			As at March 31, 2024		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Financial assets									
(a) Cash and cash equivalents	563.44	-	563.44	113.56	-	113.56	21.77	-	21.77
(b) Bank Balance other Cash and cash equivalents	25.93	-	25.93	26.91	12.48	39.39	68.08	21.31	89.39
(c) Loans*	4,596.84	510.68	5,107.51	2,373.08	925.08	3,298.16	1,429.19	1,342.08	2,771.27
(d) Investments	-	-	-	-	-	-	-	-	-
(e) Other financial assets	7.43	6.60	14.03	14.70	6.51	21.21	6.09	7.44	13.53
Total Financial assets	5,193.64	517.28	5,710.91	2,528.25	944.07	3,472.32	1,525.13	1,370.83	2,895.96

*Provision is netting off based upon maturity date of loans.

Particulars	(Rs. in millions)			(Rs. in millions)			(Rs. in millions)		
	As at March 31, 2026			As at March 31, 2025			As at March 31, 2024		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Financial liabilities									
(a) Trade Payables	0.44	-	0.44	-	-	-	-	-	-
(i) total outstanding dues of micro enterprises and small enterprises	0.12	-	0.12	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than MSMEs	329.90	1,085.53	1,415.43	-	-	-	-	-	-
(b) Debt Security	975.28	1,491.44	2,466.72	793.23	1,084.73	1,877.96	725.17	1,099.03	1,824.20
(c) Borrowings (other than debt securities)	1.98	127.08	129.05	3.90	95.41	99.31	-	-	-
(d) Lease Liabilities	29.21	-	29.21	22.10	-	22.10	24.78	71.23	96.01
(e) Other financial liabilities	-	-	-	-	-	-	-	-	-
Total Financial liabilities	1,336.93	2,704.05	4,040.97	819.23	1,180.14	1,999.37	749.95	1,170.26	1,920.21

Note 36: Capital Management

The primary objective of the Company's capital management policy is to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and requirements of the financial covenants. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

Particulars	(Rs. in millions)		
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Tier I capital	1,791.10	1,572.60	1,041.51
Tier II capital	13.59	237.29	184.48
Total capital (Tier I + Tier II)	1,804.69	1,809.89	1,225.99
Adjusted value of funded risk assets i.e. On Balance Sheet Item	5,311.41	2,617.49	1,842.09
Adjusted value of non-funded risk assets i.e. Off Balance Sheet Item	-	-	6.43
Total Risk weighted assets	5,311.41	2,617.49	1,848.51
Tier I capital ratio	33.72%	60.08%	56.34%
Tier II capital ratio	0.25%	9.07%	9.98%
Total capital ratio	33.97%	69.15%	66.32%

Regulatory capital consists of Tier I capital, which comprises share capital, share premium, statutory reserve, retained earnings including current year profit net of Deferred Tax and Intangible Assets. Certain adjustments are made to Ind AS-based results and reserves, as prescribed by the Reserve Bank of India. The other component of regulatory capital is other Tier 2 Capital Instruments.

Note 37: Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

The Company determines fair values of its financial instruments according to the following hierarchy:

Level 1- Valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2-Valuation using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3- Valuation technique with significant unobservable inputs: financial instruments valued using valuation techniques where one or more significant inputs are unobservable.

The fair value measurement hierarchy for financial instruments measured at fair value is as follows:

(i) March 31, 2026

Particulars	(Rs. in millions)			
	At Fair Value Through Amortised Cost			
	Level-1	Level-2	Level-3	Total
(i) Cash and cash equivalents	-	-	563.44	563.44
(ii) Bank Balance other than Cash and cash equivalents	-	-	25.93	25.93
(iii) Loans	-	-	5,107.51	5,107.51
(iv) Other financial assets	-	-	14.03	14.03

Particulars	(Rs. in millions)			
	At Fair Value Through Amortised Cost			
	Level-1	Level-2	Level-3	Total
Trade Payables	-	-	0.44	0.44
(i) total outstanding dues of MSMEs	-	-	0.12	0.12
(ii) total outstanding dues of creditors other than MSMEs	1,415.43	-	-	1,415.43
Debt Securities	-	-	2,466.72	2,466.72
Borrowings (other than debt securities)	-	-	129.05	129.05
Lease Liability	-	-	29.21	29.21
Other financial liabilities	-	-	-	-

* During the FY 2025-26 and FY 2024-25 there were no transfers between level-1, level-2 and level-3

(i) March 31, 2025

Particulars	(Rs. in millions)			
	At Fair Value Through Amortised Cost			
	Level-1	Level-2	Level-3	Total
(i) Cash and cash equivalents	-	-	113.56	113.56
(ii) Bank Balance other than Cash and cash equivalents	-	-	39.39	39.39
(iii) Loans	-	-	3,298.16	3,298.16
(iv) Other financial assets	-	-	21.21	21.21

Particulars	(Rs. in millions)			
	At Fair Value Through Amortised Cost			
	Level-1	Level-2	Level-3	Total
Trade Payables	-	-	-	-
(i) total outstanding dues of MSMEs	-	-	0.41	0.41
(ii) total outstanding dues of creditors other than MSMEs	-	-	0.10	0.10
Debt Securities	-	-	-	-
Borrowings (other than debt securities)	-	-	1,877.96	1,877.96
Lease Liability	-	-	99.31	99.31
Other financial liabilities	-	-	22.10	22.10

(i) March 31, 2024

Particulars	(Rs. in millions)			
	At Fair Value Through Amortised Cost			
	Level-1	Level-2	Level-3	Total
(i) Cash and cash equivalents	-	-	21.77	21.77
(ii) Bank Balance other than Cash and cash equivalents	-	-	89.39	89.39
(iii) Loans	-	-	2,771.27	2,771.27
(iv) Other financial assets	-	-	13.53	13.53

Particulars	(Rs. in millions)			
	At Fair Value Through Amortised Cost			
	Level-1	Level-2	Level-3	Total
Trade Payables	-	-	-	-
(i) total outstanding dues of MSMEs	-	-	0.19	0.19
(ii) total outstanding dues of creditors other than MSMEs	-	-	0.09	0.09
Debt Securities	-	-	-	-
Borrowings (other than debt securities)	-	-	1,824.20	1,824.20
Lease Liability	-	-	-	-
Other financial liabilities	-	-	96.01	96.01

Valuation methodologies of financial instruments measured at fair value: Fair values of financial assets, other than those which are subsequently measured at amortised cost, have been arrived at as under:

Investments at fair value through profit or loss: For investments at fair value through profit and loss, valuation is done using quoted prices from active markets at the measurement date.

Financial instruments not measured at fair value: Set out below is a comparison, by class, of the carrying amounts and fair values of the Company's financial instruments that are initially measured at fair value and subsequently carried at amortised cost in the financial statements. This table does not include the fair values of investments measured at fair value through profit and loss account.

Particulars	Level	Carrying Value			Fair Value		
		As at March 31, 2026	As at March 31, 2025	As at March 31, 2024	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Financial assets							
Cash and cash equivalents	3	563.44	113.56	21.77	563.44	113.56	21.77
Bank Balance other Cash and cash equivalents	3	25.93	39.39	89.39	25.93	39.39	89.39
Loans	3	5,107.51	3,298.16	2,771.27	5,107.51	3,298.16	2,771.27
Other financial assets	3	14.03	21.21	13.53	14.03	21.21	13.53
Financial assets		5,710.91	3,472.32	2,895.96	5,710.91	3,472.32	2,895.96
Financial liabilities							
Payables							
Trade Payables							
(i) total outstanding dues of micro enterprises and small enterprises	3	0.44	0.41	0.19	0.44	0.41	0.19
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	3	0.12	0.10	0.09	0.12	0.10	0.09
Debt Securities	1	1,415.43	-	-	1,415.43	-	-
Borrowings (other than debt securities)	3	2,466.72	1,877.96	1,824.20	2,466.72	1,877.96	1,824.20
Lease Liability	3	129.05	99.31	-	129.05	99.31	-
Other financial liabilities	3	29.21	22.10	96.07	29.21	22.10	96.07
Financial liabilities		4,040.97	1,999.88	1,920.55	4,040.97	1,999.88	1,920.55

IFL FINANCE LIMITED**Notes forming part of the Restated Financial Information (continued)****Note 38: Risk Management**

The Company's principal financial liabilities comprise borrowings and trade and other payables. The main purpose of these financial liabilities is to finance and support the company's operations. The Company's principal financial assets include loans, investments, cash and cash equivalents and other receivables that are derived directly from its operations. As a financial lending institution, Company is exposed to various risks that are related to lending business and operating environment. The principal objective in Company's risk management processes is to measure and monitor the various risks that Company is subject to and to follow policies and procedures to address such risks.

The Company's Risk Management Committee of the Board of Directors constituted in accordance with the Reserve Bank of India regulations has overall responsibility for overseeing the implementation of the Risk Management Policy. The committee meets at least twice in a year to review the Risk Management practices. Risk Management department periodically places its report to the committee for review. The committee's suggestions for improving the Risk Management Practices are implemented by the Risk Management department.

Risk Management department shall be responsible for the following:

- Identifying the various risks associated with the activities of the Company and assessing their impact on the business.
- Measuring the risks and suggesting measures to effectively mitigate the risks.

The Company is generally exposed to credit risk, liquidity risk, market risk and operational risk.

A. Credit risk

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the Company. It has a diversified lending model and focuses on 3 broad categories viz: (i) Housing Loan, (ii) Loan Against Property, (iii) Loan against collateral of Gold Jewellery. The Company assesses the credit quality of all financial instruments that are subject to credit risk.

Classification of financial assets under various stages

The Company classifies its financial assets in three stages having the following characteristics:

Stage 1 - Facilities with present credit risk is low or facilities with present credit risk is medium, and falling between zero to thirty days past due (DPD).

Stage 2 - Facilities with present credit risk is high & falling between zero to thirty days past due (DPD). It also includes Facilities which are under-performing assets having 31 to 90 DPD, having any credit risk of low, medium or high.

Stage 3 - Facilities with present credit risk is high or facilities with present credit risk is low or medium but are non-performing assets having greater than 90 DPD.

The table below summarises the gross carrying values and the associated allowances for expected credit loss (ECL) stage wise for loan portfolio:

(i) As at March 31, 2026

(Rs. in millions)				
Particulars	Stage 1	Stage 2	Stage 3	
Gross Carrying Value	4,960.66	130.91	40.80	0.79%
Allowance for ECL	13.17	0.42	11.27	
ECL Coverage Ratio (%)	0.27%	0.32%	38.16%	

(i) As at March 31, 2025

(Rs. in millions)				
Particulars	Stage 1	Stage 2	Stage 3	
Gross Carrying Value	2,861.49	434.14	22.20	0.67%
Allowance for ECL	10.68	1.92	7.07	
ECL Coverage Ratio (%)	0.37%	0.44%	31.84%	

(i) As at March 31, 2024

(Rs. in millions)				
Particulars	Stage 1	Stage 2	Stage 3	
Gross Carrying Value	2,323.89	435.66	31.49	1.13%
Allowance for ECL	7.83	2.09	9.86	
ECL Coverage Ratio (%)	0.34%	0.48%	31.30%	

Movement of impairment allowance for FY 2025-26

(Rs. in millions)			
Particulars	Stage 1	Stage 2	Stage 3
Impairment Loss Allowance as at March 31, 2025	10.68	1.92	7.07
New Addition/Reduction during the year	2.49	(1.50)	4.20
Impairment Loss Allowance as at March 31, 2026	13.17	0.42	11.27

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Notes forming part of the Restated Financial Information (continued)

Movement of impairment allowance for FY 2024-25

Particulars	(Rs. in millions)		
	Stage 1	Stage 2	Stage 3
Impairment Loss Allowance as at March 31, 2024	7.83	2.09	9.86
New Addition/Reduction during the year	2.85	(0.17)	(2.79)
Impairment Loss Allowance as at March 31, 2025	10.68	1.92	7.07

Movement of impairment allowance for FY 2023-24

Particulars	(Rs. in millions)		
	Stage 1	Stage 2	Stage 3
Impairment Loss Allowance as at March 31, 2023	6.68	2.71	5.51
New Addition/Reduction during the year	1.14	(0.62)	4.35
Impairment Loss Allowance as at March 31, 2024	7.82	2.09	9.86

Collateral Valuation

The Company extends fully secured loans to Customers against adequate collateral.

To mitigate credit risk on its financial assets pertaining to Housing loan and Loan against property, it enforces security interests under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act) or initiates proceedings under Section 138 of the Negotiable Instruments Act, 1881, as applicable, along with other legally permissible remedies.

Loans against gold jewellery are extended against the pledge of gold jewellery, with the loan-to-value (LTV) ratio maintained in accordance with the guidelines prescribed by the Reserve Bank of India under the applicable Master Directions. The Company enforces its security, where required, through auction of the pledged gold jewellery in accordance with its Board-approved Auction Policy and the regulatory guidelines issued by the Reserve Bank of India. Auctions are generally initiated before the outstanding loan amount, including accrued interest, exceeds the realisable value of the underlying gold. The Company provides adequate notice and reasonable opportunity to the borrower for repayment after the loan becomes overdue and undertakes all reasonable efforts for recovery prior to initiating auction proceedings. Auction is resorted to only as a last measure in unavoidable circumstances. Any shortfall arising on auction is recoverable from the borrower, and any surplus realised over and above the outstanding dues is refunded to the borrower in accordance with applicable guidelines.

B. Liquidity Risk

Liquidity risk is the risk of being unable to raise necessary funds from the market at optimal cost to meet operational and debt servicing requirements. The purpose of liquidity management is to ensure sufficient cash flow to meet all financial commitments and to capitalise on opportunities for business expansion. Board of Directors will have overall responsibility of monitoring, supervision and control of the Asset Liability Management (ALM) mechanism. Board will have a sub-committee for reviewing ALM (ALM Committee) of the company on at least half yearly intervals. An Asset Liability Committee (ALCO) consisting of senior executives of the company including the Managing Director shall be responsible for the day to day as well as periodic monitoring and control of Asset Liability management.

Asset liability management (ALM)

The Maturity pattern of Financial Assets and Liabilities at undiscounted rate are as under

(i) As on March 31, 2026

Particulars	(Rs. in millions)							
	Upto 1 month	Over 1 month & up to 2 months	Over 2 months & up to 3 months	Over 3 months & up to 6 months	Over 6 month & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years
Financial Assets								Total
Cash and cash equivalents	563.44	-	-	-	-	-	-	563.44
Bank Balance other than Cash and cash equivalents	-	-	25.93	-	-	-	-	25.93
Loans	149.38	71.29	76.61	395.59	3,902.63	326.32	110.95	5,107.52
Investments	-	-	-	-	-	-	-	-
Other financial assets	3.81	-	3.05	-	-	0.56	-	14.02
Financial Liabilities								
Payables	-	-	-	-	-	-	-	-
Trade Payables	-	-	-	-	-	-	-	-
total outstanding dues of MSMEs	0.21	-	0.22	-	-	-	-	0.43
total outstanding dues of creditors other than MSMEs	-	-	0.12	-	-	-	-	0.12
Debt Securities	20.00	24.98	-	119.98	164.95	1,085.53	-	1,415.44
Borrowings (other than debt securities)	132.08	128.26	127.57	439.49	664.05	920.16	55.12	2,466.73
Lease Liability	-	-	-	-	1.98	5.76	31.41	129.06
Other financial liabilities	28.04	-	-	1.17	-	-	-	29.21

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Notes forming part of the Restated Financial Information (continued)

(ii) As on March 31, 2025

(Rs. in millions)									
Particulars	Upto 1 month	Over 1 month & up to 2 months	Over 2 months & up to 3 months	Over 3 months & up to 6 months	Over 6 month & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
Financial Assets									
Cash and cash equivalents	113.56	-	-	-	-	-	-	-	113.56
Bank Balance other than Cash and cash equivalents	1.50	0.50	5.00	0.88	18.94	12.58	-	-	39.40
Loans	92.17	85.99	65.77	499.26	1,629.88	556.44	259.63	109.01	3,298.15
Investments	-	-	-	-	-	-	-	-	-
Other financial assets	8.03	0.04	0.27	2.48	3.89	0.76	-	5.75	21.22
Financial Liabilities									
Payables	-	-	-	-	-	-	-	-	-
Trade Payables	-	-	-	-	-	-	-	-	-
total outstanding dues of MSMEs	0.19	-	0.22	-	-	-	-	-	0.41
total outstanding dues of creditors other than MSMEs	-	-	0.10	-	-	-	-	-	0.10
Debt Securities	-	-	-	-	-	-	-	-	-
Borrowings (other than debt securities)	62.38	60.96	60.02	179.64	430.22	976.03	108.71	-	1,877.96
Lease Liability	-	-	-	-	3.90	-	-	95.41	99.31
Other financial liabilities	22.10	-	-	-	-	-	-	-	22.10

(ii) As on March 31, 2024

(Rs. in millions)									
Particulars	Upto 1 month	Over 1 month & up to 2 months	Over 2 months & up to 3 months	Over 3 months & up to 6 months	Over 6 month & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
Financial Assets									
Cash and cash equivalents	21.77	-	-	-	-	-	-	-	21.77
Bank Balance other than Cash and cash equivalents	-	0.50	-	11.91	55.66	21.31	-	-	89.40
Loans	87.34	79.94	70.49	572.45	618.97	650.94	457.46	233.68	2,771.27
Investments	-	-	-	-	-	-	-	-	-
Other financial assets	0.27	0.09	0.34	3.77	1.63	2.79	-	4.65	13.54
Financial Liabilities									
Payables	-	-	-	-	-	-	-	-	-
Trade Payables	-	-	-	-	-	-	-	-	-
total outstanding dues of MSMEs	-	-	0.19	-	-	-	-	-	0.19
total outstanding dues of creditors other than MSMEs	-	-	0.09	-	-	-	-	-	0.09
Debt Securities	-	-	-	-	-	-	-	-	-
Borrowings (other than debt securities)	42.46	43.68	43.93	142.56	452.55	917.90	148.36	32.76	1,824.20
Lease Liability	-	-	-	-	-	-	-	-	-
Other financial liabilities	23.56	0.22	-	0.99	-	-	-	71.23	96.00

C. Market Risk

Market Risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market factor. Such changes in the values of financial instruments may result from changes in the interest rates, credit, liquidity, and other market changes. The objective of market risk management is to avoid excessive exposure of our earnings and equity to loss and reduce our exposure to the volatility inherent in financial instruments. The Company is exposed to two types of market risk as follows:

(i) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Majority of our borrowings are at floating rates, borrowings at floating rates gives rise to interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in the interest rates on the portion of borrowings and Loans & Advances given affected. With all other variables held constant, the profit before taxes affected through the impact on floating rate are as follows:

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Notes forming part of the Restated Financial Information (continued)

(Rs. in millions)

Impact on Profit Before Taxes	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
On Floating Rate Borrowings			
1% increase in interest rate	13.77	15.74	17.24
1% decrease in interest rate	(13.77)	(15.74)	(17.24)
On Floating Rate Loans and Advances			
1% increase in interest rate	0.99	1.25	1.60
1% decrease in interest rate	(0.99)	(1.25)	(1.60)

(ii) Price Risk

Sudden fall in the gold price and fall in the value of the pledged gold ornaments can result in some of the customers to default if the loan amount and interest exceeds the market value of gold. This risk is in part mitigated by a minimum 25% margin retained on the value of gold jewellery for the purpose of calculation of the loan amount.

The Company also undertakes periodic mark-to-market (MTM) monitoring of the value of underlying gold collateral to assess adequacy of security and initiate timely risk mitigation measures, wherever required.

Further, we appraise the gold jewellery collateral solely based on the weight of its gold content, excluding weight and value of the stone studded in the jewellery. In addition, the sentimental value of the gold jewellery to the customers may induce repayment and redemption of the collateral even if the value of gold ornaments falls below the value of the repayment amount. An occasional decrease in gold prices will not increase price risk significantly on account of our adequate collateral security margins. However, a sustained decrease in the market price of gold can additionally cause a decrease in the size of our loan portfolio and our interest income.

C. Operational Risk

Operational risk is the risk of loss arising from systems failure, human error, fraud or external events. When controls fail to operate effectively, operational risks can cause damage to reputation, have legal or regulatory implications, or lead to financial loss. The Company cannot expect to eliminate all operational risks, but it endeavours to manage these risks through a control framework and by monitoring and responding to potential risks. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes including the use of internal audit.

IFL FINANCE LIMITED**Notes forming part of the Restated Financial Information (continued)****Note 39: Outstanding amounts to MSMEs**

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from October 2nd, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management and confirmation sought from suppliers on registration with specified authority under MSMED, principal amount, interest accrued and remaining unpaid and interest paid during the year to such enterprise is as follows:

(Rs. in millions)			
Particular	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Principal amount due remaining unpaid	Nil	Nil	Nil
Interest due on above remaining unpaid	Nil	Nil	Nil
Amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil	Nil
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil	Nil
Amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil	Nil
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil	Nil

Note 40: Contingent Liabilities and Commitments

(Rs. in millions)			
Particular	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
(i) Contingent liabilities and commitments	Nil	Nil	Nil
(ii) Claims against the company not acknowledged as debts	Nil	Nil	Nil
(iii) Disputed Tax Liability	Nil	Nil	Nil
(iv) Commitment towards sanction pending disbursement including part disbursements			
-Towards sanction pending disbursements	Nil	Nil	5.68
-Towards part disbursements	Nil	Nil	7.18
(v) Pending Capital commitment	Nil	Nil	Nil

IFL FINANCE LIMITED**Notes forming part of the Restated Financial Information (continued)****Note 41: Reconciliation of total equity as per audited financial statement with total equity as per restated financial information**

Summarised below are the restatement adjustments made to the total equity as per the audited financial statement of the Company for each of the year ended 31 March 2026, 31 March 2025 and 31 March 2024 and their consequential impact on the equity of the Company.

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total equity (as per audited financial statement)	1,813.80	1,597.43	1,070.36
Adjustments	-	-	-
Rounding off adjustments	(0.02)	-	-
Total equity (as per audited restated financial statement)	1,813.78	1,597.43	1,070.36

Reconciliation of total comprehensive income as per audited financial statement with total comprehensive income as per restated financial information

Summarised below are the restatement adjustments made to the total comprehensive income as per the audited financial statement of the Company for each of the period ended 31 March 2026, 31 March 2025 and 31 March 2024.

(Rs. in millions)			
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total comprehensive income (as per audited financial statement)	216.57	181.14	121.58
Rounding off adjustments	0.02	(0.01)	(0.04)
Total comprehensive income (as per audited restated financial statement)	216.59	181.13	121.54

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)

Note 42: Segment Reporting

The Company's main business is lending against collateral of gold jewellery and existing portfolio includes loans for purchase, construction, repairs and renovation etc. of residential house and Loan against property as well. As such, there is no requirement to separately report for reportable segments, as per IND AS 108 "Operating Segment" specified under section 133 of the Companies Act, 2013.

Note 43: Analytical Ratios

Ratio	Numerator	Denominator	-For the period ended March 31, 2026	-For the period ended March 31, 2025	% Variance	Reason for variance
(a) Capital to Risk-Weighted Assets Ratio	Tier I+ Tier II Capital	Adjusted value of funded risk assets i.e. On Balance Sheet	33.97%	65.77%	-48.37%	Due to increase in Risk Weighted Assets (increase in AUM)
(b) Tier I CRAR	Tier I Capital	Item and Adjusted value of non-funded risk assets i.e. Off Balance Sheet Item	33.72%	56.78%	-40.63%	Due to increase in Risk Weighted Assets (increase in AUM) and decrease in Unsecured loan value in Tier II capital
(c) Tier II CRAR	Tier II Capital		0.26%	8.99%	-97.11%	Higher amount of Cash & Cash Equivalents.
(d) Liquidity Coverage Ratio	High Quality Liquid Assets	Next 30 days Net Cash Outflow	1666.79%	4.23%	580.68%	
Ratio	Numerator	Denominator	-For the period ended March 31, 2025	-For the period ended March 31, 2024	% Variance	Reason for variance
(a) Capital to Risk-Weighted Assets Ratio	Tier I+ Tier II Capital	Adjusted value of funded risk assets i.e. On Balance Sheet	65.77%	62.85%	2.92%	Due to increase in Tier I Capital
(b) Tier I CRAR	Tier I Capital	Item and Adjusted value of non-funded risk assets i.e. Off Balance Sheet Item	56.78%	52.98%	3.80%	
(c) Tier II CRAR	Tier II Capital		8.99%	9.87%	-0.88%	Inclusion of subordinated Debt
(d) Liquidity Coverage Ratio	High Quality Liquid Assets	Next 30 days Net Cash Outflow	4.23%	-0.88%	580.68%	Higher amount of cash and cash equivalents

Note 44: Details of the Auctions conducted with respect to Gold Loan:

During the periods covered under restated, the Company auctioned 1114 Number of loan accounts, 1020 Number of loan accounts and 1082 numbers of loan accounts for Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively. The outstanding dues on these loan accounts were Rs. 40.02 millions for March 31, 2026; Rs. 46.72 millions for March 31, 2025 and Rs. 52.49 million for March 31, 2024, exclusive of GST till the respective date of auction. The Company realized Rs. 49.88 million for March 31, 2026; Rs. 50.11 millions for March 31, 2025 and Rs. 52.86 million for March 31, 2024 on auctioning of gold Jewellery taken as pledge on these loans. The Excess realized Amount was refundable to Customers.

Note 45:

On 8th April 2025, the name of the company has been changed from the IFL Housing Finance Limited to IFL Finance Limited. Further, the Company has been converted into Non-Banking Financial Company (NBFC)-ICC vide Certification of Registration No. N-14.03651 dated 26th June, 2025 issued by the Reserve Bank of India.

Note 46: Additional Regulatory Disclosures

(i) Details of Benami Property held

No proceedings have been initiated on or are pending against the group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made there under.

(ii) Willful defaulter

The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(iii) Relationship with struck off companies

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(iv) Compliance with number of layers of companies

The provision with respect to number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to the company.

(v) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on the periods covered under the restated financials.

(vi) Utilization of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(vii) Undisclosed income

There is no income surrendered or disclosed as income during the periods covered under the restated or in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(viii) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the periods covered under the restated.

(ix) Valuation of Property, Plant & Equipment, intangible asset and investment property

The Company has not revalued its property, plant and equipment or intangible assets or both during the periods covered under the restated.

(x) Title deeds of immovable properties not held in name of the company

The Company does not have any immovable property where the title deed of immovable properties not held in name of the company.

(xi) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period. Corporate Guarantee given by the company to subsidiary company is not liable for charge registration.

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)
Note 47: Ratios

Particulars	(Rs. in millions)		
	March 31, 2026	March 31, 2025	March 31, 2024
Debt Equity Ratio	2.14	1.18	1.70
Net Worth (In Millions)	1,799.21	1,582.35	1,050.80
Net Profit after Tax (In Millions)	216.30	181.26	121.48
Earning Per Share Basic	2.55	2.65	1.84
Earning Per Share Diluted	2.55	2.65	1.84
Total Debts to Total Assets	65.91%	51.90%	60.70%
Net profit margin percent	25.56%	25.49%	19.18%
Outstanding Debt	3,882.15	1,877.96	1,824.19
Stage 3 Loans Assets/Gross Asset:	0.79%	0.67%	1.13%
Net Stage 3 Loans Assets/Gross Asset:	0.58%	0.46%	0.78%
Provision Coverage Ratio	27.62%	31.83%	31.30%
Capital Adequacy Ratio	33.97%	69.15%	66.32%

Notes:

- Debt-Equity Ratio = {Debt securities+ Borrowings (other than debt Securities) + Subordinated liabilities} / {Equity share capital + Other equity}
- Net Worth = Equity share capital + Other equity - Deferred Tax Assets
- Outstanding Debt = Debt securities+ Borrowings (other than debt securities)+Subordinated liabilities
- Total debts to total assets= {Debt securities + Borrowings (other than debt securities)+ Subordinated liabilities} / Total assets
- Net profit margin (%) = Net Profit after Tax / Revenue from Operations
- Stage III loan assets to Gross loan assets = Stage III loan assets/ Gross loan assets (Based on principal amount of loan assets)
- Net Stage III loan assets to Gross loan assets= {Stage III loan assets - Expected credit loss provision for Stage III loan assets}/ Gross loan assets (Based on principal amount of Loan assets)
- Capital Adequacy Ratio has been computed as per RBI guidelines
- Provision Coverage Ratio= Expected credit loss provision for Stage III loan assets / Stage III Loans Assets

IFL FINANCE LIMITED
Notes forming part of the Restated Financial Information (continued)
Note 47: Disclosure as per Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025
A. Loans against gold and silver collateral

The Company has adopted the new provisions pertaining to the Gold loan segment prescribed under the circulars issued by the Reserve Bank of India in November 2025, including the NBFC – Credit Facilities Directions, 2025 and the NBFC – Responsible Conduct of Business Directions, 2025, with effect from April 1, 2026, pursuant to the Board meeting held on 30 March 2026.

B. Disclosure related to Project Finance :

The Company does not have any exposure to Project finance in the the periods covered under the restated.

C. Non-Fund Based (NFB) Credit Facilities

The Company does not have any exposure to Non-Fund Based (NFB) Credit Facilities in the periods covered under the restated.

D. Disclosures on Co-Lending Arrangements

The Company has a co-lending arrangement in the gold loan segment with a sanctioned limit of ₹500 million with Grow Money Capital Pvt. Ltd (Grow Money). During the year, the total loan amount disbursed under the arrangement aggregated to ₹396.00 millions, comprising the Company's share of 10% amounting to ₹39.6 millions and the co-lender's share of 90% amounting to ₹356.40 millions.

In FY 2024-25, the Company has entered into a Co-lending arrangement with Grow Money Capital Private Limited (GMCPL) for the purpose of onward lending in the ratio of 90 (GMCPL) : 10 (IFL Finance Limited). Owing to this, total assets under management of the Company as on March 31, 2025 is ₹ 3,321.17 million, which includes Gross Owned Portfolio of ₹ 3317.80 million and managed portfolio of ₹3.31 million. As at 31 March 2026, the total outstanding under the co-lending portfolio stood at ₹80.5 millions, of which the Company's share (10%) was ₹8.1 million and the co-lender's share (90%) was ₹72.50 millions.

Under the arrangement, loans are extended to customers at rates as per the prevailing co-lending scheme, with a weighted average interest rate of 13.14%, and an average processing fee of 0.21% charged to customers. Servicing fee of 0.05% on outstanding AUM of Grow Money's share is payable by Co-lending partner to the Company. The entire exposure relates to the gold loan sector.

As at the reporting date, all loans under the co-lending arrangement are classified as standard assets. No default loss guarantee has been provided or received in respect of this arrangement.

E. Disclosures relating to securitization

The Company does not have any exposure to Securitization in the periods covered under the restated.

F. Disclosure of transfer of loan exposure

The Company does not have any exposure to Transfer of Loan exposure in the periods covered under the restated.

G. Disclosure on restructuring of advances

The Company has not carried out restructuring of advances in the periods covered under the restated.

