IMPORTANT NOTICE

THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (I) QIBS (AS DEFINED BELOW) UNDER RULE 144A OR (II) ADDRESSEES WHO ARE PURCHASING THE NOTES OUTSIDE THE UNITED STATES IN ACCORDANCE WITH REGULATION S (AS DEFINED BELOW) AND, IN CERTAIN CIRCUMSTANCES, ARE NON-U.S. PERSONS

IMPORTANT: You must read the following before continuing. The following applies to the offering circular (the "**Offering Circular**") following this page, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Offering Circular. In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF THE NOTES FOR SALE IN THE UNITED STATES (EXCEPT TO QIBs) OR ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE NOTES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTIONS AND THE NOTES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR, IN CERTAIN CIRCUMSTANCES, TO, OR FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT), EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THE FOLLOWING OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. ANY INVESTMENT DECISION SHOULD BE MADE ON THE BASIS OF THE TERMS AND CONDITIONS OF THE SECURITIES AND THE INFORMATION CONTAINED IN THE OFFERING CIRCULAR. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED THEREIN.

Confirmation of the Representation: In order to be eligible to view this Offering Circular or make an investment decision with respect to the securities, investors must be either (1) qualified institutional buyers ("**QIBs**") (within the meaning of Rule 144A under the Securities Act ("**Rule 144A**")) or (2) addressees who are eligible to purchase the securities outside the United States in an offshore transaction in reliance on Regulation S under the Securities Act ("**Regulation S**") and, in certain circumstances, are non-U.S. persons as defined under Regulation S. By accepting the electronic mail and accessing this Offering Circular, you shall be deemed to have represented to us (1) that you and any customers you represent are either (a) QIBs or (b) addressees who are eligible to purchase the securities outside the United States in an offshore transaction in reliance on Regulation S and, in certain circumstances, are non-U.S. persons as defined under Regulation S, and that the electronic mail address that you gave us and to which this electronic mail has been delivered is not located in the United States, and (2) that you consent to the delivery of this Offering Circular by electronic transmission.

You are reminded that the Offering Circular has been delivered to you on the basis that you are a person into whose possession the Offering Circular may be lawfully delivered in accordance with the laws of jurisdiction

in which you are located and you may not, nor are you authorised to, deliver the Offering Circular to any other person.

The materials relating to any offering of securities described in the Offering Circular do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the underwriters or any affiliate of the underwriters is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the underwriters or such affiliate on behalf of our Company in such jurisdiction.

The Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Dealers (as defined in the Offering Circular) nor any person who controls each of them nor any director, officer, employee nor agent of each of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Offering Circular distributed to you in electronic format available to you on request from the Dealers.

If you purchase any of the Notes, you will be deemed to have acknowledged, represented and agreed that you are a person who meets the Eligibility Requirements (as defined below and in the Offering Circular).

In accordance with applicable provisions of Indian regulations, only investor that is: (i) a person resident outside India; or (ii) a branch outside India of an entity whose lending business is regulated by the RBI; or (iii) a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended)) or a branch of a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended)) set up in IFSC is permitted to acquire, own or sell the Notes. The proceeds of the Notes will not be used for purposes which are prohibited under the ECB Guidelines.

In relation to any issuance of Notes, the Offering Circular or any other material relating to such Notes has not been and will not be circulated or distributed to: (i) any prospective investor who does not meet the Eligibility Requirements (as defined below and in the Offering Circular); or (ii), any person who is otherwise prohibited from investing in such Notes under any applicable law.

The Offering Circular has not been and will not be filed, registered, produced, published or made available to all as an offer document (whether a prospectus or a statement in lieu of a prospectus ((as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended) in respect of a public offer or an information memorandum or placement memorandum or general information documents or key information documents or private placement offer cum application letter or other offering material in respect of any private placement under the Companies Act, 2013 or any rules framed thereunder and any other applicable Indian laws) with the Registrar of Companies of India (the "**RoC**") or the Securities and Exchange Board of India (the "**SEBI**") or the Reserve Bank of India (the "**RBI**") or any Indian stock exchanges or any other statutory or regulatory body of like nature in India or the International Financial Services Centres Authority, save and except for any information from any part of the Offering Circular which is mandatorily required to be disclosed or filed in India under any applicable Indian laws, including, but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, and under the listing agreement with any Indian stock exchange pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the International Financial Services Centres Authority (Listing) Regulations, 2024, each or pursuant to the sanction of any regulatory and adjudicatory body in India or the International Financial Services Centres Authority. This Offering Circular has not been and will not be reviewed or approved by any regulatory authority in India (including but not limited to SEBI, the International Financial Services Centres Authority and any registrar of companies) or any Indian stock exchange. This Offering Circular is not and should not be construed as an

advertisement, invitation, offer or sale of any securities whether by way of private placement or to the public in India and the Notes will not be offered or sold and have not been offered or sold in India by means of this Offering Circular or any other offering document or material relating to the Notes and will not be circulated or distributed and have not been circulated or distributed, directly or indirectly, to any person or the public in India or otherwise generally distributed or circulated in India. Any failure to comply with these restrictions may result in a violation of the applicable securities laws of India and other jurisdictions.

You are responsible for protecting against viruses and other destructive items. Your use of this e-mail is at your own risk, and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

Offering Circular dated 19 May 2026

Capri Global Capital Limited

(incorporated with limited liability in the Republic of India)

U.S.$1,000,000,000

Global Medium Term Note Programme

Under this U.S.$1,000,000,000 Global Medium Term Note Programme (the "**Programme**"), Capri Global Capital Limited (the "**Issuer**" or the "**Company**") may from time to time issue notes (the "**Notes**") denominated in U.S. dollars or any other currency agreed between the Issuer and the relevant Dealer (as defined below) and as approved by the Board of Directors of our Company and as permitted by applicable Indian law.

The Notes may be issued in bearer or registered form (respectively, "**Bearer Notes**" and "**Registered Notes**"). The maximum aggregate nominal amount of all Notes from time to time outstanding under the Programme will not exceed U.S.$1,000,000,000 (or its equivalent in other currencies calculated as described herein), subject to any increases as described herein. The Notes may be issued on a continuing basis to one or more of the Dealers specified under "Summary of the Programme" and any additional Dealer appointed under the Programme from time to time by us (each, a "**Dealer**" and together, the "**Dealers**"), which appointment may be for a specific issue or on an on-going basis. References in this Offering Circular to the "**relevant Dealer**" shall, in the case of an issue of Notes being (or intended to be) subscribed by more than one Dealer, be to all Dealers agreeing to subscribe to such Notes.

Application has been made to the Global Securities Market ("**GSM**") segment of the India International Exchange (IFSC) Limited ("**India INX**") for the Programme and any subsequent Notes to be admitted for trading on the India INX. The India INX has not approved or verified the contents of this Offering Circular. Notice of the aggregate nominal amount of Notes, interest (if any) payable in respect of Notes, the issue price of Notes and any other terms and conditions not contained herein which are applicable to each Tranche (as defined under "*Terms and Conditions of the Notes*") of Notes will be set out in a pricing supplement (the "**Pricing Supplement**"). The Programme provides that Notes may be listed on such other or further stock exchange(s) as may be agreed between the Company and the relevant Dealer. The Company may also issue unlisted Notes. Notes to be listed on the GSM segment of the India INX will be accepted for clearance through the clearing systems as defined below. The Issuer may agree with any Dealer and the Trustee (as defined herein) that Notes may be issued in a form not contemplated by the terms and conditions of the Notes herein (the "**Terms and Conditions of the Notes**" or the "**Conditions**"), in which event (in the case of Notes intended to be listed on the India INX) a supplementary Offering Circular, if appropriate, will be made available which will describe the effect of the agreement reached in relation to such Notes.

See "*Risk Factors*" and "*Terms and Conditions of the Notes*" for a discussion of certain factors to be considered in connection with an investment in the Notes.

The Bearer Notes of each Tranche (as defined in "*Form of the Notes*") will initially be represented by either a temporary bearer global note (a "**Temporary Bearer Global Note**") or a permanent bearer global note (a "**Permanent Bearer Global Note**" and, together with a Temporary Bearer Global Note, the "**Bearer Global Notes**", and each a "**Bearer Global Note**") as indicated in the applicable Pricing Supplement, which, in either case, will be delivered on or prior to the original issue date of the Tranche to a common depositary (the "**Common Depositary**") for Euroclear and Clearstream. On or after the date (the "**Exchange Date**") which, for each Tranche in respect of which a Temporary Bearer Global Note is issued, is 40 days after the Temporary Bearer Global Note is issued, such Temporary Bearer Global Note will be exchangeable (free of charge), in whole or in part, upon notice being given by Euroclear and/or Clearstream acting on the instructions of any holder of an interest in the Global Note either for (i) a Permanent Bearer Global Note of the same Series or (ii) definitive Bearer Notes of the same series. The applicable Pricing Supplement will specify that a Permanent Bearer Global Note will be exchangeable for definitive Bearer Notes in certain limited circumstances.

Registered Notes of each Tranche sold in an "offshore transaction" within the meaning of, and in reliance on, Regulation S ("**Regulation S**") under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), which will be sold outside the United States of America (the "**U.S.**" or the "**United States**") and, in certain circumstances, only to non-U.S. persons (as defined in Regulation S), will initially be represented by a global note in registered form, without receipts, coupons or talons, (a "**Regulation S Global Note**") and Registered Notes of each Tranche sold in the U.S. to qualified institutional buyers ("**QIBs**") (within the meaning of Rule 144A under the Securities Act ("**Rule 144A**")) in transactions exempt from registration in reliance on Rule 144A will be represented by a global note in registered form, without receipts, coupons or talons (a "**Rule 144A Global Note**" and, together with a Regulation S Global Note, the "**Registered Global Notes**", and each a "**Registered Global Note**") and, in each case, deposited with a common depositary for Euroclear and Clearstream, and registered in the name of a nominee of such common depositary, or deposited with a custodian for, and registered in the name of, a nominee of DTC. Prior to the expiry of the distribution compliance period (as defined in Regulation S) (the "**Distribution Compliance Period**") (if any) applicable to each Tranche of Notes, beneficial interests in a Regulation S Global Note may not be offered or sold to, or for the account or benefit of, a U.S. person, save as otherwise provided for in the Terms and Conditions of the Notes and may not be held otherwise than through Euroclear, Clearstream or DTC.

This Offering Circular has not been and will not be filed, registered, produced, published or made available to all as an offer document (whether as a prospectus or a statement in lieu of a prospectus ((as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended) in respect of a public offer, information memorandum or placement memorandum or general information document or key information document or private placement offer cum application letter or any other offering material in respect of any private placement in accordance with the Companies Act, 2013, or the rules framed thereunder, each as amended (the "**Companies Act**") or any other applicable Indian laws) with any Registrar of Companies in India ("**RoC**") or the Securities and Exchange Board of India "**SEBI**") or the Reserve Bank of India ("**RBI**") or any Indian stock exchanges or any other statutory or regulatory body of like nature in India or the International Financial Services Centres Authority, save and except for any information from any part of this Offering Circular which is mandatorily required to be disclosed or filed in India under any applicable Indian laws including, but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended, and under the listing agreement with any Indian stock exchange pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 or the International Financial Services Centres Authority (Listing) Regulations, 2024, as amended, or pursuant to the sanction of any regulatory and adjudicatory body in India or the International Financial Services Centres Authority. This Offering Circular has not been and will not be reviewed or approved by any statutory or regulatory authority in India, including, but not limited to SEBI, any ROC, the RBI, the International Financial Services Centres Authority any Indian stock exchange or any other body of like nature in India. This Offering Circular and the Notes are not and should not be construed as an advertisement, invitation, offer or sale of any securities whether to the public or by way of private placement to any person resident in India. The Notes have not been and will not be, offered or sold, directly or indirectly, in India or to, or for the account or benefit of, any person resident in India.

The Notes have not been and will not be registered under the Securities Act or the securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States or, in certain circumstances, to U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. See "*Form of the Notes*" for a description of the manner in which Notes will be issued. Registered Notes are subject to certain restrictions on transfer. See "*Subscription and Sale*" and "*Transfer Restrictions*".

The Programme is expected to be rated "(P)Ba3" by Moody's and "BB-" by Fitch in respect of the secured Notes. Notes issued under the Programme may be rated or unrated by either of the rating agencies referred to above. Where a Tranche of Notes is rated, such rating will be disclosed in Pricing Supplement and will not necessarily be the same as the rating assigned to the Programme by the relevant rating agency. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

The date of this Offering Circular is 19 May 2026

Arrangers and Dealers

Barclays **Citigroup** **Deutsche Bank**

The Issuer accepts responsibility for the information contained in this Offering Circular. To the best of the Issuer's knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this Offering Circular is in accordance with the facts and does not omit anything that would make the statements therein, in light of the circumstances under which they were made, misleading. The Issuer, having made all reasonable enquiries, confirm that this Offering Circular contains or incorporates all information which is material in the context of the Programme and the Notes, that the information and statement contained or incorporated in this Offering Circular is true and accurate in all material respects and is not misleading, that the opinions and intentions expressed in this Offering Circular are honestly held, have been reached after considering all relevant circumstances, are based on information presently available and on reasonable assumption and that there are no other facts, the omission of which would make this Offering Circular or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Issuer accepts responsibility accordingly.

No person is or has been authorized by the Issuer to give any information or to make any representation other than those contained in this Offering Circular or any other information supplied in connection with the Programme or the Notes and, if given or made by any other person, such information or representations must not be relied upon as having been authorized by the Issuer, any of the Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents or any of their respective affiliates, directors, employees, agents, representatives, officers or advisers or any person who controls any of them.

No representation, warranty or undertaking, express or implied, is made and, to the fullest extent permitted by law, no responsibility or liability is accepted by any of the Arrangers or the Dealers, the Trustee, the Security Trustee or the Agents or any of them or any of their respective affiliates, directors, employees, agents, representatives, officers or advisers or any person who controls any of them as to the accuracy or completeness of the information contained or incorporated in this Offering Circular, or for any other statement, made or purported to be made by the Arrangers or a Dealer or on its behalf in connection with the Issuer or the Programme or any other information provided by the Issuer in connection with the Programme. Each of the Arrangers, the Dealers, the Trustee, the Security Trustee, the Agents and their respective affiliates, directors, employees, agents, representatives, officers and advisers and each person who controls any of them accordingly disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which they might otherwise have in respect of this Offering Circular or any such statement.

Neither this Offering Circular nor any other information supplied in connection with the Programme or any Notes (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by the Issuer, any of the Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents or any of their respective affiliates, directors, employees, agents, representatives, officers or advisers or any person who controls any of them that any recipient of this Offering Circular or any other information supplied in connection with the Programme or any Notes should purchase any of the Notes. Each investor contemplating purchasing Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Offering Circular nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Company, any of the Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents or any of their respective affiliates, directors, employees, agents, representatives, officers or advisers or any person who controls any of them to any person to subscribe for or to purchase any Notes.

Neither the delivery of this Offering Circular nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. The Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents or any of their respective affiliates, directors, employees, agents,

representatives, officers or advisers or any person who controls any of them expressly do not undertake to review the financial condition or affairs of the Company during the life of the Programme or to advise any investor in the Notes of any information coming to their attention. Investors should review, *inter alia*, the most recently published documents incorporated by reference into this Offering Circular when deciding whether or not to purchase any Notes.

This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Offering Circular and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Company, the Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents and any of their respective affiliates, directors, employees, agents, representatives, officers or advisers or any person who controls any of them do not represent that this Offering Circular may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Company, any of the Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents or any of their respective affiliates, directors, employees, agents, representatives, officers or advisers or any person who controls any of them which would permit a public offering of any Notes or distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Offering Circular and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Offering Circular and the offer or sale of Notes in the United States, the European Economic Area, the United Kingdom, India, Singapore, Japan and Hong Kong, see "*Subscription and Sale*".

None of the Company, the Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents or any of their respective affiliates, directors, employees, agents, representatives, officers or advisers or any person who controls any of them makes any representation to any investor in the Notes regarding the legality of its investment under any applicable laws. Any investor in the Notes should be able to bear the economic risk of an investment in the Notes for an indefinite period of time.

There are restrictions on the offer and sale of the Notes in the United Kingdom. All applicable provisions of the Financial Services and Market Act 2000 ("**FSMA**") with respect to anything done by any person in relation to the Notes in, from or otherwise involving the United Kingdom must be complied with. See "*Subscription and Sale*". The distribution of this Offering Circular and any Pricing Supplement and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular or any Pricing Supplement comes are required by the Issuer, the Arrangers and the Dealers to inform themselves about and to observe any such restriction. The Notes have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and the Notes may include Bearer Notes that are subject to U.S. tax law requirements. The Notes may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirement of the Securities Act. Bearer Notes may not be offered, sold or delivered within the United States or to any "U.S. person" as defined in U.S. Internal Revenue Code of 1986, as amended and the Treasury regulations promulgated thereunder. The Notes are subject to certain restrictions on transfer. See "*Subscription and Sale*" and "*Transfer Restrictions*".

PROSPECTIVE PURCHASERS THAT ARE QUALIFIED INSTITUTIONAL BUYERS IN THE UNITED STATES ARE HEREBY NOTIFIED THAT SELLERS OF REGISTERED NOTES MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A. ANY SERIES OF NOTES MAY BE SUBJECT TO ADDITIONAL SELLING RESTRICTIONS. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS, SALES AND TRANSFERS OF NOTES AND THE DISTRIBUTION OF THIS OFFERING CIRCULAR, SEE "SUBSCRIPTION AND SALE" AND "TRANSFER RESTRICTIONS" AND THE APPLICABLE PRICING SUPPLEMENT.

THE NOTES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY, NOR HAS ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF NOTES OR THE ACCURACY OR ADEQUACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

In connection with the offering of any series of Notes, each Dealer is acting or will act for the Company in connection with the offering and will not be responsible to anyone other than the Company for providing the protections afforded to clients of that Dealer nor for providing advice in relation to any such offering.

In accordance with applicable provisions of Indian regulations, the Notes can only be subscribed or acquired by: (i) a person resident outside India; or (ii) a branch outside India of an entity whose lending business is regulated by the RBI; or (iii) a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended)) or a branch of a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended)) set up in IFSC, is permitted to acquire, own or sell the Notes, in each case, subject to prudential guidelines issued by the RBI. The proceeds of the Notes will not be used for purposes which are prohibited under the ECB Regulations.

Potential investors should seek independent advice and verify compliance with the requirements under the ECB Guidelines (as defined in this Offering Circular) prior to any purchase of the Notes.

If you purchase any of the Notes, you will be deemed to have acknowledged, represented and agreed that you are eligible to purchase such Notes under applicable laws and regulations and you are not otherwise prohibited under any applicable law or regulation from acquiring, owning or selling the Notes. The Notes may not be offered or sold directly or indirectly in India or to, or for the account or benefit of, any resident of India.

The Notes are freely transferable, subject to the restrictions on the transferability of the Notes described under "*Subscription and Sale*". For a description of certain restrictions on offers, sales and transfers of the Notes and the distribution of this Offering Circular, see "*Subscription and Sale*".

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND THE NOTES MAY INCLUDE BEARER NOTES THAT ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED OR SOLD OR, IN THE CASE OF BEARER NOTES, DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("**REGULATION S**")).

THE NOTES ARE BEING OFFERED AND SOLD WITHIN THE UNITED STATES TO QUALIFIED INSTITUTIONAL BUYERS (AS DEFINED IN RULE 144A) IN TRANSACTIONS EXEMPT FROM THE

REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND OUTSIDE THE UNITED STATES IN "OFFSHORE TRANSACTIONS", AS DEFINED IN, AND IN RELIANCE ON REGULATION S UNDER THE SECURITIES ACT. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS, SALES AND TRANSFERS OF NOTES AND DISTRIBUTION OF THIS OFFERING CIRCULAR SEE "*SUBSCRIPTION AND SALE*".

MIFID II PRODUCT GOVERNANCE/TARGET MARKET – The Pricing Supplement in respect of any Notes may include a legend entitled "MiFID II Product Governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, "**MiFID II**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product Governance Rules**"), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MIFID Product Governance Rules.

UK MIFIR PRODUCT GOVERNANCE/TARGET MARKET – The Pricing Supplement in respect of any Notes may include a legend entitled "UK MiFIR Product Governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – If the Pricing Supplement in respect of any Notes includes a legend entitled "Prohibition of Sales to EEA Retail Investors", the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – If the Pricing Supplement in respect of any Notes includes a legend entitled "Prohibition of Sales to UK Retail Investors", the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is

one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

For a description of other restrictions, see "*Subscription and Sale*".

Singapore SFA Product Classification: In connection with Section 309B of the Securities and Futures Act 2001 of Singapore (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), unless otherwise specified before an offer of Notes, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Notice to Capital Market Intermediaries and Prospective Investors Pursuant to Paragraph 21 of the Hong Kong SFC Code of Conduct: Prospective investors should be aware that certain intermediaries in the context of certain offerings of Notes pursuant to this Programme (each such offering, a "**CMI Offering**"), including certain Dealers, may be "capital market intermediaries" ("**CMIs**") subject to Paragraph 21 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the "**SFC Code**"). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMIs may also be acting as "overall coordinators" ("**OCs**") for a CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an association ("**Association**") with the Issuer, the CMI or the relevant group company. Prospective investors associated with the Issuer or any CMI (including its group companies) should specifically disclose this when placing an order for the relevant Notes and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to the relevant CMI Offering, such order is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). A rebate may be offered by the Issuer to all private banks for orders they place (other than in relation to Notes subscribed by such private banks as principal whereby they are deploying their own balance sheet for onward selling to investors), payable upon closing of the relevant CMI Offering based on the principal amount of the Notes distributed by such private banks to investors. Private banks are deemed to be placing an order on a principal basis unless they inform the CMIs

otherwise. As a result, private banks placing an order on a principal basis (including those deemed as placing an order as principal) will not be entitled to, and will not be paid, the rebate. Details of any such rebate will be set out in the applicable Pricing Supplement or otherwise notified to prospective investors. If a prospective investor is an asset management arm affiliated with any relevant Dealer, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the relevant Dealer or its group company has more than 50 per cent. interest, in which case it will be classified as a "proprietary order" and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such "proprietary order" may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a "proprietary order". If a prospective investor is otherwise affiliated with any relevant Dealer, such that its order may be considered to be a "proprietary order" (pursuant to the SFC Code), such prospective investor should indicate to the relevant Dealer when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a "proprietary order". Where prospective investors disclose such information but do not disclose that such "proprietary order" may negatively impact the price discovery process in relation to the relevant CMI Offering, such "proprietary order" is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including private banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the relevant Dealer and/or any other third parties as may be required by the SFC Code, including to the Issuer, any OCs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. Failure to provide such information may result in that order being rejected.

For a description of other restrictions, see "*Subscription and Sale*".

U.S. INFORMATION

This Offering Circular is being delivered on a confidential basis in the U.S. to a limited number of QIBs for informational use solely in connection with the consideration of the purchase of certain Notes issued under the Programme. Its use for any other purpose in the U.S. is not authorised. It may not be copied or reproduced in whole or in part nor may it be distributed or any of its contents disclosed to anyone other than the prospective investors to whom it is originally submitted.

The Notes in bearer form are subject to U.S. tax law requirements and may not be offered, sold or delivered within the U.S. or its possessions or to U.S. persons, except in certain transactions permitted by U.S. Treasury regulations (the "**Treasury regulations**"). Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") and the Treasury regulations promulgated thereunder.

Registered Notes may be offered or sold within the U.S. only to QIBs in transactions exempt from registration under the Securities Act in reliance on Rule 144A or any other applicable exemption. Each U.S. purchaser of Registered Notes is hereby notified that the offer and sale of any Registered Notes to it may be made in reliance upon the exemption from the registration requirements of Section 5 of the Securities Act provided by Rule 144A.

Each purchaser or holder of Notes represented by a Rule 144A Global Note or any Notes issued in registered form in exchange or substitution therefor (together "**Legended Notes**") will be deemed, by its acceptance or purchase of any such Legended Notes, to have made certain representations and agreements intended to restrict the resale or other transfer of such Notes as set out in "*Subscription and Sale*" and "*Transfer Restrictions*". Unless otherwise stated, terms used in this paragraph have the meanings given to them in "*Form of the Notes*".

Neither the Programme nor the Notes have been approved or disapproved by the U.S. Securities and Exchange Commission (the "**SEC**"), or any other securities commission or other regulatory authority in the United States nor have the foregoing authorities approved this Offering Circular or confirmed the accuracy or determined the adequacy of the information contained in this Offering Circular. Any representation to the contrary is unlawful.

AVAILABLE INFORMATION

To permit compliance with Rule 144A in connection with any resales or other transfers of Notes that are "restricted securities" within the meaning of the Securities Act, we have undertaken in the Trust Deed (as defined under the *Terms and Conditions of the Notes*) to furnish, upon the request of a holder of such Notes or any beneficial interest therein, to such holder or to a prospective purchaser designated by such holder, the information required to be delivered under Rule 144A(d)(4) under the Securities Act if, at the time of the request, any of the Notes remain outstanding as "restricted securities" within the meaning of Rule 144(a)(3) of the Securities Act and we are neither a reporting company under Section 13 or Section 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

We maintain our financial books and records and prepare our financial statements in Rupees in accordance with Indian Accounting Standards converged with IFRS ("**IND-AS**"), which differ in certain important respects from the International Financial Reporting Standards ("**IFRS**"). For a discussion of the principal differences between IFRS and IND-AS as they relate to us, see "*Summary of Significant Differences between IFRS and IND-AS*".

This Offering Circular presents certain selected financial information of our Company as of and for the years ended March 31, 2024, 2025 and 2026. The selected financial information as of and for the years ended March 31, 2024, 2025 and 2026 is derived from the audited unconsolidated and consolidated financial statements of our Company as of and for the years ended March 31, 2024, 2025 and 2026 and notes thereto included elsewhere in this Offering Circular (the "**Audited Financial Statements**").

Our Company's financial statements as of and for each of the years ended March 31, 2024, 2025 and 2026, presented on a consolidated and unconsolidated basis and which are included in this Offering Circular, have been audited by the auditors as set out in paragraph 6 of the section entitled "*General Information*".

CERTAIN DEFINITIONS

In this Offering Circular, references to "**India**" are to the Republic of India, references to the "**Government**" are to the Government of India, and references to the "**RBI**" are to the Reserve Bank of India. References to specific data applicable to particular subsidiaries or other consolidated entities are made by reference to the name of that particular entity. References to "**fiscal year**" are to the year ended March 31.

Unless the context otherwise indicates, all references to "**we**", "**us**" and "**our**" are to Capri Global Capital Limited on an unconsolidated basis and where it is indicated that the information presented is on a consolidated basis, such references are the information of our Company, our Subsidiaries and the Joint Venture on a consolidated basis.

Industry and market share data in this Offering Circular are derived from data prepared from the websites of the Government and the industry report prepared by CRISIL Limited. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that the industry data used in this Offering Circular is reliable and take responsibility for the accurate extraction of such data from publicly available sources, it has not been independently verified by us, the Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents, or by any director, officer, employee, representative, adviser, agent or affiliate of any such persons or any person who controls any of them.

All references in this Offering Circular to "**U.S. dollars**" and "**U.S.$**" refer to United States dollars, to "**INR**", "**Rupee**" and "**Rupees**" refer to Indian Rupees, and to "**S$**" refers to Singapore dollars. In addition, references to "**Sterling**" refers to pounds sterling and to "**euro**", "**Eur**" and "**€**" refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Community, as amended.

Unless otherwise specified, where financial information in relation to our Company has been translated into U.S. dollars, it has been so translated, for convenience only, at the rate of Rs. ₹94.6543 per U.S.$1.00 (the closing exchange rate on March 31, 2026 based on the FBIL Reference Rate). Any discrepancies in any table between totals and sums of the amounts listed are due to rounding. No representation is made that the Rupee or U.S. dollar amounts referred to herein could have been or could be converted into U.S. dollars or Rupees, as the case may be, at any particular rate, or at all.

References to "**lakhs**" and "**crores**" in our financial statements are to the following:

One lakh	100,000 (one hundred thousand)
One crore	10,000,000 (ten million)
Ten crores	100,000,000 (one hundred million)

One hundred crores	1,000,000,000 (one thousand million or one billion)

In this Offering Circular, where information has been presented in millions or billions of units, amounts may have been rounded, in the case of information presented in millions, to the nearest ten thousand or one hundred thousand units or, in the case of information presented in billions, one, ten or one hundred million units. Accordingly, the totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and actual numbers may differ from those contained herein due to rounding.

For the purposes of this Offering Circular, the following definitions shall apply throughout, unless the context otherwise requires:

"**AD Bank**" or "**Authorised Dealer Bank**"	Any scheduled commercial bank as authorised by the RBL, as an 'authorised dealer' under the FEMA.
"**Bankruptcy Code**"	The Insolvency and Bankruptcy Code, 2016, as amended, updated, modified, superseded, replaced or substituted from time to time.
"**Borrowing Regulations**"	The Foreign Exchange Management (Borrowing and Lending) Regulations, 2018 read together with the Foreign Exchange Management (Borrowing and Lending) (First Amendment) Regulations, 2026, as amended, updated, modified, superseded, replaced or substituted from time to time.
"**Companies Act**"	The (Indian) Companies Act, 2013, read with rules, regulations, clarifications and guidelines issued thereunder, in each case as amended, updated, modified, superseded, replaced or substituted from time to time.
"**ECB**"	External Commercial Borrowing.
"**ECB Guidelines**"	The Foreign Exchange Management Act, 1999, and the rules and regulations issued thereunder, including the Borrowing Regulations; read together with the Master Direction on Reporting under Foreign Exchange Management Act, 1999, dated January 1, 2016 issued by the RBI and any other applicable regulations, notifications, circulars or guidelines issued by the RBI or any other Indian governmental agency in respect of external commercial borrowings, in each case, as amended, updated, modified, superseded, replaced or substituted from time to time.
"**Eligibility Requirements**"	The requirements under the ECB Guidelines which prescribes the eligibility of the persons to subscribe to invest in the Notes or to acquire the Notes, which as of the date of this Offering Circular means: (i) a person resident outside India; or (ii) a branch outside India of an entity whose lending business is regulated by the RBI; or (iii) a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended)) or a branch of a financial institution (as defined under the Foreign

	Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended)) set up in IFSC.
"**Expected Credit Loss (ECL)**"	ECL is a probability-weighted estimate of credit losses. A credit loss is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive discounted at the original effective interest rate.
"**FBIL Reference Rate**"	Reference Rate published by the Financial Benchmark India Private Ltd. (FBIL).
"**FDI Policy**"	The provisions of the FEMA together with the Consolidated FDI Policy Circular of 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, dated October 15, 2020 or any other rules, regulations, circulars, guidelines issued by the Ministry of Commerce and Industries and as updated, amended, modified, superseded, replaced or substituted from time to time.
"**FEMA**".....	Foreign Exchange Management Act, 1999, as amended, updated, modified, superseded, replaced or substituted from time to time and the rules and regulations issued thereunder.
"**Financial Statements**".....	Our financial statements prepared in accordance with IND-AS as at and for the years ended March 31, 2026, 2025 and 2024 (which also include a comparative column as at and for the years ended March 31, 2025, 2024 and 2023 respectively), audited by our statutory auditors and included in this Offering Circular.
"**IFSC**"	An International Financial Services Centre set up, before or after the commencement of the International Financial Services Centres Authority Act, 2019 (as amended), under Section 18 of the Special Economic Zones Act, 2005.
"**IFSCA Listing Regulations**"	International Financial Services Centres Authority (Listing) Regulations, 2024 as amended, updated, modified, superseded, replaced or substituted from time to time.
"**NBFC**"	Non-banking finance company.

INDUSTRY AND MARKET DATA

Certain industry and market share data in this Offering Circular are derived in part from various government and private publications, obtained in communications with government ministries in India and the Reserve Bank of India (the "**RBI**") and extracted from the industry report ("**Report**") prepared by CRISIL Limited ("**CRISIL**") that the Company has commissioned from CRISIL Market Intelligence & Analytics ("**CRISIL MI&A**"), a division of CRISIL. Industry publications generally state that the information contained in those publications has been obtained from sources that are believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that the industry and market data used in this Offering Circular is reliable, such data has not been verified by us, the Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents or any of their respective affiliates, directors, employees, agents,

representatives, officers or advisers or any person who controls any of them or any independent source, nor do we make any representation regarding the accuracy of such data. The market data include projections that are based on a number of assumptions. In addition, the extent to which the market data presented in this Offering Circular is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data-gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information.

Certain other information regarding market position, growth rates and other industry data pertaining to our business contained in this Offering Circular consists of estimates by us based on data reports compiled by professional organisations and analysts, on data from other external sources and on our knowledge of our markets. This data is subject to change and cannot be verified with complete certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. In many cases, there is no readily available external information (whether from trade associations, government bodies or other organisations) to validate market-related analyses and estimates, so we rely on internally developed estimates. While we have compiled, extracted and reproduced market or other industry data from external sources, including third parties or industry or general publications, none of our Company, the Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents, or any director, officer, employee, representative, adviser, agent or affiliate of any such persons or any person who controls any of them, has independently verified that data and none of our Company, the Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents, or any director, officer, employee, representative, adviser, agent or affiliate of any such persons or any person who controls any of them, makes any representation regarding the accuracy of such data. Similarly, while we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources and none of our Company, the Arrangers, the Dealers, the Trustee, the Security Trustee or the Agents, or any director, officer, employee, representative, adviser, agent or affiliate of any such persons or any person who controls any of them, can assure potential investors as to their accuracy.

DISCLAIMER OF CRISIL MARKET INTELLIGENCE & ANALYTICS

Crisil Intelligence, a division of Crisil Limited, provides independent research, consulting, risk solutions, and data & analytics to its clients. Crisil Intelligence operates independently of Crisil's other divisions and subsidiaries, including, Crisil Ratings Limited. Crisil Intelligence's informed insights and opinions on the economy, industry, capital markets and companies drive impactful decisions for clients across diverse sectors and geographies. Crisil Intelligence's strong benchmarking capabilities, granular grasp of sectors, proprietary analytical frameworks and risk management solutions backed by deep understanding of technology integration, makes it the partner of choice for public & private organizations, multi-lateral agencies, investors and governments for over three decades.

For the preparation of the report, Crisil Intelligence has relied on third party data and information obtained from sources which in its opinion are considered reliable. Any forward-looking statements contained in this report are based on certain assumptions, which in its opinion are true as on the date of this report and could fluctuate due to changes in factors underlying such assumptions or events that cannot be reasonably foreseen. This report does not consist of any investment advice, and nothing contained in this report should be construed as a recommendation to invest/disinvest in any entity. In case the industry report is used outside India the Company will be responsible for ensuring compliance and consequences of non-compliances for use of the report or part thereof outside India.

FORWARD-LOOKING STATEMENTS

We have included statements in this Offering Circular which contain words or phrases such as "will", "would", "aimed", "is likely", "are likely", "believe", "expect", "expected to", "will continue", "will achieve", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "seeking to", "target", "propose to", "future", "objective", "goal", "projected", "should", "can", "could", "may" and similar expressions or variations of such expressions, that are "forward-looking statements". Actual results may differ materially from those suggested by the forward-looking statements due to certain risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes relating to the non-banking finance sector in India and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, including our ability to complete our expansion plans, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on our 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 and foreign laws, regulations and taxes and changes in competition in the industry.

For a further discussion on the factors that could cause actual results to differ, see the discussion under "*Risk Factors*" contained in this Offering Circular.

ENFORCEMENT OF FOREIGN JUDGMENTS IN INDIA

Our Company is a limited liability public company incorporated under the laws of India. A majority of our directors ("**Directors**") and executive officers ("**Key Management Personnel**") named herein are residents of India and all or a substantial portion of our assets and the Directors and Key Management Personnel are located in India. As a result, it may not be possible for investors to effect service of process on us or such Directors or Key Management Personnel outside of India, or to enforce against us judgments obtained in courts outside of India predicated upon civil liabilities of us or such Directors or Key Management Personnel under laws other than Indian law.

In addition, India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The statutory basis for recognition, enforcement and execution of foreign judgments is provided for under section 13, 14 and section 44A of the Indian Code of Civil Procedure, 1908, as amended (the "**Civil Code**").

Section 13 of the Civil Code provides that a foreign judgment to which this section applies shall be conclusive as to any matter thereby directly adjudicated upon between the same parties or between parties under whom they or any of the claim litigating under the same title, except: (i) where it has not been pronounced by a court of competent jurisdiction; (ii) where it has not been given on the merits of the case; (iii) where it appears on the face of the proceedings to be founded on an incorrect view of international law or a refusal to recognize the law of India in cases where such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where it has been obtained by fraud; or (vi) where it sustains a claim founded on a breach of any law in force in India.

Section 44A of the Civil Code provides that, where a foreign judgment has been rendered by a superior court within the meaning of that section in any country or territory outside India which the Government of India ("**GoI**") has by notification declared to be a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. A superior court with reference to any such territory would mean such courts as are specified in the aforesaid notification. However, section 44A of the Civil Code is applicable only to monetary decrees other than those being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalty and is not

applicable to arbitration awards, even if such awards are enforceable as a decree or judgment. Furthermore, the execution of the foreign decree under Section 44A of the Civil Code is also subject to the exceptions under Section 13 of the Civil Code, as mentioned above.

A foreign judgment which is conclusive under section 13 of the Civil Code may be enforced either by (i) a fresh suit upon the judgment; or (ii) instituting execution proceedings. Under Section 14 of the Civil Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction unless the contrary appears on record, but such presumption may be displaced by proving want of jurisdiction.

While each of the United Kingdom, Singapore, Hong Kong and the United Arab Emirates, among others, has been declared by the GoI to be a reciprocating territory for the purposes of section 44A of the Civil Code, the United States has not been declared by the GoI to be a reciprocating territory for the purposes of section 44A of the Civil Code. A judgment of a court in a jurisdiction which is not a reciprocating territory, including that of a court in the United States, may be enforced only by a new suit upon the judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if it viewed the amount of damages awarded as excessive or inconsistent with public policy in India.

A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the Foreign Exchange Management Act, 1999, and the rules and regulations thereunder, each as amended, to execute such a judgment and repatriate outside India any amount recovered pursuant to the execution of such foreign judgment and such amount may be subject to income tax in accordance with applicable laws in India. Any judgment in a foreign currency would be converted into Rupees on the date of the judgment and not on the date of the payment, which could also increase risks relating to foreign exchange.

We would not be entitled to immunity based on sovereignty from any legal proceedings in India. We cannot predict whether a suit in India will be disposed of in a timely manner or be subject to considerable delay.

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DOCUMENTS INCORPORATED BY REFERENCE

The following documents published or issued from time to time after the date hereof shall be deemed to be incorporated in, and to form part of, this Offering Circular:

(a) our Company's most recently published audited consolidated and unconsolidated annual financial statements and, if published later, our Company's most recently published audited or reviewed, as the case may be, consolidated (if available) and unconsolidated condensed interim financial results (see "*General Information*" for a description of the financial statements currently published by us); and

(b) all supplements to this Offering Circular circulated by us from time to time.

Any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Offering Circular to the extent that a statement contained in any such subsequent document which is deemed to be incorporated by reference herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Offering Circular.

We will provide, without charge, to each person to whom a copy of this Offering Circular has been delivered, upon the request of such person, a copy of any or all of the documents deemed to be incorporated herein by reference unless such documents have been modified or superseded as specified above. Requests for such documents should be directed to us at our office set out at the end of this Offering Circular.

If the terms of the Programme are modified or amended in a manner which would make this Offering Circular, as so modified or amended, inaccurate or misleading, to an extent which is material in the context of the Programme, a new offering circular will be prepared.

GENERAL DESCRIPTION OF THE PROGRAMME

Under the Programme, we may from time to time issue Notes denominated in any currency, subject as set out herein. A summary of the terms and conditions of the Programme and the Notes appears below. The applicable terms of any Notes will be agreed between us and the relevant Dealer prior to the issue of the Notes and will be set out in the Terms and Conditions of the Notes endorsed on, attached to, or incorporated by reference into, the Notes, as modified and supplemented by the applicable Pricing Supplement attached to, or endorsed on, such Notes, as more fully described under "*Form of the Notes*".

This Offering Circular and any supplement will only be valid for listing Notes on the India INX in an aggregate nominal amount which, when added to the aggregate nominal amount then outstanding of all Notes previously or simultaneously issued under the Programme, does not exceed U.S.$1,000,000,000 or its equivalent in other currencies. For the purpose of calculating the U.S. dollar equivalent of the aggregate nominal amount of the Notes issued under the Programme from time to time:

(a) the U.S. dollar equivalent of Notes denominated in another Specified Currency (as specified in the applicable Pricing Supplement in relation to the relevant Notes, described under "*Form of the Notes*") shall be determined, at the Company's discretion, either as of the date on which agreement is reached for the issue of Notes or on the preceding day on which commercial banks and foreign exchange markets are open for business in London, in each case on the basis of the spot rate for the sale of U.S. dollar against the purchase of such Specified Currency in the London foreign exchange market quoted by any leading international bank selected by the Company on the relevant day of calculation;

(b) the U.S. dollar equivalent of Dual Currency Notes, Index Linked Notes and Partly Paid Notes (each as specified in the applicable Pricing Supplement in relation to the relevant Notes, described under "*Form of the Notes*") shall be calculated in the manner specified in the applicable Pricing Supplement; and

(c) the U.S. dollar equivalent of Zero Coupon Notes (as specified in the applicable Pricing Supplement in relation to the relevant Notes, described under "*Form of the Notes*") and other Notes issued at a discount or a premium shall be calculated in the manner specified above by reference to the net proceeds received by us for the relevant issue.

The offering of the Notes will be made entirely outside India. This Offering Circular may not be distributed directly or indirectly in India or to residents of India and the Notes are not being offered or sold and may not be offered or sold directly or indirectly in India or to, or for the account or benefit of, any resident of India in accordance with the ECB Guidelines.

Each purchaser of Notes will be deemed to represent that it is neither located in India nor a resident of India and that it is not purchasing for, or for the account or benefit of, any such person, and understands that the Notes may not be offered, sold, pledged or otherwise transferred to any person located in India, to any resident of India or to, or for the account of, such persons, unless determined otherwise in compliance with applicable law.

We will issue Notes under the Programme in accordance with the ECB Guidelines.

SUMMARY OF THE PROGRAMME

The following summary does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Offering Circular and, in relation to the terms and conditions of any particular Tranche of Notes, the applicable Pricing Supplement. A reference to a numbered Condition is a reference to the Terms and Conditions of the Notes and the particular Condition bearing that number. Words and expressions defined in "Form of the Notes" and "Terms and Conditions of the Notes" shall have the same meanings in this summary.

Issuer:	Capri Global Capital Limited.
Legal Entity Identifier ("**LEI**"):	335800TK9VGT1V3HMK74.
Risk Factors:	There are certain factors that may affect our ability to fulfil our obligations under Notes issued under the Programme. These are set out under "*Risk Factors*" below. In addition, there are certain factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme. These are set out under "*Risk Factors*" and include certain risks relating to the structure of particular Series of Notes and certain market risks.
Description:	U.S.$1,000,000,000 Global Medium Term Note Programme.
Arrangers:	Barclays Bank PLC, Citigroup Global Markets Limited, and Deutsche Bank AG, Singapore Branch
Dealers:	Barclays Bank PLC, Citigroup Global Markets Limited, Deutsche Bank AG, Singapore Branch, and any other Dealers appointed in accordance with the Programme Agreement (as defined under "*Subscription and Sale*").
Trustee:	Citicorp International Limited.
Principal Paying Agent:	Citibank, N.A., London Branch.
Registrar and Transfer Agent:	Citibank, N.A., London Branch.
Security Trustee:	Catalyst Trusteeship Limited
Certain Restrictions:	Each issue of Notes in respect of which particular laws, guidelines, regulations, restrictions or reporting requirements apply will only be issued in circumstances which comply with such laws, guidelines, regulations, restrictions or reporting requirements (see "*Subscription and Sale"*)
Security:	Security interest created in the Secured Property
Security Documents:	Security Trustee Agreement, Deed of Hypothecation and related power of attorney and any other deeds and documents which the Issuer is required to execute for creation and perfection of Security
Secured Property:	(on the Issue Date of a Series of Notes) comprises all standard receivables, book debts, principal amounts and interest, costs, charges etc. (including loan book, coupon, premium and/or any

	default/penal interest, un- encumbered cash and bank balance, investment made by the Issuer in mutual funds/debt securities/bonds, term deposits with banks, etc.) owing to or receivable by the Issuer, both present and future (other than the Excluded Receivables), in respect of certain securities/loans/inter-corporate deposits subscribed to/given/placed by the Issuer, and all benefit, rights, interest, claims and demands of the Issuer in, to or in respect of all the aforesaid amounts, both present and future.
Secured Parties:	Security Trustee, Trustee and Noteholders
Programme Size:	U.S.$1,000,000,000 (or its equivalent in other currencies calculated as described under "*General Description of the Programme*") in aggregate nominal amount of Notes outstanding at any time. The Issuer may increase the amount of the Programme in accordance with the terms of the Programme Agreement.
Distribution:	Notes may be distributed by way of private or public placement and in each case on a syndicated or non-syndicated basis.
Currencies:	Subject to any applicable legal or regulatory restrictions, any currency agreed between us and the relevant Dealer.
Maturities:	Such maturities as may be agreed between us and the relevant Dealer, subject to such minimum or maximum maturities as may be allowed or required from time to time by the relevant central bank (or equivalent body) or any laws or regulations applicable to us, including but not limited to, any minimum maturity period specified under the ECB Guidelines.
Issue Price:	Notes may be issued on a fully-paid or a partly-paid basis and at an issue price which is at par or at a discount to, or premium over, par.
Form of Notes:	The Notes will be issued in bearer and/or registered form as described in "*Form of the Notes*".
Fixed Rate Notes:	Interest on Fixed Rate Notes will be payable at such rate or rates in arrear and on such date or dates as may be agreed between us and the relevant Dealer, subject to any regulatory requirement (including but not limited to the ECB Guidelines) and on redemption and will be calculated on the basis of such Day Count Fraction as may be agreed between us and the relevant Dealer, subject to any regulatory requirement (including but not limited to the ECB Guidelines). *Each Fixed Rate Note shall have an interest rate which shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines)*.
Floating Rate Notes:	Floating Rate Notes will bear interest at a rate, subject to any regulatory requirement, including but not limited to, the ECB Guidelines, determined:

	(i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the 2006 ISDA Definitions or the latest version of the 2021 ISDA Interest Rate Derivatives Definitions (as published by ISDA as at the Issue Date of the first Tranche of the Notes of the relevant Series) as specified in the applicable Pricing Supplement, in each case published by the International Swaps and Derivatives Association, Inc.; or (ii) by reference to EURIBOR, SONIA Benchmark or SOFR Benchmark (or such other benchmark as may be specified in the applicable Pricing Supplement) as adjusted for any applicable margin; or (iii) on such other basis as may be agreed between the Issuer and the relevant Dealer. The margin (if any) relating to such floating rate will be agreed between the Issuer and the relevant Dealer for each Series of Floating Rate Notes, subject to any regulatory requirement (including but not limited to the ECB Guidelines). Floating Rate Notes may also have a maximum interest rate, a minimum interest rate, or both. *Each Floating Rate Note shall have an interest rate which shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines, if applicable)*.
Index Linked Notes:	Payments of principal in respect of Index Linked Redemption Notes or of interest in respect of Index Linked Interest Notes will be calculated by reference to such index and/or formula or to changes in the prices of securities or commodities or to such other factors as we and the relevant Dealer may agree, subject to any regulatory requirement (including but not limited to the ECB Guidelines). *Each Index Linked Notes shall have an interest rate which shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines, if applicable)*.
Other provisions in Floating Rate Notes and Index Linked Interest Notes:	Floating Rate Notes and Index Linked Interest Notes may also have a relation to a maximum interest rate, a minimum interest rate or both, subject to any regulatory requirement including but not limited to the ECB Guidelines. Interest on Floating Rate Notes and Index Linked Interest Notes in respect of each Interest Period, as agreed prior to issue by us and the relevant Dealer, will be payable on such Interest Payment Dates, and will be calculated on the basis of such Day Count Fraction, as may be agreed between the Issuer and the relevant Dealer.
Dual Currency Notes:	Payments (whether in respect of principal or interest and whether at maturity or otherwise) in respect of Dual Currency Notes will

	be made in such currencies, and based on such rates of exchange, as we and the relevant Dealer may agree, subject to any regulatory requirement (including but not limited to the ECB Guidelines). *Each Dual Currency Note shall have an interest rate which shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines, if applicable)*.
Partly Paid Notes:	The Issuer may issue Notes in respect of which the issue price is paid in separate instalments in such amounts and on such dates as we and the relevant Dealer may agree, subject to any regulatory requirements (including but not limited to the ECB Guidelines). *Each Partly Paid Note shall have an interest rate which shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines, if applicable)*.
Zero Coupon Notes:	Zero Coupon Notes will be offered and sold at a discount to their nominal amount and will not bear interest, subject to any regulatory requirements (including but not limited to the ECB Guidelines).
Other Notes:	The Issuer may agree with any Dealer and the Trustee that Notes may be issued in a form not contemplated by the Terms and Conditions of the Notes in accordance with any regulatory requirements (including but not limited to the ECB Guidelines), in which event the relevant provisions will be included in the applicable Pricing Supplement.
Redemption:	The applicable Pricing Supplement will indicate either that the relevant Notes cannot be redeemed prior to their stated maturity (other than for taxation reasons (as defined in Condition 8.2), at the option of the Issuer (as provided in Condition 8.3), at the option of the Noteholders (as provided in Condition 8.4) following a Change of Control Triggering Event (as defined in Condition 8.5) or following an Event of Default (as defined in the Conditions)) or that such Notes will be redeemable at the option of the Issuer and/or the Noteholders upon giving notice to the Noteholders or the Issuer, as the case may be, on a date or dates specified prior to such stated maturity and at a price or prices and on such other terms as may be agreed between the Issuer and the relevant Dealer. *Under the ECB Guidelines, any repayment of an ECB prior to its stated maturity requires the prior approval of the RBI, as the case may be. Therefore, any redemption or repayment of the Notes prior to their stated maturity date will require the prior approval of the RBI, in accordance with the ECB Guidelines and such approval may or may not be forthcoming*. The applicable Pricing Supplement may provide that Notes may be redeemable in separate instalments in such amounts and on

	such dates as are indicated in the applicable Pricing Supplement, subject to any regulatory requirements, including but not limited to, the ECB Guidelines. See "*Risk Factors — Risks related to the Notes Generally — Approval of the RBI or the AD Bank, as the case may be, in accordance with the ECB Guidelines is required for redemption of Notes prior to their stated maturity, including upon an Event of Default*".
Denomination of Notes:	Notes will be issued in such denominations as may be agreed between the Issuer and the relevant Dealer, save that the minimum denomination of each Note will be such as may be allowed or required by the relevant central bank (or equivalent body) or any laws or regulations applicable to the relevant Specified Currency
Taxation:	All payments in respect of the Notes will be made without withholding or deduction for or on account of and free and clear of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of any Tax Jurisdiction (as defined in Condition 9.1), subject as provided in Condition 9.1. In the event that any such deduction is made, the Issuer will, save in certain limited circumstances provided in Condition 9.1, be required to pay additional amounts to cover the amounts so deducted. Without prejudice to the Issuer's obligation to pay additional amounts as described above, all payments in respect of the Notes will be made subject to any withholding or deduction required pursuant to fiscal and other laws, as provided in Conditions 7.2 and 9.1.
Cross Acceleration:	The terms of the Notes will contain a cross-acceleration provision as further described in Condition 11.1(c).
Status of the Notes:	The Notes (and any related Receipts and Coupons) will constitute direct, general and unconditional obligations of the Issuer and the performance of all the obligations of the Issuer under the Notes and the Trust Deed will be secured by the Secured Property.
Listing:	The Notes will be listed on the GSM segment of India International Exchange (IFSC) Limited Unlisted Notes may also be issued. The applicable Pricing Supplement will state whether or not the relevant Notes are to be listed and, if so, on which stock exchange(s).
Governing Law:	The Notes and any non-contractual obligations arising out of or in connection with the Notes will be governed by, and construed in accordance with, English law.

Clearing System:	Euroclear, Clearstream, DTC (each as defined in Condition 1) and/or any other clearing system, as specified in the applicable Pricing Supplement (see "*Form of the Notes*").
Selling Restrictions:	There are restrictions on the offer, sale and transfer of the Notes in the United States, the United Kingdom, Italy, The Netherlands, Japan, India, Hong Kong and Singapore and such other restrictions as may be required in connection with the offering and sale of a particular Tranche of Notes (see "*Subscription and Sale*" and "*Transfer Restrictions*").
United States Selling Restrictions:	Regulation S, Category 1 or 2 and/or Rule 144A. TEFRA C or TEFRA D or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"), or TEFRA not applicable, as specified in the applicable Pricing Supplement.

FORM OF THE NOTES

The Notes of each Series will either be in bearer form, with or without coupons ("**Coupons**") attached ("**Bearer Notes**"), or registered form, without coupons attached ("**Registered Notes**").

Bearer Notes will be issued only outside the U.S. and in certain instances, only to non-U.S. persons, in reliance on Regulation S. Registered Notes will be issued both (i) outside the U.S. and in certain instances, only to non-U.S. persons, in reliance on the exemption from registration provided by Regulation S and (ii) within the United States in reliance on Rule 144A or otherwise in a private transaction that is exempt from the registration requirements of the Securities Act.

Notes to be listed on the India INX will be accepted for clearance through Euroclear Bank SA/NV ("**Euroclear**") and/or Clearstream Banking S.A. ("**Clearstream**") and/or The Depository Trust Company ("**DTC**") and/or any other clearing system as specified in the applicable Pricing Supplement.

Bearer Notes

Each Tranche of each Series of Bearer Notes will be in bearer form and will initially be represented by either a temporary bearer global note (a "**Temporary Bearer Global Note**") or a permanent bearer global note (a "**Permanent Bearer Global Note**" and, together with a Temporary Bearer Global Note, the "**Bearer Global Notes**", and each a "**Bearer Global Note**") as indicated in the applicable Pricing Supplement, which, in either case, will be delivered on or prior to the original issue date of the Tranche to a common depositary (the "**Common Depositary**") for Euroclear and Clearstream. While any Bearer Note is represented by a Temporary Bearer Global Note, payments of principal, interest (if any) and any other amount payable in respect of the Bearer Notes due prior to the Exchange Date (as defined below) will be made against presentation of the Temporary Bearer Global Note only to the extent (1) that certification (in a form to be provided) to the effect that the beneficial owners of interests in such Note are not U.S. persons or persons (who have purchased for resale to any U.S. person, as required by U.S. Treasury regulations), has been received by Euroclear and/or Clearstream, as applicable, and (2) that Euroclear and/or Clearstream, as applicable, has given a similar certification (based on the certifications it has received) to the Principal Paying Agent.

On or after the date (the "**Exchange Date**") which, for each Tranche in respect of which a Temporary Bearer Global Note is issued, is 40 days after the date on which the Temporary Bearer Global Note is issued, interests in such Temporary Bearer Global Note may be exchanged (free of charge) in whole or in part for, upon a request as described therein either for (i) interests in a Permanent Bearer Global Note of the same Series or (ii) definitive Bearer Notes ("**Definitive Bearer Notes**") of the same Series with, where applicable, receipts, interest coupons and talons attached (as indicated in the applicable Pricing Supplement and subject, in the case of Definitive Bearer Notes, to such notice period as is specified in the applicable Pricing Supplement), in each case against certification of beneficial ownership as described above, unless such certification has already been given, provided that purchasers in the United States and certain U.S. persons will not be able to receive Definitive Bearer Notes. The holder of a Temporary Bearer Global Note will not be entitled to collect or receive any payment of interest, principal or other amount due on or after the Exchange Date unless, upon due certification, exchange of the Temporary Bearer Global Note for an interest in a Permanent Bearer Global Note or for Definitive Bearer Notes is improperly withheld or refused.

Payments of principal, interest (if any) or any other amounts on a Permanent Bearer Global Note will be made through Euroclear and/or Clearstream against presentation or surrender (as the case may be) of the Permanent Bearer Global Note without any requirement for certification.

The applicable Pricing Supplement will specify that a Permanent Bearer Global Note will be exchangeable (free of charge), in whole but not in part, for Definitive Bearer Notes with, where applicable, receipts, interest coupons and talons attached only upon the occurrence of an Exchange Event.

For these purposes, "**Exchange Event**" means that (i) an Event of Default has occurred and is continuing; (ii) the Issuer has been notified that both Euroclear and Clearstream have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and no successor or alternative clearing system to the satisfactory to the Trustee is available; or (iii) the Issuer has or will become subject to adverse tax consequences which would not be suffered if the Notes were in definitive form and a certificate to such effect from the Issuer's Authorized Signatory (as defined in the Trust Deed) has been given to the Trustee. The Issuer will promptly give notice to the Noteholders and the Trustee in accordance with Condition 15 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, the Issuer will promptly give notice to Noteholders and the Trustee in accordance with Condition 15 and Euroclear and/or Clearstream (acting on the instructions of any holder of an interest in such Permanent Bearer Global Note) or the Trustee may give notice to the Principal Paying Agent requesting exchange. Any such exchange shall occur not later than 45 days after the date of receipt of the first relevant notice by the Principal Paying Agent.

The following legend will appear on all Bearer Notes (other than Temporary Bearer Global Notes), receipts, interest coupons and talons relating to such Notes where TEFRA D is specified in the applicable Pricing Supplement:

"**ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE INTERNAL REVENUE CODE.**"

The sections referred to provide that United States holders, with certain exceptions, will not be entitled to deduct any loss on Bearer Notes, receipts or interest coupons or talons and will not be entitled to capital gains treatment in respect of any gain on any sale, disposition, redemption or payment of principal in respect of such Notes, receipts or interest coupons or talons.

Notes which are represented by a Bearer Global Note will only be transferable in accordance with the rules and procedures for the time being of Euroclear and/or Clearstream, as the case may be.

Registered Notes

Unrestricted Notes in registered form will initially be represented by an Unrestricted Global Certificate, without interest coupons, which may be deposited on the relevant issue date (i) in the case of a Tranche intended to be cleared through Euroclear and/or Clearstream, with a Common Depositary on behalf of Euroclear and Clearstream, (ii) in the case of a Tranche intended to be cleared through DTC, with a custodian for, and registered in the name of Cede & Co. as nominee for DTC or (iii) in the case of a Tranche intended to be cleared through a clearing system other than or in addition to Euroclear, Clearstream, DTC or delivered outside a clearing system, as agreed between the Issuer and the relevant Dealer. Restricted Notes in registered form (which, together with the Unrestricted Notes shall hereinafter be referred to as the **"Registered Global Notes"** and each, a **"Registered Global Note"**) will initially be represented by a Restricted Global Certificate, without interest coupons, which may be deposited on the relevant issue date either (i) in the case of a Tranche intended to be cleared through Euroclear and/or Clearstream, with the Common Depositary on behalf of Euroclear and Clearstream or (ii) in the case of a Tranche to be cleared through the DTC, with a custodian for, and registered in the name of Cede & Co. as nominee for DTC.

Registered Global Notes will either (i) be deposited with a custodian for, and registered in the name of a nominee of DTC, or (ii) be deposited with the common depositary for Euroclear and Clearstream, and registered in the name of a nominee for a common depositary for Euroclear and Clearstream, as specified in the applicable Pricing Supplement. Persons holding beneficial interests in Registered Global Notes will be entitled or required, as the case may be, under the circumstances described below, to receive physical delivery of definitive Notes in fully registered form ("**Definitive Registered Notes**").

Payments of principal, interest and any other amount in respect of the Registered Global Notes will, in the absence of provision to the contrary, be made to the person shown on the Register (as defined in Condition 7.4) as the registered holder of the Registered Global Notes. None of the Issuer, the Trustee, any Paying Agent or the Registrar (each as defined under "*Terms and Conditions of the Notes*") will have any responsibility or liability for any aspect of the records relating to or payments or deliveries made on account of beneficial ownership interests in the Registered Global Notes, or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

Payments of principal, interest or any other amount in respect of the Definitive Registered Notes will, in the absence of provision to the contrary, be made to the persons shown on the Register on the relevant Record Date (as defined in Condition 7.5) immediately preceding the due date for payment in the manner provided in that Condition.

Interests in a Registered Global Note will be exchangeable (free of charge), in whole but not in part, for Definitive Registered Notes without receipts, interest coupons or talons attached only upon the occurrence of an Exchange Event. For these purposes, "**Exchange Event**" means that (i) an Event of Default has occurred and is continuing, (ii) in the case of such Notes registered in the name of a nominee for DTC, either DTC has notified us that it is unwilling or unable to continue to act as depositary for the Notes and no successor or alternative clearing system satisfactory to the Trustee is available or DTC has ceased to constitute a clearing agency registered under the Exchange Act and no alternative clearing system is available, (iii) in the case of Notes registered in the name of a nominee for a common depositary for Euroclear and Clearstream, we have been notified that both Euroclear and Clearstream have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and, in any such case, no successor clearing system satisfactory to the Trustee is available or (iv) we have or will become subject to adverse tax consequences which would not be suffered were the Notes represented by the Registered Global Notes.

The Issuer will promptly give notice to the Noteholders and the Trustee in accordance with Condition 15 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, the Issuer will promptly give notice to Noteholders and the Trustee in accordance with Condition 15 and Euroclear and/or Clearstream (acting on the instructions of any holder of an interest in such Registered Global Note) or the Trustee may give notice to the Registrar requesting exchange. Any such exchange shall occur not later than 10 days after the date of receipt of the first relevant notice by the Registrar.

A Registered Global Note is not a document of title. Entitlements are determined by entry in the Register and only the duly registered holder from time to time is entitled to payment in respect of such Registered Global Note.

Transfer of Interests

Interests in a Registered Global Note may, subject to compliance with all applicable restrictions, be transferred to a person who wishes to hold such interest in another Registered Global Note. No beneficial owner of an interest in a Registered Global Note will be able to transfer such interest, except in accordance with the applicable rules and operating procedures of Euroclear, Clearstream and DTC, in each case to the extent

applicable. Registered Notes are also subject to the restrictions on transfer set forth therein and will bear a legend regarding such restrictions, see "*Transfer Restrictions*."

General

Pursuant to the Agency Agreement (as defined under "*Terms and Conditions of the Notes*"), the Principal Paying Agent shall arrange that, where a further Tranche of Notes is issued which is intended to form a single Series with an existing Tranche of Notes at a point after the Issue Date of the further Tranche, the Notes of such further Tranche shall be assigned a common code and ISIN number and, where applicable, a CUSIP and CINS number, which are different from the common code, ISIN, CUSIP and CINS assigned to Notes of any other Tranche of the same Series until such time as the Tranches are consolidated and form a single Series, which shall not be prior to the expiry of the distribution compliance period (as defined in Regulation S under the Securities Act) applicable to the Notes of such Tranche.

For so long as any of the Notes is represented by a Bearer Global Note or a Registered Global Note (each a "**Global Note**") held on behalf of Euroclear and Clearstream, each person (other than Euroclear and/or Clearstream) who is for the time being shown in the records of Euroclear or Clearstream as the holder of a particular nominal amount of such Notes (in which regard any certificate or other document issued by Euroclear or Clearstream as to the nominal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Trustee, the Issuer and their agents as the holder of such nominal amount of such Notes for all purposes other than with respect to the payment of principal or interest on such nominal amount of such Notes, for which purpose the bearer of the relevant Bearer Global Note or the registered holder of the relevant Registered Global Note shall be treated by the Trustee, the Issuer and their agents as the holder of such nominal amount of such Notes in accordance with and subject to the terms of the relevant Global Note and the Agency Agreement, and so long as DTC or its nominee is the registered owner or holder of a Registered Global Note, DTC or its nominee, as the case may be, will be considered the sole owner or holder of the Notes represented by such Registered Global Note for all purposes under the Notes, except to the extent that in accordance with DTC's published rules and procedures any ownership rights may be exercised by its participants or beneficial owners through participants of DTC and the provisions of the relevant transaction documents in relation to the Notes and the expressions "**Noteholder**" and "**holder of Notes**" and related expressions shall be construed accordingly.

Any reference herein or in the relevant Global Note to Euroclear, Clearstream and/or DTC shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in the applicable Pricing Supplement.

No Noteholder, Receiptholder (as defined below) or Couponholder (as defined below) shall be entitled to proceed directly against the Issuer unless the Trustee, having become bound so to proceed, fails so to do within a reasonable period and the failure shall be continuing.

FORM OF PRICING SUPPLEMENT

Set out below is the form of Pricing Supplement which will be completed for each Tranche of Notes issued under the Programme.

[Date]

Capri Global Capital Limited

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes] under the U.S.$1,000,000,000 Global Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated [●] [and the supplement[s] to it dated [●] and [●]] (the "**Offering Circular**"). This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular.

[**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II[.]/[; or] [(iii) not a qualified investor as defined in Regulation (EU) 2017/1129 [(as amended, the "**Prospectus Regulation**")].] Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]

[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); nor (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]

[**MiFID II product governance/Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in [Directive 2014/65/EU (as amended, "as amended, "**MiFID II**")] [MiFID")] [MiFID II]; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market.*] Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market

assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels."]

[**UK MIFIR product governance/Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market.*] Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]

[In connection with Section 309B of the Securities and Futures Act 2001 of Singapore, as amended or modified from time to time (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are "prescribed capital markets products" (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).[1]]

This Pricing Supplement has not been and will not be registered or published as a prospectus or a statement in lieu of prospectus ((as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended) in respect of a public offer, information memorandum or "private placement offer cum application letter" or any other offering material with the Registrar of Companies in India in accordance with the Companies Act, 2013, and the rules framed thereunder, and the Reserve Bank of India, the Securities and Exchange Board of India or any Indian stock exchange in accordance with the applicable securities laws, regulations and guidelines of India or the International Financial Services Centres Authority ("**IFSCA**") nor shall it or any part of it form the basis of or be relied on in connection with any contract, commitment or any investment decision in relation thereto in India. Any failure to comply with these restrictions may result in a violation of the applicable securities laws of India and other jurisdictions. This Pricing Supplement has not been and will not be reviewed or approved by any regulatory authority in India, including the Securities and Exchange Board of India, the IFSCA, any Registrar of Companies or any stock exchange in India, save and except for any information relating to the notes which is mandatorily required to be disclosed or filed in India under any applicable Indian laws, including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended, and under the listing agreement with any Indian stock exchange pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended. This Pricing Supplement, the Notes and any other document or material relating to the Notes are not and should not be construed as an advertisement, offer to purchase, sale or solicitation of an offer to sell, invitation to subscribe or sale of any securities to the public in India. The Notes have not been, and will not be, offered or sold, in India by means of any offering document or other document or material relating to the Notes whether as a principal or agent, directly or indirectly, to any

[1] For any Notes to be offered to Singapore investors, the Issuer to consider classification of the Notes pursuant to Section 309B of the SFA prior to the launch of the offer.

person resident in India. [The offering memorandum will be made available to the IFSC Exchange for the purpose of listing of the Notes.[2]]

[*The following alternative language applies if the first tranche of an issue which is being increased was issued under an Offering Circular with an earlier date*.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Offering Circular dated [●]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular dated [current date], save in respect of the Conditions which are extracted from the Offering Circular dated [●] and are attached hereto.]