H. Disclosure regarding percentage of outstanding loans granted against Gold and Silver Collateral to outstanding total assets ☐
 (Rs. in millions)

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Gross Loan Outstanding against Gold Collateral	4,350.78	2,105.21	1,156.92
Gross Loan Outstanding against Silver Collateral	-	-	-
Gross Total Loans Outstanding	4,350.78	2,105.21	1,156.92
Percentage of outstanding loans granted against the collateral gold Jewellery to outstanding total assets	84.77%	63.45%	41.45%

I. Exposure
a. Exposure to real estate sector

(Rs. in millions)

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
(i) Direct exposure			
a) Residential Mortgages – Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.	780.05	1,210.72	1,630.45
b) Commercial Real Estate – Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits.	1.54	1.90	3.67
c) Investments in Mortgage-Backed Securities (MBS) and other securitised exposures –			
i. Residential	-	-	
ii. Commercial Real Estate			
(ii) Indirect Exposure Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.			
Total Exposure to Real Estate Sector	781.59	1,212.62	1,634.12

IFL FINANCE LIMITED									
Notes forming part of the Restated Financial Information (continued)									
b. Exposure to Capital Markets									
(Rs. in millions)									
Particulars	March 31, 2026	March 31, 2025	March 31, 2024						
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	-	-	-						
ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds	-	-	-						
(iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-	-						
(iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances	-	-	-						
(v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-	-						
(vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-	-						
(vii) Bridge loans to companies against expected equity flows / issues	-	-	-						
(viii) Underwriting commitments taken up by the NBFC in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-	-						
(ix) Financing to stockbrokers for margin trading	-	-	-						
(x) All exposures to Alternative Investment Funds:									
1. Category I	-	-	-						
2. Category II	-	-	-						
3. Category III	-	-	-						
Total exposure to capital market	-	-	-						
C. Sectoral Exposure									
Sectors	FY 2025-26			FY 2024-25			FY 2023-24		
	Total Exposure	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Gross NPAs	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Gross NPAs	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-	-	-	-
2. Industry									
I Housing Loans	735.55	37.05	0.05	1,131.43	20.60	0.02	1,553.43	28.39	0.02
II LAP	46.04	2.41	0.05	81.19	1.60	0.02	80.70	3.10	0.04
III Gold Loan	4,350.78	1.34	0.00	2,105.21	-	-	1,156.92	-	-
Others	-	-	-	-	-	-	-	-	-
Total of Industry (I+II+...+Others)	5,132.37	40.80	0.01	33,178.27	22.20	0.01	2,791.04	31.49	0.01
3. Services									
4. Personal Loans									
5. Others, if any (please specify)	-	-	-	-	-	-	-	-	-
d. Intra-group exposures									
The company does not have any intra group exposure in the periods covered under the restated									
e. Unhedged foreign currency exposure									
The company does not have any Unhedged foreign currency exposure in the periods covered under the restated.									

f. Related party disclosure

Related Party	Parent (as per ownership or control)			Key Management Personnel			Relatives of Key Management Personnel			Others			Total		
	FY 2025-26	FY 2024-25	FY 2023-24	FY 2025-26	FY 2024-25	FY 2023-24	FY 2025-26	FY 2024-25	FY 2023-24	FY 2025-26	FY 2024-25	FY 2023-24	FY 2025-26	FY 2024-25	FY 2023-24
Borrowings Taken	-	63.90	-	-	-	-	-	67.56	2.70	-	-	-	-	131.46	2.70
Borrowings Paid	-	63.90	-	-	-	-	-	67.56	2.70	-	-	-	-	131.46	2.70
Allotment of Equity Shares	-	348.45	-	-	-	-	-	-	-	-	-	-	-	348.45	-
Interest paid	-	1.41	-	-	-	-	-	3.11	0.02	-	-	-	-	4.53	0.02
Commission Paid for Bank Guarantee	-	0.76	1.09	-	-	-	-	-	-	-	-	-	-	0.76	1.09
Salaries and Director Remuneration Paid	-	-	-	9.58	9.96	11.80	-	-	-	-	-	-	9.58	9.96	11.80
Rent paid	-	-	-	0.90	0.90	0.90	-	-	-	0.90	0.90	0.90	-	1.80	1.80
Professional Charges Paid	-	-	-	-	-	-	1.75	3.50	1.92	-	-	-	1.75	3.50	1.92
													-	-	-

g. Disclosure of Complaints

a. Summary information on complaints received by an NBFC from customers and from the Offices of Ombudsman

Sr. No	Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Complaints received by the NBFC from its customers				
1	Number of complaints pending at beginning of the year	-	-	1
2	Number of complaints received during the year	3	4	3
3	Number of complaints disposed during the year	3	4	4
3.1	Of which, number of complaints rejected by the NBFC	-	-	-
4	Number of complaints pending at the end of the year	-	-	-
Maintainable complaints received by the NBFC from Office of Ombudsman				
5	Number of maintainable complaints received by the NBFC from Office of Ombudsman	-	-	-
5.1.	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	-	-	-
5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-	-
5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-	-
6	Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-	-

b. Top five grounds of complaints received by the NBFC from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
FY 2025-26					
Loans & Advances	-	3	25.00%	-	-
Total	-	3	25.00%	-	-
FY 2024-25					
Loans & Advances	-	4	33.33%	-	-
Total	-	4	33.33%	-	-
FY 2023-24					
Loans & Advances	1	3	25.00%	-	-
Total	1	3	25.00%	-	-

f. Related party disclosure:

h. Loans to directors, senior officers and relatives of directors

	(₹ in Millions)		
	FY 2025-26	FY 2024-25	FY 2023-24
Directors and their relatives	NIL	NIL	NIL
Entities associated with directors and their relatives	NIL	NIL	NIL
Senior Officers and their relatives	NIL	NIL	NIL

i. Currency Futures

The Company has no transactions related to currency futures in the periods covered under the restated financials.

j. Investments

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Value of Investments			
(i) Gross value of investments			
(a) In India	-	-	-
(b) Outside India	-	-	-
(ii) Provision for depreciation			
(a) In India	-	-	-
(b) Outside India	-	-	-
(iii) Net value of investments			
(a) In India	-	-	-
(b) Outside India	-	-	-
Movement of provision held towards depreciation on investments			
(i) Opening balance	-	-	-
(ii) Add: Provisions made during the year	-	-	-
(iii) Less: Write-off / written-bank of excess provisions during the year	-	-	-
(iv) Closing balance	-	-	-

k. Provisions and Contingencies

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
1. Provisions for depreciation on investment	-	-	-
2. Provision made towards Income tax	74.89	53.39	40.80
3. Provision towards NPA	11.27	7.07	9.86
4. Provision for Standard assets	13.59	12.60	9.91
5. Provision for Sub-standard assets	5.91	0.89	3.15
6. Provision for Doubtful assets	4.23	5.04	5.58
7. Provision for Loss Assets*	1.14	1.14	1.14
8. Provision for Employee Benefits	8.30	6.45	4.27
9. Other Provision and Contingencies (with details)	-	-	-

l. Disclosure on Over 90 DPD Non-Impaired Accounts:

Under RBI guidelines for Ind AS implementation, NBFCs must disclose accounts past due beyond 90 days that are not treated as credit-impaired. As the Company strictly classifies all financial assets with DPD exceeding 90 days as Credit-Impaired (Stage 3) / Non performing Asset, the outstanding amount, overdue amount, and count of such accounts are Nil in all the periods covered under the restated.

m. Sales out of Amortised Cost Portfolios:

There were no sales or transfers executed during the last three fiscals, the disclosure requirements regarding asset sales from amortised portfolios are Not Applicable in all the periods covered under the restated.

n. Disclosure on Derivatives:

Company has no exposure in Derivatives. Hence disclosures pertaining to derivatives are not applicable.

Note 48: Disclosure on Liquidity Risk :

Public Disclosure on Liquidity risk for the year ended 31 March 2026 pursuant to RBI circular no. RBI/2019-20/88 DOR.NBFC (PD CC.No. 102/03.10.001/2019-20 dated 4 November 2019 on Liquidity Risk Management Framework for NBFCs :

RBI has issued guidelines on Liquidity Risk Management Framework for Non-Banking Financial Companies. As per the guidelines, the disclosure on liquidity risk as at March 31, 2026 is as under:

(i) Funding Concentration based on significant counterparty**a) as on March 31, 2026**

Number of significant counterparty	Amount (Rs. In millions)*	% of Total Deposits	% of Total Liabilities
2	663.00	N.A	16.27%

b) as on March 31, 2025

Number of significant counterparty	Amount (Rs. In millions)*	% of Total Deposits	% of Total Liabilities
3	697.90	N.A	34.53%

c) as on March 31, 2024

Number of significant counterparty	Amount (Rs. In millions)*	% of Total Deposits	% of Total Liabilities
1	315.20	N.A	16.29%

Note:

1. Included only Principal amount.
2. "Significant Counterparty" is defined as a single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1 % of the NBFC-NDSI's, NBFC-Ds total liabilities and 10% for other non-deposit taking NBFCs.
3. Total Liabilities has been computed as Total Assets less Equity Share Capital less Reserve & Surplus and computed basis extant regulatory ALM guidelines.

(ii) Top 20 large deposits (amount in Rs. millions and % of total deposits).

NIL, the company is registered with RBI as non-deposit taking NBFC.

(iii) Top 10 Borrowings (Amount in millions and % of total borrowings)

Particulars	FY 2025-26		FY 2024-25		FY 2023-24	
	Amount (Rs. Millions)	% of total borrowings	Amount (Rs. Millions)	% of total borrowings	Amount (Rs. Millions)	% of total borrowings
Borrower 1	405.23	16.43%	245.15	13.05%	315.16	17.28%
Borrower 2	257.80	10.45%	228.10	12.15%	174.56	9.57%
Borrower 3	189.13	7.67%	224.69	11.96%	139.73	7.66%
Borrower 4	172.10	6.98%	129.48	6.89%	112.93	6.19%
Borrower 5	146.42	5.94%	99.46	5.30%	94.10	5.16%
Borrower 6	142.65	5.78%	92.46	4.92%	93.71	5.14%
Borrower 7	127.23	5.16%	80.81	4.30%	75.83	4.16%
Borrower 8	127.14	5.15%	75.00	3.99%	75.32	4.13%
Borrower 9	103.02	4.18%	58.57	3.12%	71.35	3.91%
Borrower 10	98.97	4.01%	54.60	2.91%	65.84	3.61%

(iv) Funding Concentration based on significant Instrument / Product**a) as on March 31, 2026**

Name of the Product	Number of Counterparties	Amount (Rs. On Millions)	% of Total Liabilities
Long Term Loans	28	2,466.72	60.52%
Long Term NCD	5	1,415.43	34.73%
Short Term NCD	-	-	-
Short term Loans	-	-	-
Commercial Papers	-	-	-

b) as on March 31, 2025

Name of the Product	Number of Counterparties	Amount (Rs. On Millions)	% of Total Liabilities
Long Term Loans	30	1,878.00	92.92%
Long Term NCD	-	-	-
Short Term NCD	-	-	-
Short term Loans	-	-	-
Commercial Papers	-	-	-

b) as on March 31, 2024

Name of the Product	Number of Counterparties	Amount (Rs. On Millions)	% of Total Liabilities
Long Term Loans	26	1,824.20	94.28%
Long Term NCD	-	-	-
Short Term NCD	-	-	-
Short term Loans	-	-	-
Commercial Papers	-	-	-

(v) Stock Ratios

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Short term Liability to Total Assets	0.89%	1.01%	1.16%
Short term Liability to Long Term Assets	1.00%	1.06%	1.21%
Short-term Liabilities to Total Outstanding Liabilities	1.29%	1.80%	1.81%
Short-term Liabilities to Total Public Funds	3.72%	NIL	NIL
Commercial Paper to Total Assets	NIL	NIL	NIL
Commercial Paper to Total Liabilities	NIL	NIL	NIL
Commercial Paper to Total Public Funds	NIL	NIL	NIL
Non-convertible debentures (NCDs) (original maturity of less than 1 year) to Total Assets	5.60%	NIL	NIL
Non-convertible debentures (NCDs) (original maturity of less than 1 year) to Total Public Funds	23.31%	NIL	NIL
Long-term assets to Total assets	89.70%	95.30%	96.03%

(vi) Institutional set up for liquidity risk management:

The company has well defined ALM policy which covers various aspects of liquidity risk management. ALCO provides guidance and directions in terms of interest rate, liquidity, funding sources and investment of surplus funds.

Note 49: Credit Default Swaps

The Company has not entered into any Credit Default Swap contracts in the periods covered under the restated, the disclosure is not applicable.

Note 50: Comparison between provisions required under IRACP and impairment allowances made under Ind AS 109

A comparison between provisions required under Income recognition, asset classification and provisioning (IRACP) and impairment allowances as per Ind AS 109 'Financial instruments' is as follows:

(a) For the year ended March 31, 2026

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
Performing Assets						
Standard	Stage 1	4,960.66	13.17	4,947.49	12.50	0.67
	Stage 2	130.91	0.42	130.49	0.34	0.09
Subtotal		5,091.57	13.59	5,077.98	12.83	0.76
Non-Performing Assets (NPA)						
Substandard	Stage 3	21.66	5.91	15.75	2.09	3.82
Doubtful - up to 1 year	Stage 3	1.02	0.27	0.76	0.18	0.09
1 to 3 years	Stage 3	15.25	3.37	11.89	3.37	-
More than 3 years	Stage 3	1.73	0.59	1.13	0.59	-
Subtotal for doubtful	Stage 3	18.00	4.23	13.78	4.14	0.09
Loss	Stage 3	1.14	1.14	-	1.14	-
Subtotal for NPA		40.80	11.27	29.53	7.37	3.90
Other items such as	Stage 1	-	-	-	-	-
guarantees, loan	Stage 2	-	-	-	-	-
commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
	Stage 1	4,960.66	13.17	4,947.49	12.50	0.67
	Stage 2	130.91	0.42	130.49	0.34	0.09
	Stage 3	40.80	11.27	29.53	7.37	3.90
Total	Total	5,132.37	24.86	5,107.51	20.20	4.66

(a) For the year ended March 31, 2025

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
Performing Assets						
Standard	Stage 1	2,861.49	10.68	2,850.81	10.02	0.66
	Stage 2	434.14	1.92	432.22	1.63	0.29
Subtotal		3,295.63	12.60	3,283.03	11.66	0.95
Non-Performing Assets (NPA)						
Substandard	Stage 3	3.27	0.89	2.38	0.47	0.42
Doubtful - up to 1 year	Stage 3	12.99	2.97	10.02	2.63	0.34
1 to 3 years	Stage 3	3.93	1.20	2.73	1.20	-
More than 3 years	Stage 3	0.87	0.87	-	0.87	-
Subtotal for doubtful	Stage 3	17.79	5.04	12.75	4.70	0.34
Loss	Stage 3	1.14	1.14	-	1.14	-
Subtotal for NPA		22.20	7.07	15.13	6.31	0.76
Other items such as	Stage 1	-	-	-	-	-
guarantees, loan	Stage 2	-	-	-	-	-
commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
	Stage 1	2,861.49	10.68	2,850.81	10.02	0.66
	Stage 2	434.14	1.92	432.22	1.63	0.29
	Stage 3	22.20	7.07	15.13	6.31	0.76
Total	Total	3,317.83	19.67	3,298.16	17.97	1.70

(a) For the year ended March 31, 2024

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
Performing Assets						
Standard	Stage 1	2,323.89	7.83	2,316.06	7.83	-
	Stage 2	435.66	2.09	433.57	1.20	0.89
Subtotal		2,759.55	9.91	2,749.63	9.03	0.89
Non-Performing Assets (NPA)						
Substandard	Stage 3	15.75	3.15	12.60	2.46	0.69
Doubtful - up to 1 year	Stage 3	11.26	3.66	7.61	2.88	0.78
1 to 3 years	Stage 3	3.34	1.92	1.42	1.35	0.57
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful	Stage 3	14.61	5.58	9.03	4.23	1.35
Loss	Stage 3	1.14	1.14	-	1.14	-
Subtotal for NPA		31.49	9.86	21.63	7.82	2.04
Other items such as	Stage 1	-	-	-	-	-
guarantees, loan	Stage 2	-	-	-	-	-
commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
	Stage 1	2,323.89	7.83	2,316.06	7.83	-
	Stage 2	435.66	2.09	433.57	1.20	0.89
	Stage 3	31.49	9.86	21.63	7.82	2.04
Total	Total	2,791.04	19.77	2,771.27	16.85	2.92

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(Rs. in millions)

	Particulars	As at March 31, 2025		(Rs. in millions)
	Liabilities side	Amount Outstanding	Amount Overdue	
(1) Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:				
(a) Debentures : Secured	-	-	-	
(b) Unsecured (other than falling within the meaning of public deposits")	-	-	-	
(c) Deferred Credits	-	-	-	
(d) Term Loans	1,886.95	-	-	
(e) Inter-corporate loans and borrowing	-	-	-	
(f) Commercial Paper	-	-	-	
(g) Public Deposits*	-	-	-	
(h) Other Loans (specify nature)	-	-	-	
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):				
(a) In the form of Unsecured debentures	-	-	-	
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	
(c) Other public deposits	-	-	-	
Asset side		Amount Outstanding as at March 31, 2025		
(3) Break-up of Loans and Advances including bills receivables [other than those included in (d) below]:				
(a) Secured	-	-	-	3,317.83
(b) Unsecured	-	-	-	-
(4) Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities				
(i) Lease assets including lease rentals under sundry debtors				
(a) Financial Lease	-	-	-	-
(b) Operating Lease	-	-	-	-
(ii) Stock on hire including hire charges under sundry debtors				
(a) Assets on Hire	-	-	-	-
(b) Repossessed Assets	-	-	-	-
(iii) Other loans counting towards asset financing activities				
(a) Loans where assets have been repossessed	-	-	-	-
(b) Loans other than (a) above	-	-	-	-
(5) Break-up of Investments*				
Current Investments				
a. Quoted	-	-	-	-
(i) Shares	-	-	-	-
(a) Equity	-	-	-	-
(b) Preference	-	-	-	-
(ii) Debentures and Bonds	-	-	-	-
(iii) Units of Mutual Funds	-	-	-	-
(iv) Government Securities	-	-	-	-
(v) Others	-	-	-	-
b. Unquoted	-	-	-	-
(i) Shares	-	-	-	-
(a) Equity	-	-	-	-
(b) Preference	-	-	-	-
(ii) Debentures and Bonds	-	-	-	-
(iii) Units of Mutual Funds	-	-	-	-
(iv) Government Securities	-	-	-	-
(v) Others	-	-	-	-
Long Term Investments				
a. Quoted	-	-	-	-
(i) Shares	-	-	-	-
(a) Equity	-	-	-	-
(b) Preference	-	-	-	-
(ii) Debentures and Bonds	-	-	-	-
(iii) Units of Mutual Funds	-	-	-	-
(iv) Government Securities	-	-	-	-
(v) Others	-	-	-	-
b. Unquoted	-	-	-	-
(i) Shares	-	-	-	-
(a) Equity	-	-	-	-
(b) Preference	-	-	-	-
(ii) Debentures and Bonds	-	-	-	-
(iii) Units of Mutual Funds	-	-	-	-
(iv) Government Securities	-	-	-	-
(v) Others	-	-	-	-
6. Borrower group-wise classification of assets financed as in (3) and (4) above:				
Category	Amount Net of Provision as at March 31, 2025			
	Secured	Unsecured	Total	
1. Related Parties	-	-	-	-
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other Related Parties	-	-	-	-
2. Other than Related Parties	3,298.16	-	-	3,298.16
Total	3,298.16	-	-	3,298.16
7. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :				
Category	Amount Net of Provision as at March 31, 2025			
	Secured	Unsecured	Total	
1. Related Parties	-	-	-	-
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other Related Parties	-	-	-	-
2. Other than Related Parties	-	-	-	-
Total	-	-	-	-
8. Other Information				
Particulars				
Amount as at March 31, 2025				
(i) Gross Non-Performing Assets	-	-	-	-
(a) Related Parties	-	-	-	-
(b) Other Than Related Parties	-	-	-	22.20
(ii) Net Non-Performing Assets	-	-	-	-
(a) Related Parties	-	-	-	-
(b) Other Than Related Parties	-	-	-	15.13
(iii) Asset acquired in satisfaction of Debt	-	-	-	-

(Rs. in millions)

	Particulars	As at March 31, 2024		
	Liabilities side	Amount Outstanding	Amount Overdue	
(1) Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:				
(a) Debentures : Secured	-	-		
(a) Debentures : Unsecured (other than falling within the meaning of public deposits")	-	-		
(b) Deferred Credits	-	-		
(c) Term Loans	1,831.87	-		
(d) Inter-corporate loans and borrowing	-	-		
(e) Commercial Paper	-	-		
(f) Public Deposits*	-	-		
(g) Other Loans (specify nature)	-	-		
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):				
(a) In the form of Unsecured debentures	-	-		
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-		
(c) Other public deposits	-	-		
Asset side		Amount Outstanding as at March 31, 2024		
(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:				
(a) Secured	-	2,791.04		
(b) Unsecured	-			
(4) Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities				
(i) Lease assets including lease rentals under sundry debtors				
(a) Financial Lease	-			
(b) Operating Lease	-			
(ii) Stock on hire including hire charges under sundry debtors				
(a) Assets on Hire	-			
(b) Repossessed Assets	-			
(iii) Other loans counting towards asset financing activities				
(a) Loans where assets have been repossessed	-			
(b) Loans other than (a) above	-			
(5) Break-up of Investments*				
Current Investments				
a. Quoted				
(i) Shares				
(a) Equity	-			
(b) Preference	-			
(ii) Debentures and Bonds	-			
(iii) Units of Mutual Funds	-			
(iv) Government Securities	-			
(v) Others	-			
b. Unquoted				
(i) Shares				
(a) Equity	-			
(b) Preference	-			
(ii) Debentures and Bonds	-			
(iii) Units of Mutual Funds	-			
(iv) Government Securities	-			
(v) Others	-			
Long Term Investments				
a. Quoted				
(i) Shares				
(a) Equity	-			
(b) Preference	-			
(ii) Debentures and Bonds	-			
(iii) Units of Mutual Funds	-			
(iv) Government Securities	-			
(v) Others	-			
b. Unquoted				
(i) Shares				
(a) Equity	-			
(b) Preference	-			
(ii) Debentures and Bonds	-			
(iii) Units of Mutual Funds	-			
(iv) Government Securities	-			
(v) Others	-			
6. Borrower group-wise classification of assets financed as in (3) and (4) above:				
Category	Amount Net of Provision as at March 31, 2024			
	Secured	Unsecured	Total	
1. Related Parties				
(a) Subsidiaries	-	-	-	
(b) Companies in the same group	-	-	-	
(b) Other Related Parties	-	-	-	
2. Other than Related Parties	2,771.27	-	2,771.27	
Total	2,771.27	-	2,771.27	
7. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :				
Category	Amount Net of Provision as at March 31, 2024			
	Secured	Unsecured	Total	
1. Related Parties				
(a) Subsidiaries	-	-	-	
(b) Companies in the same group	-	-	-	
(b) Other Related Parties	-	-	-	
2. Other than Related Parties	-	-	-	
Total	-	-	-	
8. Other Information				
Particulars				
Amount as at March 31, 2024				
(i) Gross Non-Performing Assets				
(a) Related Parties	-			
(b) Other Than Related Parties	31.49			
(ii) Net Non-Performing Assets				
(a) Related Parties	-			
(b) Other Than Related Parties	21.63			
(iii) Asset acquired in satisfaction of Debt				

For and on behalf of the Board of Directors of
IFL Finance Limited (Formerly Known as IFL Housing Finance Limited)

Sd/-
Gopal Bansal
Managing Director
DIN: 01246420

Sd/-
Sunita Bansal
Whole Time Director
DIN: 02801660

Sd/-
Prerna Matta Arora
CFO
PAN: BAMPM7263C

Sd/-
Shivani Jindal
Company Secretary
PAN: BSNPJ5687C

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at and for the financial year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Basic Earnings per Equity Share (in ₹)	2.55	2.65	1.84
Diluted Earnings per Equity Share (in ₹)	2.55	2.65	1.84
Profit after Tax for the year	216.30	181.26	121.48
Return on Net Worth (%)	11.93%	11.35%	11.35%
Net Asset Value per Equity Share (in ₹)	21.40	18.85	16.24
EBITDA (₹in millions)	656.21	522.47	415.98

Notes:

1. Basic and Diluted EPS has been calculated in accordance with the Indian Accounting Standard 33 – “Earnings per share”. The face value of equity shares of our Company is ₹10.
2. Return on Net Worth (%) has been calculated as Profit after tax for the year divided by Net Worth at the end of the respective year.
3. Net Asset Value per Equity Share (in ₹) is computed as Total Equity as divided by the number of equity shares as at the last day of relevant Fiscal.
4. Net worth means the aggregate value of the paid-up share capital, shares pending for issuance, instruments entirely equity in nature and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
5. EBITDA: Restated Profit for the year from continuing operations, adjusted to exclude (i) depreciation and amortization expenses; (ii) finance costs; and (iii) tax expense.
6. Accounting and other ratios are based on or derived from the Restated Financial Information.

Non-GAAP Financial Measures

This section includes certain non-GAAP financial measures and other statistical information relating to our operations and financial performance (together, “Non-GAAP Measures” and each a “Non-GAAP Measure”), as presented below. These non-GAAP financial measures are not required by or presented in accordance with Ind AS. For details of reconciliation of Non-GAAP Measures used in this Draft Red Herring Prospectus, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures” on page 383.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company’s operating performance.

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for the Financial Years 2026, 2025 and 2024 (collectively, the “Audited Financial Statements”) are available on the website of our Company at <https://www.iflfinancelttd.com/financials.php>

Our Company has provided a link to our website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements will not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a Red Herring Prospectus or (iii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR

Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider when subscribing for or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2026, derived from our Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Financial Information" beginning on pages 26, 368 and 290 respectively.

(₹ in millions, except ratios)

Particulars	Pre-Offer as at March 31, 2026	As adjusted for the Offer
Borrowings		
Debt Securities (A)	1,415.43	[●]
Borrowings (Other than debt securities) (B)	2,466.72	[●]
Total Borrowings (A) + (B) = (C)	3,882.15	[●]
Equity		
Equity share capital (E)	847.58	[●]
Other equity (F)	966.20	[●]
Total Equity (E) + (F) = (G)	1,813.78	[●]
Total Borrowings to Total Equity (D/G)	2.14	[●]

Notes:

The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the book building process and hence has not been furnished. To be updated upon finalization of the Offer Price.

FINANCIAL INDEBTEDNESS

The Company avails loan and financing facilities in the ordinary course of business for meeting Onward Lending and business requirements. The details of the Financial Indebtedness of the Company as at March 31, 2026 is provided below:

(₹ in million)

Nature of Borrowings	Sanctioned amount as on March 31, 2026	Outstanding amount as on March 31, 2026
Debt Securities		
Non - convertible debentures (Secured)	1,459.80	1,415.43
Secured Borrowings		
- From Banks and NBFCs	4,535.00	2,466.72
Total	5,994.80	3,882.15

Secured Borrowings:

(₹ in million)

Sr No	Name of the Lender	Date of Sanction	Tenure	Nature of Borrowing	Purpose of borrowing	Amount Sanctioned	Amount Outstanding as on March 31, 2026	Interest Rate (in % p.a.)	Prepayment penalty conditions
1.	AU Small Finance Bank Limited	November 17, 2025	24 months	Term Loan	Onward Lending	250.00	217.56	12.05%	Prepayment interest 2.00% of the principal outstanding lor entire tenure of Loan
2.	State Bank of India	December 15, 2021	96 months	Term Loan	Working Capital	300.00	145.29	11.60%	Pre-payment charge of 2.00% is applicable for the term loan
3.	Oxyzo Financial Services Limited	January 28, 2026	24 months	Term Loan	Onward Lending	150.00	142.65	11.90%	Not Allowed
4.	AU Small Finance Bank Limited	April 28, 2025	24 months	Term Loan	Onward Lending	200.00	124.32	11.75%	Prepayment interest 2.00% of the principal outstanding lor entire tenure of Loan

Sr No	Name of the Lender	Date of Sanction	Tenure	Nature of Borrowing	Purpose of borrowing	Amount Sanctioned	Amount Outstanding as on March 31, 2026	Interest Rate (in % p.a.)	Prepayment penalty conditions
5.	Bandhan Bank	March 27, 2026	24 months	Term Loan	Onward Lending	100.00	99.46	11.50%	Prepayment charges of 4.00% will be applicable on outstanding facility.
6.	Ambit Finvest Private Limited	February 18, 2026	24 months	Term Loan	Onward Lending	100.00	99.34	12.00%	Not applicable
7.	Anand Rath Global Finance Limited	January 29, 2026	30 months	Term Loan	Onward Lending	100.00	98.96	12.25%	Pre - payment penalty of 2.00%. (plus, tax) on the pre-paid amount.
8.	STCI Finance Limited	December 1, 2025	36 months	Term Loan	Onward Lending	100.00	91.42	12.50%	The Borrower shall have an option to prepay the outstanding amounts of Facility, either in part or full subject to the payment of premium equal to 2 % of pre-paid amount with prior written notice of 30 days to the lender. No prepayment penalty in the following cases: Non acceptance of interest reset by the borrower and

Sr No	Name of the Lender	Date of Sanction	Tenure	Nature of Borrowing	Purpose of borrowing	Amount Sanctioned	Amount Outstanding as on March 31, 2026	Interest Rate (in % p.a.)	Prepayment penalty conditions
									adjustment of the entire dues within a period of 30 days. b. If borrower avails any other facility from STCI c. If prepaid on insistence of STCI d. On occurrence of the Mandatory Prepayment Events.
9.	Northern Arc Capital Limited	September 26, 2025	24 months	Term Loan	Onward Lending	100.00	83.26	12.50%	2.00% (Two point zero zero percent) of the amount prepaid by the borrower.
10.	Shriram Finance Ltd	September 10, 2025	24 months	Term Loan	Onward Lending	100.00	81.07	13.00%	2% pre-payment penalty on the principal outstanding during the tenure of the loan.
11.	Ambit Finvest Private Limited	August 25, 2025	24 months	Term Loan	Onward Lending	100.00	76.86	12.50%	4.00% plus applicable taxes during the entire tenor of the loan
12.	MAS Financial Services Ltd	March 06, 2026	24 months	Term Loan	Lending to Gold Loan Customers	75.00	74.71	12.00%	4% of outstanding principal amount
13.	Paul Merchants Finance Private Limited	August 11, 2025	24 months	Term Loan	Onward Lending	100.00	72.01	12.00%	2% of the outstanding principal amounts. Pre-payment premium will not be levied if the Lender has strategically

Sr No	Name of the Lender	Date of Sanction	Tenure	Nature of Borrowing	Purpose of borrowing	Amount Sanctioned	Amount Outstanding as on March 31, 2026	Interest Rate (in % p.a.)	Prepayment penalty conditions
									decided to exit from the exposures.
14.	City Union Bank	March 09 , 2026	60 months	Term Loan	Onward Lending	70.00	69.81	11.50%	2.00% on the loan outstanding/limit sanctioned
15.	Capital Small Finance Bank	June 25, 2025	24 months	Term Loan	Onward Lending	100.00	63.68	12.25%	3% of the outstanding amount or DP, whichever is higher; in case of takeover.
16.	Capital Small Finance Bank	December 3, 2025	30 months	Term Loan	Onward Lending	100.00	63.55	12.00%	3% of the outstanding amount or DP, whichever is higher; in case of takeover.
17.	MAS Financial Services Ltd	September 17, 2024	48 months	Term Loan	Loan To Housing Costumers	100.00	62.33	12.65%	4% of outstanding principal amount
18.	Poonawalla Fincorp Limited	November 19, 2024	36 months	Term Loan	Onward Lending	100.00	62.29	12.00%	2% of the outstanding principal amounts. Partial pre – payment is not allowed
19.	A.K. Capital Finance Limited	June 26, 2025	24 months	Term Loan	Onward Lending	200.00	61.79	12.50%	Not applicable
20.	InCred Financial Services Limited	March 25, 2025	24 months	Term Loan	Onward Lending	100.00	57.23	13.75%	Not applicable
21.	AU Small Finance Bank Limited	June 19, 2024	36 months	Term Loan	Onward Lending	125.00	55.10	11.50%	Prepayment interest 2.00% of the principal outstanding lor entire tenure of Loan
22.	STCI Finance Limited	December 1, 2023	60 months	Term Loan	Onward Lending	100.00	55.00	13.00%	2% of pre-paid amount.

Sr No	Name of the Lender	Date of Sanction	Tenure	Nature of Borrowing	Purpose of borrowing	Amount Sanctioned	Amount Outstanding as on March 31, 2026	Interest Rate (in % p.a.)	Prepayment penalty conditions
									No prepayment penalty in the following cases- - Non acceptance of interest reset by the borrower and adjustment of the entire dues within a period of 1 months. - If borrower avails any other facility from STCI. - If prepaid on insistence of STCI.
23.	Manappuram Finance Limited	July 25, 2025	24 months	Term Loan	Onward Lending	70.00	51.21	12.60%	Prepayment of the Facility shall not be normally permitted. If the lender and borrower mutually agree for prepayment, the borrower shall pay prepayment penalty determined by the lender which shall be minimum 2% on the outstanding value of the facility plus applicable taxes
24.	Grow Money Capital Pvt Ltd.	August 6, 2024	24 months	Term Loan	Onward Lending	50.00	50.00	14.00%	Prepayment charges of 4% of the outstanding amount prepaid and receipt will be first adjusted toward any

Sr No	Name of the Lender	Date of Sanction	Tenure	Nature of Borrowing	Purpose of borrowing	Amount Sanctioned	Amount Outstanding as on March 31, 2026	Interest Rate (in % p.a.)	Prepayment penalty conditions
									fee or interest due on that date.
25.	MAS Financial Services Ltd	March 25, 2025	48 months	Term Loan	Loan To Housing Costumers	50.00	38.44	12.65%	4% of outstanding principal amount
26.	MAS Financial Services Ltd	September 24, 2025	24 months	Term Loan	Lending to Gold Loan Customers	50.00	37.30	12.25%	4% of outstanding principal amount
27.	Bandhan Bank	December 29, 2023	36 months	Term Loan	Onward Lending	100.00	27.68	10.50%	2.00% on the principal amount of loan proposed to be prepaid.
28.	State Bank of India	September 27, 2018	96 months	Term Loan	Working Capital	250.00	26.80	11.60%	Pre-payment charge of 2.00% is applicable for the term loan
29.	Hinduja Housing Finance Limited	September 19, 2022	60 months	Term Loan	To originate loans backed by secured Housing Loans and Non-Housing Loans	80.00	23.95	12.00%	2.0% will be payable on the outstanding principal amounts prior to the making of any prepayment prior to the expiry of 12 months from the disbursement date. Thereafter, prepayment penalty of 1.0% will be payable on outstanding principal amounts prior to the making of the prepayment.

Sr No	Name of the Lender	Date of Sanction	Tenure	Nature of Borrowing	Purpose of borrowing	Amount Sanctioned	Amount Outstanding as on March 31, 2026	Interest Rate (in % p.a.)	Prepayment penalty conditions
30.	Northern Arc Capital Limited	August 29, 2023	36 months	Term Loan	Onward Lending	100.00	19.77	12.25%	2.00% (Two point zero zero percent) of the amount prepaid by the borrower.
31.	Kissandhan Agri Financial Services	October 14, 2024	24 months	Term Loan	Onward Lending	50.00	18.23	14.00%	3% of the outstanding principal amounts.
32.	Electronica Finance Limited	October 22, 2024	24 months	Term Loan	Onward Lending	50.00	18.13	13.50%	- 5% on Outstanding Principal for first 12 Months. - 4% on Outstanding Principal during Month No. 13-24. 3% on Outstanding Principal from Month No. 25 onwards
33.	Manappuram Finance Limited	March 30, 2023	42 months	Term Loan	Onward Lending	100.00	17.07	12.50%	Prepayment of the Facility shall not be normally permitted. If the lender and borrower mutually agree for prepayment, the borrower shall pay prepayment penalty determined by the lender which shall be minimum 2% on the outstanding value of the facility plus applicable taxes
34.	Vivriti Capital Limited	September 28, 2024	24 months	Term Loan	Onward Lending	50.00	16.58	11.50%	- Nil lock in period - 2% of the outstanding principal amounts

Sr No	Name of the Lender	Date of Sanction	Tenure	Nature of Borrowing	Purpose of borrowing	Amount Sanctioned	Amount Outstanding as on March 31, 2026	Interest Rate (in % p.a.)	Prepayment penalty conditions
									15 days prior notice for prepayment
35.	MAS Financial Services Ltd	July 20, 2023	48 months	Term Loan	Onward Lending	50.00	16.47	12.75%	4% of pre-closure Amount.
36.	TATA Capital Financial Services Limited	September 21, 2023	42 months	Term Loan	Onward Lending	50.00	15.01	12.45%	4.00% on the amount prepaid.
37.	Nabsamruddhi Finance Limited	February 21, 2023	48 months	Term Loan	Onward Lending	50.00	14.89	13.00%	Prepayment of loan shall be accepted only with fixed prepayment charges @ 2.5% of the prepaid amount
38.	Western Capital Advisors Private Limited	September 27, 2022	48 months	Term Loan	Onward Lending	80.00	14.56	13.85%	Pre-payment of any amount, including principal and/or interest, will attract a 2.00% penalty along with applicable gst of the pre-payment amount.
39.	Vivriti Capital Limited	September 28, 2024	24 months	Term Loan	Onward Lending	50.00	14.50	11.50%	- Nil lock in period - 2% of the outstanding principal amounts 15 days prior notice for prepayment
40.	MAS Financial Services Ltd	June 27, 2023	48 months	Term Loan	Onward Lending	45.00	14.03	12.75%	4% of pre-closure Amount
41.	Ambit Finvest Private Limited	June 27, 2024	24 months	Term Loan	Onward Lending	70.00	12.92	13.00%	4.00% plus applicable taxes during the entire tenor of the loan

Sr No	Name of the Lender	Date of Sanction	Tenure	Nature of Borrowing	Purpose of borrowing	Amount Sanctioned	Amount Outstanding as on March 31, 2026	Interest Rate (in % p.a.)	Prepayment penalty conditions
42.	MAS Financial Services Ltd	March 28, 2023	48 months	Term Loan	Onward Lending	50.00	12.46	12.75%	NA
43.	Sundaram Home Finance Limited	February 7, 2023	48 months	Term Loan	Onward Lending	50.00	11.29	11.85%	Prepayment to be made with a prior notice of 15 days before date of prepayment. Prepayment charge shall be 2% of the amount prepaid
44.	MAS Rural Housing & Mortgage Finance Limited	June 27, 2023	48 months	Term Loan	Onward Lending for Housing Loans	30.00	9.95	12.50%	Not applicable
45.	Cholamandalam Investment & Finance Company Ltd	April 28, 2023	48 months	Term Loan	Onward Lending	30.00	9.92	12.50%	Prepayment Charges 2% p.a. of the prepayment amount. No prepayment charges need to be paid if loan recalled by lenders or in case loan is repaid due to increase in rate of interest.
46.	AU Small Finance Bank Limited	August 18, 2022	48 months	Term Loan	Onward Lending	50.00	6.18	13.45%	Prepayment interest 2.00% of the principal outstanding for entire tenure of Loan
47.	Sundaram Home Finance Limited	August 16, 2022	48 months	Term Loan	Onward Lending	50.00	5.08	11.80%	Prepayment to be made with a prior notice of 15 days

Sr No	Name of the Lender	Date of Sanction	Tenure	Nature of Borrowing	Purpose of borrowing	Amount Sanctioned	Amount Outstanding as on March 31, 2026	Interest Rate (in % p.a.)	Prepayment penalty conditions
									before date of prepayment. Prepayment charge shall be 2% of the amount prepaid
48.	MAS Rural & Housing Mortgage Finance Limited	July 30, 2022	48 months	Term Loan	Onward Lending for Housing Loans	30.00	2.48	13.25%	Not applicable
49.	AU Small Finance Bank Limited	March 04, 2022	48 months	Term Loan	Onward Lending	50.00	2.07	13.75%	Prepayment interest 2.00% of the principal outstanding for entire tenure of Loan
50.	MAS Financial Services Ltd	July 30, 2022	48 months	Term Loan	Onward Lending	20.00	2.07	13.50%	NA
51.	Bandhan Bank	March 27, 2026	12 months	Cash Credit	Working Capital	10.00	-	11.50%	Not applicable
Total						4,535.00	2,466.72		

Details of listed non-convertible debentures issued by our Company

The following table sets forth the ISIN of the non-convertible debentures issued by our Company:

ISIN	Date of Issue	Face Value (INR)	Units	Date of Maturity	Coupon P.A. (in %)	Amount outstanding as on March 31, 2026	Primary Security Cover require to maintain as per term sheet/
INE01XO07017	November 18, 2025	10,000	19,980	November 18, 2027	12.25%	172.59	The security for the Debentures is a first-ranking, exclusive

ISIN	Date of Issue	Face Value (INR)	Units	Date of Maturity	Coupon P.A. (in %)	Amount outstanding as on March 31, 2026	Primary Security Cover require to maintain as per term sheet/
							hypothecation of eligible loan receivables (Hypothecated Assets) for the benefit of the Debenture Holders. A Security Cover Ratio of at least 1.10x must be maintained, with 110% of this cover derived specifically from principal receivables, and all Hypothecated otherwise, an additional 2% interest is charged on the outstanding amount and Debenture Holders gain an early redemption option.
INE01XO07025	January 16, 2026	10000	16,000	January 16, 2028	12.25%	158.60	The Debentures are secured by a first-ranking, exclusive, and continuing charge on identified "Hypothecated Receivables," a value that the Issuer undertakes to maintain at least equal to 1.10 times (or 110%) the aggregate amount of the outstanding NCDs. A minimum of 110% of this security cover must

ISIN	Date of Issue	Face Value (INR)	Units	Date of Maturity	Coupon P.A. (in %)	Amount outstanding as on March 31, 2026	Primary Security Cover require to maintain as per term sheet/
							come specifically from principal receivables.
INE01XO07033	January 29, 2026	10,000	30,000	January 29, 2028	11.75%	294.84	The Debentures shall be secured by a first-ranking, exclusive, and continuing charge created in favour of the Debenture Trustee for the benefit of the Debenture Holders, primarily over identified loan receivables of the Issuer that meet the prescribed eligibility criteria ("Hypothecated Assets"). The security shall maintain a minimum cover of 1.10x of the outstanding amounts, including principal, accrued interest, default interest, trustee remuneration, and all associated costs and expenses.
INE01XO07041	February 25, 2026	10,000	40,000	February 26, 2028	11.80%	394.81	The amounts outstanding under the Debentures (including principal, interest, fees, and charges) are secured by a first-ranking, exclusive, and continuing charge on

ISIN	Date of Issue	Face Value (INR)	Units	Date of Maturity	Coupon P.A. (in %)	Amount outstanding as on March 31, 2026	Primary Security Cover require to maintain as per term sheet/
							specific loan receivables of the Issuer. These "Hypothecated Assets" must meet established eligibility criteria and be sufficient to provide a Security Cover of 1.10x. This security must be in place by the Deemed Date of Allotment. The Issuer is required to monthly review and replace any non-compliant assets to maintain the required 1.10x ratio. If the cover falls short, the Issuer has three business days to add additional compliant loans or furnish cash collateral for the shortfall.
INE01XO07058	March 12, 2026	10000	40,000	March 12, 2028	11.80%	394.58	The amounts outstanding under the Debentures (including principal, interest, fees, and charges) are secured by a first-ranking, exclusive, and continuing charge on specific loan receivables of the Issuer. These "Hypothecated Assets" must meet established

ISIN	Date of Issue	Face Value (INR)	Units	Date of Maturity	Coupon P.A. (in %)	Amount outstanding as on March 31, 2026	Primary Security Cover require to maintain as per term sheet/
							eligibility criteria and be sufficient to provide a Security Cover of 1.10x. This security must be in place by the Deemed Date of Allotment. The Issuer is required to monthly review and replace any non-compliant assets to maintain the required 1.10x ratio. If the cover falls short, the Issuer has three business days to add additional compliant loans or furnish cash collateral for the shortfall.
Total						1,415.43	

Principal terms of the borrowings availed by the Company are disclosed below:

1. **Interest:** The interest rate applicable to the borrowing facilities is typically tied to the respective lender's lending rate prevailing at the time and may vary for each facility. The interest rate on the secured borrowings ranges from 10.50% per annum to 14.00% per annum, payable at such intervals as may be stipulated by the lender.

2. **Tenor:** The tenor of the term loan facilities typically ranges from 12 months to 96 months.

3. **Security:** Company's borrowings are typically secured by a first pari - passu charge by way of hypothecation on present and future current assets, receivables and lending book & first exclusive charge of respective lender over respective fixed assets financed by them, besides collateral securities. The nature of the security described above is indicative and there may be additional requirements for creation of security under various borrowing arrangements entered into by the Company. Directors have also provided their personal guarantees in some of the loans.

4. **Personal Guarantees:** Certain borrowings of our Company are secured by personal guarantees provided by our promoters and directors. These include guarantees Gopal Bansal, Sunita Bansal, Vinod Bansal, Renu Bansal, Kriti Suri and Corporate Guarantee of India Finsec Limited in respect of loans availed from banks. In the event of default by our Company on any of these borrowings, the lenders may invoke such personal guarantees to recover the outstanding amounts

5. **Pre-payment and premature redemption:** Company's borrowing facilities generally include provisions for pre-payment, which allow the outstanding loan amount to be repaid in advance, either by providing prior written notice to the relevant lender or with the lender's prior approval. Such pre-payments may be subject to penalties as determined by the lender at the time of pre-payment, or as specified in the respective facility agreements. For those facilities that stipulate a pre-payment penalty, the applicable penalty typically ranges from NIL to 4% of the amount proposed to be prepaid.

6. **Events of Defaults:** The financing arrangements entered into by the Company contain standard events of default including, among others:

- failure to pay principal, interest, fees or other amounts due under the relevant financing documents when due;
- breach of any representations, warranties, undertakings or covenants contained in the financing documents;
- failure to submit periodic financial information, stock statements, compliance certificates or other information required by the lenders within the prescribed timelines;
- diversion, misapplication or utilization of borrowed funds for purposes other than those permitted under the financing arrangements;
- failure to maintain the stipulated security cover, collateral security, receivables cover or other security interests required by the lenders;
- deterioration in specified financial parameters, including capital adequacy ratios, leverage ratios, asset quality indicators, non-performing asset levels and other financial covenants agreed with lenders;
- material adverse changes in the business, operations, financial condition or prospects of our Company;
- any downgrade of the credit rating of our Company below the levels prescribed under the relevant financing arrangements;
- any change in management, control or promoter shareholding without the prior consent of the relevant lender, where such consent is contractually required;
- cessation of involvement of specified promoters or key managerial personnel in the management of our Company, where contractually stipulated;
- extension of loans or financial assistance to related parties or group entities in contravention of the terms of the relevant financing arrangements;
- any material adverse observations, restrictions, penalties or actions by regulatory authorities that materially affect the business or operations of our Company;
- insolvency, liquidation, winding-up, restructuring or analogous proceedings involving our Company; and
- cross-default under other material financing arrangements of our Company, where applicable.

7. **Consequences of occurrence of events of defaults:** In terms of borrowing arrangements of the company, the following, among others, are the consequences of occurrence of events of default, whereby the lenders may:

- declare all or any portion of the outstanding loans, accrued interest, fees and other amounts immediately due and payable prior to their scheduled maturity;
- suspend, cancel, reduce or withdraw any undrawn commitments, credit limits or future disbursements available to our Company;

- levy additional interest, penal interest, default interest, charges, fees or other monetary penalties on the outstanding amounts;
- enforce, realize or take possession of the security interests created in favour of the lenders, including hypothecated receivables and other charged assets;
- invoke and enforce personal guarantees and corporate guarantees furnished in connection with the relevant borrowings;
- require replacement or enhancement of security, collateral cover or receivables cover to the satisfaction of the lenders;
- exercise rights of set-off, lien or appropriation against monies, deposits or other assets of our Company maintained with the relevant lenders;
- initiate recovery proceedings, enforcement actions or other legal remedies available under applicable laws and contractual arrangements;
- classify the borrowing facilities as non-performing or defaulted in accordance with applicable regulatory requirements and lender policies;
- report the default to credit information companies, credit rating agencies, regulators or other authorities, which may adversely affect the credit profile and borrowing capacity of our Company; and
- exercise such other rights and remedies as may be available under the relevant financing documents and applicable law.

8. Penalty: The financing agreements include penal provisions that apply if the Company fails to meet its obligations. Specifically, a penalty, generally calculated from 1% to 3% p.m. over the prevailing interest rates, will be applied to the amounts due and payable for instances of delayed payment, late submission of required documents, non-creation of the stipulated security, and general default in repayment obligations

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion is intended to convey the management's perspective on our financial condition and results of operations for Fiscal 2026, Fiscal 2025 and Fiscal 2024 and should be read in conjunction with "Restated Financial Information" on page 290. All references in this chapter to 'our' 'we' and 'us' is us and all references to 'our Company' are to our Company. This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 24. The following discussions on our financial condition should be read in conjunction with "Risk Factors" and "Our Business", on pages 26 and 188, respectively.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular financial year or a 'Fiscal' are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscal 2026, Fiscal 2025 and Fiscal 2024 included herein is derived from the Restated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Information" on page 290. Ind AS differs in certain respects from Indian GAAP, IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Also see "Risk Factor 62 - Certain non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies." on page 58.

We have, in this Draft Red Herring Prospectus, included various operational and financial performance indicators and certain non-GAAP measures, some of which may not be derived from our Restated Financial Information and may not have been subjected to an audit or review by our Statutory Auditor, and each of which is a supplemental measure of our performance and liquidity and not required by, or presented in accordance with Ind AS. Furthermore, such measures and indicators are not defined under Ind AS or other accounting standards, and therefore should not be viewed as substitutes for performance, liquidity or profitability measures under such accounting standards. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying or used in such calculation, may vary from that used by other similarly placed companies in India. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.

*Unless otherwise indicated, industry and market data used in this section has been derived from 'Industry Report on Non-Banking Financial Company' by Dun & Bradstreet dated July 2026 (**D&B Report**). A copy of the D&B Report is available at www.iflfinancelttd.com. Unless otherwise indicated, all industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. See "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation - Industry and Market Data" and "Risk Factors – 58 We have included data derived from the Dun & Bradstreet Report titled "Industry Report on Non-Banking Financial Company" which has been prepared by Dun & Bradstreet, exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on pages 21 and 57 respectively.*

OVERVIEW

We are a non-deposit taking, non-banking financial company classified as an Investment and Credit Company (NBFC-ICC) and categorized as a Base Layer NBFC under the Reserve Bank of India's framework, registered with the Reserve Bank of India ("RBI") under Section 45-IA of the Reserve Bank of India Act, 1934, bearing registration no. N-14.03651. We carry on business of providing secured retail loans with a primary focus on gold loan products.

As of March 31, 2026, we operated a network of 88 branches across four states and one Union Territory, comprising 31 branches in the National Capital Territory of Delhi, 33 branches in Rajasthan, 11 branches in Madhya Pradesh, 9 branches in Uttar Pradesh and 4 branches in Haryana, through which we served over 33,000 active borrowers.

We were originally incorporated in September 2015 as "IFL Housing Finance Limited" and received a certificate of registration from the National Housing Bank bearing certificate no. 12.0164.17 dated December 12, 2017, pursuant to

which we commenced our housing finance business. The name of our Company was changed from “IFL Housing Finance Limited” to “IFL Finance Limited” pursuant to a special resolution passed by our Shareholders at the extra-ordinary general meeting held on March 18, 2025, and a fresh certificate of incorporation dated April 8, 2025 was issued by the RoC, Delhi. Pursuant to our strategy to diversify and expand our lending portfolio, with a focus on secured retail lending such as gold loans, we subsequently surrendered our housing finance company licence and were granted a fresh certificate of registration by the RBI as an NBFC-ICC in June 2025, pursuant to which carry on the business of providing secured retail loans, including loans against the pledge of gold as well as home loans and loan against properties.

Our Gross Loan Portfolio grew from ₹2,791.04 million as of March 31, 2024 to ₹5,204.90 million as of March 31, 2026, reflecting a two-year CAGR of 36.56%. As of March 31, 2026, gold loans represent 84.77% of our total loan portfolio with home loans and loan against properties being 14.33% and 0.90% respectively. We provide individuals with timely access to credit to meet short-term liquidity requirements, including personal, business, medical, educational and other consumption related needs, through a collateral-backed underwriting framework, streamlined documentation requirements and an efficient loan origination and disbursement process designed to minimize turnaround time from collateral appraisal to disbursement.

Our gold loan products cater to customers across income groups, with a particular focus on self-employed individuals, small business owners, traders and borrowers operating in the informal sector, who often face limited access to formal credit. While our strategic focus is on gold loans, our loan portfolio also comprises home loans and loans against property, differentiated across segments through interest rates, loan-to-value ratios, ticket sizes, tenure, repayment structures, security coverage and eligibility criteria, enabling us to cater to the diverse financing requirements of our customers. We believe our products offer customers a convenient source of formal credit while leveraging the value of their household gold assets, supported by our branch network, local market knowledge and relationship-driven approach.

Our growth has been supported by an experienced management team with expertise across lending, finance, treasury, risk management, compliance and human resources. Our Managing Director and Chief Executive Officer, Gopal Bansal, is a Chartered Accountant with over 23 years of experience across finance, taxation, treasury management, mergers and acquisitions, asset restructuring and corporate law, and has played a significant role in shaping our strategic direction and business operations. We believe that our established branch network, focus on secured lending, customer-centric operating model, disciplined credit assessment processes and experienced management team position us to capitalize on the growing demand for formal credit and secured lending products in our target markets.

Key Operational and Financial Parameters

The following tables set out our key operational and financial parameters for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024. These parameters should be read in conjunction with our Restated Financial Statements and the related notes thereto included elsewhere in this Draft Red Herring Prospectus.

Loan Portfolio and Performance Metrics

Our loan products are designed with differentiated features across product segments, including variations in interest rates, loan-to-value ratios, ticket sizes, tenure, repayment structures, security coverage, eligibility criteria and other product-specific terms. Such differentiation enables us to address the diverse financing requirements of our customers while appropriately aligning pricing, risk parameters and underwriting standards with the nature of the underlying collateral and borrower profile. Details of our portfolio composition and key operating metrics across product segments for financial years ended March 31 2026, 2025 and 2024 are as follows:

(₹ in million, unless otherwise stated)

Financial Year	Particulars	Home Loans	Loan against property	Gold Loan
FY2026	% of Portfolio	14.33%	0.90%	84.77%
	Average Ticket Size on sanctioned loans (<i>in million</i>)	0.24	0.24	0.16
	Average Tenure on outstanding loans (<i>in months</i>)	70	67	12
	Average LTV on outstanding loans	12.35%	7.32%	51.93%
	Average ROI on outstanding loans	24.73%	24.34%	19.85%
	GNPA	4.82%	8.69%	0.03%
	NNPA	3.53%	6.53%	0.03%
FY2025	% of Portfolio	34.10%	2.45%	63.45%
	Average Ticket Size on sanctioned loans (<i>in million</i>)	0.23	0.22	0.10
	Average Tenure on outstanding loans (<i>in months</i>)	69	62	12

Financial Year	Particulars	Home Loans	Loan against property	Gold Loan
	Average LTV on outstanding loans	15.41%	9.82%	59.23%
	Average ROI on outstanding loans	24.72%	24.43%	19.81%
	GNPA	1.75%	3.02%	0.00%
	NNPA	1.19%	2.18%	0.00%
	% of Portfolio	53.98%	4.57%	41.45%
	Average Ticket Size on sanctioned loans (in million)	0.24	0.22	0.10
	Average Tenure on outstanding loans (in months)	70	61	11
FY2024	Average LTV on outstanding loans	15.21%	13.57%	72.74%
	Average ROI on outstanding loans	24.69%	24.42%	19.61%
	GNPA	1.81%	3.37%	0.00%
	NNPA	1.26%	2.20%	0.00%

Notes:

- (i) % of Portfolio is the proportion of the relevant loan category to our total gross loan portfolio outstanding.
- (ii) Average Ticket Size on outstanding loans is computed as the total gross gold loan portfolio outstanding divided by the total number of active loan accounts.
- (iii) Average Tenure on outstanding loans is the average residual tenor of all active gold loan accounts outstanding expressed in months.
- (iv) Average LTV on outstanding loans is computed as the outstanding principal amount of each loan divided by the market value of pledged collateral for that loan, weighted by outstanding principal amount, expressed as a percentage.
- (v) Average ROI on outstanding loans is the average rate of interest per annum charged on all active loan accounts outstanding, expressed as a percentage per annum.
- (vi) GNPA (Gross Non-Performing Assets) is calculated as the total outstanding principal amount of loans classified as non-performing assets in accordance with the Reserve Bank of India's Norms divided by the gross loan portfolio outstanding.
- (vii) NNPA (Net Non-Performing Assets) is calculated as Gross NPA less provisions held against non-performing assets, divided by net loan advances (gross advances less provisions).

Operational Parameter

Parameters	FY2026	FY2025	FY2024
Branches	88	77	67
Active Customers	33,951	28,287	20,640
Employee Strength	328	290	306
Credit Rating	CRISIL BBB/Stable	CRISIL BBB-/Stable	CRISIL BBB-/Stable

Notes:

1. Branches: Total number of operational branch offices of the Company as at the end of the financial year.
2. Active Customers: Total number of individual borrowers maintaining at least one live and outstanding loan account with the Company as at the end of the financial period.
3. Employee Strength: Total number of employees on the payroll of the Company as at the end of the financial year.
4. Credit Rating: The credit rating assigned on July 06, 2026 by CRISIL- a Credit Rating Agency registered with the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Board of India (Credit Rating Agencies) Regulations, 1999, to the Company's debt instruments.

SIGNIFICANT FACTORS AFFECTING OUR FINANCIAL CONDITION AND RESULT OF OPERATIONS

Our business, results of operations, growth prospects, and financial condition are affected by a number of factors, including the following.

- **Ability to sustain growth and execute our growth strategies effectively**

Our revenue is primarily derived from interest income earned on loans and advances, together with processing fees and other ancillary income generated from our lending activities. Accordingly, our financial performance is closely linked to the size, composition and growth of our loan portfolio.

Our ability to grow our loan portfolio depends on several factors, including our ability to acquire new customers, retain existing customers, expand our geographic presence, deepen customer relationships, introduce new products, maintain effective distribution channels and deploy capital efficiently. Growth in our loan portfolio is also influenced by macroeconomic conditions, customer demand for credit, competitive intensity and our ability to maintain disciplined underwriting standards while scaling our operations.

Following is the details of our loan portfolio and growth in the loan portfolio:

Particulars	For the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Total Loans	5,107.51	3,298.16	2,771.27
% Growth in Loans Y-o-Y	54.86%	19.01%	11.12%

- ***Demand for Gold Loans and Other Retail Credit Products***

Gold loans constitute a significant portion of our lending business. Consequently, our operating performance is influenced by demand for gold-backed credit among retail customers, micro-enterprises and self-employed individuals.

Demand for gold loans is affected by factors such as household liquidity requirements, agricultural cash flow cycles, business working capital requirements, access to formal banking channels, prevailing gold prices and consumer confidence. Higher demand for short-term secured credit generally supports growth in our gold loan portfolio, while changes in customer borrowing behavior or increased competition may impact disbursement volumes and portfolio growth.

In addition, the performance of our other lending products, including housing finance and other retail lending products, affects the diversification and profitability of our overall portfolio.

- ***Gold Prices and Loan-to-Value Dynamics***

Gold is the primary collateral supporting our gold loan portfolio. Accordingly, fluctuations in gold prices have a direct impact on our business operations, collateral coverage and credit risk profile.

An increase in gold prices generally enhances collateral values, supports higher eligible loan amounts and may stimulate customer demand for gold loans. Conversely, a significant decline in gold prices may reduce collateral coverage and increase the risk of loan losses where customers fail to redeem pledged jewellery. Sustained volatility in gold prices may also necessitate additional monitoring, margin management and auction-related activities.

Our profitability and asset quality are therefore influenced by our ability to effectively manage collateral risks through prudent loan-to-value ("LTV") policies, portfolio monitoring and timely recovery actions.

- ***Asset Quality and Credit Risk Management***

The quality of our loan portfolio is a key determinant of our financial performance. Our results of operations are affected by our ability to originate, underwrite, monitor and recover loans while maintaining appropriate risk controls.

Factors affecting asset quality include economic conditions, borrower repayment capacity, sectoral stress, unemployment levels, inflationary pressures, agricultural income trends, business cycles and unforeseen external events. Deterioration in asset quality may result in higher delinquencies, increased non-performing assets ("NPAs"), elevated credit costs and higher impairment provisions, which could adversely affect our profitability.

Our results therefore depend significantly on the effectiveness of our credit underwriting framework, risk management practices, collection infrastructure and recovery mechanisms.

- ***Cost and Availability of Funding***

As a non-banking financial company, our business requires continuous access to diversified and cost-effective funding sources. Our profitability is materially affected by our ability to raise funds at competitive rates and maintain adequate liquidity.

Our funding profile includes borrowings from banks and financial institutions, non-convertible debentures. Changes in market liquidity, interest rates, credit spreads, investor sentiment, regulatory requirements and our credit ratings may affect the availability and cost of such funding.

An increase in borrowing costs without a corresponding increase in lending yields may adversely impact our net interest margins and profitability.

Following is the details of average yield and average cost of borrowings:

Particulars	For the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Average Yield	19.08%	22.57%	23.11%
Average Cost on Borrowings	11.53%	13.91%	13.34%

- ***Geographic Expansion and Distribution Network Effectiveness***

Our ability to expand and effectively manage our branch network and distribution channels is an important driver of our business growth and operating performance. Our branch network supports customer acquisition, loan origination, servicing and collections activities, while our distribution channels and strategic partnerships enable us to expand our reach and improve operating efficiency.

As of March 31, 2026, we operated through a network of 88 branches across 4 states and one union territory. The scale, geographic reach and productivity of our branch network are important factors influencing portfolio growth, customer acquisition and operational efficiency. In addition, the effectiveness of our customer acquisition channels, strategic partnerships and digital platforms directly impact our ability to originate loans, serve customers and expand our presence in existing and new markets.

Expansion into new geographies may require investments in infrastructure, technology and personnel before such operations achieve the desired scale and profitability.

- ***Digital Adoption and Operational Efficiency***

Technology plays an increasingly important role in customer acquisition, underwriting, servicing and collections. Our ability to leverage digital platforms and data-driven decision-making affects both growth and profitability.

Investments in technology infrastructure, automation, analytics and customer-facing digital solutions can improve operational efficiency, turnaround times and customer experience. However, failure to successfully implement technology initiatives, cybersecurity incidents, system disruptions or operational failures may adversely affect our business and reputation.

SIGNIFICANT ACCOUNTING POLICIES

1. Corporate Information:

IFL Finance Limited (formerly known as IFL Housing Finance Limited), a subsidiary of India Finsec Limited, is a public limited company incorporated in India under the provisions of the Companies Act, 2013.

The Company is registered with the Reserve Bank of India as a Non-Banking Financial Company – Investment and Credit Company (NBFC-ICC) with effect from June 26, 2025.

Previously, the Company was registered as a Housing Finance Company under Section 29A of the National Housing Bank Act, 1987 and was primarily engaged in Home Loans and Loan Against Property (LAP). In December 2020, the Company expanded into Gold Loans. Considering the strong growth potential of this segment, the Company realigned its strategic focus from April 2024 towards gold loan business.

The Company has its registered and corporate office in Delhi and operates through branches across Delhi, Rajasthan, Madhya Pradesh, Uttar Pradesh and Haryana.

2. Basis of preparation and presentation:

(a) Statement of Compliance

These restated financial statements, comprising of the Restated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024 the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity and the Restated Statement of Cash Flows of the Company for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 and the Summary of Material Accounting Policies and other explanatory information (collectively, the “Restated Financial

Information”). have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and notified under Section 133 of the Companies Act, 2013 (the “Act”). These Restated Financial Information have been prepared by the Management of the Company for the purpose of inclusion in the Draft Red Herring Prospectus (“DRHP”), Red Herring Prospectus (“RHP”) and Prospectus prepared by the Company in connection with its proposed Initial Public Offer (“IPO”) of equity shares.