[Include whichever of the following apply or specify as "Not Applicable" (N/A). Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or subparagraphs. Italics denote directions for completing the Pricing Supplement]

1	Issuer:		Capri Global Capital Limited
2	(a)	Series Number:	[●]
	(b)	Tranche Number:	[●] (*If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible*)
	(c)	Date on which the Notes will be consolidated and form a single Series:	The Notes will be consolidated and form a single Series with [*identify earlier Tranches*] on [the Issue Date/exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph [●] below, which is expected to occur on or about [*date*]] [Not Applicable]
3	Specified Currency or Currencies:		[●]
4	Aggregate Nominal Amount:		
	(a)	Series:	[●]
	(b)	Tranche:	[●]
5	(a)	Issue Price:	[●]% of the Aggregate Nominal Amount [plus accrued interest from [*insert date*] (*in the case of fungible issues only, if applicable*)]
	(b)	[Net proceeds:	[●]]
	(c)	[Private bank rebate/selling commission:	[●]] [●]]
	(d)	[Discretionary fee:	[●]]
6	(a)	Specified Denominations:	[●] (*N.B. Notes must have a minimum denomination of €100,000 or equivalent*) (*Note — where Bearer Notes with multiple denominations above [€100,000] or equivalent are being used with respect to Bearer Notes,*

[2] Note: only include this if the Notes are being listed on an exchange in the IFSC.

		the following sample wording should be followed: "[€100,000] and integral multiples of [€1,000] in excess thereof up to and including [€199,000]. No Notes in definitive form will be issued with a denomination above [€199,000].") (*N.B. If an issue of Notes is (i) NOT admitted to trading on a European Economic Area exchange; and (ii) only offered in the European Economic Area in circumstances where a prospectus is not required to be published under the Prospectus Regulation the €100,000 minimum denomination is not required.*) (*In the case of Registered Notes, this means the minimum integral amount in which transfers can be made.*)
	(b) Calculation Amount (and in relation to calculation of interest in global form see Conditions):	[●] (*If only one Specified Denomination, insert the Specified Denomination.* *If more than one Specified Denomination, insert the highest common factor. Note: There must be a common factor in the case of two or more Specified Denominations.*)
7	(a) Issue Date:	[●]
	(b) Interest Commencement Date:	[Specify/Issue Date/Not Applicable] (*N.B. An Interest Commencement Date will not be relevant for certain Notes, for example Zero Coupon Notes.*)
8	Maturity Date:	[*Fixed rate – specify date/Floating rate – Interest Payment Date falling in or nearest to [specify month and year]*]
9	Interest Basis:	[[●] per cent. Fixed Rate] [[●] month [EURIBOR/SOFR Benchmark/SONIA Benchmark/ specify other reference rate] +/-[●] per cent. Floating Rate] [Zero Coupon] [Index Linked Interest] [Dual Currency Interest] [*specify other*] (further particulars specified below)
10	Redemption/Payment Basis:	[Redemption at par] [Index Linked Redemption] [Dual Currency Redemption] [Partly Paid] [Instalment]

			[*specify other*]
11	Change of Interest Basis or Redemption/Payment Basis:		[Applicable/Not Applicable] (*if applicable, specify details of any provision for change of Notes into another Interest Basis or Redemption/ Payment Basis*) (*N.B. Only relevant where Board (or similar) authorization is required for the particular tranche of Notes*)
12	Put/Call Options:		[Investor Put] [Change of Control Put] [Issuer Call] [(*further particulars specified below*)]
13	(a)	Date of board approval for issuance of Notes obtained:	[●] [and [●], [respectively]]/[None required] (*N.B. Only relevant where regulatory (or similar) approval or consent is required for the particular tranche of Notes*)
	(b)	Date of regulatory approval/consent for issuance of Notes obtained:	[●]/[None required] (*N.B. Only relevant where regulatory (or similar) approval or consent is required for the particular tranche of Notes*)
14	Listing:		[India INX/specify other/None] (*N.B. Consider disclosure requirements under the EU Prospectus Regulation applicable to securities admitted to an EU regulated market*)
15	Method of distribution:		[Syndicated/Non-syndicated]
16	Status of the Notes:		[Senior/Senior Secured/Unsecured]
17	Description of Security:		[Applicable/Not Applicable] [The security interest created pursuant to the Security Document will become effective 30 days from the Issue Date of the Notes] (*If applicable, incorporate the description of Collateral over which the Security Trustee will have a charge for the benefit of the holders of the notes*)
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE			
18	Fixed Rate Note Provisions:		[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	(a)	Rate(s) of Interest:	[●]% per annum payable in arrear on each Interest Payment Date
	(b)	Interest Payment Date(s):	[●] in each year up to and including the Maturity Date (Amend appropriately in the case of irregular coupons)
	(c)	Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form, see Conditions):	[●] per Calculation Amount

	(d)	Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form, see Conditions):	[[●] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [●]] [Not Applicable]
	(e)	Day Count Fraction:	[Actual/Actual (ICMA)]; [30/360]; [Actual/365 (Fixed)] [specify other]
	(f)	Determination Date(s):	[[●] in each year] [Not Applicable] (*Only relevant where Day Count Fraction is Actual/Actual (ICMA). In such case, insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon*)
	(g)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	[None/Give details]
19	Floating Rate Note Provisions:		[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	(a)	Specified Period(s)/Specified Interest Payment Dates:	[●][, subject to adjustment in accordance with the Business Day Convention set out in (b) below,/not subject to any adjustment, as the Business Day Convention in (b) below is specified to be not applicable.]
	(b)	Business Day Convention:	[Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/[*specify other*]] [Adjusted/Unadjusted]
	(c)	Additional Business Centre(s):	[●]
	(d)	Manner in which the Rate of Interest and Interest Amount is to be determined:	[Screen Rate Determination/ISDA Determination/[Not Applicable]/[*specify other*]]
	(e)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	[●]
	(f)	Screen Rate Determination:	
		• Reference Rate:	[●] *month* [EURIBOR/SOFR Benchmark/SONIA Benchmark/specify other Reference Rate]
		• Interest Determination Date(s):	[●] *(N.B. To be a minimum of 5 Business Days lookback period for any backward-looking rate)*
		• Relevant Screen Page:	[●] *(In the case of EURIBOR, if not Reuters EURIB OR 01 ensure it is a page which shows a composite rate or amend the fallback provisions appropriately)*

(f)	SOFR:	[Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
	• SOFR Benchmark:	[Compounded Daily SOFR/SOFR Index/Term SOFR/*specify other*]
	• Compounded Daily SOFR:	[SOFR Lookback/Not Applicable/*specify other*] (*Only applicable in the case of Compounded Daily SOFR*)
	• Lookback Days:	[Not Applicable/[●] U.S. Government Securities Business Day(s)] /*specify other*] (*Only applicable in the case of Compounded Daily SOFR (SOFR Lookback). Note that Interest Determination Date should fall at least 5 U.S. Government Securities Business Days prior to the Interest Payment Date unless otherwise agreed with the Calculation Agent.*)
	• SOFR Observation Shift Days	[5/*specify other larger number*] U.S. Government Securities Business Days
	• SOFR $\text{Index}_{\text{Start}}$	[Not Applicable/[●] U.S. Government Securities Business Day(s)] (*Only applicable in the case of SOFR Index*)
	• SOFR $\text{Index}_{\text{End}}$	[Not Applicable/[●] U.S. Government Securities Business Day(s)] (*Only applicable in the case of SOFR Index*)
	• Term SOFR Rate:	[Not Applicable/[●] Month Term SOFR/specify other] (*Only applicable in the case of Term SOFR*) (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	• Interest Determination Date:	[In accordance with the Condition [6.2(c)(iii)]/specify other]
	• Reference Time:	[In accordance with the Condition [6.2(c)(iii)(C)]/specify other]
	• Term SOFR Conventions:	[●] *(Include any Term SOFR Conventions recommended by the ARRC or otherwise used by the market generally regarding the determination of the Term SOFR rate)*
(g)	SONIA Benchmark:	[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	• SONIA Benchmark:	[Compounded Daily SONIA/*specify other*]
	• SONIA Observation Method:	[SONIA Observation Lag/SONIA Observation Shift/ Not Applicable/specify other] (*Only applicable where the Reference Rate is Compounded Daily SONIA*)

- SONIA Observation Period ("*x*"): [5/specify other larger number] London Business Days]

(h) ISDA Determination:

- Floating Rate Option: [●]
- Designated Maturity: [●]
- Reset Date: [●]

  (in the case of a EURIBOR based option, the first day of the Interest Period)
- Compounding: [Applicable/Not Applicable]

  (If not applicable, delete the remaining items of this subparagraph)
- Compounding Method: [Compounding with Lookback

  Lookback: [[●] Applicable Business Days] / [As specified in the Compounding/Averaging Matrix (as defined in the 2021 ISDA Definitions)]]

  [Compounding with Observation Period Shift

  Observation Period Shift: [●] Observation Period Shift Business Days

  Observation Period Shift Additional Business Days: [[●]/[Not Applicable]] /[As specified in the Compounding/Averaging Matrix (as defined in the 2021 ISDA Definitions)]]

  [Compounding with Lockout

  Lockout: [●] Lockout Period Business Days

  Lockout Period Business Days: [[●]/[Applicable Business Days]]/[As specified in the Compounding/Averaging Matrix (as defined in the 2021 ISDA Definitions)]]
- ISDA Definitions: [2006 ISDA Definitions]/[2021 ISDA Definitions]
- Floating Rate Option: [●]

(i) Margin(s): [+/-] [●] per cent. per annum

(j) Minimum Rate of Interest: [●] per cent. per annum

(k) Maximum Rate of Interest: [●] per cent. per annum

(l) Day Count Fraction: [Actual/Actual (ISDA)] [Actual/Actual]

Actual/365 (Fixed)

Actual/365 (Sterling)

Actual/360 [30/360]

[360/360]

[Bond Basis]

[30E/360]

[Eurobond Basis]

[30E/360 (ISDA)]

[*specify other*]

	(m) Rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	[●]
	(n) Fallback provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	[Benchmark Discontinuation (General)/Benchmark Discontinuation (SOFR)/*specify other if different from those set out in the Conditions*)]
20	Zero Coupon Note Provisions	[Applicable/Not Applicable] (If not applicable, delete the remaining subparagraphs of this paragraph)
	(a) Accrual Yield:	[●] per cent. per annum
	(b) Reference Price:	[●]
	(c) Any other formula/basis of determining amount payable:	[●]
	(d) Day Count Fraction in relation to Early Redemption Amounts:	[30/360] [Actual/360] [Actual/365] [*specify other*]
21	Index Linked Interest Note Provisions	[Applicable/Not Applicable] (If not applicable, delete the remaining subparagraphs of this paragraph)
	(a) Index/Formula:	[*give or annex details*]
	(b) Calculation Agent:	[*give name*]
	(c) Calculation Agent responsible for calculating the interest due:	[●]
	(d) Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable:	[●] (*Need to include a description of market disruption or settlement disruption events and adjustment provisions*)
	(e) Specified Period(s)/Specified Interest Payment Dates:	[●]
	(f) Business Day Convention:	[Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/*specify other*]

	(g)	Additional Business Centre(s):	[●]
	(h)	Minimum Rate of Interest:	[●] per cent. per annum
	(i)	Maximum Rate of Interest:	[●] per cent. per annum
	(j)	Day Count Fraction:	[●]
22	Dual Currency Interest Note Provisions		[Applicable/Not Applicable] *(If not applicable, delete the remaining subparagraphs of this paragraph)*
	(a)	Rate of Exchange/method of calculating Rate of Exchange:	[*give details*]
	(b)	Party responsible for calculating the Rate of Interest (if not the Calculation Agent) and Interest Amount (if not the Principal Paying Agent):	[●]
	(c)	Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable:	[●]
	(d)	Person at whose option Specified Currency(ies) is/are payable:	[●]

PROVISIONS RELATING TO REDEMPTION

23	Issuer Call:		[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	(a)	Optional Redemption Date(s):	[●]
	(b)	Optional Redemption Amount and method, if any, of calculation of such amount(s):	[●] per [Calculation Amount/specify other/see Appendix]
	(c)	If redeemable in part:	
	(i)	Minimum Redemption Amount:	[●]
	(ii)	Maximum Redemption Amount:	[●]
	(d)	Notice period:	Minimum period: [15] days Maximum period: [30] days (*N.B. If setting notice periods, the Company is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of five clearing system business days' notice for a call) and custodians, as well as any other notice requirements*

			which may apply, for example, as between our Company and the Trustee)
24	Investor Put:		[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	(a)	Optional Redemption Date(s):	[●]
	(b)	Optional Redemption Amount of each Note and Appendix method, if any, of calculation of such amount(s):	[[●] per [Calculation Amount/specify other/see Appendix]
	(c)	Notice period:	Minimum period: [15] days Maximum period: [30] days (*N.B. When setting notice periods, the Company is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between our Company and the Trustee*)
25	Change of Control Put:		[Applicable/Not Applicable] *(If not applicable, delete the remaining subparagraphs of this paragraph)*
	(a)	Optional Redemption Amount:	[●] per Calculation Amount
	(b)	Notice periods:	[●] Minimum period: [15] days Maximum period: [30] days *(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Trustee)*
26	Final Redemption Amount:		[●] per Calculation Amount
27	Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required):		[[●] per [Calculation Amount/*specify other*/see Appendix]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

28	Form of Notes:		[Bearer Notes:

		[Temporary Bearer Global Note cleared by any clearing systems other than DTC exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer Notes upon an Exchange Event] [Temporary Bearer Global Note cleared by any clearing systems other than DTC exchangeable for Definitive Bearer Notes on and after the Exchange Date] [Permanent Bearer Global Note exchangeable for Definitive Bearer Notes only upon an Exchange Event] (*Ensure that this is consistent with the wording in the "Form of the Notes" section in the Offering Circular and the Notes themselves. The exchange upon notice option should not be expressed to be applicable if the Specified Denomination of the Notes in paragraph 6 includes language substantially to the following effect:* *"[€100,000] and integral multiples of [€1,000] in excess thereof up to and including [€199,000]. No Notes in definitive form will be issued with a denomination above [€199,000]". Furthermore, such Specified Denomination construction is not permitted in relation to any issue of Notes which is to be represented on issue by a Temporary/Permanent Bearer Global Note exchangeable for Definitive Bearer Notes.*) [Registered Notes: [Regulation S Global Note (U.S.$ [●] nominal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream]] [Rule 144A Global Note (U.S.$ [●] nominal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream]] (*specify nominal amounts)*] (*Ensure that this is consistent with the language in the "Form of the Notes" section in the Offering Circular and the Notes themselves*)
29	Additional Financial Centres:	[Not Applicable/give details] (*Note that this item relates to the date of payment and not Interest Period end dates to which items 17(c) and 19(f) relate*)
30	Talons for future Coupons to be attached to Definitive Notes in bearer form (and dates on which such Talons mature):	[Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made/No]
31	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each	[Not Applicable/*give details. N.B. a new form of Temporary Bearer Global Note and/or Permanent*

	payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	*Bearer Global Note may be required for Partly Paid issues*]
32	Details relating to Instalment Notes:	[*Not Applicable*]
	(a) [Instalment Amount(s):	[*give details*]]
	(b) [Instalment Date(s):	[*give details*]]
33	Other terms or special conditions:	[Not Applicable/*give details*]
DISTRIBUTION		
34	(a) If syndicated, names of Managers:	[Not Applicable/*give names*]
	(b) Stabilising Manager(s) (if any):	[Not Applicable/*give names*]
35	If non-syndicated, name of relevant Dealer:	[●]
36	Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable:	[TEFRA D/TEFRA C/TEFRA not applicable]
37	U.S. Selling Restrictions:	[Regulation S [Category 1/Category 2]]/[Rule 144A]
38	Additional selling restrictions:	[Not Applicable/*give details*]
39	Additional U.S. federal income tax considerations:	Not Applicable
40	Prohibition of Sales to EEA Retail Investors:	[Applicable/Not Applicable] *(If the Notes clearly do not constitute "packaged" products, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no KID will be prepared, "Applicable" should be specified.*)
41	Prohibition of Sales to UK Retail Investors:	[Applicable/Not Applicable] (*If the Notes clearly do not constitute "packaged" products, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no KID will be prepared, "Applicable" should be specified.*)
HONG KONG SFC CODE OF CONDUCT		
42	Rebates:	[A rebate of [●] bps is being offered by the Issuer to all private banks for orders they place (other than in relation to Notes subscribed by such private banks as principal whereby it is deploying its own balance sheet for onward selling to investors), payable upon closing of this offering based on the principal amount of the Notes distributed by such private banks to investors. Private banks are deemed to be placing an order on a principal basis unless they inform the CMIs otherwise. As a result, private banks placing an order on a principal basis (including those deemed as placing an

		order as principal) will not be entitled to, and will not be paid, the rebate.] / [Not Applicable]
43	Contact email addresses of the Overall Coordinators where underlying investor information in relation to omnibus orders should be sent:	[*Include relevant contact email addresses of the Overall Coordinators where the underlying investor information should be sent – OCs to provide*] / [Not Applicable]
44	Marketing and Investor Targeting Strategy:	[*if different from the programme OC*]

OPERATIONAL INFORMATION

45	Any clearing system(s) other than DTC, Euroclear and Clearstream and the relevant identification number(s):	[Not Applicable/*give name(s) and number(s)*]
46	Delivery:	Delivery [against/free of] payment
47	Additional Paying Agent(s) (if any):	[●]
	ISIN:	[●]
	Common Code:	[●]
	CUSIP:	[●]
	Legal Entity Identifier:	335800TK9VGT1V3HMK74.
48	The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of [●], producing a sum of (for Notes not denominated in [U.S. dollars]):	[Not Applicable/U.S.$]
49	[Ratings:	The Notes to be issued have been rated: [[●]: [●]] [[●]: [●]] [Other: [●]] (*The above disclosure should reflect the rating allocated to Notes of the type being issued under the Program generally or, where the issue has been specifically rated, that rating*.)]

[**LISTING APPLICATION**

This Pricing Supplement comprises the final terms required to list the issue of Notes described herein pursuant to the U.S.$1,000,000,000 Global Medium Term Note Programme of Capri Global Capital Limited.]

RESPONSIBILITY

We accept responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:

Duly authorised

TERMS AND CONDITIONS OF THE NOTES

*The following are the Terms and Conditions ("**Conditions**") of the Notes which will be incorporated by reference into each Global Note (as defined below) and each definitive Note, in the latter case only if permitted by the relevant stock exchange or other relevant authority (if any) and agreed by the Issuer and the relevant Dealer at the time of issue but, if not so permitted and agreed, such definitive Note will have endorsed thereon or attached thereto such Conditions. The applicable Pricing Supplement in relation to any Tranche of Notes may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with the following Conditions, replace or modify the following Conditions for the purpose of such Notes. Capitalized terms that are not defined in these Conditions will have the meanings given to them in the applicable Pricing Supplement. The applicable Pricing Supplement (or the relevant provisions thereof) will be endorsed upon, or attached to, each Global Note and definitive Note. Reference should be made to "Form of the Notes" for a description of the content of Pricing Supplement which will specify which of such terms are to apply in relation to the relevant Notes.*

*The issuance of, and the Conditions in relation to, the Notes are subject to applicable laws including the Foreign Exchange Management Act, 1999, as amended from time to time ("**FEMA**") and rules, regulations, circulars, and guidelines issued by the Reserve Bank of India ("**RBI**") in force from time to time including the ECB Guidelines (as defined below) and any approval which may be required in respect of such issuance of the Notes.*

For any redemption, repurchase or repayment of the Notes prior to the expiry of the Minimum Average Maturity Period, including, but not limited to, as a result of an Issuer Tax Call, Issuer Call, Investor Put, Investor Put upon Change of Control or an Event of Default (each as defined in the Conditions), the Issuer is required to obtain the prior approval of the RBI, in accordance with the ECB Guidelines, for effecting a redemption, repurchase or repayment of the Notes prior to the expiry of the Minimum Average Maturity Period, and such approval may not be provided. Any other changes to the Maturity Date specified in the applicable Pricing Supplement (which is in breach of the Minimum Average Maturity Period stipulated under the ECB Guidelines) will require a prior approval of the AD Bank. See "Risk Factors — Risks Relating to the Notes and the Security".

The Notes will, when issued, be issued overseas in accordance with the FEMA, and the rules and regulations issued thereunder including Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, read together with the Foreign Exchange Management (Borrowing and Lending) (First Amendment) Regulations, 2026 and the Master Direction – Reporting under Foreign Exchange Management Act, 1999 dated 1 January 2016 issued by the RBI and any other applicable regulations, notifications, circulars or guidelines issued by the RBI or any other Indian governmental agency in respect of external commercial borrowings, in each case, as amended, updated, modified, superseded, replaced or substituted from time to time (collectively referred to as the "**ECB Guidelines**").

(a) *Programme:* Capri Global Capital Limited (the "**Issuer**", which expression shall include any successor or surviving person thereto) established a Secured Global Medium Term Note Programme (the "**Programme**") for the issuance of up to U.S.$1,000,000,000 in aggregate principal amount of notes (the "**Notes**") pursuant to which Notes can be offered and sold to qualified institutional buyers ("**QIBs**" and each, a "**QIB**") within the United States in reliance on Rule 144A under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and to persons outside the United States in reliance on Regulation S under the Securities Act.

(b) *Pricing Supplement:* Notes issued under the Programme are issued in series (each a "**Series**") and each Series may comprise one or more tranches (each a "**Tranche**") of Notes. Each Tranche is the subject of a pricing supplement (the "**Pricing Supplement**") which supplements these terms and conditions (the "**Conditions**"). The terms and conditions applicable to any particular Tranche of Notes are these Conditions as supplemented, amended restated and/or replaced by the relevant Pricing Supplement. In

the event of any inconsistency between these Conditions and the relevant Pricing Supplement, the relevant Pricing Supplement shall prevail.

(c) *Trust Deed:* The Notes are constituted by, are subject to, and have the benefit of, a trust deed (such trust deed as modified and/or supplemented and/or restated from time to time, the "**Trust Deed**") dated 19 May 2026 made between the Issuer, Citicorp International Limited (the "**Trustee**", which expression shall include all persons for the time being trustee or trustee appointed under the Trust Deed) and Catalyst Trusteeship Limited (the "**Security Trustee**", which expression shall include any successor security trustee appointed from time to time in connection with the Notes) as security trustee.

(d) *Agency Agreement:* The Notes are the subject of an agency agreement (such agency agreement as amended and/or supplemented and/or restated from time to time, the "**Agency Agreement**") dated 19 May 2026 made between the Issuer, the Trustee, Citibank, N.A., London Branch as issuing and principal paying agent (the "**Principal Paying Agent**", which expression shall include any successor principal paying agent appointed from time to time in connection with the Notes), the other paying agents named therein (together with the Principal Paying Agent, the "**Paying Agents**", which expression shall include any additional or successor paying agents appointed from time to time in connection with the Notes), Citibank, N.A., London Branch (subject to reviewing the relevant Pricing Supplement and confirming acceptance of such appointment by it) as initial calculation agent (the "**Calculation Agent**", which expression shall include any additional or successor calculation agent), Citibank, N.A., London Branch as transfer agent (the "**Transfer Agent**," which expression shall include any additional or successor transfer agents appointed in connection with the Notes), Citibank, N.A., London Branch as registrar (the "**Registrar**," which expression shall include any successor registrar appointed from time to time in connection with the Notes). The Principal Paying Agent, the Paying Agents, the Transfer Agent, the Calculation Agent, the Registrar, and any other agents appointed under the Agency Agreement from time to time are together referred to as the "**Agents**."

(e) *The Notes:* Interest bearing Definitive Bearer Notes (unless otherwise indicated in the applicable Pricing Supplement) have interest coupons ("**Coupons**") and, where applicable, talons for further Coupons ("**Talons**") attached on issue. Any reference herein to Coupons or coupons shall, unless the context otherwise requires, be deemed to include a reference to Talons or talons. Definitive Bearer Notes repayable in instalments have receipts ("**Receipts**") for the payment of the instalments of principal (other than the final instalment) attached on issue. Definitive Registered Notes do not have Receipts, Coupons or Talons attached on issue.

The Trustee acts for the benefit of itself and the Noteholders (which expression shall mean (in the case of Bearer Notes) the holders of the Notes and (in the case of Registered Notes) the persons in whose name the Notes are registered and shall, in relation to any Notes represented by a Global Note, be construed as provided below), the holders of the Receipts (the "**Receiptholders**") and the holders of the Coupons (the "**Couponholders**", which expression shall, unless the context otherwise requires, include the holders of the Talons), in accordance with the provisions of the Trust Deed.

(f) *Summaries:* Certain provisions of these Conditions are summaries of the Trust Deed and the Agency Agreement and are subject to their detailed provisions. Noteholders and Couponholders are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and are deemed to have notice of those provisions of the Agency Agreement applicable to them.

References herein to the "**Notes**" shall be references to the Notes of this Series and shall mean:

(a) in relation to any Notes represented by a global Note (a "**Global Note**"), units of each Specified Denomination in the currency specified herein, or if none is specified, the currency in which the Notes are denominated (the "**Specified Currency**");

(b) any Global Note in bearer form (a "**Bearer Global Note**");

(c) any Global Note in registered form (a "**Registered Global Note**");

(d) any definitive Notes in bearer form ("**Definitive Bearer Notes**", and together with Bearer Global Notes, the "**Bearer Notes**") issued in exchange (or part exchange) for a Bearer Global Note; and

(e) any definitive Notes in registered form ("**Definitive Registered Notes**", and together with Registered Global Notes, the "**Registered Notes**"), whether or not issued in exchange for a Registered Global Note).

Copies of the Trust Deed, the Agency Agreement and (where applicable) the Security Documents (as defined below) (together, the "**Transaction Documents**") are available to the Noteholders, the Receiptholders and/or the Couponholders (i) for inspection at all reasonable time following prior written request and proof of holding and identity to the satisfaction of the Trustee, or, as the case may be, the Principal Paying Agent during normal business hours (being between 9:00 a.m. (Hong Kong time) and 3:00 p.m. (Hong Kong time), Monday to Friday except for public holidays) at the principal place of business for the time being of the Trustee being at the date of the Trust Deed at 40/F, Champion Tower, 3 Garden Road, Central, Hong Kong, and at the specified office of the Principal Paying Agent, and (ii) electronically from the Trustee or the Principal Paying Agent, following prior written request and proof of holding and identity to the satisfaction of the Trustee or the Principal Paying Agent, as the case may be. The Noteholders, the Receiptholders and the Couponholders are deemed to have notice of, are bound by, and are entitled to the benefit of, all the provisions of the Trust Deed, the Security Documents (where applicable) and the applicable Pricing Supplement and are deemed to have notice of those provisions of the Agency Agreement which are applicable to them. The statements in the Conditions include summaries of, and are subject to, the detailed provisions of the Trust Deed which includes the form of the Notes.

Words and expressions defined in the Trust Deed, the Agency Agreement or used in the applicable Pricing Supplement shall have the same meanings where used in these Conditions unless the context otherwise requires or unless otherwise stated and provided that, in the event of inconsistency between the Trust Deed and the Agency Agreement, the Trust Deed will prevail and, in the event of inconsistency between the Trust Deed or the Agency Agreement and the applicable Pricing Supplement, the applicable Pricing Supplement will prevail.

1 Form, Denomination and Title

The Notes may be in bearer form ("**Bearer Notes**") and/or in registered form ("**Registered Notes**") as specified in the applicable Pricing Supplement and, in the case of definitive Notes, will be serially numbered, in the currency (the "**Specified Currency**") and the denominations (the "**Specified Denomination(s)**") specified in the applicable Pricing Supplement. Notes of one Specified Denomination may not be exchanged for Notes of another Specified Denomination and Bearer Notes may not be exchanged for Registered Notes and *vice versa*.

The Notes may be Fixed Rate Notes, Floating Rate Notes, Zero Coupon Notes, Index Linked Interest Notes, Dual Currency Interest Notes, or a combination of any of the foregoing, depending upon the Interest Basis shown in the applicable Pricing Supplement and as per the applicable laws including but not limited to the ECB Guidelines.

The Notes may also be Index Linked Redemption Notes, Instalment Notes, Dual Currency Redemption Notes, Partly Paid Notes or a combination of any of the foregoing, depending upon the Redemption/Payment Basis shown in the applicable Pricing Supplement.

Definitive Bearer Notes are issued with Coupons and (if applicable) Receipts and Talons attached, unless they are Zero Coupon Notes in which case references to Coupons and Couponholders in these Conditions are not applicable. Subject as set out below, title to the Bearer Notes, Receipts and Coupons will pass by delivery and title to the Registered Notes will pass upon registration of transfers in accordance with the provisions of the

Agency Agreement. The Issuer, the Trustee and any Agent will (except as otherwise ordered by a court of competent jurisdiction or as otherwise required by law) deem and treat the bearer of any Bearer Note, Receipt or Coupon and the registered holder of any Registered Note as the absolute owner thereof (whether or not overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous loss or theft thereof) for all purposes but, in the case of any Global Note, without prejudice to the provisions set out in the next succeeding paragraph.

For so long as any of the Notes is represented by a Global Note held by a common depositary on behalf of Euroclear Bank SA/NV ("**Euroclear**") and/or Clearstream Banking S.A. ("**Clearstream**"), each person (other than Euroclear or Clearstream) who is for the time being shown in the records of Euroclear or of Clearstream as the holder of a particular nominal amount of such Notes (in which regard any certificate or other document issued by Euroclear or Clearstream as to the nominal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Issuer, the Trustee and the Agents as the holder of such nominal amount of such Notes for all purposes other than with respect to the payment of principal or interest on such nominal amount of such Notes, for which purpose the bearer or the registered holder of the relevant Global Note shall be treated by the Issuer, the Trustee and any Agent as the holder of such nominal amount of such Notes in accordance with and subject to the terms of the relevant Global Note. For so long as The Depository Trust Company ("**DTC**") or its nominee is the registered owner or holder of a Global Note Certificate, DTC or such nominee, as the case may be, will be considered the sole owner or holder of the Notes represented by such Global Note Certificate for all purposes under the Agency Agreement and those Notes except to the extent that in accordance with DTC's published rules and procedures any ownership rights may be exercised by its participants or beneficial owners through participants.

The expressions "**Noteholder**" and "**holder of Notes**" and related expressions shall be construed accordingly. In determining whether a particular person is entitled to a particular nominal amount of Notes, as aforesaid, the Trustee may rely conclusively on such evidence and/or information and/or certification as it shall, in its absolute discretion, think fit and, if it does so rely, such evidence and/or information and/or certification shall, in the absence of manifest error, be conclusive and binding on all concerned.

Notes which are represented by a Global Note will be transferable only in accordance with the rules and procedures for the time being of, Euroclear, Clearstream or DTC, as the case may be. References to, Euroclear, Clearstream and/or DTC shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in the applicable Pricing Supplement.

2 Transfers of Registered Notes

2.1 Transfers of Interests in Registered Global Notes

Transfers of beneficial interests in Registered Global Notes will be effected by DTC, Euroclear or Clearstream, as the case may be, and, in turn, by other participants and, if appropriate, indirect participants in such clearing systems acting on behalf of beneficial transferors and transferees of such interests. A beneficial interest in a Registered Global Note will, subject to compliance with all applicable legal and regulatory restrictions, be transferable for Registered Notes in definitive form or for a beneficial interest in another Registered Global Note only in the authorized denominations set out in the applicable Pricing Supplement and only in accordance with the rules and operating procedures for the time being of DTC, Euroclear or Clearstream, as the case may be, and in accordance with the terms and conditions specified in the Trust Deed and the Agency Agreement. Transfers of a Registered Global Note registered in the name of a nominee for DTC shall be limited to transfers of such Registered Global Note, in whole but not in part, to another nominee of DTC or to a successor of DTC or such successor's nominee.

2.2 Transfers of Registered Notes Generally

Registered Notes may not be exchanged for Bearer Notes and vice versa.

Subject as provided in paragraph 2.3, upon the terms and subject to the conditions set forth in the Trust Deed and the Agency Agreement, a Definitive Registered Note may be transferred in whole or in part (in the authorized denominations set out in the applicable Pricing Supplement). In order to effect any such transfer, (a) the holder or holders must (i) surrender the Definitive Registered Note for registration of the transfer of the Definitive Registered Note (or the relevant part of the Definitive Registered Note) at the specified office of the Registrar or any Transfer Agent, with the form of transfer thereon duly executed by the holder or holders thereof or his or their attorney or attorneys duly authorized in writing and (ii) complete and deposit such other certifications as may be required by the relevant Transfer Agent and (b) the Registrar or, as the case may be, the relevant Transfer Agent must be satisfied with the documents of title and the identity of the person making the request and (c) the person making such application for transfer paying or procuring the payment (or the giving of such indemnity and/or security and/or prefunding as the Issuer or any of the Agents may require) of any taxes, duties and other governmental charges in connection therewith. Any such transfer will be subject to the detailed regulations concerning transfer of Notes (such initial regulations being set out in Schedule 3 to the Agency Agreement) (the "**Regulations**"). The Regulations may be changed by the Issuer, with the prior written approval of the Trustee and the Registrar, or by the Registrar, with the prior written approval of the Trustee. Subject as provided above, the Registrar or, as the case may be, the relevant Transfer Agent will, within seven business days (being for this purpose a day on which banks are open for business in the city where the specified office of the Registrar or, as the case may be, the relevant Transfer Agent is located) of the request (or such longer period as may be required to comply with any applicable fiscal or other laws or regulations), authenticate and deliver, or procure the authentication and delivery of, at its specified office to the transferee or (at the risk of the transferee) send by mail, to such address as the transferee may request, a new Definitive Registered Note of a like aggregate nominal amount to the Definitive Registered Note (or the relevant part of the Definitive Registered Note) transferred. In the case of the transfer of part only of a Definitive Registered Note, a new Definitive Registered Note in respect of the balance of the Registered Note not transferred will be so authenticated and delivered or (at the risk of the transferor) sent to the transferor.

2.3 Registration of transfer upon partial redemption

In the event of a partial redemption of Notes under Condition 8, the Issuer shall not be required to register the transfer of any Registered Note, or part of a Registered Note, called for partial redemption.

2.4 Costs of registration

Noteholders will not be required to bear the costs and expenses of effecting any registration of transfer as provided above, except for any costs or expenses of delivery other than by regular uninsured mail and except that the Issuer may require the payment of a sum sufficient to cover any stamp duty, tax or other governmental charge that may be imposed in relation to the registration, provided that the Issuer shall not be responsible for any documentary stamp tax payable in the Republic of India ("**India**") on the transfer of Notes unless the Issuer is the counterparty directly liable for that documentary stamp tax.

2.5 Closed Periods

No Noteholder may require the transfer of a Registered Note in definitive form to be registered (i) during the period of 15 days ending on the due date for redemption of, or payment of any Instalment Amount in respect of, that Note, (ii) during the period of 15 days prior to any date on which the Notes may be called for redemption by the Issuer at its option pursuant to Condition 8.3, (iii) after any such Note has

been called for redemption or (iv) during the period of seven days ending on (and including) any Record Date.

3 Status of the Notes

The Notes are secured obligations of the Issuer, at all times ranking *pari passu* and without any preference or priority among themselves, secured in the manner described in the applicable Pricing Supplement.

4 Covenants

4.1 Maintenance Based Covenants

So long as any of the Notes remain outstanding, the Issuer shall ensure that:

(a) the capital adequacy ratio of the Issuer as required in accordance with all the rules/regulations/guidelines issued by the RBI, in effect from time to time, is at all times maintained at a level that complies with the RBI rules/regulations/guidelines, in effect from time to time;

(b) the net non-performing asset ratio of the Issuer as calculated in accordance with all the rules/regulations/guidelines issued by RBI, in effect from time to time, is at all times maintained at a level equal to or less than 5 per cent. based on a 90-days delinquency period (the "**Asset Quality**");

(c) the Minimum Security Coverage Ratio (as defined below) of the Issuer is at all times maintained at a level equal to or greater than 1.0:1.0; and

(d) the Security and the Secured Property will at all times consist of Standard Assets (as defined below).

4.1A Maintenance of Minimum Security Coverage Ratio

The Issuer shall, so long as any of the Notes remains outstanding, for every quarter ending on 31 March, 30 June, 30 September and 31 December ("**Relevant Quarter**"), be obliged to furnish to the Security Trustee, on or before 60 days after the end of every quarter ending on 30 June, 30 September and 31 December and 75 days after the end of every quarter ending on 31 March, a certificate from its statutory auditor or an independent chartered accountant ("**Quarterly Certificate**"), *inter alia* certifying the stock statement of the Issuer, maintenance of the Minimum Security Coverage Ratio and confirming that adequate security cover is available for all the outstanding Notes and other outstanding Indebtedness of the Issuer covered under the stock statement. If either (a) the Minimum Security Coverage Ratio for the Relevant Quarter is not maintained according to the Quarterly Certificate, or (b) the Issuer fails to furnish the Security Trustee with the Quarterly Certificate within the aforementioned time periods, the Security Trustee will promptly notify the Trustee of such circumstances.

4.2 Covenant Suspension

If following the issuance of any Notes:

(a) the Notes are rated as follows by one of the following three entities: "Baa3" or better by Moody's, "BBB-" or better by S&P or "BBB-" or better by Fitch (or, any such entity ceases to rate the Notes for reasons outside of the control of the Issuer, the equivalent investment grade credit rating from any other "nationally recognized statistical rating organization" within the meaning of Rule 15c3-1(c)(2)(vi)(F) under the Exchange Act selected by the Issuer as a replacement agency); and

(b) no Event of Default shall have occurred,

then, beginning on that day and subject to the provisions of the following paragraph, the covenants specifically listed under Condition 4.1 and Condition 4.1A will be suspended.

Notwithstanding the foregoing, if the rating assigned by such rating agency should subsequently decline to below "Baa3", "BBB-" or "BBB-", respectively, Condition 4.1 and Condition 4.1A will be reinstituted as at and from the date of such rating decline. The period during which the covenants set forth above are suspended pursuant to this provision is the "Suspension Period." The reinstatement of Condition 4.1 and Condition 4.1A will not, however, be of any effect with regard to the actions of the Issuer properly taken during the continuance of the Suspension Period.

The Issuer shall notify the Trustee that the two conditions set forth in the first paragraph under this heading have been satisfied, provided that such notification shall not be a condition for the suspension of the covenants set forth above to be effective. The Trustee shall not be obliged to notify Noteholders of such event.

There can be no assurance that the Notes will ever achieve or maintain an investment grade rating.

4.3 Consolidation, Merger and Sale of Assets

So long as any of the Notes remains outstanding, the Issuer will not consolidate with, or merge with or into, another Person, permit any Person to merge with or into it, or sell, convey, transfer, lease or otherwise dispose of all or substantially all of its properties and assets (computed on a consolidated basis) in one transaction or a series of related transactions to any Person (the consummation of any such transaction or series of related transactions, a "**Merger**"), unless:

(a) the Issuer shall be the continuing Person, or the Person (if other than the Issuer) formed by such Merger or that acquired or leased such property and assets (the "**Surviving Person**") shall be a corporation organized and validly existing under the laws of India or any other country, provided that such country has, at the time such Merger, a long-term credit rating of not lower than "BBB-" by Standard & Poor's Rating Services, a division of the McGraw-Hill Companies, Inc. (or its equivalent under any successor rating category of Standard & Poor's Rating Services), "BBB-" by Fitch (or its equivalent under any successor rating category of Fitch) and "Baa3" by Moody's Investor Service (or its equivalent under any successor rating category of Moody's) and shall expressly assume, by way of supplemental agreements, all the obligations of the Issuer under the Transaction Documents and the Notes, and the Transaction Documents and the Notes shall remain in full force and effect, provided that, such transfer of obligations under the Notes to the Surviving Person shall be in accordance with the ECB Guidelines and the NBFC Regulations;

(b) immediately after giving effect to such Merger on a *pro forma* basis (and treating any Indebtedness which becomes an obligation of the Surviving Person or any of its Subsidiaries as having been incurred at the time of such transaction) no Event of Default (as defined in Condition 11) shall have occurred or would result therefrom;

(c) the Issuer shall be solvent and able to pay its debts as they fall due immediately prior to the consummation of such Merger;

(d) the corporation formed by such transaction, or the Person that acquired such properties and assets, shall expressly agree to indemnify each holder of a Note against any Taxes (as defined below) payable by withholding or deduction thereafter imposed on any holder solely as a consequence of such Merger with respect to the payment of principal, premium (if any) and interest on the Notes;

(e) immediately after giving effect to such Merger, the Surviving Person will be in compliance with the covenants set out in Condition 4.1; and

(f) the Issuer furnishes to the Trustee (i) an Officers' Certificate setting out (A) the arithmetic computations establishing compliance with the conditions precedent provided in Condition 4.3 (b), (c) and (e), and (B) compliance with the covenants set out in Condition 4.1 (a), (b) and (c), showing in reasonable detail the calculation of the ratios set out in Condition 4.1 (including the arithmetic computations of each component of such ratios) and (ii) a written opinion from independent legal counsel, addressed to the Trustee, in form and substance acceptable to the Trustee, and in accordance with Clause 2.1 of the Trust Deed, stating that such Merger and such supplemental trust deed complies with this provision and that all conditions precedent provided in Condition 4.3(a) and relating to such transaction have been complied with and that the Trustee is entitled to accept such Officers' Certificate and opinion (without further investigation or enquiry and without liability to the Noteholders of any other person) as sufficient evidence thereof, in which event it shall be conclusive and binding on the Noteholders.

4.4 Permitted Pari Passu Secured Indebtedness

(a) On or after the Issue Date, the Issuer may without the prior consent of any Noteholders, the Trustee or Security Trustee create liens on any Secured Property, *pari passu* with any Security, in order to secure Indebtedness of the Issuer (including further issuances of Notes pursuant to Condition 18) (such Indebtedness of the Issuer, together with any Indebtedness of the Issuer existing on the Issue Date that is secured by such Secured Property on a *pari passu* basis with the Notes, "**Permitted Pari Passu Secured Indebtedness**"); provided that:

(i) pro forma for:

(A) the incurrence of such Permitted Pari Passu Secured Indebtedness,

(B) the application of the proceeds therefrom, and

(C) the creation and registration of a first priority *pari passu* lien on the Secured Property to secure any such Permitted Pari Passu Secured Indebtedness,

no Event of Default will have occurred under the Notes and the Minimum Security Coverage Ratio will be equal to or greater to 1.0:1.0; and

(ii) the Issuer delivers, or causes to be delivered, to the Security Trustee a certificate signed by an Authorised Signatory on a quarterly basis on or before 60 days after the end of every quarter ending on 30 June, 30 September and 31 December and 75 days after the end of every quarter ending on 31 March, confirming that the Issuer is in compliance with the conditions in clause (a)(i) above, and that, the Minimum Security Coverage Ratio is, as of the date of such certificate, equal or greater to 1.0:1.0, and other corporate and collateral matters in connection with the Security Documents.

(b) The Security Trustee will be permitted and authorized, without the consent of the Trustee or any holder of Notes, to enter into any amendment to the Security Documents in accordance with Condition 16 below and to take any other action necessary to permit the creation and registration of first priority *pari passu* liens on the Secured Property to secure Permitted Pari Passu Secured Indebtedness in accordance with this Condition, however the Trustee and the Security Trustee have no responsibility with regards to determining what constitutes Permitted Pari Passu Secured Indebtedness and are entitled to accept and rely on such certificate referred to in this Condition 4.4 (without further investigation or enquiry and without liability to the Noteholders or any other

person) and if it does so, such certificate shall be conclusive and binding on the Noteholders. The Trustee shall not be required to publish any certificate given to it in accordance with this Condition 4.4.

(c) It is hereby clarified that the Issuer shall not require any prior approval of the Noteholders or the Trustee or the Security Trustee for creation of any security interest/encumbrance over the Excluded Receivables or for availing of any Indebtedness which will be secured by the Excluded Receivables, so long as the Minimum Security Coverage Ratio is maintained.

5 Security

5.1 Limitation on Security Interests

(a) So long as any Notes remain outstanding, the Issuer will not, directly or indirectly dispose the Secured Property (other than sale/ assignment of assets/ securitisation transactions including by issue of pass-through certificates and direct assignment of the Issuer done in compliance with Applicable Laws), or incur, assume or permit to exist any Security Interest, other than Permitted Pari Passu Secured Indebtedness, on the Secured Property.

(b) The Security Trustee will be permitted and authorised, without the consent of any holder of the Notes or the Trustee, to enter into amendments to the Security Documents and to take any other action necessary, to permit the exclusion of such receivables from the Secured Property which are charged exclusively to National Bank for Agriculture and Rural Development ("NABARD") in relation to the facilities extended by NABARD, currently or from time to time in the future (the "Excluded Receivables"),

provided that:

(i) no Event of Default shall have occurred under the Notes; and

(ii) the Issuer continues to be in compliance with the Minimum Security Coverage Ratio under Condition 4.1 and will be in compliance with such covenant after giving pro forma effect to the exclusion of the Excluded Receivables.

5.2 Grant of Security

The Issuer has appointed Catalyst Trusteeship Limited as the security trustee pursuant to the security trustee agreement executed *inter alios* between the Issuer and the Security Trustee on 19 May 2026 (the "**Security Trustee Agreement**") to hold the security on behalf and for the benefit of itself, the Trustee and the Noteholders.

Upon the issuance of a Series of Notes, the Issuer shall, pursuant to Clause 2.1 of the Trust Deed, deliver or cause to be delivered to the Trustee a copy of the applicable Pricing Supplement notifying the Trustee of an issuance of a Series of Notes and that Security under the Security Documents shall be granted to the Security Trustee for the benefit of the Trustee and the holders of such Series of Notes to secure the obligations of the Issuer under such Series of Notes and the Trust Deed within the timelines agreed in the Trust Deed. The Issuer shall take all requisite steps under applicable laws and undertake other customary procedures in connection with the granting and perfection (if relevant) of the charge on the Security over the Secured Property including making of all filings required to be made under the ECB Guidelines and the (Indian) Companies Act, 2013 from time to time, the procuring receipt of the loan registration number from the Reserve Bank of India as per the terms of the ECB Guidelines, procuring the charge ceding letters from existing secured creditors and the payment of stamp duty (if any) on the Transaction Documents.

The Security Trustee, the Trustee and any holders of Notes shall enforce their rights with respect to the Security only as described in Condition 5.3. The Security Trustee has been appointed by the Issuer pursuant to Clause 9.1 of the Trust Deed. The obligations of the Issuer under, or in connection with, the Notes and the Transaction Documents shall be secured by way of a first ranking *pari passu* charge (with existing secured creditors and creditors of Permitted Pari Passu Secured Indebtedness, as the case may be) over the Hypothecated Property in favour of the Security Trustee (for itself, the Trustee and the Noteholders (together, the "**Secured Parties**"), pursuant to the Security Trustee Agreement, an unattested deed of hypothecation and a related power of attorney executed by the Issuer in favour of the Security Trustee within the time period provided under the terms of the Notes, and any other deeds and documents which the Issuer is required to execute for creation and perfection of Security (together, with the Security Trustee Agreement, the "**Security Documents**").

In order to (and if required to) maintain the Minimum Security Coverage Ratio for so long as any Series of Notes remains outstanding, the Issuer shall provide such additional Security and execute any additional Security Documents as necessary (including but not limited to any supplemental or amendment to the unattested deed of hypothecation) in favour of the Security Trustee within forty-five (45) Business Days of the Issuer becoming aware of a decrease in its Minimum Security Coverage Ratio from the level stipulated in Condition 4.1(c).

The Issuer shall execute and deliver an unattested deed of hypothecation and a related power of attorney in favour of the Security Trustee prior to the Issue Date of a Series of Notes for creation of the *pari passu* security interests in the Security in relation to such Series of the Notes, provided that the *pari passu* security interests created under such unattested deed of hypothecation and related power of attorney shall become effective 30 (thirty) days from the date of execution of the unattested deed of hypothecation ("**Charge Effective Date**"). The Issuer shall procure the registration of such security interests and shall ensure that all such actions required in relation to the perfection of the security interest are completed as soon as reasonably practicable, and in no event later than thirty (30) days following the Charge Effective Date.

The Issuer shall make all necessary filings with the relevant Indian Registrar of Companies to perfect such Security over the Hypothecated Property (including any additional Security to be provided) for a Series of Notes within thirty (30) days following the Charge Effective Date and procure that the Security Trustee makes filings with the Central Registry of Securitization Asset Reconstruction and Security Interest of India within thirty (30) days following the Charge Effective Date. The Issuer shall make all necessary filings with the relevant Indian Registrar of Companies to perfect any additional Security provided in accordance with the terms of the Notes, within thirty (30) days following the Charge Effective Date. The Hypothecated Property specified above held by and/or charged in favour of and/or assigned to the Security Trustee (for itself and the other Secured Parties (subject as provided in these Conditions and the Transaction Documents)) pursuant to the Security Documents, is referred to in these Conditions as the "**Secured Property**", and the security interest created thereby is referred to as the "**Security**". It is hereby clarified that the Excluded Receivables will at no point in time form part of the Secured Property and that the Issuer will have the right to and be free to create any such charge as covered under the Excluded Receivables.

The Issuer shall promptly do whatever may be required to perfect and protect the Security created under the Security Documents and the priority of the Security and to facilitate the realization of the Secured Property or the exercise of any rights vested in the Security Trustee or any delegate under the Security Documents and/or the Trust Deed, including executing any transfer, charge, mortgage, assignment or assurance of the Secured Property (whether to the Security Trustee or its nominee(s) or otherwise), making any registration and giving any notice, order or direction.

5.3 Enforcement of Security

With respect to the Notes, all proceeds of enforcement of the Security and all other amounts received by the Trustee in respect of the Notes shall be applied by the Trustee as set out in clause 7.3 of the Trust Deed.

Subject to the provisions of the Security Documents and the Trust Deed, the Security shall become enforceable upon notice being given by the Trustee to the Issuer and the Security Trustee that any outstanding Series of Notes have become due and payable pursuant to Condition 11 and the Issuer fails to pay such amounts due and payable to the Noteholders in accordance with Condition 11. If the Security becomes enforceable in respect of any Series of Notes, the Trustee may at its discretion and without further notice or formality, and shall if so requested in writing by Noteholders holding at least 25 per cent. in aggregate nominal amount of the particular Series of Notes then outstanding, or if so directed by an Extraordinary Resolution of the Noteholders of the particular Series of Notes (subject in each case to being indemnified and/or secured and/or prefunded to its satisfaction), direct the Security Trustee to enforce all or any of the Secured Property subject as provided above. The Security Trustee may at its discretion appoint a receiver and/or take possession of and/or realize all or any part of the Secured Property and/or take action or proceedings against any person liable in respect of all or any part of the Secured Property and/or any rights in relation to the Security Documents and take any step, action or proceedings provided for in or pursuant and/or subject to the Security Documents, but without any liability to any person as to the consequences of such step, action or proceeding and without having regard to the effect of such action or proceedings on the Issuer or individual Noteholders, and provided that the Trustee shall not be required to take any action, step or proceedings that would involve any personal liability or exposure without first being indemnified and/or secured and/or prefunded to its satisfaction.

The Issuer and the Security Trustee agree and acknowledge that the funds received by the Security Trustee following enforcement of the Security Documents shall be paid by the Security Trustee to the Trustee for distribution in accordance with the Trust Deed. For the avoidance of doubt, to enforce the rights of Secured Parties under the Security Documents, the Trustee shall have the right to instruct the Security Trustee to sell any Secured Property that is capable of being sold in accordance with the provisions set out in the Security Documents. Any dispute arising under the Security Documents among any of the parties will be resolved by the courts of the Republic of India, under Indian law.

5.4 Release of Security

The Security over the Secured Property granted under the Security Documents may, at the cost of the Issuer, be released automatically as per the terms of the Security Documents upon the purchase and cancellation, or repayment or redemption in full, of all relevant Series of Notes and payment in full of all associated fees and expenses.

In this Condition:

"**Attributable Indebtedness**" means, in respect of a Sale and Leaseback Transaction, at the time of determination, the present value, discounted at the interest rate borne by the Notes of the total obligations of the lessee for rental payments during the remaining term of the lease in such Sale and Leaseback Transaction, including any period for which such lease has been extended or may, at the option of the lessor, be extended.

"**Board of Directors**" means the representative governing board elected or appointed by the stockholders of the Issuer to manage the business of the Issuer or any committee of such board duly authorized to take the action purported to be taken by such committee.

"**Capitalized Lease**" means, with respect to any Person, any lease of any property (whether real, personal or mixed) which, in conformity with Ind-AS, is required to be capitalized on the balance sheet of such Person.

"**Capitalized Lease Obligations**" means the capitalized amount of any rental obligations under a Capitalized Lease in accordance with Ind-AS, and the Stated Maturity thereof will be the date of the last payment of rent or any other amount due under such lease prior to the first date upon which such lease may be terminated by the lessee without payment of penalty.

"**Capital Stock**" means, with respect to any Person, any and all shares, interests, rights to purchase, warrants, options, participations or other equivalents (however designated, whether voting or nonvoting) in equity of such Person, whether outstanding on the Issue Date or issued thereafter, including, without limitation, all Common Stock and Preferred Stock.

"**Common Stock**" means, with respect to any Person, any and all shares, interests, rights to purchase, warrants, options or other participations in, and other equivalents (however designated and whether voting or non-voting) of such Person's common stock or ordinary shares, whether or not outstanding at the date of the Trust Deed, and include, without limitation, all series and classes of such common stock or ordinary shares.

"**Currency Agreement**" means any foreign exchange forward contract, currency swap agreement or other similar agreement or arrangement designed to protect against fluctuations in foreign exchange rates.

"**Disqualified Stock**" means any class or series of Capital Stock of any Person that by its terms (or by the terms of any security into which it is convertible or for which it is exchangeable) or otherwise is (a) required to be redeemed prior to the Stated Maturity of the Notes, (b) redeemable at the option of the holder of such class or series of Capital Stock at any time prior to the Stated Maturity of the Notes or (c) convertible into or exchangeable for Capital Stock referred to in clause (a) or (b) above or Indebtedness having a scheduled maturity prior to the Stated Maturity of the Notes.

"**euro**" means the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended.

"**Fair Market Value**" means the price that would be paid in an arm's-length transaction between an informed and willing seller under no compulsion to sell and an informed and willing buyer under no compulsion to buy, as determined in good faith by the Board of Directors, whose determination shall be conclusive if evidenced by a board resolution.

"**Hedging Obligation**" of any Person means the obligations of such Person pursuant to any Currency Agreement or Interest Rate Agreement.

"**Hypothecated Property**" (on the Issue Date of a Series of Notes) comprises all standard receivables, book debts, principal amounts and interest, costs, charges etc. (including loan book, coupon, premium and/or any default/penal interest, un- encumbered cash and bank balance, investment made by the Issuer in mutual funds/debt securities/bonds, term deposits with banks, etc.) owing to or receivable by the Issuer, both present and future (other than the Excluded Receivables), in respect of certain securities/loans/inter-corporate deposits subscribed to/given/placed by the Issuer, and all benefit, rights, interest, claims and demands of the Issuer in, to or in respect of all the aforesaid amounts, both present and future.

"**Indebtedness**" means, with respect to any Person at any date of determination (without duplication):

(a) all indebtedness of such Person for borrowed money;

(b) all obligations of such Person evidenced by bonds, debentures, notes or other similar instruments;

(c) all obligations of such Person in respect of letters of credit, bankers' acceptances or other similar instruments (including any premium to the extent such premium has become due and payable);

(d) all obligations of such Person to pay the deferred and unpaid purchase price of property or services, except Trade Payables;

(e) all Capitalized Lease Obligations and Attributable Indebtedness;

(f) all Indebtedness of other Persons secured by a Security on any asset of such Person, whether or not such Indebtedness is assumed by such Person; provided that the amount of such Indebtedness shall be the lesser of (i) the Fair Market Value of such asset at such date of determination and (ii) the amount of such Indebtedness;

(g) all Indebtedness of other Persons guaranteed by such Person to the extent such Indebtedness is guaranteed by such Person;

(h) to the extent not otherwise included in this definition, Hedging Obligations; and

(i) all Disqualified Stock issued by such Person valued at the greater of its voluntary or involuntary liquidation preference and its maximum fixed repurchase price plus accrued dividends.

"**Ind-AS**" means Indian accounting standards as in effect from time to time.

"**Interest Rate Agreement**" means any interest rate protection agreement, interest rate future agreement, interest rate option agreement, interest rate swap agreement, interest rate cap agreement, interest rate collar agreement, interest rate hedge agreement, option or future contract or other similar agreement or arrangement designed to protect against fluctuations in interest rates.

"**Minimum Security Coverage Ratio**" means the minimum Security Coverage Ratio required to be maintained by the Issuer pursuant to Condition 4 (or as otherwise stated in the Pricing Supplement).

"**NBFC Regulations**" means the rules, regulations, notifications, circulars, press notes or orders issued by the RBI or other Indian governmental agency, from time to time, in relation to the non-banking financial companies.

"**Officer**" means a director or compliance officer or the company secretary of the Issuer.

"**Officers' Certificate**" means a certificate signed by two Officers.

"**Person**" means any individual, corporation, partnership, limited liability company, joint venture, trust, unincorporated organization or government or any agency or political subdivision thereof.

"**Preferred Stock**" as applied to the Capital Stock of any Person means Capital Stock of any class or classes that by its term is preferred as to the payment of dividends, or as to the distribution of assets upon any voluntary or involuntary liquidation or dissolution of such Person, over any other class of Capital Stock of such Person.

"**Sale and Leaseback Transaction**" means any direct or indirect arrangement relating to property (whether real, personal or mixed), now owned or hereafter acquired whereby the Issuer or any Subsidiary transfers such property to another Person and the Issuer or any Subsidiary leases it from such Person.

"**Security**" has the meaning ascribed thereto in Condition 5.2.

"**Secured Parties**" has the meaning ascribed thereto in Condition 5.2.

"**Security Coverage Ratio**" means the ratio of (i) the value of the Secured Property to (ii) the outstanding principal amount and interest of the Notes and any Permitted Pari Passu Secured Indebtedness which are secured by the Secured Property from time to time.

"**Standard Assets**" means assets classified as standard assets under the Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025 dated 28 November 2025 (as amended, modified, replaced or substituted from time to time).

"**Stated Maturity**" means: (a) with respect to any Indebtedness, the date specified in such debt security as the fixed date on which the final instalment of principal of such Indebtedness is due and payable as set forth in the documentation governing such Indebtedness and (b) with respect to any scheduled instalment of principal of or interest on any Indebtedness, the date specified as the fixed date on which such instalment is due and payable as set forth in the documentation governing such Indebtedness.

"**Subsidiary**" means in relation to any company other than the Issuer which the Issuer (i) controls the composition of the board of directors, or (ii) exercises or controls more than one-half of the total Voting Power either on its own or together with one or more of its subsidiary companies.

"**Trade Payables**" means, with respect to any Person, any accounts payable or any other indebtedness or monetary obligation to trade creditors created, assumed or guaranteed by such Person or any of its Subsidiaries arising in the ordinary course of business in connection with the acquisition of goods or services and payable within 90 days.

"**Voting Rights**" means the right generally to vote at a general meeting of shareholders of the Issuer (irrespective of whether or not, at the time, stock of any other class or classes shall have, or might have, voting power by reason of the happening of any contingency).

6 Interest

All interest payable on the Notes shall be at the prevailing market conditions and subject to applicable laws including but not limited to the ECB Guidelines.

6.1 Interest on Fixed Rate Notes

This Condition 6.1 applies to Fixed Rate Notes only. The applicable Pricing Supplement contains provisions applicable to the determination of fixed rate interest and must be read in conjunction with this Condition 6.1 for full information on the manner in which interest is calculated on Fixed Rate Notes. In particular, the applicable Pricing Supplement will specify the Interest Commencement Date, the Rate(s) of Interest, the Interest Payment Date(s), the Maturity Date, the Fixed Coupon Amount, any applicable Broken Amount, the Calculation Amount, the Day Count Fraction and any applicable Determination Date.

Each Fixed Rate Note bears interest on its outstanding nominal amount (or, if it is a Partly Paid Note, the nominal amount paid up) from (and including) the Interest Commencement Date at the rate(s) per annum equal to the Rate(s) of Interest. Interest will be payable in arrear on the Interest Payment Date(s) in each year up to (and including) the Maturity Date.

If the Notes are in definitive form, except as provided in the applicable Pricing Supplement, the amount of interest payable on each Interest Payment Date in respect of the Fixed Interest Period ending on (but excluding) such date will amount to the Fixed Coupon Amount. Payments of interest on any Interest Payment Date will, if so specified in the applicable Pricing Supplement, amount to the Broken Amount so specified.

As used in these Conditions, "**Fixed Interest Period**" means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.

Except in the case of Notes in definitive form where an applicable Fixed Coupon Amount or Broken Amount is specified in the applicable Pricing Supplement, interest shall be calculated in respect of any period by applying the Rate of Interest to:

(a) in the case of Fixed Rate Notes which are represented by a Global Note, the aggregate outstanding nominal amount of the Fixed Rate Notes represented by such Global Note (or, if they are Partly Paid Notes, the aggregate amount paid up); or

(b) in the case of Fixed Rate Notes in definitive form, the Calculation Amount;

and, in each case, multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest sub-unit of the relevant Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention. Where the Specified Denomination of a Fixed Rate Note in definitive form is a multiple of the Calculation Amount, the amount of interest payable in respect of such Fixed Rate Note shall be the product of the amount (determined in the manner provided above) for the Calculation Amount and the amount by which the Calculation Amount is multiplied to reach the Specified Denomination, without any further rounding.

Each Fixed Rate Note shall have an interest rate at the prevailing market conditions and shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines).

"**Day Count Fraction**" means, in respect of the calculation of an amount of interest, in accordance with this Condition 6.1:

(a) if "**Actual/Actual (ICMA)**" is specified in the applicable Pricing Supplement:

(A) in the case of Notes where the number of days in the relevant period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (the "**Accrual Period**") is equal to or shorter than the Determination Period during which the Accrual Period ends, the number of days in such Accrual Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Dates (as specified in the applicable Pricing Supplement) that would occur in one calendar year; or

(B) in the case of Notes where the Accrual Period is longer than the Determination Period during which the Accrual Period ends, the sum of:

(1) the number of days in such Accrual Period falling in the Determination Period in which the Accrual Period begins divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates that would occur in one calendar year; and

(2) the number of days in such Accrual Period falling in the next Determination Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates that would occur in one calendar year;

(b) if "**30/360**" is specified in the applicable Pricing Supplement, the number of days in the period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (such number of days being calculated on the basis of a year of 360 days with 12 30-day months) divided by 360; and

(c) If "**Actual/365 (Fixed)**" is specified in the applicable Pricing Supplement, the actual number of days in the Accrual Period divided by 365.

In these Conditions:

"**Determination Period**" means each period from (and including) a Determination Date to (but excluding) the next Determination Date (including, where either the Interest Commencement Date or the final Interest Payment Date is not a Determination Date, the period commencing on the first Determination Date prior to, and ending on the first Determination Date falling after, such date); and

"**sub-unit**" means, with respect to any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, with respect to euro, one cent.

6.2 Interest on Floating Rate Notes and Index Linked Interest Notes

(a) **Interest Payment Dates**

Each Floating Rate Note and Index Linked Interest Note bears interest on its outstanding nominal amount (or, if they are Partly Paid Notes, the amount paid up) from (and including) the Interest Commencement Date and such interest will be payable in arrear on either:

(i) the Specified Interest Payment Date(s) in each year specified in the applicable Pricing Supplement; or

(ii) if no Specified Interest Payment Date(s) is/are specified in the applicable Pricing Supplement, each date (each such date, together with each Specified Interest Payment Date, an "**Interest Payment Date**") which falls the number of months or other period specified as the Specified Period in the applicable Pricing Supplement after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.

Such interest will be payable in respect of each Interest Period. In these Conditions, "**Interest Period**" means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.

(b) **Rate of Interest**

The Rate of Interest payable from time to time in respect of Floating Rate Notes and Index Linked Interest Notes for each Interest Accrual Period will be determined in the manner specified in the applicable Pricing Supplement and the provisions below relating to either ISDA Determination or Screen Rate Determination shall apply, depending upon which is specified in the applicable Pricing Supplement. The Rate of Interest shall be at prevailing market conditions and in accordance with Indian regulatory requirements (including the ECB Guidelines, as may be applicable).

(i) **ISDA Determination for Floating Rate Notes**

Where ISDA Determination is specified in the applicable Pricing Supplement as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period will be determined by the Calculation Agent as a rate equal to the relevant ISDA Rate provided that in any circumstances where under the ISDA Definitions, the Calculation Agent would not be required to exercise any discretion, including the selection of any reference banks and seeking quotations from reference banks, when calculating the relevant ISDA Rate, and the relevant determination(s) shall be made by the Issuer or its designee. For the purposes of this Condition 6.2(b)(i), "**ISDA Rate**" for an

Interest Accrual Period means a rate equal to the Floating Rate that would be determined by the Calculation Agent (if any is specified in the applicable Pricing Supplement), as applicable under a Swap Transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

(I) if the Pricing Supplement specifies either "2006 ISDA Definitions" or "2021 ISDA Definitions" as the applicable ISDA Definitions:

(A) the Floating Rate Option (as defined in the relevant ISDA Definitions) is as specified in the applicable Pricing Supplement;

(B) the Designated Maturity (as defined in the relevant ISDA Definitions), if applicable, is a period specified in the applicable Pricing Supplement;

(C) the relevant Reset Date (as defined in the relevant ISDA Definitions), is as specified in the applicable Pricing Supplement;

(D) if the specified Floating Rate Option is an Overnight Floating Rate Option (as defined in the relevant ISDA Definitions), Compounding is specified to be applicable in the relevant Pricing Supplement and:

(i) Compounding with Lookback is specified as the Compounding Method in the applicable Pricing Supplement, Lookback is the number of Applicable Business Days (as defined in the relevant ISDA Definitions) specified in the applicable Pricing Supplement;

(ii) Compounding with Observation Period Shift is specified as the Compounding Method in the applicable Pricing Supplement, (a) Observation Period Shift is the number of Observation Period Shift Business Days (as defined in the relevant ISDA Definitions) specified in the applicable Pricing Supplement and (b) Observation Period Shift Additional Business Days (as defined in the relevant ISDA Definitions), if applicable, are the days specified in the applicable Pricing Supplement; or

(iii) Compounding with Lockout is specified as the Compounding Method in the applicable Pricing Supplement, (a) Lockout is the number of Lockout Period Business Days (as defined in the relevant ISDA Definitions) specified in the Pricing Supplement and (b) Lockout Period Business Days, if applicable, are the days specified in the applicable Pricing Supplement; and

(E) if the specified Floating Rate Option is an Index Floating Rate Option (as defined in the relevant ISDA Definitions) and Index Provisions are specified to be applicable in the relevant Pricing Supplement, the Compounded Index Method with Observation Period Shift shall be applicable and (I) Observation Period Shift is the number of Observation Period Shift Business Days (as defined in the relevant ISDA Definitions) specified in the applicable Pricing Supplement and (II) Observation Period Shift Additional Business Days (as defined in the relevant ISDA Definitions) are the days, if applicable, specified in the applicable Pricing Supplement);

(F) references in the relevant ISDA Definitions to:

(i) "**Confirmation**" shall be deemed to be references to the applicable Pricing Supplement;

(ii) "**Calculation Period**" shall be deemed to be references to the relevant Interest Accrual Period;

(iii) "**Termination Date**" shall be deemed to be references to the Maturity Date; and

(iv) "**Effective Date**" shall be deemed to be references to the Interest Commencement Date; and

(II) if the Pricing Supplement specifies "2021 ISDA Definitions" as the applicable ISDA Definitions:

(A) Administrator/Benchmark Event shall be disapplied; and

(B) if the Temporary Non-Publication Fallback for any specified Floating Rate Option is specified to be "Temporary Non-Publication Fallback – Alternative Rate" in the Floating Rate Matrix of the 2021 ISDA Definitions, the reference to "Calculation Agent Alternative Rate Determination" in the definition of "Temporary Non-Publication Fallback – Alternative Rate" shall be replaced by "Temporary Non-Publication Fallback – Previous Day's Rate".