The Restated Financial Information have been prepared by the Company in terms of the requirements of:

- a. the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013, and the rules made thereunder, as amended (together, the “Act”)
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”); and
- c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “Guidance Note”).

These Restated Financial Information have been compiled by the Management from:

Audited financial statement of the Company as at and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed in the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (“the Act”) along with other relevant provisions of the Act, which have been approved by the Board of Directors at their meetings held on 13.05.2026, 22.05.2025 and 28.05.2024 respectively.

The Restated Financial Information are prepared on a going concern basis, as the Management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on going concern assumptions. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

The accounting policies have been consistently applied by the Company in preparation of the Restated Financial Information and are consistent with those adopted in the preparation of financial statements for the financial year ended March 31, 2026.

These Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the Audited Ind AS Financial Statements as at and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024.

The Restated Financial Information:

- a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively as at and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the year ended March 31, 2026;
- b. do not require any adjustment for modification as there is no modification in the underlying audit reports on Audited Financial Statements for the year ended March 31, 2026, March 31, 2025 and March 31, 2024;
- c. have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

The Restated Financial Information were approved by the Company's Board of Directors and authorized for IPO on June 22nd, 2026.

The Company, being a Base Layer Non-Banking Financial Company – Investment and Credit Company (NBFC–ICC), complies with the applicable provisions of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as updated from time to time, and other relevant directions, circulars and guidelines issued by the Reserve Bank of India.

The Company has also considered the applicable provisions of the Master Direction – Non-Banking Financial Company – Financial Statements: Presentation and Disclosures Directions, 2025 and other applicable regulatory framework governing NBFCs, to the extent relevant, in the preparation and presentation of these financial statements.

(b) Presentation of restated financial information:

A summary of the significant accounting policies and other explanatory information is in accordance with the Companies (Indian Accounting Standards) Rules, 2015 as specified under Section 133 of the Companies Act, 2013 (the 'Act') including applicable Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India.

- (i) The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity have been prepared and presented in the format prescribed in the Division III of Schedule III of the Companies Act, 2013 (the 'Act'). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". All values in the financial statements are rounded to nearest millions except for shares data and unless otherwise stated.
- (ii) The Financial statements are prepared on a Going Concern basis as the management is satisfied that the company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption.
- (iii) Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis.

(c) Basis of measurement:

The restated financial information has been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the material accounting policy below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of entering into the transaction.

(d) Critical Accounting Estimates

The preparation of the Company's financial information requires the Management to make use of estimates and judgements. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based. Accounting estimates and judgements are used in various line items in the financial statements.

The impact of the change in accounting estimate is not material, hence no disclosure for the same is being presented.

(e) Recent Accounting Pronouncements

Amendments effective from April 1, 2025

(i) Ind AS 21 - The Effects of Changes in Foreign Exchange Rates

In May 2025, Ind AS 21 Amendments – Currency Exchangeability Clarifies how to assess exchangeability and determine spot rates when currencies can't be exchanged, with disclosure of impacts on performance, position, and cash flows. The Company has evaluated the impact of the said amendment and concluded that it does not have any impact on its financial statements.

(ii) Ind AS 1 - Presentation of Financial Statements

In August 2025, the MCA notified amendments relating to the classification of liabilities as current or non-current, including guidance on non-current liabilities with covenants. The amendments clarify that the right to defer

settlement must exist as at the reporting date and should be substantive. The Company has assessed the amendment and concluded that there is no impact on the classification of its current and non-current liabilities.

(iii) Ind AS 7 - Statement of Cash Flows and Ind AS 107 - Financial Instruments: Disclosures

The amendments introduce disclosure requirements for supplier finance arrangements, including details of the nature of such arrangements, carrying amounts of related liabilities, and payment terms. Additionally, such arrangements are considered in assessing concentration of liquidity risk. The Company has evaluated these amendments and determined that they do not have any impact on its financial statements.

(iv) Ind AS 12 - Income Taxes – International Tax Reform: Pillar Two Model Rules

The amendments introduce a temporary mandatory exception from the recognition of deferred taxes arising from the implementation of the Pillar Two Model Rules and require disclosure of its application. As the Company has not undertaken transactions of this nature, these amendments have no impact on its financial statements.

(f) Summary of Material Accounting Policies

This note provides a list of the Material accounting policies adopted in the preparation of this financial information. These policies have been consistently applied to all the years presented, unless otherwise stated.

i. Property, Plant and Equipment

Properties, Plant & equipment are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

The Company has chosen the cost model for recognition and this model is applied to all class of assets. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

Depreciable amount of an asset is the cost of an asset less its estimated residual value.

Depreciation on Property, Plant and Equipment other than freehold land is charged based on Written down method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013. The useful life of asset taken into consideration as per Schedule II for the purpose of calculating depreciation is as follows: -

Particulars of Property, Plant & Equipment	Useful life (in years)
Furniture & fixtures	10
Vehicles	8
Office Equipment*	5
Computers	3
Plant & Machinery	15
Building	60

**Taken at 10 years in case of those assets where management thinks fit.*

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment are determined as a difference between the sale proceeds and the carrying amount of the asset and is recognized in the profit and loss.

At the end of each reporting period, the Company reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

ii. Intangible assets and amortization thereof:

Intangible assets, representing software are initially recognized at cost and subsequently carried at cost less accumulated amortization and accumulated impairment. The intangible assets are amortized using the written down value method over a period which is the Management's estimate of its useful life. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as '*Intangible assets under development*'.

iii. Investment Property

Properties held to earn rentals and/or capital appreciation are classified as Investment properties and measured and reported at cost, including transaction costs. Subsequent to initial recognition its measured at cost less accumulated depreciation and accumulated impairment losses, if any. When the use of an existing property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

When there is a change in use of an existing property classified as investment property evidenced by commencement of owner occupation, the property is reclassified as property, plant & equipment at its carrying amount on the date of reclassification.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognised in the Statement of Profit and Loss in the same period.

iv. Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company & revenue is reliably measured.

1. Interest Income

The Company recognizes interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortized cost. EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

In case of credit-impaired financial assets, the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Delayed payment charges (penal charge and the like) levied on customers for delay in repayments/non-payment of contractual cash flows is recognized on realization.

2. Dividend

Dividend income from investments is recognised when the company's right to receive payment has been established which is generally when the shareholders approve the dividend.

3. Other revenue from Operations

The Company recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial Instruments' is applicable) based on a comprehensive assessment model as set out in Ind AS 115 '*Revenue from contracts with customers*'. The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at fair value of the consideration received or receivable.

a. Fees and Commission income

- The Company recognises initial login charges, if any, from the customers to whom sanction is not being made on realization basis.
- Bounce charges levied on customers for non-payment of instalment on the contractual date is recognised on realisation.
- Foreclosure charges are collected from loan customers for early payment/closure of loan and are recognised on realisation.

b. Net gain on fair value changes

The Company designates certain financial assets for subsequent measurement at fair value through profit or loss (FVTPL). The Company recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL on net basis in profit or loss.

c. Other operating income

The Company recognises income on recoveries of financial assets written off on realisation or when the right to receive the same without any uncertainties of recovery is established.

Fees on value added services and products are recognised on rendering of services and products to the customer.

d. Taxes

Incomes are recognised net of the goods and services tax, wherever applicable.

v. Expenditures

1. Finance Costs:

Borrowing costs on financial liabilities are recognised using the EIR [refer note no. 3.C.(i)].

2. Other Expenses:

Expenses are recognised on accrual basis net of the goods and services tax, except where credit for the input tax is not statutorily permitted.

vi. Leases

The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases using the modified retrospective approach whereby a lessee applies the new standard from the beginning of the current period. The lessee calculates the lease asset and lease liability as at the beginning of the current period and recognized an adjustment in equity at the beginning of the current period. Accordingly, a lessee will not restate its prior period financial information under this approach.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any. The right-of-use assets is amortised using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease-by-lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and re-measuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

vii. Borrowing Costs

Borrowing costs include interest expense calculated using the EIR on respective financial instruments measured at amortised cost, finance charges in respect of assets acquired on finance lease, to the extent they are regarded as an adjustment to interest costs.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial liability.

Calculation of the EIR includes all fees paid that are incremental and directly attributable to the issue of a financial liability.

While computing the capitalization rate for funds borrowed generally, an entity should exclude borrowing costs applicable to borrowings made specifically for obtaining a qualifying asset, only until the asset is ready for its intended use or sale. Borrowing costs (related to specific borrowings) that remain outstanding after the related qualifying asset is ready for intended use or for sale would subsequently be considered as part of the general borrowing costs of the entity.

viii. Financial Instruments

A financial instrument is defined as a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and other borrowings etc. are some examples of financial instruments.

All the financial instruments are recognised on the date when the Company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Company recognises the financial instruments on settlement date.

All recognized financial assets that are within the scope of Ind AS 109 are required to be subsequently measured at amortized cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

(i) Financial Assets

➤ Initial Measurement and Recognition

Financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual agreement of the instrument and are measured initially at fair value adjusted for transaction cost. Processing fees and other charges earned on or before disbursement of loan assets have been amortised over the tenure of loan in proportion to the closing principal outstanding at the end of each year.

➤ Subsequent Measurement

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

- Amortized Cost using effective interest rate method:

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate method is a method of calculating the amortised cost of financial asset and of allocating interest income over the expected life. Income is recognised in the Statement of Profit and Loss on an effective interest rate basis for financial assets other than those classified as at fair value through profit or loss (FVTPL).

EIR is determined at the initial recognition of the financial asset. EIR is subsequently updated for financial assets having floating interest rate, at the respective reset date, in accordance with the terms of the respective contract.

- Fair Value through other Comprehensive Income ("FVOCI"):

A financial asset is subsequently measured at fair value through Other Comprehensive Income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets

and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Fair Value through Profit and Loss (“FVTPL”):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

➤ **Derecognition of Financial Assets**

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or Company has transferred its right to receive cash flow from the asset.

(ii) Financial Liabilities:

➤ **Initial Measurement and Recognition**

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. Financial liabilities are classified at amortised cost. Processing fees, commission and other charges incidental to the borrowed terms loans have been amortised over the tenure of loan in proportion to the closing principal outstanding at the end of each year.

Debt Instrument: A ‘debt instrument’ here means Term loans which are measured at the amortised cost if both the following conditions are met.

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

➤ **Subsequent Measurement**

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest rate method.

➤ **Derecognition of financial liabilities**

Financial liabilities are derecognized when the obligation under the liabilities are discharged or cancelled or expires. Consequently, write back of unsettled credit balances is done on closure of the concerned liabilities or earlier based on the previous experience of Management and actual facts of each case and recognized in other Operating Revenues.

Further when an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

(iii) Offsetting of financial instrument

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on net basis, to realize the assets and settle the liabilities simultaneously.

(iv) Impairment of financial assets

The measurement of impairment losses across all categories of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk.

These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Company's Expected Credit Loss ("ECL") model comprises of number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL model that are considered accounting judgments and estimates include:

1. The classification of loan portfolio into various stages based on the number of days overdue.
2. Risk Categorization of customer based upon their Income Profile, Loan-to-Value (LTV), Age Group, CIBIL, FOIR and Mortgage type in case of Home Loans / LAP segment and Branch LTV/Audit LTV, Market LTV and DPD in case of Gold Loan segment, considered for loan loss allowance

The Company uses expected credit loss ("ECL") allowance for financial assets measured at amortized cost, which are not individually significant, and comprise of a large number of homogeneous loans that have similar characteristics. The measurement of the loss allowance in respect of loans (other than those measured at FVTPL) is based on the present value of the asset's expected cash flows using the asset's original EIR.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Based on the above process, the Company categorizes its loans into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1 -	Facilities with present credit risk is low or facilities with present credit risk is medium, and falling between zero to thirty days past due (DPD).
Stage 2 -	Facilities with present credit risk is high & falling between zero to thirty days past due (DPD). It also includes Facilities which are under-performing assets having 31 to 90 DPD, having any credit risk of low, medium or high.
Stage 3 -	Facilities with present credit risk is high or facilities with present credit risk is low or medium but are non-performing assets having greater than 90 DPD.

Being a NBFC-ICC, the company has to follow the guidelines given by the Reserve Bank of India (RBI) on Prudential norms on Asset Classification and provisioning requirement. The prudential norms prescribed by RBI do not consider the value of security for standard and substandard assets. The company provides for impairment of financial assets on the basis of the Expected Credit Loss Model or the prudential norms of RBI, whichever is higher.

ix. Income Taxes

Tax expense comprises of current tax and deferred tax.

(i) Current Tax:

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date

Current income tax relating to item recognised outside the statement of profit and loss is recognised outside profit or loss (either in other comprehensive income or equity). Current tax items are recognised in correlation to the underlying transactions either in OCI or directly in equity.

The Company opted to pay tax under section 115BAA of the Income Tax Act, 1961, consequently the provision of Section 115JB of the Income Tax Act, 1961 pertaining to MAT is not applicable.

(ii) Deferred Tax:

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amounts.

Deferred income tax is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date. Deferred tax asset/liability is measured at the tax rates that are expected to be applied to the period when the asset is realized or the liability is settled.

x. Goods and Services Input Tax Credit

Goods and Services Input tax credit is accounted for in the books in the period in which the supply of goods or service received is accounted and when there is no uncertainty in availing/utilising the credits.

xi. Employee Benefits

(i) Short-term employee benefits

- (a) Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.
- (b) Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee including expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

(ii) Post-employment benefits

➤ Defined Contribution Plan

- a. **Provident Fund:** The Company contributes to a government administered Provident Fund in accordance with the provisions of Employees Provident Fund Act. The Amount contributed is recognized as an expense in the period in which the services are rendered by the employees
- b. **Employee State Insurance:** The Company contributes certain amount to Employee state Insurance as per the provisions of the Employee state insurance act and is recognized as an expense in the period in which the services are rendered by the employees

➤ Defined Benefit Plan

- a. **Gratuity:** The Company's Gratuity liability under the Payment of Gratuity Act, 1972 is determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in 'Employee Benefits Expense' in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in Other Comprehensive Income net of tax. These are included in 'Retained Earnings' in the Statement of Changes in Equity. Further Junior Collection Staff employed in the states of Rajasthan and Madhya Pradesh have been excluded in calculation of actuarial valuation of Gratuity as their tenure of employment is less than 5 years.

- b. **Leave encashment:** The Company has adopted a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences i.e. paid leave is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected

unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

xii. Provisions, contingent liabilities and contingent assets

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Contingent Assets and Contingent Liabilities are not recognized in the Ind AS financial statements.

Company's policy is to carry adequate amounts towards Provision for Standard Assets, Non-Performing Assets (NPAs) and other contingencies. All loans and other credit exposures where the instalments are overdue for more than ninety days are classified as NPAs in accordance with the prudential norms prescribed under Master Direction issued by RBI. The provisioning policy of Company covers the minimum provisioning required as per the Master Direction.

Provisions are established on a collective basis against loan assets classified as "Standard" to absorb credit losses on the aggregate exposures in each of the loan portfolios based on the Master Direction. A higher non-performing asset provision may be made based upon an analysis of past performance, level of allowance already in place and Management's judgment. This estimate includes consideration of economic and business conditions. The amount of the allowance for credit losses is the amount that is required to establish a balance in the Provision for Non-Performing Assets Account that management consider adequate, after consideration of the prescribed minimum requirement under the Master Direction.

xiii. Earnings per Share ("EPS")

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the Ind AS financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit/ (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

xiv. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short -term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts if they are considered an integral part of the Company's cash management.

xv. Statement of Cash flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- (a) Changes during the period in operating receivables and payables transactions of a non-cash nature;
- (b) Non-cash items such as depreciation, impairment, deferred taxes; and

(c) All other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

xvi. Event After the reporting period

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2. Recent Pronouncement

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the period ended December 31, 2025, MCA has notified amendments to the existing standards, and if any applicable to the company, have been complied by the company.

NON-GAAP MEASURES

Earnings before Interest, Taxes, Depreciation and Amortization Expenses (EBITDA)/ EBITDA Margin/ / Interest Coverage Ratio / Net Debt to EBITDA ratio / Return on Capital Employed / Return on Equity.

In addition to our results determined in accordance with Ind AS, we believe the following non-GAAP measures are useful to investors in evaluating our operating performance and liquidity. We use the following non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively with financial measures disclosed in the financial statements prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, our management does not consider these non-GAAP measures in isolation or as an alternative to financial measures.

EBITDA, EBITDA margin, interest coverage ratio, net debt to EBITDA ratio, return on capital employed and return on equity (**Non-GAAP Measures**) presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, EBITDA is not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the periods or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or US GAAP.

In addition, Non-GAAP Measures are not standardized terms, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measure differently from us, limiting its usefulness as a comparative metric. Although Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company’s operating performance. See “*Risk Factors – 62 - Certain non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies*” on page 58.

EBITDA and EBITDA Margin

(₹ million, unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Profit for the period/Year (I)	216.30	181.26	121.48
Other income (II)	10.94	2.59	4.40
Finance costs (III)	331.97	257.53	234.64
Depreciation and amortisation expense (IV)	30.88	25.77	20.86
Total tax expense (V)	77.06	57.92	39.00

EBITDA (VI = (I-II) + (III+IV+V))	645.27	519.89	411.58
Revenue from operations (VII)	846.09	711.12	633.35
EBITDA Margin (%) (VI/VII)	76.26%	73.11%	64.98%

Interest coverage ratio

(₹ million, unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Profit for the period/Year (I)	216.30	181.26	121.48
Other income (II)	10.94	2.59	4.40
Finance costs (III)	331.97	257.53	234.64
Total tax expense (IV)	77.06	57.92	39.00
EBIT (V=(I-II)+(III+IV))	614.39	494.12	390.72
Finance Cost (VI)	331.97	257.53	234.64
Interest coverage ratio (times) (V/VI)	1.85	1.92	1.67

Net Debt to Equity Ratio

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Borrowings (other than debt securities) (I)	2,466.72	1,877.96	1,824.19
Debt securities (II)	1,415.43	-	-
Total Debt (V = (I+II) - III- IV)	3,882.15	1,877.96	1,824.19
Equity Share Capital (VI)	847.58	847.58	659.23
Other Equity (VII)	966.20	749.85	411.13
Total Equity (VIII = VI+VII)	1,813.78	1,597.43	1,070.36
Debt to Equity ratio (V / VIII)	2.14	1.18	1.70

Return on capital employed

(₹ million, unless otherwise stated)

Particulars	As on and for the year ended March 31, 2026	As on and for the year ended March 31, 2025	As on and for the year ended March 31, 2024
Equity Share Capital (I)	847.58	847.58	659.23
Other Equity (II)	966.20	749.85	411.13
Total Equity (III = I+II)	1,813.78	1,597.43	1,070.36
Borrowings (other than debt securities) (IV)	1,415.43	-	-
Debt securities (V)	2,466.72	1,877.96	1,824.19
Capital Employed (VI = III+IV+V))	5,695.93	3,475.39	2,894.55
Profit for the period/Year (VIII)	216.30	181.26	121.48
Other income (IX)	10.94	2.59	4.40
Finance costs (X)	331.97	257.53	234.64
Total tax expense (XI)	77.06	57.92	39.00
EBIT (XII = (VIII-IX) + (X+XI))	614.39	494.12	390.72
Return on capital employed (%) (XII/VII)	10.79%	14.22%	13.50%

Return on Equity

(₹ million, unless otherwise stated)

Particulars	As on and for the year ended March 31, 2026	As on and for the year ended March 31, 2025	As on and for the year ended March 31, 2024
Equity Share Capital (I)	847.58	847.58	659.23

Other Equity (II)**	966.20	749.85	411.13
Total Equity (III = I+II)	1,813.78	1,597.43	1,070.36
Profit for the period/Year (V)	216.30	181.26	121.48
Return on Equity (%) (V/IV)	11.92%	11.35%	11.35%

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Revenue from operations

Our Revenue from operations comprises of Interest Income on Loan Portfolio, Fees and Commission income and other income from Operations.

Interest Income

Interest income is the largest contributor to our revenue from operations. We derive interest income from our loan portfolio which majorly includes Gold Loans and Home Loans.

Fees and Commission Income

Our fees and commission income comprise (i) loan servicing fees and other charges such as cheque dishonour charges; (ii) foreclosure charges on loans; (iii) fees on value added services and products (iv) other fee and commission income.

Other Income from Operations

Other income from operations includes recoveries from NPAs, writing off amounts of auction refund and other miscellaneous income.

Other income

Other income primarily comprises (i) Gain on investment and (ii) Advertisement Income on website and (iii) Rental income and (iv) miscellaneous income.

Expenses

Our expenses comprise (i) Finance costs, (ii) Impairment of financial instruments, (iii) Operating Expenses

Finance costs

Our finance costs primarily comprise (i) Interest on borrowings other than securities (ii) Interest on Debt Securities comprising of non-convertible debentures (iii) Interest expense on lease liabilities, (iv) Depreciation and amortization of fair value adjustments (v) Debt Syndication Charges and (vi) Bank Charges.

Impairment of financial instruments

Impairment on financial instruments includes (i) impairment loss allowance on loans (Stage 1 and Stage 2) measured at amortised cost and at fair value through other comprehensive income ("FVTOCI"), (ii) impairment loss allowance on loans (Stage 3) at amortised cost, and (iii) impairment on other financial assets. Impairment allowance on loans is calculated based on expected credit losses ("ECL") on Stage 1, Stage 2 and Stage 3 Loans and loan commitments. ECL is calculated based on probability of default, exposure at default and loss given default.

Operating Expenses

Operating Expenses comprise (a) employee benefits expenses, (b) depreciation, amortisation and impairment and (c) other expenses.

Employee benefits expense

Employee benefit expenses comprise salaries and wages, contribution to provident fund and others, share based payment to employees, and staff welfare expenses.

Depreciation and amortisation expense

Depreciation and amortization expense comprises (i) depreciation expenses on (a) property, plant and equipment (b) on right of assets, and (c) investment property and (ii) amortisation expenses on other intangible assets.

Other expenses

Other expenses comprise primarily software expenses, rent, insurance, professional fees, fee and subscriptions, donation, conveyance repair and maintenance and other expenses.

RESULTS OF OPERATIONS

The following table provides certain information with respect to our results of operations for Fiscal 2026, Fiscal 2025 and Fiscal 2024 from our Restated Financial Information and each item as a percentage of total income for the periods indicated.

Particulars	For the year ended March 31, 2026		For the year ended March 31, 2025		For the year ended March 31, 2024	
	Amount	(%) of Total Income	Amount	(%) of Total Income	Amount	(%) of Total Income
Revenue from Operations						
Interest income	801.77	93.55%	685.08	95.99%	608.36	95.39%
Fees and Commission income	39.42	4.60%	21.32	2.99%	19.55	3.07%
Other income from operations	4.90	0.57%	4.72	0.66%	5.44	0.85%
Total Revenue from Operations	846.09	98.72%	711.12	99.64%	633.35	99.31%
Other income	10.94	1.28%	2.59	0.36%	4.40	0.69%
Total Income (I + II)	857.03	100.00%	713.71	100.00%	637.75	100.00%
Expenses						
Finance costs	331.97	38.73%	257.53	36.08%	234.64	36.79%
Impairment of financial instruments	5.19	0.61%	-	0.00%	4.88	0.77%
Employee benefits expenses	147.79	17.24%	133.73	18.74%	143.74	22.54%
Depreciation and amortisation expenses	30.88	3.60%	25.77	3.61%	20.86	3.27%
Other expenses	47.84	5.58%	57.50	8.06%	73.15	11.47%
Total Expenses	563.67	65.77%	474.53	66.49%	477.27	74.84%
Profit / (loss) before exceptional items and taxes (III - IV)	293.36	34.23%	239.18	33.51%	160.48	25.16%
Exceptional Items						
Profit before taxes	293.36	34.23%	239.18	33.51%	160.48	25.16%
Tax Expense						
Current tax	74.89	8.74%	53.39	7.48%	40.80	6.40%
Deferred tax	0.40	0.05%	4.53	0.63%	(1.80)	-0.28%
Adjustments relating to prior years	1.77	0.21%	-	0.00%	-	0.00%
Net tax expenses	77.06	8.99%	57.92	8.12%	39.00	6.12%
Profit for the year (VIII - IX)	216.30	25.24%	181.26	25.40%	121.48	19.05%
Other comprehensive income						
Items that will not be reclassified to profit or loss						
-Remeasurements of Defined Benefit Obligation	0.39	0.05%	(0.18)	0.03%	0.08	0.01%
Income tax relating to items that will not be reclassified to profit or loss	(0.10)	-0.01%	0.05	0.01%	(0.02)	0.00%
Total Other Comprehensive Income (A+B)	0.29	0.03%	(0.13)	-0.02%	0.06	0.01%
Total Comprehensive Income (XI+XII)	216.59	25.27%	181.13	25.38%	121.54	19.06%

FISCAL 2026 COMPARED TO FISCAL 2025

Total Income

Our total income increased by 20.08 % from ₹ 713.71 million in Fiscal 2025 to ₹ 857.03 million in Fiscal 2026, primarily due to an increase in our revenue from operations and Other income.

Revenue from operations

Our revenue from operations increased by 18.98% from ₹ 711.12 million in Fiscal 2025 to ₹ 846.09 million in Fiscal 2026 due to the following factors:

- (i) Increase in interest income on loan by 17.03% from ₹ 685.08 million in Fiscal 2025 to ₹ 801.77 million in Fiscal 2026. This increase is primarily on account of disbursement of additional loans. Our Loan portfolio has increased by 54.86% from 3,298.16 million as on March 31, 2025 to 5,107.51 million as on March 31, 2026.
- (ii) Increase in Fees and Commission income by 84.90% from ₹ 21.32 million in Fiscal 2025 to ₹ 39.42 million in fiscal 2026. This is primarily on account of processing fees for gold loans.

Other income

Our other income increased by 322.39% from ₹ 2.59 million in Fiscal 2025 to ₹ 10.94 million in Fiscal 2026 primarily due to an increase in our gain on Investments, advertisement income and other misc. income and unwinding of interest income on security.

Total expenses

Our total expenses increased by 18.78% from ₹ 474.53 million in Fiscal 2025 to ₹ 563.67 million in Fiscal 2026 primarily due to an increase in finance costs, impairment of financial instruments, employee benefits expenses, depreciation and amortisation expenses and other expenses.

Finance costs

Our finance costs increased by 29.79% from ₹255.79 million in Fiscal 2025 to ₹331.97 million in Fiscal 2026. The increase was primarily attributable to higher borrowings undertaken during Fiscal 2026 to support the growth of our lending operations and expansion of our loan portfolio. During the year, we availed additional credit facilities from banks and financial institutions and also raised funds through the issuance of non-convertible debentures ("NCDs") for onward lending purposes. The increase in the average borrowing base during Fiscal 2026 resulted in a corresponding increase in interest expenses and other borrowing-related costs, leading to the overall increase in finance costs.

Employee benefits expense

Our employee benefits expense increased by 10.51% from ₹133.73 million in Fiscal 2025 to ₹147.79 million in Fiscal 2026. This increase was primarily attributable to higher salaries and wages resulting from annual employee increments and workforce expansion undertaken to support the growth of our operations. During Fiscal 2026, we added personnel across various functions, including at newly established branches, as part of our branch network expansion strategy. Consequently, the increase in employee headcount and compensation costs led to a corresponding increase in employee benefits expense during the year.

Impairment on financial instruments

Our impairment on financial instruments increased from nil in Fiscal 2025 to ₹5.19 million in Fiscal 2026. The impairment expense recorded during Fiscal 2026 was primarily attributable to the recognition of expected credit loss provisions on our financial assets in accordance with applicable accounting standards.

Depreciation amortisation and impairment expense

Our depreciation and amortisation expense increased by 19.83% from ₹25.77 million in Fiscal 2025 to ₹30.88 million in Fiscal 2026. The increase was primarily attributable to the capitalization of fixed assets during Fiscal 2026 in connection with the expansion of our operations and branch network. In addition, a significant portion of the capitalization during the year related to right-of-use ("ROU") assets recognised pursuant to lease arrangements. Consequently, the increase in

the gross carrying value of depreciable assets resulted in higher depreciation and amortisation expense during Fiscal 2026.

Other expenses

Other expenses decreased by 16.80% from ₹ 57.50 million in Fiscal 2025 to ₹ 47.84 million in Fiscal 2026 primarily due to decrease in professional, legal and technical charges, advertisement expenses, conveyance expenses software expenses and other expenses.

Profit before tax

On account of the foregoing factors, our profit before tax increased by 22.65% from ₹ 239.18 million in Fiscal 2025 to ₹ 293.36 million in Fiscal 2026.

Tax expenses

Total tax expense increased by 33.05%, from ₹ 57.92 million in Fiscal 2025 to ₹ 77.06 million in Fiscal 2026, primarily due to a increase in the profit before tax driven by the factors discussed above.

Profit for the year ended

As a result of the foregoing factors, our profit for the period increased by 19.33% from ₹ 181.26 million in Fiscal 2025 to ₹ 216.30 million in Fiscal 2026.

FISCAL 2025 COMPARED TO FISCAL 2024

Total Revenue

Our total income increased by 11.91% from ₹ 637.75 million in Fiscal 2024 to ₹ 713.71 million in Fiscal 2025, primarily due to an increase in (i) interest income and (ii) fees and commission income and (iii) Other income from operations.

Revenue from operations

Our revenue from operations increased by 12.28% from ₹ 633.35 million in Fiscal 2024 to ₹ 711.12 million in Fiscal 2025 due to an increase in:

- (i) Interest income by 12.61% from ₹ 608.36 million in Fiscal 2024 to ₹ 685.08 million in Fiscal 2025 due to increase in our gold loan portfolio. As on March 31, 2025 our total loan portfolio stood at ₹ 3,298.16 million as against ₹ 2,771.27 million on March 31, 2024.
- (ii) Fees and commission income increased by 9.05% from ₹ 19.55 million in Fiscal 2024 to ₹ 21.32 million in Fiscal 2025 due to increase in processing fees-gold loan, cheque bounce charges and foreclosure charges.

Other income

Our other income is decreased to ₹ 2.59 million in Fiscal 2025 from ₹ 4.40 million in Fiscal 2024 primarily due significant decrease in advertisement income to ₹ 3.41 million in Fiscal 2024 from ₹ 0.29 million in Fiscal 2025.

Total expenses

Our total expenses decreased by 0.57% from ₹ 477.27 million in Fiscal 2024 to ₹ 474.53 million in Fiscal 2025 primarily due to decrease in employee benefits expenses and other expenses.

Finance costs

Our finance costs increased by 9.76% from ₹ 234.64 million in Fiscal 2024 to ₹ 257.53 million in Fiscal 2025. This increase was primarily due to additional borrowings availed by the Company and increase in interest expense on lease liabilities.

Impairment on financial instruments

Our impairment on financial instruments decreased from ₹4.88 million in Fiscal 2024 to nil in Fiscal 2025. The impairment expense recorded during Fiscal 2024 was primarily attributable to the recognition of expected credit loss

provisions on our financial assets in accordance with applicable accounting standards. No such recognition was done in fiscal 2025.

Employee benefits expense

Our employee benefits expense decreased by 6.96% from ₹ 143.74 million in Fiscal 2024 to ₹ 133.73 million in Fiscal 2024 primarily due to decrease in salaries and wages from ₹ 126.30 million to ₹ 115.53 million, and an decrease in contribution to provident fund and other funds and staff welfare expenses.

Depreciation and Amortization expense

Depreciation and Amortization expense increased by 23.54% from ₹ 20.86 million in Fiscal 2024 to ₹ 25.77 million in Fiscal 2025. The increase was primarily attributable to the capitalization of fixed assets during Fiscal 2025 in connection with the expansion of our operations and branch network. In addition, a significant portion of the capitalization during the year related to right-of-use ("ROU") assets recognised pursuant to lease arrangements. Consequently, the increase in the gross carrying value of depreciable assets resulted in higher depreciation and amortisation expense during Fiscal 2025.

Other expenses

Other expenses decreased by 21.39% from ₹ 73.15 million in Fiscal 2024 to ₹ 57.50 million in Fiscal 2025. This is primarily due to decrease in overhead expenses such as repairs and maintenance, conveyance expenses, legal and technical charges.

Profit before tax

On account of the foregoing factors, our profit before tax increased by 49.04% from ₹ 160.48 million in Fiscal 2024 to ₹ 239.18 million in Fiscal 2025.

Tax expenses

Total tax expense increased by 48.51%, from ₹ 39.00 million in Fiscal 2024 to ₹ 57.92 million in Fiscal 2025, due to increase in profitability of the Company.

Profit for the period

On account of the foregoing factors, our profit for the period increased by 49.21% from ₹ 121.48million in Fiscal 2024 to ₹ 181.26 million in Fiscal 2025.

Selected Restated Statement of Assets and Liabilities

Assets

The following table sets forth the principal components of our assets as of the dates indicated:

	(₹ in million)		
Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
ASSETS			
Financial assets			
Cash and cash equivalents	563.44	113.56	21.78
Bank balances other than (a) above	25.93	39.39	89.39
Loans	5,107.51	3,298.16	2,771.27
Other financial assets	14.03	21.21	13.50
Total Financial assets	5,710.91	3,472.32	2,895.94
Non-financial assets			
Deferred tax assets (net)	14.58	15.08	19.56
Property, Plant and Equipment	22.63	19.32	15.44
Right to use assets	112.33	86.58	62.10
Investment Property	11.28	11.86	-

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Intangible assets under development	-	-	-
Other intangible assets	8.27	9.75	9.28
Other non-financial assets	9.75	3.69	2.84
Total non-financial assets	178.84	146.28	109.22
Total assets	5,889.75	3,618.60	3,005.16

As of March 31, 2026 we had total assets of ₹ 5,889.75 million compared to ₹ 3,618.60 million as of March 31, 2025 and ₹ 3,005.16 million as of March 31, 2024. The increase in our total assets was primarily on account of growth in line with the increase in our overall business operations.

Financial assets

Cash and cash equivalents

Our cash and cash equivalents were ₹563.44 million as of March 31, 2026, ₹113.56 million as of March 31, 2025, ₹ 21.78 million as of March 31, 2024. The increases from March 31, 2024 to March 31, 2025 and further to March 31, 2026 were primarily due to a increase in balance with banks in bank deposits (with original maturity of less than 3 months) from ₹ “Nil” million as of March 31, 2025, and to ₹290.00 million as of March 31, 2026. Further, the increase in cash and cash equivalents from March 31, 2024 to March 2025 and further as of March 31, 2026 was attributable to an increase in balance with banks in current accounts. Our balance with banks in current accounts was ₹ 260.44 million as of March 31, 2026, ₹ 67.35 million as of March 31, 2025, ₹3.01 million as of March 31, 2024. Additionally, these increases were driven by operating cash flows, proceeds from additional borrowings and liquidity management undertaken to support the expansion of our loan portfolio and to meet our funding and operational requirements.

Bank balances other than (a) above

Bank balances other than cash and cash equivalents decreased from ₹39.39 million as of March 31, 2025 to ₹25.93 million as of March 31, 2026, primarily due to a reduction in fixed deposits maintained under lien with banks. This was partially offset by the placement of unencumbered fixed deposits amounting to ₹25.55 million as of March 31, 2026. The decrease from ₹89.39 million as of March 31, 2024 to ₹39.39 million as of March 31, 2025 was primarily attributable to a reduction in fixed deposits maintained under lien with banks.

Loans

Our loans at amortised cost increased by ₹526.89 million, or from ₹2,771.27 million as at March 31, 2024 to ₹3,298.16 million as at March 31, 2025, primarily driven by growth in the gold loan portfolio, which increased to ₹2,105.21 million from ₹1,156.92 million, partially offset by a reduction in home loans and loans against property. Further, net loans increased by ₹1,809.35 million, or to ₹5,107.51 million as at March 31, 2026 from ₹3,298.16 million as at March 31, 2025, mainly due to a significant increase in loans against gold jewellery to ₹4,350.78 million from ₹2,105.21 million, despite a decline in home loans and loans against property. Consequently, net loans at amortised cost stood at ₹5,107.51 million as at March 31, 2026.

Other financial assets

Further, our Other financial assets increased by ₹7.68 million, from ₹13.50 million as at March 31, 2024 to ₹21.21 million as at March 31, 2025, primarily due to an increase in other financial assets to ₹8.85 million from ₹1.59 million and an increase in security deposits on rent at amortised cost to ₹5.75 million from ₹4.65 million, partially offset by a decrease in cash collateral (deposits) to ₹2.06 million from ₹3.56 million. Thereafter, other financial assets decreased by ₹7.18 million, to ₹14.03 million as at March 31, 2026 from ₹21.21 million as at March 31, 2025, mainly on account of a reduction in other financial assets to ₹3.81 million from ₹8.85 million, a decrease in accrued interest on fixed deposits to ₹3.05 million from ₹4.37 million, and a decline in cash collateral (deposits) to ₹0.46 million from ₹2.06 million. This decrease was partially offset by the recognition of fair value of security deposits on rent under Ind AS amounting to ₹2.43 million and security deposits (others) amounting to ₹0.29 million during Fiscal 2026. Consequently, other financial assets stood at ₹14.03 million as at March 31, 2026.

Non- Financial assets

Deferred tax assets (net)

The deferred tax assets (net) of the Company decreased from ₹19.56 million as at March 31, 2024 to ₹15.08 million as at March 31, 2025, primarily due to deferred tax expense of ₹4.53 million recognized in the statement of profit and loss, partially offset by deferred tax income of ₹0.05 million recognized in other comprehensive income. Further, deferred tax assets (net) decreased marginally to ₹14.58 million as at March 31, 2026 from ₹15.08 million as at March

31, 2025, mainly on account of deferred tax expense of ₹0.40 million recognized in the statement of profit and loss and deferred tax expense of ₹0.10 million recognized in other comprehensive income. Consequently, the deferred tax assets (net) stood at ₹14.58 million as at March 31, 2026.

Property, Plant and Equipment

Property, plant and equipment increased from ₹15.44 million as of March 31, 2024 to ₹19.32 million as of March 31, 2025, and further to ₹22.63 million as of March 31, 2026. The increase was primarily attributable to additions to fixed assets during the respective periods, partially offset by depreciation charged thereon.

ROU asset

Right-of-use assets increased by 39.41% from ₹62.10 million as of March 31, 2024 to ₹86.58 million as of March 31, 2025, primarily due to additions to leased office premises amounting to ₹39.97 million during Fiscal 2025, partially offset by depreciation recognised on such assets.

Right-of-use assets further increased by 29.75% from ₹86.58 million as of March 31, 2025 to ₹112.33 million as of March 31, 2026, primarily due to additional leased office premises recognised during Fiscal 2026, resulting in additions of ₹44.57 million, partially offset by depreciation charged during the year.

Investment Property

Investment property increased from nil as of March 31, 2024 to ₹11.86 million as of March 31, 2025, primarily due to the acquisition/recognition of a residential flat classified as investment property during Fiscal 2025.

Investment property marginally decreased from ₹11.86 million as of March 31, 2025 to ₹11.28 million as of March 31, 2026, primarily due to depreciation of ₹0.58 million recognised during Fiscal 2026.

Other Intangible Assets

Other intangible assets increased by 5.07% from ₹9.28 million as of March 31, 2024 to ₹9.75 million as of March 31, 2025, primarily due to additions to software assets amounting to ₹3.49 million during Fiscal 2025, partially offset by amortisation.

Other intangible assets decreased by 15.21% from ₹9.75 million as of March 31, 2025 to ₹8.27 million as of March 31, 2026, primarily due to amortisation exceeding additions during the year. While software additions amounted to ₹1.99 million during Fiscal 2026, the carrying value decreased as a result of amortisation of ₹3.46 million.

Other Non-Financial Assets

Other non-financial assets increased by 30.00% from ₹2.84 million as of March 31, 2024 to ₹3.69 million as of March 31, 2025, primarily due to an increase in balances with statutory authorities and prepaid expenses.

Other non-financial assets further increased by 164.37% from ₹3.69 million as of March 31, 2025 to ₹9.75 million as of March 31, 2026, primarily due to an increase in other advances amounting to ₹5.69 million, along with increases in balances with statutory authorities and prepaid expenses.

(₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
LIABILITIES			
Financial liabilities			
Trade payables			
(i) Trade payables			
Total outstanding dues of MSMEs	0.44	0.41	0.19
Total outstanding dues of creditors other than MSMEs	0.12	0.10	0.09
(ii) Other payables			
Total outstanding dues of MSMEs	-	-	-
Total outstanding dues of creditors other than MSMEs	-	-	-
Debt Securities	1,415.43	-	-
Borrowings (other than debt securities)	2,466.72	1,877.96	1,824.19
Lease liabilities	129.05	99.31	71.23
Other financial liabilities	29.21	21.60	20.86
Total Financial Liabilities	4,040.97	1,999.38	1,916.56

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Non-Financial Liabilities			
Current tax liabilities	17.94	9.59	10.15
Provisions	11.58	6.46	4.27
Other non-financial liabilities	5.48	5.74	3.82
Total Non- Financial Liabilities	35.00	21.79	18.24
Equity			
Equity Share Capital	847.58	847.58	659.23
Other equity	966.20	749.85	411.13
Total Equity	1,813.78	1,597.43	1,070.36
Total Liabilities and Equity	5,889.75	3,618.60	3,005.16

As of March 31, 2026, we had total equity and liabilities of ₹5,889.75 million, compared to ₹3,618.60 million as of March 31, 2025, ₹3,005.16 million as of March 31, 2024. The increase in our total equity and liabilities was primarily on account of debt securities, borrowings (other than debt securities) and other equity primarily comprising retention of earnings during these years.

Financial liabilities

Trade Payables

Trade payables increased from ₹0.28 million as of March 31, 2024 to ₹0.51 million as of March 31, 2025, and further to ₹0.56 million as of March 31, 2026 primarily due to an increase in outstanding payables to vendors and service providers in the ordinary course of business.

Debt Securities

Debt securities increased from nil as of March 31, 2024 and March 31, 2025 to ₹1,415.43 million as of March 31, 2026, primarily due to the issuance of non-convertible debentures during Fiscal 2026 to support the growth of our lending operations and loan portfolio.

Borrowings (other than debt securities)

Borrowings (other than debt securities) increased by 2.95% from ₹1,824.19 million as of March 31, 2024 to ₹1,877.96 million as of March 31, 2025, primarily due to additional borrowings availed to support business growth.

Borrowings further increased by 31.35% from ₹1,877.96 million as of March 31, 2025 to ₹2,466.72 million as of March 31, 2026, primarily due to additional loan facilities obtained from banks and financial institutions for onward lending and expansion of the loan book.

Lease liabilities

Lease liabilities increased by 39.43% from ₹71.23 million as of March 31, 2024 to ₹99.31 million as of March 31, 2025, primarily due to the recognition of additional lease arrangements during the year. Lease liabilities further increased by 29.95% from ₹99.31 million as of March 31, 2025 to ₹129.05 million as of March 31, 2026, primarily due to new lease agreements entered into for branch and office premises.

Other Financial Liabilities

Our other financial liabilities stood at ₹ 29.21 million as of March 31, 2026, representing an increase from ₹ 21.60 million as of March 31, 2025, and ₹ 20.86 million as of March 31, 2024. This recent growth was primarily driven by an increase in interest accrued but not due on borrowings to ₹ 10.13 million in fiscal 2026 (compared to ₹ 8.98 million in fiscal 2025 and ₹ 7.67 million in fiscal 2024), alongside the introduction of interest accrued but not due on non-convertible debentures amounting to ₹ 5.10 million in fiscal 2026. Meanwhile, expenses payable remained relatively stable across the period, recorded at ₹ 12.69 million, ₹12.16 million, and ₹12.61million for the financial years ended March 31, 2026, 2025, and 2024, respectively, while other payables increased slightly to ₹1.24 million in fiscal 2026 from ₹ 0.46 million in fiscal 2025 and ₹ 0.58 million in fiscal 2024.

Non - Financial liabilities

Current Tax liabilities

Our net current tax liability was ₹17.94 million as of March 31, 2026, compared to ₹9.59 million as of March 31, 2025, and ₹10.15 million as of March 31, 2024. This increase in fiscal 2026 was primarily due to a rise in the current tax provision to ₹74.89 million from ₹53.39 million in fiscal 2025 and ₹40.80 million in fiscal 2024, reflecting growth in taxable income, which was partially offset by advance tax and tax deducted at source (TDS) amounting to ₹56.95 million, ₹43.80 million, and ₹30.65 million for the respective financial years ended March 31, 2026, 2025, and 2024.

Provisions

Our total provisions increased to ₹11.58 million as of March 31, 2026, from ₹6.46 million as of March 31, 2025, and ₹4.27 million as of March 31, 2024, primarily driven by a continuous rise in employee benefit provisions with gratuity reaching ₹7.22 million and leave encashment at ₹1.08 million in fiscal 2026 alongside the introduction of a provision for expenses amounting to ₹3.28 million in fiscal 2026.

Other non-financial liabilities

Our other non-financial liabilities stood at ₹5.48 million as of March 31, 2026, compared to ₹5.74 million as of March 31, 2025, and ₹3.82 million as of March 31, 2024; this movement reflects an increase in payables to statutory authorities to ₹5.48 million in fiscal 2026 from ₹4.75 million in fiscal 2025, which completely offset the decrease in advance received on loans which dropped to nil from ₹0.99 million over the same period.

Liquidity and capital resources

As on March 31, 2026, our Company had a sum of ₹ 563.44 million in cash and cash equivalents (balance with banks in current accounts including cash). Historically, our Company has been able to finance the growth of our business through the funds generated from our operations, debt facilities from banks, funds raised through the issue of non-convertible debentures.

We regularly monitor our funding levels to ensure that we are able to satisfy the requirements for loan disbursements and maturity of our liabilities. All our loan agreements and debentures contain a number of covenants including financial covenants. For details, see “*Financial Indebtedness*” on page 352 and “*Risk Factors 56 - We had borrowings of ₹3,882.15 million as at March 31, 2026. Our financing arrangements provide certain conditions and restrictions, and non-compliance could adversely affect our business, results of operations and financial condition.*” on page 56.

DISCUSSION ON THE STATEMENT OF CASHFLOWS

The following table sets forth certain information concerning our cash flows for Fiscal 2026, Fiscal 2025 and Fiscal 2024:

	(₹ in million)		
Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net cash flow from operating activities (A)	(1,526.14)	(305.91)	(129.99)
Net cash from investing activities (B)	3.93	29.40	0.28
Net cash flow from financing activities (C)	1,972.09	368.28	107.70
Net increase/(decrease) in cash and cash equivalents (A+B+C)	449.89	91.77	(22.01)

Cash flow from operating activities

Fiscal 2026

In Fiscal 2026, net cash used from operating activities was ₹ 1,526.14 million. This comprised of the profit before tax of ₹ 293.36 million, which was primarily adjusted for depreciation and amortization expenses of ₹ 30.88 million., and increase in loans and advances which accounted for ₹1,803.75 million and taxes paid amounting to ₹ 68.31 million.

Fiscal 2025

In Fiscal 2025, net cash used from operating activities was ₹ 305.91 million. This comprised of the profit before tax of ₹ 239.18 million, which was primarily adjusted for depreciation and amortization expenses of ₹ 25.77 which was primarily adjusted for working capital changes. We also paid an income tax of ₹ 53.94 million.

Fiscal 2024

In Fiscal 2024, net cash used from operating activities was ₹ 129.99 million. This comprised of the profit before tax of ₹ 160.48 million, which was primarily adjusted for depreciation and amortization expenses of ₹ 20.86 which was

primarily adjusted for working capital changes. We also paid an income tax of ₹ 39.33 million.

Cash flow from investing activities

Fiscal 2026

Net cash flow generated in investing activities in Fiscal 2026, was ₹ 3.93 million which comprised primarily purchase of property, plant and equipment of ₹ (13.36) million, Changes Bank Balance other than Cash & Cash Equivalents of ₹ 13.46 million and Interest Earned on Fixed Deposits ₹ 3.82 million.

Fiscal 2025

Net cash flow generated in investing activities in Fiscal 2025, was ₹ 29.40 million which comprised primarily purchase of property, plant and equipment of ₹ 26.48 million Changes Bank Balance other than Cash & Cash Equivalents of ₹ 50.00 million and Interest Earned on Fixed Deposits ₹ 5.88 million.

Fiscal 2024

Net cash flow generated in investing activities in Fiscal 2024, was ₹ 0.28 million which comprised primarily purchase of property, plant and equipment of ₹ 8.28 million and Interest Earned on Fixed Deposits ₹ 8.45 million. Further, we have sold investments of ₹ 10.00 million and recorded gain on investment at FVTPL of ₹1.25 million.

Cash flow from financing activities

Fiscal 2026

Net cash flow generated from financing activities in Fiscal 2026 was ₹ 1,972.09 million comprising primarily proceeds from (i) borrowings of ₹ 594.08 million. (ii) interest payout on lease liabilities of ₹ 11.31 million, (iii) rent paid of ₹ 26.11 million and which was partially offset by increase in issue of non-convertible debentures by 1,415.43 million.

Fiscal 2025

Net cash flow generated from financing activities in Fiscal 2025 was ₹ 368.28 million comprising primarily proceeds from (i) the rights issue of equity shares and premium on the rights issue of equity shares of ₹ 345.76 million. (ii) interest on lease liabilities of ₹ 8.42 million, rent paid of ₹ 20.31 million and increase in borrowings by 51.25 million.

Fiscal 2024

Net cash flow from generated financing activities in Fiscal 2023 was ₹ 107.70 million comprising primarily proceeds from the borrowings amounting to ₹ 129.02 million, interest expense on lease liabilities of ₹ (6.36) million and rent paid of ₹ (14.96) million.

Indebtedness

As of March 31, 2026, we had total borrowings of ₹3,882.15 million, which consisted of term loans from banks, overdraft facilities with banks and term loan from financial institutions and debt securities. The following table sets out certain information relating to our outstanding borrowings as of March 31, 2026:

		(₹ million)
		Outstanding amount as on March 31, 2026
Debt Securities		
Non - convertible debentures (Secured)		1,415.43
Secured Borrowings		
From Banks and NBFCs		2,466.72
Total		3,882.15

For further details related to our indebtedness, please see “Financial Indebtedness” beginning on page 352.

CONTINGENT LIABILITIES AND COMMITMENTS

Set out below are the contingent liabilities as on March 31, 2026, March 31, 2025 and March 31, 2024.

Contingent liabilities

(₹ in million)

Particular	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
(i) Contingent liabilities and commitments	Nil	Nil	Nil
(ii) Claims against the company not acknowledged as debts	Nil	Nil	Nil
(iii) Disputed Tax Liability	Nil	Nil	Nil
(iv) Commitment towards sanction pending disbursement including part disbursements			
-Towards sanction pending disbursements	Nil	Nil	5.68
-Towards part disbursements	Nil	Nil	7.18
(v) Pending Capital commitment	Nil	Nil	Nil

FINANCIAL ASSETS

(₹ in million)

Particulars	As at		
	March 31, 2026	March 31, 2025	March 31, 2024
Cash and cash equivalents	563.44	113.56	21.78
Bank balances other than cash and cash equivalents	25.93	39.39	89.39
Receivables			
- Trade Receivables	-	-	-
Loans	5,107.51	3,298.16	2,771.27
Investments	-	-	-
Other financial assets	14.03	21.21	13.50
Total financial assets	5,710.91	3,472.32	2,895.94

FINANCIAL LIABILITIES

(₹ in million)

Particulars	As at		
	March 31, 2026	March 31, 2025	March 31, 2024
Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	0.44	0.41	0.19
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	0.12	0.10	0.09
Debt securities	1,415.43	-	-
Borrowings (other than debt securities)	2,466.72	1,877.96	1,824.19
Lease Liabilities	129.05	99.31	71.23
Other financial liabilities	29.21	21.60	20.86
Total financial liabilities	4,040.97	1,999.38	1,916.56

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or which we believe are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, operating results, liquidity, capital expenditure or capital resources.

Capital Adequacy

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Tier I capital	1,791.10	1,572.60	1,041.51
Tier II capital	13.59	237.29	184.48
Total capital (Tier I + Tier II)	1,804.69	1,809.89	1,225.99
Adjusted value of funded risk assets i.e. On Balance Sheet Item	5,311.41	2,617.49	1,842.09
Adjusted value of non-funded risk assets i.e. Off Balance Sheet Item	-	-	6.43
Total Risk weighted assets	5,311.41	2,617.49	1,848.51
Tier I capital ratio	33.72%	60.08%	56.34%
Tier II capital ratio	0.25%	9.07%	9.98%
Total capital ratio	33.97%	69.15%	66.32%

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties, including with our Directors and Group Companies on an arm's length basis, in compliance with applicable law. Such transactions could be for remuneration to directors, loans availed from such related parties, business support income and charges, brokerage and related services, brand charges etc. For further details of our related party transactions, please see "*Restated Financial Information – Note 34 – Related Party Disclosures*" on page 290.

Summary of reservations or qualifications or matters of emphasis or adverse remarks of auditors

Our Restated Financial Information do not contain any qualifications, reservations or matters of emphasis.

Change in accounting policies

Other than as disclosed in the Restated Financial Information, there have been no changes in accounting policies in the last three Fiscals.

Quantitative and Qualitative Disclosures About Market Risk

Our activities expose us to the following risks arising from financial instruments:

- i. Liquidity risk;
- ii. Credit risk; and
- iii. Market risk.

Our Company's Board of Directors has overall responsibility for the establishment and oversight of our Company's risk management framework. Our Company's Board of Directors has established processes to ensure that the executive management controls risks through the mechanism of a properly defined framework. Our Company's risk management policies are established to identify and analyse the risks faced by our Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and our Company's activities.

Liquidity risk

Liquidity risk is the risk of being unable to raise necessary funds from the market at optimal cost to meet operational and debt servicing requirements. The purpose of liquidity management is to ensure sufficient cash flow to meet all financial commitments and to capitalise on opportunities for business expansion. Board of Directors will have overall responsibility of monitoring, supervision and control of the Asset Liability Management (ALM) mechanism. Board will have a sub-committee for reviewing ALM (ALM Committee) of the company on at least half yearly intervals. An Asset Liability Committee (ALCO) consisting of senior executives of the company including the Managing Director shall be responsible for the day to day as well as periodic monitoring and control of Asset Liability management.

Credit Risk

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the Company. It has a diversified lending model and focuses on 3 broad categories viz: (i) home loan,

(ii) Loan Against Property, (iii) Loan against collateral of Gold Jewellery. The Company assesses the credit quality of all financial instruments that are subject to credit risk.

Classification of financial assets under various stages

The Company classifies its financial assets in three stages having the following characteristics:

Stage 1 - Facilities with present credit risk is low or facilities with present credit risk is medium, and falling between zero to thirty days past due (DPD).

Stage 2 - Facilities with present credit risk is high & falling between zero to thirty days past due (DPD). It also includes Facilities which are under-performing assets having 31 to 90 DPD, having any credit risk of low, medium or high.

Stage 3 - Facilities with present credit risk is high or facilities with present credit risk is low or medium but are non-performing assets having greater than 90 DPD.

The table below summarises the gross carrying values and the associated allowances for expected credit loss (ECL) stage wise for loan portfolio:

(i) As at March 31, 2026

(₹ in millions)

Particulars	Stage 1	Stage 2	Stage 3
Gross Carrying Value	4,960.66	130.91	40.80
Allowance for ECL	13.17	0.42	11.27
ECL Coverage Ratio (%)	0.27%	0.32%	38.16%

(ii) As at March 31, 2025

(₹ in millions)

Particulars	Stage 1	Stage 2	Stage 3
Gross Carrying Value	2,861.49	434.14	22.20
Allowance for ECL	10.68	1.92	7.07
ECL Coverage Ratio (%)	0.37%	0.44%	31.84%

(iii) As at March 31, 2024

(₹ in millions)

Particulars	Stage 1	Stage 2	Stage 3
Gross Carrying Value	2,323.89	435.66	31.49
Allowance for ECL	7.83	2.09	9.86
ECL Coverage Ratio (%)	0.34%	0.48%	31.30%

Market risk

Market Risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market factor. Such changes in the values of financial instruments may result from changes in the interest rates, credit, liquidity, and other market changes. The objective of market risk management is to avoid excessive exposure of our earnings and equity to loss and reduce our exposure to the volatility inherent in financial instruments. The Company is exposed to two types of market risk as follows:

- Interest Rate Risk and
- Price risk

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Majority of our borrowings are at floating rates, borrowings at floating rates gives rise to interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in the interest rates on the portion of borrowings and Loans & Advances given affected. With all other variables held constant, the profit before taxes affected through the impact on floating rate are as follows:

(₹ in millions)

Impact on Profit Before Taxes	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
On Floating Rate Borrowings			
1% increase in interest rate	13.77	15.74	17.24
1% decrease in interest rate	(13.77)	(15.74)	(17.24)
On Floating Rate Loans and Advances			
1% increase in interest rate	0.99	1.25	1.60
1% decrease in interest rate	(0.99)	(1.25)	(1.60)

Price risk

Sudden fall in the gold price and fall in the value of the pledged gold ornaments can result in some of the customers to default if the loan amount and interest exceed the market value of gold. This risk is in part mitigated by a minimum 25% margin retained on the value of gold jewellery for the purpose of calculation of the loan amount. The Company also undertakes periodic mark-to-market (MTM) monitoring of the value of underlying gold collateral to assess adequacy of security and initiate timely risk mitigation measures, wherever required. Further, we appraise the gold jewellery collateral solely based on the weight of its gold content, excluding weight and value of the stone studded in the jewellery. In addition, the sentimental value of the gold jewellery to the customers may induce repayment and redemption of the collateral even if the value of gold ornaments falls below the value of the repayment amount. An occasional decrease in gold prices will not increase price risk significantly on account of our adequate collateral security margins. However, a sustained decrease in the market price of gold can additionally cause a decrease in the size of our loan portfolio and our interest income.

Seasonality / Cyclicity of business

While our Company's business is not subject to seasonal changes, we are affected by the trends in the Indian economy, particularly those affecting the financial services industry.

Unusual or infrequent events or transaction

Except as set out in this Draft Red Herring Prospectus, there have been, to our knowledge, no unusual or infrequent events or transactions that have in the past, or may in the future, affect our business operations or future financial performance.

Extent to which material increases in net sales or revenue are due to increased sales volume, and increased sales prices.

The reasons for the increase in revenue from operations and total income has been described above under "Fiscal 2026 compared with Fiscal 2025" and "Fiscal 2025 compared with Fiscal 2024", on pages 395 and 394 respectively.

Known Trends or Uncertainties

Our business has been, and we expect will continue to be, subject to significant economic changes arising from the trends identified above in this chapter under the sub-heading "Significant factors affecting our financial condition and results of operations" on page 370 and the uncertainties described in the section "Risk Factors" on page 26.

New Services or Business Segments

Except as disclosed in this Draft Red Herring Prospectus, we have not announced and do not expect to announce any new services or business segments in the near future.

Significant Developments after March 31, 2026 that may affect our results of operations

Except as disclosed in this Draft Red Herring Prospectus, there are, to our knowledge, no significant developments after the date of the last financial statements contained in this Draft Red Herring Prospectus which materially and adversely affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters which are at first information report stage irrespective of any cognizance taken by any court or not); (ii) actions taken by regulatory authorities and statutory authorities, including notices by such authorities and any findings/observations or warning letters of any of the inspections by SEBI or any other regulatory authority; (iii) claims related to direct and indirect tax matters (disclosed in a consolidated manner) giving the number of cases and total amount involved in such case; and (iv) other pending litigation (including civil and/or arbitration proceedings) as determined to be material pursuant to the Materiality Policy, in each case involving our Company, Promoters and Directors (“**Relevant Parties**”). Further, there are no outstanding (a) criminal proceedings (including matters which are at FIR stage where no/some cognizance has been taken by any court or any other judicial authority) involving the Key Management Personnel and members of the Senior Management; and (b) actions (including all outstanding penalties, disciplinary actions and show cause notices) by regulatory and statutory authorities, in India or overseas, against the Key Management Personnel and members of the Senior Management.*

For the purposes of identification of material litigation in (iii) and (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation to be disclosed by our Company in this Draft Red Herring Prospectus pursuant to the Board resolution dated June 9, 2026. Accordingly, disclosures of the following types of litigation involving Relevant Parties have been included in this section.

In accordance with Paragraph 12 of Part A of Schedule VI of the SEBI ICDR Regulations, any outstanding litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, will be considered material if:

- A. The value or expected impact in terms of value in such proceeding, to the extent quantifiable, exceeds the lower of the following:*
- a) 2% of turnover, for the most recent financial year as per the Restated Financial Information i.e., Fiscal 2026 being ₹ 16.04 million; or*
 - b) 2% of net worth, as at the end of the most recent financial year as per the Restated Financial Information i.e., Fiscal 2026, being ₹ 36.28 million; or*
 - c) 5% of the average of absolute value of profit or loss after tax, for the last three financial years as per the Restated Financial Information, i.e., Fiscals 2024, 2025 and 2026 being ₹ 8.65 million.*

*in this case being ₹ 8.65 million (“**Materiality Threshold**”).*

- B. Such outstanding litigation/ arbitration proceedings where the decision in a particular litigation is likely to affect the decision in similar ongoing litigation, and the cumulative value or expected impact in terms of value involved in all such litigation exceeds the Materiality Threshold, even though the value or expected impact in terms of value involved in an individual litigation may not exceed the Materiality Threshold, or*
- C. All outstanding litigation which may not meet the Materiality Threshold or is not quantifiable, but where an adverse outcome would materially and adversely affect the business, prospects, operations, performance, financial position or reputation of our Company on a standalone or consolidated basis.*

It is clarified that for the above purposes, pre-litigation notices received by the Relevant Parties, Key Management Personnel and members of the Senior Management from third parties (excluding notices issued by statutory or regulatory or taxation authorities or where criminal action is threatened), have not been considered as litigation until such time that any of the Relevant Parties, Key Management Personnel and members of the Senior Management, as applicable are impleaded as a defendant in the litigation proceedings before any court, judicial/ quasi-judicial forum or arbitral forum.

Except as stated in this section, there are no dues owed to material creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of outstanding dues to material creditors, by way of its resolution dated June 9, 2026. In terms of the Materiality Policy, a creditor of our Company has been considered to be ‘material’ if the monetary value of the dues owed by our Company to such creditor is equivalent to or

exceeds 2% of the net worth of our Company, as at the end of the most recent financial year included in the Restated Financial Information of our Company disclosed in this Draft Red Herring Prospectus. Accordingly, creditors to which the monetary value of the outstanding dues owed by our Company exceeds ₹36.28 million have been considered as material for the purposes of disclosure in this Draft Red Herring Prospectus. Further, for outstanding dues to micro, small or medium enterprises, the consolidated tabular disclosure includes the details of the number of cases and amounts involved, based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as has been relied upon by the statutory auditors in preparing their audit report.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. All terms defined herein in a particular litigation disclosure pertain to that litigation only.

A. Litigation involving our Company

Litigation against our Company

Criminal Proceedings

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations against our Company.

Actions taken by Statutory/Regulatory Authorities

As of the date of this Draft Red Herring Prospectus, there are no actions taken by regulatory or statutory authorities against our Company.