For the purposes of this Condition 6.2(b)(i), "**Floating Rate**", "**Calculation Agent**", "**Compounding with Lookback**", "**Compounding with Observation Period Shift**", "**Compounding with Lockout**" and "**Compounded Index Method with Observation Period Shift**" have the meanings given to those terms in the applicable ISDA Definitions.

(ii) **Screen Rate Determination for Floating Rate Notes where the Reference Rate is not specified as being SOFR Benchmark or SONIA Benchmark**

Where Screen Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Rate of Interest is to be determined where the Reference Rate is EURIBOR, the Rate of Interest for each Interest Period will, subject as provided below, be either:

(A) the offered quotation; or

(B) the arithmetic mean (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate (as specified in the applicable Pricing Supplement) which appears or appear, as the case may be, on the Relevant Screen Page (or such replacement page on that service which displays the information) as at 11.00 a.m. (Brussels time, in the case of EURIBOR) on the Interest Determination Date in question plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any), all as determined by the Calculation Agent. If five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean (rounded as provided above) of such offered quotations.

The Agency Agreement contains provisions for determining the Rate of Interest in the event that the Relevant Screen Page is not available or if, in the case of (A) above, no such offered quotation appears or, in the case of (B) above, fewer than three such offered quotations appear, in each case as at the time specified in the preceding paragraph.

If the Reference Rate from time to time in respect of Floating Rate Notes is specified hereon as being other than EURIBOR, SOFR Benchmark or SONIA Benchmark, the Rate of Interest in respect of such Notes will be determined in accordance with the applicable Pricing Supplement as agreed between the Issuer and the Calculation Agent.

(iii) **Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being SOFR Benchmark**

Where Screen Rate Determination is specified hereon as the manner in which the Rate of Interest is to be determined where the Reference Rate is SOFR Benchmark, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be equal to the relevant SOFR Benchmark plus or minus the Margin (if any) in accordance with Condition 6.2(c), all as determined by the Calculation Agent on the relevant Interest Determination Date.

The "**SOFR Benchmark**" will be determined based on Compounded Daily SOFR, SOFR Index or Term SOFR, as follows (subject to Condition 6.7):

(A) If Compounded Daily SOFR ("**Compounded Daily SOFR**") is specified hereon as the manner in which the SOFR Benchmark will be determined, the SOFR Benchmark for each Interest Accrual Period shall be equal to the compounded average of daily SOFR reference rates for each day during the relevant Interest Accrual Period.

Compounded Daily SOFR shall be calculated by the Calculation Agent in accordance with the SOFR Lookback formula below:

$$\left(\prod_{i=1}^{d_o}\left(1+\frac{SOFR_{i-x\ USBD}\ x\ n_i}{360}\right)-1\right)x\frac{360}{d}$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

"***d***" means the number of calendar days in the relevant Interest Accrual Period;

"d_o" means the number of U.S. Government Securities Business Days in the relevant Interest Accrual Period;

"***i***" means a series of whole numbers ascending from one to do, representing each relevant U.S. Government Securities Business Day from (and including) the first U.S. Government Securities Business Day in the relevant Interest Accrual Period (each a "**U.S. Government Securities Business Day(i)**");

"**Interest Determination Date**" means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified,

where SOFR Benchmark is specified hereon as the Reference Rate to determine Compounded Daily SOFR, the fifth U.S. Government Securities Business Day prior to the last day of each Interest Period;

"**Lookback Days**" means five U.S. Government Securities Business Days (or such other larger number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement);

"n_i", for any U.S. Government Securities Business Day(i), means the number of calendar days from (and including) such U.S. Government Securities Business Day(i) up to (but excluding) the following U.S. Government Securities Business Day(i); and

"$SOFR_{i\text{-}xUSBD}$", for any U.S. Government Securities Business Day(i) in the relevant Interest Accrual Period, is equal to the SOFR reference rate for the U.S. Government Securities Business Day falling the number of Lookback Days prior to that U.S. Government Securities Business Day(i).

The following defined terms shall have the meanings set out below for purpose of this Condition 6.2(b)(iii):

"**Bloomberg Screen SOFRRATE Page**" means the Bloomberg screen designated "SOFRRATE" or any successor page or service;

"**Reuters Page USDSOFR=**" means the Reuters page designated "USDSOFR=" or any successor page or service;

"**SOFR**" means, in respect of a U.S. Government Securities Business Day, the reference rate determined by the Calculation Agent in accordance with the following provision:

(1) the Secured Overnight Financing Rate published at the SOFR Determination Time as such reference rate is reported on the Bloomberg Screen SOFRRATE Page; the Secured Overnight Financing Rate published at the SOFR Determination Time as such reference rate is reported on the Reuters Page USDSOFR=; or the Secured Overnight Financing Rate published at the SOFR Determination Time on the SOFR Administrator's Website;

(2) if the reference rate specified in (a) above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have not occurred, the SOFR reference rate shall be the reference rate published on the SOFR Administrator's Website for the first preceding U.S. Government Securities Business Day for which SOFR was published on the SOFR Administrator's Website; or

(3) if the reference rate specified in (a) above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have occurred, the provisions set forth in Condition 6.7 shall apply as specified hereon;

"**SOFR Determination Time**" means approximately 3:00 p.m. (New York City time) on the immediately following U.S. Government Securities Business Day; and

"**U.S. Government Securities Business Day**" means any day except for a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

(B) If SOFR Index ("**SOFR Index**") is specified as applicable hereon, the SOFR Benchmark for each Interest Accrual Period shall be equal to the compounded average of daily SOFR reference rates for each day during the relevant SOFR Observation Period as calculated by the Calculation Agent as follows:

$$\left(\frac{SOFR\ Index_{End}}{SOFR\ Index_{Start}} - 1\right) x \frac{360}{d_c}$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

"**SOFR Index**" means, in respect of a U.S. Government Securities Business Day, the SOFR Index value as published on the SOFR Administrator's Website at the SOFR Index Determination Time on such U.S. Government Securities Business Day, provided that:

(1) if the value specified above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have not occurred, the "SOFR Index" shall be calculated on any Interest Determination Date with respect to an Interest Accrual Period, in accordance with the Compounded Daily SOFR formula described above in Condition 6.2(b)(iii)(A); or

(2) if the value specified above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have occurred, the provisions set forth in Condition 6.7 shall apply as specified hereon;

"***SOFR*** $_{IndexEnd}$" means, in respect of an Interest Accrual Period, the SOFR Index value on the date that is the number of SOFR Observation Shift Days prior to the Interest Period Date for such Interest Accrual Period (or in the final Interest Accrual Period, the Maturity Date);

"***SOFR*** $_{IndexStart}$" means, in respect of an Interest Accrual Period, the SOFR Index value on the date that is the number of SOFR Observation Shift Days prior to the first day of such Interest Accrual Period;

"**SOFR Index Determination Time**" means, in respect of a U.S. Government Securities Business Day, approximately 3:00 p.m. (New York City time) on such U.S. Government Securities Business Day;

"**SOFR Observation Period**" means, in respect of an Interest Accrual Period, the period from (and including) the date falling the number of SOFR Observation Shift Days prior to the first day of such Interest Accrual Period to (but excluding) the

date falling the number of SOFR Observation Shift Days prior to the Interest Period Date for such Interest Accrual Period;

"**SOFR Observation Shift Days**" means five U.S. Government Securities Business Days (or such other larger number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement); and

"d_c" means the number of calendar days in the applicable SOFR Observation Period.

The following defined terms shall have the meanings set out below for purpose of this Condition 6.2(b)(iii)(B):

"**Interest Determination Date**" means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, where SOFR Benchmark is specified hereon as the Reference Rate and where Simple SOFR Average is specified as applicable hereon or where SOFR Index is specified as applicable hereon, the fifth U.S. Government Securities Business Day prior to the last day of each Interest Period;

"**SOFR Administrator's Website**" means the website of the Federal Reserve Bank of New York, or any successor source;

"**SOFR Benchmark Replacement Date**" means the date of occurrence of a Benchmark Event with respect to the then-current SOFR Benchmark; and

"**SOFR Benchmark Transition Event**" means the occurrence of a Benchmark Event with respect to the then-current SOFR Benchmark.

(C) If Term SOFR is specified as applicable hereon, the SOFR Benchmark for each Interest Accrual Period shall be equal to the Term SOFR Rate as specified in the applicable Pricing Supplement that is published by the Term SOFR Administrator on the TERM SOFR Administrator's Website at the Reference Time on the Interest Determination Date in question as determined by the Calculation Agent after giving effect to the Term SOFR Conventions.

The following defined terms shall have the meanings set out below for purpose of this Condition 6.2(b)(iii)(C):

"**Interest Determination Date**" means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, where SOFR Benchmark is specified hereon as the Reference Rate and where Term SOFR is specified as applicable hereon, the fifth U.S. Government Securities Business Day prior to the start of each Interest Period;

"**Reference Time**" with respect to any determination of Term SOFR means (i) if the benchmark is Term SOFR, the time as specified in the applicable Pricing Supplement, and (ii) if the Issuer or its designee determines, in accordance with Condition 6.7, that a Benchmark Transition Event or Benchmark Event (as applicable) and its related Benchmark Replacement Date have occurred, the time as agreed between the Issuer and the Calculation Agent after giving effect to the Benchmark Replacement Conforming Changes in accordance with Condition 6.7;

"**Relevant Governmental Body**" means the Federal Reserve and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve and/or the Federal Reserve Bank of New York or any successor thereto;

"**Term SOFR**" means the forward-looking term rate for the applicable period based on SOFR that has been selected or recommended by the Relevant Governmental Body and published by the Term SOFR Administrator;

"**Term SOFR Administrator**" means the CME Group or any other entity designated by the Relevant Governmental Body as the administrator of Term SOFR (or any successor administrator);

"**Term SOFR Conventions**" means any determination, decision, or election with respect to any technical, administrative, or operational matter (including with respect to the manner and timing of the publication of Term SOFR Rate, or changes to the definition of "Interest Accrual Period", timing and frequency of determining the Term SOFR Rate with respect to each Interest Accrual Period and making payments of interest, rounding of amounts or tenors, and other administrative matters) as set out in the applicable Pricing Supplement which reflect the use of the Term SOFR Rate as the SOFR Benchmark in a manner substantially consistent with market practice; and

"**Term SOFR Rate**" means, in respect of an Interest Accrual Period, the Term SOFR Rate as published on the Term SOFR Administrator's Website at the Reference Time on the relevant Interest Determination Date, provided that:

(1) if the value specified above does not appear and a Benchmark Transition Event or Benchmark Event (as applicable) and its related Benchmark Replacement Date have not occurred, the "Term SOFR Rate" shall be calculated on any Interest Determination Date (for this purpose, such term as defined in Condition 6.2(b)(iii)(B)) with respect to an Interest Accrual Period, in accordance with the SOFR Index formula described above in Condition 6.2(b)(iii)(B); or

(2) if the value specified above does not appear and a Benchmark Transition Event or Benchmark Event (as applicable) and its related Benchmark Replacement Date have occurred, the provisions set forth in Condition 6.7 shall apply as specified hereon.

For the avoidance of doubt, if any of the foregoing provisions concerning the calculation of the Rate of Interest and interest payments during the Interest Accrual Period are inconsistent with any of the Term SOFR Conventions (as set out in the applicable Pricing Supplement), then the relevant Term SOFR Conventions (as set out in the applicable Pricing Supplement) will apply. Furthermore, if the Issuer or its designee determines, in accordance with Condition 6.7, that a Benchmark Transition Event or Benchmark Event (as applicable) and its related Benchmark Replacement Date have occurred with respect to Term SOFR at any time when any of the Notes are outstanding, then the foregoing provisions concerning the calculation of the Rate of Interest and interest payments will be modified in accordance with the relevant benchmark transition provisions set out in Condition 6.7.

(iv) **Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being SONIA Benchmark**

Where Screen Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Rate of Interest is to be determined where the Reference Rate is SONIA Benchmark, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be equal to the relevant SONIA Benchmark.

The "**SONIA Benchmark**" will be determined based on Compounded Daily SONIA (subject to Condition 6.7) where "**Compounded Daily SONIA**" means, with respect to an Interest Accrual Period, the rate of return of a daily compound interest investment (with the daily Sterling Overnight Index Average ("**SONIA**") rate as reference rate for the calculation of interest) and will be calculated by the Calculation Agent on the Interest Determination Date, as follows, and the resulting percentage will be rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards:

$$\left(\prod_{i=1}^{d_o}\left(1+\frac{SONIA_i \; x \; n_i}{365}\right)-1\right) x \frac{365}{d}$$

where "**Applicable Period**" means, in relation to an Interest Accrual Period:

(I) where "SONIA Observation Lag" is specified as the SONIA Observation Method in the applicable Pricing Supplement, such Interest Accrual Period; or

(II) where "SONIA Observation Shift" is specified as the SONIA Observation Method in the applicable Pricing Supplement, the SONIA Observation Period relating to such Interest Accrual Period;

"***d***" means the number of calendar days in the relevant Applicable Period;

"d_o" means, for the relevant Applicable Period, the number of London Business Days in such Applicable Period;

"***i***" means, for the relevant Applicable Period, a series of whole numbers from one to d_o, each representing the relevant London Business Day in chronological order from (and including) the first London Business Day in such Applicable Period (each a "**London Business Day "*i*""**);

"**Interest Determination Date**" means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, where SONIA Benchmark is specified in the applicable Pricing Supplement as the Reference Rate, the fifth London Business Day (or as otherwise specified in the applicable Pricing Supplement, which shall not be later than the fifth London Business Day) prior to the last day of each Interest Accrual Period;

"**London Business Day**" or "**LBD**" means any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London;

"n_i", for any London Business Day "*i*", means the number of calendar days from and including such London Business Day "*i*" up to but excluding the following London Business Day;

"**SONIA*i***" means, in respect of any London Business Day "*i*" in the Applicable Period, the SONIA Reference Rate for the SONIA Determination Date in relation to such London Business Day "*i*";

"**SONIA Determination Date**" means, in respect of any London Business Day "*i*":

(I) where "SONIA Observation Lag" is specified as the SONIA Observation Method in the applicable Pricing Supplement, the London Business Day falling "*x*" London Business Days prior to such London Business Day "*i*"; and

(II) otherwise, such London Business Day "*i*";

"**SONIA Observation Period**" means, for the relevant Interest Accrual Period, the period from (and including) the date falling "*x*" London Business Days prior to the first day of such Interest Accrual Period (and the first Interest Accrual Period shall begin on and include the Interest Commencement Date) and ending on (but excluding) the date falling "*x*" London Business Days prior to the Interest Payment Date at the end of such Interest Accrual Period (or the date falling "*x*" London Business Days prior to such earlier date, if any, on which the Notes become due and payable);

"**SONIA Reference Rate**" means, in respect of any London Business Day, a reference rate equal to the daily SONIA rate for such London Business Day as provided by the administrator of SONIA to authorized distributors and as then published on the Relevant Screen Page or, if the Relevant Screen Page is unavailable, as otherwise published by such authorized distributors (on the London Business Day immediately following such London Business Day); and

"***x***" means five London Business Days (or such other larger number of London Business Days as specified in the applicable Pricing Supplement).

If, subject to Condition 6.7, in respect of any London Business Day in the relevant Applicable Period, the SONIA Reference Rate is not available on the Relevant Screen Page or has not otherwise been published by the relevant authorized distributors, such SONIA reference rate shall be:

(i) the Bank of England's Bank Rate (the "**Bank Rate**") prevailing at 5.00 p.m. (or, if earlier, close of business) on the relevant London Business Day; plus

(ii) the mean of the spread of the SONIA Reference Rate to the Bank Rate over the previous five days on which a SONIA Reference Rate has been published, excluding the highest spread (or, if there is more than one highest spread, one only of those highest spreads) and lowest spread (or, if there is more than one lowest spread, one only of those lowest spreads) to the Bank Rate.

Notwithstanding the paragraph above, and without prejudice to Condition 6.7(a), in the event the Bank of England publishes guidance as to:

(a) how the SONIA Reference Rate is to be determined; or

(b) any rate that is to replace the SONIA Reference Rate,

the Calculation Agent shall, to the extent that it is practicable, follow such guidance in order to determine the SONIA rate for the purpose of the relevant Series of Notes for so long as the SONIA Reference Rate is not available or has not been published by the

authorized distributors, provided that nothing in this paragraph shall apply if following such guidance would have the effect of imposing more onerous obligations upon the Calculation Agent or exposing the Calculation Agent to any additional duties, responsibilities or liabilities, or decreasing or amending the protections or rights or exculpatory provisions, of the Calculation Agent.

In the event that the Rate of Interest cannot be determined in accordance with the foregoing provisions of this Condition 6.2(b)(iv) by the Calculation Agent, subject to Condition 6.7, the Rate of Interest shall be:

(i) that determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest (as specified in the applicable Pricing Supplement) relating to the relevant Interest Accrual Period in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period); or

(ii) if there is no such preceding Interest Determination Date, the initial Rate of Interest which would have been applicable to such Series of Notes for the first Interest Accrual Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Accrual Period but ending on (and excluding) the Interest Commencement Date (but applying the Margin and any Maximum Rate of Interest or Minimum Rate of Interest applicable to the first Interest Accrual Period).

If the relevant Series of Notes become due and payable in accordance with Condition 11, the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such Notes became due and payable (with corresponding adjustments being deemed to be made to the Compounded Daily SONIA formula) and the Rate of Interest on such Notes shall, for so long as any such Notes remains outstanding, be that determined on such date.

For the avoidance of doubt, absent manifest error, the Calculation Agent's determination of the Rate of Interest in Conditions 6.2(b)(i) to 6.2(b)(iv) above for an Interest Accrual Period for the Notes will be binding and conclusive on the Issuer, the Noteholders, the Trustee and the other Agents and shall not be liable to the Issuer, any Noteholder, the Trustee, any other Agent or any other person as a result of such determination. Neither the Trustee nor any other Agent shall have any obligation or duty to confirm, verify or perform any such calculation or make such determination, or to procure any of the aforesaid to be done.

(c) **Margin, Minimum and/or Maximum Rates of Interest and Rounding**

(i) If any Margin is specified hereon (either (A) generally, or (B) in relation to one or more Interest Periods), an adjustment shall be made to all Rates of Interest, in the case of (A), or the Rates of Interest for the specified Interest Periods, in the case of (B), calculated in accordance with Condition 6.2 above by adding (if a positive number) or subtracting (if a negative number) the absolute value of such Margin, subject always to the next paragraph.

(ii) If the applicable Pricing Supplement specifies a Minimum Rate of Interest for any Interest Period, then, in the event that the Rate of Interest in respect of such Interest Period

determined in accordance with the provisions of paragraph (b) above is less than such Minimum Rate of Interest, the Rate of Interest for such Interest Period shall be such Minimum Rate of Interest.

(iii) If the applicable Pricing Supplement specifies a Maximum Rate of Interest for any Interest Period, then, in the event that the Rate of Interest in respect of such Interest Period determined in accordance with the provisions of paragraph (b) above is greater than such Maximum Rate of Interest, the Rate of Interest for such Interest Period shall be such Maximum Rate of Interest.

(iv) The Rate of Interest shall be at the prevailing market conditions and shall be in compliance with the Indian regulatory requirements including but not limited to the NBFC Regulations and the ECB Guidelines.

(v) For the purposes of any calculations required pursuant to these Conditions (unless otherwise specified), (A) all percentages resulting from such calculations shall be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with halves being rounded up), (B) all figures shall be rounded to seven significant figures (with halves being rounded up) and (C) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with halves being rounded up), save in the case of yen, which shall be rounded down to the nearest yen. For these purposes, "unit" means the lowest amount of such currency that is available as legal tender in the country or countries of such currency.

(d) **Determination of Rate of Interest and Calculation of Interest Amounts**

The Calculation Agent will at or as soon as practicable after each time at which the Rate of Interest is to be determined, but in no event later than the third Business Day thereafter, determine the Rate of Interest for the relevant Interest Period. The Calculation Agent will notify the Principal Paying Agent of the Rate of Interest for the relevant Interest Period as soon as practicable after calculating the same.

The Principal Paying Agent will calculate the amount of interest (the "**Interest Amount**") payable on the Floating Rate Notes or Index Linked Interest Notes for the relevant Interest Period by applying the Rate of Interest to:

(i) in the case of Floating Rate Notes or Index Linked Interest Notes which are represented by a Global Note, the aggregate outstanding nominal amount of the Notes represented by such Global Note (or, if they are Partly Paid Notes, the aggregate amount paid up); or

(ii) in the case of Floating Rate Notes or Index Linked Interest Notes in definitive form, the Calculation Amount (as defined in the applicable Pricing Supplement);

and, in each case, multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest sub-unit of the relevant Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention. Where the Specified Denomination of a Floating Rate Note or an Index Linked Interest Note in definitive form is a multiple of the Calculation Amount, the Interest Amount payable in respect of such Note shall be the product of the amount (determined in the manner provided above) for the Calculation Amount and the amount by which the Calculation Amount is multiplied to reach the Specified Denomination without any further rounding.

Each Floating Rate Note or Index Linked Interest Note shall be at the prevailing market conditions and shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines, as maybe applicable).

"**Day Count Fraction**" means, in respect of the calculation of an amount of interest in accordance with this Condition 6.2:

(i) if "**Actual/Actual (ISDA)**" or "**Actual/Actual**" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365 (or, if any portion of that Interest Period falls in a leap year, the sum of (I) the actual number of days in that portion of the Interest Period falling in a leap year divided by 366 and (II) the actual number of days in that portion of the Interest Period falling in a non-leap year divided by 365);

(ii) if "**Actual/365 (Fixed)**" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365;

(iii) if "**Actual/365 (Sterling)**" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365 or, in the case of an Interest Payment Date falling in a leap year, 366;

(iv) if "**Actual/360**" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 360;

(v) if "**30/360**", "**360/360**" or "**Bond Basis**" is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] \pm [30 \times (M_2 - M_1)] \pm [(D_2 - D_1)]}{360}$$

where:

"Y_1" is the year, expressed as a number, in which the first day of the Interest Period falls;

"Y_2" is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"M_1" is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

"M_2" is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"D_1" is the first calendar day, expressed as a number, of the Interest Period, unless such number is 31, in which case D1 will be 30; and

"D_2" is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless such number would be 31 and D1 is greater than 29, in which case D2 will be 30;

(vi) if "**30E/360**" or "**Eurobond Basis**" is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] \pm [30 \times (M_2 - M_1)] \pm [(D_2 - D_1)]}{360}$$

where:

"**Y_1**" is the year, expressed as a number, in which the first day of the Interest Period falls;

"**Y_2**" is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"**M_1**" is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

"**M_2**" is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"**D_1**" is the first calendar day, expressed as a number, of the Interest Period, unless such number would be 31, in which case D1 will be 30; and

"**D_2**" is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless such number would be 31, in which case D2 will be 30;

(vii) if "**30E/360 (ISDA)**" is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] \pm [30 \times (M_2 - M_1)] \pm [(D_2 - D_1)]}{360}$$

where:

"**Y_1**" is the year, expressed as a number, in which the first day of the Interest Period falls;

"**Y_2**" is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"**M_1**" is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

"**M_2**" is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"**D_1**" is the first calendar day, expressed as a number, of the Interest Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case D1 will be 30; and

"**D_2**" is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case D2 will be 30.

"**Interest Accrual Period**" means, in this Condition 6.2, the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Period End Date and each successive period beginning on (and including) an Interest Period End Date and ending on (but excluding) the next succeeding Interest Period End Date; and

"**Interest Period End Date**" means, in this Condition 6.2, each Interest Payment Date unless otherwise specified hereon.

(e) **Linear Interpolation**

Where Linear Interpolation is specified as applicable in respect of an Interest Period in the applicable Pricing Supplement, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight line linear interpolation by reference to two rates based on the relevant Reference Rate (where Screen Rate Determination is specified as applicable in the applicable Pricing Supplement) or the relevant Floating Rate Option (where ISDA Determination is specified as applicable in the applicable Pricing Supplement), one of which shall be determined as if the Designated Maturity were the period of time for which rates are available next shorter than the length of the relevant Interest Period and the other of which shall be determined as if the Designated Maturity were the period of time for which rates are available next longer than the length of the relevant Interest Period provided however that if there is no rate available for a period of time next shorter or, as the case may be, next longer, then the Calculation Agent shall determine such rate at such time and by reference to such sources as it determines appropriate.

(f) **Notification of Rate of Interest and Interest Amounts**

The Calculation Agent will cause the Rate of Interest and each Interest Amount for each Interest Period and the relevant Interest Payment Date to be notified to the Issuer, the Trustee and the Principal Paying Agent and notice thereof to be published by the Issuer in accordance with Condition 15 as soon as possible after their determination but in no event later than the fourth London Business Day thereafter. Each Interest Amount and Interest Payment Date so notified may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without prior notice in the event of an extension or shortening of the Interest Period. Any such amendment will be promptly notified by the Issuer to each stock exchange on which the relevant Floating Rate Notes or Index Linked Interest Notes are for the time being listed and to the Noteholders in accordance with Condition 15. For the purposes of this paragraph, the expression "**London Business Day**" means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for business in London and the place of office of the Calculation Agent.

(g) **Interest Rate Not Determined**

If for any reason at any relevant time the Calculation Agent is unable to determine, or has, in its opinion, uncertainty as to the calculation of, the Rate of Interest, any Interest Amount under this Condition 6 or as otherwise specified in the applicable Pricing Supplement, the Calculation Agent shall notify the Issuer thereof as soon as reasonably practicable and the Issuer shall direct the Calculation Agent in writing as to the way of determination or calculation. If the Calculation Agent is not promptly provided with such direction or is otherwise unable to make the relevant calculation or determination, it shall notify the Issuer thereof and the Calculation Agent shall be under no obligation to make such calculation or determination and shall not incur any liability to the Issuer, the Noteholders or any other person for not doing so.

(h) **Certificates to be Final**

All certificates, communications, opinions, determinations, calculations, quotations, notifications and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 6, whether by the Principal Paying Agent or, if applicable, the Calculation Agent, the Trustee or the Independent Adviser shall (in the absence of manifest error) be binding on the

Issuer, the Trustee, the Principal Paying Agent, the Registrar, the Calculation Agent (if applicable), the other Paying Agents and all Noteholders, Receiptholders and Couponholders and (in the absence of wilful default) no liability to the Issuer, the Noteholders, the Receiptholders or the Couponholders shall attach to the Principal Paying Agent or, if applicable, the Calculation Agent, the Trustee or the Independent Adviser in connection with the exercise or non-exercise by it of its powers, duties and discretions pursuant to such provisions.

6.3 Interest on Dual Currency Interest Notes

The rate or amount of interest payable in respect of Dual Currency Interest Notes shall be determined in the manner specified in the applicable Pricing Supplement.

Each Dual Currency Interest Note shall be at the prevailing market conditions and shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines).

6.4 Interest on Partly Paid Notes

In the case of Partly Paid Notes (other than Partly Paid Notes which are Zero Coupon Notes), interest will accrue as aforesaid on the paid-up nominal amount of such Notes and otherwise as specified in the applicable Pricing Supplement.

Each Partly Paid Note shall have an interest rate at the prevailing market conditions and shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines).

6.5 Accrual of Interest

Each Note (or in the case of the redemption of part only of a Note, that part only of such Note) will cease to bear interest (if any) from the date for its redemption unless, upon due presentation thereof, payment of principal is improperly withheld or refused. In such event, interest will continue to accrue until whichever is the earlier of:

(a) the date on which all amounts due in respect of such Note have been paid; and

(b) as provided in the Trust Deed.

6.6 Definitions

In these Conditions, if a Business Day Convention is specified in the applicable Pricing Supplement and (x) if there is no numerically corresponding day in the calendar month in which an Interest Payment Date should occur or (y) if any Interest Payment Date would otherwise fall on a day which is not a Business Day, then, if the Business Day Convention specified is:

(A) in any case where Specified Periods are specified in accordance with Condition 6.2(a)(ii) above, the Floating Rate Convention, such Interest Payment Date (a) in the case of (x) above, shall be the last day that is a Business Day in the relevant month and the provisions of (ii) below shall apply *mutatis mutandis* or (b) in the case of (y) above, shall be postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event (i) such Interest Payment Date shall be brought forward to the immediately preceding Business Day and (ii) each subsequent Interest Payment Date shall be the last Business Day in the month which falls in the Specified Period after the preceding applicable Interest Payment Date occurred; or

(B) the Following Business Day Convention, such Interest Payment Date shall be postponed to the next day which is a Business Day; or

(C) the Modified Following Business Day Convention, such Interest Payment Date shall be postponed to the next day which is a Business Day unless it would thereby fall into the next

calendar month, in which event such Interest Payment Date shall be brought forward to the immediately preceding Business Day; or

(D) the Preceding Business Day Convention, such Interest Payment Date shall be brought forward to the immediately preceding Business Day.

In these Conditions, "**Business Day**" means a day which is:

(a) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in each Additional Business Centre (other than T2 (as defined below)) specified in the applicable Pricing Supplement;

(b) if T2 is specified as an Additional Business Centre in the applicable Pricing Supplement, a day on which the real time gross settlement system operated by the Eurosystem, or any successor system ("**T2**") is open; and

(c) either (i) in relation to any sum payable in a Specified Currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the relevant Specified Currency (which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively) or (ii) in relation to any sum payable in euro, a day on which T2 is open.

6.7 Benchmark Discontinuation

(a) **Benchmark Discontinuation (General)**

Where the applicable Pricing Supplement specifies this Condition 6.7(a) as applicable:

(A) Independent Adviser

If a Benchmark Event occurs in relation to an Original Reference Rate when any Rate of Interest (or any component part thereof) remains to be determined by reference to such Original Reference Rate, the Issuer shall use its reasonable endeavours to appoint an Independent Adviser, as soon as reasonably practicable, to determine a Successor Rate, failing which an Alternative Rate (in accordance with Condition 6.7(a)(B)) and, in either case, an Adjustment Spread and any Benchmark Amendments (in accordance with Condition 6.7(a)(D)). In making such determination, the Independent Adviser appointed pursuant to this Condition 6.7 shall act in good faith and in a commercially reasonable manner as an expert. In the absence of bad faith or fraud, the Independent Adviser shall have no liability whatsoever to the Issuer, the Trustee, the Paying Agents, the Noteholders, the Receiptholders or the Couponholders for any determination made by it pursuant to this Condition 6.7.

If (x) the Issuer is unable to appoint an Independent Adviser; or (y) the Independent Adviser appointed by it fails to determine a Successor Rate or, failing which, an Alternative Rate in accordance with this Condition 6.7(a)(A) prior to the date falling 10 Business Days before the relevant Interest Determination Date, the Rate of Interest applicable to the next succeeding Interest Accrual Period shall be equal to the Rate of Interest last determined in relation to the Notes in respect of the immediately preceding Interest Accrual Period. If there has not been a first Interest Payment Date, the Rate of Interest shall be the initial Rate of Interest. Where a different Margin or Maximum Rate

of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period shall be substituted in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period. For the avoidance of doubt, this paragraph shall apply to the relevant next succeeding Interest Accrual Period only and any subsequent Interest Accrual Periods are subject to the subsequent operation of, and to adjustment as provided in, the first paragraph of this Condition 6.7(a)(A).

(B) Successor Rate or Alternative Rate

If the Independent Adviser determines that:

(x) there is a Successor Rate, then such Successor Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 6.7); or

(y) there is no Successor Rate but that there is an Alternative Rate, then such Alternative Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 6.7).

(C) Adjustment Spread

The Adjustment Spread (or the formula or methodology for determining the Adjustment Spread) shall be applied to the Successor Rate or the Alternative Rate (as the case may be). If the Independent Adviser is unable to determine the quantum of, or a formula or methodology for determining, such Adjustment Spread, then the Successor Rate or Alternative Rate (as applicable) will apply without an Adjustment Spread.

(D) Benchmark Adjustments

If any Successor Rate or Alternative Rate and, in either case, the applicable Adjustment Spread is determined in accordance with this Condition 6.7 and the Independent Adviser, determines (x) that amendments to these Conditions, the Trust Deed and/or the Agency Agreement are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and/or (in either case) the applicable Adjustment Spread (such amendments, the "**Benchmark Amendments**") and (y) the terms of the Benchmark Amendments, then the Issuer shall, subject to giving notice thereof in accordance with Condition 6.7(a)(E), without any requirement for the consent or approval of Noteholders, vary these Conditions, the Trust Deed and/or the Agency Agreement to give effect to such Benchmark Amendments with effect from the date specified in such notice.

At the request of the Issuer, but subject to receipt by the Trustee and the Agents of a certificate signed by an Authorised Signatory (as defined in the Trust Deed) pursuant to Condition 6.7(a)(E), the Trustee and the Agents shall (at the request of the Issuer and at the expense of the Issuer), without any requirement for the consent or approval of the Noteholders, be obliged to concur with the Issuer in effecting any Benchmark Amendments (including, *inter alia*, by the execution of a deed or document supplemental

to or amending the Trust Deed and/or the Agency Agreement) (and the Trustee and the Agents shall not be liable to the Issuer, any Noteholder or any other person for any consequences thereof), provided that the Trustee and the Agents shall not be obliged so to concur if in the opinion of the Trustee or the relevant Agent, as applicable, doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee or that Agent in these Conditions, the Trust Deed and/or the Agency Agreement (including, for the avoidance of doubt, any supplemental trust deed or supplemental agency agreement) in any way.

In connection with any such variation in accordance with this Condition 6.7(a)(D), the Issuer shall comply with the rules of any stock exchange on which the Notes are for the time being listed or admitted to trading.

Notwithstanding any other provision of this Condition 6.7, none of the Trustee or the Agents is obliged to concur with the Issuer or the Independent Adviser in respect of any changes or amendments as contemplated under this Condition 6.7 to which, in the sole opinion of the Trustee or that Agent, as the case may be, would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee or that Agent, as the case may be, in the Trust Deed, the Agency Agreement and/or these Conditions, as the case may be.

Notwithstanding any other provision of this Condition 6.7, if following the determination of any Successor Rate, Alternative Rate, Adjustment Spread or Benchmark Amendments (if any), in the Calculation Agent's opinion there is any uncertainty between two or more alternative courses of action in making any determination or calculation under this Condition 6.7, the Calculation Agent shall notify the Issuer thereof as soon as reasonably practicable and the Issuer shall direct the Calculation Agent in writing as to which alternative course of action to adopt. If the Calculation Agent is not promptly provided with such direction or is otherwise unable to make such calculation or determination, it shall notify the Issuer thereof and the Calculation Agent shall be under no obligation to make such calculation or determination and shall not incur any liability to the Issuer, the Noteholders or any other person for not doing so.

(E) Notices, etc.

Any Successor Rate, Alternative Rate, Adjustment Spread and the specific terms of any Benchmark Amendments, determined under this Condition 6.7 will be notified promptly (in any event at least 10 business days before the relevant Interest Determination Date) by the Issuer to the Trustee and the Agents and, in accordance with Condition 15, the Noteholders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Amendments, if any.

No later than notifying the Trustee and the Agents of the same, the Issuer shall deliver to the Trustee and the Agents a certificate in English signed by an Authorised Signatory:

(x) confirming (1) that a Benchmark Event has occurred, (2) the Successor Rate or, as the case may be, the Alternative Rate, (3) the applicable Adjustment Spread and (4) the specific terms of any Benchmark Amendments (if any), in each case as determined in accordance with the provisions of this Condition 6.7; and

(y) certifying that the Benchmark Amendments (if any) are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and (in either case) the applicable Adjustment Spread.

Each of the Trustee and the Agents shall be entitled to rely conclusively on such certificate (without liability to any person) as sufficient evidence thereof and none of them shall be liable to the Issuer, the Noteholders, the Couponholders or any other person for so doing. The Successor Rate or Alternative Rate and the Adjustment Spread and the Benchmark Amendments (if any) specified in such certificate will (in the absence of manifest error or bad faith in the determination of the Successor Rate or Alternative Rate and the Adjustment Spread and the Benchmark Amendments (if any) and without prejudice to the Trustee's or the relevant Agent's ability to rely on such certificate as aforesaid) be binding on the Issuer, the Trustee, the Agents and the Noteholders.

(F) Survival of Original Reference Rate

Without prejudice to the obligations of the Issuer under Conditions 6.7(a)(A), 6.7(a)(B), 6.7(a)(C) and 6.7(a)(D), the Original Reference Rate and the fallback provisions provided for in Condition 6.2 will continue to apply unless and until each of the Trustee and the Calculation Agent has been notified of the occurrence of the Benchmark Event, and any Adjustment Spread and Benchmark Amendments, in accordance with Condition 6.7(a)(E).

(G) Definitions

As used in this Condition 6.7(a):

"**Adjustment Spread**" means either (a) a spread (which may be positive, negative or zero) or (b) a formula or methodology for calculating a spread, in each case to the applied to the Successor Rate or the Alternative Rate (as the case may be) and is the spread, formula or methodology which:

(A) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body; or

(B) (if no such recommendation has been made, or in the case of an Alternative Rate) the Independent Adviser determines, is customarily applied to the relevant Successor Rate or the Alternative Rate (as the case may be) in international debt capital markets transactions to produce an industry-accepted replacement rate for the Original Reference Rate; or

(C) (if the Independent Adviser determines that no such spread is customarily applied) the Independent Adviser determines is recognized or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate (as the case may be);

"**Alternative Rate**" means an alternative benchmark or screen rate which the Independent Adviser determines in accordance with Condition 6.7(a)(B) is customarily applied in international debt capital markets transactions for the purposes of determining rates of interest (or the relevant component part thereof) for the same interest period and in the same Specified Currency as the Notes;

"**Benchmark Amendments**" has the meaning given to it in Condition 6.7(a)(D); "**Benchmark Event**" means:

(A) the Original Reference Rate ceasing to be published for a period of at least five Business Days or ceasing to exist; or

(B) the making of a public statement by the administrator of the Original Reference Rate that it has ceased or that it will cease publishing the Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the Original Reference Rate); or

(C) the making of a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been or will be permanently or indefinitely discontinued; or

(D) the making of a public statement by the supervisor of the administrator of the Original Reference Rate as a consequence of which the Original Reference Rate will be prohibited from being used either generally, or in respect of the Notes; or

(E) it has become unlawful for any Paying Agent, the Calculation Agent, the Issuer or any other party to calculate any payments due to be made to any Noteholder using the Original Reference Rate; or

(F) the making of a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate is or will be (or is or will be deemed by such supervisor to be) no longer representative of its relevant underlying market,

provided that (1) in the case of sub-paragraphs (B), (C) and (D), the Benchmark Event shall occur on the date of the cessation of publication of the Original Reference Rate, the discontinuation of the Original Reference Rate, or the prohibition of use of the Original Reference Rate, as the case may be, and (2) in the case of sub-paragraph (F), the Benchmark Event shall occur on the date with effect from which the Original Reference Rate will no longer be (or will be deemed by the relevant supervisor to no longer be) representative of its relevant underlying market and which is specified in the relevant public statement and, in each case of (1) and (2), not the date of the relevant public statement.

For the avoidance of doubt, none of the Trustee or the Agents shall have any responsibility for monitoring or determining whether or not a Benchmark Event has occurred or may occur.

"**Independent Adviser**" means an independent financial institution of international repute or an independent financial adviser with appropriate expertise appointed by (and at the expense of) the Issuer under Condition 6.7(a)(A);

"**Original Reference Rate**" means the originally-specified benchmark or screen rate (as applicable) used to determine the Rate of Interest (or any component part thereof) on the Notes;

"**Relevant Nominating Body**" means, in respect of a benchmark or screen rate (as applicable):

(A) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or

(B) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (a) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, (b) any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable), (c) a group of the aforementioned central banks or other supervisory authorities or (d) the Financial Stability Board or any part thereof; and

"**Successor Rate**" means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body.

(b) **Benchmark Discontinuation (ARRC)**

This Condition 6.7(b) shall only apply to U.S. dollar-denominated Notes where so specified in the applicable Pricing Supplement.

Where the Pricing Supplement specifies this Condition 6.7(b) as applicable:

(A) Benchmark Replacement

If the Issuer or its designee determines that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred prior to the Reference Time in respect of any determination of the Benchmark on any date, the Benchmark Replacement will replace the then-current Benchmark for all purposes relating to the Notes in respect of such determination on such date and all determinations on all subsequent dates.

(B) Benchmark Replacement Conforming Changes

In connection with the implementation of a Benchmark Replacement, the Issuer or its designee will have the right to make Benchmark Replacement Conforming Changes from time to time, and the Issuer shall deliver to the Trustee and the Agents a certificate signed by an Authorised Signatory:

(i) confirming that (1) a Benchmark Event has occurred and (2) the Benchmark Replacement, in each case as determined in accordance with the provisions of this Condition 6.7(b); and

(ii) certifying that the Benchmark Replacement Conforming Changes are necessary to ensure the proper operation of such Benchmark Replacement.

For the avoidance of doubt, the Trustee and the Agents shall, at the direction and expense of the Issuer, without any requirement for the consent or approval of the Noteholders, effect such consequential amendments to the Trust Deed, Agency Agreement and these Conditions as may be required to give effect to this Condition 6.7(b)(B), provided that the Trustee and the Agents shall not be obliged so to concur if in the opinion of the Trustee or the relevant Agent, as applicable, doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee or that Agent in these Conditions, the Trust Deed and/or the Agency Agreement (including, for the avoidance of doubt, any

supplemental trust deed or supplemental agency agreement) in any way. Noteholders' consent shall not be required in connection with the effecting of any such changes, including the execution of any documents or any steps by the Agents (if required). Further, none of the Trustee, the Calculation Agent, the Paying Agents, the Registrar or the Transfer Agent shall be responsible or liable for any determinations, decisions or elections made by the Issuer or its designee with respect to any Benchmark Replacement or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard.

(C) Decisions and Determinations

Any determination, decision or election of Benchmark Replacement Conforming Changes that may be made by the Issuer or its designee pursuant to this Condition 6.7(b), including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection, will be conclusive and binding absent manifest error, may be made in the Issuer or its designee's sole discretion, and, notwithstanding anything to the contrary in the documentation relating to the Notes, shall become effective without consent from any other party.

(D) Definitions

As used in this Condition 6.7(b):

"**Benchmark**" means, initially, EURIBOR; provided that if a Benchmark Transition Event and its related Benchmark Replacement Date have occurred with respect to EURIBOR or the then-current Benchmark, then "**Benchmark**" means the applicable Benchmark Replacement;

"**Benchmark Replacement**" means the Interpolated Benchmark; provided that if the Issuer or its designee cannot determine the Interpolated Benchmark as of the Benchmark Replacement Date, then "**Benchmark Replacement**" means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

(i) the sum of:

(x) Term SOFR; and

(y) the Benchmark Replacement Adjustment;

(ii) the sum of:

(x) Compounded SOFR; and

(y) the Benchmark Replacement Adjustment;

(iii) the sum of:

(x) the alternate rate of interest that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark for the applicable Corresponding Tenor; and

(y) the Benchmark Replacement Adjustment;

(iv) the sum of:

(x) the ISDA Fallback Rate; and

(y) the Benchmark Replacement Adjustment;

(v) the sum of:

(x) the alternate rate of interest that has been selected by the Issuer or its designee as the replacement for the then-current Benchmark for the applicable Corresponding Tenor giving due consideration to any industry-accepted rate of interest as a replacement for the then-current Benchmark for U.S. dollar denominated Floating Rate Notes at such time; and

(y) the Benchmark Replacement Adjustment;

"**Benchmark Replacement Adjustment**" means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

(i) the spread adjustment, or method for calculating or determining such spread adjustment (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;

(ii) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, then the ISDA Fallback Adjustment; or

(iii) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Issuer or its designee giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated Floating Rate Notes at such time;

"**Benchmark Replacement Conforming Changes**" means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the definition of "Interest Period" or "Interest Accrual Period", timing and frequency of determining rates and making payments of interest, changes to the definition of "Corresponding Tenor" solely when such tenor is longer than the Interest Period and other administrative matters) that the Issuer or its designee decides may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Issuer or its designee decides that adoption of any portion of such market practice is not administratively feasible or if the Issuer or its designee determines that no market practice for use of the Benchmark Replacement exists, in such other manner as the Issuer or its designee determines is reasonably necessary);

"**Benchmark Replacement Date**" means the earliest to occur of the following events with respect to the then-current Benchmark:

(i) in the case of sub-clauses (i) or (ii) of the definition of "Benchmark Transition Event," the later of:

(x) the date of the public statement or publication of information referenced therein; and

(y) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark; or

(ii) in the case of sub-clause (iii) of the definition of "Benchmark Transition Event", the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination;

"**Benchmark Transition Event**" means the occurrence of one or more of the following events with respect to the then-current Benchmark:

(i) a public statement or publication of information by or on behalf of the administrator of the Benchmark announcing that such administrator has ceased or will cease to provide the Benchmark, permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark;

(ii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark, the central bank for the currency of the Benchmark, an insolvency official with jurisdiction over the administrator for the Benchmark, a resolution authority with jurisdiction over the administrator for the Benchmark or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark has ceased or will cease to provide the Benchmark permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark; or

(iii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative;

"**Compounded SOFR**" means the compounded average of SOFRs for the applicable Corresponding Tenor, with the rate, or methodology for this rate, and conventions for this rate (which will be compounded in arrears with a lookback and/or suspension period as a mechanism to determine the interest amount payable prior to the end of each Interest Period) being established by the Issuer or its designee in accordance with:

(i) the rate, or methodology for this rate, and conventions for this rate selected or recommended by the Relevant Governmental Body for determining compounded SOFR; provided that:

(ii) if, and to the extent that, the Issuer or its designee determines that Compounded SOFR cannot be determined in accordance with sub-clause (i) of this definition of "Compounded SOFR", then the rate, or methodology for this rate, and conventions for this rate that have been selected by the Issuer or its designee giving due consideration to any industry-accepted market practice for U.S. dollar denominated Floating Rate Notes at such time.

Notwithstanding the foregoing, Compounded SOFR will include such lookback and/or suspension period as specified in the applicable Pricing Supplement as a mechanism to

determine the interest amount payable prior to the end of each Interest Period or Interest Accrual Period;

"**Corresponding Tenor**", with respect to a Benchmark Replacement, means a tenor (including overnight) having approximately the same length (disregarding business day adjustment) as the applicable tenor for the then-current Benchmark;

"**designee**" means a designee as selected and separately appointed by the Issuer in writing;

"**Federal Reserve Bank of New York's Website**" means the website of the Federal Reserve Bank of New York at http://www.newyorkfed.org or any successor source;

"**Interpolated Benchmark**", with respect to the Benchmark, means the rate determined for the Corresponding Tenor by interpolating on a linear basis between:

(i) the Benchmark for the longest period (for which the Benchmark is available) that is shorter than the Corresponding Tenor; and

(ii) the Benchmark for the shortest period (for which the Benchmark is available) that is longer than the Corresponding Tenor;

"**ISDA Definitions**" means the 2006 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time;

"**ISDA Fallback Adjustment**" means the spread adjustment, (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark for the applicable tenor;

"**ISDA Fallback Rate**" means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

"**Reference Time**", with respect to any determination of the Benchmark, means the time determined by the Issuer or its designee in accordance with the Benchmark Replacement Conforming Changes;

"**Relevant Governmental Body**" means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto;

"**SOFR**", with respect to any day, means the secured overnight financing rate published for such day by the Federal Reserve Bank of New York, as the administrator of the benchmark, (or a successor administrator) on the Federal Reserve Bank of New York's Website;

"**Term SOFR**" means the forward-looking term rate for the applicable Corresponding Tenor based on SOFR that has been selected or recommended by the Relevant Governmental Body; and

"**Unadjusted Benchmark Replacement**" means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

(c) **Benchmark Discontinuation (SOFR)**

This Condition 6.7(c) shall only apply to U.S. dollar-denominated Notes where so specified in the applicable Pricing Supplement.

The following provisions shall apply if Benchmark Discontinuation (SOFR) is specified as applicable in the applicable Pricing Supplement:

(A) Benchmark Replacement

If the Issuer or its designee determines on or prior to the relevant Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the-then current Benchmark, the Benchmark Replacement will replace the then-current Benchmark for all purposes relating to the Notes in respect of all determinations on such date and for all determinations on all subsequent dates.

(B) Benchmark Replacement Conforming Changes

In connection with the implementation of a Benchmark Replacement, the Issuer or its designee will have the right to make Benchmark Replacement Conforming Changes from time to time, and the Issuer shall deliver to the Trustee and the Agents a certificate signed by an Authorised Signatory:

(i) confirming that (1) a Benchmark Event has occurred and (2) the Benchmark Replacement, in each case as determined in accordance with the provisions of this Condition 6.7(c); and

(ii) certifying that the Benchmark Replacement Conforming Changes are necessary to ensure the proper operation of such Benchmark Replacement.

For the avoidance of doubt, the Trustee and any of the Agents shall, upon receipt of such certificate and (subject to the immediately succeeding paragraph) at the direction and expense of the Issuer, effect such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required to give effect to this Condition 6.7(c)(B), provided that the Trustee and the Agents shall not be obliged so to concur if in the opinion of the Trustee or the relevant Agent doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee, or as the case may be, the relevant Agent in these Conditions or the Agency Agreement (including, for the avoidance of doubt, any supplemental agency agreement) in any way. Noteholders' consent shall not be required in connection with effecting any such changes, including the execution of any documents or any steps to be taken by the Trustee or any of the Agents (if required). Further, none of the Trustee, the Calculation Agent, the Paying Agents, the Registrar or the Transfer Agent shall be responsible or liable to the Issuer, the Noteholders, the Couponholders or any other person for any determinations, decisions or elections made by the Issuer or its designee with respect to any Benchmark Replacement or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard. No such determination, decision or election shall be binding on the Trustee and the Agents and none of the Trustee and the Agents shall be obliged to concur in any consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required to give effect to this Condition 6.7(c) if in the opinion of the Trustee or the relevant Agent (as the case may be) it would impose more onerous obligations upon the Trustee or, as the case may be, the relevant Agent or expose the

Trustee or, as the case may be, the relevant Agent to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee or, as the case may be, the relevant Agent in these Conditions or the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) or the Agency Agreement (including, for the avoidance of doubt, any supplemental agency agreement) (as the case may be) or if they impact the operational feasibility of the Agents in any way.

(C) Decisions and Determinations

Any determination, decision or election that may be made by the Issuer or its designee pursuant to this Condition 6.7(c), including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection (i) will be conclusive and binding absent manifest error, (ii) will be made in the sole discretion of the Issuer or its designee, as applicable, and (iii) notwithstanding anything to the contrary in the documentation relating to the Notes, shall become effective without consent from the holders of the Notes or any other party.

(D) Definitions

The following defined terms shall have the meanings set out below for purpose of this Condition 6.7(c):

"**Benchmark**" means, initially, the relevant SOFR Benchmark specified in the applicable Pricing Supplement; provided that if the Issuer or its designee determines on or prior to the Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the relevant SOFR Benchmark (including any daily published component used in the calculation thereof) or the then-current Benchmark, then "**Benchmark**" means the applicable Benchmark Replacement;

"**Benchmark Event**" means the occurrence of one or more of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

(i) a public statement or publication of information by or on behalf of the administrator of the Benchmark (or such component) announcing that such administrator has ceased or will cease to provide the Benchmark (or such component), permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or

(ii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark (or such component), the central bank for the currency of the Benchmark (or such component), an insolvency official with jurisdiction over the administrator for the Benchmark (or such component), a resolution authority with jurisdiction over the administrator for the Benchmark (or such component) or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark (or such component) has ceased or will cease to provide the Benchmark (or such component) permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or

(iii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative;

"**Benchmark Replacement**" means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

(i) the sum of:

(1) the alternate reference rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof); and

(2) the Benchmark Replacement Adjustment;

(ii) the sum of:

(1) the ISDA Fallback Rate; and

(2) the Benchmark Replacement Adjustment; or

(iii) the sum of:

(1) the alternate reference rate that has been selected by the Issuer or its designee as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) giving due consideration to any industry-accepted reference rate as a replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) for U.S. dollar-denominated Floating Rate Notes at such time; and

(2) the Benchmark Replacement Adjustment;

"**Benchmark Replacement Adjustment**" means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

(i) the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;

(ii) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, the ISDA Fallback Adjustment; or

(iii) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Issuer or its designee giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark (including any daily published component used in the calculation thereof) with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated Floating Rate Notes at such time;

"**Benchmark Replacement Conforming Changes**" means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the timing and frequency of determining rates and making payments of interest, rounding of amounts or tenors, and other administrative matters) the Issuer or its designee decides may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Issuer or its designee decides that adoption of any portion of such market practice is not administratively feasible or if the Issuer or its designee determine that no market practice for use of the Benchmark Replacement exists, in such other manner as the Issuer or its designee determines is reasonably necessary);

"**Benchmark Replacement Date**" means the earliest to occur of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

(i) in the case of sub-paragraph (i) or (ii) of the definition of "Benchmark Event", the later of:

(1) the date of the public statement or publication of information referenced therein; and

(2) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark (or such component); or

(ii) in the case of sub-paragraph (iii) of the definition of "Benchmark Event", the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination;

"**designee**" means a designee as selected and separately appointed by the Issuer in writing;

"**ISDA Definitions**" means the 2006 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time;

"**ISDA Fallback Adjustment**" means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark;

"**ISDA Fallback Rate**" means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark (including any daily published component used in the calculation thereof) for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

"**Reference Time**" with respect to any determination of the Benchmark means (1) if the Benchmark is the SOFR Benchmark, the SOFR Determination Time (where Simple SOFR Average or Compounded Daily SOFR is specified as applicable in the applicable Pricing

Supplement) or SOFR Index Determination Time (where SOFR Index is specified as applicable in the applicable Pricing Supplement), or (2) if the Benchmark is not the SOFR Benchmark, the time determined by the Issuer or its designee after giving effect to the Benchmark Replacement Conforming Changes;

"**Relevant Governmental Body**" means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto; and

"**Unadjusted Benchmark Replacement**" means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

7 Payments

7.1 Method of Payment

Subject as provided below:

(a) payments in a Specified Currency other than euro will be made by credit or transfer to an account in the relevant Specified Currency maintained by the payee with a bank in the principal financial centre of the country of such Specified Currency (which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively); and

(b) payments in euro will be made by credit or transfer to a euro account (or any other account to which euro may be credited or transferred) specified by the payee.

7.2 Payments Subject to Fiscal or Other Laws

Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, but without prejudice to the provisions of Condition 9 (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "**Code**") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, official interpretations thereof, or (without prejudice to the provisions of Condition 9) law implementing an intergovernmental approach thereto.

7.3 Presentation of definitive Bearer Notes, Receipts and Coupons

Payments of principal in respect of Definitive Bearer Notes will (subject as provided below) be made in the manner provided in Condition 7.1 above only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of Definitive Bearer Notes, and payments of interest in respect of Definitive Bearer Notes will (subject as provided below) be made as aforesaid only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of Coupons, in each case at the specified office of any Paying Agent outside the United States (which expression, as used herein, means the United States of America (including the States and the District of Columbia and its possessions)).

Payments of Instalment Amounts (if any) in respect of Definitive Bearer Notes, other than the final instalment, will (subject as provided below) be made in the manner provided in Condition 7.1 above against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the relevant Receipt in accordance with the preceding paragraph. Payment of the final instalment will be made in the manner provided in Condition 7.1 above only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the relevant Bearer Note in accordance with the preceding paragraph. Each Receipt must be presented for payment of the relevant instalment together

with the Definitive Bearer Note to which it appertains. Receipts presented without the Definitive Bearer Note to which they appertain do not constitute valid obligations of the Issuer. Upon the date on which any Definitive Bearer Note becomes due and repayable, unmatured Receipts (if any) relating thereto (whether or not attached) shall become void and no payment shall be made in respect thereof.

Fixed Rate Notes in definitive bearer form (other than Dual Currency Notes, Index Linked Notes or Long Maturity Notes (as defined below)) should be presented for payment together with all unmatured Coupons appertaining thereto (which expression shall for this purpose include Coupons falling to be issued on exchange of matured Talons), failing which the amount of any missing unmatured Coupon (or, in the case of payment not being made in full, the same proportion of the amount of such missing unmatured Coupon as the sum so paid bears to the sum due) will be deducted from the sum due for payment. Each amount of principal so deducted will be paid in the manner mentioned above against presentation and surrender of the relative missing Coupon at any time before the expiry of 10 years after the Relevant Date (as defined in Condition 9) in respect of such principal (whether or not such Coupon would otherwise have become void under Condition 10) or, if later, five years from the date on which such Coupon would otherwise have become due, but in no event thereafter.

Upon any Fixed Rate Note in definitive bearer form becoming due and repayable prior to its Maturity Date, all unmatured Coupons and Talons (if any) appertaining thereto will become void and no further Coupons will be issued in respect thereof.

Upon the date on which any Floating Rate Note, Dual Currency Note, Index Linked Note or Long Maturity Note in definitive bearer form becomes due and repayable, unmatured Coupons and Talons (if any) relating thereto (whether or not attached) shall become void and no payment or, as the case may be, exchange for further Coupons shall be made in respect thereof. A "**Long Maturity Note**" is a Fixed Rate Note (other than a Fixed Rate Note which on issue had a Talon attached) whose nominal amount on issue is less than the aggregate interest payable thereon provided that such Note shall cease to be a Long Maturity Note on the Interest Payment Date on which the aggregate amount of interest remaining to be paid after that date is less than the nominal amount of such Note.

If the due date for redemption of any Definitive Bearer Note is not an Interest Payment Date, interest (if any) accrued in respect of such Note from (and including) the preceding Interest Payment Date or, as the case may be, the Interest Commencement Date shall be payable only against surrender of the relevant definitive Bearer Note.

7.4 Payments in respect of Bearer Global Notes

Payments of principal and interest (if any) in respect of Bearer Notes represented by any Bearer Global Note will (subject as provided below) be made in the manner specified above in relation to Definitive Bearer Notes and otherwise in the manner specified in the relevant Global Note, against presentation or surrender, of such Bearer Global Note at the specified office of any Paying Agent outside the United States. A record of each payment made against presentation or surrender of any Bearer Global Note, distinguishing between any payment of principal and any payment of interest, will be made on such Bearer Global Note by the Paying Agent to which it was presented, and such record shall be prima facie evidence that the payment in question has been made.

7.5 Payments in respect of Registered Notes

Payments of principal (other than instalments of principal prior to the final instalment) in respect of each Registered Note (whether or not in global form) will be made against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the Registered Note at the specified office of the Registrar or any of the Paying Agents. Such payments will be made by transfer to the Designated

Account (as defined below) of the holder (or the first named of joint holders) of the Registered Note appearing in the register of holders of the Registered Notes maintained by the Registrar (the "**Register**"):

(a) where in global form, at the close of the business day (being for this purpose, in respect of Notes cleared through Euroclear and Clearstream, a day on which Euroclear and Clearstream are, and, in respect of Notes cleared through DTC, a day on which DTC is, open for business) before the relevant due date, and

(b) where in definitive form, at the close of business on the third business day (being for this purpose a day on which banks are open for business in the city where the specified office of the Registrar is located) before the relevant due date.

For these purposes, "**Designated Account**" means the account (which, in the case of a payment in Japanese yen to a non-resident of Japan, shall be a non-resident account) maintained by a holder with a Designated Bank and identified as such in the Register and "**Designated Bank**" means (in the case of payment in a Specified Currency other than euro) a bank in the principal financial centre of the country of such Specified Currency (which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively) and (in the case of a payment in euro) any bank which processes payments in euro.

Payments of interest and payments of instalments of principal (other than the final instalment) in respect of each Registered Note (whether or not in global form) will be made by transfer on the due date to the Designated Account of the holder (or the first named of joint holders) of the Registered Note appearing in the Register:

(a) where in global form, at the close of the business day (being for this purpose, in respect of Notes cleared through Euroclear and Clearstream, a day on which Euroclear and Clearstream are, and, in respect of Notes cleared through DTC, a day on which DTC is, open for business) before the relevant due date, and

(b) where in definitive form, at the close of business on the fifteenth day (whether or not such fifteenth day is a Business Day) before the relevant due date (the "**Record Date**") at the relevant address shown in the Register on the Record Date.

Payment of the interest due in respect of each Registered Note on redemption and the final instalment of principal will be made in the same manner as payment of the principal amount of such Registered Note.

No commissions or expenses shall be charged to the holders by the Registrar in respect of any payments of principal or interest in respect of Registered Notes.

All amounts payable to DTC or its nominee as registered holder of a Registered Global Note in respect of Notes denominated in a Specified Currency other than U.S. dollars shall be paid by transfer by the Principal Paying Agent to an account in the relevant Specified Currency of the Exchange Agent on behalf of DTC or its nominee for payment in such Specified Currency for conversion into U.S. dollars in accordance with the provisions of the Agency Agreement.

None of the Issuer, the Trustee or the Agents will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Registered Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

7.6 General provisions applicable to payments

The holder of a Global Note shall be the only person entitled to receive payments in respect of Notes represented by such Global Note and the Issuer will be discharged by payment to, or to the order of, the holder of such Global Note in respect of each amount so paid. Each of the persons shown in the records of DTC, Euroclear or Clearstream as the beneficial holder of a particular nominal amount of Notes represented by such Global Note must look solely to DTC, Euroclear or Clearstream, as the case may be, for his share of each payment so made by the Issuer to, or to the order of, the holder of such Global Note.

Notwithstanding the foregoing provisions, if any amount of principal and/or interest in respect of any Bearer Notes is payable in U.S. dollars, such U.S. dollar payments of principal and/or interest in respect of the Bearer Notes will be made at the specified office of a Paying Agent in the United States if:

(a) the Issuer has appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment in U.S. dollars at such specified offices outside the United States of the full amount of principal and interest on the Bearer Notes in the manner provided above when due;

(b) payment of the full amount of such principal and interest at all such specified offices outside the United States is illegal or effectively precluded by exchange controls or other similar restrictions on the full payment or receipt of principal and interest in U.S. dollars; and

(c) such payment is then permitted under United States law without involving, in the opinion of the Issuer, adverse tax consequences to the Issuer.

7.7 Payment Day

If the date for payment of any amount in respect of any Note, Receipt or Coupon is not a Payment Day, the holder thereof shall not be entitled to payment until the next following Payment Day in the relevant place and shall not be entitled to further interest or other payment in respect of such delay. For these purposes, "**Payment Day**" means any day which (subject to Condition 10) is:

(a) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits):

  (i) in the case of Notes in definitive form only, in the relevant place of presentation; and

  (ii) in each Additional Financial Centre (other than T2) specified in the applicable Pricing Supplement; and

(b) if T2 is specified as an Additional Financial Centre in the applicable Pricing Supplement, a day on which T2 or any successor system is open; and

(c) either (1) in relation to any sum payable in a Specified Currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the relevant Specified Currency (which if the Specified Currency is Australian dollars or New Zealand dollars shall be Sydney and Auckland, respectively) or (2) in relation to any sum payable in euro, a day on which T2 or any successor system is open.

7.8 Interpretation of principal and interest

Any reference in the Conditions to principal in respect of the Notes shall be deemed to include, as applicable:

(a) any additional amounts which may be payable with respect to principal under Condition 9 or under any undertaking or covenant given in addition thereto, or in substitution therefor, pursuant to the Trust Deed;

(b) the Final Redemption Amount of the Notes;

(c) the Early Redemption Amount of the Notes;

(d) the Optional Redemption Amount(s) (if any) of the Notes;

(e) in relation to Notes redeemable in instalments, the Instalment Amounts;

(f) in relation to Zero Coupon Notes, the Amortized Face Amount (as defined in Condition 8.5); and

(g) any premium and any other amounts (other than interest) which may be payable by the Issuer under or in respect of the Notes.

Any reference in these Conditions to interest in respect of the Notes shall be deemed to include, as applicable, any additional amounts which may be payable with respect to interest under Condition 9 or under any undertaking or covenant given in addition thereto, or in substitution therefor, pursuant to the Trust Deed.

8 Redemption and Purchase

8.1 Redemption at maturity

Unless previously redeemed or purchased and cancelled as specified below, each Note will be redeemed by the Issuer at its Final Redemption Amount specified in the applicable Pricing Supplement in the relevant Specified Currency on the Maturity Date specified in the applicable Pricing Supplement.

8.2 Redemption for tax reasons (Issuer Tax Call)

Subject to Condition 8.5, the Notes may be redeemed at the option of the Issuer in whole, but not in part, at any time (if the Notes are not a Floating Rate Note, an Index Linked Interest Note, nor a Dual Currency Note) or on any Interest Payment Date (if the Notes are either a Floating Rate Note, an Index Linked Interest Note or a Dual Currency Note), on giving not less 15 nor more than 30 days' irrevocable notice (or such other notice period specified in the applicable Pricing Supplement) in writing to the Trustee and the Principal Paying Agent and, in accordance with Condition 15, the Noteholders (which notice shall be irrevocable), if the Issuer satisfies the Trustee immediately before the giving of such notice that:

(a) on the occasion of the next payment due under the Notes, the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 9 as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction (as defined in Condition 9) or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of the Notes; and

(b) such obligation cannot be avoided by the Issuer taking reasonable measures available to it,

provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Notes then due.