Civil and Other Material Litigations

1. Miscellaneous Application No. 27 of 2025 in Appeal No. 273 of 2024 is filed by Brajesh Kumar Patel and Poonma Patel (“**Appellants**”) against our Company (“**Respondent**”) under Section 18 of the SARFAESI Act before the Debt Recovery Appellate Tribunal, Delhi (“**DRAT**”). The Appellants had availed two loan facilities aggregating to ₹3,100,000 from the Respondent on July 4, 2018, secured by mortgages over residential properties owned by the Appellants. Following classification of the loan accounts as non-performing assets (“**NPA**s”), the Respondent issued a demand notice under Section 13(2) of the SARFAESI Act on August 17, 2022 and subsequently took symbolic possession of the secured properties pursuant to a possession notice dated November 8, 2022. The Respondent also initiated proceedings under Section 14 of the SARFAESI Act before the Chief Metropolitan Magistrate, Dwarka, who vide order dated December 12, 2022 appointed a receiver for taking possession of the secured properties.

Aggrieved by the actions initiated by the Respondent under the SARFAESI Act, the Appellants filed a securitisation application before the Debt Recovery Tribunal-I, Delhi, which was subsequently transferred and renumbered as TSA No. 230/2023 before the Debt Recovery Tribunal-II, Delhi (“**DRT**”). The Appellants contended, inter alia, that the loan accounts had been wrongly classified as NPAs and that the Respondent had already received substantial amounts towards the loan accounts, including insurance proceeds, subsidy benefits and instalment payments. Vide order dated October 1, 2024, the DRT dismissed TSA No. 230/2023, holding that the Appellants had failed to produce evidence in support of their contentions and that the dues under the loan facilities had not been repaid in accordance with the terms of the loan agreements.

The Appellants thereafter filed Appeal No. 273 of 2024 before the DRAT seeking, inter alia, setting aside of the order dated October 1, 2024 passed in TSA No. 230/2023, the demand notice dated August 17, 2022 issued under Section 13(2) of the SARFAESI Act and the possession notice dated November 8, 2022. Vide order dated November 19, 2024, the DRAT declined to consider the appeal for non-compliance with the statutory pre-deposit requirement prescribed under Section 18 of the SARFAESI Act, while granting liberty to the Appellants to revive the appeal upon making the requisite deposit. Subsequently, the Appellants deposited ₹100,000 towards the statutory pre-deposit requirement and filed Miscellaneous Application No. 27 of 2025 seeking revival of the appeal and waiver of the balance pre-deposit amount. Vide order dated February 18, 2025, the DRAT issued notice on the application to the Respondent. The appeal and the miscellaneous application are presently pending before the DRAT.

2. Civil Suit No. 3316 of 2022 is filed by Anita Devi (“**Plaintiff**”) against our Company (“**Defendant No. 1**”), Maun Prakash and Saroj (“**Defendant Nos. 2 and 3**”), the Deputy Commissioner, Faridabad (“**Defendant No. 4**”) and the Tehsildar, Ballabgarh (“**Defendant No. 5**”) before the Civil Judge (Senior Division), Faridabad (“**Civil Court**”), seeking a declaration that the proceedings initiated under the SARFAESI Act in respect of the suit property were illegal, null and void, along with consequential reliefs of permanent and mandatory injunction.

The Plaintiff contended that she had purchased the suit property from Defendant Nos. 2 and 3 pursuant to a registered sale deed dated February 14, 2020 and was in possession thereof. As alleged by the Plaintiff, the Defendant Nos. 2 and 3 had previously mortgaged the suit property in favour of Defendant No. 1 and obtained a loan facility amounting to ₹1,200,000 secured thereon, which fact was allegedly concealed from her at the time of execution of the sale deed. The Plaintiff further alleged that Defendant No. 1 had initiated proceedings under the SARFAESI Act against Defendant Nos. 2 and 3 and that Defendant No. 4 had passed an order dated July 14, 2022 under Section 14 of the SARFAESI Act for taking possession of the suit property. The Plaintiff further alleged that, pursuant to the said order, Defendant No. 5 issued a communication dated August 16, 2022 in relation to taking possession of the secured property without impleading or notifying the Plaintiff despite her alleged possession of the property.

The Plaintiff in the present Civil Suit has sought, inter alia, a declaration that the order dated July 14, 2022 passed by the Defendant No. 4 under Section 14 of the SARFAESI Act and the consequential communication dated August 16, 2022 issued by the Defendant No. 5 were illegal, null and void and not binding upon her, together with permanent and mandatory injunctions restraining interference with her possession of the suit property. Vide order dated August 30, 2022 passed by the Civil Court, Defendant Nos. 2 and 3 were proceeded ex parte and vide order dated April 8, 2025, Defendant No. 1 was proceeded ex parte. The matter is presently pending before the Civil Court.

3. Civil Writ Petition No. 9887 of 2023 is filed by Joginder Singh, Reena Devi and Kamla Devi (“**Petitioners**”) against our Company (“**Respondent**”) before the High Court of Punjab and Haryana (“**High Court**”), challenging the proceedings initiated under the SARFAESI Act in respect of the mortgaged property.

The Petitioners had availed a home loan and construction loan aggregating to ₹1,077,780 from the Respondent on July 2, 2018, secured by a mortgage over the property. Upon default in repayment, the loan account was classified as a non-performing asset and our Company initiated proceedings under the SARFAESI Act and issued a demand notice dated January 31, 2022 under Section 13(2) of the SARFAESI Act and subsequently took symbolic possession of the secured property pursuant to a possession notice dated April 6, 2022. Thereafter, the Defendant filed an application under Section 14 of the SARFAESI Act before the District Magistrate, Karnal seeking assistance for taking physical possession of the mortgaged property. Vide order dated July 14, 2022, the District Magistrate, Karnal allowed the application and authorised taking possession of the mortgaged property with police assistance.

Aggrieved by the aforesaid order dated July 14, 2022 passed by the District Magistrate, Karnal, the Petitioners filed the present writ petition. Vide order dated May 10, 2023, the High Court stayed dispossession of the Petitioners from the secured asset while considering their challenge to the maintainability of the SARFAESI proceedings. The writ petition is presently pending before the High Court.

4. Civil Suit No. 145/2022 is filed Parveen Kumar and Sonia Devi (“**Plaintiffs**”) against our Company (“**Defendant**”) before the Civil Judge (Senior Division), Kurukshetra (“**Civil Court**”), seeking rendition of accounts, mandatory injunction and permanent injunction in relation to a housing loan facility availed from the Defendant. The Defendant had sanctioned a housing loan facility of ₹591,928 to the Plaintiffs, secured by a mortgage over a residential property. Following alleged defaults in repayment and classification of the loan account as a non-performing asset, the Defendant initiated proceedings under the SARFAESI Act, including issuance of demand and possession notices and filing of an application under Section 14 before the District Magistrate, Kurukshetra for assistance in taking possession of the mortgaged property.

The Plaintiffs contended that although the sanctioned loan amount was ₹591,928, only ₹550,000 was disbursed and that they had regularly paid instalments up to January 11, 2021. The Plaintiffs further alleged discrepancies in the loan account and repayment schedule, including revision of the loan tenure without their consent, and challenged the possession proceedings initiated by the Defendant. The Plaintiffs have sought, inter alia, injunctions restraining the Defendant from dispossessing them or auctioning the mortgaged property, together with directions to furnish a correct statement of account, issue a revised demand letter and grant a no-dues certificate upon payment of the actual outstanding amount. The matter is presently pending before the Civil Court.

5. Securitisation Application No. 91 of 2024 is filed by Veer Chand, Baldev Singh and Seema Devi (“**Applicants**”) against our Company (“**Respondent**”) before the Debt Recovery Tribunal-II, Chandigarh (“**DRT**”) under Section 17 of the SARFAESI Act. The Applicants had availed loan facility of ₹883,939 for construction from the Respondent on November 30, 2018 and secured by an equitable mortgage over their residential property Applicant by depositing the title deeds. Upon alleged defaults in repayment of the loan facility, the Respondent classified the loan account as a non-performing asset on November 9, 2023 and issued a demand notice dated November 24, 2023 under Section 13(2) of the SARFAESI Act demanding payment of the outstanding dues. Thereafter, the Respondent took symbolic possession of the secured asset on January 24, 2024 and filed an application under Section 14 of the SARFAESI Act before the District Magistrate, Karnal seeking assistance for taking physical possession of the secured asset, which was allowed vide order dated March 14, 2024. The Applicants, inter alia, challenged the SARFAESI measures

initiated by the Respondent and sought protection against dispossession from the secured residential property. The matter is presently pending adjudication before the DRT.

Litigation by our Company

Criminal Proceedings

Our Company has filed 34 complaints under Section 138 of the Negotiable Instruments Act, 1881, as amended. The aggregate amount involved in these proceedings is ₹15,852,635. These proceedings are pending at various stages of adjudication.

Civil and other Material Litigations

1. Our Company filed a commercial recovery suit bearing no. CS(COMM) 125/2024 against Subhash Chander Rana (“**Defendant**”) before the District Judge (Commercial Court), North District, Rohini Courts, Delhi in relation to a loan facility of ₹13,27,821 sanctioned by our Company to Defendant on April 30, 2019. In connection with the repayment of the said loan, the Defendant issued a cheque dated September 26, 2022 for ₹11,76,811, which was dishonoured upon presentation with the remark “account closed”. Our Company thereafter issued a legal notice dated October 16, 2022 and initiated pre-institution mediation proceedings before the North District Legal Services Authority; however, the Defendant failed to appear despite service of notice, a certificate of non-starter mediation was issued on July 25, 2023. Consequently, the Company filed this suit seeking recovery of ₹1,176,811 along with interest and costs. matter is pending before the Commercial Court.
2. Our Company has filed a commercial recovery suit bearing no. CS (COMM.) 497/25 against Krishna Devi (“**Defendant**”) before the District Judge (Commercial Court), North District, Rohini Courts, Delhi in relation to a housing loan facility of ₹16,17,664 sanctioned by the Company to the Defendant on June 1, 2018. The Defendant allegedly defaulted in repayment of the loan facility, resulting in the loan account being classified as a non-performing asset. A legal notice dated March 25, 2025 was issued by our Company demanding repayment of the outstanding dues. Thereafter, our Company initiated pre-institution mediation proceedings under Section 12 of the Commercial Courts Act, 2015 before the Delhi State Legal Services Authority on May 21, 2025. As the Defendant failed to appear despite service of notice, a certificate of non-starter mediation was issued on July 1, 2025. Consequently, our Company instituted the present suit seeking recovery of ₹1,850,098 inclusive of interest, being the outstanding amount as on May 5, 2025, together with pendente lite and at future interest of 18% recovery of costs. The matter is currently pending.
3. Our Company filed a commercial recovery suit bearing no. CS (COMM.) 30/26 against Ravi Kumar, Rupkala, Karambir Singh and Mukesh Kumar (collectively the “**Defendants**”) before the District Judge (Commercial Court), North District, Rohini Courts, Delhi in connection with a home loan facility of ₹418,344 sanctioned by the Company to the Defendants on December 19, 2018. The Defendants allegedly defaulted in repayment obligations, resulting in the loan account being classified as a non-performing asset on June 30, 2024. The Company thereafter proceedings under the SARFAESI Act, 2002 recovery proceedings and issued demand notices under Sections 13(2) and 13(4) of the under the SARFAESI Act. The Defendants made last payment of ₹13,500. A legal notice dated September 1, 2025 was issued by our Company demanding repayment of the outstanding dues. Thereafter, our Company initiated pre-institution mediation proceedings under Section 12 of the Commercial Courts Act, 2015 before the Delhi State Legal Services Authority on October 10, 2025. As the Defendants failed to appear despite notices, a certificate of non-starter mediation was issued on December 4, 2025. Consequently, the Company instituted the present suit seeking recovery of ₹467,680 inclusive of interest, being the outstanding amount as of July 1, 2025, together with pendente lite and at future interest of 18% and recovery of costs. The matter is currently pending.
4. Our Company has filed a commercial recovery suit before the District Judge (Commercial Court), North District, Rohini Courts, Delhi against Bhawani Singh (“**Defendant No. 1**”), Divya Kanwar (“**Defendant No. 2**”) and Sada Kanwar (“**Defendant No. 3**”) in relation to a home loan facility of ₹542,150 sanctioned by the Company to the Defendants on November 2, 2018. The Defendants committed defaults in repayment of the loan facility, pursuant to which the loan account was classified as a Non-Performing Asset on July 31, 2021. Our Company thereafter issued a legal notice dated September 10, 2025 and initiated pre-institution mediation proceedings before the Delhi State Legal Services Authority. However, the Defendants failed to appear despite service of notice and a certificate of non-starter mediation was issued. Consequently, our Company filed the present suit seeking recovery of ₹365,300, together with pendente lite and at future interest of 18% and recovery of costs. The matter is currently pending.
5. Our Company has filed a commercial recovery suit against Gopal Yadav (“**Defendant No. 1**”) and Vandana Yadav (“**Defendant No. 2**”) before the District Judge (Commercial Court), North District, Rohini Courts, Delhi in relation to a home loan facility of ₹12,56,365 sanctioned by our Company on August 21, 2018. The Defendants committed defaults in repayment of the said loan facility, pursuant to which the loan account was classified as a Non-Performing

Asset on August 18, 2025. Our Company thereafter issued a legal notice dated October 6, 2025 and initiated pre-institution mediation proceedings before the Delhi State Legal Services Authority. However, the Defendants failed to appear despite service of notice and a certificate of non-starter mediation was issued on January 12, 2026. Consequently, our Company filed the present suit seeking recovery of ₹1,353,829, together with pendente lite and at future interest of 18% and recovery of costs. The matter is currently pending.

6. Our Company has filed a summary suit under Order XXXVII of the Code of Civil Procedure against Mr. Surender Pal Singh before the Court of the Senior Civil Judge, Dwarka Courts, South West District, New Delhi (“**Court**”) in relation to a gold loan balance transfer transaction. Pursuant to the loan agreement dated June 17, 2025, our Company transferred an amount of ₹2,65,200 to the Defendant for closure of his existing gold loan and release of the pledged gold. However, the Defendant neither handed over the gold to our Company nor refunded the amount received. The Defendant had also issued a cheque for ₹270,023 towards repayment, which, upon presentation, was dishonoured on July 30, 2025. Thereafter, our Company issued a legal notice dated August 8, 2025; however, the Defendant failed to make payment. Consequently, our Company instituted the present suit seeking recovery of ₹270,023 along with interest at the rate of 24% per annum and recovery of costs. The matter is currently pending before the Court.
7. The Company has filed 7 complaints against various persons under the SARFAESI Act and the Security Interest (Enforcement) Rules, 2002 in relation to the failure of repayment of dues. The aggregate amount involved in these matters is ₹ 7,766,332/-.

B. Litigation involving our Promoters

Litigation against our Promoters

Criminal Litigations

Gopal Bansal

First Information Report bearing No. 169/2026 has been registered against Gopal Bansal, one of our Promoters, under Section 12 of the Passports Act, 1967 at Police Station IGI Airport, New Delhi. The FIR alleges that, upon his arrival at IGI Airport from Singapore on April 23, 2026, it was observed during immigration clearance that certain pages of his passport had been removed and, accordingly, he was alleged to have used a tampered passport during immigration clearance. Investigation in the matter is presently pending. Subsequently, vide order dated May 4, 2026, the Court of the Additional Chief Judicial Magistrate-01, Patiala House Courts, New Delhi permitted the issuance of a fresh passport to Gopal Bansal and granted him permission to depart from India for the purpose of obtaining such passport. The matter is currently pending.

Actions taken by regulatory/statutory authorities

As of the date of this Draft Red Herring Prospectus, there are no pending actions by regulatory and statutory authorities against our Promoters.

Other Material Litigation/Proceedings

India Finsec Limited

Civil Suit No. 2187/2017 has been filed by M/s BRS Colonisers LLP (“**Plaintiff**”) before the Court of the Additional District Judge (Central), Tis Hazari Courts, Delhi against, against Ramesh Chand Gupta (since deceased and represented through his legal heirs), Axis Bank Limited, India Finsec Limited and 10 others (collectively, the “**Defendants**”). The Plaintiff has alleged that its former Head Accountant forged the signatures of its authorised signatory on various cheques and procured issuance of pay orders from the Plaintiff's bank account. The Plaintiff has further alleged that Axis Bank Limited negligently honoured the allegedly forged cheques, resulting in wrongful withdrawal of funds from the Plaintiff's bank account. India Finsec Limited was not originally impleaded as a party to the proceedings and was subsequently impleaded as Defendant No. 11 pursuant to an order dated January 20, 2020, passed on an application filed by Axis Bank Limited seeking impleadment of the beneficiaries of the disputed pay orders. The Plaintiff has alleged that a pay order for ₹1,606,800 was issued in favour of India Finsec Limited and has contended that, as one of the beneficiaries of the disputed pay orders, India Finsec Limited is jointly and severally liable, along with the other Defendants, to repay the entire suit claim of ₹152,626,620, together with interest. The matter is presently pending before the Civil Court.

Gopal Bansal

A cease and desist notice dated July 7, 2026 has been received by one of the Promoters and Managing Director, Gopal Bansal from IIFL Capital Services Limited alleging infringement of its trademark “IIFL” in relation to the use of the

mark “IFL” and the filing of Trademark Application No. 7511399 in Class 36 by him. The notice alleges that the mark “IFL” is deceptively similar to “IIFL and likely to cause confusion and deception amongst members of trade and the public, and has called upon Gopal Bansal to, inter alia, cease use of the mark, withdraw the trademark application, discontinue all use of the mark across business channels and furnish a written undertaking, failing which appropriate civil and criminal proceedings would be initiated against him. A reply dated July 9, 2026 has been issued by Gopal Bansal denying and disputing the allegations contained in the notice. The reply, inter alia, states that the acronym “IFL” has been in continuous use since 2012 by India Finsec Limited, one of the Promoters, and such use was subsequently extended to the Company, which was incorporated in 2015 as IFL Housing Finance Limited, which was later renamed as IFL Finance Limited pursuant to an RBI-approved restructuring. The reply further stated that Trademark Application No. 7511399 relates to a distinctive device mark filed by Gopal Bansal for the benefit of the group and that the Company had also registered the trademark “IFL-Gold Loan” in Class 36 under the Trade Marks Act, 1999. The reply further states that the trade mark has been in honest concurrent use of the mark “IFL” and there is a complete absence of any likelihood of confusion having regard to the distinct visual features of the respective marks, customer base and business operations of the parties while denying the allegations of infringement and passing off. The reply has also called upon IIFL Capital Services Limited to withdraw the cease and desist notice.

Following the issuance of the aforesaid cease and desist notice, Gopal Bansal and our Company, as a precautionary measure, filed caveat petitions under Section 148A of the Code of Civil Procedure, 1908 before the Hon'ble High Court of Delhi, the Hon'ble High Court of Bombay and the Hon'ble District and Sessions Court, Thane, Maharashtra, apprehending that IIFL Capital Services Limited may initiate legal proceedings in connection with the matters set out in the notice.

Disciplinary action taken (including outstanding action) against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus by SEBI or any stock exchanges

India Finsec Limited

1. SEBI, pursuant to its surveillance of trading activities in the stock options segment of BSE Limited for the period from April 1, 2014 to September 30, 2015, had initiated adjudication proceedings against certain entities, including our Promoter, India Finsec Limited, in connection with dealings in illiquid stock options (“**ISO Proceedings**”), under the provisions of the SEBI Act, 1992 and the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003. Subsequently, in order to provide an opportunity to settle such matters, SEBI introduced settlement schemes, including the SEBI Settlement Scheme, 2022 under the SEBI (Settlement Proceedings) Regulations, 2018.

Accordingly, India Finsec Limited filed settlement application under the SEBI (Settlement Proceedings) Regulations, 2018 read with the SEBI Settlement Scheme, 2022 and paid a settlement amount of ₹100,000. Pursuant thereto, SEBI has passed a settlement order dated March 8, 2023 bearing reference no. SO/AB/EFD2/2022-23/7162 (“**Settlement Order**”). Accordingly, the aforesaid proceedings stand fully settled and disposed of, and there are no pending proceedings against India Finsec Limited in relation to the aforesaid matter.

2. Pursuant to an investigation conducted by SEBI in the scrip of Pankaj Piyush Trade and Investments Limited (“**PPTIL**”) for the period from December 28, 2011 to October 18, 2013, a show cause notice dated April 3, 2017 was issued to, inter alia, India Finsec Limited alleging violations of Sections 12A(a), 12A(b) and 12A(c) of the SEBI Act, 1992 and Regulations 3 and 4 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003. SEBI alleged that funds relating to a preferential allotment undertaken by PPTIL were routed through certain intermediary entities, including India Finsec Limited, resulting in an alleged circular movement of funds and creation of an appearance of genuine subscription. India Finsec Limited denied the allegations and submitted its response to the show cause notice. Thereafter, SEBI passed a final order under Sections 11(4) and 11B of the SEBI Act, 1992, pursuant to which India Finsec Limited was restrained from accessing the securities market and prohibited from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with the securities market in any manner whatsoever for a period of 18 months from the date of the order i.e. January 15, 2021.

India Finsec Limited filed an appeal (Appeal No. 446 of 2021) before the Securities Appellate Tribunal (“**SAT**”), Mumbai, against the final order dated January 15, 2021 passed by the SEBI. Since no interim stay was granted during the pendency of the appeal, India Finsec Limited completed the 18-month debarment period, and the appeal primarily contested the validity of the adverse findings recorded against it. Consequently, by way of its order dated September 21, 2022, the SAT held that there was no error in the underlying SEBI order, and dismissed the appeal.

Litigation by our Promoters

Criminal Litigation

Criminal Complaint No. 18755/2016 has been filed by India Finsec Limited (“**Complainant**”) against Taxus Infrastructure and Power Projects Private Limited, Satyen Sharma and Puneet Singh Rana (collectively, the “**Accused**”) under Section 138 of the Negotiable Instruments Act, 1881 before the Court of the Chief Metropolitan Magistrate, Rohini Courts, Delhi. The Accused had availed a loan facility of ₹11,400,000 from the Complainant and, towards discharge of the principal and interest liabilities arising thereunder, issued cheque dated March 31, 2016 for an amount of ₹17,757,721. The cheque was dishonoured upon presentation and, despite receipt of the statutory demand notice, the Accused failed to make payment within the prescribed period. Accordingly, the Complainant instituted the present complaint seeking prosecution and punishment of the Accused under Section 138 of the Negotiable Instruments Act, 1881. The matter is currently pending.

Civil and Other Material Litigation

As of the date of this Draft Red Herring Prospectus, there are no material outstanding civil litigations instituted by our Promoters.

C. Litigation involving our Directors

Litigation against our Directors

Criminal Litigations

Except as disclosed in “*Litigation involving our Promoters – Litigation against our Promoters – Criminal Proceedings*”, there are no criminal litigation involving our Directors.

Actions taken by regulatory/statutory authorities

As of the date of this Draft Red Herring Prospectus, there are no pending actions by regulatory and statutory authorities against our Directors.

Other Material Litigation

As of the date of this Draft Red Herring Prospectus, there are no material outstanding civil litigations against our Directors.

Litigations by our Directors

Criminal Litigation

Devi Dass Agarwal

Criminal Miscellaneous Petition No. 19801 of 2023 has been filed by Devi Dass Agarwal, Navin Kumar and M.P. Nayak (“**Petitioners**”) against the Central Bureau of Investigation (“**Respondent**”) before the High Court of Punjab and Haryana at Chandigarh, challenging the order dated March 14, 2023 passed by the Special Judge (CBI), Panchkula, summoning the Petitioners as additional accused in connection with proceedings arising out of Case No. PC/03/2016. The underlying proceedings arise from an FIR registered by the Respondent in January 2015 alleging fraudulent availment of a credit facility of ₹150,000,000 by the partners of M/s V.S. International, resulting in an alleged wrongful loss of approximately ₹61,424,273 to the Central Bank of India. Following investigation, the Respondent filed a chargesheet in 2016 against eight accused persons. Devi Dass Agarwal was neither named in the FIR nor charge sheet. However, pursuant to the order dated March 14, 2023, he and the other Petitioners were summoned as additional accused.

In its reply affidavit, Respondent has stated that no incriminating material was found against the Petitioners during the investigation, that they had processed the loan proposal in the ordinary course of their official duties and were, therefore, not arrayed as accused in the chargesheet. The Respondent has further stated that the Petitioners were cited as prosecution witnesses and that the criminal trial is presently at the stage of prosecution evidence. The matter is pending.

Civil and Other Material Litigation

As of the date of this Draft Red Herring Prospectus, there are no material outstanding civil litigations instituted by our

Directors.

D. Litigation involving our Key Managerial Personnel and Senior Management

Outstanding litigations against our Key Managerial Personnel and Senior Management

Criminal Proceedings

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigation against our Key Managerial Personnel and Senior Management.

Actions by regulatory/ statutory authorities

As of the date of this Draft Red Herring Prospectus, there are no pending actions by regulatory and statutory authorities against our Key Managerial Personnel and Senior Management.

Outstanding litigations by our Key Managerial Personnel and Senior Management

Criminal proceedings

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigation instituted by our Key Managerial Personnel and Senior Management.

E. Tax proceedings against our Company, Promoters and Directors

Set out herein below are details of claims relating to direct and indirect taxes involving our Company, Promoters and Directors:

Nature of case	Number of cases	Amount involved (₹ in million) ^{*^}
Company		
Direct tax	-	-
Indirect tax	-	-
Promoters		
Direct tax	2	42.43
Indirect tax	-	-
Directors (excluding our Promoters)		
Direct tax	-	-
Indirect tax	-	-

^{*}To the extent quantifiable

[^]Such amount excludes any interest or penalty in relation to such direct tax proceedings

F. Outstanding due to creditors

As per the Materiality Policy, a creditor of our Company, shall be considered to be material (“**Material Creditors**”) for the purpose of disclosure in this Draft Red Herring Prospectus, if amounts due to such creditor by our Company is in excess of 2% of net worth, as at the end of the most recent financial year included in the Restated Financial Information of our Company disclosed in this Draft Red Herring Prospectus. Accordingly, creditors to which the monetary value of the outstanding dues owed by our Company exceeds ₹ 36.28 million as of March 31, 2026.

As of March 31, 2026, outstanding dues to Material Creditors, micro, small and medium enterprises and other creditors were as follows:

S. No.	Type of creditor	No. of creditors	Amount outstanding (₹ in million)
1.	Dues to Micro, Small and Medium Enterprises [*]	3	0.44
2.	Dues to Material Creditors	Nil	Nil
3.	Dues to other creditors	2	0.12
	Total	5	0.56

^{*} As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.

The details pertaining to outstanding dues to Material Creditors, along with the name and amount involved for each such Material Creditor, are available on the website of our Company at <https://www.iflfinanceltd.com/ipo.php> . It is clarified that such details available on our Company's website do not form a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any source of information including our Company's website, <https://www.iflfinanceltd.com/> , would be doing so at their own risk.

G. Material Developments

Except as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 368 there have been no material developments, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances, which materially and adversely affect, or are likely to affect our operations or profitability of our Company or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER KEY APPROVALS

We have set out below an indicative list of approvals by our Company which are considered material and necessary for the purpose of undertaking this offer and carrying on our present business activities. Except as disclosed herein, we have obtained all material consents, licenses, registrations, permissions and approvals from various governmental, statutory and regulatory authorities, which are necessary for undertaking our Company's current business activities and operations ("**Material Approvals**"). Except as disclosed below, no further Material Approvals are required by us to undertake the Offer or to carry on our business and operations. Additionally, unless otherwise stated, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus. The Material Approvals disclosed in this section may, from time to time, be required to be applied for renewal or amendment to relevant authorities, on account of change in the name of our Company or changes to location of our premises. Pursuant to the change in the name of our Company, certain approvals, consents and licenses have been amended to reflect the current name of our Company, and our Company is in the process of changing its name as it appears on the remaining approvals, consents and licenses. For details in connection with the applicable regulatory and legal framework within which our Company operates, see, "Key Regulations and Policies" on page 223.

Further, for details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factor-34 -We require certain licenses, permits and approvals in the ordinary course of business, and the failure to obtain or retain them in a timely manner may materially and adversely affect our operations." on page 44 and for incorporation details of our Company, see "History and Certain Corporate Matters" on page 240.

I. Approvals in relation to the Offer

For details in relation to approvals and authorizations obtained by our Company in relation to the Offer, see "Other Regulatory and Statutory Disclosures - Authority for the Offer" and "The Offer" on pages 412 and 66, respectively.

II. Material approvals in relation to our Company

A. Incorporation details of our Company

1. Certificate of incorporation dated September 17, 2015 issued to our Company, in its former name, 'IFL Housing Finance Limited' by Registrar of Companies Delhi, under the Companies Act, 2013.
2. Fresh certificate of incorporation dated April 8, 2025 issued under the Companies Act, 2013 pursuant to change of name of our Company from 'IFL Housing Finance Limited' to 'IFL Finance Limited' by the Registrar of Companies, Central Processing Centre.
3. The corporate identity number of our Company is U65910DL2015PLC285284.

For further details of the incorporation of our Company, see "History and Certain Corporate Matters – Brief History of our Company" on page 240.

B. Tax related approvals obtained by our Company

1. The permanent account number of our Company is AADC19142H issued by the Income Tax Department, Government of India.
2. The tax deduction account number of our Company is DELI11913G issued by the Income Tax Department, Government of India.
3. Our Company has obtained goods and services tax registrations under the Central Goods and Service Tax Act, 2017, in the following states in India:

Sr. No.	Name of the State / Union Territory	GST registration number
1.	Delhi	07AADC19142H1ZI
2.	Haryana	06AADC19142H1ZK
3.	Madhya Pradesh	23AADC19142H1ZO
4.	Rajasthan	08AADC19142H1ZG
5.	Uttar Pradesh	09AADC19142H2ZD

4. Professional tax registration under the respective state professional tax legislations of Madhya Pradesh.

C. *Regulatory approvals*

1. The LEI code number of our Company is 335800CZXHLC3EYIO948 granted by the Legal Entity Identifier India Limited. The certificate is valid till August 17, 2026.

D. *Labour and employee related approvals*

1. Registrations issued by the Employees' State Insurance Corporation, India under the Employees State Insurance Act, 1948 (which has now been repealed and replaced by the Code on Social Security, 2020), for the states in India where we carry our business operations.
2. Registration under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 bearing registration no. DLCPM1710591000.
3. Certificates of registration under the applicable shops and establishments legislations issued by the ministry or department of labor of the relevant state governments ("**S&E Registration**"), obtained by our Company for our Registered Office and branch offices, as applicable.
4. Registrations from the state labour welfare boards for the states where our Company carries its business operations, as applicable.

E. *Material approvals in relation to our business and operations*

1. Certificate of registration, for operating as NBFC – ICC, dated June 26, 2025, issued by the RBI, with registration number N-14.03651 as an NBFC under Section 45-IA of the RBI Act without accepting public deposits.
2. Company is registered with Financial Intelligence Unit – India bearing registration code FI00000286.
3. Registration with the Central Registry of Securitisation Asset Reconstruction and Security Interest of India (CERSAI) bearing registration number F028000001.
4. Company is registered with Central KYC Registry under registration code IN5809.
5. Company has been granted registration for information utility services through National E-Governance Services Limited.

III. *Material Approvals applied for but not received by our Company*

Nil

IV. *Material Approval expired or renewal to be applied for*

Nil

V. *Material Approvals required but not obtained or applied for*

Nil

VI. *Intellectual property*

Our Promoter, Managing Director, Gopal Bansal, has entered into a trademark licence agreement dated July 6, 2026 with our Company and one of our Promoters, India Finsec Limited, pursuant to which he has licensed our



corporate logo “”, for which an application for registration under Class 36 of the Trade Marks Act, 1999 is pending as on the date of this Draft Red Herring Prospectus, to our Company and India Finsec Limited for use in relation to the services rendered by them, for a royalty of ₹1,000 for the entire period of three years.

As on date of this Draft Red Herring Prospectus, our Company has registered the following trademarks under the Trade Marks Act, 1999:

Sr. No.	Description	Class	Trademark Number	Date of registration	Valid up to
1.		36	4780858	December 15, 2020	December 14, 2030

For details relating to our intellectual property, see ‘*Our Business – Intellectual Property*’ on page 221. For risks associated with our intellectual property, see “*Risk Factors – 9- We do not own our logo. If we are unable to protect our trademarks and trade names, it may have a material adverse effect on our business prospects, reputation and goodwill.*” on page 33.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

1. The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on March 26, 2026.
2. The Offer has been authorized by our Shareholders pursuant to a special resolution passed at their meeting held on April 25, 2026 in terms of Section 62(1)(c) of the Companies Act.
3. Our Board has taken on record the consent and authorisation of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated June 09, 2026. For details, see “*The Offer*” on page 66.
4. Our IPO Committee has approved this Draft Red Herring Prospectus pursuant to a resolution dated July 20, 2026.
5. The Draft Abridged Prospectus has been approved pursuant to a resolution passed by our IPO Committee on July 20, 2026.

Approvals from the Selling Shareholders

The Selling Shareholders has confirmed and consented to offer the following as part of the Equity Shares pursuant to the Offer for Sale:

Name of the Selling Shareholders	Maximum number of Offered Shares	Date of Consent Letter
Gopal Bansal HUF	Upto 20,07,734 Equity Shares	April 10, 2026
Arvind Kumar Bansal HUF	Upto 2,09,990 Equity Shares	April 10, 2026
Sunita Bansal	Upto 5,89,952 Equity Shares	April 10, 2026
Kriti Suri	Upto 1,92,324 Equity Shares	April 10, 2026

The Selling Shareholders has confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI ICDR Regulations and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholders have also confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, Promoters (including the Selling Shareholders), members of our Promoter Group, Directors, and the persons in control of our Company are not prohibited from accessing the capital markets and are not debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court or tribunal inside and outside India.

None of the companies with which our Promoters and Directors are associated with as promoters or directors have been debarred from accessing capital markets under any order or direction passed by the SEBI or any other authorities.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders under Section 12 of Fugitive Economic Offenders Act, 2018.

Directors and Promoters, associated with struck off Companies

None of the Directors, or Promoters or individuals forming part of the Promoter Group of our Company are associated as directors/ designated partners with struck-off companies/LLPs except Ashish Bansal, Non-Executive Director (NED), was associated with Sanmm Fund Management LLP, which has been struck off as on March 08, 2025.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters (including the Selling Shareholders), the members of the Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

As on the date of this Draft Red Herring Prospectus, none of the Directors are, in any manner, associated with the securities market. There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;
- Our Company has an average operating profit of at least ₹150 million, calculated on a restated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated basis; and
- Our Company has not changed its name in the last one year prior.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Financial Statements included in this Draft Red Herring Prospectus as at, for last three Fiscals ended March 31, 2026, 2025 and 2024 are set forth below:

Particulars	(₹ in million, unless otherwise stated)		
	As at and for the Fiscals ended March 31,		
	2026	2025	2024
Restated net tangible assets ⁽¹⁾	1,678.62	1,486.03	979.41
Restated monetary assets ⁽²⁾	589.36	152.95	111.16
Monetary assets, as a percentage of net tangible assets, as restated	35.11%	10.29%	11.35%
Operating profit/ (loss), as restated ⁽³⁾	645.27	519.88	411.58
Net worth, as restated ⁽⁴⁾	1,813.78	1,597.43	1,070.36

Notes:

⁽¹⁾ Net tangible assets have been calculated as Total assets less Total liabilities less other intangible assets.

⁽²⁾ Monetary assets have been calculated as Cash and cash equivalents plus Bank balance other than cash & cash equivalents

⁽³⁾ Operating Profit has been calculated as restated profit for the period / year plus tax expense plus depreciation and amortization plus finance costs plus exceptional items less other income

⁽⁴⁾ Net worth has been calculated as Equity share capital plus other equity

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000 failing which the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

The Selling Shareholders confirms that his Offered Shares are fully paid up and have been held for a period of at least one year prior to the filing of this DRHP with SEBI in compliance with Regulation 8 of the SEBI ICDR Regulations.

Our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations are as follows:

- (a) None of our Company, our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by SEBI.
- (b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing

the capital markets by SEBI.

- (c) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower.
- (d) None of our Promoters or Directors has been declared a Fugitive Economic Offender.
- (e) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or any other right which would entitle any person with any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus;
- (f) Our Company along with Registrar to the Offer has entered into tripartite agreements dated October 17, 2025 and October 19, 2018 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares.
- (g) The Equity Shares of our Company held by the Promoters are in the dematerialised form; and
- (h) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

Further, our Company will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable. In case of any delay in unblocking the ASBA Accounts within the prescribed timeline under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLM, BEING ARYAMAN FINANCIAL SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE PROMOTER AND SELLING SHAREHOLDERS IS RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THE PORTION OF THE EQUITY SHARES BEING OFFERED BY HIM IN THE OFFER FOR SALE, THE BRLM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 22, 2026, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, our Promoters, our Directors and the BRLM

Our Company, our Promoters, Directors and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, would be doing so at his or her own risk.

The BRLM accepts no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement to be entered into between the Underwriters, Selling Shareholders, and our Company.

All information, to the extent required in relation to the Offer, shall be made available by our Company, Selling Shareholders (to the extent that the information pertain to his Offered Shares), and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

Prospective investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, Underwriters, BRLM and their respective directors, partners, designated partners, trustees, officers, employees, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriters, and their respective directors, partners, designated partners, trustees, officers, agents, affiliates, employees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLM and its associates and affiliates, in their capacity as principals or agents, may engage in transactions with, and perform services for, our Company, our Promoters (including the Selling Shareholders), members of the Promoter Group and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, our Promoters (including the Selling Shareholders), members of the Promoter Group and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer from the Selling Shareholders

It is clarified that the Selling Shareholders does not accept and/or undertake any responsibility for any statements made or undertakings provided in this Draft Red Herring Prospectus other than those specifically made or undertaken by him in relation to themselves as the Selling Shareholders and the Offered Shares.

Further, the Selling Shareholders accepts no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Bidders will be required to confirm and will be deemed to have represented to the Selling Shareholders that they are all eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Delhi, India only.

Bidders eligible under Indian law to participate in the Offer

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies, and societies registered under the applicable laws in India and authorised to invest in Equity Shares, domestic Mutual Funds, registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), NBFC-SI or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in Equity Shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, provident funds (subject to applicable law) and pension funds with minimum corpus of ₹ 250 million registered with the Pension Fund Regulatory and Development Authority

established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DD-II dated November 23, 2005, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Certain persons outside India are restricted from participating in the Offer. For details, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 457.

Selling restrictions and transfer restrictions

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Offer are being offered and sold only outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act (“**Regulation S**”).

Each purchaser of the Equity Shares in the Offer who does not receive a copy of the preliminary offering memorandum shall be deemed to represent and warrant to and agree with our Company and the Members of the Syndicate as follows:

- It was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.
- It did not purchase the Equity Shares as a result of any “directed selling efforts” (as defined in Regulation S).
- It bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.
- It will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares, other than in accordance with applicable laws.
- If it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- If it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to “it” to include such accounts.

- It agrees to indemnify and hold the Company and the Members of the Syndicate harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.
- It acknowledges that our Company and the Members of the Syndicate and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer clause of RBI

The company is having a valid certificate of Registration dated June 26, 2025 issued by Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934. However, the Reserve Bank of India does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the company and for the repayment of deposits/discharge of liabilities by the company

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being offered and sold in the Offer.

[•] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or such period as may be prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI. For avoidance of doubt, no liability to make any payment of interest shall accrue to the Selling Shareholders unless the delay in making any of the payments hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is solely and directly attributable to such Selling Shareholders. The Selling Shareholders undertakes to provide such reasonable assistance as may be requested by our Company, in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

Consents

Consents in writing of (a) the Selling Shareholders, each of our Directors, our Company Secretary and Compliance Officer, Statutory Auditors, legal counsel to the Offer, the BRLM, Dun & Bradstreet, the Registrar to the Offer and lenders to our Company (wherever applicable), in their respective capacities, have been obtained and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus; and (b) the Syndicate Members, Monitoring Agency, Sponsor Banks, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and bankers to our Company to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under Section 26 and 32 of the Companies Act.

Expert

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated June 24, 2026 from Ajay Rattan & Co., Chartered Accountants, our Statutory Auditors, holding a valid peer review certificate from ICAI, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the: (i) their examination report dated June 22, 2026 on the Restated Financial Statements; (ii) the statement of possible special tax benefits available to our Company and Shareholders dated June 24, 2026 included in this Draft Red Herring Prospectus; and (iii) certificates issued by them in connection with the Offer. Such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. It is clarified, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Particulars regarding public or rights issues by our Company during the last five years and performance *vis-à-vis* objects

Our Company has not made any public issues (as defined under SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus.

Our Company has made rights issues, for further details, please see “Capital Structure” on page 83.

Brokerage and Selling Commission paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offering of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues by our Company

Other than as disclosed in “*Capital Structure- Notes to the Capital Structure*” on page 84, our Company has not undertaken a capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Performance *vis-à-vis* Objects – Last public/rights issue of our listed Subsidiaries/Promoters

Our Promoter Company, India Finsec Limited is listed on mainboard of BSE and not made any rights and public issues in the past five (5) years. Since the incorporation of our Company & till the date of this Draft Red Herring Prospectus, we don’t have any subsidiary company.

Capital issue during the previous three years by our listed group company, subsidiary or associates of our Company

As on the date of this Draft Red Herring Prospectus, the Company does not have any listed group company, subsidiaries or associates.

Price information of past issues handled by the BRLM (during the current Fiscal and two Fiscals preceding the current Fiscal)

I. Price information of past issues (during current Financial Year and two Financial Years preceding the current Financial Year) handled by Aryaman Financial Services Limited

Main Board Issues

Sr. No.	Issue Name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing	
1.	Indo Farm Equipment Limited	260.15	215.00	January07, 2025	258.40	1.65%	(0.18%)	(34.88%)	(6.47%)	(18.60%)	6.69%
2.	Vraj Iron and Steel Limited	171.00	207.00	July 3, 2024	240.00	9.42%	1.24%	26.96%	5.35%	6.01%	(2.17%)

Sources: All shares price data are taken from www.bseindia.com and www.nseindia.com

SME Platform Issues

Sr. No.	Issue Name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing	
1.	Diksha Polymers Limited	17.90	112.00	June 24, 2026	114.50	NA	NA	NA	NA	NA	NA
2.	Narmadesh Brass Industries Limited	44.87	515.00	January 21, 2026	495.00	(64.00%)	1.10%	(56.20%)	(3.22%)	(42.72%)	(5.13%)
3.	B.D Industries (Pune) Limited	45.36	108.00	August 6, 2025	108.90	2.78%	0.21%	0.09%	3.62%	0.00%	1.39%
4.	CFF Fuil Control Limited	87.78	585.00	July 16, 2025	621.00	6.50%	(2.46%)	6.94%	(0.73%)	(1.75%)	1.51%
5.	Integrity Infrabuild Developers Limited	12.00	100.00	May 20, 2025	100.80	2.50%	0.44%	0.05%	0.78%	0.10%	4.97%
6.	NAPS Global India Limited	11.88	90.00	March 11, 2025	108.00	(35.96%)	(0.34%)	(52.59%)	11.26%	(41.11%)	8.92%
7.	CLN Energy Limited	72.30	250.00	January 30, 2025	256.00	16.80%	(4.64%)	54.22%	4.54%	112.58%	5.96%
8.	Khyati Global Ventures Limited	18.29	99.00	October 11, 2024	105.00	(30.81%)	(2.33%)	(32.31%)	(4.62%)	(46.51%)	(9.26%)
9.	Shivam Chemicals Limited	20.18	44.00	April 30, 2024	48.00	11.75%	(0.80%)	22.73%	9.23%	14.39%	6.60%

Note:

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index.
2. Prices on BSE/NSE are considered for all of the above calculations.
3. In case the 30th /90th /180th day is a holiday, closing price on BSE/NSE of the previous trading day has been considered.
4. In case 30th /90th /180th days, scrips are not traded then closing price on BSE/NSE of the previous trading day has been considered.

Summary statement of price information of past public issues (during the current Financial Year and two Financial Years preceding the current financial year)

Main Board

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 th calendar day from listing day			Nos. of IPOs trading at premium - 30 th calendar day from listing day			Nos. of IPOs trading at discount -180 th calendar day from listing day			Nos. of IPOs trading at premium - 180 th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2026-27	-	-	0	0	0	0	0	0	0	0	0	0	0	0
2025-26	-	-	0	0	0	0	0	0	0	0	0	0	0	0
2024-25	2	431.15	0	0	0	0	0	2	0	0	1	0	0	1

Note:

1. The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.
2. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
3. Source: www.bseindia.com and www.nseindia.com, BSE Sensex and Nifty Fifty as the Benchmark Indices

SME Board

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 th calendar day from listing day			Nos. of IPOs trading at premium - 30 th calendar day from listing day			Nos. of IPOs trading at discount -180 th calendar day from listing day			Nos. of IPOs trading at premium - 180 th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2026-27	1	17.90	0	0	0	0	0	0	0	0	0	0	0	0
2025-26	4	190.01	1	0	0	0	0	3	0	1	1	0	0	2
2024-25	4	122.65	0	2	0	0	0	2	0	2	0	1	0	1

Notes

1. Since the listing date of Diksha Polymers Limited was on June 24, 2026 information related to closing price and benchmark index as on the 30th and 180th calendar day from the listing date is not applicable.
2. The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.
3. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
4. Source: www.bseindia.com and www.nseindia.com, BSE Sensex and Nifty Fifty as the Benchmark Indices

Track record of past issues handled by the BRLM

For details regarding the track record of the Book Running Lead Manager to the Offer as specified in Circular reference CIR/MIRSD/1/ 2012 dated January 10, 2012 issued by the SEBI, please see the website of Aryaman Financial Services Limited –www.afsl.co.in

Stock Market Data of Equity Shares

This being an initial public issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, or any such period as prescribed under the applicable laws, subject to agreement with our Company for storage of such records for a longer period, to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

All Offer related grievances, other than those of the Anchor Investor may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, UPI ID, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or UPI ID (for UPI Bidders who make the payment of Bid through UPI Mechanism), date of the Bid cum Application Form and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgment number received from the concerned Designated Intermediary in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Manager and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Bidders can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

In terms of the SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the Bidders shall be compensated by the SCSBs in accordance with SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, SCSBs and the Book Running Lead Manager shall compensate the Bidders at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. Further, in terms of the SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has

been paid by the SCSB.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular and any subsequent circulars or notifications issued by SEBI in this regard.

Disposal of Investor Grievances by our Company

Our Company shall, after filing this Draft Red Herring Prospectus, obtain authentication on the SCORES in compliance with the SEBI master circular bearing reference number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023, in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 (ten) Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has not received investor complaints in relation to the Equity Shares for the three years prior to the filing of the Draft Red Herring Prospectus, hence no investor complaint in relation to our Company is pending as on the date of filing of the Draft Red Herring Prospectus.

For helpline details of the Book Running Lead Manager in accordance with the SEBI ICDR Master Circular, see “*General Information – Book Running Lead Manager*” on page 76. Our Company has constituted a Stakeholders’ Relationship Committee comprising of Devi Das Agarwal, Non-Executive Independent Director of our Company as Chairperson, Khushboo Nilesh Rawat, Non-Executive Independent Director of our Company and Gopal Bansal, the Managing Director of our Company, as members, which is responsible for redressal of grievances of security holders of our Company. For details, see “*Our Management - Stakeholders’ Relationship Committee*” on page 260.

Our Company has appointed Shivani Jindal, our Company Secretary and as our Compliance Officer. For further details, please see “*General Information*” on page 76.

The Selling Shareholders has authorized the Company Secretary and Compliance Officer of our Company, and the Registrar to the Offer to redress any investor grievances in relation its portion of the Offered Shares, provided that in any such case requiring a written response in respect of any investor grievance, the prior written approval (which includes any approval obtained over e-mail) of the Selling Shareholders on such response shall be obtained by our Company.

Disposal of investor grievance by listed Group Company and Subsidiaries

As on date of this Draft Red Herring Prospectus, we do not have any listed Group Company or subsidiary company.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

As on the date of this Draft Red Herring Prospectus, our Company has not applied for or received any exemption from the SEBI from compliance with any provisions of securities laws including the SEBI ICDR Regulations.

Other confirmations

There are no conflicts of interest between (i) the third-party service providers (crucial for operations of our Company) or (ii) the lessors of our immovable properties (crucial for our operations) and our Company, Promoters, Promoter Group, Key Managerial Personnels, Directors, Group Company, and their directors.

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

Except as disclosed in the Draft Red Herring Prospectus, there are no findings / observations pursuant to any inspections of the Company by SEBI or any other regulatory authority that we considered material and non-disclosure of which may have bearing on the investment decisions of the Bidder.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to this Offer are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, Draft Abridged Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. The fees and expenses relating to the Offer shall be shared by our Company and the Selling Shareholders in the manner agreed to among our Company and the Selling Shareholders and in accordance with applicable law. For details in relation to the Offer expenses, see “*Objects of the Offer – Offer related expenses*” on page 106.

Ranking of the Equity Shares

The Equity Shares being issued and Allotted in the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of voting and receiving dividend and other corporate benefits, if any, declared by our Company after the Allotment. For further details, see “*Description of Equity Shares and Terms of Articles of Association*” on page 459.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, our Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines, regulations or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (including pursuant to the transfer of Equity Shares in the Offer for Sale), will be payable to the Allottees, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “*Dividend Policy*” and “*Description of Equity Shares and Terms of Articles of Association*” beginning on pages 276 and 459, respectively.

Face Value, Price Band and Offer Price

The face value of the Equity Shares is ₹ 10 each. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price of Equity Shares is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share of face value of ₹ 10 each.

The Offer Price, Price Band and minimum Bid Lot for the Offer will be decided by our Company, in accordance with applicable law and in consultation with the BRLM, and advertised in [●] editions of the English national daily newspaper [●] and [●] editions of the Hindi National daily newspaper [●] (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide circulation, respectively, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges. The Offer Price shall be determined by our Company in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares, unless otherwise permitted by law.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, our equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote on a poll either in person or by proxy or 'e-voting' in accordance with the provisions of the Companies Act;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive any surplus on liquidation subject to any statutory and other preferential claims being satisfied;
- The right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including the rules framed by the RBI; and
- Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/or consolidation/ splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 459.

Allotment of Equity Shares only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through this Draft Red Herring Prospectus can be applied for in the dematerialised form only. In this context, our Company has entered into the following agreements:

- Tripartite agreement dated October 17, 2025 amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated October 19, 2018 amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Further, the trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "*Offer Procedure*" on page 435.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The competent courts/ authorities of Delhi, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "*Terms of the Offer – Bid/Offer Programme*" on page 424.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Depository Participant.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Bid/ Offer Programme

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
BID/ OFFER OPENS ON	[●] ⁽¹⁾
BID/ OFFER CLOSSES ON	[●] ⁽²⁾⁽³⁾
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Allotment of Equity Shares / Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

⁽¹⁾ Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

⁽²⁾ Our Company, in consultation with the BRLM, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

⁽³⁾ UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Offer Closing Date.

* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts

are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the SCSBs shall, instantly revoke the blocked funds other than the original Bid Amount and the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the SCSBs shall instantly revoke the difference amount, i.e. the blocked amount less the Bid Amount, and the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, shall be compensated at a rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, the Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular and SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 each to the extent applicable and not rescinded by the SEBI ICDR Master Circular.

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders, the BRLM, or the Members of the Syndicate.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receipt of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

The Selling Shareholders confirms that he shall extend reasonable assistance as required by our Company and the BRLM for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date, or within such other period as prescribed.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar on a daily basis as per the format prescribed in SEBI ICDR Master Circular.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the Offer procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs other than QIBs and NIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹ 0.5 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs)	Only between 10.00 a.m. and up to 12.00 p.m. IST

Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and NII categories [#]	Only between 10.00 a.m. and up to 4.00 p.m. IST
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST

* UPI mandate end time and date shall be at 5:00 pm on Bid/Offer Closing Date.

[#] QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors, and until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIIs.

On Bid / Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Investors after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Form and as reported by the BRLM to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than 3:00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period. Bidders may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company and the Selling Shareholders, in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the Face Value of the Equity Shares. In all

circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, may extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLM and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-a-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

The requirement of minimum subscription is not applicable to the Offer for Sale in accordance with the SEBI ICDR Regulations. If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Offer on the Bid/Offer Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid/Offer Closing Date due to withdrawal of Bids or technical rejections or any other reason; or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/Offer Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law. If there is a delay beyond the prescribed time after our Company becomes liable to pay the amount, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum or such other amount prescribed under applicable law.

In case of under-subscription in the Offer, the Equity Shares will be allotted in the following order of priority: (a) Equity Shares will first be Allotted by the Company such that 90% of the Fresh Issue portion is subscribed ("**Minimum Subscription**"); (b) all the Offered Shares (in proportion to the Offered Shares being offered by the Selling Shareholders will be allotted; and (c) once Equity Shares have been Allotted as per (a), (b) above, such number of Equity Shares will be Allotted by the Company towards the balance 10% of the Fresh Issue portion.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws to the Bidders if required to do so under applicable law, including due to failure to obtain listing or trading approval or pursuant to any direction or order of SEBI or any other governmental authority, provided that the Selling Shareholders shall be responsible to refund the amount as aforesaid only to the extent of their portion of the Offered Shares, and that the Selling Shareholders shall not be responsible to pay such interest as aforesaid unless such delay is caused solely by, or is directly attributable to, an act or omission of such Selling Shareholders in relation to its portion of the Offered Shares.

The Selling Shareholders shall reimburse any expenses and interest incurred by our Company on behalf of him for any delays in making refunds as required under the Companies Act, the UPI Circulars and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Selling Shareholders.

Undersubscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company and Selling Shareholders in consultation with the BRLM, and the Designated Stock Exchange.

Arrangements for disposal of odd lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction, if any on transfer and transmission of shares

Except for the lock-in of the pre-Offer Equity Shares, the Promoters' Contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" on page 83, and except as provided under the Articles of Association and under SEBI ICDR Regulations, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting, except as provided in the Articles of Association. See, "*Description of Equity Shares and Terms of Articles of Association*" at page 368.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company in consultation with the BRLM, reserves the right not to proceed with the Offer, in whole or in part thereof, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer and price band advertisements was published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders and shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer and price band advertisement has appeared, and the Stock Exchanges will also be informed promptly.

If our Company, in consultation with the BRLM withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

OFFER STRUCTURE

The Offer is being made through the Book Building Process. The Offer is of up to 38,500,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million comprising a Fresh Issue of up to 35,500,000 Equity Shares aggregating up to ₹ [●] million and an Offer for Sale of up to 3,000,000 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders. The Offer shall constitute [●] % of the post-Offer paid-up Equity Share capital of our Company.

Our Company, in consultation with the Book Running Lead Manager, may consider a Pre-IPO Placement aggregating up to 11,500,000 Equity Shares, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Manager. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the proposed Objects of the Offer in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result in listing of the Equity Shares on the Stock Exchanges. The utilization of the pre-IPO proceeds being discretionary in nature, if raised, shall be completely attributed / adjusted towards the GCP portion, unless the pre-IPO proceeds have been utilised towards the disclosed specific objects of the Offer. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

This Offer is being made through the Book Building Process, in compliance with Regulation 6(1) and 31 of the SEBI ICDR Regulation.

Particulars	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment/ allocation* ⁽²⁾	Not more than [●] Equity Shares of face value of ₹ 10 each	Not less than [●] Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million available for allocation or Net Offer less allocation to QIB Bidders and Retail Individual Investors	Not less than [●] Equity Shares of face value of ₹ 10 each available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Investors
Percentage of Offer Size available for Allotment/ allocation	Not more than 50 % of the Net Offer size shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Offer or the Net Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation, shall be available for allocation, subject to the following: (i) one-third of the Non-Institutional Category will be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (ii) two-thirds of the Non-Institutional Category will be available for allocation to Bidders with an application size of more than ₹ 1.00 million provided that the unsubscribed portion in either of the sub-categories mentioned above may be allocated to applicants	Not less than 35% of the Net Offer or the Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation

Particulars	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
		in the other sub-category of Non-Institutional Bidders.	
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) Up to [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above c) Up to 60% of the QIB Category (of up to [●] Equity Shares of face value of ₹10 each) may be allocated on a discretionary basis to Anchor Investors. 40% of the Anchor Investor Portion shall be reserved as follows: 33.33% shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. Any under-subscription in the Life Insurance Companies and Pension Funds category specified in (ii) above may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations^{·(1)}	The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with application size of more than ₹ 1.00 million. Provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to bidders in the other sub-categories of Non-Institutional Investors in accordance with SEBI ICDR Regulations. The allotment of Equity Shares to each Non-Institutional Investor shall not be less than the minimum Non-Institutional Investor bid size, subject to availability in the Non-Institutional category, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations. For details, see “Offer Procedure” on page 435.	The allotment to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see “Offer Procedure” on page 435.
Minimum Bid	Such number of Equity Shares of face value of ₹ 10 each so that the Bid Amount exceeds ₹ 0.20 million and in multiples of [●] Equity Shares of face value of ₹ [●] each	Such number of Equity Shares of face value of ₹ 10 each in multiples of [●] Equity Shares of face value of ₹ [●] each such that the Bid Amount exceeds ₹ 0.20 million	[●] Equity Shares of face value of ₹ 10 each
Maximum Bid	Such number of Equity Shares of face value of ₹ 10 each in multiples of [●] Equity Shares of face value of ₹ 10 each so that the bid does not exceed the size of the Offer (excluding the Anchor Portion), subject to applicable limits under	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of so that the bid does not exceed the size of the Offer (excluding the QIB Portion), subject to limits prescribed under applicable law	Such number of Equity Shares of face value of ₹ 10 each in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid Amount does not exceed ₹ 0.20 million

Particulars	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
	applicable law		
Bid Lot		[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares face value of ₹ 10 each thereafter	
Mode of allotment		Compulsory in dematerialized form	
Allotment Lot		[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Share thereafter	
Trading Lot		[●] Equity Share	
Who can apply ⁽³⁾	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, eligible FPIs, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India through resolution F. No.2/3/2005-DD-II dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies, and accredited investors as defined in regulation 2(1)(ab) of the SEBI AIF Regulations, for the limited purpose of their investment in angel funds registered with SEBI, under the SEBI AIF Regulations.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies, trusts, FPIs who are individuals, corporate bodies and family offices.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta).
Terms of Payment		In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁴⁾ In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders, or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form	
Mode of Bidding [^]	Through ASBA Process only (excluding UPI Mechanism) except in the case of Anchor Investors		

*Assuming full subscription in the Offer.

[^] SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges

shall, for all categories of investors and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

⁽¹⁾Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations and subject to there being (i) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is up to ₹2,500.00, subject to a minimum Allotment of ₹50.00 million per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five Anchor Investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 million, and an additional 15 Anchor Investors for every additional ₹2,500.00 million or part thereof will be permitted, subject to minimum allotment of ₹50.00 million per Anchor Investor. Anchor Investors must Bid for an amount of at least ₹100.00 million. Forty-percent of the Anchor Investor Portion shall be reserved for (i) 33.33 per cent for domestic Mutual Funds; and (ii) 6.67 per cent for Life Insurance Companies and Pension Funds, subject to valid Bids being received from the domestic Mutual Funds and Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. Any under-subscription in the Life Insurance Companies and Pension Funds category specified in (ii) above may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see “Offer Procedure” on page 435.

⁽²⁾ Subject to valid Bids being received at or above the Offer Price. This Offer is being made through Book Building Process in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs provided that our Company, in consultation with the BRLM may allocate up to 60% of the Net QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, 40% shall be reserved in the following manner: (i) 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds; and (ii) 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the category in clause (ii) above, may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non Institutional Investors, of which (a) one-third portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two-thirds portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non Institutional Investors, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.

⁽³⁾ In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

⁽⁴⁾Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

The Bids by FPIs with certain structures as described under “Offer Procedure -Bids by FPI” on page 443 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories. For further details, see “Terms of the Offer” on page 424.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by SEBI and the UPI Circulars (“**General Information Document**”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“**CAN**”) and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint Bids in cases of individual, multiple Bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through the UPI Circulars, has introduced an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective until June 30, 2019. Further, pursuant to the SEBI ICDR Master Circular, all individual bidders in initial public offerings whose application size are up to ₹0.50 million shall use the UPI Mechanism. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with the existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“**UPI Phase III**”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. Accordingly, the Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide the SEBI ICDR Master Circular has prescribed certain additional measures for streamlining the process of initial public offers and redressing investor grievances.

With the issuance of the SEBI ICDR Master Circular, all directions/instructions contained in the aforementioned circulars shall stand rescinded to the extent they relate to the SEBI ICDR Regulations. Furthermore, the SEBI RTA Master Circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/7 dated May 7, 2024 (“**SEBI RTA Master Circular**”) consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) to the extent relevant for RTAs and rescinded these circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) to extent applicable to RTAs.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI ICDR Master Circular and the SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and Book Running Lead Manager shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law at a uniform rate of ₹100 per day or 15% per annum of the application amount for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking.. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular and the SEBI RTA Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The BRLM shall be the nodal entity for any issues arising out of public issuance process.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023, issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of this Draft Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 (“AV Circular”) has introduced the disclosure of audiovisual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by influencers. Further, investors are advised to rely only on the information contained in the Offer document and Price Band Advertisement for making investment decision

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus. The Book Running Lead Manager shall be the nodal entity for any issues arising out of public issuance process.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company, the Selling Shareholders and the Members of the Syndicate are not liable for any adverse occurrence consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLM in accordance with the SEBI ICDR Regulations, of which 40% shall be reserved in the following manner: (i) 33.33% shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds; and (ii) 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable at or above the Anchor Investor Allocation Price. Any under-subscription in the Life Insurance Companies and Pension Funds category specified in (ii) above may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the

respective categories, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidder of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories on proportionate basis, at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to applicable laws and receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories.

In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute at least [●] % of the post-Offer paid-up Equity Share capital of our Company.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021, CBDT circular no. 7 of 2022, dated March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

All potential Bidders (except Anchor Investors) are required to mandatorily utilize the ASBA process, providing details of their respective ASBA accounts and UPI ID (in case of UPI Bidders), if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia* Equity Shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars and the Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase was applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI pursuant to its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI pursuant to its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, prescribed that all individual bidders applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 0.50 million,

shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Phase III: This phase became applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The SEBI ICDR Master Circular, has consolidated and rescinded the aforementioned circulars, including the T+3 Notification, to the extent they relate to the SEBI ICDR Regulations. The Offer shall be undertaken pursuant to the processes and procedures as notified in the SEBI ICDR Master Circular as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by the SEBI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular and the SEBI ICDR Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI.

NPCI through its circular (NPCI/UPI/OC No. 127/ 2021-22) dated December 9, 2021, read with SEBI ICDR Master Circular *inter alia*, has enhanced the per transaction limit from ₹ 0.20 million to ₹ 0.50 million for applications using UPI in initial public offerings.