Prior to the publication of any notice of redemption pursuant to this Condition, the Issuer shall deliver to the Trustee (i) a certificate signed by an Authorised Signatory stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right

of the Issuer so to redeem have occurred or been satisfied pursuant to the relevant provisions of this Condition 8, and (ii) an opinion of independent legal advisers of recognized standing to the effect that the Issuer has or will become obliged to pay such additional amounts as a result of such change or amendment and the Trustee shall be entitled to accept such certificate and opinion (without further investigation or enquiry and without liability to the Noteholders, the Receiptholders, the Couponholders or any other person) as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Noteholders, the Receiptholders and the Couponholders.

Notes redeemed pursuant to this Condition 8.2 will be redeemed at their Early Redemption Amount referred to in Condition 8.6 below together (if appropriate) with interest accrued to (but excluding) the date of redemption.

Any notice of redemption will be irrevocable and will provide details of the redemption date. If the redemption price in respect of any Notes is improperly withheld or refused and is not paid by the Issuer, interest on the outstanding principal amount of such Notes will continue to be payable as provided in the Trust Deed until the redemption price is actually paid.

ECB Guidelines require the Issuer to obtain the prior approval of the RBI, before effecting such a redemption prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Guidelines and such approval may not be forthcoming. See "Risk Factors — Risks relating to the Notes and the Security — Early redemption of Notes prior to its maturity require prior approval of the RBI".

8.3 Redemption at the option of the Issuer (Issuer Call)

This Condition 8.3 applies to Notes which are subject to redemption prior to the Maturity Date at the option of the Issuer (other than for taxation reasons), such option being referred to as an "**Issuer Call**". The applicable Pricing Supplement contains provisions applicable to any Issuer Call and must be read in conjunction with this Condition 8.3 for full information on any Issuer Call. In particular, the applicable Pricing Supplement will identify the Optional Redemption Date(s), the Optional Redemption Amount, any minimum or maximum amount of Notes which can be redeemed and the applicable notice periods.

If Issuer Call is specified as being applicable in the applicable Pricing Supplement, the Issuer may, having given not less than 15 nor more than 30 days' irrevocable notice (or such other notice period specified in applicable Pricing Supplement) in writing to the Trustee and the Principal Paying Agent and to the Noteholders in accordance with Condition 15 (which notice shall be irrevocable and shall specify the date fixed for redemption), redeem all or some only of the Notes then outstanding on any Optional Redemption Date and at the Optional Redemption Amount(s) specified in the applicable Pricing Supplement together, if appropriate, with interest accrued to (but excluding) the relevant Optional Redemption Date. Any such redemption must be of a nominal amount not less than the Minimum Redemption Amount and not more than the Maximum Redemption Amount, in each case as may be specified in the applicable Pricing Supplement.

In the case of a partial redemption of Notes, the Notes to be redeemed ("**Redeemed Notes**") will (i) in the case of Redeemed Notes represented by definitive Notes, be selected individually by lot, not more than 30 days prior to the date fixed for redemption and (ii) in the case of Redeemed Notes represented by a Global Note, be selected in accordance with the rules of Euroclear and/or Clearstream and/or, as the case may be, DTC (to be reflected in the records of Euroclear and/or Clearstream and/or, as the case may be, DTC, as either a pool factor or a reduction in nominal amount, at their discretion). In the case of Redeemed Notes represented by definitive Notes, a list of the serial numbers of such Redeemed Notes will be published in accordance with Condition 15 not less than 15 days prior to the date fixed for redemption.

Any early redemption of the Notes prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Guidelines will require the prior approval of the RBI in accordance with the ECB Guidelines and such approval may not be forthcoming. An early redemption of Notes (including for an exercise of the Issuer Call) prior to the Minimum Average Maturity Period stipulated under the ECB Guidelines will require prior approval of the RBI in accordance with the ECB Guidelines. See "Risk Factors — Risks relating to the Notes and the Security — Early redemption of Notes prior to its maturity require prior approval of the RBI".

8.4 Redemption at the option of the Noteholders (Investor Put)

This Condition 8.4 applies to Notes which are subject to redemption prior to the Maturity Date at the option of the Noteholder, such option being referred to as an "**Investor Put**". The applicable Pricing Supplement contains provisions applicable to any Investor Put and must be read in conjunction with this Condition 8.4 for full information on any Investor Put. In particular, the applicable Pricing Supplement will identify the Optional Redemption Date(s), the Optional Redemption Amount and the applicable notice periods.

If Investor Put is specified as being applicable in the applicable Pricing Supplement, upon the holder of any Note giving to the Issuer in accordance with Condition 15 not less than 15 nor more than 30 days' notice (or such other notice period as specified in the applicable Pricing Supplement), the Issuer will, upon the expiry of such notice, redeem such Note on the Optional Redemption Date and at the Optional Redemption Amount together, if appropriate, with interest accrued to (but excluding) the Optional Redemption Date.

To exercise the right to require redemption of the Note, the holder of the Note must, if the Note is in definitive form and held outside DTC, Euroclear and Clearstream, deliver, at the specified office of any Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Registered Notes) at any time during normal business hours of such Paying Agent or, as the case may be, the Registrar falling within the notice period, a duly completed and signed notice of exercise in the form (for the time being current) obtainable from any specified office of any Paying Agent or, as the case may be, the Registrar (an "**Investor Put Notice**") and in which the holder must specify a bank account to which payment is to be made under this Condition and, in the case of Registered Notes, the nominal amount thereof to be redeemed and, if less than the full nominal amount of the Registered Notes so surrendered is to be redeemed, an address to which a new Registered Note in respect of the balance of such Registered Notes is to be sent subject to and in accordance with the provisions of Condition 2.2. If the Note is in definitive bearer form, the Investor Put Notice must be accompanied by the Note or evidence satisfactory to the Paying Agent concerned that the Note will, following delivery of the Investor Put Notice, be held to its order or under its control.

If the Note is represented by a Global Note and held through DTC, Euroclear or Clearstream, to exercise the right to require redemption of the Note the holder of the Note must, within the notice period, give notice to the Principal Paying Agent of such exercise in accordance with the standard procedures of DTC, Euroclear and Clearstream (which may include notice being given on his instruction by DTC, Euroclear, Clearstream or any common depositary, as the case may be for them to the Principal Paying Agent by electronic means) in a form acceptable to DTC, Euroclear and Clearstream from time to time.

Any Investor Put Notice or other notice given in accordance with the standard procedures of DTC, Euroclear and Clearstream by a holder of any Note pursuant to this Condition 8.4 shall be irrevocable except where, prior to the due date of redemption, an Event of Default has occurred and the Trustee has declared the Notes to be due and payable pursuant to Condition 11, in which event such holder, at its

option, may elect by notice to the Issuer to withdraw the notice given pursuant to this Condition 8.4 and instead to declare such Note forthwith due and payable pursuant to Condition 11.

Any early redemption of the Notes prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Guidelines will require the prior approval of the RBI in accordance with the ECB Guidelines and such approval may not be forthcoming. An early redemption of Notes (including for an exercise of the Investor Put) prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Guidelines will require prior approval of the RBI in terms of the ECB Guidelines. See "Risk Factors — Risks relating to the Notes and the Security — Early redemption of Notes prior to its maturity require prior approval of the RBI".

8.5 Redemption upon Change of Control Triggering Event (Investor Put upon Change of Control)

Within 15 days following any Change of Control Triggering Event, the Issuer will give notice to the Noteholders, the Trustee and the Principal Paying Agent in accordance with Condition 15 stating that a Change of Control Triggering Event has occurred.

Following the occurrence of a Change of Control Triggering Event, each Noteholder will have the right to require the Issuer to redeem any of the Notes held by such Noteholder at a purchase price equal to 101.0 per cent of the nominal amount, together with interest (including additional amounts pursuant to Condition 9, if any) accrued to (but excluding) the date of redemption.

If Investor Put upon Change of Control is specified as being applicable in the applicable Pricing Supplement, upon the holder of any Note giving to the Issuer in accordance with Condition 15 not less than 15 nor more than 30 days' notice (such notice being given within 15 days after the occurrence of a Change of Control Triggering Event), the Issuer will, upon the expiry of such notice redeem any of the Notes held by such Noteholder at a purchase price equal to 101.0 per cent. of the nominal amount, together with interest (including additional amounts pursuant to Condition 9, if any) accrued to (but excluding) the date of redemption.

To exercise the right to require redemption of the Note the holder of the Note must, if the Note is in definitive form and held outside Euroclear and Clearstream, deliver, at the specified office of any Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Registered Notes) at any time during normal business hours of such Paying Agent or, as the case may be, the Registrar falling within the notice period, a duly completed and signed notice (a "**Change of Control Put Notice**") and in which the holder must specify a bank account to which payment is to be made under this Condition and, in the case of Registered Notes, the nominal amount thereof to be redeemed and, if less than the full nominal amount of the Registered Notes so surrendered is to be redeemed, an address to which a new Registered Note in respect of the balance of such Registered Notes is to be sent subject to and in accordance with the provisions of Condition 2.2. If the Note is in definitive bearer form, the Change of Control Put Notice must be accompanied by the Note or evidence satisfactory to the Paying Agent concerned that the Note will, following delivery of the Change of Control Put Notice, be held to its order or under its control.

The Issuer is obliged to redeem any such Notes on the first business day in the place where such Change of Control Put Notice is deposited falling 30 days after such deposit.

A Change of Control Put Notice given by a holder of any Note shall be irrevocable and no Note deposited with a Paying Agent, Transfer Agent or the Registrar pursuant to this Condition 8.5 may be withdrawn without the prior written consent of the Issuer.

The right of any Noteholder to require the Issuer to redeem any Note upon a Change of Control Triggering Event is not conditional upon a Change of Control notice having been given by the Issuer,

but will, if such notice is given by the Issuer, be exercised by such Noteholder within 45 days of the giving of such notice.

In this Condition 8.5:

"**Affiliate**" means, with respect to any Person, any other Person directly or indirectly controlling, controlled by, or under direct or indirect common control with, such Person.

"**control**" (including with correlative meanings, the terms "controlling," "controlled by" and "under common control with"), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of Voting Rights, by contract or otherwise.

"**Change of Control**" means the occurrence of one or more of the following events:

(a) a Person or Persons (acting in concert), other than the Promoter Group, acquire, directly or indirectly, more than a 51 per cent. of the Voting Rights of the issued share capital of the Issuer; or

(b) the Issuer consolidates with or merges into or sells or transfers, in one or a series of related transactions, all or substantially all of its assets to any Person other than to the Promoter Group; or

(c) the Promoter Group ceases to be the beneficial owners, directly or indirectly, of at least 20 per cent. of the Voting Rights of the issued share capital of the Issuer.

"**Change of Control Triggering Event**" means both a Change of Control and a Rating Decline.

"**Fitch**" means Fitch Inc. and its successors.

"**Moody's**" means Moody's Investor Service, Inc. and its affiliates and successors;

"**Promoter Group**" means the Persons which are members of the 'promoter group' (as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, modified, replaced or substituted from time to time) of the Issuer.

"**Person**" includes any individual, company, corporation, firm, partnership, joint venture, undertaking, association, organisation, trust, state or agency of a state (in each case whether or not being a separate legal entity) but does not include the Issuer's board of directors or any other governing board and does not include the Issuer's wholly owned direct or indirect subsidiaries.

"**Rating Agencies**" means (i) S&P; (ii) Fitch; or (iii) Moody's; provided that if S&P, Fitch or Moody's shall not make a rating of the Notes publicly available, one or more nationally recognized statistical rating organization selected by the Issuer, which will be substituted for S&P, Fitch or Moody's, as the case may be.

"**Rating Category**" means (i) with respect to S&P or Fitch, any of the following categories: "BB," "B", "CCC", "CC", "C" and "D" (or equivalent successor categories); (ii) with respect to Moody's, any of the following categories: "Ba", "B", "Caa". "Ca", "C" and "D" (or equivalent successor categories) and (iii) the equivalent of any such category of S&P, Moody's or Fitch used by another Rating Agency. In determining whether the rating of the Notes has decreased by one or more gradations, gradations within Rating Categories ("+" and "-"for S&P and Fitch; "1", "2" and "3" for Moody's; or the equivalent gradations for another Rating Agency) shall be taken into account (e.g., with respect to S&P, a decline in a rating from "BB+" to "BB", as well as from "BB-" to "B+", will constitute a decrease of one gradation).

"**Rating Decline**" means in connection with actions contemplated under the definition of "Change of Control", the notification on, or within 60 days after, the earlier of

(a) the occurrence of any such actions set forth therein; or

(b) a public notice of the occurrence of any such actions;

that such proposed actions will result in the ratings of the Notes by any of the Rating Agencies decreasing by one or more gradations (including gradations within Rating Categories as well as between Rating Categories) below the ratings of the Notes by such Ratings Agency on the Issue Date.

"**S&P**" means Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., and its successors.

"**Subsidiaries**" means in relation to any company other than the Issuer which (i) the Issuer controls the composition of the board of directors, or (ii) exercises or controls more than one-half of the total Voting Power either on its own or together with one or more of its subsidiary companies.

Any early redemption of the Notes prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Guidelines will require the prior approval of the RBI in accordance with the ECB Guidelines and such approval may not be forthcoming. An early redemption of Notes (including for an exercise of the Investor Put upon Change of Control) prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Guidelines will require prior approval of the RBI in terms of the ECB Guidelines See "Risk Factors — Risks relating to the Notes and the Security — Early redemption of Notes prior to its maturity require prior approval of the RBI".

The ECB Guidelines provide that in the event there are changes in the terms and conditions of the Notes, then the Issuer is required to report to the AD Bank through 'Revised Form ECB 1' for reporting any change in previously reported parameters and/or as an intimation of any other information previously reported in 'Form ECB 1', within seven calendar days from the end of the month in which such changes were given effect. Additionally, the Issuer is required to report the receipt of ECB proceeds and debt servicing in 'Form ECB 2', within seven calendar days from the end of the month in which the proceeds were received or debt servicing was taken. Any event or transaction that alters the outstanding borrowing under an LRN shall be reported in 'Form ECB 2'.

8.6 Early Redemption Amounts

For the purpose of Condition 8.2 above and Condition 11:

(a) each Note (other than a Zero Coupon Note) will be redeemed at its Early Redemption Amount; and

(b) each Zero Coupon Note will be redeemed at an amount (the "**Amortized Face Amount**") calculated in accordance with the following formula:

Early Redemption Amount = RP x $(1 + AY)^y$ where:

"**RP**" means the Reference Price;

"**AY**" means the Accrual Yield expressed as a decimal; and

"**y**" is the Day Count Fraction specified in the applicable Pricing Supplement which will be either (i) 30/360 (in which case the numerator will be equal to the number of days (calculated on the basis of a 360-day year consisting of 12 months of 30 days each) from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note

becomes due and repayable and the denominator will be 360) or (ii) Actual/360 (in which case the numerator will be equal to the actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 360) or (iii) Actual/365 (in which case the numerator will be equal to the actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 365).

8.7 Specific redemption provisions applicable to Index Linked and Dual Currency Notes

The Final Redemption Amount, any Optional Redemption Amount and the Early Redemption Amount in respect of Index Linked Redemption Notes and Dual Currency Redemption Notes may be specified in, or determined in the manner specified in, the applicable Pricing Supplement. For the purposes of Condition 8.2, Index Linked Interest Notes and Dual Currency Interest Notes may be redeemed only on an Interest Payment Date.

Instalment Notes will be redeemed in the Instalment Amounts and on the Instalment Dates specified in the applicable Pricing Supplement. In the case of early redemption, the Early Redemption Amount of Instalment Notes will be determined in the manner specified in the applicable Pricing Supplement.

Partly Paid Notes will be redeemed, whether at maturity, early redemption or otherwise, in accordance with the provisions of this Condition and the applicable Pricing Supplement.

8.8 Purchases

The Issuer or any Subsidiary of the Issuer may at any time purchase Notes (provided that, in the case of definitive Bearer Notes, all unmatured Receipts, Coupons and Talons appertaining thereto are purchased therewith) at any price in the open market or otherwise. Such Notes may be held, reissued, resold or, at the option of the Issuer, surrendered to any Paying Agent and/or the Registrar for cancellation.

8.9 Cancellation

All Notes which are redeemed will forthwith be cancelled (together with all unmatured Receipts, Coupons and Talons attached thereto or surrendered therewith at the time of redemption). All Notes so cancelled and any Notes purchased and cancelled pursuant to Condition 8.8 above (together with all unmatured Receipts, Coupons and Talons cancelled therewith) shall be forwarded to the Principal Paying Agent (which shall notify the Registrar of such cancelled Notes in case of Registered Notes) and may not be reissued or resold.

8.10 Late Payment on Zero Coupon Notes

If the amount payable in respect of any Zero Coupon Note upon redemption of such Zero Coupon Note pursuant to Condition 8.1, 8.2, 8.3 or 8.4 above or upon its becoming due and repayable as provided in Condition 11 is improperly withheld or refused, the amount due and repayable in respect of such Zero Coupon Note shall be the amount calculated as provided in Condition 8.6(b) above as though the references therein to the date fixed for the redemption or the date upon which such Zero Coupon Note becomes due and payable were replaced by references to the date which is the earlier of:

(a) the date on which all amounts due in respect of such Zero Coupon Note have been paid; and

(b) five days after the date on which the full amount of the moneys payable in respect of such Zero Coupon Notes has been received by the Principal Paying Agent or the Registrar or the Trustee and notice to that effect has been given to the Noteholders in accordance with Condition 15.

9 Taxation

9.1 Payment without Withholding

All payments of principal and interest in respect of the Notes, Receipts and Coupons by or on behalf of the Issuer will be made without withholding or deduction for or on account of and free and clear of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of any Tax Jurisdiction (as defined in this Condition 9.1) unless such withholding or deduction is required by law. In such event, the Issuer will pay such additional amounts as shall be necessary in order that the net amounts received by the holders of the Notes, Receipts or Coupons after such withholding or deduction shall equal the respective amounts of principal and interest which would otherwise have been receivable in respect of the Notes, Receipts or Coupons, as the case may be, in the absence of such withholding or deduction (the "**Additional Amounts**"); except that no such Additional Amounts shall be payable with respect to any Note, Receipt or Coupon:

(a) presented for payment by or on behalf of a holder who is liable for such taxes or duties in respect of such Note, Receipt or Coupon by reason of his having some connection with a Tax Jurisdiction other than the mere holding of such Note, Receipt or Coupon; or

(b) presented for payment more than 30 days after the Relevant Date (as defined in this Condition 9.1) except to the extent that the holder thereof would have been entitled to an additional amount on presenting the same for payment on such thirtieth day assuming that day to have been a Payment Day (as defined in Condition 7.6); or

(c) presented for payment by or on behalf of a holder of such Note, Receipt or Coupon who, at the time of such presentation, is able to avoid such withholding or deduction by making a declaration of non-residence or other similar claim for exemption and does not make such declaration or claim.

Notwithstanding any other provision of these Conditions, any amounts to be paid on the Notes by or on behalf of the Issuer will be paid net of any deduction or withholding imposed or required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the **"Code"**), or otherwise imposed pursuant to Sections 1471 through 1474 of the Code (or any regulations thereunder or official interpretations thereof) or an intergovernmental agreement between the United States and another jurisdiction facilitating the implementation thereof (or any fiscal or regulatory legislation, rules or practices implementing such an intergovernmental agreement) (any such withholding or deduction, a **"FATCA Withholding"**).

As used herein:

(a) "**Tax Jurisdiction**" means (i) where the Issuer is acting through its registered office in India, India or any political subdivision or any authority thereof or therein having power to tax payments made by the Issuer of principal or interest on the Notes, Receipts or Coupons; or (ii) where the Issuer is acting through any other branch outside India as specified in the applicable Pricing Supplement, (x) India or any political subdivision or any authority thereof or therein having power to tax and (y) the tax jurisdiction applicable to such branch or any political subdivision or any authority thereof or therein having power to tax payments made by the Issuer of principal or interest on the Notes, Receipts or Coupons; and

(b) the "**Relevant Date**" means the date on which such payment first becomes due, except that, if the full amount of the moneys payable has not been duly received by the Trustee or the Principal Paying Agent or the Registrar, as the case may be, on or prior to such due date, it means the date

on which, the full amount of such moneys having been so received, notice to that effect is duly given to the Noteholders in accordance with Condition 15.

Any interest / coupon payments made by the Issuer are required to be in line with the prevailing market conditions as per the terms of the ECB Guidelines.

9.2 Transfers or Sales

The Issuer has agreed to indemnify any transferor or transferee of a Note (or any beneficial interest therein), other than a transferor or transferee who is liable to Indian tax by reason of his having a connection with India apart from the mere holding of a Note, against any loss resulting from the imposition of Indian income, capital gains or gift tax on the transfer or sale of a Note outside India. The foregoing indemnity will terminate upon a practicing eminent Indian taxation lawyer acceptable to the Trustee and the Issuer certifying in writing in form and with content satisfactory to the Trustee that it is satisfied, on the basis of an appropriate amendment of the Income Tax Act, 2025 of India that the Notes are not and are not deemed to be situated in India.

The Issuer will first obtain approval from the RBI prior to making any payments under such indemnity, if required. See "Risk Factors — Risks relating to the Notes and Security — Remittance of funds outside India pursuant to indemnification by the Issuer in relation to the Notes requires prior RBI approval".

9.3 No responsibility on Trustee for determinations

Neither the Trustee nor any Agent shall be liable or responsible for paying any tax, duty, charges, withholding or other payment referred to in this Condition 9 or for determining whether such amounts are payable or the amount thereof, and none of them shall be responsible or liable for any failure by the Issuer, any Noteholder, any Receiptholder, any Couponholder or any third party to pay such tax, duty, charges, withholding or other payment in any jurisdiction or to provide any notice or information to the Trustee or any Agent that would permit, enable or facilitate the payment of any principal, premium (if any), interest or other amount under or in respect of the Notes, the Receipts or the Coupons without deduction or withholding for or on account of any tax, duty, charge, withholding or other payment imposed by or in any jurisdiction.

10 Prescription

The Notes (whether in bearer or registered form), Receipts and Coupons will become void unless claims in respect of principal and/or interest are made within a period of 10 years (in the case of principal) and five years (in the case of interest) after the Relevant Date (as defined in Condition 9 therefor).

There shall not be included in any Coupon sheet issued on exchange of a Talon any Coupon the claim for payment in respect of which would be void pursuant to this Condition or Condition 7.2 or any Talon which would be void pursuant to Condition 7.2.

11 Events of Default and Enforcement

11.1 Events of Default

The Trustee at its discretion may, and if so requested in writing by the holders of at least 25 per cent. in aggregate principal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution of the Noteholders shall (subject in each case to being indemnified and/or secured and/or prefunded to its satisfaction), give notice in writing to the Issuer that each Note is, and each Note shall thereupon, be immediately become due and repayable at its Early Redemption Amount, together with accrued and unpaid interest as provided in the Trust Deed if any of the following events (each, an "**Event of Default**") shall occur:

(a) **Non-payment**

if default is made in the payment of any principal or interest due in respect of the Notes or any of them and, in the case of principal, the default continues for a period of two (2) days, and in the case of interest, the default continues for a period of seven (7) days; or

(b) **Breach of Other Obligations**

If the Issuer fails to perform or observe any of its other obligations under these Conditions or the Trust Deed, which failure is, in the opinion of the Trustee, incapable of being remedied or, if in the opinion of the Trustee it is capable of being remedied is not remedied within 30 days after notice requiring such failure to be remedied shall have been given to the Issuer by the Trustee; or

(c) **Cross-Acceleration**

(i) the acceleration of any present or future Indebtedness of the Issuer prior to its stated maturity by reason of any event of default or potential event of default (however described), which acceleration is not rescinded or waived; or

(ii) if the Issuer fails to make any payment in respect of any Indebtedness for borrowed money on the due date for payment; or

(iii) if any security given by the Issuer for any Indebtedness for borrowed money becomes enforceable; or

(iv) if default is made by the Issuer in making any payment due under any guarantee and/or indemnity given by it in relation to any Indebtedness for borrowed money of any other person,

provided that no event described in this paragraph (c) shall constitute an Event of Default unless the relevant amount of Indebtedness for borrowed money or other relative liability due and unpaid, either alone or when aggregated (without duplication) with other amounts of Indebtedness for borrowed money and/or other liabilities due and unpaid relative to all (if any) other events specified in (i) to (iv) above, amounts to at least U.S.$25,000,000 (or its equivalent in any other currency); or

(d) **Winding-up**

if any order is made by any competent court (to which there is no further appeal) or resolution is passed for the winding up or dissolution of the Issuer, save for the purposes of reorganization, on terms previously approved in writing by the Trustee or by an Extraordinary Resolution of the Noteholders; or

(e) **Cessation of Business**

if the Issuer ceases or threatens to cease to carry on the whole or a substantial part of its business, save for the purposes of reorganization on terms previously approved in writing by the Trustee or by an Extraordinary Resolution of the Noteholders, or the Issuer stops or threatens to stop payment of, or is unable to, or admits inability to, pay, its debts (or any class of its debts) as they fall due or is deemed unable to pay its debts pursuant to or for the purposes of any applicable law, or is adjudicated or found bankrupt or insolvent; or

(f) **Insolvency**

if the Issuer is declared by a court or other authority to be insolvent or bankrupt or is unable to pay its debts, or stops, suspends or threatens to stop or suspend payment of all or a material part of its debts as they mature or applies for or consents to or suffers the appointment of an administrative or other receiver, manager, administrator, liquidator or other similar official, or an administrative or other receiver, manager, administrator, liquidator or other similar official is appointed, in relation the Issuer or, in relation to the whole or any part of the undertaking or assets of the Issuer or an encumbrancer takes possession of the whole or any substantial part of the undertaking or assets of the Issuer, or a distress, execution, attachment, sequestration or other process is levied, enforced upon, sued out or put in force against the whole or any part of the undertaking or assets of the Issuer, and in any such case (other than the appointment of an administrator) is not stayed or discharged within 45 days; or

(g) **Judicial Proceedings**

if the Issuer initiates or consents to judicial proceedings relating to itself under any applicable liquidation, insolvency, composition, reorganization or other similar laws (including the obtaining of a moratorium) or makes a conveyance or assignment for the benefit of, or enters into any composition or other arrangement with, its creditors generally (or any class of its creditors) or any meeting is convened to consider a proposal for an arrangement or composition with its creditors generally (or any class of its creditors); or

(h) **Moratorium**

a moratorium (which expression shall not include any deferral or principal originally contemplated and made in accordance with the terms of any loan or other financing related agreement) is agreed or declared by the Issuer in respect of any Indebtedness for borrowed money (including any obligations arising under guarantees) of the Issuer; or

(i) **Unlawfulness**

it is or will become unlawful for the Issuer to perform or comply with any one or more of its obligations under any of the Notes or any of the Transaction Documents; or

(j) **Security Enforced**

an encumbrancer takes possession or an administrative or other receiver, manager or other similar person is appointed over, or an attachment order is issued in respect of, the whole or any material part of the undertaking, property, assets or revenues of the Issuer and in any such case such possession, appointment or attachment is not stayed or terminated or the debt on account of which such possession was taken or appointment or attachment was made is not discharged or satisfied within 30 days of such possession, appointment or the issue of such order; or

(k) **Enforcement of Unattested Deed of Hypothecation or Security Documents**

(i) any other Series of Notes is (or becomes capable of being) accelerated, (ii) any Security Documents is enforced, (iii) except as expressly permitted by the applicable Security Documents and the Trust Deed, any Security under the Security Documents or the Security Documents at any time for any reason ceases to be in full force and effect in all material respects for any reason other than the satisfaction in full of all obligations under the Trust Deed in relation to all Series of Notes, (iv) any Security created under the Security Documents shall be declared invalid or unenforceable or (v) the Issuer shall assert, in any pleading in any court of competition jurisdiction, that any Security is invalid or unenforceable, or (vi) any Security under the Security Documents or the Security Documents at any time for any reason shall cease to give the Security

Trustee (acting on behalf of and for the benefit of the Trustee and the Holders) a first priority ranking pari passu security interest (to the extent required by the Trust Deed and the Security Documents) in any Secured Property or the rights, powers, privileges and priority purported to be created thereby and such failure continues unremedied for 30 consecutive days after the earlier of (a) the Issuer obtaining knowledge thereof or (b) the Trustee or Security Trustee giving written notice thereof to the Issuer; or

(l) Government Intervention

(i) all or any substantial part of the undertaking, assets and revenues of the Issuer is condemned, seized or otherwise appropriated by any person acting under the authority of any national, regional or local government or (ii) the Issuer is prevented by any such person from exercising normal control over all or any substantial part of its undertaking, assets and revenues; or

(m) **Analogous Events**

if any event occurs which, under the laws of India, has or may have, in the Trustee's opinion, an analogous effect to any of the events referred to in paragraphs (d) to (j) above.

Notwithstanding the foregoing provisions of this Condition 11, upon the occurrence of an event specified in paragraph (g) above, all Series of Notes then outstanding shall be accelerated automatically without the need for any notice from the Trustee as so provided above, or any other formality.

In these Conditions:

"**Extraordinary Resolution**" means (a) a resolution passed at a meeting of the Noteholders duly convened and held in accordance with these presents by a majority consisting of not less than three-fourths of the persons voting thereat upon a show of hands or if a poll is duly demanded by a majority consisting of not less than three-fourths of the votes cast on such poll; or (b) a resolution in writing signed by or on behalf of holders of at least 75 per cent. of the aggregate principal amount of the Notes for the time being outstanding, which resolution in writing may be contained in one document or in several documents in like form, each signed by or on behalf of one or more of the Noteholders; or (c) consent given by way of electronic consents through the relevant clearing system(s) by or on behalf of the holders of not less than 75 per cent. of the aggregate principal amount of the Notes for the time being outstanding.

Upon any such notice being given to the Issuer, the Notes will immediately become due and repayable at their outstanding principal amount together with accrued interest as provided in the Trust Deed.

11.2 Enforcement

The Trustee may at any time, at its discretion and without notice, take such actions and/or steps and/or institute such proceedings against the Issuer as it may think fit to enforce the provisions of the Trust Deed, the Notes, the Receipts and the Coupons, or to give any directions to the Security Trustee under or in connection with the Security Documents, but it shall not be bound to take any such actions and/or steps and/or institute any such proceedings or any other action in relation to the Trust Deed, the Notes, the Receipts or the Coupons or the Security Documents unless (a) it shall have been so directed by an Extraordinary Resolution or so requested in writing by the holders of at least 25 per cent. in aggregate principal amount of the Notes then outstanding and (b) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction.

No Noteholder, Receiptholder or Couponholder shall be entitled to proceed directly against the Issuer unless the Trustee, having become bound so to proceed, (i) fails so to do within a reasonable period, or (ii) is unable for any reason so to do, and the failure or inability shall be continuing.

The Trustee may refrain from taking any action and/or step and/or institute any proceeding in any jurisdiction if the taking of such action and/or step and/or institute any proceeding in that jurisdiction would, in its opinion, be contrary to any law of that jurisdiction. Furthermore, the Trustee may also refrain from taking such action and/or step and/or institute any proceeding if it would otherwise render it liable to any person in that jurisdiction or if, in its opinion, it would not have the power to do the relevant thing in that jurisdiction by virtue of any applicable law in that jurisdiction or if it is determined by any court or other competent authority in that jurisdiction that it does not have such power.

Enforcement under any Security Document and repatriation of proceeds outside India by the Issuer shall be restricted to the outstanding claims of the Noteholders under the Notes and shall be in accordance with the applicable laws and regulations of India in force from time to time including the ECB Guidelines.

12 Replacement of Notes, Receipts, Coupons and Talons

Should any Note, Receipt, Coupon or Talon be lost, stolen, mutilated, defaced or destroyed, it may be replaced subject to applicable laws, regulations and relevant stock exchange regulations at the specified office of the Principal Paying Agent (in the case of Bearer Notes, Receipts, Coupons or Talons) or of the Registrar (in the case of Registered Notes) upon payment by the claimant of such costs and expenses as may be incurred in connection therewith and on such terms as to evidence and indemnity as the Issuer may reasonably require. Mutilated or defaced Notes, Receipts, Coupons or Talons must be surrendered before replacements will be issued.

13 Agents

The initial Agents are set out above. If any additional Paying Agents are appointed in connection with any Series, the names of such Paying Agents will be specified in the applicable Pricing Supplement.

The Issuer is entitled, after consultation with the Trustee, to vary or terminate the appointment of any Agent and/or appoint additional or other Agents, provided that:

(a) there will at all times be a Principal Paying Agent, a Transfer Agent and a Registrar; and

(b) for so long as the Notes are listed on any stock exchange or admitted to listing by any other relevant authority, there will at all times be a Paying Agent (in the case of Bearer Notes) and a Transfer Agent (in the case of Registered Notes) with a specified office in such place as may be required by the rules and regulations of the relevant stock exchange or other relevant authority.

In addition, the Issuer shall forthwith appoint a Paying Agent having a specified office in New York City in the circumstances described in Condition 7.5. Notice of any variation, termination, appointment or change in Paying Agents will be given to the Noteholders promptly by the Issuer in accordance with Condition 15.

In acting under the Agency Agreement, the Agents act solely as agents of the Issuer and, in certain circumstances specified therein, of the Trustee and do not assume any obligation to, or relationship of agency or trust with, any Noteholder, Receiptholder or Couponholder. The Agency Agreement contains provisions permitting any entity into which any Agent is merged or converted or with which it is consolidated or to which it transfers all or substantially all of its assets to become the successor agent.

14 Exchange of Talons

On and after the Interest Payment Date on which the final Coupon comprised in any Coupon sheet matures, the Talon (if any) forming part of such Coupon sheet may be surrendered at the specified office of the Principal Paying Agent or any other Paying Agent in exchange for a further Coupon sheet including (if such further Coupon sheet does not include Coupons to (and including) the final date for the payment of interest due in respect of the Note to which it appertains) a further Talon, subject to the provisions of Condition 10.

15 Notices

All notices regarding the Registered Notes will be deemed to be validly given if sent by first class mail or (if posted to an address overseas) by airmail to the holders (or the first named of joint holders) at their respective addresses recorded in the Register and will be deemed to have been given on the fourth day after mailing and, in addition, for so long as any Registered Notes are listed on a stock exchange or are admitted to trading by another relevant authority and the rules of that stock exchange or relevant authority so require, such notice will be published on the website of the relevant stock exchange or relevant authority and/or in a daily newspaper of general circulation in the place or places required by those rules.

All notices regarding the Bearer Notes will be deemed to be validly given if published in a leading daily newspaper of general circulation in Asia or such other English language daily newspaper with general circulation in Asia. It is expected that such publication will be made in the Asian Wall Street Journal. The Issuer shall also ensure that notices are duly published in a manner which complies with the rules and regulations of any stock exchange (or any other relevant authority) on which the Notes are for the time being listed. Any such notice will be deemed to have been given on the date of the first publication or, where required to be published in more than one newspaper, on the date of the first publication in all required newspapers.

Until such time as any definitive Notes are issued, there may, for so long as any Global Notes representing the Notes are held in their entirety on behalf of Euroclear, Clearstream or DTC, be substituted for such publication in such newspaper(s) or such websites or such mailing the delivery of the relevant notice to Euroclear, Clearstream or DTC for communication by them to the holders of the Notes and, in addition, for so long as any Notes are listed on a stock exchange or are admitted to trading by another relevant authority and the rules of that stock exchange or relevant authority so require, such notice will be published by the Issuer on the website of the relevant stock exchange or relevant authority and/or in a daily newspaper of general circulation in the place or places required by those rules. Any such notice shall be deemed to have been given to the holders of the Notes on the first day after the day on which the said notice was given to Euroclear, Clearstream or DTC.

Notices to be given by any Noteholder shall be in writing and given by lodging the same, together (in the case of any Note in definitive form) with the relative Note or Notes, with the Principal Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Registered Notes). Whilst any of the Notes are represented by a Global Note, such notice may be given by any holder of a Note to the Principal Paying Agent or the Registrar through Euroclear, Clearstream or DTC, as the case may be, in such manner as the Principal Paying Agent, the Registrar and Euroclear, Clearstream or DTC, as the case may be, may approve for this purpose.

16 Meetings of Noteholders, Modification, Waiver and Substitution

The Trust Deed contains provisions for convening meetings (including by way of conference call or by use of a video conference platform) of the Noteholders to consider any matter affecting their interests, including without limitation the sanctioning by Extraordinary Resolution of a modification of the Notes, the Receipts, the Coupons or any of the provisions of the Trust Deed or (where applicable) the Security Documents. Such a meeting may be convened by the Issuer or the Trustee and shall be convened by the Issuer if required in writing by Noteholders holding not less than ten per cent. in aggregate principal amount of the Notes for the time being

outstanding. The quorum at any such meeting for passing an Extraordinary Resolution is one or more persons holding or representing not less than 50 per cent. in aggregate principal amount of the Notes for the time being outstanding, or at any adjourned meeting one or more persons being or representing Noteholders whatever the aggregate principal amount of the Notes so held or represented, except that at any meeting the business of which includes the modification of certain provisions of the Notes, the Receipts, the Coupons or the Trust Deed or (where applicable) the Security Documents (including, but not limited to, modifying the date of maturity of the Notes or any date for payment of interest thereon, reducing or cancelling the amount of principal or the rate of interest payable in respect of the Notes or altering the currency of payment of the Notes, the Receipts or the Coupons), the quorum shall be one or more persons holding or representing not less than two-thirds in aggregate principal amount of the Notes for the time being outstanding, or at any adjourned meeting one or more persons holding or representing not less than one-third in aggregate principal amount of the Notes for the time being outstanding.

The Trust Deed provides that:

(i) a written resolution signed by or on behalf of the holders of not less than 75.0 per cent. in aggregate principal amount of a series of Notes for the time being outstanding, or

(ii) where the terms of the proposed resolution have been notified to the Noteholders through the relevant clearing system(s), approval of a resolution proposed by the Issuer or the Trustee (as the case may be) given by way of electronic consents communicated through the electronic communications systems of the relevant clearing system(s) in accordance with their operating rules and procedures by or on behalf of the holders of not less than 75.0 per cent. in aggregate principal amount of the Notes outstanding,

shall also, in each case, be valid and effective as a duly passed Extraordinary Resolution.

An Extraordinary Resolution passed by the Noteholders will be binding on all the Noteholders, whether or not they are present at any meeting, and whether or not they voted on the resolution, and on all Receiptholders and Couponholders.

The Trustee may agree, without the consent of the Noteholders, Receiptholders or Couponholders, to any modification (except as mentioned in the Trust Deed) of, or to the waiver or authorization of any breach or proposed breach of, any of the provisions of the Notes, the Trust Deed, the Agency Agreement or the Security Documents, or determine, without any such consent as aforesaid, that any Event of Default or potential Event of Default shall not be treated as such, where, in any such case, it is not, in the opinion of the Trustee, materially prejudicial to the interests of the Noteholders so to do or may agree, without any such consent as aforesaid, to any modification which is, in the opinion of the Trustee, of a formal, minor or technical nature or to correct a manifest error or to comply with any mandatory provisions of applicable law, provided that prior written approval of the RBI or the designated Authorised Dealer Bank (as the case may be) is obtained for such modification (if applicable). Any such modification shall be binding on the Noteholders, the Receiptholders and the Couponholders and any such modification shall be notified to the Noteholders in accordance with Condition 15 as soon as practicable thereafter.

In connection with the exercise by it of any of its trusts, powers, authorities and discretions (including, without limitation, any modification, waiver, authorization or determination), the Trustee shall have regard to the general interests of the Noteholders as a class (but shall not have regard to any interests arising from circumstances particular to individual Noteholders, Receiptholders or Couponholders whatever their number) and, in particular but without limitation, shall not have regard to the consequences of any such exercise for individual Noteholders, Receiptholders or Couponholders (whatever their number) resulting from their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory or any political sub-division thereof and the Trustee shall not be entitled to require, nor shall any Noteholder, Receiptholder or Couponholder be entitled to claim, from the Issuer, the Trustee or any other

person any indemnification or payment in respect of any tax consequences of any such exercise upon individual Noteholders, Receiptholders or Couponholders except to the extent already provided for in Condition 9 and/or any undertaking or covenant given in addition to, or in substitution for, Condition 9 pursuant to the Trust Deed.

The Trustee may, without the consent of the Noteholders, agree with the Issuer to the substitution in place of the Issuer (or of any previous substitute under this Condition) as the principal debtor under the Notes, the Receipts, the Coupons and the Trust Deed of another company, being a Subsidiary of the Issuer, subject to (i) the Notes being unconditionally and irrevocably guaranteed by the Issuer, (ii) the Trustee being satisfied that the interests of the Noteholders will not be materially prejudiced by the substitution and (iii) certain other conditions set out in the Trust Deed being complied with (which includes, reporting the AD Bank through 'Revised Form ECB 1' for reporting any change in previously reported parameters and/or as an intimation of any other information previously reported in 'Form ECB 1', within seven calendar days from the end of the month in which such changes was given effect).

17 Indemnification of the Trustee and Trustee Contracting with the Issuer

Under the Trust Deed, the Trustee is entitled to be indemnified and/or secured and/or pre-funded to its satisfaction and relieved from responsibility in certain circumstances and to be paid its fees, costs and expenses in priority to the claims of the Noteholders, the Receiptholders or the Couponholders. In addition, the Trustee is entitled to enter into business transactions with the Issuer and any entity relating to the Issuer without accounting for any profits.

In the exercise of its powers and discretions under these Conditions and the Trust Deed, the Trustee will have regard to the interests of the Noteholders, the Receiptholders or the Couponholders as a class and will not be responsible for any consequence for individual Holders of Notes, Receipts or Coupons as a result of such Holders being connected in any way with a particular territory or Tax Jurisdiction.

Whenever the Trustee is required or entitled by the terms of the Trust Deed, Agency Agreement or these Conditions to exercise any discretion or power, take any action, make any decision or give any direction or certification, the Trustee is entitled, prior to exercising any such discretion or power, taking any such action, making any such decision or giving any such direction or certification, to seek directions from the Noteholders, Noteholders, the Receiptholders or the Couponholders by way of Extraordinary Resolution and shall have been indemnified and/or secured and/or pre-funded to its satisfaction against all action, proceedings, claims and demands to which it may be or become liable and all costs, charges, damages, expenses (including legal expenses) and liabilities which may be incurred by it in connection therewith, and the Trustee shall not be responsible for any loss or liability incurred by the Issuer, the Noteholders, the Receiptholders or the Couponholders or any other person as a result of any delay in it exercising such discretion or power, taking such action, making such decision or giving such direction as a result of seeking such direction from the Noteholders, the Receiptholders or the Couponholders or in the event that no direction is given to the Trustee by the Noteholders, the Receiptholders or the Couponholders.

None of the Trustee or any of the Agents shall be responsible for the performance by the Issuer and any other person appointed by the Issuer in relation to the Notes, the Receipts or the Coupons of the duties and obligations on their part expressed in respect of the same and, unless it has written notice from the Issuer to the contrary, the Trustee and each Agent shall assume that the same are being duly performed. None of the Trustee or any Agent shall be liable to any Noteholder, Receiptholder or Couponholder or any other person for any action taken by the Trustee or such Agent in accordance with the instructions of the Noteholders, the Receiptholders or the Couponholders. The Trustee shall be entitled to rely conclusively on any direction, request or resolution of Noteholders, Receiptholders or Couponholders given by holders of the requisite principal amount of Notes, Receipts or Coupons outstanding or passed at a meeting of Noteholders, Receiptholders or Couponholders

convened and held in accordance with the Trust Deed. Neither the Trustee nor any of the Agents shall be under any obligation to ascertain whether any Relevant Event or Default has occurred or monitor compliance by the Issuer with the provisions of the Trust Deed, the Agency Agreement or these Conditions.

Each Noteholder, Receiptholder or Couponholder shall be solely responsible for making and continuing to make its own independent appraisal and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer, and the Trustee shall not at any time have any responsibility for the same and each Noteholder, Receiptholder or Couponholder shall not rely conclusively on the Trustee in respect thereof.

Repatriation of proceeds outside India by the Issuer under an indemnity clause may require the prior approval of the RBI in accordance with the extant applicable laws and regulations of India, including the rules and regulations framed under the FEMA.

18 Further Issues

Subject to these Conditions, the Issuer shall be at liberty from time to time without the consent of the Noteholders, the Receiptholders or the Couponholders to create and issue further notes having terms and conditions the same as the Notes or the same in all respects (or in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue) and so that such further issue shall be consolidated and form a single Series with the outstanding Notes, provided that if the Notes of such Series were sold previously, or in connection with a further issue the notes issued in the further issue will be sold, to QIBs in reliance of Rule 144A of the Securities Act, the further notes must be fungible with the previously issued Notes for U.S. federal income tax purposes or have a separate CUSIP, ISIN or other identifying number. The Issuer may from time to time create and issue other series of notes having the benefit of the Trust Deed, provided that such supplemental documents are executed and further opinions are obtained as the Trustee may require, as further set out in the Trust Deed.

19 Contracts (Rights of Third Parties) Act 1999

No person shall have any right to enforce any term or condition of the Note under the Contracts (Rights of Third Parties) Act 1999, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

20 Governing Law and Submission to Jurisdiction

20.1 Governing Law

The Trust Deed, the Agency Agreement, the Notes, the Receipts and the Coupons and any non-contractual obligations arising out of or in connection with the Trust Deed, the Agency Agreement, the Notes, the Receipts and the Coupons are governed by, and construed in accordance with, English law. The Security Documents will be governed by Indian law.

20.2 Submission to Jurisdiction

(a) Subject to Condition 20.2(c) below, the English courts have exclusive jurisdiction to settle any dispute arising out of or in connection with the Trust Deed, the Notes, the Receipts and/or the Coupons, including any dispute as to their existence, validity, interpretation, performance, breach or termination or the consequences of their nullity and any dispute relating to any non-contractual obligations arising out of or in connection with the Trust Deed, the Notes, the Receipts and/or the Coupons (a "**Dispute**") and accordingly each of the Issuer and the Trustee and any Noteholders, Receiptholders or Couponholders in relation to any Dispute submits to the exclusive jurisdiction of the English courts.

(b) For the purposes of this Condition 20.2, the Issuer waives any objection to the English courts on the grounds that they are an inconvenient or inappropriate forum to settle any Dispute.

(c) To the extent allowed by law, the Trustee, the Noteholders, the Receiptholders and the Couponholders may, in respect of any Dispute or Disputes, take (i) proceedings in any other court with jurisdiction; and (ii) concurrent proceedings in any number of jurisdictions.

20.3 Appointment of Process Agent

The Issuer irrevocably appoints Law Debenture Corporate Services Limited as its agent for service of process in any proceedings before the English courts in relation to any Dispute and agrees that, in the event of such agent being unable or unwilling for any reason so to act, it will immediately appoint another person approved by the Trustee as its agent for service of process in England in respect of any Dispute. The Issuer agrees that failure by a process agent to notify it of any process will not invalidate service. Nothing herein shall affect the right to serve process in any other manner permitted by law.

20.4 Waiver of immunity

To the fullest extent permitted by law, the Issuer irrevocably and unconditionally:

(A) submits to the jurisdiction of the English courts in relation to any Dispute and waives and agrees not to claim any sovereign or other immunity from the jurisdiction of the English courts in relation to any Dispute (including to the extent that such immunity may be attributed to it), and agrees to ensure that no such claim is made on its behalf;

(B) submits to the jurisdiction of the English courts and the courts of any other jurisdiction in relation to the recognition of any judgment or order of the English courts or the courts of any other jurisdiction in relation to any Dispute and waives and agrees not to claim any sovereign or other immunity from the jurisdiction of the English courts or the courts of any other jurisdiction in relation to the recognition of any such judgment or court order and agrees to ensure that no such claim is made on its behalf; and

(C) consents to the enforcement of any order or judgment made or given in connection with any Dispute and the giving of any relief in the English courts and the courts of any other jurisdiction whether before or after final judgment including, without limitation: (i) relief by way of interim or final injunction or order for specific performance or recovery of any property; (ii) attachment of its assets; and (iii) enforcement or execution against any property, revenues or other assets whatsoever (irrespective of their use or intended use) and waives and agrees not to claim any sovereign or other immunity from the jurisdiction of the English courts or the courts of any other jurisdiction in relation to such enforcement and the giving of such relief (including to the extent that such immunity may be attributed to it), and agrees to ensure that no such claim is made on its behalf.

20.5 Other documents

The Issuer has in the Trust Deed and the Agency Agreement submitted to the jurisdiction of the English courts and appointed an agent for service of process in terms substantially similar to those set out above.

USE OF PROCEEDS

Unless otherwise specified in the relevant Pricing Supplement, the net proceeds from each issue of Notes will be applied by the Issuer for the purpose of onward lending and other activities as may be permitted by the ECB Guidelines, in accordance with the applicable law.

SELECTED FINANCIAL INFORMATION

The following selected financial information has been derived from:

- the consolidated financial statements for the year ended March 31, 2024 audited by the previous statutory auditors of the Issuer, M M Nissim & Co LLP, Chartered Accountants, on which they have issued the audit reports for dated May 8, 2024;
- the consolidated financial statements for the year ended March 31, 2025 audited by the current statutory auditors of the Issuer, M S K A & Associates, Chartered Accountants, on which they have issued the audit report dated May 5, 2025; and
- the consolidated financial statements for the year ended March 31, 2026, audited by the current joint statutory auditors of the Issuer, M S K A & Associates, Chartered Accountants and Singhi & Co, Chartered Accountants, on which they have issued the audit report dated April 30, 2026.

Such selected financial information should be read in conjunction with the Financial Statements and the schedules and notes thereto, included elsewhere in this Offering Circular.

Neither the information set forth below nor the format in which it is presented should be viewed as comparable to information prepared in accordance with IFRS or other accounting principles. The Indian Accounting Principles differ in certain material respects from IFRS. For a discussion of significant differences between the Indian Accounting Principles and IFRS, see "*Summary of Significant Differences Between the Indian Accounting Principles and IFRS*".

Consolidated Balance Sheet derived from the Financial Statements

Particulars	As at March 31		
	2026	**2025**	**2024**
		(Audited)	
		(₹ million)	
I. ASSETS			
1 Financial assets			
a) Cash and cash equivalents	20,818.11	15,065.48	6,396.49
b) Bank Balance other than (a) above	410.94	246.57	349.72
c) Derivative financial instruments	883.84	-	41.05
d) Receivables			
(I) Trade Receivables	326.72	587.81	1,366.85
(II) Other Receivables	231.75	276.20	52.78
e) Loans	281,499.21	182,515.02	134,211.83
f) Investments	12,361.00	1,604.17	2,162.29
g) Other Financial assets	3,842.93	1,333.07	948.51
2 Non-financial Assets			
a) Current tax assets (Net)	267.00	441.47	279.24
b) Deferred tax Assets (Net)	822.31	847.44	706.25

Particulars	As at March 31		
	2026	2025	2024
		(Audited)	
		(₹ million)	
c) Property, Plant and Equipment	3,391.58	2,978.65	3,210.08
d) Capital work-in-progress	1.51	1.15	0.79
e) Right-of-use Assets	-	-	-
f) Intangible assets under development	27.18	29.53	190.37
g) Intangible assets	222.36	435.60	285.55
h) Other non-financial assets	1,653.52	1,950.95	1,295.17
i) Assets held for sale	-	-	-
Total Assets	**326,759.96**	**208,313.11**	**151,496.97**
II LIABILITIES AND EQUITY			
LIABILITIES			
1 Financial Liabilities			
a) Derivative financial instruments	-	556.84	-
b) Payables			
(I) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises	1.35	7.70	5.44
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1,269.72	1,017.57	1,305.32
(II) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1,760.31	626.69	211.32
c) Debt Securities	22,733.21	5,086.57	1,521.65
d) Borrowings (other than Debt Securities)	218,387.77	150,681.54	102,547.48
e) Other financial liabilities	9,416.99	6,200.97	6,994.44
2 Non-financial Liabilities			
a) Current tax liabilities (Net)	387.46	410.69	24.53
b) Provisions	348.18	457.90	274.90
c) Other non-financial liabilities	420.17	225.67	246.18
3 EQUITY			
a) Equity share capital	962.15	825.12	824.94
b) Other equity	71,072.65	42,215.85	37,540.77
Total Liabilities and Equity	326,759.96	**208,313.11**	**151,496.97**

Consolidated Statement of Profit and Loss derived from the Financial Statements

Particulars	Year ended March 31		
	2026	2025	2024
	(Audited)		
	(₹ million)		
(I) INCOME			
Revenue from operations			
(i) Interest income	37,276.94	26,055.64	18,227.83
(ii) Dividend income	0.11	2.53	-
(iii) Fee and commission income	5,748.44	3,279.28	2,306.35
(iv) Net gain on fair value changes	182.46	641.71	412.61
(v) Net gain on derecognition of financial instruments	3,639.95	1,650.77	1,018.10
(vi) Sale of services	463.47	-	630.99
(vii) Other operating income	-	845.07	532.69
Total Revenue from operations	**47,311.37**	**32,475.00**	**23,128.57**
Other Income	108.72	33.36	13.40
Total Income	**47,420.09**	**32,508.36**	**23,141.97**
(II) EXPENSES			
(i) Finance costs	17,298.07	12,735.98	8,359.01
(ii) Fees and commission expense	1,540.31	1,444.17	1,093.48
(iii) Impairment on financial assets	1,895.48	1,008.16	912.78
(iv) Employee benefits expenses	10,086.98	7,429.62	6,236.92
(v) Depreciation and amortisation	1,095.54	1,017.13	878.70
(vi) Other expenses	2,929.62	2,540.12	2,004.68
Total Expenses	**34,846.00**	**26,175.18**	**19,485.57**
(III) Profit before tax before exceptional items (I- II)	**12,574.09**	**6,333.18**	**3,656.40**
(VI) Tax Expense:			
(1) Current tax	3,153.38	1,695.65	1,099.90
(2) Deferred tax	(47.39)	(141.78)	(227.54)
(3) Short / (Excess) provision for tax - prior years	(23.42)	(6.02)	(10.02)
Total Tax	3,082.57	1,547.85	862.34
(VII) Profit for the period (V- VI)	9,491.52	4,785.33	2,794.06

Particulars	Year ended March 31		
	2026	2025	2024
		(Audited)	
		(₹ million)	
(VIII) Other Comprehensive Income			
A) (i) Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit plans	(58.27)	(33.84)	(28.77)
- Income tax on above credit / (charge)	14.67	8.06	7.24
Total (A)	**(43.60)**	**(25.78)**	**(21.53)**
B) (i) Items that will be reclassified to profit or loss			
- Fair Value Gain on time value of forward element of forward contract in hedging relationship	61.48	61.89	(39.46)
- Fair Value Gain on loans measured at Fair value through OCI	(8.99)	(105.36)	-
- Income tax on above credit / (charge)	(13.21)	(10.05)	9.93
Total (B)	**39.28**	**(53.52)**	**(29.53)**
Other comprehensive income (A + B)	**(4.32)**	**(79.30)**	**(51.06)**
(IX) Total comprehensive income for the year (VII+VIII)	**9,487.20**	**4,706.03**	**2,743.00**
(XII) Earnings per equity share in Rupees (Face value ₹1 each)*			
Basic	10.15	5.80	3.39
Diluted	10.12	5.77	3.36

Consolidated Cash Flow Statements derived from the Financial Statements

Particulars	Year ended March 31		
	2026	2025	2024
		(Audited)	
		(₹ million)	
A. Cash flow from Operating activities			
Profit before tax	**12,574.09**	**6,333.18**	**3,656.40**
Adjustments for:			
Depreciation & amortisation	1,095.54	1,017.13	878.70
Impairment on financial instruments	1,895.48	1,008.16	896.32
Net Gain on Fair Valuation of Financial Instruments	(182.46)	(641.71)	(412.61)
Net Gain on Derecognition of Financial Instruments	(3,639.95)	(1,650.77)	(1,009.98)
Loss/(Gain) on sale of Property, Plant and Equipment	4.17	0.61	(2.89)

Particulars	Year ended March 31		
	2026	2025	2024
		(Audited)	
		(₹ million)	
Write off - Fixed Assets	0.59	6.43	2.55
Write off - Software	9.78	-	-
Write off – Others	7.29	0.65	(0.90)
Gain on early termination of Lease	-	(4.84)	(1.35)
Gain on sale of assets held for sale	(1.21)	(2.11)	(2.91)
Gain on sale of Investments	-	-	-
Share Based Payments to employees	53.10	91.63	70.63
Dividend income	(0.11)	(2.53)	-
Operational Loss	11.56	29.02	-
Fair Value of Derivative	-	-	-
Interest on Lease liability	370.02	327.57	342.25
Interest income	(37,276.94)	(26,055.64)	(18,220.90)
Finance cost	16,928.05	12,408.41	8,016.76
Interest received	35,641.18	25,332.50	17,541.17
Interest Paid	(16,781.10)	(12,626.83)	(8,437.73)
Written back	(5.45)	-	-
Contribution to gratuity	77.18	-	-
Interest on income tax refund	(31.28)	-	-
Dividend received	-	-	-
Operating Profit Before Working Capital Changes	**10,749.53**	**5,570.86**	**3,315.51**
Add / (Less): Adjustments for working capital changes			
(Increase)/Decrease in			
Loans	(99,561.05)	(48,367.64)	(39,797.56)
Trade receivables & Other Financial assets	-	-	-
Trade receivables	197.85	649.59	(67.45)
Other Financial Assets	1,842.30	1,134.32	(171.29)
Other Non-financial Assets	(389.26)	(730.12)	(212.82)
Increase/(Decrease) in			
Trade payables	1,373.35	152.56	412.48
Other financial liability	2,878.34	(792.36)	633.37
Derivative instrument	(1,379.20)	659.78	(156.23)
Other Non-financial liability	180.21	(47.92)	113.39

Particulars	Year ended March 31		
	2026	2025	2024
		(Audited)	
		(₹ million)	
Provision	(296.37)	121.69	77.86
Cash used in operations	**(84,404.30)**	**(41,649.24)**	**(35,852.74)**
Income tax paid (Net of refunds received)	**(2,873.45)**	**(1,467.11)**	**(1,147.92)**
Net cash used in operating activities	**(87,277.75)**	**(43,116.35)**	**(37,000.66)**
B. Cash flow from Investing activities			
Increase/(decrease) in Fixed deposits not considered as cash and cash equivalent	(158.59)	109.37	(7.23)
Purchase of property, plant and equipment and intangible assets	(596.31)	(653.89)	(635.74)
Increase/(decrease) Intangible Assets Under Development	2.35	160.85	(42.33)
Increase/(decrease) Capital work-in-progress	(0.36)	(0.37)	24.43
Proceeds from sale of property and equipment	11.51	2.89	73.32
Purchase of Mutual Fund units	(269,948.43)	(156,252.19)	(410.43)
Proceed from sale of mutual fund units	267,844.85	157,595.36	497.58
Proceeds from Sale of shares and bonds	(65,808.84)	6,619.94	-
Purchase of shares/bonds	57,827.89	(7,055.89)	112.51
Purchase of Security Receipt	(624.24)	(542.39)	-
Investment in shares of subsidiaries	-	-	-
Proceeds from Sale of investment (PTC)	-	580.40	807.65
Purchase of Investment (PTC)	-	-	(602.37)
Interest received on investment	566.07	33.87	112.10
Proceeds from sale of Investment Properties	-	-	-
Dividend received	0.11	2.53	-
Net cash from / (used in) investing activities	**(10,883.99)**	**600.48**	**(70.51)**
C. Cash flow from Financing activities			
Debt securities Issued	26,270.00	10,880.00	-
Debt securities Redeemed	(8,600.00)	(7,230.00)	(2,666.67)
Proceed from Borrowings other than debt securities	113,975.86	86,199.52	57,086.81
Repayment of Borrowings other than debt securities Repaid	(47,999.92)	(38,077.23)	(28,194.44)
Other short term loan (net)	1,560.00	145.13	3,151.37
Payments for the principal portion of the lease liability	(386.56)	(282.59)	(226.88)

Particulars	Year ended March 31		
	2026	2025	2024
		(Audited)	
		(₹ million)	
Payments for the interest portion of the lease liability	(370.02)	(327.57)	(342.25)
Dividends paid	(192.33)	(123.74)	(103.08)
Proceed from issue of equity Shares.....	20,000.53	6.63	11.75
Right issue expenses	-	-	(18.81)
QIP issue expenses.....	(381.09)	-	(18.81)
Proceeds from Rights Issue(net of expenses)	-	-	-
Proceeds from ESOP	37.91	(5.29)	4.72
Preliminary Expense Paid	-	-	-
Net cash generated from financing activities	**103,914.38**	**51,184.86**	**28,702.52**
D. Net increase/(decrease) in cash and cash equivalents (A+B+C)	**5,752.64**	**8,668.99**	**(8,368.65)**
Cash and cash equivalents as at the beginning of the period.....	**15,065.47**	**6,396.49**	**14,765.14**
Cash and cash equivalents as at the end of the period	**20,818.11**	**15,065.48**	**6,396.49**

CAPITALISATION

The following table sets forth our Company's consolidated equity and borrowings as at March 31, 2026. The information in this table has been derived from, and should be read in conjunction with, our Company's Audited Financial Statements as at March 31, 2026 and the notes presented therein and included elsewhere in this Offering Circular.

Consolidated equity and borrowings as at March 31, 2026

Particulars	**As at March 31, 2026**	
	(₹ million)	*(U.S.$ million)[1]*
Borrowings		
Debt securities	22,733.21	240.17
Borrowings (other than debt securities)	218,387.77	2,307.21
Total Borrowings	241,120.98	2,547.39
Equity		
Equity share capital	962.15	10.16
Other equity	71,072.65	750.87

Note:

(1) Using the exchange rate of U.S.$1.00 = ₹94.6543 (the closing exchange rate on March 31, 2026 based on the FBIL Reference Rate).

There has been no material change in our Company's consolidated equity and borrowings since March 31, 2026.

RISK FACTORS

Prospective investors should carefully consider, among other things, the risks described below and the information contained elsewhere in this Offering Circular before making an investment decision. In making an investment decision, each investor must rely on its own examination of us and the terms of the offering of the Notes, including the merits and risks involved prior to making any investment decision. The risks described below are not the only ones relevant to us or the Notes. We have described the risks and uncertainties that our management believes are material but the risks set out in this Offering Circular may not be exhaustive or complete and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. Our business, financial condition or results of operations could be materially and adversely affected if any of these risks actually occur which may, as a result, affect our ability to pay interest on, and repay the principal amount of, the Notes. This Offering Circular also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Offering Circular. Prospective investors should also read this section in conjunction with the other sections of this Offering Circular, including "Management's Discussion and Analysis of Financial Conditions and Results of Operations", "Description of the Issuer" and "Selected Statistical Information".

Risks relating to our Business and our Company

We require substantial capital for our business. If we are unable to obtain debt on acceptable terms and at competitive rates or raise capital when needed, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our ability to borrow on acceptable terms and at competitive rates depends on various factors, including, but not limited to, our debt ratings; policy initiatives and the regulatory environment; liquidity in the markets; the attractiveness of debt of NBFCs, such as our Company, to investors and lenders; and our current and future results of operations and financial condition. We face potential liquidity risks due to varying periods over which our assets and liabilities mature. Consequently, if we are unable to obtain additional debt or renew our existing credit facilities in a timely manner, it could lead to mismatches between our assets and liabilities, which in turn could have a material adverse effect on our financial condition, results of operations and cash flows.

Our funding requirements have been historically met through a combination of term loans from banks, term loans from others and the issuance of NCDs and commercial papers. As our Company is both an NBFC – Investment and Credit Company and a non-deposit taking NBFC, we do not have access to public deposits. As of March 31, 2026, our total borrowings on a consolidated basis were ₹241,120.98 million, comprising of our borrowings from debt securities were ₹22,733.21 million from NCDs and commercial papers. As at March 31, 2026, we had availed borrowings from 35 lenders (Excluding NCD and CP Holder), and our borrowings (other than debt securities) were ₹2,18,387.77 million.

The tables below present our average balances for total interest-bearing liabilities together with the related interest expense on a consolidated basis, resulting in the presentation of the average cost for the Fiscals ended 2026, 2025 and 2024, as well as our average balances for total equity for the Fiscals ended 2026, 2025 and 2024.

	Year ended March 31,								
	2026			2025			2024		
	Average Balance[(1)] [A]	Interest Expended[(2)] [B]	Cost[(3)] (%) [C = B/A]	Average Balance[(1)] [A]	Interest Expended[(2)] [B]	Cost[(3)] (%) [C = B/A]	Average Balance[(1)] [A]	Interest Expended[(2)] [B]	Cost[(3)] (%) [C = B/A]
	(₹ in millions, except percentages)								
Interest-bearing liabilities:									
Debt securities	12,441.18	986.20	7.93%	2,905.04	347.57	11.96%	2,476.66	191.29	7.72%
Borrowings (other than debt securities and derivative financial liabilities) [(4)]	175,808.50	15,941.85	9.07%	126,406.93	12,060.84	9.54%	86,587.60	7,825.47	9.04%
Total interest- bearing liabilities	188,249.68	16,928.05	8.99%	129,311.96	12,408.41	9.60%	89,064.26	8,016.76	9.00%
Total equity	**60,601.99**	**Nil**	**Nil**	**40,510.49**	**Nil**	**Nil**	**36,951.01**	**Nil**	**Nil**

Notes:

(1) Average balances are calculated as the average of the opening balance at the start of the relevant fiscal year and the closing balances as at half year end and year end in the relevant fiscal year.

(2) Interest expended is finance costs less interest on lease liability, which is an Ind AS adjustment. Interest on bank overdraft, bank CC and other finance charge has been grouped with interest on borrowing (other than debt securities), as these are immaterial amounts.

(3) Cost on average balance is a Non-GAAP Financial Measure and is calculated as interest expended divided by the weighted average balance.

(4) Excludes derivative financial liabilities of nil, ₹556.84 million and nil for Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively.

Our ability to borrow from various banks may be restricted on account of circulars issued by the RBI imposing restrictions on banks in relation to their exposure to NBFCs. Under the Reserve Bank of India (Commercial Banks – Credit Facilities) Directions, 2025 issued on November 28, 2025, as amended, updated or replaced from time to time ("**Master Directions – Commercial Bank Credit Facilities**"), read with the Reserve Bank of India (Commercial Banks - Concentration Risk Management) Directions, 2025 dated November 28, 2025, as amended, updated or replaced from time to time ("**Commercial Bank Concentration Norms**"), the banks' exposures to a single NBFC (excluding gold loan companies) will be restricted to 20% of their eligible capital base (Tier I capital). The Commercial Bank Concentration Norms also recommends banks to consider fixing internal limits for their aggregate exposure to all NBFCs, which limits their exposure. While we have not faced any instances of default in the last three Fiscals, any limitation on our ability to borrow from banks may increase our Cost of Funds, which could adversely affect our business, financial condition, ability to meet working capital needs, results of operations and cash flows.

Our business is vulnerable to interest rate risk. Volatility in interest rates could have an adverse effect on our net interest income and net interest margin, thereby affecting our results of operations and cash flows.

The core business of our Company, along with our Subsidiaries is providing loans to MSME, housing loans, gold loans and construction finance. We borrow through various financial instruments to finance our core lending activity. These activities expose us to interest rate risk. Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. Interest rate risk is measured through earnings at risk from an earnings perspective and through duration of equity from an economic value perspective. Further, exposure to fluctuations in interest rates is also measured by way of gap analysis, providing a static view of the maturity and re-pricing characteristic of balance sheet positions.

An interest rate sensitivity gap report is prepared by classifying all rate sensitive assets and rate sensitive liabilities into various time period categories according to contracted/ behavioural maturities or anticipated re-pricing date. The difference in the amount of rate sensitive assets and rate sensitive liabilities maturing or being re-priced in any time period category, gives an indication of the extent of exposure to the risk of potential

changes in the margins on new or re-priced assets and liabilities. The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being considered as constant) of our Company's statement of profit and loss and equity for Fiscal 2026, on a consolidated basis:

Financial Instruments Type	Increase / (decrease) in basis points (bps)	Sensitivity of profit or loss		Sensitivity of equity	
		(₹ in millions, unless otherwise stated)			
Loans	50 bps up	Impact on Profit before Tax	626.25	Impact on equity	468.62
	100 bps up		1,252.48		937.24
	50 bps down		(626.25)		(468.62)
	100 bps down		(1,252.48)		(937.24)
Borrowings	50 bps up	Impact on Profit before Tax	521.93	Impact on equity	390.55
	100 bps up		1,043.86		781.11
	50 bps Down		(521.93)		(390.55)
	100 bps Down		(1,043.86)		(781.11)

Our results of operations depend, to a large extent, on the amount of our net interest income, which we define as our interest earned (excluding interest on security deposit) less our finance costs (excluding interest on lease liability) ("**Net Interest Income**"). Our Net Interest Income is affected by changes in our net interest margin, which we define as our Net Interest Income divided by the Average Total Interest-Earning Assets ("**Net Interest Margin**"). Any increase in the rate of interest at which we borrow from our lenders, without a corresponding increase in the interest rates we are able to charge our borrowers, could expose us to interest rate risk. In a declining interest rate environment, if our cost of funds do not decline simultaneously or to the same extent as the yield on our loans, it could lead to a reduction in our Net Interest Income and Net Interest Margin, affecting our results of operations, financial condition and cash flows. The table below provides details of our Net Interest Income and Net Interest Margin in the years indicated, on a consolidated basis:

Particulars	Fiscal		
	2026	2025	2024
	(₹ in millions, unless otherwise stated)		
Net Interest Income	20,330.88	13,636.55	10,194.67
Net Interest Margin	8.77%	8.46%	8.45%

Interest rates are highly sensitive and volatility in interest rates could be a result of many factors, including the RBI's monetary policies, rate hikes by the monitoring policy of the U.S. Federal Reserve, deregulation of the financial services sector in India, domestic and international economic and political conditions, inflation and economic policies in India. An increase in interest rate by our Company may add to the financial stress of our borrowers, leading to potentially higher delinquencies and may reduce the demand for our loans. We may not be able to reprice our existing loans comprehensively, or retain borrowers if interest rates are increased

substantially, which could have an adverse effect on our net interest income and net interest margin, thereby affecting our business, financial condition and results of operations.

As at March 31, 2026, March 31, 2025 and March 31, 2024, our fixed income investments (that is investments in commercial paper and debt instruments) were ₹5,621.99 million, ₹293.81 million and nil , respectively, on a consolidated basis. Any increase in interest rates decreases the value of our fixed income investments and adversely affects our financial condition, results of operations and cash flows.

If we are unable to control the level of Stage 3 Assets / NPAs in our portfolio effectively, or if we are unable to maintain adequate provisioning coverage, or if there is any change in regulatorily mandated provisioning requirements, our financial condition and results of operations may be adversely affected.

As at March 31, 2026, our Company's gross non-performing asset ("**GNPA**") ratios was 0.92 per cent. and its net non-performing asset ("**NNPA**") ratio was 0.54 per cent. Various factors that are beyond our control, such as macro-economic factors (including a rise in unemployment, a sharp and sustained rise in interest rates, developments in the Indian economy, movements in global commodity markets, exchange rates, rise in inflation and decreasing industrial production index), supply chain disruptions, regulatory hurdles and competition as well as customer-specific factors, such as wilful default and mismanagement of a customer's operations, may cause a further increase in the level of Stage 3 Assets/ NPAs and have a material adverse effect on the quality of our loan portfolio. In addition, our ability to recover the amounts due from customers to whom we have provided construction finance in a timely manner depends on the effective execution of the projects and the timely sale of the units in the project. Any delay in completion of projects or a decrease in property prices may negatively affect our borrowers in our construction finance sector and could lead to increases in Stage 3 Assets/ NPAs. This could also affect our debt ratings and translate into an increase in our cost of funds.

Furthermore, if the level of NPAs/Stage 3 Assets increases, we will have to increase our respective provisions accordingly. This could have a material adverse effect on our financial condition, results of operations and cash flows. We are also required to provide for the impact of forward-looking macroeconomic factors, which requires us to choose variables that have a strong correlation with the historical loss rate for the given portfolio(s). The computation of ECL provisioning is based on historical trends and macroeconomic factors and is subject to errors in computing historical loss and recovery trends. The estimates used in computing variables for ECL may also undergo material change, which may have a significant impact on the carrying values of loans, impairment on financial instruments and a consequential impact on profitability, equity and CRAR.

If we are unable to control the level of our GNPAs/Stage 3 Assets, we will be required to increase our ECL provisions, which would result in our profit after tax being less than it otherwise would be, and this would also adversely affect our financial condition. As at March 31, 2026, our Company's provisional coverage ratio ("**PCR**") was 41.20 per cent. (on a consolidated basis).

There can be no assurance that we will be able to maintain our NPA ratios. Any incorrect estimation of risks may result in our provisions not being adequate to cover any further increase in the amount of NPAs. We may also be required to write-off NPAs when we have no reasonable expectations of recovering the underlying amounts, and such derecognitions can affect our balance sheet.

In addition, the RBI has prescribed stringent classification and provisioning requirements. The IRAC Directions clarify that the classification of borrower accounts as special mention accounts or NPAs will be on a day-end position basis and accounts can only be upgraded from an NPA to a 'standard' asset after the clearance of all outstanding dues (in other words, only if the entire arrears of interest and principal are paid by the borrower). The IRAC Directions, further clarify, *inter alia*, that in case of borrowers having more than one credit facility from a lending institution, loan accounts shall be upgraded from NPA to standard asset category only upon repayment of entire arrears of interest and principal pertaining to all the credit facilities. If the RBI continues to impose increasingly stringent classification requirements regarding Stage 3 Assets/ NPAs and provisioning for

such assets, the level of Stage 3 Assets/ NPAs could increase, and the overall quality of our loan portfolio could deteriorate.

The RBI regulates some aspects of the recovery of dues from delinquent customers, such as the use of recovery agents and the framework of compromise/settlement of dues with customers. Any limitation on our ability to recover, control and/or reduce NPAs/Stage 3 Assets as a result of these guidelines or otherwise could affect our collections and ability to foreclose existing NPAs/Stage 3 Assets. We may fail to accurately categorise all loans that should be NPAs/Stage 3 Assets pursuant to RBI regulations, which may cause us to under record NPA/Stage 3 Assets.

In the event of any further increases in NPAs in our portfolio, any decrease in the value of the gold collateral or further ageing of our Stage 3 assets or if our provisioning coverage is insufficient to cover our existing or future levels of NPAs, or if there is any change in regulatory provisioning requirements, our ability to raise additional capital and debt funds as well as our business prospects, financial condition and results of operations could be adversely affected.

We are subject to various covenants and obligations under our financing arrangements. If we do not comply with these covenants and obligations, our business, results of operations, cash flows and financial condition could be adversely affected.

As of March 31, 2026, we had total borrowings of ₹241,120.98 million on a consolidated basis. The financing arrangements that we have entered into with certain banks and financial institutions, as well as the terms and conditions of the NCDs issued by us contain restrictive covenants, which *inter alia* require us to obtain prior permission of such banks, financial institutions, security trustees or debenture trustees or to inform them with respect to various activities, including the alteration of our capital structure, changes in management, amendment to constitutional documents, business restructuring, sale or transfer of material assets, approaching capital markets for mobilising additional resources either in the form of debt or equity and opening of bank accounts with other lenders. If the Promoters' and Promoter Group's shareholding in our Company falls below 51.00%, it would result in a breach of negative covenant under the agreements we have entered into for certain of our borrowings, which could lead to termination of those credit facilities, accelerated repayment of all amounts due thereunder, enforcement of any security provided thereunder and the trigger of cross default provisions. In addition, certain financing agreements require us to meet and maintain prescribed financial ratios. Furthermore, some of our financing arrangements contain cross default provisions upon the occurrence of an event of default, which could automatically trigger defaults under other financing arrangements, in turn magnifying the effect of an individual default. Further certain financing arrangements have conditions where if we were held to be in breach of any financial or other covenants contained in such financing arrangements, our obligations may be accelerated and we may be required to immediately repay our borrowings either in whole or in part.

While we have not faced any instances of default in the last three Fiscals and the current financial year, failure to meet our obligations under our financing agreements could have an adverse effect on our business, results of operations, cash flows and financial condition. If the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for extending loans to borrowers and other general corporate purposes.

Our Company, Subsidiaries, Promoters and Directors have been and may continue to be involved in certain legal proceedings, and may be subject to allegations that may or may not lead to any outstanding legal action. Any such allegations even if proven to be untrue, may result in adverse publicity and negatively impact our reputation. Further, any adverse decision in any proceedings may have an

adverse effect on our business, financial condition, cash flows, results of operations, prospects and reputation.

From time to time and in the ordinary course of business, we and/or our Promoters, our Directors, and our Subsidiaries, and in some cases, the respective employees, have been and may continue to be involved in litigation, claims and other proceedings. Such litigations, claims and other proceedings have attracted, and may continue to attract, negative media coverage with respect to our Company. Currently, there are outstanding legal proceedings against us, our Promoters, our Directors, our Subsidiaries and certain of our employees. These proceedings are pending at different levels of adjudication before various courts, tribunals and appellate tribunals. We cannot assure you that these proceedings will be decided in our, our Promoters, our Directors, and/or our Subsidiaries' favour, or that no further liability will arise out of these proceedings. The cost and time spent in defending any allegations or legal proceedings against us, our Promoters, our Directors, and/or our Subsidiaries may be significant and even if the allegations are proven to be untrue and we are successful in the proceedings, we may nevertheless suffer negative publicity and reputational harm.

Further, we could also be adversely affected by complaints, claims or legal actions against our Promoters and Directors in their individual capacity or we may not be able to effectively redress customers' complaints resulting from acts, omissions, or fraud by our employees in a timely manner or at all. There can be no assurance that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any authority or third persons against us which could adversely affect our business, results of operations, financial condition, cash flows, prospects and reputation.

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.

We extend MSME loans, housing loans, and construction finance secured by property/land provided as collateral by the borrower. We also extend gold loans secured by pledged gold ornaments. If there is a significant fall in property prices or gold prices, there can be no assurance that we will be able to sell such properties or gold at prices sufficient to cover the amounts under default, which could lead to losses. In cases where immovable property is provided as security, its ownership documents may not be duly registered or adequately stamped, which renders such documents inadmissible in evidence, unless stamped prior to enforcement with payment of requisite penalties, or there may be challenges in title verification. Additionally, a significant portion of loans under MSME and housing loan are given to borrowers who do not have adequate formal proof of income or credit history. We may not be able to realise the assessed value of our gold collateral, due to, among other things, spurious gold or defects in the quality of gold. Consequently, should any default arise in relation to the corresponding loans, we may be unable to, or may incur additional expenses to, enforce our rights in relation to such collateral. There may also be failure by our employees to properly appraise the value of the collateral, which provides us with no recourse against the borrower and the loan sanctioned may eventually result in bad debt in our books of accounts.

As at March 31, 2026, all of our gross loans were secured by collateral, except for unsecured loans of ₹127.35 million and loans to employees of ₹8.40 million. The table below sets forth details of the security and the asset cover as per the product rules as of March 31, 2026 for each loan vertical:

Particulars	MSME loans	Housing loans	Gold Loans	Construction Finance	Indirect Lending
Security	First and exclusive charge / mortgage over	First and exclusive charge / mortgage over	Pledged gold ornaments (18 to 22 carat gold).	Hypothecation of the project's cash flows through	Hypothecation of receivables and / or

	the collateral property (residential, commercial or industrial property) with clean and marketable title.	the property with clean and marketable title.	an escrow mechanism, and collateral value of 1.5 times the amount of the loan outstanding.	pledge of debt securities.

Further, if any of our borrowers take recourse of arbitration or litigation against our repayment claims, it may cause a further delay in our recovery process, leading to depreciation of the secured asset. Thus, we may be unable to fully recover the outstanding balance, even where we are able to successfully repossess and liquidate the collateral.

Our Company had experienced negative cash flows from operating activities in the past. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business, thereby affecting our financial condition.

Our Company has, in the past, experienced negative cash flows from operating activities. The table below provides details of our cash flows in the periods indicated on a consolidated basis:

	Fiscal		
Particulars	**2026**	**2025**	**2024**
	(₹ in millions, unless otherwise stated)		
Net cash from / (used in) operating activities.....	(87,277.75)	(43,116.35)	(37,000.66)
Net cash from / (used in) financing activities.....	103,914.38	51,184.86	28,702.52

We experienced negative cash flows from operating activities in Fiscals 2026, 2025 and 2024 . This was primarily due to an increase in loans disbursed amounting to ₹99,561.05 million, ₹48,367.64 million and ₹39,797.56 million for Fiscals 2026, 2025 and 2024 , 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. It may strain liquidity, increase reliance on external funding and increase borrowing costs. We may face a shortfall of capital in future as a result of negative cash flows and there can be no assurance that we will be able to raise adequate capital in future. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see the section titled "*Management's Discussion and Analysis of Financial Conditions and Results of Operations.*"

Our business is concentrated in the states of Rajasthan, Madhya Pradesh, Gujarat, Delhi- National Capital Region ("Delhi-NCR") and Maharashtra and any adverse developments in any of these regions could have an adverse effect on our business, financial condition, results of operations and cash flows.

Our business is concentrated in the states of Rajasthan, Madhya Pradesh, Gujarat, Delhi-NCR and Maharashtra. The table below sets forth details of the state-wise concentration of our total AUM across four segments as at March 31, 2026:

State	AUM as at March 31, 2026									
	MSME[2]		Housing loans		Gold loans		Construction finance		Total state-wise	
	Amount	% of total MSME loans AUM	Amount	% of total housing loans AUM	Amount	% of total gold loans AUM	Amount	% of total construction finance AUM	Amount	% of total AUM
	(₹ in millions, unless otherwise stated)									
Rajasthan	24,708.11	38.09%	16,631.31	22.33%	33,896.67	19.98%	75.49	0.13%	75,311.58	20.57%
Madhya Pradesh	14,713.23	22.68%	17,060.48	22.91%	23,673.62	13.95%	—	—	55,447.32	15.15%
Gujarat	14,112.00	21.76%	9,290.15	12.47%	21,043.97	12.40%	12,820.79	22.46%	57,266.91	15.64%
Maharashtra	1,446.46	2.23%	7,376.43	9.91%	13,714.87	8.08%	20,281.73	35.53%	42,819.49	11.70%
Delhi-NCR	2,676.61	4.13%	14,740.50	19.79%	12,109.13	7.14%	6,348.33	11.12%	35,874.56	9.80%
Uttar Pradesh	1,613.06	2.49%	4,659.95	6.26%	31,312.43	18.46%	193.90	0.34%	37,779.33	10.32%
Punjab & Haryana	202.19	0.31%	—	—	19,978.24	11.78%	—	—	20,180.43	5.51%
Telangana	1,857.26	2.86%	1,475.04	1.98%	2,285.90	1.35%	6,514.13	11.41%	12,132.33	3.31%
Karnataka	251.04	0.39%	1,636.53	2.20%	542.73	0.32%	6,586.06	11.54%	9,016.36	2.46%
Uttarakhand	182.15	0.28%	1,064.11	1.43%	6,145.82	3.62%	—	—%	7,392.08	2.02%
Andhra Pradesh	3,075.54	4.74%	536.23	0.72%	1,725.86	1.02%	609.01	1.07%	5,946.64	1.62%
Tamil Nadu	23.59	0.04%	—	—	—	—	3,652.03	6.40%	3,675.62	1.00%
Goa	—	—	—	—	736.45	0.43%	—	—	736.45	0.20%
Bihar	—	—	—	—	835.60	0.49%	—	—	835.60	0.23%
Odisha	—	—	—	—	1,645.20	0.97%	—	—	1,645.20	0.45%
Total	**64,861.23**	**100.00%**	**74,470.72**	**100.00%**	**169,646.47**	**100.00%**	**57,081.47**	**100.00%**	**366,059.89**	**100.00%**

Notes:

(1) Delhi-NCR comprises Delhi and its adjoining cities (Gurugram, Noida, Ghaziabad, Faridabad, etc.)

(2) Includes Micro LAP loans.

Any sustained downturn in the economy or natural disasters in any of the above referenced states could adversely affect our business, financial condition, results of operations and cash flows.

Our Company is subject to periodic inspections by the RBI and our material subsidiary, Capri Global Housing Finance Limited.("CGHFL") is subject to periodic inspections by the RBI and the National Housing Bank ("NHB"). Non-compliance with observations made during any such inspections or observations made in any other regulatory inspection or non-compliance with the guidelines or directions issued by RBI, SEBI, NHB or any other regulator, could result in material adverse effect on our Company and CGHFL including penalties, revocation of registration/ license or stringent restrictions on operations, and fines and could adversely affect the reputation of our business, financial condition, cash flows, or results of operations.

Our Company and the CGHFL are subject to compliance with the various directions and guidelines issued by the RBI, SEBI or NHB. Each of our Company and CGHFL is subject to periodic inspections by the RBI of our Company's books of accounts and other records. The RBI conducts an annual inspection relating to our financial position every year under Section 45N of the RBI Act. RBI inspections are a regular exercise and are carried out periodically by RBI for banks, financial institutions and NBFCs pursuant to which RBI inspects our Company's books of accounts and other records for the purpose of verifying the correctness or completeness of any statement, information or particulars furnished to RBI. The RBI has conducted periodic inspections in the past on various matters addressing our operations and relating to, among other things, our Company's capital adequacy, internal generation of capital, compliance assessment and customer conduct.

In the recent inspection report issued by the RBI, certain observations were highlighted, including the need for more comprehensive information regarding group companies of our Company to the Board, establishment of an independent customer support team, formulation of customer service committee based on the complaints received, enhancement in the customer relationship management process in the nature of segregation of customer references into queries, requests and complaints, auto escalation of customer complaints to internal ombudsman, formulation of criteria for the appointment of senior management personnel by the Nomination and Remuneration Committee, reconstitution of the credit committee, certain process enhancements around gold loan portfolio of our Company and, sharing of human resources with the Material Subsidiary towards which significant steps have been taken in segregating major functions between our Company and Material Subsidiary. Our Company has provided appropriate responses to these observations and has undertaken necessary steps to address the matters raised by the RBI, and for the past financial years all such observations of the RBI have been addressed to the satisfaction of the regulator. However, if the RBI does not accept either partially or fully any of our compliances, or our Company fails to seek waivers or extensions of time for complying with RBI's expectations, the RBI may take adverse actions against our Company, such as revoking its registration/ licence or placing stringent restrictions on our Company's operations. Any major failure to meet the RBI's directions could materially and adversely affect our Company's pending applications or requests with the RBI and our Company's ability to obtain the regulatory permits and approvals required to expand our business, or result in the interruption of all or some of our Company's operations, which could have a material adverse effect on our Company's business, financial condition and results of operations.

Our Material Subsidiary, CGHFL is subject to inspection by the NHB every year, for the purpose of verifying the correctness or completeness of any statement, information or particulars furnished to the NHB or for obtaining any information which it may have failed to furnish on being called upon to do so. Inspection by the NHB is a regular exercise and is carried out periodically by the NHB for all housing finance companies under the National Housing Bank Act, 1987 (the "**NHB Act**"). The NHB has conducted annual inspections of CGHFL in the past and addressed various operational matters, such as, (i) company policies, (ii) compliance with applicable regulatory guidelines and circulars and (iii) other operational matters. In the recent inspection report issued by NHB, they have highlighted observations such as revaluation of NPA accounts annually, requirement for automation for asset liability reports and non-maintenance of central know your customer dates. While CGHFL has suitably responded to and complied with these observations from time to time, any significant deficiencies identified by the NHB could lead to sanctions and penalties. In the event that CGHFL is unable to comply with the applicable regulatory requirements or seek waivers or extensions of time for complying with such requirements, or if CGHFL fails to comply with the observations of the NHB, the NHB may impose penalties, take adverse action, and/or revoke CGHFL's licence/ registration or place stringent restrictions on its operations.

Inspections may temporarily impact operational efficiency by requiring significant resources and time. We cannot assure you that there will be no adverse findings by the NHB or the RBI in future inspections and that such findings will not have a material adverse effect on our reputation and business.

Since April 1, 2023, no show cause notices have been issued against us by the RBI. However, we cannot assure you that such instances will not take place or that similar actions will not be initiated against us in the future.

Our Company's ability to borrow from various banks may be restricted on account of guidelines issued by the RBI imposing restrictions on banks in relation to their exposure to NBFCs, which may result in an increase in our Company's cost of borrowings.

Under the Commercial Bank Concentration Norms, the exposure (both lending and investment, including off balance sheet exposures) of a bank to a single NBFC engaged in the gold loan business should not exceed 7.5 per cent. of the bank's capital funds. Banks may, however, assume exposures on a single NBFC up to 12.5 per cent. of their capital funds, provided the exposure in excess of 7.5 per cent. is on account of funds on-lent by

the NBFC to the infrastructure sector. Further, banks may also consider fixing internal limits for their aggregate exposure to all NBFCs put together and should include internal sub-limits, to all NBFCs providing gold loans such as our Company, within the internal limit fixed by the banks for their aggregate exposure to all NBFCs put together as prescribed under the applicable RBI regulations. This limits the exposure that banks may have to NBFCs such as our Company, which may restrict our Company's ability to borrow from such banks and may increase its cost of borrowing, adversely affecting our Company's growth, business and financial condition.

The Reserve Bank of India (Commercial Banks – Classification, Valuation and Operation of Investment Portfolio) Directions, 2025. also impose the following restrictions on investments made by banks in securities/instruments issued by NBFCs: (i) banks cannot invest in long term zero coupon bonds and low coupon bonds issued by NBFCs unless our Company NBFC builds up a sinking fund for all accrued interest and keeps it invested in liquid investments/securities (such as government securities); and (ii) banks are permitted to invest in non-convertible debentures issued by NBFCs with an original or initial maturity for up to a year subject to compliance with the extant prudential guidelines in force.

Such prudential guidelines and directions may restrict our Company's ability to borrow from various banks which may result in an increase in our Company's cost of borrowings.

We operate in a highly regulated industry, and any changes in the laws, rules and regulations applicable to us may adversely affect our business, financial condition and results of operations.

We operate in a highly regulated industry, and we have to adhere to various laws, rules and regulations. Our Company has a certificate of registration from the RBI to operate as an NBFC and is regulated by the RBI. Our Subsidiary, CGHFL has obtained a certificate of registration from the NHB to operate as an HFC and is regulated by the NHB. Accordingly, legal and regulatory risks are inherent and substantial in our business. As we operate under licenses or registrations obtained from the RBI, we are subject to actions that may be taken by the RBI in the event of any non-compliance with any applicable policies, guidelines, circulars, notifications and regulations issued by the RBI.

The RBI is empowered to, amongst other things, remove and replace a director or supersede the board of directors of NBFCs and HFCs in the public interest, remove or debar auditors, frame schemes for amalgamation and reconstruct or split NBFCs into viable and non-viable businesses to preserve the continuity of the activities of the NBFCs. We are also subject to any adverse findings that the RBI or NHB may have in future inspections.

Further, we have incorporated three new Subsidiaries, Capri Global Securities Private Limited ("**CGSPL**") and Capri Global Capital Markets Private Limited ("**CGCMPL**") in July 2025 to enter the stock broking and financial services business, and Capri Global Insurance Brokers Private Limited ("**CGIBPL**") in December 2025 to enter the insurance advisory business. Compliance with the rules and regulations of various regulators, requires significant monitoring of capital adequacy, risk management systems, reporting obligations and adherence to prescribed codes of conduct. The complexities arise from frequent amendments, multiple circulars and guidelines issued by regulators under applicable laws, and the need for timely system and process upgrades to align with regulatory expectations. Any inability to comply with such requirements, interpret evolving regulatory provisions, or respond adequately to inspections and audits could expose stock brokers to penalties, restrictions, reputational risks and, in extreme cases, suspension or cancellation of registration.

The regulatory and policy environment in which we operate is continuously evolving and is subject to change. For instance, on November 28, 2025, the RBI introduced the Reserve Bank of India (Non-Banking Financial Companies – Credit Facilities) Directions, 2025, as amended, updated or replaced from time to time, which, *inter* alia, prescribe norms for lending against gold collateral, monitoring of end use, etc. Further, in November 2025, the RBI consolidated various circulars applicable to NBFCs into master directions and also repealed numerous circulars and directions that were identified as obsolete. The government may implement new laws

or other regulations and policies that could affect NBFCs and HFCs, which could lead to new compliance requirements requiring us to obtain approvals and licenses from RBI and NHB.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing laws, rules or regulations in the jurisdictions in which we operate, including by reason of any absence or ambiguity, or a limited body, of administrative or judicial precedent may be time consuming, as well as costly for us to resolve and may adversely affect the viability of our business or restrict our ability to grow our business in the future. Clarifications on ambiguous aspects may not be received in time, which may adversely affect the manner in which we conduct our business. Additionally, if we are adversely affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations, or are required to bear any costs in order to comply with such provisions or to defend any proceedings in relation to alleged breaches of such laws and regulations, our business, results of operations or financial condition may be adversely affected.

The audit reports on our Audited Financial Statements for Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024 issued by our Statutory Auditor and the previous auditor, contains certain qualifications. Furthermore, our Statutory Auditor and previous auditor have also included certain remarks pursuant to the Companies (Auditors Report) Order, 2020 ("CARO Order") in our Audited Financial Statements for the Financial Year ended March 31, 2026, March 31, 2025 and March 31, 2024.

Our current and previous statutory auditors have reported a statement included in the auditor's report on Audited Standalone Financial Statements of our Company for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024 with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 (e) of the Companies (Audit and Auditors) Rules, 2014.

Our current and previous statutory auditors have reported a statement included in the auditor's report on Audited Consolidated Financial Statements of our Company for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024 with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 (e) of the Companies (Audit and Auditors) Rules, 2014.

For further details, please see "*Selected Financial Information.*". There can be no assurance that our Statutory Auditors will not include similar comments in the audit reports to our Audited Financial Statements in the future, or that such remarks will not affect our financial results in future fiscal periods.

There are certain differences in the manner 'excess amounts received from customers' have been presented in the audited consolidated financial statements as at for the financial year ended March 31, 2025 and 2026 as compared to prior periods, including the financial year ended March 31, 2024.

M S K A & Associates, Chartered Accountants ("**MSKA**") were appointed as our statutory auditors for a period of three years from September 2024 and have audited our audited standalone and consolidated financial results as at and for the financial year ended March 31, 2025, and together with Singhi & Co., have jointly audited our audited standalone and consolidated financial results as at and for the financial year ended March 31, 2026. Our financial statements as at and for the financial year ended March 31, 2024 and prior periods were audited by other auditors.

Historically, 'excess received from customers' was netted off against the loan book during the period. However, for the financial years ended March 31, 2025 and March 31, 2026, the loan book is presented without such adjustment, and the excess received from customers is regrouped under the heading of 'other financial liabilities'. As a result of these adjustments, our historical financial statements on which our previous auditors have issued an audit opinion, are not comparable with the financial statements as of and for the years ended March 31, 2025 and March 31, 2026, to this extent.

Many of our customers do not have any credit history supported by tax returns, financial statements, credit card statements, statements of previous loan exposures or other related documents, which makes it more difficult for us to assess the credit risk of loans to such customers. Difficulties in assessing credit risks associated with our lending operations may lead to an increase in the level of our Stage 3 Assets/ NPAs, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

While deciding whether to extend credit to customers, we rely, to a significant extent, on the accuracy and completeness of information furnished to us by the customers for certain key elements of the credit assessment process. We follow Know Your Customer ("**KYC**") guidelines prescribed by RBI for potential customers to obtain information such as their income, assets, financial transactions and credit history and verify their place of employment and residence, as applicable, through telephonic conversations and physical visits. We also rely on third party service providers such as external legal and technical valuers for collateral valuation and credit bureaus for repayment records of prospective customers. However, the provision and collection of erroneous or misleading information may affect our judgement of credit worthiness of potential customers, and the value of and title to collateral.

We may not receive updated information regarding any change in the financial condition of our customers or may receive inaccurate or incomplete information as a result of any fraudulent misrepresentation by our customers or employees. Further, we primarily cater to MSMEs, self-employed non-professionals and first-time borrowers that lack access to formal credit channels. Therefore, many of our customers do not have any credit history supported by tax returns, financial statements, credit card statements, statements of previous loan exposures or other related documents. For the Fiscals 2026, 2025 and 2024, 14.25%, 14.32% and 12.86% of our MSME and housing loan disbursals were to new-to-credit customers, respectively. Cumulatively, as of March 31, 2026, 17.86% of the total AUM for MSME loans and 10.90% of the total AUM for housing loans have been to new-to-credit customers. If we are unable to properly assess the creditworthiness of our borrowers, including a failure to predict a borrower's true credit risk profile and/or ability to repay their loan, we may need to report higher levels of Stage 3 Assets / NPAs and record additional provision expenses, which may adversely affect our business, financial condition, results of operations and cash flows.

We may face asset-liability mismatches, which could affect our liquidity and consequently, may adversely affect our operations and profitability.

As of March 31, 2026, loans with a tenure of 12 months or less, 12 months to 36 months and above 36 months constitute 26.07%, 39.04%% and 17.46% respectively of our total assets on a standalone basis. Set forth below is a break-down of our assets and liabilities based on tenure, indicating our asset-liability gap as at March 31, 2026 on a standalone basis:

Particulars	Up to one month	Over one month to one year	Over one year to three years	Over three years to five years	Over five years	Total
			(₹ in millions, except percentages)			
Cash, cash equivalents and investments (net of provisions)	29,694.64	146.91	0.08	608.51	8,497.58	38,947.73
Loans (performing)	1,522.80	67,599.45	103,499.47	17,162.22	29,116.08	218,900.02
Other inflows	4,469.29	1,529.27	657.21	486.53	8,896.94	16,039.24
Interest receivable & fund infusion by Promoters[(1)]	1,207.74	38,698.97	38,265.20	12,038.23	20,160.53	110,370.68
Total Inflows (A)	36,894.48	107,974.60	142,421.97	30,295.50	66,671.13	384,257.67
Cumulative Total Inflows (B)	36,894.48	144,869.08	287,291.04	317,586.54	384,257.67	384,257.67

Particulars	Up to one month	Over one month to one year	Over one year to three years	Over three years to five years	Over five years	Total
			(₹ in millions, except percentages)			
Borrowings	8,230.04	54,493.30	82,688.80	35,879.70	7,734.59	189,026.43
Capital and reserve and surplus	0.00	0.00	0.00	0.00	67,366.36	67,366.36
Other outflows	4,833.48	1,141.88	1,474.76	735.72	4,971.00	13,156.83
Interest payable[(2)]	1,612.20	11,597.80	14,291.09	4,307.21	1,217.22	33,025.52
Total Outflows (C)	14,675.71	67,232.97	98,454.65	40,922.63	81,289.17	302,575.14
Cumulative Total Outflows (D)	14,675.71	81,908.69	180,363.33	221,285.96	302,575.14	302,575.14
Mismatch (E = A-C)	22,218.76	40,741.63	43,967.32	-10,627.14	-14,618.05	81,682.53
Cumulative Mismatch (F = B-D)	22,218.76	62,960.39	106,927.71	96,300.58	81,682.53	81,682.53
Cumulative Mismatch as a % (F/D)	151.40%	76.87%	59.28%	43.52%	27.00%	27.00%

Notes:

(1) Interest receivable on term loans given and fund infusion by the Promoters.

(2) Interest payable on borrowings.

As of March 31, 2026, ₹217,924.36 million, or 82.20% of our overall assets is derived from our lending business. Any mismatch in the maturity profile of our assets and liabilities may lead to a liquidity risk and have an adverse effect on our business, cash flows and results of operations.

Our borrowers may transfer loan balances to other banks or financial institutions, resulting in a loss of interest income expected from such loans.

If interest rates rise, borrowers with variable interest rates on their loans are exposed to increased EMIs when the loans' interest rate adjusts upward. Such borrowers may seek to refinance their loans through balance transfer to other banks and financial institutions. Even if interest rates do not increase, our borrowers may seek to transfer loans to banks or other financial institutions that offer lower interest rates. In Fiscals 2026, 2025 and 2024 , our borrowers transferred ₹9,120.46 million, ₹8,490.34 million and ₹6,329.85 million of loans to other banks or other financial institutions, respectively, which represented 8.01%, 9.69% and 7.93% of our MSME and housing gross loans for the financial years ended March 31, 2026, 2025 and 2024, respectively. Loan balance transfers result in a loss of interest income expected from such loans over the course of their tenor. All NBFCs and HFCs are prohibited from charging pre-payment penalties on any floating rate term loan sanctioned for purposes other than business to individual borrowers. Even where we are allowed to charge a prepayment penalty, the amount of such penalty will not make up for all of the loss of interest income expected from such loans. Some of our borrowers may be able to find balance transfer options at comparably lower interest rates or other financing alternatives, which could have an adverse effect on our business, results of operations and financial condition.

A decline in our capital adequacy ratios could restrict our future growth.

Our Company is subject to regulations relating to the capital adequacy of NBFCs, which determine the minimum amount of capital our Company must hold as a percentage of the risk-weighted assets on its loan portfolio, or CRAR. Under the Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025 dated November 28, 2025, as amended, updated or replaced from time

to time, our Company is currently required to have a regulatory minimum CRAR of 15.00% of the aggregate risk-weighted assets, with a minimum Tier I Capital of 10.00% of the aggregate risk-weighted assets. The table below sets forth our Company's Tier I Capital, Tier II Capital and CRAR, each on a standalone basis, as at and for the years indicated:

	As at and for the year ended March 31,		
Particulars	**2026**	**2025**	**2024**
Tier I Capital (%)	25.31%	22.43%	26.15%
Tier II Capital (%)	0.54%	0.41%	0.48%
CRAR (%)	25.85%	22.84%	26.62%

The below table sets forth CGHFL's Tier I Capital, Tier II Capital and CRAR, each on a standalone basis, as at and for the years indicated:

	As at and for the year ended March 31,		
Particulars	**2026**	**2025**	**2024**
Tier I Capital (%)	27.09%	26.41%	30.07%
Tier II Capital (%)	0.63%	0.52%	0.44%
CRAR (%)	27.72%	26.93%	30.51%

The decrease in our Company's CRAR as at March 31, 2025 was primarily due to our Company's risk weighted assets increasing by 39.42% from ₹111,596.08 million as at March 31, 2024 to ₹155,583.46 million as at March 31, 2025, which was partially offset by an increase in total capital by 19.60%. The increase in our Company's CRAR as at March 31, 2026 was primarily due to total capital increasing by 76.29% from ₹35,534.68 million as at March 31, 2025 to ₹62,642.69 million as at March 31, 2026, which was partially offset by increase in Company's risk weighted asset by 55.77%.

There can be no assurance that our Company will be able to maintain our CRARs within the regulatory requirements. Further, if our Company continues to grow its loan portfolios, our Company 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 their respective business. There can be no assurance that our Company will be able to raise adequate additional capital in the future on terms favourable to them, or at all. This could result in non-compliance with applicable capital adequacy ratios, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

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

The demand for our loan products is sensitive to the prevailing income levels and disposable income of the customer segments we serve. A sustained or material increase in the general income level of our customers could reduce their dependence on credit and decrease demand for our lending products (including, but not limited to, unsecured consumer loans, micro and small enterprise loans, gold loans and other collateralized products). A reduction in customer demand could result in lower disbursements, slower loan book growth, reduced interest income and compression of our net interest margin. Lower originating volumes would also increase our fixed cost per loan, could impair portfolio diversification and scale benefits, and could adversely affect our liquidity, profitability and ability to meet financial covenants. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations and cash flows.

The Insolvency and Bankruptcy Code, 2016 and the rules and regulations framed thereunder ("Bankruptcy Code") in India may affect our rights to recover loans from borrowers.

The Bankruptcy Code offers uniform and comprehensive insolvency legislation encompassing all companies, partnerships and individuals (other than financial firms). It allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for its revival or a speedy liquidation. The Bankruptcy Code creates an institutional framework, consisting of a regulator, insolvency professionals, information utilities and adjudicatory mechanisms, which will facilitate a formal and time-bound insolvency resolution and liquidation process.

In case insolvency proceedings are initiated against a debtor to our Company, we may not have complete control over the recovery of amounts due to us. Under the Bankruptcy Code, upon the commencement of an insolvency resolution process, a committee of creditors is constituted by the interim resolution professional, wherein each financial creditor is given a voting share proportionate to the debts owed to it. The Bankruptcy Code provides a timeline of 180 days (subject to a maximum of 330 days which may be granted by the adjudicating authority) for the completion of the insolvency resolution process.

Important decisions of the committee of creditors, such as appointment of an insolvency resolution professional or approval of the insolvency resolution plan submitted by prospective resolution applicants have to be approved by 66% of voting share of financial creditors, which requires sanction by the adjudicating authority and, if the required approval from the financial creditors in not received, the adjudicating authority will pass an order for liquidation. Any resolution plan approved by committee of creditors is binding upon all creditors, even if they vote against it.

In case a liquidation process is opted for, the Bankruptcy Code provides for a fixed order of priority in which proceeds from the sale of the debtor's assets are to be distributed. Before sale proceeds are distributed to a secured creditor, they are to be distributed for the costs of the insolvency resolution and liquidation processes, debts owed to workmen and other employees, and debts owed to unsecured credits. Further, under this process, dues owed to the central and state governments rank at par with those owed to secured creditors. Moreover, other secured creditors may decide to opt out of the process, in which case they are permitted to realize their security interests in priority. Accordingly, if the provisions of the Bankruptcy Code are invoked against any of our Company's borrowers, it may affect our Company's ability to recover its loans from borrowers and enforcing our Company's rights will be subject to the Bankruptcy Code. Any such event occurring may in turn materially and adversely affect our Company's business, financial condition, results of operations and prospects.

While we provide personal loan which are not covered under the Bankruptcy Code, we may in the future expand our product offerings, including providing SME and business loans. Accordingly, if the provisions of the Bankruptcy Code are invoked against any of the borrowers of our Company, it may affect our Company's ability to recover our loans from the borrowers and enforcement of our Company's rights will be subject to the Bankruptcy Code.

While the applicable provisions of the Bankruptcy Code in relation to insolvency resolution and bankruptcy for individuals, i.e., certain provisions of Part III of the Bankruptcy Code, are currently not notified, when these provisions of the Bankruptcy Code are notified in the future, it may affect how we recover our loans and enforce our rights in compliance with the Bankruptcy Code with respect to these salaried and self- employed individuals.

Further, the minimum amount of default to initiate insolvency resolution process, as notified by the central government, under the Bankruptcy Code is INR 10 million. Therefore, the inability of our Company to initiate insolvency proceedings against the defaulters where the amount of default in an insolvency matter is less than INR 10 million may impact the recovery of outstanding loans and profitability of our Company.

Any decrease in demand for the third-party new car loan products we distribute could result in a decrease in our commissions for selling those products.

We are a corporate selling agent for third-party new car loans, for which we are paid commissions. The table below sets forth details of our gross fee income, net fee income and total car loan origination volume for the following years:

Particulars	Fiscal		
	2026	2025	2024
		₹ (million)	
Gross fee income	2,483.26	2,407.21	2,169.16
Net fee income	942.95	963.04	1,075.68
Total car loan origination volume	114,568.86	105,518.76	97,414.74

We incorporated a wholly owned subsidiary, Capri Loans Car Platform Private Limited on October 16, 2023, through which our car loan products are distributed. The demand for our car loan products is subject to several factors beyond our control, such as *inter alia* a general slowdown in the auto industry and increase in the prices of new cars, cost of raw materials used to manufacture and assemble cars and interest rates provided by our third-party partners. Any decrease in demand for the third- party new car loan products we distribute could cause our fee and commission income from our car loan distribution business to decrease, which could adversely affect our results of operations. Further, an increase in competition or change in our relationship with our banks and financial partners could adversely impact our margins. For more details, see "*Description of the Issuer – Distribution of Third-Party Products – New Car Loans*".

System failures or inadequacy and security breaches in information technology and telecommunication systems may adversely affect our operations and result in financial loss and disruption of our businesses, regulatory intervention or damage to our reputation.

We are reliant on information technology systems in connection with, but not limited to, financial controls, risk management and transaction processing. The size and complexity of our computer systems may make them potentially vulnerable to breakdown, system integration problems, malicious intrusion and computer viruses. Our ability to operate and remain competitive depends in part on our ability to maintain and upgrade our information technology systems and infrastructure on a timely and cost-effective basis, including our ability to process a large number of transactions on a daily basis. Our operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Our financial, accounting and other data processing systems, management information systems and our corporate website may fail to operate adequately or become disabled as a result of events beyond our control, including a disruption of electrical or communications services.

As of March 31, 2026, we have moved most of our information technology infrastructure to third-party public cloud service provider. System failures or network disruptions or breaches in the systems of such third-party cloud service provider could adversely affect our reputation or business. Any such breaches or breakdowns could lead to business interruption, exposure of our or our customers' proprietary or confidential information, data corruption, damage to our reputation, exposure to legal and regulatory proceedings and other costs. Such events could have a material adverse effect on our financial condition, results of operations and cash flows.

We are also vulnerable to risks arising from the failure of employees to adhere to approved procedures, failures of security system, information system disruptions, communication systems failure and data interception during

transmission through external communication channels and networks. Failure to detect these breaches in security may adversely affect our operations.

In April 2022, we had a system disruption due a bug in one of the third-party vendor systems used by us, after which we had to operate a few aspects of our operations manually for a few days. This system disruption did not result in data loss or any interruptions to our business and we have since then replaced the vendor and developed that particular functionality in-house. Apart from this, while there have been no instances of material system failures or inadequacies, cyber-attacks or security breaches in information technology and telecommunication systems that adversely affected our business operations in the last three Fiscals, we cannot assure that such instances will not take place in the future. If any of our systems are disabled or if there are other shortcomings or failures in our internal processes or systems, it may disrupt our business, negatively affect our operational efficiencies, render us liable to regulatory intervention, result in damage to our reputation and adversely affect our results of operations.

We may face tax-related assessments or regulatory actions.

The laws and regulations governing the tax liability of our Company could change in the future and any such changes could adversely affect its business and future financial performance by requiring a restructuring of its activities, which may impact its results of operations. Our Company has filed tax returns with the tax department which are pending for assessment. There is a possibility that the tax department may impose additional tax liability on our Company upon completion of these assessments. Our Company cannot assure you that the tax department will not initiate scrutiny, investigation or regulatory action or reopen assessments for previous years. Any adverse finding by the tax department may have a material adverse effect on our Company's reputation, business, operations and financial conditions.

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 rationalizing 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 loan business, we face increasing competition from commercial banks and other players in the unorganized sector. Interest rate deregulation and other liberalization measures affecting the housing finance industry, together with increased demand for home finance, have also increased our exposure to competition. The demand for housing loans has also increased due to the increase in demand of real estate, stable property prices, higher disposable incomes and increased fiscal incentives for borrowers. All of these factors have resulted in facing increased competition from other lenders to the retail housing market, 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. If we are unable to compete effectively with other participants in the housing finance and gold loan industry, our business and future financial performance.

Furthermore, as a result of increased competition in the loan industry. There can be no assurance that we will be able to react effectively to these or other market developments or compete effectively with new and existing

players in the increasingly competitive housing finance industry. 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.

We are subject to the risk of failure of, or a material weakness in, our internal control systems, which could have a material adverse effect on our reputation, business, financial condition, results of operations and cash flows.

We have established internal control systems and processes for our internal audit team to scrutinise, and we periodically test and implement changes facets of our operations, as necessary. We are exposed to risks arising from the inadequacy or failure of internal systems or processes, and any actions we take to mitigate these risks, which include investments in technology and digitising our operations, may not be sufficient to ensure an effective internal control environment. Given our high volume of transactions, errors may be repeated or compounded before they are discovered and rectified. As part of our internal audit review, our Company's internal auditors have made observations in their internal audit reports on the need for improvements in certain processes related to our internal control systems, aimed towards strengthening the overall compliance and risk mitigation framework, which our Company has noted and complied with.

While we periodically test and update our internal control systems as necessary, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems and we cannot assure you that our systems and policies will be sufficient or will be fully corrected, or that similar or other deficiencies will not arise in the future. Further, our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance or every suspicious transaction in a timely manner given our high volume of transactions. If internal control weaknesses are identified, our actions may not be sufficient to fully correct such internal control weakness. As a result, we may incur expenses or suffer monetary losses, which may not be covered by our insurance policies and may result in a material adverse effect on our reputation, business, financial condition, results of operations and cash flows.

If we do not obtain, maintain or renew the statutory and regulatory permits and approvals required to operate our business, it could have a material adverse effect on our business, financial condition and results of operations.

We are required to obtain and maintain a number of statutory and regulatory approvals, licenses and registrations to operate our business in India, including those under central, state and local laws. These include, among others, approvals such as shops and establishment licenses for certain of our branches and licenses under applicable national and state labour laws for some of our offices and employees. In addition, we are required to hold specific approvals from sectoral regulators, such as a registration with the RBI as NBFC-ML and NBFC-ICC, license to act as a composite broker from IRDAI and approvals from the NHB for CGHFL for housing finance activities. Certain of these approvals, such as shops and establishment licenses, are subject to periodic renewal and we have made, and will continue to make, applications to the relevant authorities for renewal as and when required. There can be no assurance that such approvals will be renewed in a timely manner or at all. Further, we cannot assure you that approvals and licenses currently held by us will not be suspended, withdrawn or cancelled in the event of any non-compliance or alleged non-compliance with applicable conditions, or pursuant to any regulatory action.

In the future, we may be required to obtain new registrations, permits and approvals for our business, as a result of changes in current regulations or for any proposed expansion strategy or diversification into additional business lines or new financial products. There can be no assurance that the relevant authorities will issue any permits or approvals required by us in a timely manner, or at all, and/or on favourable terms and conditions.

If we fail to comply or a regulator claims that we have not complied with any conditions or if we fail to obtain any applicable statutory and regulatory permits and approvals in a timely manner or at all, our certificate of registration may be suspended or cancelled, some of our contracts with third parties may be terminated and we may not be able to undertake certain operations of our business, which would adversely affect our business, results of operations and cash flows. Also see "*– Risk Factors – We operate in a highly regulated industry, and any changes in the laws, rules and regulations applicable to us may adversely affect our business, financial condition and results of operations.*"

We do not own the "Capri Loans" trademark, name or logo and our ability to use the trademark, name or logo may be impaired. Further, our inability to protect our intellectual property or any claims that we infringe on the intellectual property rights of others could have a material adverse effect on us.

Our name and trademarks are significant to our business and operations. The use of our brand name or logo by third parties could adversely affect our reputation, which could in turn adversely affect our financial performance.

The logo  is owned by our corporate promoter, Capri Global Holdings Private Limited. We have no formal arrangement to use this logo, cannot assure you that the  trademark, name or logo will not be adversely affected in the future by events such as actions that are beyond our control, including action or inaction of entities using the  trademark, name or logo, regulatory actions against such companies or adverse publicity from any other source. Any damage to this trademark, name or logo, if not immediately and sufficiently remedied, could have an adverse effect on our financial condition, cash flows and results of operations. Further, while we have applied for the registration of the  trademark, name or logo in our Company's name, we are yet to receive requisite approvals for the usage of such trademark and cannot assure you that we will continue to have the rights to use the same in the future.

Our current and future trademarks are subject to expiration, and we cannot guarantee that we will be able to renew all of them prior to expiration. Our inability to renew registration of certain trademarks and loss of such trademarks could have an adverse effect on our business, results of operations, financial condition and cash flows.

Fraud, theft or misconduct by our employees could adversely affect our reputation and results of operations.

In cases where customers repay their loans in cash directly to us, we are exposed to the risk of fraud, misappropriation or unauthorised transactions by employees responsible for dealing with such cash collections. For Fiscals 2026, 2025 and 2024, borrowers made cash payments to us of ₹8,195.67 million, ₹9,072.58 million and ₹30,421.41 million, respectively, which represented 2.24%, 4.56% and 25.65% of total payments (excluding loans against debt securities and employee loans) by borrowers to us, respectively. While we have procured insurance for cash in safes and in transit and have put in place systems to detect and prevent any unauthorised transaction, fraud or misappropriation by our employees, these measures may not be effective in all cases. In the past, we have been subject to acts of fraud and theft committed by our employees of a non-material nature. There can be no assurance that such events will not recur in the future.

Further, we may be subject to regulatory or other proceedings in connection with any unauthorised transaction, fraud or misappropriation by our employees, which could adversely affect our reputation and goodwill. Misconduct by our employees could bind us to transactions that exceed authorised limits or present unacceptable risks, and our employees could conceal unauthorised or unlawful activities from us. For instance, our Company has initiated criminal proceedings against certain former employees under the gold loan business for committing fraud in connivance with borrowers. These proceedings are currently pending before the

relevant courts. In the past, our Company has also received whistle blower complaints regarding involvement of certain of our employees in fraudulent activities. Our Company took appropriate action against them and such employees were relieved from services. Employee misconduct could also involve front running in securities markets or the improper use or disclosure of confidential information or non-compliance with insider trading rules, which could result in regulatory sanctions against us and serious reputational or financial harm. Since April 1, 2023, we have not had any regulatory sanctions against us for employee misconduct. It is not always possible to deter fraud or misconduct by employees, and the precautions we have taken and the systems we have put in place to prevent and deter such activities may not be effective in all cases. Any instances of fraud or misconduct could adversely affect our reputation, business, results of operations and financial condition.

We may not be able to realise the full value of our pledged gold, and inaccurate appraisal of the pledged gold jewellery by our personnel may adversely affect our business and exposes us to potential loss.

In case of loans secured against gold, we are exposed to the risk that we may not be able to realise the full value of pledged jewellery. This may arise due to, among other reasons, defects in the quality of gold, inability to auction the pledged jewellery at expected prices, or delays associated with the auction process. We cannot assure you that the value realised on the auction of such pledged gold will be sufficient to cover the outstanding loan amounts, and any shortfall could result in a potential loss. Any such losses could adversely affect our financial condition, cash flows and results of operations.

The accurate appraisal of pledged gold jewellery is critical to the success of our business and requires a skilled and reliable workforce. Inaccurate valuation may result in loans being disbursed in excess of the intrinsic value of the underlying collateral, which could adversely affect our financial performance and reputation. In the absence of any technology currently existing globally, our Company is dependent on its employees to ascertain the quality of the gold collateral. No technology is used in the quality check. Further, we are subject to the risk that employees or appraisers may engage in fraud or misconduct in the valuation process, which could compound these risks.

Any inability to accurately appraise pledged gold, or to realise its expected value through enforcement, could expose us to credit losses and adversely affect our financial condition, cash flows and results of operations.

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 model requires us to handle significant volumes of cash and pledged gold jewellery, which exposes us to risks of fraud by employees, agents, customers or third parties, as well as theft, burglary and misappropriation. The short tenure of loans advanced by us and our practice of processing repayments within short timelines require us to store pledged gold jewellery on our premises at all times. The storage and movement of cash also expose us to risks of theft and diversion. Any such events could result in financial loss as well as damage to our reputation and credibility.

Although we maintain insurance policies against burglary and cash-in-transit risks, such coverage may not be sufficient to fully compensate for losses. In addition, recovery of insured amounts often requires completion of prescribed procedures, and any delays in recovery could adversely affect our liquidity, financial condition and results of operations. There can be no assurance that we will always be able to recover losses in full, or within the timeframe required.

Further, we are also exposed to the risk of employee fraud and misconduct. Any fraud, theft, burglary or misappropriation, whether by employees, customers or third parties, could adversely affect our reputation, business, financial condition, results of operations and cash flows.

Majority of the gold loans offered were 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 were due within one year of disbursement. The relatively short term nature of our loans means that we are not assured of long term interest income streams compared to businesses that offer loans with long terms. In addition, our existing customers may not obtain new loans from us upon maturity to their existing loans, particularly if competition increases. The short term nature of our loan products and the potential instability of our interest income could materially and adversely affect our results of operations and financial positions.

We rely on third parties to whom we have outsourced certain of our operations. If these third parties fail to perform their obligations to us, it could adversely affect our business and cause us financial loss, which may not be recoverable from such third party in full or at all.

We have engaged various third parties for support in some of our business functions, including some of our legal and technical due diligence, repossession activities, document storage, and some of our IT and cloud storage. We use third party vendors for scanning services, storage services, outbound calling, mandate registration, transaction processing and collections through internet payment gateways. Certain services like Aadhaar validation, SMS, WhatsApp, LMS and Account Aggregator are also third party vendor solutions that are being used by us, however besides SMS, the API integrations and backup ecosystems for all such integrations are being done in-house. We also rely on multiple external technical vendors, in addition to the support received from our in-house technical team. Additionally, we have engaged multiple legal vendors and risk containment unit vendors for cases above ₹1.50 million. However, a majority of the core systems being used by the branches and field staff are developed in house and we have comprehensive control and monitoring mechanisms in place for the management of these systems. Several of our IT systems have been moved in-house with AWS-based snapshot policy and point in time recovery features, that have been enabled for all cloud-based vendor systems.

While there have been no significant instances in which the abovementioned third parties have failed to perform their obligation under their respective contracts in the last three Fiscals, we cannot assure you that such instances will not occur in the future. If these third parties fail to perform their obligations and we experience system or technical failures as a result of the same, it could adversely affect our business and cause us financial loss, which may not be recoverable from such third parties in full or at all.

In line with the RBI's co-lending model, we entered into tie-ups for co-lending in the MSME loan, gold loans and housing loan segments. If we are unable to agree on mutual standards and procedures for co-lending loan applications with our co-lending banks, it will have an adverse effect on the growth of our co-lending loans vertical.

In line with the RBI's guidelines including the Reserve Bank of India (Non-Banking Financial Companies - Transfer and Distribution of Credit Risk) Directions, 2025 dated November 28, 2025, as amended, updated or replaced from time to time on co-lending, we have entered into tie-ups for co-lending in the MSME loans segment from November 2021, in the affordable housing loans segment from February 2022, and in the gold loans segment from July 2023. Under our co-lending arrangements with the banks, we retain 20-30% of co-originated loans on our balance sheet while the co- lending banks retain the balance. We are also entitled to a spread and loan service fee from the co-lending banks. Credit costs are shared proportionately between us and the co-lending banks. As of March 31, 2026, on consolidated basis, our AUM under the co-lending model for the MSME loans was ₹14,428.44 million, for the affordable housing loans was ₹7,418.45 million and that for the gold loan was ₹49,143.04 million which was 22.24%, 9.96% and 28.97% of the segment wise AUM, respectively as of March 31, 2026. In order to grow our co-lending loans in a meaningful way, we will need to

have mutually agreed standards and procedures for co-lending loan applications with our co-lending banks in order to reduce the turn-around time for those applications and develop a common IT platform with co-lending banks for processing co-lending applications. We have developed an in-house technology application to integrate with the banks' IT systems using APIs, and have built the co-lending parameters and acceptance criteria of the banks for processing the co-lending applications in the system, which has resulted in an improvement in acceptance ratio with our co-lending partners. However, if we are unable to achieve these two aspects, it will have an adverse effect on the growth of our co-lending loans. The incremental limits under our co-lending agreements are subject to review and are given by each bank after it analyses the performance of the co-lending loans made by them, and also our performance as a whole. Delinquencies and/or losses on co-lending loans above a co-lending bank's tolerance level may result in that bank not giving additional limits to us under the co-lending agreement with that bank, which could adversely affect the growth of our co-lending loans.

Our Company has certain contingent liabilities that have not been provided for in our financial statements which, if they materialize, may adversely affect our financial condition.

The following table sets forth certain information relating to our contingent liabilities as of March 31, 2026 and March 31, 2025, on a consolidated basis, which have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 37 on "*Provisions, Contingent liabilities and Contingent assets*":

Particulars	**As of March 31, 2026**	**As of March 31, 2025**
	(₹ in millions, unless otherwise stated)	
Income Tax under dispute	35.94	37.40
Indirect Tax matters under dispute	34.72	34.72

If any of these contingent liabilities materialise, our financial condition, results of operations and cash flows could be adversely affected.

Any non-compliance with mandatory anti-money laundering, combating-terrorism financing and know your customer laws could expose us to liability and harm our reputation.

We are mandated to comply with anti-money laundering ("**AML**"), combating of financing of terrorism ("**CFT**") and know your customer ("**KYC**") regulations in India. These laws and regulations require us, among other things, to adopt and enforce AML, CFT and KYC policies and procedures. While we have adopted policies and procedures aimed at collecting and maintaining all relevant AML, CFT and KYC-related information from our customers in order to detect and prevent the use of our banking networks for illegal money-laundering and terrorism financing activities, we run the risk of collecting information that may be used by other parties in attempts to engage in money-laundering, terrorism financing and other illegal or improper activities.

There can be no assurance that we will be able to fully control instances of any potential or attempted violation by other parties and we may accordingly be subject to regulatory actions, including imposition of fines and other penalties by the relevant government agencies to whom we report to, including the Financial Intelligence Unit – India. Our business and reputation could suffer if any such parties use or attempt to use us for money-laundering, terrorism financing or illegal or improper purposes and such attempts are not detected or reported to the appropriate authorities in compliance with applicable regulatory requirements. We have not experienced any material instances of money laundering or similar illegal activities in three preceding Fiscals.

Any change in control of the group or any other factor affecting the business and reputation of the group may have a concurrent adverse effect on our group's reputation, business and results of operations.

Our business is dependent on our group's goodwill and the 'Capri' brand name. Reputational risk, or the risk to our business, earnings and capital from negative publicity, is inherent in our business. The reputation of the financial services industry in general has been closely monitored as a result of the global financial crisis and other matters affecting the financial services industry. Negative public opinion about the financial services industry generally or about us specifically could materially adversely affect our ability to attract and retain customers and may expose us to litigation and regulatory action. Negative publicity can result from our or our third-party service providers' actual or alleged conduct in any number of activities, including lending practices, mortgage servicing and foreclosure practices, technological practices, corporate governance, regulatory compliance, mergers and acquisitions, and related disclosure, sharing or inadequate protection of customer information, and actions taken by government regulators and community organisations in response to that conduct. Damage to our reputation and loss of brand equity could reduce demand for our products. Any impairment of our reputation or erosion of the brand or failure to optimize the brand in the marketing of our products could have a material adverse effect on our capacity to retain our current customers and attract new customers and therefore on our sales and profitability, as well as require additional resources to rebuild our reputation and restore the value of the brand. Any adverse developments regarding our brand could materially and adversely affect our business, results of operations, cash flows and financial condition.

We are exposed to risks of default and recovery challenges in our construction finance business, which may adversely affect our financial performance.

These construction finance loans are typically high-value exposures secured against real estate collateral. In the event of a slowdown in the real estate sector, delays in project execution, adverse regulatory actions or deterioration in market conditions, our borrowers may face challenges in meeting repayment obligations. Defaults by such borrowers could have a disproportionate impact on our portfolio, given the high ticket size of construction finance loans.

Further, recovery in case of defaults in this segment is subject to challenges, including delays in enforcement of security interests, difficulties in liquidating underlying collateral due to legal or regulatory restrictions, or depressed collateral values in a downturn. If projects that form part of our collateral are stalled or remain incomplete for extended periods, the enforceability and value of such collateral may be impaired, adversely affecting our ability to recover dues.

Any significant defaults or delays in recovery in our construction finance portfolio may result in increased provisioning requirements, reduced profitability, and could adversely affect our business, financial condition, cash flows and results of operations.

Some of our Directors may have interests in entities engaged in businesses similar to ours, which may give rise to potential conflicts of interest.

Some of our Directors are, or may in the future be, associated with other companies or entities that are engaged in businesses similar to ours. As a result, situations may arise where the interests of such Directors could conflict with the interests of our Company. While such Directors are required to act in accordance with their fiduciary duties and applicable law, there can be no assurance that any potential conflict of interest will be resolved in our favour. Any decision influenced by such conflicts, or any perception of conflict, could adversely affect our business, financial condition, results of operations and reputation.

We may experience difficulties in expanding our business into new regions and markets in India.

Entering new geographies involves challenges such as establishing brand recognition, building distribution networks, complying with state-specific regulations and developing relationships with local stakeholders. We may also face competition from established players in those markets, which could limit our ability to scale quickly. Further, regional differences in customer preferences, credit behaviour, and regulatory frameworks may require us to adapt our products and processes, which may increase costs and operational complexity.

There can be no assurance that we will be able to successfully expand into new regions on commercially attractive terms or within the anticipated timelines. Any inability to execute our geographic expansion strategy effectively could constrain our growth prospects and adversely affect our business, financial condition and results of operations.

Our Company may receive complaints under its whistle blower policy from time to time.

Our Company maintains a whistle blower policy to inter alia, develop a procedure for dealing in complaints relating to malpractice, actual or suspected fraud, violation of the Code of Conduct of our Company, instances of leakage of unpublished price sensitive information, breach of any policy, abuse of power and authority by any official or any other acts with an intention of unethical personal gain or to cause damage to our Company or employees. Our Company may, from time to time, receive complaints under this policy, which are addressed and resolved internally in accordance with the policy. In the event complaints received by our Company result in any legal action or regulatory penalties against our Company in the future, it may adversely affect our reputation, business, financial condition and/or results of operations.

We are dependent on our Promoters, Directors, key managerial personnel ("KMPs"), senior management and our employees. Any loss of or our inability to attract or retain such persons could adversely affect our business, cash flow, results of operations and financial condition.

We are dependent on our Promoters, Directors, KMPs, senior management and key employees as well as persons with technical expertise for setting our strategic business direction and managing our business. We believe that the inputs and experience of our Promoters are valuable for the development of our business and operations and the strategic directions taken by our Company. We cannot assure the investors that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Any loss or interruption in the services of our senior management and key employees could significantly affect our ability to effectively manage our operations and to meet our strategic objectives. In addition, we could incur additional expenses and need to devote significant time and resources to recruit and train replacement personnel, which could further disrupt our business and growth. Further, our Promoters may be interested in entities that are in a similar line of businesses as our businesses.

Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and train experienced, talented and skilled professionals and retain our service engineers and sales and marketing professionals. Recruiting and retaining capable personnel, particularly those with expertise and experience in our industry, are vital to our success. The loss of the services of any personnel from the senior management or key employees or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects. Further, as we expect to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management personnel. If we are unable to attract and retain qualified personnel, our results of operations may be adversely affected.

We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In the future, we may be unable to compete with other larger companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of the members of our senior management team or other key personnel or an inability on our part to manage the

attrition levels; may adversely impact our business, results of operations, financial condition and growth prospects.

Certain of our Directors, KMPs and senior management may have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.

Certain of our Directors, KMPs and senior management may be regarded as having an interest in our Company other than reimbursement of expenses incurred and normal remuneration or benefits. Certain Directors, KMPs and senior management, as applicable, may be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, ESOPs, bonuses or other distributions on such Equity Shares. We cannot assure you that our Directors, KMPs and senior management will exercise their rights as shareholders to the benefit and best interest of our Company.

If we fail to identify, monitor and manage risks and effectively implement our risk management policies, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We are exposed to a variety of risks, including credit risk, liquidity risk, market risk, interest rate risk, operational risk, and information security and technology risk. We have devoted significant resources to develop our risk management policies and procedures and plan to continue to do so in the future. The effectiveness of our risk management policies is affected by the quality and timeliness of available data. Our policies and procedures to identify, monitor and manage risks of fraud, money laundering, any other credit, operational or other risks may not be fully effective. Our Board and the Risk Management Committee reviews our risk management policies from time to time. We also depend on our information technology systems to assist us with our risk management functions. However, our policies and procedures to identify, monitor and manage risks may not be fully effective. Some of our risk management processes may not be automated and subject to human error.

Further, some of our methods of managing risks are based upon the use of observed historical market behaviour. As a result, these methods may not accurately predict future risk exposures, which could be significantly greater than those indicated by the historical measures. To the extent that any of the instruments and strategies we use to hedge or otherwise manage our exposure to market or credit risks are not effective, we may face risk exposure in certain market environments or particular types of risk as a result of not being able to effectively mitigate those market or credit risks. In addition, as we seek to expand the scope of our operations, we also face the risk of being unable to develop commensurate risk management policies and procedures

Our earnings are dependent upon the effectiveness of our management in the changes in credit quality and risk concentrations, the accuracy of our valuation models and our critical accounting estimates and the adequacy of our allowances for loan losses. To the extent our assessments, assumptions or estimates prove inaccurate or not predictive of actual results, we could suffer higher than anticipated losses. In addition, certain processes are carried out manually, which may increase the risk that human error, tampering, frauds or manipulation will result in losses that may be difficult to detect. As a result, we may suffer monetary losses, which may not be covered by our insurance policies.

While we have systems and procedures in place to ensure that risk is managed through a standardized framework there can be no assurance that the Risk Management Committee will successfully identify and correct defects or irregularities in title to the properties which are made collateral to the loans offered by us to our customers, which may adversely affect our business.

If we fail to effectively implement our risk management policies, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

Our Company has entered into securitization agreements to sell certain loans from our outstanding loan portfolio. Our business, financial condition and results of operations could be adversely affected due to some of the restrictions imposed under such agreements or downgrade in the ratings of our securitized debt or if such assignment of loan is held to be unenforceable or due to any change in the regulatory requirements.