Pursuant to the SEBI ICDR Master Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI ICDR Master Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send short message service (“SMS”) alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post-Offer, BRLM will be required to compensate the concerned investor.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Further, in accordance with the SEBI ICDR Master Circular, all UPI Bidders shall provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- (i) a member of the syndicate;
- (ii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
- (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); or
- (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

Electronic registration of Bids

- (a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for the Book Building process on a regular basis before the closure of the Offer.
- (b) On the Bid / Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- (c) Only Bids that are uploaded on the Stock Exchanges' platform are considered for allocation / Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid /Offer Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid /Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.
- (d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres and our Registered Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid /Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of the BRLM.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by UPI Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. Bidders using the ASBA process to participate in the Offer must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIIs (other than RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (ii) UPI Bidders may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts) provided by certain brokers.
- (iii) QIBs and NIIs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

- (iv) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. RIB, QIB and NIB and also for all modes through which the applications are processed.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLM.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis ⁽¹⁾	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral development financial institutions ⁽¹⁾	[●]
Anchor Investors ⁽²⁾	[●]

* Excluding electronic Bid cum Application Forms Notes:

⁽¹⁾Electronic Bid cum Application Forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

⁽²⁾Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLM.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details as specified in the SEBI ICDR Master Circulars.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI ICDR Master Circular. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut- Off Time**"). Accordingly, bidding through the UPI Mechanism UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Offer Period until the Cut- Off Time.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data,

CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid /Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks / unblocks, performance of apps and UPI handles, down-time / network latency (if any) across intermediaries and any such processes having an impact / bearing on the Offer Bidding process.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

- (a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the Offer and Depository Participants shall continue till further notice;
- (b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;
- (c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. for QIBs and Non-Institutional Investors categories and up to 5.00 p.m. for Retail Individual categories on the initial public offer closure day;
- (d) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids;
- (e) The Stock Exchanges shall display Offer demand details on their respective websites and for UPI Bids, the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

Participation by Promoters, Promoter Group members, the BRLM, associates and affiliates of the BRLM and the Syndicate Members

The BRLM and the Syndicate Members shall not be allowed to purchase or subscribe to the Equity Shares in this Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLM nor any associate of the BRLM can apply in the Offer under the Anchor Investor Portion:

- (i) mutual funds sponsored by entities which are associates of the BRLM;
- (ii) insurance companies promoted by entities which are associates of the BRLM;
- (iii) AIFs sponsored by the entities which are associates of the BRLM;
- (iv) FPIs other than individuals, corporate bodies and family offices which are associates of the BRLM; or
- (v) Pension funds, with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associates of the BRLM.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

Further, except for the sale of Equity Shares by the Selling Shareholders in the Offer, our Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer.

For the purposes of the above, a QIB who has any of the following rights shall be deemed to be a “person related to our Promoters or Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with our Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company in consultation with BRLM reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made, subject to applicable law.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in Equity Shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their NRE accounts, or foreign currency non-resident accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Participation of Eligible NRI(s) in the Offer shall be subjected to the FEMA Rules. In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued of an Indian company listed on a recognised stock exchange and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis issued by an Indian company listed on a recognised stock exchange or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants of an Indian company listed on a recognised stock exchange. Provided that such aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars).

Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE / NRO accounts.

For further details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 457.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

An FPI may purchase or sell Equity Shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increase beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re- classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLM, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

- (a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
- (b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
- (c) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and
- (d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI. Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi-investment manager structure;

- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected. Participation of FPIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The SEBI AIF Regulations, as amended prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations as amended prescribe the investment restrictions on FVCIs.

The Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A Category III AIF cannot invest more than 10% of its investible funds in one investee company. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders, or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLM, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 ("**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate equity investment in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans / investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company in consultation with BRLM, reserve the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**"), and are based on investments in the Equity Shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to must be attached to the Bid-cum Application Form. Failing this, our Company in consultation with BRLM, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-

SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholders, in consultation with the BRLM, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the Selling Shareholders, in consultation with the BRLM, may deem fit.

Bids by provident funds / pension funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLM reserve the right to reject any Bid, without assigning any reason therefor.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

- (a) Anchor Investor Application Forms to be made available for the Anchor Investor Portion at the office of the BRLM.
- (b) The Bids are required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.
- (c) 40% of the Anchor Investor Portion shall be reserved for (i) 33.33 % for domestic Mutual Funds; and (ii) 6.67% for Life Insurance Companies and Pension Funds and subject to valid Bids being received from the domestic Mutual Funds and Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations and any under-subscription under (ii) may be allocated to domestic Mutual Funds. In the event of undersubscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion.
- (d) Bidding for Anchor Investors will open one Working Day before the Bid /Offer Opening Date, and will be completed on the same day.
- (e) Our Company in consultation with the BRLM will finalise allocation to the Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLM, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:
 - minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and

- in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 15 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.
- (f) Allocation to Anchor Investors is required to be completed on the Anchor Investor Bid /Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made, is required to be made available in the public domain by the BRLM before the Bid /Offer Opening Date, through intimation to the Stock Exchanges.
- (g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- (h) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- (i) Neither the BRLM nor any associate of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs, other than individuals, corporate bodies and family offices which are associate of the BRLM or pension funds with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associates of the BRLM) can apply in the Offer under the Anchor Investor Portion.
- (j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids.
- (k) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he / she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLM are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer and price band advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], a widely circulated English national daily newspaper, all editions of [●] and a widely circulated Hindi national daily newspaper, (Hindi being the regional language of Delhi, where our Registered Office is located). Our Company shall, in the pre-Offer and price band advertisement state the Bid /Offer Opening Date, the Bid / Offer Closing Date and the QIB Bid / Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise or withdraw their Bid(s) until the Bid /Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders) in the Bid cum Application Form (with a maximum length of 45 characters) and such ASBA account belongs to you and no one else. UPI Bidders must mention their correct UPI ID and shall use only his / her own bank account which is linked to such UPI ID;
4. UPI Bidders shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
5. UPI Bidders shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;
8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders, may submit their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDP;
9. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;

10. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;
11. Retail Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;
12. Ensure that they have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
13. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
14. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
15. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;
16. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;
17. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral / bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
19. Ensure that the Demographic Details are updated, true and correct in all respects;
20. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
21. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

24. UPI Bidders, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
25. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;
26. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
27. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
28. In case of QIBs and NIIs (other than for Anchor Investor and UPI Bidder), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
29. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank(s), as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
30. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, the UPI Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his / her ASBA Account;
31. UPI Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;
32. UPI Bidders, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;
33. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the ASBA Account;
34. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM.
35. Ensure that ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs;
36. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid /Offer Closing Date.
37. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, and press releases dated June 25, 2021, and September 17, 2021.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in

the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 or in the list displayed on SEBI's website is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid for a Bid Amount exceeding ₹ 0.20 million, for Bids by RIIs;
4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;
7. Bids by HUFs not mentioned correctly as provided in “- *Bids by HUFs*” on page 443;
8. Anchor Investors should not Bid through the ASBA process;
9. Do not submit multiple Bid application forms with same application form number;
10. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
15. If you are a NIB or a RIB, do not submit your Bid (physical application) after 1:00 pm on the Bid / Offer Closing Date;
16. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid /Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);
17. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
18. If you are a UPI Bidders, do not submit more than one Bid cum Application Form for each UPI ID;
19. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 0.50 million;
20. Do not submit the General Index Register (GIR) number instead of the PAN;
21. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
22. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders, in the UPI-linked bank account where funds for making the Bid are available;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investors. Retail Individual Investors can revise or withdraw their Bids until the Bid /Offer Closing Date;
24. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
25. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders;
26. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
27. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
28. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;
29. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
30. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
31. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;
32. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders); and
33. Do not Bid if you are an OCB.

For helpline details of the BRLM in accordance with the SEBI ICDR Master Circular, see “*General Information – Book Running Lead Manager*” on page 76.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

In case of any pre-Offer or post Offer related issues regarding demat credit / refund orders / unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see “*General Information - Company Secretary and Compliance Officer*” on page 76.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

For details of grounds for technical rejection of a Bid cum Application Form, please see the General Information Document.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));
6. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
7. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
8. ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
9. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
10. Bids submitted without the signature of the First Bidder or Sole Bidder;
11. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
12. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
13. GIR number furnished instead of PAN;
14. Bids by RIBs with Bid Amount of a value of more than ₹0.20 million;
15. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
16. Bids accompanied by stock invest, money order, postal order, or cash; and
17. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Offer Closing Date, and Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIBs and Eligible Employees Bidding in the Employee Reservation Portion, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., bidders can reach out to our Company Secretary and Compliance Officer. For further details of our Company Secretary and Compliance Officer, see “*General Information*” and “*Our Management*” on pages 75 and 247, respectively.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application

size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Individual Investor category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with a Bid size of more than ₹ 0.20 million and up to ₹ 1.00 million and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with a Bid size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investors shall not be less than the Minimum NII application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLM, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

- (i) In case of resident Anchor Investors: “[●]”
- (ii) In case of non-resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Allotment Advertisement

The allotment advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, then the allotment advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the BRLM and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of a widely circulated English national daily newspaper, [●], all editions of a widely circulated Hindi National daily newspaper (Hindi being the regional language of Delhi where our Registered Office is located).

The above information is given for the benefit of the Bidders/applicants. Our Company and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, the following tripartite agreements had been entered into amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated October 17, 2025, amongst our Company, NSDL and Registrar to the Offer.

- Tripartite agreement dated October 19, 2018, amongst our Company, CDSL and Registrar to the Offer.

Undertaking by our Company

Our Company undertakes the following:

- (i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- (ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;
- (iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days from the Bid/Offer Closing Date or such other time as may be prescribed;
- (iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- (v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- (vi) It shall not issue any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer, except for fees or commission for services rendered in relation to the Offer.
- (vii) that if our Company does not proceed with the Offer after the Bid / Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer and price band advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- (viii) that if our Company in consultation with the BRLM and the Selling Shareholders, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company subsequently decide to proceed with the Offer thereafter;
- (ix) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;
- (x) except for the Offer (including the Pre-IPO Placement), no further issue of Equity Shares shall be made from the date of this Draft Red Herring Prospectus till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc. other than as disclosed in accordance with the SEBI ICDR Regulations;
- (xi) promoter's contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees; and
- (xii) it shall not have any recourse to the proceeds of the Fresh Issue until final listing and trading approvals have been received from the Stock Exchanges.

Undertakings by the Selling Shareholders

The Selling Shareholders undertakes the following in respect of himself and the Offered Shares:

- i. that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;
- ii. that he is the legal and beneficial owner of the Offered Shares;
- iii. That the Offered Shares have been held by him for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus with SEBI

- iv. that he shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, except for fees or commission for services rendered in relation to the Offer;
- v. that the Equity Shares being sold by him pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer and shall be transferred to the eligible investors within the time specified under applicable law;
- vi. that he shall provide all reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of the Offered Shares;
- vii. that he shall deposit his Equity Shares offered for sale in the Offer in an escrow demat in accordance with the Share Escrow Agreement to be executed between the parties to such Share Escrow Agreement;
- viii. that he shall provide such reasonable support and cooperation to our Company and the BRLM in relation to the Equity Shares offered by him in the Offer for Sale for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges.
- ix. that he shall not have recourse to the proceeds of the Offer for Sale which shall be held in escrow in his favour, until final listing and trading approvals have been received from the Stock Exchanges; and that he will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLM in redressal of such investor grievances that pertain to the Offered Shares.
- x. The statements and undertakings provided above, in relation to the Selling Shareholders, are statements which are specifically confirmed or undertaken by the Selling Shareholders in relation to himself and the Offered Shares. All other statements or undertakings or both in this Draft Red Herring Prospectus in relation to the Selling Shareholders, shall be statements made by our Company, even if the same relate to the Selling Shareholders.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 1.00 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**DPIIT**”) makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA. The DPIIT also issues the Consolidated Foreign Direct Investment Policy (“**FDI Policy**”) from time to time. The regulatory framework pertaining to foreign investment, over a period of time, thus, consists of acts, regulations, master circulars, press notes, press releases, and clarifications among other amendments.

India’s current FDI Policy issued by the DPIIT with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT till October 15, 2020. All the press notes, press releases, clarifications on FDI issued by DPIIT till October 15, 2020 stand rescinded as on October 15, 2020. In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments.

In accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the FDI Policy and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Subsequently, vide Press Note No. 2 (2026 Series), dated March 15, 2026 issued by the DPIIT and FEMA (Non-debt instruments) Rules, 2026 which came into effect on May 2, 2026, the FDI Policy has been further amended to, inter alia, define the expression “beneficial owner” and to provide that prior approval of the Government of India shall be required only where citizen(s) and/or entity(ies) of a country sharing a land border with India hold, directly or indirectly, individually or cumulatively, more than 10% of the shares, capital or profits of the investor entity, or exercise control over such investor entity, or exercise ultimate effective control over the investee entity. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

Further, the existing individual and aggregate investment limits for an FPI in our Company are not exceeding 10% of the total paid-up Equity Share capital of our Company for each FPI and the total holdings of all FPIs in the Company shall not exceed 24% of the total paid-up Equity Share capital of our Company. The RBI, in exercise of its power under the FEMA, has also notified Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“**Rules**”) and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. SEBI registered FPIs have been permitted to purchase shares of an Indian company through the Offer, subject to total FPI investment being within the individual FPI/sub account investment limit of less than 10% of the total paid-up equity capital on a fully diluted basis of the Company subject to the total holdings of all FPIs/sub accounts including any other direct and indirect foreign investments in the Company shall not exceed 24% of the paid-up equity capital of the Company on a fully diluted basis. The aggregate limit of 24% in case of FPIs may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Company concerned by passing of resolution by the Board of the Company to that effect and by passing of a special resolution to that effect by its Shareholders. With effect from April 1, 2020, the aggregate limit of 24% has increased to the sectoral cap applicable to the Indian Company which in case of the Company is 100% provided that the Company complies with conditions provided under the FDI Policy. As per the Rules, the aggregate limit as provided above was permitted to be decreased by the Company to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors through a resolution and also of its shareholders by means of a special resolution, before March 31, 2020. The Company has passed no such Board Resolution and hence, has not revised its sectoral caps. Further, eligible NRIs and OCIs investing on repatriation basis are subject to individual investment limit of 5% of the total paid-up equity capital on a fully diluted basis subject to the aggregate paid-value of the shares purchased by all NRIs and OCIs put together on repatriation basis not exceeding 10% of the total paid-up equity capital on a fully diluted basis of the Company. The aggregate limit of 10% in case of NRIs and OCIs together may be raised to 24 % if a special resolution to that effect is passed by the shareholders of the Company. The Company has not passed such resolutions as yet.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of RBI, subject to fulfillment of certain conditions as specified by DPIIT / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company.

Our Company is engaged in the business of providing financial services and financial assistance. As per the Consolidated FDI Policy, 2020 issued by the Department for Promotion of Industry and Internal Trade, read with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, foreign direct investment (“FDI”) in companies engaged in the business of financial services is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with applicable conditions. Accordingly, foreign direct investment of up to 100% is permitted under the automatic route in our Company, subject to compliance with the prescribed conditions. For a detailed description of the conditions governing such investment, please refer to the chapter titled “*Key Regulations and Policies in India - Regulations Regarding Foreign Investment - Foreign Exchange Management Act, 1999*” on page 237.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

For further details, see “*Offer Procedure*” on page 435 Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the Bids are not in violation of laws or regulations applicable to them.

**SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF
ASSOCIATION OF OUR COMPANY**

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
IFL Finance Limited
(Incorporated under the Companies Act, 2013)**

The Articles of Association of the Company has been approved pursuant to the provisions of the Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of IFL Finance Limited held on October 27, 2025.

PRELIMINARY	
	The regulations contained in Table F in Schedule I to the Companies Act, 2013, shall be applicable to the Company except so far as the said Act or any modification thereof otherwise expressly provides Company to be governed by these Articles. The Regulations for management of the Company and for the observance of the members shall be such as are contained in these Articles.
I. INTERPRETATION	
(1)	In these regulations-
	(a) "the Act" means the Companies Act 2013
	(b) "the seal" means the common seal of the company.
(2)	Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
II. SHARE CAPITAL AND VARIATION OF RIGHTS	
	A. The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in clause V of Memorandum of Association. with power to Board of Directors to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges, or conditions may be, thought fit and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division. The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association. with power to Board of Directors to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital with and subject to any preferential qualified or special rights privileges or conditions may be thought fit and upon the sub-division of shares to apportion the right to participate in profits in any manner as between the shares resulting from sub-division. If and whenever the capital of the Company is divided into shares of different classes the tights of any such class may be varied modified affected extended abrogated or surrendered as provided by the said Act or by Articles of Association or by the terms of issue but not further or otherwise. Provisions of Section 43 47 of the Act to apply. B. The provisions of Section 43 47 of the Act in so far as the same may be applicable to issue of share capital shall be observed by the Company.
1.	i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after

	allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,- (a) one certificate for all his shares without payment of any charges or (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. iii. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
2.	Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
3.	1. (i). The Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in or debentures of the Company or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares in or debentures of the Company and the provisions of Section 40 of the said Act shall be observed and complied with. Such commission shall not exceed the maximum permissible rate as prescribed in the Rules. Such commission may be paid in cash or by the allotment of Securities. (ii) Company shall not pay any commission to any underwriter on securities which are not offered to public for subscription. (iii) The number of shares or debentures which persons have agreed to for commission to subscribe absolutely or conditionally is disclosed in the manner aforesaid. 2. Nothing in this clause shall affect the power of the Company to pay such brokerage as it may consider reasonable. 3. A Vendor to promoter of other person who receives payment in shares debentures or money from the Company shall have and shall be deemed always to have had power to apply any part of the shares debentures or money so received in payment of any commission the payment of which if made directly by the Company would have been legal under this Articles. 4. The commission may be paid or satisfied (subject to the provisions of the Act and these Articles) in cash or in share debentures or debenture stock of the Company (whether fully paid or otherwise) or in any combination thereof.
5.	(i) If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. (ii) To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
6.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

7.	Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
LIEN	
8.	i. The company shall have a first and paramount lien – (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. ii. The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.
9.	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made- (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
10.	i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer. iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
11.	i. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
CALLS ON SHARES	
12.	i. The Board may, from time to time, make calls upon the Members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. ii. Each Member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares. iii. A call may be revoked or postponed at the discretion of the Board.

13.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
14.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
15.	i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine. ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.
16.	i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
17.	The Board- (a) may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the Member paying the sum in advance.
TRANSFER OF SHARES	
18.	i. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.
19.	The Board may, subject to the right of appeal conferred by section 58 decline to register- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the Company has a lien.
20.	The Board may decline to recognise any instrument of transfer unless- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
21.	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

	Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
TRANSMISSION OF SHARES	
22.	i. On the death of a Member, the survivor or survivors where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognised by the Company as having any title to his interest in the shares. ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
23.	i. Any person becoming entitled to a share in consequence of the death or insolvency of a Member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either- (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent Member could have made. ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the share before his death or insolvency.
24.	i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.
25.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by Membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
FORFEITURE OF SHARES	
26.	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
27.	The notice aforesaid shall- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

28.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
29.	i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
30.	i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. ii. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
31.	i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; iii. The transferee shall thereupon be registered as the holder of the share; and iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
32.	The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
ALTERATION OF CAPITAL	
33.	1. The Company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution. 2. The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution. 3. Where it is proposed to increase the subscribed capital by Special Resolution or Ordinary Resolution as required under law of the Company by the issue of new shares (i) such new shares shall be offered to the persons who at the date of the offer are holders of the equity shares of the Company in proportion as nearly as circumstances admit to the capital paid-up on these shares at that date. (ii) the offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer if not accepted will be deemed to have been declined. (iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice shall contain a statement of this right. (iv) after the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered the

	Board of Directors may dispose of them in such manner as they think most beneficial to the Company (v) To employees under a scheme of employees stock option subject to Special Resolution passed by the company and subject to such conditions as may be specified in the relevant Rules. (vi) To any persons by way of passing a Special Resolution to that effect whether or not those persons include the persons referred to in clause (a) or clause(b) either for cash or for a consideration other than cash if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be specified in the relevant Rules. 4. Whenever any shares are to be offered to the members the Directors may dispose of any such shares which by reason of the proportion borne by them to the number of persons entitled to such offer or by reason of any other difficulty in apportioning the same cannot in the opinion of the Directors be conveniently offered to the members. 5. The right to issue further shares provided in this clause shall include a right to the Company to issue any instrument including Global Depositary Receipt.
34.	Subject to the provisions of section 61, the Company may, by ordinary resolution, (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
35.	Where shares are converted into stock, (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. (c) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "Shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
36.	The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,- (a) its share capital; (b) any capital redemption reserve account; or

	(c) any share premium account.
CAPITALISATION OF PROFITS	
37.	i. The Company in general meeting may, upon the recommendation of the Board, resolve- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards- A. paying up any amounts for the time being unpaid on any shares held by such Members respectively; B. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid; C. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); D. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares; E. The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
38.	i. Whenever such a resolution as aforesaid shall have been passed, the Board shall- A. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and B. generally do all acts and things required to give effect thereto. ii. The Board shall have power- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; iii. Any agreement made under such authority shall be effective and binding on such Members.
BUY-BACK OF SHARES	
39.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.
GENERAL MEETINGS	
40.	All general meetings other than annual general meeting shall be called extraordinary general meeting.
41.	i. The Board may, whenever it thinks fit, call an extraordinary general meeting.

	ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
PROCEEDINGS AT GENERAL MEETINGS	
42.	i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. i. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
43.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
44.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
45.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
ADJOURNMENT OF MEETING	
46.	i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
VOTING RIGHTS	
47.	Subject to any rights or restrictions for the time being attached to any class or classes of shares,- (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
48.	A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.
49.	i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of Members
50.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

51.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
52.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
53.	i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
PROXY	
54.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
55.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
56.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
BOARD OF DIRECTORS	
57.	The number of the Directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
58.	i. The remuneration of the Directors shall in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company. ii. The Company shall appoint such number of Independent Directors as it may deem fit for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of Special Resolution and such other compliances as maybe required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors. Independent Director shall be paid sitting fees for each meeting of the Board or a committee thereof attended by him a sum not exceeding ₹ 2500- (Rupees Two Thousand Five Hundred). iii. The remuneration of a Managing Director or Whole-Time Director and Joint Managing Director shall from time to time be fixed by the Directors and may be by way of salary or commission or participating in profits or by way or all of those modes or in other forms shall be subject to the limitations prescribed in Section 197 of the Act.

59.	The Board may pay all expenses incurred in getting up and registering the company.
60.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
61.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
62.	Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
63.	i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional Director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. ii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a Director at that meeting subject to the provisions of the Act.
63A.	Notwithstanding anything contained in these Articles, upon the concurrence of an Event of Default (as defined in the transaction documents), and upon receipt of a written nomination from the Debenture Trustee, the Board shall forthwith appoint the person so nominated by the Debenture Trustee as a Nominee Director on the Board of the Company. Every such appointment shall be made by the said Debenture Trustee by notice in writing to the Company, and the Board shall give effect to such notice forthwith. The Nominee Director so appointed shall not be liable to retire by rotation and shall hold office until removed by the Debenture Trustee in writing.
PROCEEDINGS OF THE BOARD	
64.	i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. ii. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
65.	i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
66.	The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
67.	i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.
68.	i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees

	consisting of such member or members of its body as it thinks fit. ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
69.	i. A committee may elect a Chairperson of its meetings. ii. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.
70.	i. A committee may meet and adjourn as it thinks fit. ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
71.	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
72.	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER	
73.	Subject to the provisions of the Act, i. A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; ii. A Director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.
74.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, Company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, chief executive officer, manager, Company secretary or chief financial officer.
DIVIDENDS AND RESERVE	
75.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
76.	Subject to the provisions of section 123, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.
77.	i. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application,

	may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit. ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
78.	i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
79.	The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
80.	i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of Members, or to such person and to such address as the holder or joint holders may in writing direct. ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
81.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
82.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
83.	No dividend shall bear interest against the Company.
ACCOUNTS	
84.	i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors. ii. No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.
WINDING UP	
85.	Subject to the provisions of Chapter XX of the Act and rules made thereunder- i. If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the Members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the

	members or different classes of members.
iii.	The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.
INDEMNITY	
86.	Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
OTHERS	
	General Power 1. Where any provisions of the said Act provides that the Company shall do such act deed or thing or shall have a right privilege or authority to carry out a particular transaction only if it is so authorised in its Articles in respect of all such acts deeds things rights privileges and authority this Article hereby authorises the Company to carry out the same without the need for any specific or explicit Article in that behalf. Secrecy Clause 1. No member shall be entitled to visit any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Companys working trading or any matter which is or may be in the nature of a secret mystery of trade or secret process which may relate to the conduct of the business of that Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate to the public.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which are, or may be deemed material, have been entered or to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company). These contracts, copies of which will be attached to the copy of the Red Herring Prospectus and Prospectus that will be filed with the Registrar of Companies (except for such documents and contracts executed after the Bid/Offer Closing Date). Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office, from 10.00 a.m. to 5.00 p.m. on Working Days and will also be available on the website of our Company at www.iflfinanceltd.com from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such contracts or documents that will be executed subsequent to the Bid/Offer Closing Date).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Offer

1. Offer Agreement dated June 6, 2026 entered into among our Company, the Selling Shareholders and the BRLM.
2. Registrar Agreement dated June 10, 2026 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank(s) Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLM, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Offer.
4. Syndicate Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLM, Syndicate Members and the Registrar to the Offer.
5. Monitoring Agency Agreement dated [●] entered into among our Company and the Monitoring Agency.
6. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriters.

Material Documents in relation to the Offer

1. Certified copies of updated Memorandum of Association and Articles of Association of our Company as amended until date.
2. Certificate of incorporation dated September 17, 2015, in the name of “IFL Housing Finance Limited”.
3. Fresh Certificate of incorporation dated April 8, 2025, in the name of “IFL Finance Limited”.
4. Resolution of the Board of Directors and Shareholders dated March 26, 2026 and April 25, 2026, respectively approving the Offer and other related matters.
5. Resolution of the IPO Committee dated July 22, 2026 approving this Draft Red Herring Prospectus.
6. Resolution of the IPO Committee dated July 22, 2026 approving the Draft Abridged Prospectus.
7. Resolution of the Board of Directors dated April 10, 2026 taking on record the consent letter of the Selling Shareholders to participate in the Offer for Sale.
8. Resolution of the Board of our Company dated April 26, 2026, taking on record the approval for the Offer for Sale by the Selling Shareholders.

9. Consent letter from the Selling Shareholders in relation to their participation in the Offer for Sale.
10. Report titled “*Industry Report on Non-Banking Financial Company*” dated July 15, 2026 prepared and issued by Dun & Bradstreet, commissioned by and paid for by our Company, pursuant to an engagement letter with Dun & Bradstreet dated April 22, 2026, exclusively for the purposes of the Offer.
11. Consent dated June 30, 2026, from Dun & Bradstreet issued for inclusion of their name and to reproduce the industry report titled “*Industry Report on Non-Banking Financial Company*” dated July 15, 2026 in the Draft Red Herring Prospectus.
12. Consent dated June 24, 2026 from the Statutory Auditors, holding a valid peer review certificate from ICAI, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the: (i) their examination report dated June 22, 2026 on the Restated Financial Statements; and (ii) the statement of possible special tax benefits available to our Company and Shareholders dated June 24, 2026 included in this Draft Red Herring Prospectus (iii) certificates issued by them in connection with the Offer.
13. The examination report dated June 22, 2026 issued by our Statutory Auditors on our Restated Financial Statements, included in this Draft Red Herring Prospectus.
14. The report dated June 24, 2026 on statement of possible special tax benefits available to our Company and Shareholders issued by our Statutory Auditors, included in this Draft Red Herring Prospectus.
15. Certificate dated June 24, 2026 with respect to key performance indicators of our Company issued by our Statutory Auditors bearing UDIN 26090975YDRNUE8216.
16. Resolution of the Audit Committee dated June 24, 2026 approving the KPIs.
17. Certificate dated July 22, 2026 with respect to weighted average cost of acquisition issued by our Statutory Auditors bearing UDIN 26090975SYECGA3570.
18. Certificate dated July 22, 2026 with respect to details of price at which specified securities were acquired by our Promoters (including Selling Shareholders), members of our Promoter Group and Shareholder(s) with right to nominate directors or other special rights in the last three years issued by our Statutory Auditors bearing UDIN 26090975SYECGA3570.
19. Certificate dated July 22, 2026 with respect to weighted average cost of acquisition of all equity shares transacted by our Promoters (including Selling Shareholders) and the members of our Promoter Group issued by our Statutory Auditors bearing UDIN 26090975SYECGA3570.
20. Certificate dated July 22, 2026 with respect to average cost of acquisition of Equity Shares by our Promoters (including Selling Shareholders) issued by our Statutory Auditors bearing UDIN 26090975SYECGA3570.
21. Certificate dated June 24, 2026 with respect to outstanding dues to the material creditors issued by our Statutory Auditors bearing UDIN 26090975BLMVPM6964.
22. Copies of the annual report of our Company for Fiscals 2025, 2024 and 2023.
23. Consent of the Directors, BRLM, the legal counsel to our Company, Selling Shareholders, Registrar to the Offer, Syndicate Member(s), Bankers to the Offer, Bankers to our Company, Company Secretary and Compliance Officer and Chief Financial Officer, to act in their respective capacities.
24. Tripartite agreement dated October 17, 2025 among our Company, NSDL and the Registrar to the Offer.
25. Tripartite agreement dated October 19, 2018 amongst our Company, CDSL and the Registrar to the Offer.
26. Due diligence certificate dated July 22, 2026 addressed to SEBI from the BRLM.
27. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.
28. SEBI’s final observation letter bearing reference number [●] dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement and disclosures made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

Sd/-

Gopal Bansal
Managing Director

Place: Delhi
Date: July 22, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement and disclosures made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

Sd/-

Sunita Bansal
Whole-time Director

Place: Delhi
Date: July 22, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement and disclosures made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

Sd/-

Kriti Suri
Whole-time Director

Place: Delhi
Date: July 22, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement and disclosures made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

Sd/-

Ashish Bansal

Non-Executive Director

Place: Delhi

Date: July 22, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement and disclosures made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

Sd/-

Devi Dass Agarwal

Chairperson and Non-Executive Independent Director

Place: Delhi

Date: July 22, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement and disclosures made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

Sd/-

Khushboo Rawat

Non-Executive Independent Director

Place: Mumbai

Date: July 22, 2026

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, SCRA, SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Chief Financial Officer

Sd/-

Prerna Matta Arora
Chief Financial Officer

Place: Delhi

Date: July 22, 2026

DECLARATION BY SELLING SHAREHOLDER

I, Gopal Bansal HUF, in my capacity as a Selling Shareholder, hereby confirm and certify that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself as a Selling Shareholder and my portion of the Offered Shares are true and correct. I assume no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Signed for and behalf of the selling shareholder

Sd/-

Gopal Bansal

Karta

Place: Delhi

Date: July 22, 2026

DECLARATION BY SELLING SHAREHOLDER

I, Arvind Kumar Bansal HUF, in my capacity as a Selling Shareholder, hereby confirm and certify that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself as a Selling Shareholder and my portion of the Offered Shares are true and correct. I assume no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Signed for and behalf of the selling shareholder

Sd/-

Arvind Kumar Bansal

Karta

Place: Delhi

Date: July 22, 2026

DECLARATION BY SELLING SHAREHOLDER

I, Kriti Suri, in my capacity as a Selling Shareholder, hereby confirm and certify that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself as a Selling Shareholder and my portion of the Offered Shares are true and correct. I assume no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Signed by the selling shareholder

Sd/-

Kriti Suri

Place: Delhi

Date: July 22, 2026

DECLARATION BY SELLING SHAREHOLDER

I, Sunita Bansal, in my capacity as a Selling Shareholder, hereby confirm and certify that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself as a Selling Shareholder and my portion of the Offered Shares are true and correct. I assume no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Signed by the selling shareholder

Sd/-

Sunita Bansal

Place: Delhi

Date: July 22, 2026