As part of our means of raising and/or managing our funds, we assign or securitise the receivables from our loan portfolio to banks and other institutions. Such assignments or securitization transactions are conducted on the basis of our internal estimates of our funding requirements, which may vary from time to time. As of March 31, 2026 and March 31, 2025, outstanding book value of securitized assets of ₹63,571.49 million, ₹34,634.76 million, respectively and assignment of ₹4,679.93 million and ₹199.71 million, respectively on a standalone basis. Our Company has sold and assigned a group of similar loans from our outstanding loan portfolio to Banks/financial institutions in return for an upfront fixed consideration. As of March 31, 2026, and March 31, 2025, our outstanding portfolio of securitized loans on a standalone basis, constituted 23.39% and 19.73% of AUM. Under such agreements, we have provided credit enhancement through fixed deposits with banks to the purchaser for an amount equal to a percentage of the value of the loans being assigned as per the rating agency to enhance the rating of the pool. If there is any short fall in the scheduled cash flow promised to the investor, then credit enhancement will be utilized to that extent.

Further, any change in statutory and/regulatory requirements such as securitization guidelines issued by RBI in relation to assignments or securitizations by financial institutions, including the requirements prescribed by RBI and the Government of India, could have an adverse impact on our assignment or securitization transactions. Any adverse changes in the policy and/or regulations in connection with securitization of assets by NBFCs and/or new circulars and/or directions issued by the RBI in this regard, affecting NBFCs or the purchasers of assets, would affect the securitization market in general and our ability to securitize and/or assign our assets.

Inaccurate appraisal of credit may adversely impact our business

We may be affected by failure of employees to comply with internal procedures and inaccurate appraisal of credit or financial worth of our clients. Inaccurate appraisal of credit may allow a loan sanction which may eventually result in a bad debt on our books of accounts. In the event we are unable to check the risks arising out of such lapses, our business and results of operations may be adversely affected.

We may not be able to appropriately assess the credit worthiness of our customers before extending credit facilities to them. Unavailability of adequate information or inaccurate and/or incomplete information provided by our customers may adversely affect our operations and profitability.

While evaluating whether to extend credit or enter into other transactions with customers and counterparties, we may rely on information furnished to us by or on behalf of customers and counterparties, including personal information, financial statements, collateral related information, credit history, purpose of availing the loan and other financial information. We may also rely on certain representations as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors of customers and counterparties. We also depend on credit bureaus for verifying the creditworthiness of our customers. While we have not experienced any material instances with credit reports obtained from credit bureaus in Fiscals 2026, 2025 or 2024, any inaccurate or incomplete information received in the future could have an adverse effect on our business, reputation, results of operations, financial condition and cashflows. Further, we may have customers who are unable to document their entire income comprehensively.

We face difficulties and incur additional expenses in operating from rural and semi urban areas, where infrastructural facilities are limited.

A portion of our operations are conducted in rural and semi urban areas. We face certain difficulties in conducting such operations, such as accessing power facilities, transporting people and goods and maintaining

profitability at branches in remote areas. We may also face increased costs in implementing security measures and expanding our advertising presence. We cannot assure that such costs will not increase in the future as we expand our network in rural and semi urban areas.

Our loan portfolio may no longer continue to be classified as priority sector advances by the RBI.

The RBI currently mandates domestic commercial banks operating in India to maintain an aggregate 40% of adjusted net bank credit or credit equivalent amount of off-balance sheet exposure, whichever is higher as "priority sector advances". These include advances to agriculture, micro, small and medium enterprises, export credit and advances to weaker sections where the government seeks to encourage flow of credit for developmental reasons. Banks in India that have traditionally been constrained or unable to meet these requirements organically have relied on specialized institutions like us that are better positioned to or exclusively focus on originating such assets through on-lending or purchase of assets or securitized and assigned pools to comply with these targets.

In the event that any part of our loan portfolio is no longer classified as a priority sector advance by the RBI, or if the laws relating to priority sector lending as applicable to the banks undergo a change, our ability to securitise our asset pool will be hampered, which may adversely affect our financial condition, results of operations and/or cash flows.

The MSMEs to which our Company provides loans may not perform as expected and our Company may not be able to control the non-performance of such businesses.

Our Company provides loans to select growing MSMEs which obtain loans against their assets and profits made by them. Our Company does not manage, operate or control such businesses or entities. Further, our Company has no control over those businesses' functions or operations. As a result, such businesses may make business, financial or management decisions which our Company does not agree or the majority shareholders or the management of such companies may make business, financial or management decisions that may be adverse to, or otherwise act in a manner that does not serve, our Company's best interests. The repayment of the loans extended to such businesses will depend to a significant extent on the specific management team of the relevant borrower entity. The actions taken by the management of our Company's customers may lead to significant losses and affect their ability to repay our Company's loans. Consequently, this may adversely affect our Company's financial performance.

We rely on direct selling agents (DSAs) to sell our products across the country. These DSAs may not perform their obligations satisfactorily or in compliance with law or may be part of unlawful/unethical behaviour which may adversely affect the business and reputation of our Company.

We enter into direct selling arrangements with DSAs for the purpose of marketing and selling our products across India. Although adequate due diligence is conducted before entering into any DSA arrangement with any person, we cannot guarantee that there shall be no disruptions in the provision of their services to our Company or that these DSAs will adhere to their contractual obligations. If there is a disruption in the services of these DSAs, or if the DSAs discontinue their service agreement with us, our business, financial condition, cash flows and results of operations will be adversely affected. In case of any dispute between our Company and the DSAs, we cannot assure you that the terms of the agreements/arrangements entered into with the DSAs will not be breached, which may result in litigation costs. Such additional cost, in addition to the cost of entering into agreements with other DSAs, may materially and adversely affect our business, financial condition, cash flows and results of operations. Further, our DSAs or the personnel they employ may be engaged in unethical or unlawful behaviour or they may misrepresent or mis-sell our products and services. Due to this, we may also suffer from reputational and legal risks and these actions may materially and adversely affect our business, financial condition, cash flows and results of operations.

We have availed loans that can be recalled at any time.

As at March 31, 2026 on a standalone basis, we had loans amounting to ₹5,500.00 million that are repayable on demand, which represented 2.91% of our total borrowings as at the same date. In case any of these loans are recalled, we would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. The early recall of any of these loans could have an adverse effect on our financial condition, results of operations and cash flows.

We may face tax-related assessments or regulatory actions, which could adversely affect our business and financial condition.

As a NBFC, we are subject to taxation under Indian laws, including income tax, goods and services tax and other applicable indirect taxes. Our Company may from time to time be subject to scrutiny, inquiries, investigations or assessments by tax authorities. While we have complied with applicable tax laws in the past, there can be no assurance that tax authorities will not raise claims or issue demands, which may result in additional tax liabilities, interest or penalties. Any such claims, even if successfully contested, could divert management attention, involve significant costs and adversely affect our financial condition.

In addition, we remain subject to supervision and regulation by the RBI and other regulatory bodies. Regulatory authorities may, from time to time, initiate inquiries, inspections or actions against us in relation to compliance with applicable laws, regulations or directions. Any adverse finding or action by regulatory authorities could result in penalties, restrictions on our operations or reputational harm, which could adversely affect our business, results of operations and financial condition.

We may be unable to adequately protect our intellectual property and may be subject to risks of infringement claims.

We have four registered trademarks and have applied for registration for fourteen other trademarks. Our Subsidiary, CGHFL has two registered trademarks and has applied for registration for ten other trademarks. We have also applied for additional trademarks under Capri Global Insurance Brokers Limited and Capri Global Securities Limited respectively. For further information, see "*Description of the Issuer – Intellectual Property.*".

With respect to our trademarks that have been applied for, and/or objected or opposed, we cannot assure you that we will be successful in resolving such challenges, nor can we guarantee that our trademarks will be registered in our name. As a result, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted.

There can be no assurance that third parties will not infringe upon our intellectual property, causing damage to our business prospects, reputation, and goodwill. Further, while we take care to ensure that we comply with the intellectual property rights of third parties, we cannot determine with certainty whether we are infringing upon any existing third-party intellectual property rights. We cannot assure you that we will not be involved in such disputes in the future, including disputes relating to our pending trademark applications. Any intellectual property claims, with or without merit, could be very time-consuming, could be expensive to settle or litigate and could divert our management's attention and other resources. These claims could also subject us to significant liability for damages, potentially including enhanced statutory damages if we are found to have wilfully infringed intellectual property rights.

We do not own the premises where our branches are located, not including premises for our Registered Office and support offices. Any termination or failure by us to renew the lease and license agreements in a favourable and timely manner, or at all, could adversely affect our business, cash flows and results of operations.

As of March 31, 2026, we had 1,429 branches not including our Registered Office and support offices, all of which were on leased premises. A number of lease deeds are currently under renewal process and we cannot

assure that we will be able to renew the lease deeds on favourable terms. As our leases expire, we may fail to negotiate renewals, either on commercially acceptable terms or at all, which could cause us to pay increased occupancy costs or to close branches in desirable locations or to shift them, which may not necessarily yield best results. Furthermore, a number of long-term leases are not renewable or extendable, and the lessee would be required to vacate the premises on the expiry of the lease period. We may also be required to relocate our branches if there is early termination of any of our leases due to our non-compliance with the terms. Some of our lease or leave and license agreements may also not be adequately stamped or duly registered. Unless such documents are adequately stamped or duly registered, such documents may be rendered inadmissible as evidence in a court in India and may not be authenticated by any public officer and the same may attract a penalty as prescribed under applicable law, any of which could result in an adverse effect on our business, results of operations and cash flows.

Adverse changes in Goods and Services Tax ("GST") or other indirect tax laws applicable to the insurance sector may adversely affect our business.

Our insurance distribution business is exposed to changes in tax laws, particularly changes in the applicable GST rates. With effect from September 22, 2025, the GST rate on individual life and health insurance products was exempted from the previous rate of 18% (eighteen per cent). While this change may improve product affordability and support long-term growth, it also raises risks relating to the treatment of input tax credits. Insurers may not be able to claim input tax credits on related expenses, which could increase net costs, affect the recognition and recoverability of GST-related assets recorded on our balance sheet, and result in write-downs or timing mismatches.

Future revisions in GST rates, exemptions or input credit mechanisms could create similar risks, adversely affecting the financial position, profitability and cash flows of our insurance businesses. Further, recovery of input tax credits under GST is subject to compliance with prescribed conditions, and any restriction on the availability or utilisation of input credits may increase our effective tax costs. Delays in obtaining refunds or credits may also affect our cash flows. While we endeavour to comply with all applicable indirect tax requirements, there can be no assurance that we will not face adverse rulings, retrospective amendments, or increased tax incidence in the future.

Any such developments could adversely affect the pricing of our products, profitability, cash flows and overall financial condition.

We have significant exposure to the real estate sector through our housing finance and construction & real estate finance businesses and any negative trends affecting this sector could adversely affect our business and result of operations.

Our asset under management ("**AUM**") is significantly exposed to the real estate sector, as the underlying security on such loans is primarily mortgages. In the event the real estate sector is adversely impacted for any reason, including, without limitation, the introduction of more stringent regulations relating to construction, floor space index or other compliances, the value of our collateral may diminish. This, in turn, may adversely affect our business and results of operations in the event of defaults in repayment by our clients. In addition, if any of the projects which form part of our collateral are stalled for any reason or for any significant duration, our ability to enforce security over such projects may be affected, thereby reducing the realizable value of such collateral. Given the relatively high ticket sizes of our construction finance loans, defaults in this portfolio, even by a limited number of borrowers, could disproportionately affect our asset quality and have a material adverse impact on our business, cash flows, results of operations and financial condition.

The value of real estate property secured under our loans is largely dependent on housing market conditions prevalent at that time, as well the quality of the construction and the relevant developer. Following the introduction of the SARFAESI Act and the subsequent extension of its application to HFCs, we are allowed to

enforce any security interest and take certain other actions, including taking over the management of the business of the borrower, and which includes our right to transfer the underlying collateral after 60 days' notice to a borrower whose loan has been classified as non-performing.

Although the enactment of the SARFAESI Act has strengthened the rights of creditors by allowing expedited enforcement of security in an event of default, there is still no assurance that creditors like us will be able to realize the value of the collateral, in full or in part, pursuant to enforcement action under the SARFAESI Act. Enforcement proceedings under the SARFAESI Act can be challenged before the Debt Recovery Tribunal ("**DRT**") which may issue a stay order prohibiting the lender from selling the assets of a defaulted borrower. As a result, there can be no assurance that any foreclosure proceedings would not be stayed by the DRT or any other relevant authority. In addition, delays on our part to take immediate action, delays in bankruptcy foreclosure proceedings, economic downturns, defects in security and fraudulent transfers by borrowers, may hinder our ability to realize the full value of security, which may result in a material adverse effect on our business, cash flows, results of operations, and financial condition.

Any negative publicity regarding our Company or the financial services industry could damage our reputation and adversely impact our business and financial results.

Negative publicity regarding us or our operations or the financial services industry in generally could adversely affect our ability to attract and retain customers and may expose us to litigation and regulatory action. It could erode customer trust and confidence in us, particularly if such incidents attract regulatory investigations. Negative publicity could result from our actual or alleged conduct in any number of activities, including lending practices, loan servicing and foreclosure practices, corporate governance, regulatory compliance, mergers and acquisitions and related disclosure, sharing or inadequate protection of customer information, and actions taken by regulators and community organisations in response to our conduct. The dissemination of inaccurate information online could harm our business, reputation, prospects, financial condition and operating results, regardless of the information's accuracy. Such unverifiable or false information regarding us may be published online or on social media by third parties, or any other such damage to our brand or our reputation may result in withdrawal of business by our existing customers and loss of new business from potential customers, could increase our costs, lead to litigation or result in negative publicity that could damage our reputation and adversely affect our business, results of operations and financial condition.

Certain of our Company's corporate records and filings are not traceable. We cannot assure you that regulatory proceedings or actions will not be initiated against us in the future and that we will not be subject to any penalty imposed by the competent regulatory authority in this respect.

We have been unable to trace form filings, share transfer forms, and challans for certain allotments of our Company as the relevant information was not available in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs ("**MCA Portal**") or in the physical records available at the RoC premises. Despite conducting internal searches and engaging an independent practicing company secretary, i.e., Riddhi Krunal Shah, to conduct a physical search of our records at the RoC, we have not been able to trace (i) Form-2 and challan filed for allotments dated February 28, 1995, July 15, 1995 and November 3, 1997; (ii) board and shareholder resolutions and prospectus for allotment dated March 8, 1996; and board resolution for allotment dated November 3, 1997. While there have been no regulatory proceedings or actions initiated against us in relation to the aforementioned anomalies, non-compliance, inaccuracies or non-availability of the corporate records, we cannot assure you that the relevant corporate records will become available in the future, that regulatory proceedings or actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in this respect.

Our investments are subject to market risk.

As of March 31, 2026 on a consolidated basis, our investments were ₹12,361.00 million, which represented 3.78% of our total assets. The table below sets forth details of our investments and our mark-to-market gains / (losses) on these investments as at the dates indicated:

Particulars	As of March 31,		
	2026	2025	2024
		(₹ million)	
Investments	12,361.00	1,604.17	2,162.29
Mark-to-market gains / (losses)	(37.08)	58.09	19.33

Additionally, as of March 31, 2026, our investments subject to market risks primarily included units of mutual funds, debt securities, equity instruments, government securities and certificates of deposits. The value of these investments depends on several factors beyond our control, including interest rates, the domestic and international economic and political scenario, inflationary expectations and the RBI's monetary policies. Any decline in the value of these investments may have an adverse effect on our financial condition and results of operations.

Our Company's ability to pay dividends in the future will depend on our financial condition, results of operations, cash flows and capital requirements.

Any dividends to be declared and paid in the future are required to be recommended by our Company's Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend on our Company's financial condition, results of operations, cash flows, capital requirements and the terms of its contracts, including financing arrangements, charter provisions and applicable laws and regulations. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company's shareholders in future consistent with our past practices, or at all.

We are required to comply with the requirements of certain labour laws which may impose additional costs on us.

Our employees are required to be registered under the provisions of certain labour laws such as the Employees' State Insurance Act, 1948, the Payment of Gratuity Act, 1972, and the Employees Provident Fund and Miscellaneous Provisions Act, 1952. We are also required to maintain certain records under the provisions of these laws, which add to our costs. If we are subject to penalties under these labour laws or if we do not obtain the requisite approvals, our business, financial condition, cash flows and results of operations may be adversely affected.

We may not have adequate insurance and may be unable to secure additional insurance to cover all losses we may incur in our business operations or otherwise.

We have an electronic equipment insurance policy, a standard fire and perils policy, a burglary insurance policy, a bankers indemnity insurance policy covering cash on hand, coverage for which is based on a certain average amount based on industry practice, vehicles insurance, a public liability insurance policy, a money in transit policy and a director and officers liability insurance policy. For details on the insurance policies that we hold, see "*Description of the Issuer – Insurance.*". However, such insurance may not be adequate to cover all losses or liabilities that may arise from our operations, including when the loss suffered is not easily quantifiable and

in the event of severe damage to our reputation. Furthermore, we may not be able to secure any additional insurance coverage on commercially reasonable terms or at all.

Our insurance claims for Fiscals 2026, 2025 and 2024 were ₹0.23 million, ₹0.00 million and ₹0.06 million, respectively. We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully or on time. Any payments we make to cover any losses, damages or liabilities or any delays we experience in receiving appropriate payments from our insurers could have an adverse effect on our business, financial condition, cash flows, and results of operations. We cannot assure you that such instances will not arise in the future.

We have in the past entered into related party transactions and may continue to do so in the future.

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. All such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions. Further, it is likely that we may enter into additional related party transactions in the future. Such future related party transactions may potentially involve conflicts of interest.

For further information on our related party transactions, see *"Selected Financial Information."*

Industry data in this document is derived from the Crisil Report commissioned by and paid for us for such purpose. The Crisil Report is not exhaustive and is based on certain assumptions, parameters and conditions. The data and statistics in the Crisil Report may be inaccurate, incomplete or unreliable.

This document includes information that is derived from the report titled "*Report on Loans and Financial Services Industry in India*" dated September 2025 prepared by Crisil ("***Crisil Report***"). Crisil is not in any manner related to us, our Directors or our Promoters or the Dealers. The Crisil Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amount may differ materially from those included in this Offering Circular.

Industry sources and publications are also prepared based on information as of specific dates. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ significantly from those included in this Offering Circular. Accordingly, investors should not place undue reliance on, or base their investment decision solely, on this information. For further details, please refer to "*Industry Overview.*".

We may not be able to fully comply with insider trading rules and regulations, which could result in criminal and regulatory fines and severe reputational damage. Further, we may fail to detect illegal or improper activities in our business operations on a timely basis, which may have an adverse effect on our reputation, business operations, financial condition, cash flows and results of operation.

We are required to comply with applicable insider trading laws and regulations, including the SEBI Insider Trading Regulations. These laws and regulations require us to establish sound internal control policies and

reporting procedures with respect to insider trading. Such policies and procedures require us to, among other things, establish or designate a policy for prohibition of insider trading which imposes reporting obligations on connected persons who are in possession of undisclosed price sensitive information in relation to the securities of our Company. Since we experience large volumes of transactions in our securities, the policies and procedures implemented by us may not always comprehensively detect or eliminate instances of insider trading.

Further, we are subject to various laws relating to the prevention of other conflicts of interest. Conflicts of interest may exist between, (i) our departments; (ii) us and our vendors; (iii) different customers serviced by us; (iv) our employees and us; or between (v) our customers and our employees. Although we have internal controls and measures in place, there is no assurance that we will always manage such conflicts of interest, including compliance with various applicable laws and regulations.

If the controls and measures implemented for detecting or eliminating insider trading or other improper or illegal trading activities which result in conflicts of interest are considered inadequate under applicable laws and regulations by any regulatory, governmental or judicial authority, we may be subject to penal action, freezing or attachment of our assets, imposition of fines, or both. There is no assurance that the controls and measures implemented by us are adequate to detect or eliminate every instance of insider trading in a timely manner or at all. Any such lapse may adversely affect our reputation, business operations, financial condition, cash flows and results of operations.

We have in this document included certain non-Ind AS financial measures and certain other selected statistical information related to our operations, cash flows and financial condition. These operational metrics, non-Ind AS measures and industry measures may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.

We track certain operational metrics, including our client counts and key business and non-Ind AS / operational metrics (collectively, the "**Operational and Non-Ind AS Metrics**"). The Operational and Non-Ind AS Metrics are supplemental measures of our operations and financial performance and are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP, and are prepared with internal systems and tools that are not independently verified by any third party and which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. These Operational and Non-Ind AS Metrics should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the years / period 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.

Our internal systems and tools have a number of limitations and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report may not be accurate. Limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. If our operating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate, or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, financial condition and results of operations would be adversely affected.

Differences exist between Ind AS and other accounting principles, such as IFRS and US GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.

Our financial statements for the Fiscals 2026, 2025 and 2024, included in this Offering Circular are prepared under the Ind AS. Ind AS differs from accounting principles with which prospective investors may be familiar,

such as IFRS and US GAAP. If our audited financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Accordingly, the degree to which the Financial Statement included in this Offering Circular will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Investors should review the accounting policies applied in the preparation of our audited financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Persons not familiar with Ind AS should limit their reliance on the financial disclosures presented in this Offering Circular.

We have listed non-convertible debentures ("NCDs"). Any default, non-compliances and delays in complying with reporting requirements and the terms and conditions of NCDs in the future may render us liable to prosecution and/or penalties.

The NCDs of our Company are listed on the wholesale debt segment of BSE. The table below sets forth details of our listed NCDs as of March 31, 2026, on a standalone basis:

Sr.	ISIN No.	Date of Allotment	Date of Redemption	Tenor in months	Coupon	Sanctioned Amount (₹ in millions, unless otherwise stated)	Outstanding amount as at March 31, 2026 (₹ in millions, unless otherwise stated)
1	INE180C07247	01-12-2025	01-06-2027	18	8.9% p.a. payable annually	200	205.90
2	INE180C07239	24-11-2025	24-05-2028	30	9.25% p.a. payable monthly	500	498.83
3	INE180C07072	09-08-2019	09-08-2029	120	10.23% p.a. payable quarterly	1,500.00	1,520.91
4	INE180C07148	28-03-2025	09-02-2035	119.5	9.4% p.a. payable annually	200	202.55
5	INE180C07155	29-04-2025	31-07-2028	39	9% p.a. payable annually	500	541.55
6	INE180C07171	13-10-2025	13-10-2028	36	8.9% p.a. payable monthly	867.82	851.78
7	INE180C07189	13-10-2025	13-04-2027	18	8.55% p.a. payable monthly	233.74	230.21
8	INE180C07197	13-10-2025	13-10-2030	60	9.45% p.a. payable annually	1123.5	1,150.56
9	INE180C07205	13-10-2025	13-10-2028	36	9.25% p.a. payable annually	414.85	425.00
10	INE180C07213	13-10-2025	13-10-2035	120	9.7% p.a. payable annually	600.94	615.54
11	INE180C07221	13-10-2025	13-04-2027	18	8.9% p.a. payable annually	759.15	779.04
12	INE180C07254	28-01-2026	28-01-2028	24	9% p.a. payable annually	1000	1,004.94
13	INE180C07262	25-03-2026	30-09-2029	42	8.9% p.a. payable annually	200	200.34
14	INE180C07270	25-03-2026	10-03-2036	120	9.25% p.a. payable annually	470	470.83
15	INE180C07163	08-07-2025	08-07-2028	36	9.25% p.a. payable monthly	1,000.00	1,006.08
						Total	9,704.08

We are required to comply with applicable rules and regulations, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper' dated 15 October 2025,and the SEBI LODR Regulations, in terms of our listed NCDs. While we have been in compliance with the terms and conditions of the NCDs during the last three Fiscals, if we fail to comply with applicable rules and regulations or incur any further defaults in relation to the material covenants of NCDs, we may be subject to certain penal actions, including an early redemption of the NCDs, which may have an adverse effect on our reputation, business, financial condition and cash flows. Further, any non-compliance with the applicable rules and regulations in relation to our NCDs may result in the suspension of trading of the NCDs and levying of fines, penalties etc. by the Indian stock exchange(s).

Risks Relating to India

Changing laws, rules and regulations in India could lead to new compliance requirements that are uncertain.

Our business, financial performance, cash flow and results of operations could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Our business, cash flows, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. The regulatory and policy environment in which we operate are evolving and are subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

For instance, the Government of India enacted the Digital Personal Data Protection Act, 2023 ("**Data Protection Act**") on personal data protection for implementing organizational and technical measures in processing personal data and lays down norms for cross-border transfer of personal data including ensuring the accountability of entities processing personal data. The Data Protection Act requires companies that collect and deal with high volumes of personal data to fulfil certain additional obligations such as appointment of a data protection officer for grievance redressal and a data auditor to evaluate compliance with the Data Protection Act. The Ministry of Electronics and Information Technology has, on 13 November 2025, also notified certain provisions of the Data Protection Act and the Digital Personal Data Protection Rules, 2025.We may incur increased costs and other burdens relating to compliance with such 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 and prospects.

In addition, the Government of India has introduced the Code on Social Security, 2020 ("**Social Security Code**"); the Occupational Safety, Health and Working Conditions Code, 2020; the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations (collectively, the "**Labour Codes**") and the Bharatiya Nyaya Sanhita, 2023, Bharatiya Nagarik Suraksha Sanhita, 2023 and Bhartiya Sakshya Adhiniyam, 2023 have replaced the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively. The Labour Codes have come into effect from 21 November 2025 through Gazette notifications dated 21 November 2025 issued by Government of India, and such Labour Codes have rationalized and replaced 29 existing central labour laws. While the Labour Codes come into effect, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are

not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund. In another example, the Government of India has made it mandatory for business establishments with turnover above a certain size to offer digital modes of payment from November 2019, with no charges being levied on the consumers or the merchants by banks and payment service providers. Such measures could adversely impact our income streams in the future and adversely affect its financial performance. We are also required to maintain certain records under the provisions of these laws, which add to our costs. If we are subject to penalties under these labour laws or if we do not obtain the requisite approvals, our business, financial condition, cash flows and results of operations may be adversely affected.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, 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 may impact the viability of our current business or restrict our ability to grow our business in the future. We may incur increased costs and other burdens relating to compliance with such 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. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our financial conditions, cash flows and results of operations.

Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.

Natural disasters (such flooding and earthquakes), epidemics, pandemics and man-made disasters, including acts of war, terrorist attacks, religious or communal tensions and other acts of violence or war such as ongoing U.S. – Iran conflict, Ukraine-Russia conflict, Israel-Hamas conflict, Israel-Iran conflict or India's ongoing geopolitical tensions with its neighbouring states, Pakistan and China, 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, financial condition, cash flows and results of operations. In particular, the heightened military conflict involving the United States, Israel, and Iran, which escalated significantly in February 2026, has led to profound instability in global financial and energy markets. These events, including the closure of strategic airspaces and critical maritime routes such as the Strait of Hormuz and the Red Sea, have contributed to a dramatic increase in the price of oil and gas and created widespread market uncertainty. The ongoing disruptions caused by these military actions, and the potential for further escalation have disrupted financial markets and have had an adverse impact on supply chains and macro-economic conditions, and could result in protracted and severe damage to the global economy and investment climate.

Our operations may be adversely affected by fires, natural disasters and / or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Terrorist attacks and other acts of violence, war or conflicts, particularly those involving India, as well as the United States of America, the United Kingdom, Singapore and the European Union, may adversely affect Indian and global financial markets. Such acts may negatively impact business sentiment, which could adversely affect our Company's business and profitability. In addition, such conflicts may lead to the imposition or expansion of sanctions, export controls, counter-sanctions or other restrictions by various governments or international bodies, disruptions to cross-border payments, clearing and settlement systems, and heightened cyber-security risks, any of which could adversely affect us and/or investors' ability or willingness to invest in, hold or trade the Notes.

India has from time to time experienced, and continues to experience, social and civil unrest, terrorist attacks and hostilities with neighbouring countries including the People's Republic of China and Pakistan. In particular, there has been a recent escalation of tensions between India and Pakistan, following a significant terror attack in India. These developments have heightened security concerns and increased the risk of further conflict or retaliatory measures between the two countries. The situation remains volatile, and any further escalation cannot be predicted and such escalation will likely lead to an adverse effect on the financial markets in India.

Further, as a consequence of a face-off and physical conflict between Indian and Chinese troops, both governments in India and in China have taken various measures to establish the status quo of their presence in the territory. Additionally, some of India's neighbouring countries have experienced, or are currently experiencing internal unrest. While the impact of these or similar geopolitical events cannot be predicted, such events could have a material adverse effect on the Indian economy and in turn may adversely affect our Company's operations and profitability and the market for the Notes. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our 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.

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. Certain countries in Southeast Asia have reported cases of bird-to-human transmission of avian and swine influenza, resulting in numerous human deaths. A worsening of the future outbreaks of COVID-19 virus, avian or swine influenza or a similar contagious disease could adversely affect the Indian economy and economic activity in the region and in turn have a material adverse effect on our business.

Global economic instability or slowdown is likely to adversely affect our Company's business and results of operations.

Economic developments outside India have adversely affected the economy. Our Company's business is affected by domestic and international economic conditions, including rates of economic growth and the impact that such economic conditions have on consumer spending. The current economic downturn has led to an increased level of consumer delinquencies, lack of consumer confidence, decreased market valuations and liquidity, increased market volatility and a widespread reduction of business activity generally. The resulting economic pressure and dampened consumer sentiment may adversely affect our Company's business and results of operations.

Additionally, geopolitical tensions, such as the imposition of tariffs by the United States, continue to heighten trade uncertainties, particularly between major economies like the United States and India. More recently, the escalation in conflict involving Iran has further contributed to global instability, with potential repercussions on energy prices and international supply chains. While the full impact of these trade tensions and regional conflicts remains uncertain, they could disrupt commodity prices, drive inflation, and destabilise the domestic economies of both developed and emerging markets, including India. Such evolving dynamics could indirectly affect our financial condition, results of operations, and overall business prospects.

There can be no assurances that government responses to the disruptions in the financial markets will restore consumer confidence, stabilise the markets or increase liquidity and the availability of credit. Continuation or worsening of this downturn or general economic conditions may have an adverse effect on our Company's business, liquidity and results of operations.

Financial difficulty and other problems relating to financial institutions in India could have a material adverse effect on our business, results of operations, cash flows and financial condition.

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions whose commercial soundness may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as a "systemic risk", may adversely affect financial intermediaries, such as credit rating agencies, banks, security trustees, and stock exchanges with which we interact on a daily basis with. The systemic risk may also lead to the increase in interest rates may adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect our business. For instance, the non-banking financial company crisis in 2018 affected financial market sentiments. Similar developments in the future could negatively impact confidence in the financial sector and could have a material adverse effect on our business, results of operations, cash flows and financial condition. In addition, we deal with various financial institutions in our business. Any one of them could be negatively affected by financial difficulty as a result of occurrences over which we have no control. If one or more of our financial institutional counterparties or intermediaries suffers economic difficulty, this could have a material adverse effect on our business, results of operations, cash flows and financial condition.

We may be affected by competition laws in India, the adverse application or interpretation of which could adversely affect our business.

The Competition Act, 2002, of India, as amended ("**Competition Act**"), was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India ("**CCI**") to prevent such practices. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition ("**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 consumers 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. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. In the event we pursue an acquisition in the future, 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 prospects. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, financial condition, cash flows and results of operations.

The Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") was notified on April 11, 2023, which amends the Competition Act and give the CCI additional powers to prevent practices that harm competition and the interests of consumers. 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 from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position. The Competition Amendment Act also enumerates the categories of combinations that, upon satisfying the specified criteria, are exempted from the notice requirements under the Competition Act. It introduced significant changes to India's merger control regime and antitrust enforcement framework. To implement these changes, the CCI issued several new regulations.

We have not experienced any instances wherein we were subject to any penalty or received any notice from the CCI in the last three Fiscals, we cannot assure you such instances will not arise in the future.

Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and economy are influenced by economic and market conditions in other countries, including conditions in the U.S., Europe and particularly in emerging market countries located in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and our future financial performance.

Further, economic developments globally can have a significant impact on India. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Liquidity and credit concerns and volatility in the global credit and financial markets have increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major U.S. and European financial institutions. These and other related events have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the U.S. and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. These developments, or the perception that any related developments could occur, have and may continue to have a material adverse effect on global economic conditions and financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operation.

Any adverse change in India's sovereign credit rating by an international rating agency could adversely affect our business and results of operations.

Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. India's sovereign debt rating could be downgraded due to various factors, including changes

in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Set for below are India's sovereign debt rating from certain credit rating agencies.

Name of Agency	Rating	Outlook
Fitch	BBB-	Stable
Moody's	Baa3	Stable
DBRS	BBB	Stable
S&P	BBB	Stable

Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business, cash flows and financial performance.

If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our customers and our profits might decline.

Inflation rates could be volatile, and we may face high inflation in the future as India had witnessed in the past. Increased inflation can contribute to an increase in interest rates and increased costs of borrowings resulting in increased cost to our business, including increased costs of transportation, salaries, and other expenses relevant to our business. Further, high inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. Consequently, we may also be affected and fall short of business growth and profitability. 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 operating expenses, which, we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business, cash flows and financial condition. While the Government of India through the RBI continuously take economic measures to combat high inflation rates, it is unclear whether these measures will remain in effect, and there can be no assurance that Indian inflation levels will not rise in the future.

Our business, financial condition and results of operations could be adversely affected by any change in the extensive central and state tax applicable to us and our business.

Tax 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, which are introduced on a temporary or permanent basis from time to time. This extensive central and state tax regime is subject to change from time to time. The final determination of our tax liability involves the interpretation of local tax laws and related regulations in each jurisdiction, as well as the 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.

Companies can voluntarily opt in favour of a concessional tax regime (subject to no other specified benefits/exemptions being claimed), which reduces the rate of income tax payable to 22.0% (plus applicable surcharge and cess) subject to compliance with conditions prescribed, from the erstwhile 25.0% or 30.0% (plus applicable surcharge and cess) depending upon the total turnover or gross receipt in the relevant period. Any future amendments to these corporate tax rates or other applicable tax rules may affect our benefits such as exemption for interest received in respect of tax free bonds and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, tax is required to be withheld on such dividends distributed at the rate of 10% (in case of residents) and 21.84% (in case of non-residents - inclusive of applicable surcharge and cess)..

Further, the Organization of Economic Co-operation and Development's Base Erosion and Profit Shifting project led to a series of anti-avoidance measures being developed across several actions, which are being / shall be implemented, amongst other means, vide changes to bilateral tax treaties effected through the Multilateral Instrument (**"MLI"**). Since India is a signatory to the MLI, the impact of MLI provisions such as the preamble and principal purpose test will need to be considered while availing of a treaty benefit.

In addition, the Government of India may make clarifications on interpretation of tax laws, which may even be applicable retrospectively. Uncertainty in the applicability, interpretation or implementation of any past or future amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, 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 may impact the viability of our current business or restrict our ability to grow our business in the future. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings, or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

For instance, the Government of India has implemented two major reforms in Indian tax laws, namely the Goods and Services Tax (**"GST"**), and provisions relating to general anti-avoidance rules (**"GAAR"**). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by Goods and Service Tax with effect from July 1, 2017. The GST regime is subject to evolving amendments and its interpretation by the relevant regulatory authorities. GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of tax benefit to us and our business. In the absence of any precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us. Further, if the tax costs associated with certain of our transactions are greater than anticipated because of a particular tax risk materializing on account of new tax regulations and policies, it could affect our profitability from such transactions.

The Government of India tabled the Finance Bill, 2026 in Parliament proposing further amendments to both the existing Income-tax Act, 1961 and the newly enacted Income-tax Act, 2025, including changes to minimum alternate tax provisions, revised tax treatment of share buybacks and other direct tax rules and compliance timelines under Indian tax law. The proposed amendments under the Finance Bill, 2026 remain subject to parliamentary approval, final enactment, notifications and interpretation by tax authorities and courts. We have not fully determined the impact of these recent and proposed laws and regulations on our business and financial performance, and any adverse tax consequences or increased compliance burden arising from such changes could materially and adversely affect our business, financial condition, results of operations and prospects.

With several proposals to introduce further regulatory compliances, additional conditions to be met to receive benefits under existing regimes being introduced, upon any such proposals being notified, we may also become subject to inter alia additional compliances and increased associated costs.

We are subject to regulatory, economic and social and political uncertainties and other factors beyond our control.

We are incorporated in India, and we conduct our corporate affairs and our business in India. Consequently, our business, operations, financial performance may be affected by various factors that are beyond our control. Such factors include changes in investment patterns, budget announcements, policy announcements, political

changes, changes in interest rates, inadequate monsoons, health pandemics, terrorist attacks, natural calamities and other acts of violence or war, which may adversely affect worldwide financial and Indian markets. These could potentially lead to an economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy. The regulatory and policy environment in which we operate is evolving and is subject to change.

Further, India has, from time to time, experienced instances of civil unrest and terrorist attacks, regional or international hostilities and other acts of violence as well as other adverse social, political and economic events. India has also experienced natural calamities such as earthquakes, tsunamis, floods and droughts in the past. If such events occur and lead to overall political and economic instability, it could have a materially adverse effect on our business, financial condition, cash flows and results of operations. Further, any such events that affect the functioning of our operations and IT systems could lead to a shutdown of certain of our operations, which could result in a material adverse effect on our business, financial condition, cash flows and results of operations.

Other factors that may adversely affect the Indian economy, and hence our results of operations may include:

- Any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- The impact of international trade wars or uncertain or unfavourable policies on international trade or (whether or not directly involving the Government of India);
- Any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- Prevailing income conditions among Indian customers and Indian corporations;
- Epidemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries;
- Macroeconomic factors and central bank regulations, including in relation to interest rates movements which may in turn adversely impact our access to capital markets and increase our borrowing costs;
- Volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges, that is, on the National Stock Exchange of India Limited and BSE Limited;
- Decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- Political instability resulting from a change in governmental or economic and fiscal policies, may adversely affect economic conditions in India. In recent years, reforms in relation to land acquisition policies and trade barriers have led to increased incidents of social unrest in India over which we have no control;
- International business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;
- Logistical and communication challenges;
- Downgrading of India's sovereign debt rating;
- Any scarcity of credit or other financing in India;
- Changes in government policies, including taxation, economic and deregulation policies, social and civil unrest and other political, social and economic developments in or affecting India;

- Occurrence of any force majeure events;
- Difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and / or a timely basis; and
- Being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could materially adversely affect our business, financial condition, results of operations, cash flows and prospects. Company's performance and the growth of its business depend on the performance of the Indian economy and the economies of the regional markets it currently serves.

We are subject to anti-bribery and anti-corruption laws, violation of which may subject our Company and/ or our management to governmental inquiries and/or investigations, which if material and adverse in nature, could adversely affect our business, results of operations and financial condition in future periods and our reputation.

We have operations and projects in India. Those operations and projects often involve interactions with governmental authorities and officials at the Indian federal, state and local level. We are subject to anti-corruption and anti-bribery laws in India that prohibit improper payments or offers of improper payments to governments and their officials and political parties for the purpose of obtaining or retaining business or securing an improper advantage and require the maintenance of internal controls to prevent such payments. Although, we maintain an anti-bribery compliance program and train our employees in respect of such matters, our employees might take actions that could expose us to liability under anti-bribery laws. In certain circumstances, we may be held liable for actions taken by our partners and agents, even though they are not always subject to our control. Any adverse outcome of such proceedings could result in action or penalties, both financial and non-financial. This could consequently have a material adverse effect on our reputation and our business. Any violation of anti-corruption laws by us and/ or our management could result in action or penalties, both financial and non-financial, that could have a material adverse effect on our business, results of operations and financial condition in future periods and reputation.

Impact of the trade and tariff policies on our business and the Indian economy.

Our business and results of operations may be adversely affected by changes in the tariff policies and trade measures of the United States of America ("**U.S.**"). In 2025, the U.S. imposed tariffs of up to 50% (fifty per cent) on a wide range of Indian exports. These measures are estimated to affect India's export volumes to the U.S. and could impact India's financial growth. Although the Indian government has introduced relief measures such as GST reductions and export support packages to partially mitigate these effects, continuing trade uncertainty remains a risk to economic stability and our operations. Adverse developments in these sectors could impair the repayment capacity of borrowers, resulting in increased delinquencies, higher provisioning requirements and deterioration in asset quality. Prolonged tariff uncertainty may also weaken investor sentiment, restrict foreign capital inflows and slow overall economic growth, which could in turn reduce demand for financial services.

Our insurance operations may also be impacted. In the life insurance segment, pressure on household income and employment in export-linked industries may reduce demand for savings and protection products. In the general insurance segment, slower corporate growth and reduced trade volumes may weaken demand for commercial and marine insurance products.

In addition, our alternatives, asset management and asset reconstruction businesses may be indirectly affected. Lower economic activity and tighter liquidity could result in reduced investor inflows into alternatives,

compression of management fees in asset management, and higher acquisition costs together with lower recovery margins in stressed asset portfolios. There can be no assurance that future changes in U.S. tariff policies or trade relations between India and the U.S. will not materially and adversely affect the Indian economy, and by extension, our financial services, insurance, asset management, alternatives and asset reconstruction businesses.

A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact our Company.

One of the direct adverse impacts of the global financial crisis on India has been the reversal of capital inflows and a decline in exports, leading to pressures on the balance of payments and a sharp depreciation of the Indian Rupee vis-à-vis the U.S. dollar. Any increased intervention by the RBI in the foreign exchange market to control the volatility of the exchange rate may result in a decline in India's foreign exchange reserves and reduced liquidity and higher interest rates in the Indian economy, which could adversely affect our Company's business and future financial performance.

Investors may have difficulty enforcing foreign judgments in India against our Company or its management.

Our Company is a limited liability public company incorporated under the laws of India. Most of its directors and executive officers named herein are residents of India and all or a substantial portion of the assets of our Company and such persons are located in India. As a result, it may not be possible for investors to effect service of process on our Company or such persons in jurisdictions outside of India, or to enforce against them judgments obtained in courts outside of India. In addition, India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The manner of recognition and enforcement of foreign judgments in India is dependent on whether the country in which the foreign judgment has been pronounced is a reciprocating territory or not. For further detail on recognition and enforcement of foreign judgments in India, please see the section titled "*Enforcement of Foreign Judgement*". A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the Foreign Exchange Management Act, 1999 to repatriate outside India any amount recovered pursuant to execution. Any judgment in a foreign currency would be converted into Indian Rupees on the date of the judgment and not on the date of the payment.

Our Company cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

There may be less company information available in Indian securities markets than in securities markets in other more developed countries.

There is a difference between the level of regulation, disclosure and monitoring of the Indian securities market and the activities of investors, brokers and other participants, and that of markets in the US and other more developed economies. SEBI is responsible for ensuring and improving disclosure and other regulatory standards for the Indian securities markets. SEBI has issued regulations and guidelines on disclosure requirements, insider trading and other matters. There may, however, be less publicly available information about Indian companies than is regularly made available by public companies in more developed economies. As a result, investors may have access to less information about our Company's business, results of operations and financial condition, and those of the competitors that are listed on the BSE Limited and the National Stock Exchange of India Limited and other stock exchanges in India on an on-going basis than investors may find in the case of companies subject to reporting requirements of other more developed countries.

Our Company's ability to raise foreign currency borrowings may be constrained by Indian law.

As an Indian company, our Company is subject to regulatory approvals and exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our Company's financing sources and hence could constrain our Company's ability to obtain financing in a timely manner and on competitive terms and may adversely impact our Company's ability to refinance existing indebtedness. Limitations on raising foreign debt may have an adverse effect on our Company's business, financial condition and results of operations.

Indian laws contain restrictions on the acquisition and transfer of Indian securities by persons resident outside India. The conversion of the Rupee proceeds from such sale into foreign currency and the repatriation of such foreign currency from India could require the RBI's approval. Approvals required from the RBI or any other government authority may not be obtained on terms favourable to a non-Indian resident investor or at all.

Indian laws contain restrictions on the acquisition and transfer of Indian securities by persons resident outside India. For further details, see "*Subscription and Sale*". The information therein has been provided for the benefit of investors. However, the information below does not purport to be a complete analysis of the restrictions under Indian laws for the acquisition and/or transfer of securities in an Indian company by a person resident outside India. Our Company, the Dealers, the Arrangers and their respective officers, directors, representatives, agents, affiliates and associates accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire any Notes issued under the GMTN Programme.

Notes denominated in foreign currency or any other currency as may be applicable are subject to selling restrictions and may be transferred only to a limited pool of investors.

Notes denominated in foreign currency or any other currency as may be applicable can only be issued to, and held by, an investor who meet the Eligibility Requirements under the ECB Guidelines, being: (i) a person resident outside India; or (ii) a branch outside India of an entity whose lending business is regulated by RBI; or (iii) a financial institution or a branch of a financial institution set up in IFSC.

Changes in legislation, including tax legislation, or policies applicable to our Company, could adversely affect our Company's results of operations.

Our Company's business and operations are governed by various laws and regulations. Our Company's business and financial performance could be materially adversely affected by any change in laws or interpretations of existing laws, or the promulgation of new laws, rules and regulations applicable to the business. The Government or state governments could implement new regulations and policies, which could require our Company to obtain approvals and licences from the Government and other regulatory bodies or impose onerous requirements and conditions on its operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on our Company's business, prospects, financial condition and results of operations.

In addition, to ensure compliance with the requirements of new legislation (such as the IT Act), our Company may need to allocate additional resources, which may increase its regulatory compliance costs and divert management attention

Risks Relating to the Market Generally

Exchange rate risks and exchange controls may result in investors receiving less interest or principal than expected

We will pay principal and interest on the Notes in the currency specified in the relevant Pricing Supplement (the "**Specified Currency**"). This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the **"Investor's Currency**") other than the Specified Currency. These include the risk that exchange rates may significantly change

(including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (i) the Investor's Currency equivalent yield on the Notes, (ii) the Investor's Currency equivalent value of the principal payable on the Notes and (iii) the Investor's Currency equivalent market value of the Notes. Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal at all.

The secondary market generally

Each issue of Notes will be a new issue of securities with no existing trading market. Application shall be made to the India INX for the listing and trading of the Notes on the India INX. Our Company cannot make any assurances that the Notes will qualify for listing on the exchanges or that a liquid trading market will develop for the Notes. There is no existing market for any Notes and there can be no assurances that a secondary market for the Notes will develop, or if a secondary market does develop, that it will provide the Noteholders with liquidity of investment or that it will continue for the life of the Notes. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities.

The market value of the Notes may fluctuate. Trading prices of the Notes are influenced by numerous factors, including the operating results, business and/or financial condition of our Company, political, economic, financial and any other factors that can affect the capital markets, the industry, and our Company generally. Consequently, any sale of Notes by Noteholders in any secondary market which may develop may be at prices that may be higher or lower than the initial offering price. No assurance can be given as to the liquidity of, or trading market for, any Notes and an investor in such Notes must be prepared to hold such Notes for an indefinite period of time or until their maturity.

Interest rate risks

Investment in the Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of them.

The market value of the Notes may fluctuate.

Trading prices of the Notes are influenced by numerous factors, including the operating results, business and/or financial condition of our Company, political, economic, financial and any other factors that can affect the capital markets, the industry, our Company generally. Adverse economic developments, acts of war and health hazards in countries in which our Company operates could have a material adverse effect on our Company's operations, operating results, business, financial position, and performance.

Developments in other markets may adversely affect the market price of the Notes.

The market price of the Notes may be adversely affected by declines in the international financial markets and world economic conditions. The market for Indian securities is, to varying degrees, influenced by economic and market conditions in other markets, especially those in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can affect the securities markets and the securities of issuers in other countries, including India. If developments similar to the sub-prime mortgage crisis in 2008 occur in the international financial markets in the future, the market price of the Notes could be adversely affected.

Credit ratings may not reflect all risks

The Programme is expected to be rated (P)Ba3 and BB- by Moody's and Fitch respectively. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

The RBI may identify additional loans as non-performing/impaired in future

The RBI performs inspections on a periodic basis and, as of the date of this Offering Circular, no material observations relating to asset classification divergences remain outstanding. Pursuant to the RBI inspection for financial year 2025, the RBI had advised classification of certain accounts as NPA, which the Company has since duly classified and had no material impact on the Company's financials. The observations were primarily attributable to certain system-related issues/glitches impacting the recognition and reporting of specific transactions for asset classification purposes. The Company identified and rectified these issues and has also implemented necessary corrective and monitoring controls to mitigate recurrence. However, there can be no assurance that the RBI may not identify additional loans for classification as non-performing or impaired in future inspections or supervisory reviews.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent: (i) the Notes are legal investments for it; (ii) the Notes can be used as collateral for various types of borrowing; and (iii) other restrictions apply to its purchase or pledge of the Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

Inflation risk

Noteholders may suffer erosion on the return of their investments due to inflation. Noteholders would have an anticipated rate of return based on expected inflation rates on the purchase of the Notes. An unexpected increase in inflation could reduce the actual returns.

Risks relating to the Notes Generally

Our Company's obligations under the Notes will be subordinated to certain tax and other liabilities preferred by law.

The Notes will be subordinated to certain liabilities preferred by law such as claims of the Government of India on account of taxes and certain liabilities incurred in the ordinary course of our business (including workmen's dues). In particular, in the event of bankruptcy, liquidation or winding-up, our assets will be available to pay obligations on the Notes only after all of those liabilities that rank senior to these Notes have been paid. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining, after paying amounts relating to these proceedings, to pay amounts due on the Notes.

The Notes will at all times rank pari passu among themselves and at least pari passu with all other present and future secured obligations of our Company to the extent secured by the Secured Property, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

The terms of the Notes do not prevent our Company from incurring additional debt. Accordingly, the Notes will at all times rank pari passu among themselves and at least pari passu with all other present and future secured obligations of our Company to the extent secured by the Secured Property, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

There are other lenders and security/debenture trustees who have pari passu charges over the Secured Property provided.

There are other lenders, security trustees (acting on behalf and for the benefit of the lenders) and debenture trustees of our Company who have pari passu charges over the Secured Property provided for the Programme. While our Company is required to maintain a security cover of one point one times the outstanding amount of the Notes and interest thereon, upon our Company's bankruptcy, winding-up or liquidation, the other lenders, security trustees and debenture trustees having the same assets as Secured Property as those of the Notes will rank pari passu with the Noteholders and to the extent this is the case, it may reduce the amounts recoverable by the Noteholders.

The price and trading volume of the Notes following the offering may be volatile.

The price and trading volume of the Notes may be highly volatile. Factors such as variations in our Company's revenues, earnings and cash flows and proposals for new investments, strategic alliances and/or acquisitions, interest rates and fluctuations in price for comparable companies could cause the price of the Notes to change. Any such developments may result in large and sudden changes in the trading volume and price of the Notes. There can be no assurance that these developments will not occur in the future.

Developments in other markets may adversely affect the market price of the Notes.

The market price of the Notes may be adversely affected by declines in the international financial markets and world economic conditions. The market for Indian securities is, to varying degrees, influenced by economic and market conditions in other markets, especially those in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can affect the securities markets and the securities of issuers in other countries, including India. If developments similar to the sub-prime mortgage crisis in 2008 occur in the international financial markets in the future, the market price of the Notes could be adversely affected.

Changes in interest rates may adversely affect the market price of the Notes.

All notes with a fixed rate of interest, such as the Notes, are subject to price risk. The price of such Notes will vary inversely with changes in prevailing interest rates. Accordingly, when interest rates rise, the price of the Notes may fall; when interest rates drop, the price of the Notes may increase. The extent of the fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of the Notes.

The Notes may not be a suitable investment for all investors.

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should: (i) have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Offering Circular or any applicable supplement; (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio; (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including where the currency for principal or interest payments is different from the potential investor's currency; (iv) understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant financial markets; and (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes are complex financial instruments and such instruments may be purchased as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A

potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio.

Modification, waivers and substitution to Notes, the Receipts, the Coupons or any of the provisions of the Trust Deed, Agency Agreement or (where applicable) the Security Documents may even bind Noteholders who did not vote for the modification, waivers and substitution to any such aforementioned documents or attend the Noteholders' meeting.

The Terms and Conditions of the Notes will contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority. The Terms and Conditions of the Notes will also provide that the Trustee may agree, without the consent of the Noteholders, (i) any modification (except as mentioned in the Trust Deed) of, or to the waiver or authorisation of any breach or proposed breach of, any of the provisions of the Notes, the Trust Deed, the Agency Agreement or the Security Documents; or determine, without any such consent as aforesaid, that any Event of Default or Potential Event of Default (as defined in the Trust Deed) shall not be treated as such, where, in any such case, it is not, in the opinion of the Trustee, materially prejudicial to the interests of the Noteholders so to do; or (ii) any modification which is, in the opinion of the Trustee, of a formal, minor or technical nature or to correct a manifest error or to comply with any mandatory provisions of applicable law, provided that prior written approval of the RBI or the designated Authorised Dealer Bank (as the case may be) is obtained for such modification (if applicable).

Integral multiples of less than the minimum Specified Denomination.

In relation to any issue of Notes which have a denomination consisting of the minimum Specified Denomination (for example, U.S.$200,000) plus a higher integral multiple of another smaller amount, it is possible that such Notes may be traded in amounts in excess of the minimum Specified Denomination that are not integral multiples of the minimum Specified Denomination (or its equivalent). In such a case, a Noteholder who, as a result of trading such amounts, holds a principal amount of less than the minimum Specified Denomination will not receive a definitive Note in respect of such holding (should definitive Notes be printed) and would need to purchase a principal amount of Notes such that it holds an amount equal to one or more Specified Denominations.

If definitive Notes are issued, holders should be aware that definitive Notes which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

The Trustee and/or the Security Trustee may request Noteholders to provide an indemnity and/or security and/or prefunding to its satisfaction.

In certain circumstances, including, without limitation, the right to given notice to our Company following the occurrence of an Event of Default as contemplated in Condition 11.1 and the right to institute proceedings or take any other steps and/or action against our Company as it may think fit as contemplated in Condition 11.2, the Trustee may (at its sole discretion) and the Security Trustee may request Noteholders to provide an indemnity and/or security and/or prefunding to its satisfaction before it takes steps and/or actions and/or institute proceedings on behalf of the Noteholders. The Trustee and/or Security Trustee shall not be obliged to take any such steps and/or actions and/or institute such proceedings if not indemnified and/or secured and/or prefunded to its satisfaction. Negotiating and agreeing to an indemnity and/or security and/or prefunding can be a lengthy process and may have an impact on when such steps and/or actions can be taken and/or when such proceedings can be instituted. The Trustee and/or Security Trustee may not be able to take steps and/or actions and/or institute any proceedings, notwithstanding the provision of an indemnity or security or prefunding to it, in

breach of the terms of the Trust Deed or in circumstances where there is uncertainty or dispute as to the applicable laws or regulations and, to the extent permitted by the agreements and the applicable law, it will be for the Noteholders to take such steps and/or actions and/or institute such proceedings directly.

The use of Secured Overnight Financing Rate ("SOFR") as a reference rate is subject to important limitations.

The rate of interest on the Notes will be calculated on the basis of Compounded SOFR Index (as further described under Condition 5 of the Terms and Conditions).

In June 2017, the New York Federal Reserve's Alternative Reference Rates Committee (the "**ARRC**") announced SOFR as its recommended alternative to U.S. dollar London Interbank Offered Rate ("**LIBOR**"). However, the composition and characteristics of SOFR are not the same as those of LIBOR. SOFR is a broad U.S. Treasury repo financing rate that represents overnight secured funding transactions. This means that SOFR is fundamentally different from LIBOR for two key reasons. First, SOFR is a secured rate, while LIBOR is an unsecured rate. Second, SOFR is an overnight rate, while LIBOR represents interbank funding over different maturities. As a result, there can be no assurance that SOFR will perform in the same way as LIBOR would have at any time, including, without limitation, as a result of changes in interest and yield rates in the market, market volatility or global or regional economic, financial, political, or regulatory events. For example, since publication of SOFR began in April 2018, daily changes in SOFR have, on occasion, been more volatile than daily changes in comparable benchmark or other market rates. As SOFR is an overnight funding rate, interest on the Notes will be calculated on the basis of compounding SOFR during the relevant interest period. As a consequence of this calculation method, the amount of interest payable on each interest payment date will only be known a short period of time prior to the relevant interest payment date. Noteholders therefore will not know in advance the interest amount which will be payable on the Notes. Although the Federal Reserve Bank of New York has published historical indicative SOFR information going back to 2014, such prepublication of historical data inherently involves assumptions, estimates and approximations. Noteholders should not rely on any historical changes or trends in SOFR as an indicator of future changes in SOFR. The Federal Reserve Bank of New York notes on its publication page for SOFR that use of SOFR is subject to important limitations and disclaimers, including that the Federal Reserve Bank of New York may alter the methods of calculation, publication schedule, rate revision practices or availability of SOFR at any time without notice. In addition, SOFR is published by the Federal Reserve Bank of New York based on data received from other sources, and none of the Group or the Agents has any control over its determination, calculation or publication. There can be no guarantee that SOFR will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of the Noteholders. If the manner in which SOFR is calculated is changed or if SOFR is discontinued, that change or discontinuance may result in a reduction or elimination of the amount of interest payable on the Notes and a reduction in the trading prices of the Notes which would negatively impact the Noteholders who could lose part of their investment.

The Terms and Conditions provide for certain fallback arrangements in the event that a SOFR Benchmark Transition Event (as defined in the Terms and Conditions) occurs, which is based on the ARRC recommended language. There is however no guarantee that the fallback arrangements will operate as intended at the relevant time or operate on terms commercially acceptable to all Noteholders. Any of the fallbacks may result in interest payments that are lower than, or do not otherwise correlate over time with, the payments that would have been made on the Notes if SOFR had been provided by the Federal Reserve Bank of New York in its current form. Investors should consult their own independent advisers and make their own assessment about the potential risks in making any investment decision with respect to the Notes.

The market continues to develop in relation to SOFR as a reference rate for the Notes

Investors should be aware that the market continues to develop in relation to SOFR as a reference rate in the capital markets and its adoption as an alternative to U.S. dollar LIBOR. Market participants and relevant working groups are exploring alternative reference rates based on SOFR (which seek to measure the market's forward expectation of a SOFR rate over a designated term). The market or a significant part thereof may adopt an application of SOFR that differs significantly from that set out in the Terms and Conditions. In addition, the manner of adoption or application of SOFR in the bond markets may differ materially compared with the application and adoption of SOFR in other markets, such as the derivatives and loan markets. Investors should carefully consider how any mismatch between the adoption of SOFR in the bond, loan and derivatives markets may impact any hedging or other financial arrangements which they may put in place in connection with any acquisition, holding or disposal of Notes. In addition, the development of SOFR as an interest reference rate for the bond markets, as well as continued development of SOFR-based rates, indices and averages for such markets and the market infrastructure for adopting such rates, could result in reduced liquidity or increased volatility or could otherwise affect the market price of Notes . Similarly, if SOFR does not prove widely used in securities such as the Notes, investors may not be able to sell the Notes at all or the trading price of the Notes may be lower than those of bonds linked to indices that are more widely used. The use of SOFR as a reference rate for bonds is nascent, and may be subject to change and development, both in terms of the substance of the calculation and in the development and adoption of market infrastructure for the issuance and trading of bonds referencing such rates. The Notes may have no established trading market when issued, and an established trading market may never develop or may not be very liquid which, in turn, may reduce the trading price of the Notes or mean that investors in the Notes may not be able to sell the Notes at all or may not be able to sell the Notes at prices that will provide them with a yield comparable to similar investments that have a developed secondary market, and may consequently suffer from increased pricing volatility and market risk. Investors should consider these matters when making their investment decision with respect to the Notes.

The Notes are subject to the risk of change of law

Except as stated otherwise, the Terms and Conditions of the Notes are based on English law in effect as of the date of this Offering Circular. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of this Offering Circular, and any such change could materially and adversely impact the value of any Notes affected by it.

Regulatory Audit Inspection of Auditor

The National Financial Reporting Authority ("**NFRA**") conducted an audit quality inspection of M S K A & Associates ("**MSKA**"), ICAI FRN 105047W, in January 2024. This inspection included a review of the firm's audit quality control systems and individual audit engagement files, focusing on selected aspects of the statutory audit of financial statements for the year ended 31 March 2023. The NFRA published its findings on 2 January 2025 (the "**NFRA Report**"), highlighting certain observations in the areas reviewed. While none of these observations relate to the audit or review conducted by MSKA in connection with our Company or have any impact on our Company, there can be no assurance that future regulatory inspections, if any, will not result in findings that could impact the perception of audit quality or investor confidence in the financial reporting of our Company. Any adverse regulatory action or perception regarding MSKA or any other auditor engaged by our Company may affect investor sentiment and the market value of the Notes.

Approval of the RBI or the AD Bank, as the case may be, in accordance with the ECB Guidelines is required for redemption of Notes prior to their stated maturity, including upon an Event of Default.

Under the ECB Guidelines, any redemption of Notes prior to its stated maturity (including upon the acceleration of Notes pursuant to an Event of Default) would require the prior approval of the RBI or an AD Bank, as the case may be. Therefore, any repayment of Notes prior to maturity as a result of early redemption pursuant to

the Terms and Conditions of the Notes (including but not limited to a redemption for tax reasons (Condition 8.2), redemption at the option of our Company (Condition 8.3), redemption at the option of the Noteholders (Condition 8.4), redemption upon a Change of Control Triggering Event (Condition 8.5) or upon an Event of Default pursuant to Condition 11 would require the prior approval of the RBI or an AD Bank, as the case may be, under the ECB Guidelines. Compliance with all conditions specified in any such RBI or AD Bank approval will be required. There can be no assurance that such approval would be obtained in a timely manner or at all. Further, any modification or waiver of the Terms and Conditions of the Notes which has the effect of modifying or waiving terms which are not permitted under the automatic route for issue of Notes under the ECB Guidelines will require prior approval from the RBI or the AD Bank in accordance with the ECB Guidelines, and such approval may not be forthcoming.

Our Company may be unable to pay interest on, or redeem, the Notes.

On certain dates, including the occurrence of any early redemption event specified in the relevant Pricing Supplement or otherwise and at maturity of the Notes, our Company may, and at maturity will, be required to pay interest or redeem all of the Notes. If such an event were to occur, our Company may not have sufficient cash on hand (whether due to a serious decline in net operating cash flows or otherwise) and may not be able to arrange financing to make such payment or redeem the Notes in time, or on acceptable terms, or at all. The ability to make interest payments or redeem the Notes in such event may also be limited by the terms of other debt instruments. Failure to pay interest on the Notes or to repay, repurchase or redeem tendered Notes by our Company would constitute an event of default, under the relevant Notes, which may also constitute a default under the terms of other indebtedness of our Company.

Issuance of Notes will require corporate authorisations and regulatory filings

Our Company has obtained necessary corporate authorisations from its shareholders, board of directors and committee of the board of directors in accordance with the Companies Act, 2013 for setting up to the Programme and issuance of Notes thereunder and creation of security on pari passu basis. Prior to the issuance of Notes, our Company will need authorisation from a committee of its board of directors.

Our Company will also need to make certain regulatory filings and obtain a loan registration number in accordance with the ECB Guidelines, prior to each issue of Notes.

The Notes may have limited liquidity.

The Notes will not be registered under the Securities Act or the securities or blue sky laws of any state of the United States. The Notes are being offered and may be resold outside of the United States within the meaning of and in compliance with Regulation S under the Securities Act. The Notes may also be offered, and may be resold, within the United States to institutional investors that qualify as "qualified institutional buyers", within the meaning of and in compliance with Rule 144A under the Securities Act; or pursuant to another exemption from the registration requirements of the Securities Act. Consequently, the Notes are subject to restrictions on transfer and resale. Application shall be made to list the Notes on the India INX. However, if for any reason the Notes are not listed, the liquidity of the Notes may be negatively impacted. The offer and sale of the Notes is not conditioned on obtaining a listing of the Notes on the India INX or any other exchange. Although the Dealers have advised our Company that they currently intend to make a market in the Notes, they are not obliged to do so, and any market-making activity with respect to the Notes, if commenced, may be discontinued at any time without notice in their sole discretion. For a further discussion of the Dealers' planned market-making activities, see "*Subscription and Sale*". No assurance can be given as to the liquidity of, or the development and continuation of an active trading market for, the Notes. If an active trading market for the Notes does not develop, or is not maintained, the market price and liquidity of the Notes may be adversely affected. If such a market were to develop, the Notes could trade at prices that may be higher or lower than the price at which the Notes are issued, depending on many factors, including (i) prevailing interest rates; (ii) our results of operations

and financial condition; (iii) political and economic developments in and affecting India; (iv) the market conditions for similar securities; and (v) the financial condition and stability of the Indian gold finance sector.

Investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.

Transfers of interests in the Notes will be subject to certain restrictions and interests in Global Notes can only be held through a clearing system.

The Notes have not been and are not expected to be registered: (i) under the Securities Act or any applicable state's or other jurisdiction's securities laws; or (ii) with the U.S. Securities and Exchange Commission or any other applicable state's or other jurisdiction's regulatory authorities. The offering of the Notes will be made pursuant to exemptions from the registration requirements of the Securities Act and from other securities laws. Prospective investors may not offer or sell any Notes, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Similar restrictions will apply in other jurisdictions. Accordingly, reoffers, resales, pledges and other transfers of interests in the Notes will be subject to certain transfer restrictions. Each investor is advised to consult its legal advisers in connection with any such reoffer, resale, pledge or other transfer. See "*Subscription and Sale*" and "*Transfer Restrictions*".

As transfers of interests in the Global Notes can be effected only through book entries at DTC, Clearstream and/or Euroclear (as applicable) for the accounts of their respective participants, the liquidity of any secondary market for investments in the Global Notes may be reduced to the extent that some investors are unwilling to invest in notes held in book-entry form in the name of a participant in Clearstream. Euroclear or DTC, as applicable. The ability to pledge interests in the Notes may be limited due to the lack of a physical certificate. Beneficial owners of Global Notes may, in certain cases, experience a delay in the receipt of payments of principal or interest since such payments will be forwarded by the paying agent to Clearstream, Euroclear or DTC, as applicable, who will then forward payment to their respective participants, who (if not themselves the beneficial owners) will thereafter forward the payments to the beneficial owners of the interests in the Global Notes. In the event of the insolvency of Euroclear, Clearstream, DTC or any of their respective participants in whose name interests in the Notes are recorded, the ability of beneficial owners to obtain timely or ultimate payment of principal and interest on the Notes may be impaired.

Dual Currency Notes have features which are different from single currency issues.

We may issue Notes with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Each potential investor should be aware that:

- the market price of such Notes may be volatile;
- they may receive no interest;
- payment of principal or interest may occur at a different time or in a different currency than expected; and
- the amount of principal payable at redemption may be less than the nominal amount of such Notes or even zero.

The Notes will initially be held in book entry form, and therefore you must rely on the procedures of the relevant clearing systems to exercise any rights and remedies.

The Notes will be represented on issue by one or more Global Notes that may be deposited with a common depositary for Euroclear and Clearstream or may be deposited with a nominee for DTC. Except in the circumstances described in each Global Notes, investors will not be entitled to receive Notes in definitive form.

Each of DTC, Euroclear and Clearstream and their respective direct and indirect participants will maintain records of the beneficial interests in each Global Notes held through it. While the Notes are represented by a Global Note, investors will be able to trade their beneficial interests only through the relevant clearing systems and their respective participants.

While the Notes are represented by Global Notes, our Company will discharge its payment obligation under the Notes by making payments through the relevant clearing systems. A holder of a beneficial interest in a Global Note must rely on the procedures of the relevant clearing system and its participants to receive payments under the Notes. None of our Company, the Trustee, the Principal Paying Agent, the Registrar or any other Agent has any responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in any Global Note. Holders of beneficial interests in a Global Note will not have a direct right to vote in respect of the Notes so represented. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant clearing system and its participants to appoint appropriate proxies. If definitive Notes are issued, holders should be aware that definitive Notes that have a denomination that is not an integral multiple of the minimum specified denomination may be illiquid and difficult to trade.

Unlike the Noteholders themselves, owners of book entry interests will not have the direct right to act upon our Company's solicitations for consents, requests for waivers or other actions from the Noteholders. Instead, if you own a book entry interest, you will be permitted to act only to the extent you have received appropriate proxies to do so from DTC, Euroclear and Clearstream. The procedures implemented for the granting of such proxies may not be sufficient to enable you to vote on a timely basis.

Similarly, upon the occurrence of an event of default under the Trust Deed, unless and until definitive registered Notes are issued in respect of all book entry interests, if you own a book entry interest, you will be restricted to act through DTC, Euroclear and Clearstream. The procedures to be implemented through DTC, Euroclear and Clearstream may not be adequate to ensure the timely exercise of rights under the Notes.

Our Company is not registered, and will not register, as an "investment company" under the Investment Company Act.

Our Company will seek to qualify for an exemption from the definition of "investment company" under the U.S. Investment Company Act of 1940, as amended (the "**Investment Company Act**") and will not register as an investment company in the United States under the Investment Company Act. The Investment Company Act provides certain protections to investors and imposes certain restrictions on registered investment companies, none of which will be applicable to our Company or our investors.

Rupees may not be freely convertible to other currencies.

The convertibility of a currency (including the Rupee) is dependent, among other things, on international and domestic political and economic factors, and on measures taken by governments and central banks, including the Government of India and the RBI. Such measures include, without limitation, imposition of regulatory controls or taxes, issuance of a new currency to replace an existing currency, alteration of the exchange rate or exchange characteristics by revaluation or revaluation of a currency, or imposition of exchange controls with respect to the exchange or transfer of a specified currency that would affect exchange rates and the availability of a specified currency. The taking of any one or more of such measures could adversely affect the value of the Notes as well as any amount which may be payable upon redemption of the Notes.

A debenture redemption reserve will not be created.

The relevant provision of Companies Act, 2013, as amended, and Company (Share Capital and Debentures) Rules, 2014, as amended, are not applicable to the Notes. Therefore, our Company is not required to maintain a debenture redemption reserve for redemption of the Notes.

The right of the Noteholders to receive payments on the Notes is junior to certain tax and other liabilities preferred by law.

The Notes will be subordinated to certain liabilities preferred by law such as to claims of the Government of India on account of taxes, and certain liabilities incurred in the ordinary course of our Company's business. In particular, in the event of bankruptcy, liquidation or winding-up, our Company's assets will be available to pay obligations on the Notes only after all of those liabilities that rank senior to these Notes have been paid. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining, after paying amounts relating to these proceedings, to pay amounts due on the Notes.

The regulation and reform of "benchmarks" may adversely affect the value of Notes linked to or referencing such "benchmarks".

The Programme allows for the issuance of Notes that reference certain interest rates or other types of rates or indices which are deemed to be "benchmarks", including EURIBOR, in particular with respect to certain Floating Rate Notes where the Reference Rate (as defined in the Conditions) may be EURIBOR or another such benchmark. The Pricing Supplement for the Notes will specify whether EURIBOR or another such benchmark is applicable.

Interest rates and indices which are deemed to be "benchmarks", including EURIBOR, are the subject of recent national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Notes linked to or referencing such a "benchmark".

More broadly, any of the international or national reforms, or the general increased regulatory scrutiny of "benchmarks", could increase the costs and risks of administering or otherwise participating in the setting of a "benchmark" and complying with any such regulations or requirements.

Where Screen Rate Determination is specified as the manner in which the Rate of Interest in respect of floating rate Notes is to be determined, the Conditions provide that the Rate of Interest shall be determined by reference to the Relevant Screen Page (or its successor or replacement). In circumstances where such Original Reference Rate is discontinued, neither the Relevant Screen Page, nor any successor or replacement may be available.

Where the Relevant Screen Page is not available, and no successor or replacement for the Relevant Screen Page is available, the Conditions provide for the Rate of Interest to be determined by the Principal Paying Agent by reference to quotations from banks communicated to the Principal Paying Agent and the Independent Investment Bank.

Where such quotations are not available (as may be the case if the relevant banks are not submitting rates for the determination of such Original Reference Rate), the Rate of Interest may ultimately revert to the Rate of Interest applicable as at the last preceding Interest Determination Date before the Original Reference Rate was discontinued. Uncertainty as to the continuation of the Original Reference Rate, the availability of quotes from reference banks, and the rate that would be applicable if the Original Reference Rate is discontinued may adversely affect the value of, and return on, the Floating Rate Notes.

Benchmark Events include (amongst other events) permanent discontinuation of an Original Reference Rate. If a Benchmark Event occurs, our Company shall use its reasonable endeavours to appoint an Independent Adviser. After consulting with the Independent Adviser, our Company shall endeavour to determine a Successor Rate or Alternative Rate to be used in place of the Original Reference Rate. The use of any such Successor Rate or Alternative Rate to determine the Rate of Interest is likely to result in Notes initially linked to or referencing

the Original Reference Rate performing differently (which may include payment of a lower Rate of Interest) than they would do if the Original Reference Rate were to continue to apply in its current form.

Furthermore, if a Successor Rate or Alternative Rate for the Original Reference Rate is determined by our Company, the Conditions provide that our Company may vary the Conditions, as necessary to ensure the proper operation of such Successor Rate or Alternative Rate, without any requirement for consent or approval of the Noteholders.

If a Successor Rate or Alternative Rate is determined by our Company, the Conditions also provide that an Adjustment Spread will be determined by our Company and applied to such Successor Rate or Alternative Rate.

The Adjustment Spread is (i) the spread, formula or methodology which is formally recommended in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body (which may include a relevant central bank, supervisory authority or group of central banks/supervisory authorities), (ii) if no such recommendation has been made, or in the case of an Alternative Rate, the spread, formula or methodology which the Independent Adviser determines is customarily applied to the relevant Successor Rate or the Alternative Rate (as the case may be) in international debt capital markets transactions to produce an industry-accepted replacement rate for the Original Reference Rate, or (iii) if the Independent Adviser determines that no such spread is customarily applied, the spread, formula or methodology which the Independent Adviser determines and which is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate, as the case may be.

Accordingly, the application of an Adjustment Spread may result in the Notes performing differently (which may include payment of a lower Rate of Interest) than they would do if the Original Reference Rate were to continue to apply in its current form.

Our Company may not be able to determine a Successor Rate or Alternative Rate in accordance with the Terms and Conditions of the Notes.

Where our Company is unable to appoint an Independent Adviser in a timely manner, or is unable, to determine a Successor Rate or Alternative Rate before the next Interest Determination Date, the Rate of Interest for the next succeeding Interest Period will be the Rate of Interest applicable as at the last preceding Interest Determination Date before the occurrence of the Benchmark Event, or, where the Benchmark Event occurs before the first Interest Determination Date, the Rate of Interest will be the initial Rate of Interest.

Where our Company has been unable to appoint an Independent Adviser or, has failed to determine a Successor Rate or Alternative Rate in respect of any given Interest Period, it will continue to attempt to appoint an Independent Adviser in a timely manner before the next succeeding Interest Determination Date and/or to determine a Successor Rate or Alternative Rate to apply the next succeeding and any subsequent Interest Periods, as necessary.

Applying the initial Rate of Interest, or the Rate of Interest applicable as at the last preceding Interest Determination Date before the occurrence of the Benchmark Event is likely to result in Notes linked to or referencing the relevant benchmark performing differently (which may include payment of a lower Rate of Interest) than they would do if the relevant benchmark were to continue to apply, or if a Successor Rate or Alternative Rate could be determined.

Where ISDA Determination is specified as the manner in which the Rate of Interest in respect of floating rate Notes is to be determined, the Conditions provide that the Rate of Interest in respect of the Notes shall be determined by reference to the relevant Floating Rate Option in the ISDA Definitions.

Where the Floating Rate Option specified is an "IBOR" Floating Rate Option, the Rate of Interest may be determined by reference to the relevant screen rate or the rate determined on the basis of quotations from certain banks. If the relevant IBOR is permanently discontinued and the relevant screen rate or quotations from banks (as applicable) are not available, the operation of these provisions may lead to uncertainty as to the Rate of Interest that would be applicable, and may, adversely affect the value of, and return on, the floating rate Notes.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by any international reforms in making any investment decision with respect to any Notes linked to or referencing a "benchmark".

Our Company may raise further borrowings with or without creating charges on its assets.

Our Company may raise further borrowings with or without creating charges on its assets. Our Company is free to decide the nature of security that may be provided for future borrowings. If a charge is created on the collateral offered for the Notes, our Company shall obtain charge ceding letters from the Security Trustee in accordance with the Terms and Conditions and no consent from the Security Trustee is required to be obtained prior to creation of charge on the Security Property offered for the Notes. In such a scenario, the Trustee and the Noteholders will rank pari passu with other charge holders and, which to such extent, may reduce the amounts recoverable by the Noteholders upon our Company's bankruptcy, winding-up or liquidation.

Noteholders may not be able to initiate insolvency proceedings against our Company under Indian bankruptcy laws.

The Bankruptcy Code excludes 'financial service providers' from the definition of a corporate person and therefore, the Bankruptcy Code as a whole does not apply to 'financial service providers'. Pursuant to the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudicating Authority) Rules, 2019 (the "**FSP Rules**") and Ministry of Corporate Affairs Notification S.O. 4139(E) dated 18 November 2019, the RBI can commence corporate insolvency resolution process against NBFCs with an asset size of at least INR 5 billion. Furthermore, such NBFCs may commence voluntary liquidation under the Bankruptcy Code with prior permission from the RBI. As of the date of this OC, our asset size is more than ₹5 billion. Accordingly, insolvency resolution process may be initiated with respect to us under the FSP Rules.

The insolvency laws of India may differ from bankruptcy laws of other jurisdictions with which Noteholders are familiar.

Because our Company is incorporated under the laws of India, an insolvency proceeding relating to it, even if brought in a jurisdiction outside India, would likely involve Indian insolvency laws, the procedural and substantive provisions of which may differ from comparable provisions of bankruptcy laws in jurisdictions outside India.

Decisions may be made on behalf of all Noteholders that may be adverse to the interests of individual Noteholders.

The terms and conditions contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

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 has, and may in the future, amend the regulatory framework governing the Issuer. For instance, in November 2025, the RBI

consolidated over 9,000 circulars into 238 function-wise master directions. This initiative, which was specific to each category of entities regulated by the RBI including NBFCs, also repealed numerous circulars and directions that were identified as obsolete. Any future amendments and changes may require the Issuer to follow additional procedures, modify or restructure its activities, obtain new and additional licenses or incur additional costs or otherwise which may adversely affect the Issuer's business and our financial performance. 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 the Issuer to resolve and impact the viability of the Issuer's current businesses, adversely affect its reputation and restrict its ability to grow our businesses in the future.

Remittances of funds outside India pursuant to indemnification by our Company or other payments in relation to the Notes requires prior RBI approval.

Remittance of funds outside India by our Company pursuant to the indemnity clauses under the relevant Conditions, the Trust Deed (as defined in the Conditions) or any other agreements in relation to the Notes requires prior RBI approval. Any approval, if and when required, for the remittance of funds outside India is at the discretion of RBI and we can give no assurance that we will be able to obtain such approval in time or at all. Until such RBI approval is received, the Trustee may not be able to receive any payments pursuant to an indemnity claim against our Company under the Notes, the Trust Deed or any other agreements in relation to the Notes. The Trustee is not obliged to take any such actions if it is not indemnified to its satisfaction. Accordingly, this may have an impact on when and if such actions will be taken by the Trustee on behalf of the Noteholders.

Investors may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the Notes.

Our Company's ability to pay interest accrued on the Notes and/or the principal amount outstanding from time to time in connection therewith is subject to various factors, inter alia, our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure potential investors that we would be able to repay the principal amount outstanding from time to time on the Notes and/or the interest accrued thereon in a timely manner or at all. Although our Company will create appropriate Security in favour of the Trustee for the Noteholders on assets sufficient to ensure a minimum of 100.00% security cover for the Notes within the timelines provided in the Conditions, any decrease in the value of the assets provided as Security in the future might result in our Company not meeting the asset cover stipulated in the respective term sheet. This can adversely affect the ability of our Company to meet its payment obligations. Further, the realisable value of the assets charged as Security, when liquidated, may be lower than the outstanding principal and/or interest accrued thereon in connection with the Notes. A failure or delay in recovering the expected value from a sale or disposal of the assets charged as Security in connection with the Notes could expose investors to a potential loss.

Risk Related to the Structure of a Particular Issue of Notes

Notes subject to optional redemption by our Company

An optional redemption feature is likely to limit the market value of Notes. During any period when our Company may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period. To the extent Notes have an optional redemption feature, our Company may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being

redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Notes carrying an interest rate which may be converted from fixed to floating interest rates and vice-versa, may have a lower market value than other Notes.

Fixed/Floating Rate Notes are notes which may bear interest at a rate that converts from a fixed rate to a floating rate, or from a floating rate to a fixed rate. Where our Company has the right to effect such a conversion, this may affect the secondary market and the market value of the Notes since our Company may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If our Company converts from a fixed rate to a floating rate, the spread on the fixed/floating rate notes may be less favourable than then prevailing spreads on comparable floating rate notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. If our Company converts from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on its Notes.

Notes issued at a substantial discount or premium.

Market values of securities issued at a substantial discount or premium to their nominal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

Payments in respect of the Notes may depend on the services of Third Parties.

Our Company may be a party to contracts with a number of other third parties that have agreed to perform services in relation to the Notes and the ability of our Company to make payments in respect of the Notes may depend upon the due performance by these other third parties, including the performance by the Agents of their respective obligations. While the non-performance of any relevant parties will not relieve our Company of its obligations to make payments in respect of the Notes, our Company may not, in such circumstances, be able to fulfil its obligations to the Noteholders. Our Company's obligation to pay additional amounts in respect of any withholding taxes is subject to limitations; our Company will not be required to pay additional amounts with respect to U.S. or FATCA withholding taxes. Our Company's obligations to pay additional amounts in respect of any withholding taxes is subject to certain limitations described in Condition 9.

Risks Relating to the Secured Property Generally

There may not be coordinated enforcement action in relation to the Secured Property and there may not be sufficient Secured Property to pay all or any portion of the Notes.

The Secured Property provided to secure the Notes is and will be shared with creditors of Permitted Pari Passu Secured Indebtedness. Prior to each issue of Notes under the Programme, all existing creditors of our Company having security over the Secured Property will be required to provide their approval to our Company for ceding of a first ranking pari passu charge over such Secured Property in favour of the Security Trustee for the benefit of the Trustee and the Noteholders, and our Company will so represent to the Security Trustee in the Security Documents. Although procedures will be undertaken to support the validity and enforceability of the security interests, our Company cannot assure investors that the Security Trustee or the Noteholders will be able to enforce the security interest.

The value of the Secured Property in the event of liquidation will depend upon market and economic conditions, the availability of buyers and similar factors. Accordingly, our Company cannot assure investors that the proceeds of any sale of the Secured Property following an acceleration of the Notes would be sufficient to satisfy, or would not be substantially less than, amounts due and payable on the Notes. By their nature, some or all of the Secured Property may be illiquid and may have no readily ascertainable market value. Likewise, our

Company cannot assure investors that the Secured Property will be saleable or, if saleable, that there will not be substantial delays in its liquidation.

The Secured Property will be shared on a pari passu basis by the holders of the Notes, certain existing creditors of our Company and creditors with respect to certain Permitted Pari Passu Secured Indebtedness (as defined in "Terms and Conditions of the Notes" as well as other Series of Notes). Accordingly, in the event of a default on the Notes or the other secured indebtedness and a foreclosure on the Secured Property, any foreclosure proceeds would be shared by the holders of secured indebtedness in proportion to the outstanding amounts of each class of secured indebtedness. The value of the Secured Property securing the Notes may not be sufficient to satisfy our Company's obligations under the Notes.

Repatriation of proceeds outside India pursuant to any acceleration of the Notes, upon the occurrence of an Event of Default, will require prior approval of the RBI or AD Bank as per the ECB Guidelines. The Trustee is not obliged to take action (to give such a notice of acceleration and/or instructing the Security Trustee to enforce the Security over the Secured Property) without first being indemnified and/or secured and/or pre-funded, and it may take some time to negotiate and agree such arrangements.

The Security Trustee may only take enforcement action in relation to the Security Property after the Security has become enforceable in respect of any Notes and upon receipt of directions from the Trustee, which directions may be given by the Trustee in its discretion and without further notice or formality and shall be given if the Trustee is so requested in writing by Noteholders holding at least 25 per cent. in aggregate nominal amount of the particular Series of Notes then outstanding, or if the Trustee is so directed by an Extraordinary Resolution of the Noteholders of the particular Series of Notes (subject in each case to the Trustee being indemnified and/or secured and/or prefunded to its satisfaction) (in accordance with Condition 9.3 of the Terms and Conditions of the Notes). Obtaining such directions may be a time-consuming exercise.

Further, while our Company's existing lenders may initiate enforcement action acceleration of their indebtedness (by reason of any event of default or potential event of default, however described), such acceleration will only constitute an Event of Default under Condition 11.1(c) of the Terms and Conditions of the Notes (giving rise to a right of acceleration of the Notes) if the relevant amount of indebtedness for borrowed money or other relative liability due and unpaid, either alone or when aggregated (without duplication) with other amounts of indebtedness for borrowed money and/or other liabilities due and unpaid relative to all (if any) other events specified in Condition 11.1(c) of the Terms and Conditions of the Notes amounts to at least U.S.$25,000,000 (or its equivalent in any other currency).

In such an event, it is possible that the Notes may not be due and payable while the Secured Property is available to pay amounts due and payable for other secured pari passu lenders of our Company. Enforcement proceeds of other secured *pari passu* lenders may not be shared by the holders of other secured indebtedness including, *inter alia*, the Noteholders in proportion to the outstanding amounts of each class of secured indebtedness in the event the Secured Property is not due and payable for the Notes. If the proceeds of any sale of the Secured Property are not sufficient to repay all amounts due on the Notes, the holders of the Notes (to the extent not repaid from the proceeds of the sale of the Secured Property) would have only an unsecured claim against our Company's remaining assets and, in the context of a bankruptcy case by or against it, the holders of the Notes may not be entitled to receive interest or principal payments or their fees, costs or charges due under the Notes, and may be required to repay any such amounts already received by any such holder.

It cannot be assured that the proceeds from any sale or liquidation of the Secured Property will be sufficient for our Company to pay its obligations under the Notes, in full or at all, after first satisfying its obligations in full under statutory claims that may have legal priority over the holders of the Notes.

The rights over the Secured Property will not be granted directly to holders of the Notes.

The rights over the Secured Property securing the obligations of our Company under the Notes and the Trust Deed will not be granted directly to the Trustee and the Noteholders but will be granted only in favour of the Security Trustee under the Security Documents. As a consequence, the Trustee and Noteholders will not have direct security and will not be entitled to take enforcement action in respect of the security for the Notes, except through the Security Trustee.

The Secured Property will not be in place on the Issue Date of the Notes. The failure of our Company to properly create, perfect and register the security interests in the Secured Property securing the Notes could result in an event of default under the Notes, and could impair the ability of the holders of the Notes to seek repayment.

Under the terms of the Notes, our Company will be obligated to execute the Security Documents prior to the Issue Date, provided that the *pari passu* security interests created under such Security Documents shall become effective 30 (thirty) days from the date of execution of such Security Documents ("**Charge Effective Date**") and it shall make the requisite filings and take all such actions as may be required in relation to the perfection of such security interest created over the Secured Property within 30 days following the Charge Effective Date. As such, the Notes will not have the benefit of the Security on the Secured Property on the Issue Date and until the Charge Effective Date. If our Company is unable to fulfil its obligations under the terms of the Notes prior to the date when the security become effective, the Noteholders will only have an unsecured claim against our Company and, to the extent that any persons providing Permitted Pari Passu Secured Indebtedness have a secured claim over any of our Company's assets comprising the Secured Property, such persons providing Permitted Pari Passu Secured Indebtedness would be entitled to be repaid in full from the proceeds of the liquidation of those assets before those assets would be available for distribution to other creditors, including the Noteholders.

If our Company fails to create, perfect or register the security interests over the Secured Properties within the timelines set out above, an event of default may occur under the Notes, which could give the Trustee and the holders of the Notes the right to declare the Notes immediately due and payable. However, the repatriation of proceeds following acceleration of the Notes and enforcement may require the prior approval of the RBI or the AD Bank, as the case may be, and no assurance can be given as to whether such approval will be given. See also "*Risk Factors – Risks relating to the Notes generally – Approval of the RBI or the AD Bank as the case may be, in accordance with the ECB Guidelines, is required for redemption of Notes prior to their stated maturity, including upon an Event of Default*." In such circumstances, there can be no assurance that our Company would have sufficient resources to repay the Notes, in full or at all. Moreover, any claim of the holders of the Notes in a bankruptcy or similar proceeding would be unsecured to the extent that our Company has failed to create, perfect or register the security interests over the Secured Property, which could limit any recovery holders of the Notes receive in any such proceeding.

Enforcing the rights of Noteholders under the Security Documents across multiple jurisdictions and enforcing foreign court judgment on our Company in India may prove difficult.

The Notes will be issued and secured by our Company incorporated in India. While the Notes and the Trust Deed will be governed by English law, the Security Documents will be governed by Indian law. In the event of a bankruptcy, insolvency or similar event, proceedings could be initiated in England and India.

Such multi-jurisdictional proceedings are likely to be complex and costly for creditors and otherwise may result in greater uncertainty and delay regarding the enforcement of a Noteholder's rights. The rights of Noteholders in respect of the Notes and the related Security Documents will be subject to the insolvency and administrative laws of several jurisdictions and there can be no assurance that Noteholders will be able to effectively enforce their rights in such complex multiple bankruptcy, insolvency or similar proceedings. In addition, the bankruptcy,

insolvency, administrative and other laws of India may be materially different from, or be in conflict with, those with which Noteholders may be familiar, including in the areas of the rights of creditors, priority of governmental and other creditors, ability to obtain post-petition interest and duration of the proceedings. The application of these laws, or any conflict among them, could call into question whether any particular jurisdiction's laws should apply, adversely affect the ability of Noteholders to enforce their rights under the Notes and the related Security Documents in the relevant jurisdictions or limit any amounts that they may receive. Enforcement of security usually takes an inordinately long period of time in India and enforcement may be subject to delays and administrative requirements. The claims and remedies available under Indian law may not be as extensive as those available in other jurisdictions. While any judgment will be made under prevailing Indian laws and regulations, no assurance can be given that the Indian courts will protect the interests of Noteholders in the same manner or to the same extent as would courts in other countries. As a result, it may be difficult for Noteholders to effect service of process, including judgments, on our Company or its officers and directors, or to enforce judgments obtained in non-Indian courts against our Company or its officers and directors in India.

The Notes will at all times rank pari passu among themselves and at least pari passu with all other present and future secured obligations of our Company to the extent secured by the Secured Property, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

The terms of the Notes do not prevent our Company from incurring additional debt. Accordingly, the Notes will at all times rank pari passu among themselves and at least pari passu with all other present and future secured obligations of our Company to the extent secured by the Secured Property, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

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 "Risk Factors" for a discussion of the risks and uncertainties related to those statements and also "Selected Financial Information" 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 fiscal year ends on March 31 of each year. Accordingly, references to a "Fiscal" year are to the 12-month period ended March 31 of the relevant year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2024, 2025 and 2026 included herein is derived from the Audited Consolidated Financial Statements included in this Offering Circular. For further information, see "Selected Financial Information." However, all information in this section regarding cost, yield and average balances is based on the average balances outstanding during the relevant Fiscal/period. For further information, see "Selected Statistical Information." Further, our Audited Consolidated Financial Statements as at and for the financial year ended March 31, 2025 and 2026 are not directly comparable with our Audited Consolidated Financial Statements as at and for the financial year ended March 31, 2024. For details, see "Risk Factors – There are certain differences in the manner 'excess amounts received from customers' have been presented in the Audited Consolidated Financial Statements as at for the financial year ended March 31, 2025 and 2026, compared to prior periods."

In this section, unless otherwise indicated or the context requires, a reference to "our Company" is a reference to our Company on a standalone basis, while any reference to "we", "us" or "our" is a reference to our Company on a consolidated basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Report on Loans and Financial Services Industry in India" dated September 2025 (the "**CRISIL Report**") prepared and issued by CRISIL, appointed by us on December 13, 2024 and exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with this Issue. The data included herein includes excerpts from the CRISIL 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 CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar/Fiscal, as applicable.*

Overview

For information in relation to our business, see "*Description of the Issuer.*"

Significant Factors Affecting Our Results of Operations and Financial Condition

Our business, financial condition and results of operations are affected by a number of factors, many of which are beyond our control, including those set out below:

Net interest income

Our results of operations are substantially dependent upon the amount of our net interest income. Net interest income is interest earned (excluding interest on security deposit) minus finance costs (excluding interest on lease liability) ("**Net Interest Income**"). The tables below set forth details of our Net Interest Income for the periods/years indicated:

Particulars	Fiscal			Increase /(decrease) for Fiscal 2025 to 2026 (%)	Increase /(decrease) for Fiscal 2024 to 2025 (%)
	2026	2025	2024		
	(₹ in millions, except percentages)				
Interest income [A]	37,276.94	26,061.17	18,220.90	43.04%	43.03%
Interest on security deposit [B]	18.01	16.21	9.47	11.10%	71.17%
Interest income excluding interest on security deposit [C = A - B]	37,258.93	26,044.96	18,211.43	43.06%	43.01%
Finance costs [D]	17,298.07	12,735.98	8,359.01	35.82%	52.36%
Interest on lease liability [E]	370.02	327.57	342.25	12.96%	(4.29)%
Finance cost net off interest on lease liability [F = D - E]	16,928.05	12,408.41	8,016.76	36.42%	54.78%
Net Interest Income [G = C - F]	**20,330.88**	**13,636.55**	**10,194.67**	**49.09%**	**33.76%**

Our Net Interest Income is primarily dependent on the average amount of our loans outstanding during the year and the average interest rates we charge (yield) on our Average Interest Earning Loans; and the average amount of our interest-bearing borrowings (which are also our interest-bearing liabilities) outstanding during the year and the interest rates we pay (cost) on our average interest-bearing borrowings (interest-bearing liabilities). Our Average Interest Earning Loans increased by 38.58% from ₹113,048.70 million in Fiscal 2024 to ₹156,661.75 million in Fiscal 2025 and by 43.03% to ₹224,076.62 million in Fiscal 2026. Our Yield on Average Interest Earning Loans was 16.24%, 16.45% and 15.81% for Fiscals 2026, 2025 and 2024 respectively. Our Average Total Interest-Bearing Liabilities increased by 45.19% from ₹89,064.26 million in Fiscal 2024 to ₹129,311.96 million in Fiscal 2025 and by 45.58% to ₹188,249.68 million in Fiscal 2026; and our Cost of Funds was 8.99%, 9.60% and 9.00% in the Fiscals 2026, 2025 and 2024, respectively. For details on our Average Interest Earning Loans, Yield on Average Interest Earning Loans, Average Total Interest-Bearing Liabilities and our Cost of Funds, see "*Selected Statistical Information – Average Balance Sheet, Interest Earned/Expended and Yield/Cost.*"

Our loan products comprise floating, semi-fixed (fixed for a period of time, generally three years, before converting to a floating rate) and fixed rate interest rate loans. Our floating rate products primarily comprise our MSME loans, housing loans, construction finance and indirect lending. Our semi-fixed rate products primarily comprise our MSME loans and housing loans and our fixed rate products primarily comprise our gold loans, micro lap and small business loans. As at March 31, 2026, March 31, 2025 and March 31, 2024, ₹114,210.75 million, ₹92,057.68 million and ₹82,211.88 million, respectively, or 31.18%, 40.27% and 52.52% of our AUM had floating interest rates, respectively. As at March 31, 2026, March 31, 2025 and March 31, 2024, ₹169,698.89 million, ₹81,864.69 million and ₹37,125.57 million, respectively, or 46.34%, 35.81% and 23.72% of our AUM had fixed interest rates, respectively. As at March 31, 2026, March 31, 2025 and March 31, 2024, ₹82,327.78 million, ₹54,679.61 million and ₹37,202.93 million, respectively, or 22.48%, 23.92% and 23.77% of our AUM were semi-fixed interest rate loans, respectively. Our lending rates are generally linked to the interest rate environment and are also influenced by our competition.

In order to manage our exposure to interest rates and liquidity risk arising from the mismatch in interest rates and loan tenure of our borrowings and loan assets, we diversify our borrowings mix across borrowing instruments, tenors and a mix of fixed and floating interest rate borrowings. Our floating rate borrowings are

primarily term loans from banks and other financial institutions, which are shown in our financial statements as borrowings (other than debt securities). Our fixed rate borrowings are primarily our non-convertible debentures and commercial papers, which are shown in our financial statements as debt securities. As at March 31, 2026, March 31, 2025 and March 31, 2024, our floating rate borrowings were ₹201,349.34 million, ₹139,293.97 million and ₹97,012.28 million, respectively, which represented 83.51%, 89.42% and 93.22% of our interest-bearing borrowings as at those dates, respectively, and our fixed rate borrowings were ₹39,771.63 million, ₹16,474.13 million and ₹7,056.85 million, which represented 16.49%, 10.58% and 6.78% of our interest-bearing borrowings as at those dates, respectively. Interest rates on our borrowings are sensitive to many factors beyond our control, including the RBI's monetary policies, domestic and international economic and political conditions, inflation and other factors.

Our ability to continue to meet customer demand for new loans will depend primarily on our ability to borrow from various external sources on suitable terms and in a timely manner. For more details, see "*Risk Factors – We require substantial capital for our business. If we are unable to obtain debt on acceptable terms and at competitive rates or raise equity share capital when needed, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.*"

Operating Expenses

Our operating expenses have a bearing on our results of operations. They comprise fees and commission expenses, employee benefit expenses, depreciation and amortisation expenses and other expenses (collectively, "**Operating Expenses**"). The tables below set forth details of our Operating Expenses for the periods/years indicated:

	Fiscal				
Particulars	**2026**	**2025**	**2024**	**Increase / (decrease) for Fiscal 2025 to 2026 (%)**	**Increase / (decrease) for Fiscal 2024 to 2025 (%)**
	(₹ in millions, except percentages)				
Fees and commission expense	1,540.31	1,444.17	1,093.48	6.66%	32.07%
Employee benefit expense	10,086.98	7,429.62	6,236.92	35.77%	19.12%
Depreciation and amortisation expense	1,095.54	1,017.13	878.70	7.71%	15.75%
Other expenses	2,929.62	2,540.12	2,004.68	15.33%	26.71%
Total	**15,652.45**	**12,431.04**	**10,213.78**	**25.91%**	**21.71%**

Our employee benefit expense represented 21.32%, 22.88% and 26.97% of our revenue from operations for the Fiscals 2026, 2025 and 2024, respectively. As our business has grown, we have increased the number of our employees. The number of our employees increased by 13.42% from 10,060 as at March 31, 2024, to 11,410 as at March 31, 2025, and decreased by 20.73% to 13,775 as at March 31, 2026.

Credit Quality and Provisioning

Our ability to manage the credit quality of our loan portfolio is a key driver of our results of operations. Credit quality is the outcome of the credit appraisal mechanism and recovery system followed by us. We classify non-performing assets ("**NPAs**") in accordance with the SBR Directions and applicable Ind AS rules. Defaults by our customers for a period of more than 90 days result in such loans being classified as Stage 3 Assets or NPAs.

The following table sets forth details of the composition of our loans across classification stages, as well as the provisioning thereof as on the dates indicated:

Particulars[1]	As at March 31, 2026	2025	2024
	(₹ in millions, except percentages)		
Gross Carrying Amount – Loans			
Stage 1[2]	277,536.97	175,797.13	129,579.74
Stage 2[3]	8,215.57	9,120.08	5,986.85
Stage 3[4]	2,643.24	2,866.98	2,660.81
Total Gross Carrying Amount – Loans (A)	**288,395.78**	**187,784.19**	**138,227.40**
Expected credit loss ("ECL") Provisions – Loans			
Stage 1	1,576.08	778.60	618.57
Stage 2	967.60	702.62	745.82
Stage 3	1,089.02	1,196.74	1,202.45
Total ECL Provisions Amount – Loans (B)[4]	**3,632.70**	**2,677.96**	**2,566.84**
Net Carrying Amount – Loans			
Stage 1	275,960.89	175,018.53	128,961.17
Stage 2	7,247.97	8,417.46	5,241.03
Stage 3	1,554.22	1,670.24	1,458.36
Total Net Carrying Amount – Loans (C) = (A)-(B)	**284,763.08**	**185,106.23**	**135,660.56**
ECL Provisions (%)			
Stage 1	0.57%	0.44%	0.48%
Stage 2	11.78%	7.70%	12.46%
Stage 3	41.20%	41.74%	45.19%
Total ECL Provisions (%) (D) = (B)/(A)	**1.26%**	**1.43%**	**1.86%**

Notes:

(1) The figures in the table pertain to loan and provisioning with respect to the MSME, housing finance, construction finance, indirect lending, gold loans and small business loans.

(2) Stage 1 loans refer to 0 to 30 days past due ("**DPD**") accounts other than restructured 0 to 30 DPD accounts and NPA 0 to 30 DPD accounts.

(3) Stage 2 loans refer to 31 to 90 DPD and all loans restructured under the RBI's restructuring scheme which allowed a one-time restructuring of loans impacted by COVID-19 pandemic, which are Stage 2 or below as per DPD.

(4) Stage 3 loans refer to Stage 3 loans assets/ NPAs under our gross loan book as of the last day of the relevant year, or closing balance of our gross loan book, which are NPAs as defined in the master circular dated July 1, 2015 "Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances" issued by the RBI, as amended.

The following tables set forth the details relating to our impairment on financial instruments (at amortised cost) for the periods/years indicated:

	Fiscal				
Particulars	**2026**	**2025**	**2024**	**Increase / (decrease) for Fiscal 2025 to 2026 (%)**	**Increase / (decrease) for Fiscal 2024 to 2025 (%)**
	(₹ in millions, except percentages)				
Total impairment loss:					
Of which					
Loans and advances to customers	954.73	111.13	771.61	759.11%	(85.60)%
Impairment on investments	226.04	332.07	—	-31.93%	100.00%
Trade Receivables	0	79.88	—	-100.00%	100.00%
Loan commitments	-20.5	(1.56)	(46.69)	1,214.10%	(96.66)%
Others impairment	164.6	43.00	(11.47)	282.79%	(474.89)%
Bad debts written off	255.62	372.75	199.33	-31.42%	87.00%
Loss on sale of assets	314.8	70.89	—	344.07%	100.00%
Impairment on fixed deposit	0.19	—	—	100.00%	—
Total impairment loss	**1,895.48**	**1,008.16**	**912.78**	**88.01%**	**10.45%**

All of our loans (except employee loans and small business loans) are secured by collateral, which helps us to recover amounts due on NPAs, keeping our actual loss experience low. This is borne out in the loss given default ("**LGD**") for all our loan sectors. LGD is the amount of money a financial institution loses when a borrower defaults on a loan, after taking into consideration any recovery, represented as a percentage of total exposure at the time of loss. As a conservative approach, we have maintained a consistently higher PCR on Stage 3 loans or NPAs than the LGD experience in each loan sector. For more details, see "*Description of the Issuer.*"

General Economic Conditions in India

Our results of operations are affected by the general economic conditions prevalent in India, as well as the perception of those conditions and future economic prospects. Overall economic growth and an increase in GDP are likely to result in an increase in incomes and spending, which would lead to business expansion in India, which may in turn lead to an increase in demand for our MSME loans. Conversely, a slowdown in the Indian economy could adversely affect our business and our borrowers. Several factors beyond our control, such as developments in the Indian economy and domestic employment levels, conditions in the world economy, fluctuations in interest rates, movements in global commodity markets and exchange rates could have either a positive or an adverse effect on the quality of our gross loan book. Any trends or events that have a significant effect on the economic conditions in India could have a significant effect on our financial condition, results and cash flows.

Competition

Our competitors include established NBFCs, HFCs, small finance banks, lending platforms and the private unorganised and informal financiers who principally operate in the local market. More players in consumer-facing businesses with a repository of data (such as e-commerce companies and payment service providers) are expected to enter the lending business, intensifying competition. Our lending activity is not completely online and necessarily involves carrying out certain physical steps, such as physical verification and in-person visits. Furthermore, our cost of borrowings as an NBFC may be higher than that of some of our competitors, including banks and lenders that are better rated. As a result, many of our competitors may have operational advantages in terms of access to cost-effective sources of funding, and in implementing new technologies and rationalising related operational costs. Increased competition from other players could lead to lending rates offered by our competitors in the sectors we operate in to be unviable for us or unprofitable for us to provide, given our cost of borrowings. Additionally, we are subject to the potential increase in competition brought about by changes in the laws and regulations governing our business. For more details, see "*Risk Factors – Our inability to compete effectively in an increasingly competitive industry may adversely affect our market share, business and financial condition.*"

Our continued success will depend, in part, on our ability to respond to technological advances, changing customer needs and emerging industry standards and practices on a cost-effective and timely basis. Technological innovation, such as digital wallets, mobile operator banking, advancements in blockchain technology and cryptocurrencies, such as bitcoin, payment banks and internet banking through smart phones, could disrupt the financial services industry and increase competition as a whole. If we fail to adapt to such technological advances quickly and effectively, it could affect the performance of our products and services and reduce our attractiveness to existing and potential customers, thereby adversely affecting our business, financial condition, results of operations and cash flows.

Changes in Laws, Rules and Regulations or the Introduction of New Laws, Rules and Regulations

We operate in a highly regulated industry and we are required to comply with, among others, limits on borrowings, investments and interest rates, prudential norms for income recognition, asset classification and norms for creation of special reserves as well as minimum capital adequacy requirements. The regulations applicable to us also address issues such as our conduct with customers and recovery practices, market conduct and foreign investment.

In addition to the changes in laws, rules and regulations discussed above, the following changes in laws, rules and regulations affected our financial condition as at March 31, 2026, March 31, 2025 and March 31, 2024, and our results of operations for Fiscals 2026, 2025 and 2024 (as applicable):

Introduction of Net Owned Fund Requirements

As per the SBR Directions, our Company is required to have a net owned fund (calculated as per Section 45-IA of the Reserve Bank of India Act, 1934) ("**Net Owned Fund**") of at least ₹20.00 million. As at March 31, 2026, our Company's Net Owned Fund on standalone basis was ₹61,334.54 million. The capital to risk-weighted assets ratio for our Company is above the required limits as stipulated by the RBI and NHB Directions.

Liquidity Risk Management Framework for NBFCs

The RBI issued the "Reserve Bank of India Non-Banking Financial Companies Asset Liability Management) Directions, 2025 dated 28 November 2025 ("**ALM Directions**"), which introduced a liquidity coverage ratio ("**LCR**") for all non-deposit taking NBFCs with an asset size of ₹50,000 million and above. While this promotes the resilience of NBFCs against potential liquidity disruptions by ensuring that they have sufficient high-quality liquid assets ("**HQLA**") to survive any acute liquidity stress scenario lasting 30 days or more, this has resulted in a decrease in our interest income as there is less money available for loans and we earn higher interest on

loans compared to our investments. The ALM Directions require the stock of HQLA to be maintained to be a minimum of 100% of NBFCs' total net cash outflows over the next 30 calendar days, with the minimum HQLA to be held being 50% of the LCR, progressively increasing in equal increments until it reaches the required level of 100% by April 1, 2024. The reporting requirement of LCR was applicable to the Company with effect from March 31, 2022. Our Company has duly complied with the LCR requirement, with our LCR recorded being 223.42%, 404.41% and 264.03% as at March 31, 2026, March 31, 2025 and March 31, 2024, respectively.

For further details, see "*Description of the Issuer– Our Strategies – Diversify our product offerings for sustained growth.*"

Presentation of Financial Information

In this Offering Circular, we have included:

- the Audited Consolidated Financial Statements for Fiscal 2024, along with the respective schedules and notes thereto;
- the Audited Consolidated Financial Statements for Fiscal 2025, along with the respective schedules and notes thereto; and
- the Audited Consolidated Financial Statements for Fiscal 2026, along with the respective schedules and notes thereto.

Summary of Material Accounting Policies

For a summary of material accounting policies, see the note on the summary of material accounting policies in each of the Audited Consolidated Financial Statements and Reviewed Consolidated Interim Financial Statements in *"Financial Statements."*

Description of Principal Line Items in Our Consolidated Statements of Profit and Loss

Revenue

Our total income comprises (i) revenue from operations, and (ii) other income.

Revenue from Operations

Revenue from operations comprises (i) interest income; (ii) dividend income; (iii) fees and commission income; (iv) net gain on derecognition of financial instrument; (v) net gain on fair value changes; (vi) sale of service; and (vii) other operating income.

Interest income

Our interest income comprises (i) interest on loans; (ii) interest income from investments; (iii) interest on deposits; and (iv) interest on others.

Fees and commission income

Our fees and commission income comprises (i) application fees; (ii) car loan commission; and (iii) other commission income.

Net Gain on Derecognition of Financial Instruments

Net gain on derecognition of financial instrument comprises (i) net gain on derecognition of financial instruments; (ii) loss on sale of pool through direct assignment; and (iii) gain/(loss) on sale of investments not designated at fair value.

Net Gain on Fair Value Changes

Net gain on fair value changes comprises (i) profit/(loss) on trading portfolio - investment in shares; (ii) profit/(loss) on trading portfolio - mutual fund & bonds; (iii) profit/(loss) on REITs; and (iv) of the above comprises (a) realised and (b) unrealised.

Sale of Service

Our revenue from sale of service comprises advertisement income.

Other Operating Income

Our other operating income comprises (i) foreclosure fees; (ii) other charges; (iii) legal charges received; and (iv) other operating revenue.

Other Income

Other income includes (i) profit on sale of assets (net); (ii) credit balance / provision no longer required written back; (iii) profit on sale of investment property; and (iv) other income.

Expenses

Our expenses comprise (i) finance costs; (ii) fees and commission expense; (iii) impairment of financial instruments; (iv) employee benefit expenses; (v) depreciation and amortisation expense; and (vi) other expenses.

Finance costs

Finance costs comprises (i) interest on borrowings (other than debt securities); (ii) interest on debt securities; (iii) interest on bank overdraft; (iv) interest on bank cash credit; (v) interest - lease liability; and (vi) other finance charges.

Impairment of financial instruments

Impairment of financial instruments comprises (i) impairment on loans - at amortised cost loans and advances to customers; (ii) impairment / (write off recoveries) on undrawn commitments; (iii) impairment / (write off recoveries) on others; and (iv) write off of loans.

Employee benefits expense

Employee benefits expense comprises (i) salaries and wages; (ii) contribution to provident and other funds, being (a) contribution to provident fund and funds other than gratuity; and (b) contribution to gratuity; (iii) share based payments to employees; (iv) staff welfare expenses; and (v) ex-gratia payments.

Depreciation and amortization expense

Depreciation and amortization expense comprises (i) depreciation on property, plant and equipment; and (ii) amortization of intangible assets.

Other expenses

Other expenses comprises (i) advertising; (ii) auditors' remuneration; (iii) banking charges; (iv) business development expenses; (v) corporate social responsibility expenses; (vi) directors' fees and commission; (vii) electricity charges; (viii) filing & other fees to RoC; (ix) legal and professional expenses; (x) loss on sale of fixed assets; (xi) membership & subscription expenses; (xii) miscellaneous expenses; (xiii) postage, telephone and fax; (xiv) printing and stationery; (xv) processing fees on co-lending; (xvi) recruitment expenses; (xvii) rent; (xviii) service fees subsidiary; (xix) software expenses; (xx) travelling and conveyance; (xxi) write off - fixed assets; and (xxii) write off – others.

Non-GAAP Measures

Net Interest Income, Yield on Average Total Interest-Earning Assets, Yield on Average Interest-Earning Loans, Cost of Funds, Spread, Net Interest Margin, return on average assets, return on average equity, debt to equity ratio, GNPA, NNPA, interest coverage ratio and net worth, presented in this Offering Circular are a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS. 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.

Results of Operations

Fiscal 2026 Compared with Fiscal 2025

The following table sets forth certain information relating to our results of operations on a consolidated basis for the Fiscal 2026 to Fiscal 2025:

	Fiscal 2026		Fiscal 2025	
Particulars	**₹ (million)**	**Percentage of Total Income (%)**	**₹ (million)**	**Percentage of Total Income (%)**
Revenue from operations				
Interest income	37,276.94	78.61	26,055.64	80.15
Dividend income	0.11	0.00	2.53	0.01
Fee and commission income	5,748.44	12.12	3,279.28	10.09
Net gain on fair value changes	182.46	0.38	641.71	1.97
Net gain on derecognition of financial instruments	3,639.95	7.68	1,650.77	5.08
Sale of services	463.47	0.98	—	—
Other operating income	—	—	845.07	2.60
Total revenue from operations	**47,311.37**	**99.77**	**32,475.00**	**99.90**
Other income	108.72	0.23	33.36	0.10
Total income	**47,420.09**	**100**	**32,508.36**	**100.00**
Expenses				
Finance costs	17,298.07	36.48	12,735.98	39.18
Fees and commission expense	1,540.31	3.25	1,444.17	4.44

Particulars	Fiscal 2026 ₹ (million)	Fiscal 2026 Percentage of Total Income (%)	Fiscal 2025 ₹ (million)	Fiscal 2025 Percentage of Total Income (%)
Impairment on financial instruments	1,895.48	4.00	1,008.16	3.10
Employee benefits expenses	10,086.98	21.27	7,429.62	22.85
Depreciation and amortization	1,095.54	2.31	1,017.13	3.13
Other expenses	2,929.62	6.18	2,540.12	7.81
Total expenses	**34,846.00**	**73.48**	**26,175.18**	**80.52**
Profit before tax before exceptional items	**12,574.09**	**26.52**	**6,333.18**	**19.48**
Exceptional item income	—	—	—	—
Profit before tax after exceptional item ...	**12,574.09**	**26.52**	**6,333.18**	**19.48**
Tax Expense :				
Current tax	3153.38	6.65	1,695.65	5.22
Deferred tax	(47.39)	(-0.10)	(141.78)	(0.44)
Excess provision for tax – prior years	(23.42)	(0.05)	(6.02)	(0.02)
Total tax	**3,082.57**	**6.50**	**1,547.85**	**4.76**
Profit for the year / period	**9,491.52**	**20.02**	**4,785.33**	**14.72**
Other Comprehensive Income				
Items that will not be reclassified to profit and loss (A)				
Remeasurement of defined benefit plans	(58.27)	(0.12)	(33.84)	(0.10)
Income tax on above credit/ (charge)	14.67	0.03	8.06	0.02
Items that will be reclassified to profit or loss (B):				
Fair value gain on time value of forward element of forward contract in hedging relationship	61.48	0.13	61.89	0.19
Fair value gain on loans measured at fair value through OCI	(8.99)	(0.02)	(105.36)	(0.32)
Income tax on above credit / (charge)	(13.21)	(0.03)	(10.05)	(0.03)
Total other comprehensive (loss) / income (A+B)	**(4.32)**	**(0.01)**	**(79.30)**	**(0.24)**
Total comprehensive income for the period / year	**9,487.2**	**20.01**	**4,706.03**	**14.48**

Our total income increased by 45.87% from ₹32,508.36 million in Fiscal 2025 to ₹47,420.09 million in Fiscal 2026. This increase was primarily due to an increase in revenue from operations.

Revenue from operations

Our revenue from operations increased by 45.69% from ₹32,475.00 million in Fiscal 2025 to ₹47,311.37 million in Fiscal 2026, primarily due to an increase in (i) interest income by 43.07% from ₹26,055.64 million in Fiscal 2025 to ₹37,276.94 million in Fiscal 2026; (ii) fees and commission income by 75.30% from ₹3,279.28 million in Fiscal 2025 to ₹5,748.44 million in Fiscal 2026; and (iii) net gain on derecognition of financial instrument by120.50% from ₹1,650.77 million in Fiscal 2025 to ₹3,639.95 million in Fiscal 2026.

The increase was partially offset by a decrease in (i) net gain on fair value changes by 71.57% from ₹641.71 million in Fiscal 2025 to ₹182.46 million in Fiscal 2026; and(ii) other operating income by 100.00% from ₹845.07 million in Fiscal 2025 to no such income in Fiscal 2026.

Interest income

Interest income increased by 43.07% from ₹26,055.64 million in Fiscal 2025 to ₹37,276.94 million in Fiscal 2026 primarily due to an increase in interest on loans .

The table below sets forth a breakdown of our loans by product type for Fiscal 2026 and 2025:

	Fiscal					
	2026			2025		
Particulars	**Average Balance[(1)] [A]**	**Interest Income [B]**	**Annualised Yield [(2)] [C=B/A)] (%)**	**Average Balance[(1)] [A]**	**Interest Income [B]**	**Annualised Yield [(2)] [C=B/A] (%)**
	(₹ in millions, except percentages)					
Loans[(3)]	224,076.62	36,396.77	16.24%	156,661.75	25,764.25	16.45%
Of which:						
MSME loans[(4)]	44,092.27	7,645.02	17.34%	39,154.09	6,019.73	15.37%
Housing loans[(5)]	52,844.00	6,929.82	13.11%	40,172.58	5,115.81	12.73%
Construction finance[(6)]	48,040.21	8,550.98	17.80%	32,725.84	5,724.20	17.49%
Gold loan[(7)]	78,085.91	13,131.70	16.82%	42,153.92	8,394.29	19.91%
Other loans[(8)]	1,014.23	139.25	13.73%	2,455.32	510.22	20.78%

Notes:

(1) Average balances are calculated as the average of the opening balance at the start of the relevant Fiscal year and the closing balances as at half year end and year end in the relevant Fiscal year.

(2) Annualised Yield on average balance is a Non-GAAP Financial Measure and is calculated as interest earned/expended divided by the average balance, multiplied by four and divided by three in order to give this on an annualised basis.

Our interest income from MSME loans increased by 27.00% from ₹6,019.73 million for Fiscal 2025 to ₹7,645.02 million for Fiscal 2026. This was primarily due to an increase in our Average Interest Earning Loans of MSME loans by 12.61% from ₹39,154.09 million for Fiscal 2025 to ₹44,092.27 million for Fiscal 2026.

Our interest income from housing loans increased by 35.46% from ₹5,115.81 million for Fiscal 2025 to ₹6,929.92 million for Fiscal 2026. This was primarily due to an increase in our Average Interest Earning Loans of housing loans by 31.54% from ₹40,172.58 million for Fiscal 2025 to ₹52,844.00 million for Fiscal 2026.

Our interest income from gold loans increased by 56.44% from ₹8,394.29 million for Fiscal 2025 to ₹13,131.70 million for Fiscal 2026. This was primarily due to an increase in our Average Interest Earning Loans of gold loan by 85.24% from ₹42,153.92 million for Fiscal 2025 to ₹78,085.91 million for Fiscal 2026.

Our interest income from construction finance increased by 49.38% from ₹5,724.20 million for Fiscal 2025 to ₹8,550.98 million for Fiscal 2026. This was primarily due to an increase in our Average Interest Earning Loans of construction finance by 46.80% from ₹32,725.84 million for Fiscal 2025 to ₹48,040.21 million for Fiscal 2026.

Fees and Commission Income

Our fees and commission income increased by 75.30% from ₹3,279.28 million for Fiscal 2025 to ₹5,748.44 million for Fiscal 2026. This was primarily due to increases in:

(a) car loan distribution gross fee income from ₹2,407.21 million for Fiscal 2025 to ₹2,483.26 million for Fiscal 2026 primarily on account of increase in car loan distribution value; and

(b) application fees from ₹144.95 million for Fiscal 2025 to ₹184.53 million for Fiscal 2026; and

(c) net fee income from insurance distribution which was ₹942.95 million in Fiscal 2026.

Net Gain on Derecognition of Financial Instrument

Our revenue from net gain on derecognition of financial instrument increased by 120.50% from ₹1,650.77 million for Fiscal 2025 to ₹3,639.95 million for Fiscal 2026 due to increase in co-lending disbursement.

Net Gain on Fair Value Changes

Our revenue from net gain on fair value changes decreased by 71.57% from ₹641.71 million for Fiscal 2025 to ₹182.46 million for Fiscal 2026. This was primarily due to a decrease in realised gain from ₹602.94 million for Fiscal 2025 to ₹194.36 million for Fiscal 2026.

Sale of Service

Our revenue from sale of service increased by 100% from no such revenue in Fiscal 2025 to ₹463.47 million for Fiscal 2026. The primary reason for this was advertisement income in Fiscal 2026.

Other Operating Income

Our other operating income decreased by 100 % from ₹845.07 million for Fiscal 2025 to no such income for Fiscal 2026. This was primarily on account of regrouping to fees and commission income.

Other Income

Our other income increased by 225.90% from ₹33.36 million for Fiscal 2025 to 108.72 million for Fiscal 2026.

Total Expenses

Our total expenses increased by 33.13% from ₹26,175.18 million for Fiscal 2025 to ₹34,846.00 million for Fiscal 2026, primarily due to the reasons discussed below.

Our Cost to Income Ratio decreased from 60.65% for Fiscal 2025 to 50.02% for Fiscal 2026. The table below sets forth details of our Cost to Income Ratios for Fiscal 2026 and 2025.

Particulars	Fiscal	
	2026	2025
	(₹ in millions, except percentages)	
Interest income excluding interest on security deposit (A)	37,258.93	26,044.96
Finance costs (excluding interest on lease liability) (B)	16,928.05	12,408.41
Non-interest income (adjusted for fee & commission expense) (C)	8,620.85	5,019.23
Net income (D) = (A) – (B) + (C)	**28,951.73**	**18,655.78**
Employee benefit expense (G)	10,086.98	7,429.62
Depreciation, amortisation and impairment (H)	1095.54	1,017.13
Other expenses (Including interest on lease liability) (I)	3,299.64	2,867.69
Operating Expenses (excluding fees and commission expense) (J) = (G) + (H) + (I)	**14,482.16**	**11,314.44**
Cost to Income Ratio (K) = (J)/(D)	**50.02%**	**60.65%**

Finance Costs

The table below sets forth our finance costs for Fiscal 2026 and 2025:

Particulars	Fiscal		
	2026	2025	Increase/ (Decrease) (%)
	(₹ in millions, except percentages)		
Interest on borrowings other than debt securities	15,826.27	11,998.84	31.90%
Interest on bank overdraft	—	—	—
Interest on debt securities	986.20	347.57	183.74%
Interest on bank cash credit	0.70	3.74	(81.28)%
Interest on lease liability[(1)]	370.02	327.57	12.96%
Other charges	114.88	58.26	97.19%
Total finance costs	**17,298.07**	**12,735.98**	**35.82%**

Note:

(1) Interest on lease liability is an Ind AS adjustment related to lease assets.

Our finance costs increased by 35.82% from ₹12,735.98 million for Fiscal 2025 to ₹17,298.07 million for Fiscal 2026. This was primarily due to an increase in interest on borrowings other than debt securities and increase in debt securities . For details of our average interest-bearing liabilities and the costs thereon, see "*Selected Statistical Information – Average Balance Sheet, Interest Earned/Expended and Yield/Cost*".

Fees and Commission Expense

Our fees and commission expense increased by 6.66% from ₹1,444.17 million for Fiscal 2025 to ₹1,540.31 million for Fiscal 2026. This increase was primarily due to an increase in commissions paid to agents.

Impairment on Financial Instruments (Expected Credit Loss)

Our impairment of financial instruments on loans increased by 88.01% from ₹1,008.16 million for Fiscal 2025 to ₹1,895.48 million for Fiscal 2026, primarily due to impairment of loans by ₹843.60 million and increase in loss on sale of assets by ₹243.91 million.

Employee Benefit Expense

Our employee benefit expense increased by 35.77% from ₹7,429.62 million for Fiscal 2025 to ₹10,086.98 million for Fiscal 2026, which increase was primarily due to an increase in employees' salaries and bonuses from ₹6,680.19 million for Fiscal 2025 to ₹9,288.29 million for Fiscal 2026, which was primarily due to the increase in the number of our employees, which increased from 11,410 as at March 31, 2025 to 13,775 as at March 31, 2026. As a percentage of our revenue from operations, our employee benefit expense decreased from 22.85% for Fiscal 2025 to 21.27% for Fiscal 2026.

Other Expenses

Our other expenses increased by 15.33% from ₹2,540.12 million for Fiscal 2025 to ₹2,929.62 million for Fiscal 2026. This increase was primarily due the following reasons:

(a) an increase in our legal and professional expenses from ₹456.64 million for Fiscal 2025 to ₹641.18 million for Fiscal 2026; and

(b) an increase in our advertising expenses from ₹109.30 million for Fiscal 2025 to ₹232.13 million for Fiscal 2026.

Tax Expense

Our total tax expense increased by 99.15% from ₹1,547.85 million for Fiscal 2025 to ₹3,082.57 million for Fiscal 2026, which was primarily due to increase in profit before tax by ₹6,240.91 million. For Fiscals 2026 and 2025, our total tax expense as a percentage of our profit before tax was 24.52% and 24.44%, respectively. The corporate income tax rate 25% for Fiscal 2026 and 25% (including all cesses) for Fiscal 2025.

Net Profit After Tax

Primarily for the reasons set forth above, our net profit after tax increased by 98.35% from ₹4,785.33 million for Fiscal 2025 to ₹9,491.52 million for Fiscal 2026.

Fiscal 2025 Compared with Fiscal 2024

The following table sets forth certain information relating to our results of operations on a consolidated basis for the Fiscal 2025 to Fiscal 2024:

Particulars	Fiscal 2025 ₹ (million)	Fiscal 2025 Percentage of Total Income (%)	Fiscal 2024 ₹ (million)	Fiscal 2024 Percentage of Total Income (%)
Revenue from operations				
Interest income	26,055.64	80.15	18,227.83	78.77
Dividend income	2.53	0.01	—	—
Fee and commission income	3,279.28	10.09	2,306.35	9.97
Net gain on fair value changes	641.71	1.97	412.61	1.78
Net gain on derecognition of financial instruments	1,650.77	5.08	1,018.10	4.40
Sale of services	—	—	630.99	2.73
Other operating income	845.07	2.60	532.69	2.30
Total revenue from operations	**32,475.00**	**99.90**	**23,128.57**	**99.94**
Other income	33.36	0.10	13.40	0.06
Total income	**32,508.36**	**100.00**	**23,141.97**	**100.00**
Expenses				
Finance costs	12,735.98	39.18	8,359.01	36.12
Fees and commission expense	1,444.17	4.44	1,093.48	4.73
Impairment on financial instruments	1,008.16	3.10	912.78	3.94
Employee benefits expenses	7,429.62	22.85	6,236.92	26.95
Depreciation and amortization	1,017.13	3.13	878.70	3.80
Other expenses	2,540.12	7.81	2,004.68	8.66
Total expenses	**26,175.18**	**80.52**	**19,485.57**	**84.20**
Profit before tax before exceptional items	**6,333.18**	**19.48**	**3,656.40**	**15.80**
Exceptional item income	—	—	—	—
Profit before tax after exceptional item	**6,333.18**	**19.48**	**3,656.40**	**15.80**
Tax Expense :				
Current tax	1,695.65	5.22	1,099.90	4.75
Deferred tax	(141.78)	(0.44)	(227.54)	(0.98)
Excess provision for tax – prior years	(6.02)	(0.02)	(10.02)	(0.04)
Total tax	**1,547.85**	**4.76**	**862.34**	**3.73**
Profit for the year / period	**4,785.33**	**14.72**	**2,794.06**	**12.07**
Other Comprehensive Income				

Particulars	Fiscal 2025		Fiscal 2024	
	₹ (million)	Percentage of Total Income (%)	₹ (million)	Percentage of Total Income (%)
Items that will not be reclassified to profit and loss (A)				
Remeasurement of defined benefit plans	(33.84)	(0.10)	(28.77)	(0.12)
Income tax on above credit/ (charge)	8.06	0.02	7.24	0.03
Items that will be reclassified to profit or loss (B):				
Fair value gain on time value of forward element of forward contract in hedging relationship	61.89	0.19	(39.46)	(0.17)
Fair value gain on loans measured at fair value through OCI	(105.36)	(0.32)	—	—
Income tax on above credit / (charge)	(10.05)	(0.03)	9.93	0.04
Total other comprehensive (loss) / income (A+B)	**(79.30)**	**(0.24)**	**(51.06)**	**(0.22)**
Total comprehensive income for the period / year	**4,706.03**	**14.48**	**2,743.00**	**11.85**

Our total income increased by 40.47% from ₹23,141.97 million in Fiscal 2024 to ₹32,508.36 million in Fiscal 2025. This increase was primarily due to an increase in revenue from operations.

Revenue from operations

Our revenue from operations increased by 40.41% from ₹23,128.57 million in Fiscal 2024 to ₹32,475.00 million in Fiscal 2025, primarily due to an increase in (i) interest income by 42.94% from ₹18,227.83 million in Fiscal 2024 to ₹26,055.64 million in Fiscal 2025; (ii) net gain on fair value changes by 55.52% from ₹412.61 million in Fiscal 2024 to ₹641.71 million in Fiscal 2025; (iii) fees and commission income by 42.18% from ₹2,306.35 million in Fiscal 2024 to ₹3,279.28 million in Fiscal 2025; (iv) net gain on derecognition of financial instrument by 62.14% from ₹1,018.10 million in Fiscal 2024 to ₹1,650.77 million in Fiscal 2025; and (v) other operating income by 58.64% from ₹532.69 million in Fiscal 2024 to ₹845.07 million in Fiscal 2025. This was offset by a decrease in sale of services from ₹630.99 million in Fiscal 2024 to nil in Fiscal 2025.

Interest income

Interest income increased by 42.94% from ₹18,227.83 million in Fiscal 2024 to ₹26,055.64 million in Fiscal 2025 primarily due to an increase in interest on loans from ₹17,883.48 million in Fiscal 2024 to ₹25,758.73 million in Fiscal 2025.

The table below sets forth a breakdown of our loans by product type for Fiscal 2025 and 2024:

Particulars	Fiscal					
	2025			2024		
	Average Balance[(1)] [A]	Interest Income [B]	Annualised Yield[(2)] [C=B/A *(4/3)] (%)	Average Balance[(1)] [A]	Interest Income [B]	Annualised Yield[(2)] [C=B/A *(4/3)] (%)
	(₹ in millions, except percentages)					
Loans[(3)]	156,661.75	25,764.25	16.45%	113,048.70	17,876.55	15.81%
Of which:						
MSME loans[(4)]	39,154.09	6,019.73	15.37%	38,522.78	6,131.91	15.92%
Housing loans[(5)]	40,172.58	5,115.81	12.73%	30,822.85	3,905.12	12.67%
Construction finance[(6)]	32,725.84	5,724.20	17.49%	20,988.89	3,730.49	17.77%
Gold loan[(7)]	42,153.92	8,394.29	19.91%	19,156.84	3,566.14	18.62%
Other loans[(8)]	2,455.32	510.22	20.78%	3,557.33	542.88	15.26%

Notes:

(1) Average balances are calculated as the average of the opening balance at the start of the relevant Fiscal year and the closing balances as at half year end and year end in the relevant Fiscal year.

(2) Annualised Yield on average balance is a Non-GAAP Financial Measure and is calculated as interest earned/expended divided by the average balance, multiplied by four and divided by three in order to give this on an annualised basis.

(3) Excess received from customers amounting to ₹455.04 million was netted off against the loan book of ₹138,223.75 million for Fiscal 2024. However, for Fiscal 2025, the loan book of ₹187,784.20 million is presented without this adjustment, and the excess received from customers amounting to ₹577.96 million is regrouped under 'other financial liabilities'.

(4) In relation to MSME loans, excess received from customers amounting to ₹281.81 million was netted off against the loan book of ₹41,728.22 million for Fiscal 2024. However, for Fiscal 2025, the loan book of ₹42,764.58 million is presented without this adjustment, and the excess received from customers amounting to ₹319.33 million is regrouped under 'other financial liabilities'.

(5) In relation to housing loans, excess received from customers amounting to ₹122.38 million was netted off against the loan book of ₹38,905.77 million for Fiscal 2024. However, for Fiscal 2025, the loan book of ₹46,056.25 million is presented without this adjustment, and the excess received from customers amounting to ₹223.42 million is regrouped under 'other financial liabilities'.

(6) In relation to construction finance, excess received from customers amounting to ₹7.02 million was netted off against the loan book of ₹26,212.79 million for Fiscal 2024. However, for Fiscal 2025, the loan book of ₹41,329.13 million is presented without this adjustment, and the excess received from customers amounting to ₹1.12 million is regrouped under 'other financial liabilities'.

(7) In relation to gold loans, excess received from customers amounting to ₹5.08 million was netted off against the loan book of ₹28,235.67 million for Fiscal 2024. However, for Fiscal 2025, the loan book of ₹55,612.66 million is presented without this adjustment, and the excess received from customers amounting to ₹5.04 million is regrouped under 'other financial liabilities'.

(8) Other loans includes indirect lending loans, small business loans and loans to employees. In relation to indirect lending loans, excess received from customers amounting to nil was netted off against the loan book of ₹2,662.55 million for Fiscal 2024. However, for Fiscal 2025, the loan book of ₹1,766.97 million is presented without this adjustment, and the excess received from customers amounting to ₹4.04 million is regrouped under 'other financial liabilities'. In relation to unsecured business loans, excess received from customers amounting to ₹14.75 million was netted off against the loan book of ₹478.74 million for Fiscal 2024. However, for Fiscal 2025, the loan book of ₹254.60 million is presented without this adjustment, and the excess received from customers amounting to ₹0.01 million is regrouped under 'other financial liabilities'.

Our interest income from MSME loans decreased by 1.83% from ₹6,131.91 million for Fiscal 2024 to ₹6,019.73 million for Fiscal 2025. This was primarily due to a decrease in the Annualised Yield on Average Interest Earning Loans for MSME loans from 15.92% for Fiscal 2024 to 15.37% for Fiscal 2025.

Our interest income from housing loans increased by 31.00% from ₹3,905.12 million for Fiscal 2024 to ₹5,115.81 million for Fiscal 2025. This was primarily due to an increase in our Average Interest Earning Loans of housing loans by 30.34% from ₹30,822.25 million for Fiscal 2024 to ₹40,172.58 million for Fiscal 2025.

Our interest income from gold loans increased by 135.39% from ₹3,566.14 million for Fiscal 2024 to ₹8,394.29 million for Fiscal 2025. This was primarily due to an increase in our Average Interest Earning Loans of gold loans by 120.05% from ₹19,156.84 million for Fiscal 2024 to ₹42,153.92 million for Fiscal 2025.

Our interest income from construction finance increased by 53.44% from ₹3,730.49 million for Fiscal 2024 to ₹5,724.20 million for Fiscal 2025. This was primarily due to an increase in our Average Interest Earning Loans of construction finance by 55.92% from ₹20,988.89 million for Fiscal 2024 to ₹32,725.84 million for Fiscal 2025, and partially offset by a decrease in the Annualised Yield on Average Interest Earning Loans for construction loans from 17.77% for Fiscal 2024 to 17.49% for Fiscal 2025.

Fees and Commission Income

Our fees and commission income increased by 42.18% from ₹2,306.35 million for Fiscal 2024 to ₹3,279.28 million for Fiscal 2025. The primary reasons for this increase were:

(a) an increase in car loan distribution gross fee income from ₹2,169.16 million for Fiscal 2024 to ₹2,407.21 million for Fiscal 2025 primarily on account of increase in car loan distribution value from ₹97,414.74 million for Fiscal 2024 to ₹105,518.76 million for Fiscal 2025; and

(b) a increase in application fees from ₹96.02 million for Fiscal 2024 to ₹144.95 million for Fiscal 2025; and

(c) Net fee income from insurance distribution of ₹963.04 million in Fiscal 2025.

Net Gain on Derecognition of Financial Instrument

Our revenue from net gain on derecognition of financial instrument increased by 62.14% from ₹1,018.10 million for Fiscal 2024 to ₹1,650.77 million for Fiscal 2025 due to increase in co-lending disbursement.

Net Gain on Fair Value Changes

Our revenue from net gain on fair value changes increased by 55.52% from ₹412.61 million for Fiscal 2024 to ₹641.71 million for Fiscal 2025. The primary reason for this was a decrease in investment from ₹2,162.29 million for Fiscal 2024 to ₹1,604.17 million for Fiscal 2025, on account of an increase in realized gain on investments by ₹195.87 million and unrealized gain by ₹33.23 million in Fiscal 2025.

Sale of Service

Our revenue from sale of service decreased by 100.00% from ₹630.99 million for Fiscal 2024 to nil for Fiscal 2025. The primary reason for this was due to no advertisement income in Fiscal 2025.

Other Operating Income

Our other operating income increased by 58.64% from ₹532.69 million for Fiscal 2024 to ₹845.07 million for Fiscal 2025. This was primarily due to an increase in foreclosure fees and other charges from ₹503.92 million for Fiscal 2024 to ₹819.06 million for Fiscal 2025.

Other Income

Our other income increased by 148.96% from ₹13.40 million for Fiscal 2024 to ₹33.36 million for Fiscal 2025.

Total Expenses

Our total expenses increased by 34.33% from ₹19,485.57 million for Fiscal 2024 to ₹26,175.18 million for Fiscal 2025.

Our Cost to Income Ratio decreased from 67.44% for Fiscal 2024 to 60.65% for Fiscal 2025. The table below sets forth details of our Cost to Income Ratios for Fiscal 2025 and 2024.

Particulars	Fiscal	
	2025	2024
	(₹ in millions, except percentages)	
Interest income excluding interest on security deposit (A)	26,044.96	18,211.43
Finance costs (excluding interest on lease liability) (B)	12,408.41	8,016.76
Non-interest income (adjusted for fee & commission expense) (C)	5,019.23	3,837.06
Net income (D) = (A) – (B) + (C)	**18,655.78**	**14,031.73**
Employee benefit expense (G)	7,429.62	6,236.92
Depreciation, amortisation and impairment (H)	1,017.13	878.70
Other expenses (including interest on lease liability) (I)	2,867.69	2,346.93
Operating Expenses (excluding fees and commission expense) (J) = (G) + (H) + (I)	**11,314.44**	**9,462.55**
Cost to Income Ratio (K) = (J)/(D)	**60.65%**	**67.44%**

The primary reasons for the increase in total expenses are discussed below.

Finance Costs

The table below sets forth our finance costs for Fiscal 2025 and 2024:

Particulars	Fiscal		
	2025	2024	Increase/ (Decrease) (%)
	(₹ in millions, except percentages)		
Interest on borrowings other than debt securities	119,98.84	7,798.89	53.85%
Interest on bank overdraft	—	—	—
Interest on debt securities	347.57	191.29	81.70%
Interest on bank cash credit	3.74	2.88	29.86%
Interest on lease liability[(1)]	327.57	342.25	(4.29)%
Other charges	58.26	23.70	145.82%
Total finance costs	**12,735.98**	**8,359.01**	**52.36%**

Note:

(1) Interest on lease liability is an Ind AS adjustment related to lease assets.

Our finance costs increased by 52.36% from ₹8,359.01 million for Fiscal 2024 to ₹12,735.98 million for Fiscal 2025. This was primarily due to an increase in interest on borrowings other than debt securities and interest on debt securities from ₹7,798.89 million and ₹191.29 million, respectively for Fiscal 2024 to ₹119,98.84 million and ₹347.57 million, respectively for Fiscal 2025, which was primarily due to an increase in our borrowings and debt securities from ₹102,547.78 million and ₹1,521.65 million, respectively for Fiscal 2024 to ₹150,681.54 million and ₹5,086.57 million for Fiscal 2025. For details of our average interest-bearing liabilities and the costs thereon, see "*Selected Statistical Information – Average Balance Sheet, Interest Earned/Expended and Yield/Cost*".

Fees and Commission Expense

Our fees and commission expense increased by 32.07% from ₹1,093.48 million for Fiscal 2024 to ₹1,444.17 million for Fiscal 2025. This increase was primarily due to an increase in commissions paid to agents.

Impairment on Financial Instruments (Expected Credit Loss)

Our impairment of financial instruments on loans increased by 10.45% from ₹912.78 million for Fiscal 2024 to ₹1,008.16 million for Fiscal 2025.

Employee Benefit Expense

Our employee benefit expense increased by 19.12% from ₹6,236.92 million for Fiscal 2024 to ₹7,429.62 million for Fiscal 2025, which increase was primarily due to increase in employees' salaries and bonuses from ₹5,713.50 million for Fiscal 2024 to ₹6,680.19 million for Fiscal 2025, which was primarily due to the increase in the number of our employees, which increased from 10,060 as at March 31, 2024 to 11,410 as at March 31, 2025. As a percentage of our revenue from operations, our employee benefit expense decreased from 26.97% for Fiscal 2024 to 22.88% for Fiscal 2025.

Other Expenses

Our other expenses increased by 26.71% from ₹2,004.68 million for Fiscal 2024 to ₹2,540.12 million for Fiscal 2025. This increase was primarily due to the following reasons:

(a) an increase in our legal and professional expenses from ₹363.68 million for Fiscal 2024 to ₹456.64 million for Fiscal 2025, which was primarily due to an increase in business needs;

(b) an increase in our software expenses from ₹241.76 million for Fiscal 2024 to ₹428.61 million for Fiscal 2025, which was primarily due to adoption of latest technologies; and

(c) an increase in our travelling and conveyance expenses from ₹314.50 million for Fiscal 2024 to ₹350.07 million for Fiscal 2025, which was primarily due to an increase in business needs.

Tax Expense

Our total tax expense increased by 79.49% from ₹862.34 million for Fiscal 2024 to ₹1,547.85 million for Fiscal 2025, which was primarily due to the 73.21% increase in our profit before tax from ₹3,656.40 million for Fiscal 2024 to ₹6,333.18 million for Fiscal 2025. For Fiscals 2025 and 2024, our total tax expense as a percentage of our profit before tax was 24.44% and 23.58%, respectively. The corporate income tax rate was 25% (including all cesses) for both Fiscal 2025 and 2024.

Net Profit After Tax

Primarily for the reasons set forth above, our net profit after tax increased by 71.27% from ₹2,794.06 million for Fiscal 2024 to ₹4,785.33 million for Fiscal 2025.

Financial Condition

Total Assets

The table below sets forth the principal components of our total assets as at the dates specified:

Particulars	As at March 31, 2026	2025	2024
	(₹ in millions, except percentages)		
Assets			
Financial Assets			
Cash and cash equivalents	20,818.11	15,065.48	6,396.49
Bank balances other than cash and cash equivalents	410.94	246.57	349.72
Derivative financial instruments	883.84	—	41.05
Receivables			
Trade receivables	326.72	587.81	1,366.85
Other receivables	231.75	276.20	52.78
Loans(1)	281,499.21	182,515.02	134,211.83
Investments	12,361.00	1,604.17	2,162.29
Other financial assets	3,842.93	1,333.07	948.51
Total Financial Assets	**320,374.50**	**201,628.32**	**145,529.52**
Non-Financial Assets			
Current tax assets (net)	267.00	441.47	279.24
Deferred tax assets (net)	822.31	847.44	706.25
Property, plant and equipment	3,391.58	2,978.65	3,210.08
Capital work-in-progress	1.51	1.15	0.79
Intangible assets under development	27.18	29.53	190.37
Intangible assets	222.36	435.60	285.55
Other non financial assets	1,653.52	1,950.95	1,295.17
Total Non-Financial Assets	**6,385.46**	**6,684.79**	**5,967.45**
Total Assets	**326,759.96**	**208,313.11**	**151,496.97**

Financial assets

Our cash and cash equivalents increased from ₹6,396.49 million as of March 31, 2024 to ₹15,065.48 million as of March 31, 2025 due to an increase in balance with banks in current accounts of ₹10,461.54 million. Cash and cash equivalents increased to ₹20,818.11 million as of March 31, 2026 due to an increase in balance with banks in current accounts of ₹5,003.26 million.

Our bank balances other than cash and cash equivalents decreased from ₹349.72 million as of March 31, 2024 to ₹246.57 million as of March 31, 2025. Bank balances other than cash and cash equivalents increased to ₹410.94 million as of March 31, 2026 due to increase in fixed deposit with maturity more than 3 months by ₹164.45 million.

Our loans increased from ₹134,211.83 million as of March 31, 2024 to ₹182,515.02 million as of March 31, 2025, due to disbursement of ₹252,723.84 million. Our loans increased to ₹281,499.21 million as of March 31, 2026 primarily due to increase in disbursement.

The table below sets forth our loans by product type as at the dates indicated:

	As at March 31,		
Particulars	**2026**	**2025**	**2024**
	(₹ in millions, except percentages)		
Gross Loans:			
MSME loans[(1)]	49,661.20	42,430.25	41,409.82
Housing loans[(2)]	64,250.28	45,180.67	38,458.40
Construction finance[(3)]	56,177.97	40,523.86	25,774.78
Gold Loan[(4)]	114,864.45	55,003.60	27,963.53
Other loans[(5)]	178.01	2,039.25	3,137.74
Total Gross Loans[(6)] [A]	**285,131.91**	**185,177.63**	**136,744.27**
Less: Expected credit loss [B]	3,632.70	2,677.96	2,566.83
Loans [C = A - B]	**281,499.21**	**182,499.67**	**134,177.44**

Notes:

(1) AUM comprises net principal outstanding, principal overdue, interest overdue and accrued on standard loans, excluding excess received, if any. Excess received from customers amounting to ₹455.04 million was netted off against the loan book of ₹138,223.75 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹187,784.20 million and ₹288,395.78 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹577.96 million and ₹342.42 million respectively is regrouped under 'other financial liabilities'.

(2) In relation to MSME loans, excess received from customers amounting to ₹281.81 million was netted off against the loan book of ₹41,728.22 million for Fiscal 2024. However, for Fiscal 2025 and Fiscal 2026, the loan book of ₹42,764.58 million and ₹50,308.77 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹319.33 million and ₹187.48 million respectively is regrouped under 'other financial liabilities'.

(3) In relation to housing loans, excess received from customers amounting to ₹122.38 million was netted off against the loan book of ₹38,905.77 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹46,056.25 million and ₹64,875.82 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹223.42 million and ₹142.35 million respectively is regrouped under 'other financial liabilities'.

(4) In relation to construction finance, excess received from customers amounting to ₹7.02 million was netted off against the loan book of ₹26,212.79 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹41,329.13 million and ₹57,081.47 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹1.12 million and ₹2.83 million respectively is regrouped under 'other financial liabilities'.

(5) In relation to gold loans, excess received from customers amounting to ₹5.08 million was netted off against the loan book of ₹28,235.67 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹55,612.66 million and ₹115,960.60 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹5.04 million and ₹4.76 million respectively is regrouped under 'other financial liabilities'.

(6) Other loans includes indirect lending loans, small business loans and loans to employees. In relation to indirect lending loans, excess received from customers amounting to nil was netted off against the loan book of ₹2,662.55 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹1,766.97 million and ₹168.84 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹4.04 million and ₹ 5.00 million respectively is regrouped under 'other financial liabilities'. In relation to small business loans, excess received from customers amounting to ₹14.75 million was netted off against the loan book of ₹478.74 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹254.60 million and ₹0.28 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹0.01 million and nil respectively is regrouped under 'other financial liabilities'.

Our investments decreased from ₹2,162.29 million as of March 31, 2024 to ₹1,604.17 million as of March 31, 2025. Our investments increased to ₹12,361.00 million as of March 31, 2026.

Our other financial assets increased from ₹948.51 million as of March 31, 2024, to ₹1,333.07 million as of March 31, 2025 due to an increase in spread receivable on assigned portfolio from ₹807.33 million to ₹1,130.85 million as of March 31, 2025. Our other financial assets increased to ₹3,842.93 million as of March 31, 2026, primarily due to an increase in spread receivable on assigned portfolio from ₹1,130.85 million as of March 31, 2025 to ₹1,935.36 million as of March 31, 2026

Non-Financial Assets

Current tax assets (net) increased from ₹279.24 million as of March 31, 2024 to ₹441.47 million as of March 31, 2025 and decreased to ₹267.00 million as of March 31, 2026.

Deferred tax assets (net) increased from ₹706.25 million as of March 31, 2024 to ₹847.44 million as of March 31, 2025 and decreased to ₹822.31 million as of March 31, 2026.

Our property, plant and equipment decreased from ₹3,210.08 million as of March 31, 2024 to ₹2,978.65 million as of March 31, 2025 due to a decrease in right of use assets to ₹2,243.73 million as of March 31, 2025. Our property, plant and equipment increased to ₹3,391.58 million as of March 31, 2026, primarily due to an increase in right of use assets to ₹2,462.90 million as of March 31, 2026

Our other non-financial assets increased from ₹1,295.17 million as of March 31, 2024 to ₹1,950.95 million as of March 31, 2025 due to an increase in accrued income from ₹274.39 million as of March 31, 2024 to ₹711.84 million as of March 31, 2025. Our other non-financial assets increased to ₹1,653.52 million as of March 31, 2026, primarily due to an increase in advances to vendor from ₹526.59 million as of March 31, 2025 to ₹755.11 million as of March 31, 2026.

Total Liabilities and Equity

The following table sets forth the principal components of our liabilities as of the dates indicated:

	As at March 31,		
Particulars	**2026**	**2025**	**2024**
Liabilities and Equity			
Liabilities			

Particulars	As at March 31, 2026	2025	2024
Financial Liabilities			
Derivative financial instruments	—	556.84	—
Payables			
Trade payables			
(i) Total outstanding dues of micro and small enterprises	1.35	7.70	5.44
(ii) Total outstanding dues of creditors other than micro and small enterprises	1,269.72	1,017.57	1,305.32
Other Payables			
(i) Total outstanding dues of micro and small enterprises	—	0	
(ii) Total outstanding dues of creditors other than micro and small enterprises	1,760.31	626.69	211.32
Debt securities	22,733.21	5,086.57	1,521.65
Borrowings (other than debt securities)	218,387.77	150,681.54	102,547.48
Other financial liabilities	9,416.99	6,200.97	6,994.44
Total Financial liabilities	**253,569.35**	**164,177.88**	**112,585.65**
Non-Financial Liabilities			
Current tax liabilities (net)	387.46	410.69	24.53
Provisions	348.18	457.90	274.90
Other non-financial liabilities	420.17	225.67	246.18
Total Non-Financial Liabilities	**1,155.81**	**1,094.26**	**545.61**
Equity			
Equity share capital	962.15	825.12	824.94
Other equity	71,072.65	42,215.85	37,540.77
Total Equity	**72,034.80**	**43,040.97**	**38,365.71**
Total Liabilities and Equity	**326,759.96**	**208,313.11**	**151,496.97**

Our debt securities increased from ₹1,521.65 million as of March 31, 2024 to ₹5,086.57 million as of March 31, 2025 on account of issuance of commercial papers. Our debt securities increased to ₹22,733.21 million as of March 31, 2026 on account of issuance of commercial papers.

The table below sets forth the breakdown of our debt securities as at the dates indicated:

Particulars	As at March 31, 2026	2025	2024
	(₹ in millions, except percentages)		
Non-Convertible debentures	9,704.08	1,721.10	1,521.65
Commercial Paper	13,029.13	3,365.47	—
Total (A)	**22,733.21**	**5,086.57**	**1,521.65**
Debt securities in India	22,733.21	5,086.57	1,521.65
Debt securities outside India	—	—	—
Total (B)	**22,733.21**	**5,086.57**	**1,521.65**

Our borrowings (other than debt securities) increased from ₹102,547.48 million as of March 31, 2024 to ₹150,681.54 million as of March 31, 2025 and further increased to ₹218,387.77 million as of March 31, 2026 due to availing new credit facilities commensurate to the growth of loan book.

Particulars	As at March 31, 2026	2025	2024
	(₹ in millions, except percentages)		
Secured			
Term loan from banks	176,956.07	118,562.63	85,867.41
Term loan from others	34,319.01	27,908.91	12,555.20
Loan repayable on demand			
From banks (cash credit)	5,500.00	3,940.00	3,794.87
From bank (overdraft)	—	—	—
Others			
Loan from related party	310.00	270.00	330.00
Loan against Security	1,302.69	—	—
Total (A)	**218,387.77**	**150,681.54**	**102,547.48**
Borrowings in India	218,387.77	150,681.54	102,547.48
Borrowings outside India	—	—	—
Total (B)	**218,387.77**	**150,681.54**	**102,547.48**

Our other financial liabilities decreased from ₹6,994.44 million as of March 31, 2024 to ₹6,200.97 million as of March 31, 2025. Other financial liabilities increased to ₹9,416.99 million as of March 31, 2026. This was

primarily on account of an increase in lease liability amounts of ₹2,591.66 million, ₹2,589.03 million and ₹2,926.48 million for Fiscals 2024, 2025 and 2026 respectively.

Our other equity increased from ₹37,540.77 million as at March 31, 2024 to ₹42,215.85 million as at March 31, 2025 due to increase in reserves and surplus. Our other equity increased to ₹71,072.65 million as of March 31, 2026, due to increase in reserves and surplus

Liquidity and Capital Resources

Capital Requirements

We fund our operations through equity share capital and other equity, which includes retained profits, and borrowings. Our primary source of funding comes from our borrowings and internal accruals. Our strategy is to raise long-term borrowings and maintain a judicious mix of borrowings from banks and financial institutions and issue non-convertible debentures.

Our Board may declare interim or recommend final and/or special dividend as may be permitted under the Companies Act, 2013 or any amendment, modification, variation or re-enactment thereof. Currently, we do not have any other class of shares (including shares with differential voting rights) other than equity shares. In the absence of any other class of shares and/or shares with differential voting rights, the entire distributable profit for the purpose of declaration of dividend is considered for equity shareholders.

Our objective is to maintain appropriate levels of capital to support our business strategy, taking into account the regulatory, economic and commercial environment. We aim to maintain a strong capital base to support the risks inherent to our business and growth strategies. We endeavour to maintain a higher capital base than the mandated regulatory capital at all times.

Our assessment of our capital requirements is aligned to our planned growth, which forms part of an annual operating plan, which is approved by the Board and also a long-range strategy. These growth plans are aligned to assessment of risks, which include credit, liquidity and interest rate.

Capital to Risk (Weighted) Assets Ratio

The tables below sets forth details of our Company's CRAR as at the dates indicated on a standalone basis:

	As at March 31,		
Particulars	**2026**	**2025**	**2024**
	(₹ in millions, except percentages)		
Risk Weighted Assets	242,355.52	155,583.46	111,596.08
Total Capital	62,642.69	35,534.68	29,711.81
Tier I Capital	61,334.54	34,896.16	29,178.19
Tier II Capital	1,308.15	638.52	533.62
CRAR (%)	25.85%	22.84%	26.62%
Tier I (%)	25.31%	22.43%	26.15%
Tier II (%)	0.54%	0.41%	0.48%

Cash Flows

The following tables set forth certain information relating to our cash flows in the periods/years indicated:

Particulars	Fiscal		
	2026	2025	2024
		(₹ million)	
Net cash from / (used in) operating activities.....	(87,277.75)	(43,116.35)	(37,000.66)
Net cash from / (used in) investing activities.....	(10,883.99)	600.48	(70.51)
Net cash flows from / (used in) financing activities.....	103,914.38	51,184.86	28,702.52
Net change in cash and cash equivalents	5,752.64	8,668.99	(8,368.65)
Cash and cash equivalents at the beginning of the year....	15,065.47	6,396.49	14,765.14
Cash and cash equivalents at the end of the year	20,818.11	15,065.48	6,396.49

Operating Activities

Fiscal 2026

Net cash used in operating activities was ₹(87,277.75) million in Fiscal 2026. While our profit before tax was ₹12,574.09 million, we had an operating cash flow before working capital changes of ₹10,749.53 million. This was primarily due to depreciation & amortisation of ₹1,095.54 million, impairment on financial instruments of ₹1,895.48 million, finance cost of ₹16,928.05 million and interest received amounting to ₹35,641.18 million. This was partially offset by interest income of ₹(37,276.94) million, interest paid of ₹(16,781.10) million, net gain on fair valuation of financial instruments of ₹(182.46) million and net gain on derecognition of financial instruments of ₹(3,639.95) million.

Our working capital adjustments primarily comprised loans amounting to ₹(99,561.05) million, other financial assets of ₹1,842.30 million, other non-financial assets of ₹(389.26) million, trade receivables of ₹197.85 million, other financial liability amounting to ₹2,878.34 million and derivative instrument of ₹(1,379.20) million. Cash flows used in operating activities ₹(84,404.30) million. Income tax paid was ₹(2,873.45) million.

Fiscal 2025

Net cash used in operating activities was ₹(43,116.35) million in Fiscal 2025. While our profit before tax was ₹6,333.18 million, we had an operating cash flow before working capital changes of ₹5,570.86 million. This was primarily due to depreciation & amortisation of ₹1,017.13 million, impairment on financial instruments of ₹1,008.16 million, finance cost of ₹12,408.41 million and interest received amounting to ₹25,332.50 million. This was partially offset by interest income of ₹(26,055.64) million, interest paid of ₹(12,626.83) million, net gain on fair valuation of financial instruments of ₹(641.71) million and net gain on derecognition of financial instruments of ₹(1,650.77) million.

Our working capital adjustments primarily comprised loans amounting to ₹(48,367.64) million, other financial assets of ₹1,134.32 million, other non-financial assets of ₹(730.12) million, trade receivables of ₹649.59 million, other financial liability amounting to ₹(792.36) million and derivative instrument of ₹659.78 million. Cash flows used in operating activities ₹(41,649.24) million. Income tax paid was ₹1,467.11 million.

Fiscal 2024

Net cash used in operating activities was ₹(37,000.66) million in Fiscal 2024. While our profit before tax was ₹3,656.40 million, we had an operating cash flow before working capital changes of ₹3,315.51 million. This was primarily due to depreciation & amortisation amounting to ₹878.70 million, impairment of financial instruments amounting to ₹896.32 million, finance cost amounting to ₹8,016.76 million and interest received amounting to ₹17,541.17 million. This was partially offset by interest income of ₹(18,220.90) million, interest

paid of ₹(8,437.73) million, net gain on fair valuation of financial instruments of ₹(412.61) million and net gain on derecognition of financial instruments of ₹(1,009.98) million.

Our working capital adjustments primarily comprised loans amounting to ₹(39,797.56) million, other financial assets amounting to ₹(171.29) million, other non-financial assets amounting to ₹(212.82) million, trade payable amounting to ₹412.48 million and other financial liability amounting to ₹633.37 million. Cash flows used in operating activities ₹(35,852.74) million. Income tax paid was ₹(1,147.92) million.

Investing Activities

Fiscal 2026

Net cash used in investing activities was ₹ (10,883.99) million in Fiscal 2026, primarily on account of proceed from purchase of mutual fund units amounting to ₹ (269,948.43) million, purchase of shares and bonds amounting to ₹ (65,808.84) million, which was partially offset by sale of mutual funds units amounting to ₹267,844.85 million and proceeds from sale of shares and bonds amounting to ₹57,827.89 million.

Fiscal 2025

Net cash generated in investing activities was ₹600.48 million in Fiscal 2025, primarily on account of proceed from purchase of mutual fund units amounting to ₹(156,252.19) million, purchase of shares and bonds amounting to ₹(7,055.89) million, which was partially offset by proceeds from sale of mutual funds units amounting to ₹157,595.36 million and proceeds from sale of shares and bonds amounting to ₹6,619.94 million.

Fiscal 2024

Net cash generated in investing activities was ₹(70.51) million in Fiscal 2024, primarily on account of purchase of property, plant and equipment and intangible assets amounting to ₹(635.74) million, purchase of mutual fund units amounting to ₹(410.43) million, purchase of investment (PTC) amounting to ₹(602.37) million which was partially offset by proceeds from sale of investment (PTC) amounting to ₹807.65 million and proceed from sale of mutual fund units amounting to ₹497.58 million.

Financing Activities

Fiscal 2026

Net cash from financing activities was ₹103,914.38 million in Fiscal 2026 on account of proceeds from borrowings (other than debt securities) amounting to ₹113,975.86 million, debt securities issued amounting to ₹26,270.00 million. These were primarily offset on account of repayment of borrowings other than debt securities repaid amounting to ₹(47,999.92) million, debt securities redeemed amounting to ₹(8,600.00) million, payments for the interest portion of the lease liability amounting to ₹(370.02) million and payments for the principal portion of the lease liability amounting to ₹(386.56) million and proceeds from issue of equity shares of ₹20,000.53.

Fiscal 2025

Net cash generated from financing activities was ₹51,184.86 million in Fiscal 2025 on account of proceeds from proceeds from borrowings (other than debt securities) amounting to ₹86,199.52 million, debt securities issued amounting to ₹10,880.00 million. These were primarily offset on account of repayment of borrowings other than debt securities repaid amounting to ₹(38,077.23) million, debt securities redeemed amounting to ₹(7,230.00) million, payments for the interest portion of the lease liability amounting to ₹(327.57) million and payments for the principal portion of the lease liability amounting to ₹(282.59) million.

Fiscal 2024

Net cash generated from financing activities was ₹28,702.52 million in Fiscal 2024 on account of proceeds from borrowings (other than debt securities) amounting to ₹57,086.81 million, other short term loan (net) amounting to ₹3,151.37 million. These were primarily offset on account of repayment of borrowings other than debt securities repaid amounting to ₹(28,194.44) million, debt securities redeemed (net) amounting to ₹(2,666.67) million, payments for the principal portion of the lease liability amounting to ₹(226.88) million and payments for the interest portion of the lease liability amounting to ₹(342.25) million.

Maturity Pattern of Assets and Liabilities

For details on the maturity pattern of our Company's liabilities and assets as at March 31, 2026 on a standalone basis, see "*Selected Statistical Information – Asset-Liability Gap – Our Company*".

Capital Expenditures

We make capital expenditures to expand our operations, primarily through making leasehold improvements and acquiring property, plant and equipment, and intangible assets, primarily consisting of computer software. We have historically funded our capital expenditures using cash generated by our operating activities. The following tables set forth additions to property, plant and equipment by category of expenditure, for the periods/years indicated:

	Fiscal				
Particulars	**2026**	**2025**	**2024**	**Increase / (decrease) for Fiscal 2025 to 2026 (%)**	**Increase / (decrease) for Fiscal 2024 to 2025 (%)**
	(₹ in millions, except percentages)				
Buildings:					
Leasehold premises	119.89	34.52	124.16	247.31%	(72.20)
Computer hardware	122.37	70.69	81.48	73.11%	(13.24)
Furniture and fixtures	125.82	60.62	83.79	107.56%	(27.65)
Office equipment	112.17	49.86	110.18	124.97%	(54.75)
Vehicles	66.56	44.30	11.60	50.25%	281.90
Electrical installation	—	—	(77.84)	—	(100)
Right of use	990.12	346.95	931.59	185.38%	(62.76)
Total	**1,536.93**	**606.94**	**1,264.96**	**153.23%**	**(52.02)**

Our capital expenditure increased by 153.23% from ₹606.94 million in Fiscal 2025 to ₹1,536.93 million in Fiscal 2026. This increase was primarily due to increase in leasehold premises and right of use assets.

Our capital expenditure decreased by 52.02% from ₹1,264.96 million for Fiscal 2024 to ₹606.94 million for Fiscal 2025. This decrease was primarily due to a decrease in right of use assets amounting to ₹584.64 million.

Contingent Liabilities

The following table sets forth certain information relating to our contingent liabilities as on March 31, 2026 and March 31, 2025 which have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 37 on "*Provisions, Contingent liabilities and Contingent assets*":

Particulars	As of March 31, 2026	As of March 31, 2025
	(₹ in millions	
Income Tax under dispute	35.94	37.40
Indirect Tax matters under dispute	34.72	34.72

Capital and Other Commitments

The table below sets forth our capital and other commitments as at March 31, 2026 and March 31, 2025:

Particulars	As at March 31, 2026	As at March 31, 2025
	(₹ in millions)	
Estimated amount of contracts remaining to be executed on capital account and not provided for (including operational expenditure)	402.78	54.32
Other commitments		
Amount payable towards acquisition of property	—	33.51
Pending disbursements of sanctioned loans	22,033.10	26,039.95
Total capital and other commitments	**22,435.88**	**26,127.78**

Off-Balance Sheet Arrangements

We have no off-balance sheet commitments and arrangements that materially affect our financial condition or results of operations.

Related Party Transactions

For details in relation to related parties' transactions entered by us on a consolidated basis during Fiscals 2026, 2025 and 2024, as per the requirements under Ind AS, see Note 54 in the notes to the 2026 Audited Consolidated Financial Statements, Note 54 in the notes to the 2025 Audited Consolidated Financial Statements and Note 54 in the notes to the 2024 Audited Consolidated Financial Statements in "*Financial Statements.*"

Contractual Obligations

We have certain contractual obligations that require us to make future payments. This may expose us to potential liquidity risk as we may be unable to meet our payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances. For details see "*Financial Statements.*"

Interest Coverage Ratio

The following table sets forth our interest coverage ratio as at March 31, 2026 and March 31, 2025 on a consolidated basis.

Assets	As at March 31, 2026	As at March 31, 2025
Interest coverage ratio[(1)]	1.74	1.51

Note:

(1) Our interest coverage ratio is our profit after tax for the period adjusted for finance costs (net off interest on lease liability) and tax and divided by finance cost (net off interest on lease liability).

Qualitative and Quantitative Disclosure About Interest Rate and Market Risks

We are exposed to interest rate risks. For qualitative details on our interest rate risks, see "*Description of the Issuer– Risk Management – Interest Rate Risk.*"

Our investments are subject to market risks. As at March 31, 2026, our investments were ₹12,361.00 million, which represented 3.78% of our total assets as at that date. As at March 31, 2026, our investments subject to market risks primarily included units of mutual funds, debt securities, equity instruments, government securities and certificates of deposits. The value of these investments depends on several factors beyond our control, including interest rates, the domestic and international economic and political scenario, inflationary expectations and the RBI's monetary policies.

Auditors Observations

Our statutory auditors have not included any reservations, qualifications or adverse remarks in their respective audit reports in the last three Fiscals. For details of emphasis of matters and observations made by our statutory auditors pursuant to requirements under the Companies (Auditors' Report) Order 2020 in their respective audit reports in the last five Fiscals, see *"Financial Information."*

Significant Developments After March 31, 2026 that May Affect Our Future Results of Operations

Except as disclosed below and elsewhere in this Offering Circular, no circumstances have arisen since March 31, 2026 that would materially and adversely affect or are likely to affect, within the next 12 months: (a) our trading, operations or profitability; (b) the value of our assets; or (c) our ability to pay our liabilities.

DESCRIPTION OF THE ISSUER

Unless otherwise stated, references in this section to "we", "our" or "us", including in the context of any financial information, includes our subsidiary, joint ventures and associates and to the extent is accompanied by financial information, such information in included on a consolidated basis. All financial numbers are presented in millions. To the extent applicable, financial information to the extent included for Fiscals 2026, 2025 and 2043 are from our financial statements and specifically indicated has been included from the Audited Financial Statements. Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. To obtain a complete understanding of our Company and business, prospective investors should read this section in conjunction with sections titled "Risk Factors", "Industry Overview", and "Selected Financial Information" as well as financial and other information contained in this Offering Circular as a whole. Additionally, please refer to section titled "Definitions and Abbreviations" for the definition of certain terms used in this section.

Some of the information in the following section, especially information with respect to our plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. You should read the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and the section "Risk Factors" for a discussion of certain risks that may affect our business, financial condition, or results of operations.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Report on Loans and Financial Services Industry in India" dated September 2025 (the "**Crisil Report**") prepared and issued by Crisil. The data included herein includes excerpts from the Crisil Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the Crisil Report and included herein with respect to any particular year refers to such information for the relevant calendar/Fiscal, as applicable. For further details and risks in relation to the Crisil Report, see "Risk Factors – Industry data in this document is derived from the Crisil Report commissioned by and paid for us for such purpose. The Crisil Report is not exhaustive and is based on certain assumptions, parameters and conditions. The data and statistics in the Crisil Report may be inaccurate, incomplete or unreliable.".*

Overview

We are a well-diversified retail-focused non-banking financial company – middle layer ("**NBFC-ML**") operating in India. We offer a wide range of secured and collateralized loans through our four primary lending segments, comprising MSME loans, housing loans, gold loans and construction finance. Under our MSME loans, we have recently launched micro loans against property ("**Micro LAP**") and indirect lending, following the phasedown of rooftop solar loans and digital lending. We also hold a corporate agent composite license for the distribution of life insurance, general insurance and health insurance policies. We received a certificate of registration as a housing finance company in July 2016 from the NHB, and started our Housing Finance business through our wholly owned subsidiary Capri Global Housing Finance Limited ("**CGHFL**") in December 2016. Further, through our wholly-owned Subsidiary, Capri Loans Car Platform Private Limited ("**CLCPPL**"), we are also a corporate selling agent for third-party new car loans. We have incorporated three new Subsidiaries, Capri Global Securities Private Limited ("**CGSPL**") and Capri Global Capital Markets Private Limited ("**CGCMPL**") in July 2025 to enter the stock broking and financial services business, and Capri Global Insurance Brokers Private Limited ("**CGIBPL**") in December 2025 to enter the insurance advisory business. Our customers, particularly in relation to our MSME loan, housing loan and gold loan segments, primarily

comprise of self-employed non-professionals and salaried individuals, who may not have adequate formal income proof or may lack access to formal credit channels.

On a consolidated basis, as at March 31, 2026, our AUM was ₹366,237.46 million which grew at 60.21% year-over-year and at a CAGR of 52.96% between March 31, 2024 to March 31, 2026. On a consolidated basis, as at March 31, 2026, our Gross Loans was ₹288,404.18 million which grew at 55.74% year-over-year and at CAGR of 45.21% since March 31, 2024. Our Company's profit after tax increase by 98.35% year-over-year and at CAGR of 45.21% since Fiscal 2024. As at March 31, 2026, we had 1,429 branches, including 999 gold loan branches, 430 MSME, housing finance and construction finance branches, Micro LAP branches and car loan origination branches with presence across 18 states and union territories in India. In addition, we have also established dedicated technology centres in Gurugram, Mumbai and Noida, focused on developing our technology and data science capabilities in-house. As at March 31 2026, our Company had total employee strength of 13,775 and total customer base of 683,031, on a consolidated basis.

Set out below are the details of AUM of our various products on a **consolidated basis**:

Products[(1)]	**Fiscal 2026**	**% of AUM**
	(₹ in millions, unless otherwise stated)	
MSME Lending	64,874.30	17.71%
Construction Finance	57,081.47	15.59%
Gold Loan	169,646.49	46.32%
Other Secured Lending (includes digital lending and indirect lending)	177.52	0.05%
Housing Loans	74,457.68	20.33%
Total	**366,237.46**	**100.00%**

Note:

(1) Including housing finance portfolio and excluding co-lending

We launched our third-party new car loan distribution business in February 2021 and are a corporate selling agent for new car loan products of 12 partner banks and financial institutions across India. Our car loan originations have grown from ₹97,414.74 million in Fiscal 2024 to ₹114,568.86 million in Fiscal 2026 at CAGR of 8.45%. As of March 31, 2026, our third-party new car loan distribution business had 1,554 employees in 821 locations across 30 states and union territories, and generated a net fee income amounting to ₹942.95 million in Fiscal 2026. In December 2023, we received a composite Corporate Agency license from IRDAI for distribution of insurance policies and have subsequently partnered with 18 insurance companies and have generated a net premium income of ₹2,732.29 million and net fee income of ₹1,682.84 million in Fiscal 2026.

We received the "Best Brands – 2024" award at the ET Now Best Brands Conclave 2024, Great Place to Work awarded for Fiscal 2025, 2024, 2023 and 2022, and our Promoter and Managing Director, Rajesh Sharma, was awarded the "Most Promising Business Leader of Asia" by the Economic Times in 2020-2021.

Set out below are our key operating and financial metrics on a consolidated basis, as per the Audited Consolidated Financial Statements for Fiscal 2026, 2025 and 2024:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
	(₹ in millions, unless otherwise stated)		
Balance Sheet			
Property, Plant and Equipment	3,642.63	3,444.93	3,686.79
Financial Assets	320,374.50	201,628.32	145,529.52
Non-financial Assets excluding Property, Plant and Equipment	2,742.83	3,239.86	2,280.66
Total Assets	**326,759.96**	**208,313.11**	**151,496.97**
Liabilities			
Financial Liabilities			
- Derivative Financial Instruments	—	556.84	0.00
-Trade Payables (includes other payables)	3,031.38	1,651.96	1,522.08
- Debt Securities	22,733.21	5,086.57	1,521.65
- Borrowings (other than Debt Securities)	218,387.77	150,681.54	102,547.48
- Deposits			
- Subordinated liabilities			
- Lease Liabilities	2,926.48	2,589.03	2,591.66
- Other Financial Liabilities	6,490.51	3,611.94	4,402.78
Non Financial Liabilities			
-Current tax liabilities (net)	387.46	410.69	24.53
- Provisions	348.18	457.90	274.90
- Deferred tax liabilities (net)	—	0.00	0.00
- Other non-financial liabilities	420.17	225.67	246.18
Equity (Equity Share Capital, Instruments and Other Equity)	72,034.80	43,040.97	38,365.71
Non-controlling interest			
Total Equity and Liabilities	326,759.96	208,313.11	151,496.97
Profit and Loss			
Revenue from operations	47,311.37	32,475.00	23,128.57
Other Income	108.72	33.36	13.40
Total Income	**47,420.09**	**32,508.36**	**23,141.97**
Total Expenses	**34,846.00**	**26,175.18**	**19,485.57**
Profit after tax for the year	9,491.52	4,785.33	2,794.06
Other Comprehensive Income	(4.32)	(79.30)	(51.06)
Total Comprehensive Income	**9,487.20**	**4,706.03**	**2,743.00**
Earnings per equity share: (a)basic	10.15	5.80	3.39
Earnings per equity share: (b)diluted	10.12	5.77	3.36

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
	(₹ in millions, unless otherwise stated)		
Cash Flow			
Net cash (used in)/generated from operating activities (A)	(87,277.75)	(43,116.35)	(37,000.66)
Net cash (used in)/generated from investing activities (B)	(10,883.99)	600.48	(70.51)
Net cash (used in)/generated from financing activities (C)	103,914.38	51,184.86	28,702.52
Net Increase/(decrease) in Cash and Cash Equivalents	**5,752.64**	**8,668.99**	**(8,368.65)**
Cash and cash equivalents as per Cash Flow Statement as at end of Year	20,818.11	15,065.48	6,396.49
Additional information			
Net worth	71,212.49	42,193.53	37,659.46
Cash and Cash Equivalents	20,818.11	15,065.48	6,396.49
Loans	281,499.21	182,515.02	134,211.83
Total Debts to Total Assets	0.74	0.75	0.69
Interest Income	37,258.93	26,055.64	18,227.83
Interest Expense	16,928.05	12,735.98	8,359.01
Impairment on Financial Instruments	1,895.48	1,008.16	912.78
Bad Debts to Loans	255.62	372.75	199.33

Notes:

(1) Total Debts to Total Assets = (Debt securities + Borrowings (other than debt securities) + Derivative financial instruments)/Total Assets

(2) Property, Plant and Equipment includes property, plant and equipment, capital work in progress, intangible assets under development and other intangible assets

Set out below are our key operating and financial metrics on a consolidated basis, as per the Audited Consolidated Financial Results for Fiscal 2026:

Particulars	Fiscal 2026
	(₹ in millions, unless otherwise stated)
Profit and Loss	
Total revenue from operations	47,311.37

Particulars	Fiscal 2026
	(₹ in millions, unless otherwise stated)
Other Income	108.72
Total Income	**47,420.09**
Total Expenses	**34,846.00**
Profit/loss for the period	9,491.52
Other Comprehensive Income	(4.32)
Total Comprehensive Income	**9,487.20**
Earnings per equity share: (a)basic	10.15
Earnings per equity share: (b)diluted	10.12
Additional information	
Net worth	71,212.49
Cash and Cash Equivalents	20,818.11
Net Sales	—
Earnings before interest, taxes, depreciation, and amortization	30,597.68
Earnings before interest and taxes	29,502.14
Debt equity ratio	3.39
Debt service coverage ratio	0.34
Interest service coverage ratio	1.74
Total debts to total assets	0.74

Notes:

(1) Net Worth is calculated as Share Capital+ Reserve and Surplus - Deferred Tax Assets

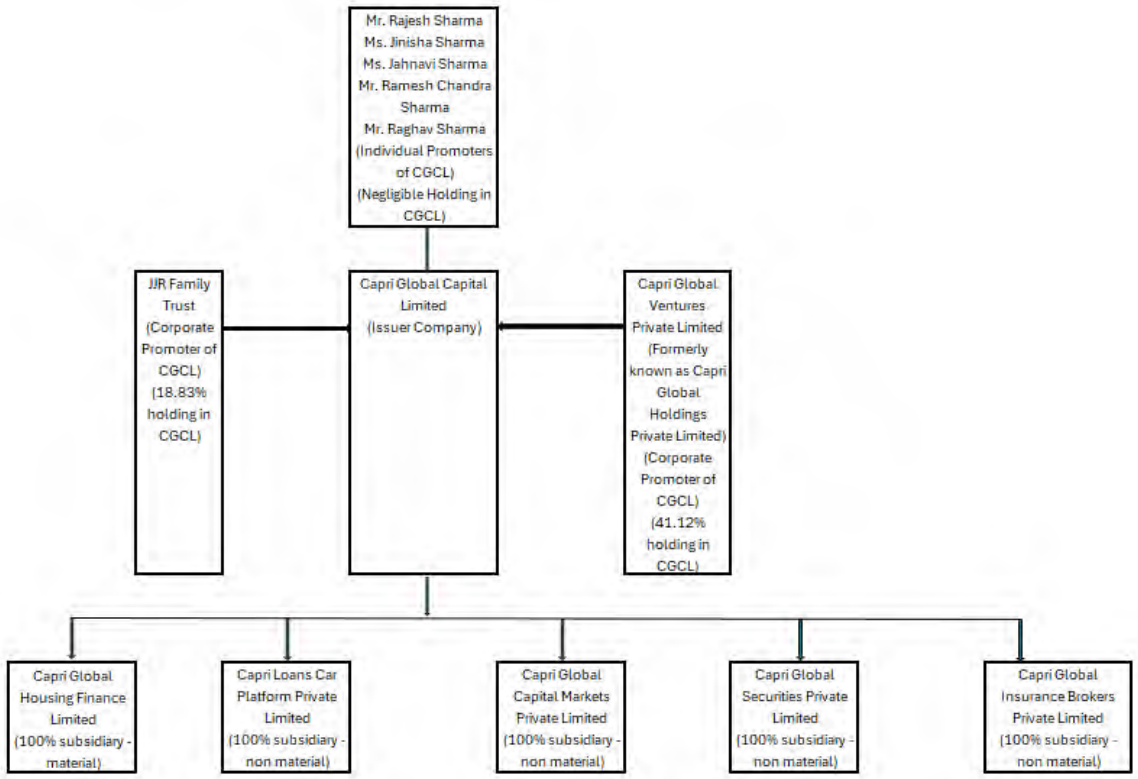
(2) Debt equity ratio is calculated as (Debt Securities + Borrowings (other than debt securities) + Derivative financial instruments) divide by (Share Capital+ Reserve and Surplus - Deferred Tax Assets)

(3) Debt service coverage ratio is calculated as (EBIDTA less Lease liability) divide by (Principal Repayment + Interest Cost (excluding Lease Liability)

(4) Our Interest Coverage Ratio is our Profit after tax for the Period adjusted for finance cost (net off interest on Lease Liability) and tax and divided by finance cost (net off interest on Lease Liability).

For further details, please also see section titled "*Selected Financial Information*".

Corporate Structure



Corporate Milestone

The table below sets forth the key events in the history of the Issuer:

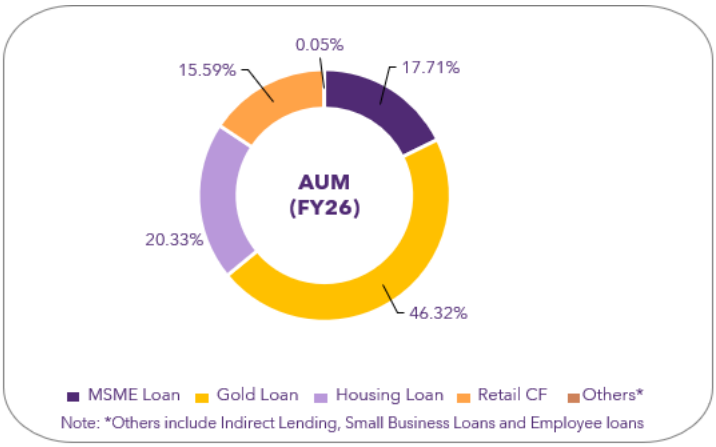
Financial Years	Particulars
2011	The Issuer raised ₹4,450 million in equity capital and started Construction Finance segment.
2013	The Issuer ventured into fully secured MSME Lending.
2017	The Issuer forayed into Housing Finance business.
2021	The Issuer announced co-lending with banks, and commenced distribution of new car loans.
2022	The Issuer launched the Gold Loans business segment. And infused ₹1,500 million into CGHFL.
2023	The Issuer raised ₹14.4 billion by way of rights issue.
2024	The Issuer obtained IRDAI license for insurance distribution, and further infused ₹2,000 million into CGHFL.
2025	The Issuer launched Micro LAP.
2026	The Issuer raised ₹20 billion equity by way of a qualified institutions placement, launched maiden public NCDs and infused further infused ₹2,000 million into CGHFL

Our Strengths

Prominent and well-diversified NBFC with vintage and a track record of delivering strong growth

Since the commencement of our NBFC operations in 2011, we have established ourselves as one of the prominent players with experience of 15 years, in the Indian financial services sector and have demonstrated a consistent track record of execution and resilience. We have diversified our business operations by entering into new segments, launching new products and scaling up those segments. Our consolidated AUM has increased from ₹156,540.38 million as at March 31, 2024 to ₹228,601.98 million as at March 31, 2025 and was ₹366,237.46 million as at March 31, 2026, which demonstrates significant growth at a CAGR of 52.96% between Fiscal 2024 to Fiscal 2026. Our ability to effectively scale our operations is also evident through the strategic expansion of our branch network, which has increased from 935 branches as at March 31, 2024 to 1,429 branches as at March 31, 2026, as well as our total number of employees, which has increased from 10,060 employees as at March 31, 2024 to 13,775 employees as at March 31, 2026. Our customer base has also expanded rapidly from 314,732 customers as at March 31, 2024 to 683,031 customers as at March 31, 2026, which reflects the trust and confidence placed in our financial products and services by our customers.

Our growth trajectory has been supported through our well-diversified product portfolio, which includes high-growth segments such as MSME loans, housing loans, gold loans and construction finance. Under our MSME loans, we have now launched Micro LAP and indirect lending as new products, following the phasedown of rooftop solar loans and digital lending. We believe that our optimal product mix has enabled us to deliver strong growth and provided a hedge against macroeconomic events, thus making our franchise resilient and sustainable. The graph below represents the AUM split across these product segments as of March 31, 2026 on a consolidated basis:



According to the Crisil Report, in Fiscal 2025, the estimated MSME credit demand in India was approximately ₹159 trillion, of which 27%-28% of this demand being met through formal financing channels (*Source: Crisil Report*). As a result, the credit gap faced by MSMEs is estimated to have increased to ₹117 trillion as of Fiscal 2025 (*Source: Crisil Report*). With NBFCs and housing finance companies establishing a growing presence in the MSME loan sector, there is a significant opportunity to grow our MSME lending portfolio in India. In terms of our housing loans segment, the Indian housing finance market clocked a healthy CAGR of approximately 12.7% in terms of credit outstanding during Fiscals 2019 to 2025, on account of a rise in disposable incomes, healthy demand and greater number of players entering the segment (*Source: Crisil Report*). As of Fiscal 2025, the overall housing finance segment credit outstanding is approximately ₹38.5 trillion, and the housing segment is expected to grow at a CAGR of 13% to 15% from Fiscals 2025 to 2028 (*Source: Crisil Report*). Additionally, the overall gold loan financing market has grown by a CAGR of 24.6% between Fiscals 2020 and 2025 (*Source:*

Crisil Report). NBFCs accounted for 28.2% of the gold loan financing market as of March 2025 and their share is expected to grow at a rate of 27.4% (*Source: Crisil Report*).

We believe that through our established presence and strong execution capabilities, we are well positioned to capitalize on the opportunities presented by the growth potential of these segments in India. Our focus on the underbanked and underserved customers, our understanding of local markets and on-ground presence have allowed us to curate our loan offerings and experiences tailored to customer needs, which has enabled us to gain a competitive edge over our peers in our loan segments. For instance, in relation to our MSME and housing loan segments, our existing branch network in semi-urban and rural areas, our understanding of customer occupations and cashflows, coupled with our in-house technology for loan applications, enables us to reach out to more customers and underwrite more effectively. In relation to our gold loan segment, our fully digital loan application process, modern branch infrastructure with advanced security systems, technology-driven audit and risk management triggers and focus on a faster turnaround time ("**TAT**") of less than 30 minutes has led us to achieving a customer repeat ratio of 46.06% and an average AUM per branch of ₹169.82 million as at March 31, 2026, within less than three and a half years of the launch of this segment. Further, in relation to our construction finance segment, we believe that our in-depth understanding of the market through years of presence, ability to provide customized solutions and turnaround proposals with speed, and well-defined multi-layered credit approval and monitoring processes led by a stable team have enabled us to build a niche expertise in this segment.

Retail-focused secured loan book supplemented by asset light income streams

We provide retail, granular and secured loans backed by collateral to our customers across our MSME loan, housing loan, gold loan and construction finance segments. As of March 31, 2026, 99.95% of our AUM on a consolidated basis, was secured by collateral. Set out below is a description of our target customers in these segments, as well as their credit requirements, which are addressed through our loan offerings:

- *MSME loans*: We offer small ticket size MSME loans to self-employed non-professionals ("**SENPs**") and underbanked/underserved customers, which comprise customers who own local provision stores, retail outlets, small manufacturing units or workshops in tier II, III, and IV cities having minimal or no credit history and may lack formal income proof. As of March 31, 2026, 96.57% of our customers in these segments were SENPs, and 46.56% of our customers' income was less than ₹1.00 million and 3.34% customers were with proof of assessed income. These customers typically require MSME loans for working capital, purchase of machinery, equipment or vehicles. Our MSME loans portfolio has an average ticket size of ₹1.18 million and are primarily secured either by residential or commercial property as collateral. Within MSME segment, our Micro LAP product have an average ticket size of ₹0.39 million.

- *Housing loans*: We offer small ticket housing loans to unbanked and underserved SENPs and formal salaried customers, who are primarily first-time home buyers located in tier II and tier III cities. As of March 31, 2026, 74.1 % of our customers in these segments were SENPs, and 48.70% of our customers' family income was less than ₹1.00 million, and 25.68% customers were with proof of assessed income. These customers typically require housing loans for home or plot purchase or extension or renovation of their homes. Our housing loans portfolio have an average ticket size of ₹1.61 million and is secured with residential property as collateral.

- *Gold loans*: We offer gold loans to small business owners, salaried individuals, women entrepreneurs and small and marginal farmers. These customers typically require loans for medical exigencies, temporary financial requirements, business expansion or seasonal business working capital requirements. As of March 31, 2026, 77.40% of our customers' family income was less than ₹0.50 million, and 67.45%

of the customers had taken less than ₹0.07 million disbursement. Our gold loans portfolio have an average ticket size of ₹0.17 million and are secured with 18 carat or 22 carat jewelry as collateral.

- *Construction finance*: We offer loans for construction and project related expenses to real estate developers in metro and tier 1 cities for construction of affordable homes, looking for tailored solutions and faster TAT, with maximum exposure in the retail segment.

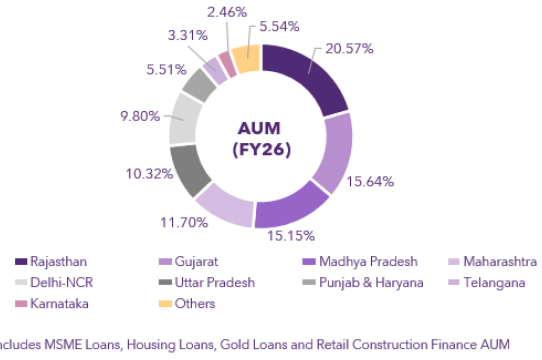
Through our customised loan offerings and customer application through digital processing, we have been able to offer comprehensive services to these customers, with minimal disruption to their businesses during the loan origination process. For details of the AUM, average ticket size, collateral and process followed in relation to these loans from origination to collection, see *"Description of the Issuer – Our Products"*.

In addition to our secured loan book, we have developed complementary asset light income streams through fee-based businesses. We launched our third-party car loan distribution business in February 2021, currently part of our wholly owned subsidiary CLCPPL and as at March 31, 2026, we have established strategic partnerships with 14 partner banks and financial institutions. In Fiscal 2026, Fiscal 2025, and Fiscal 2024, we generated a net fee income of ₹942.95 million, ₹963.04 million and ₹1,075.68 million, respectively, through this business, and our loan originations have increased from ₹97,414.74 million in Fiscal 2024 to ₹105,518.76 million in Fiscal 2025, and were ₹114,568.86 million in Fiscal 2026. For details, see *"Description of the Issuer– Distribution of Third-Party Products - New Car Loans"*. In addition, we have received a composite license from IRDAI for distribution of insurance policies and have partnered with 18 insurance companies, comprising nine life insurance companies, five general insurance companies and four health insurance companies. As at March 31, 2026, we generated a policy count of 1,117,780 policies, out of which 92.73% were through cross-selling. In Fiscal 2026, we generated a total premium of ₹2,732.29 million and a fee income of ₹1,683.84 million. Through these two segments, we are able to generate additional revenue without significant capital investment, which has helped enhance our growth potential and return on equity. In Fiscal 2026, share of non-interest income in total net income comprised 29.78%.

Continuous geographical expansion with hybrid sourcing model and in-house collections

Over the past few years, we have rapidly and strategically expanded our branch network across India, with continued penetration in existing markets and regions to consolidate our presence. Our total number of branches has increased considerably from 935 branches as at March 31, 2024 to 1,429 branches as at March 31, 2026. Our branches as of March 31, 2026, comprised of 999 gold loan branches across 15 states and union territories, 430 branches for MSME, including construction finance, housing loans, micro LAP loans car loan origination across states and union territories. For details of our branch locations, see *"Description of the Issuer– Our Branch Network"*.

The graph below indicates the geographical distribution of AUM as at March 31, 2026:



Note: #Includes MSME Loans, Housing Loans, Gold Loans and Retail Construction Finance AUM

In addition, through the introduction of our micro LAP loans in the MSME segment, we have entered new markets of Andhra Pradesh and Telangana. Our wide geographical presence has enabled us to cater to a large number of new customers and diversify our operations, thereby avoiding concentration of operations in certain states or regions with no state contributing more than 25.00%.

We source our loans through a physical and hybrid sourcing model, which combines multiple channels for sourcing loans to ensure comprehensive market coverage and efficient customer acquisition. This model comprises of various physical channels such as branch walk-ins, an in-house direct sales team, direct selling agents and business partners that leverage their local market knowledge to tap into new customer segments, digital and online channels such as our website, tele-calling unit and targeted marketing campaigns and strategic partnerships with fintech companies. This application provides real-time updates on lead qualification and loan process to our partners and facilitates a one-day cycle for incentive payments through automated invoicing. As of March 31, 2026, we have onboarded over 0.10 million partners and disbursed over 0.01 million leads for an amount of over ₹16,274.72 million through this application, with a leads-to-disbursal ratio of approximately 16.15%. In addition, the rapid growth of our customer base provides us a large opportunity to cross sell other loan and fee-based products to our existing customers.

We have a disciplined and focused approach towards collection with our operations managed completely in-house through a collection staff comprising of 737 employees as of March 31, 2026, who ensure management of timely loan repayments, thereby increasing our collection efficiency and lowering our delinquency rates. Our in-house collection team also manages recovery from delinquent accounts and our litigation team helps in recovery efforts by enforcing legal actions. We have implemented a 'days past due' bucket-wise strategy to manage collections, through which loans are allocated to the collection channel based on their delinquency status and past repayment behavior of the customer. A dedicated tele-calling unit proactively contacts customers and sends reminders for upcoming payments through call, SMS or bot calling, and our field staff conducts on-ground visits to engage with customers and collect payments. We also extensively use technology and data science tools to drive performance of our collections process. Our detailed collection dashboards for supervisory staff and 'Pegasus Collection App' application for field staff allows them to optimize route maps, track and monitor collections in real-time. We also use artificial intelligence ("**AI**") driven tools to analyse and optimise the performance of our tele-calling staff through speech to text conversion. Given that all our loans (except small business loans and employee loans) are secured through collateral assets, in cases of default, our litigation and collection teams facilitate the sale of the collateral and realise the sale proceeds towards repayment of the loan.

Advanced in-house technology and data analytics platform driving productivity and efficiency

We have developed an advanced technology-backed platform covering the complete customer lifecycle, including onboarding, credit underwriting, disbursement, collections and customer relationship. Our in-house developed applications provide us with the ability to customize our systems with scale, improve operational

efficiency, rapidly adapt to regulatory changes and maintain low maintenance costs on an ongoing basis. Additionally, our technology infrastructure supports the encryption of confidential customer data, which supports adherence to applicable reporting and information security standards.

As part of our digital initiatives, we provide seamless end-to-end engagement with our business partners through the 'Capri Business Partner' application. For details, see *" Description of the Issuer – Strengths – Contiguous geographical expansion with hybrid sourcing model and in-house collections"*. Our in-house sales, credit and collection teams have been provided with digital devices to tech enable them and operate efficiently. Through our 'Spark' application, our sales team is able to capture leads, verify customer information and submit applications digitally through optical character recognition ("**OCR**") and know your customer ("**KYC**") checks. The use of this application has increased productivity and improved TAT for our sales team. We have also developed 'PD Mobility', an application for our credit team that allows them to geo-tag location and capture images of collateral live during their personal discussions with customers. Our 'Orion LOS' application is an in-house developed loan origination system, which manages the end-to-end loan application cycle, including document verifications, customer risk profiling, credit decisions, commercial approvals and loan disbursement. Further, as part of our underwriting process, we use business rule engine ("**BRE**") and scorecards, which help us evaluate applications based on multiple parameters and categorize customers into appropriate risk segments. This is further used by our underwriting team to make credit decisions and offer risk-based pricing on our offerings. Our loans are disbursed digitally through e-sign and e-stamp post verification through Aadhar-based biometric and face recognition. We have also launched our 'Capri Loans' application, which is a customer-relationship application used to make payments and raise service requests. As of March 31, 2026, we had 1.2 million customers registered, 0.47 million monthly average active users and had catered to 8,628 million service requests, and collected more than ₹10,470 million as repayments through this application, on a consolidated basis. Additionally, we launched Capri AI-Dost in August 2024, which is an AI-driven chatbot designed to assist customers by resolving their loan-related queries in vernacular language. Additionally, our proprietary loan origination system ("**LOS**"), 'Swarnim', digitizes and streamlines loan processing for gold loans.

One of the key enablers of our expanding technology footprint is our in-house technology team, which as at March 31, 2026, comprised of 184 employees. We have also established technology centres in Gurugram, Noida and Mumbai, which serve as hubs for innovation and development of our technology infrastructure. For additional details of our technology-based initiatives, see *"Description of the Issuer – Technology"*.

Prudent underwriting practices and risk management

We employ detailed underwriting practices to ensure superior asset quality and the effective management of our risks. For our MSME and housing loans, we use a customised approach to analyse a potential borrower's income profile, since many of our customers do not have adequate proof of formal income supported by tax returns, financial statements, credit card statements, or other related documents. Loans to such customers represented approximately 96.66% of our portfolio for MSME loans and 25.68% of our portfolio for affordable housing loans, respectively, as of March 31, 2026.

Our underwriting process for MSME and housing loans includes using CIBIL scores to screen potential customers, which helps ensure that only those customers with acceptable credit profiles proceed to the next stage of the loan application process. Based on the various parameters, approximately 6% of the applications are filtered out upfront. We use our in-house BRE to categorize customers into appropriate risk segments using multiple parameters. Further, we employ a comprehensive risk-based pricing model, which basis the customer's risk profile and collateral quality, provides recommendations on yield and fees. We have in-house legal, technical and risk containment units and have additionally empanelled vendors to conduct technical and legal evaluation of the property offered as collateral. Our strong credit appraisal system is demonstrated by the fact that our login-to-sanction ratio for our MSME and housing loan segments together was approximately 38.35% as of March 31, 2026.

In particular, for our gold loan business, our underwriting process comprises evaluating the eligibility of loan application based on the weight and purity of the gold, between 18 carat to 22 carat. Our gold loan branches are generally staffed with two gold valuers, having prior experience in gold valuation. We measure the weight of the gold ornaments using calibrated weighing machines, excluding the weight and value of any stones embedded in the ornament. After determining the weight, the ornament undergoes prescribed tests to assess its purity in terms of our gold loan policy. Once both the value and weight of the gold are established, the loan eligibility is determined based on the average rate of gold over the past 30 days, as prescribed by the Indian Bullion and Jewellers Association ("**IBJA"**).

Our construction finance approval process includes evaluation of a project and the borrower from a technical, commercial, financial, and legal perspective. As part of the appraisal process, we submit a note to an internal credit committee identifying each of the risks, along with the mitigating factors, if any. We have a dedicated team responsible for monitoring our exposure until loans are fully repaid, and we require borrowers to submit monthly reports on the progress of the construction. Borrowers are also required to take a no-objection certificate from us for each unit sold in the project and are required to deposit the receivables from such sale into the designated project collection account, which is ring-fenced by way of an escrow mechanism.

We believe that our credit and risk management policies as well as the use of technology in our credit underwriting have helped us to reduce credit costs and maintain relatively low Stage 3 Assets / NPAs. For Fiscal 2026, our credit cost was 0.71% of our Average Gross loans and our average credit costs for the period since Fiscal 2024 was 0.68%, on a consolidated basis. All of our loans (except small business loans and employee loans) are secured by collateral, which helps us to recover amounts due on NPAs, keeping our actual loss experience low. For Fiscal 2026, our gross Stage 3 Assets / NPA as a percentage of our gross credit exposure was 0.92% , our net Stage 3 Assets/ NPAs as a percentage of our net credit exposure was 0.54% , respectively and our provision coverage ratio ("**PCR**"), which is our total expected credit loss provisions divided by Gross Stage 3 Assets/ NPAs, was 41.20% on a consolidated basis. We also maintain a significant loan to value ("**LTV**") cushion in each of our loan segments to mitigate risks associated with collateral devaluation or recovery in case of loan default by borrower.

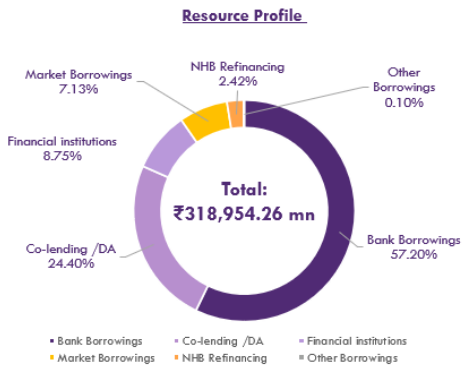
Robust balance sheet supported by effective liability management

We maintain a robust balance sheet, which is supported by an effective liability management framework. This involves maintaining optimal capital adequacy ratios, so as to ensure financial stability and the ability to absorb potential losses. As of March 31, 2026, our Company's capital adequacy ratio on a standalone basis was 25.85%, compared to the statutory required minimum of 15.00%, and CGHFL's capital adequacy ratio on a standalone basis was 27.72%. We also endeavour to maintain a healthy liquidity position to meet our short-term obligations. As of March 31, 2026, we received incremental credit lines of ₹117,820 million for our Company on a consolidated basis, and maintained liquidity through cash and cash equivalents and undrawn credit lines amounting to ₹7,968.75 million. We maintain a sustainable level of leverage in our business, with a debt-to-equity ratio of 2.81 as of March 31, 2026, on a standalone basis.

In terms of our borrowings, we have raised long-term borrowings from various scheduled commercial banks and financial institutions and issued non-convertible debentures and commercial papers. Our preference for long-term term borrowings is in line with the long tenor of our loans, and the need to manage liquidity and interest rate risks. We have established strong relationships with 35 lenders, which provides access to a wide range of funding sources and credit lines. Given that ₹201,349.34 of our interest bearing liabilities as of March 31, 2026 were at a floating rate of interest, we believe that we are favourably placed to benefit from further reduction in the RBI repo rate.

As of March 31, 2026, bank borrowings constituted the largest share of our total resource profile at 57.20%, followed by co-lending/direct assignment (DA) at 24.40%, borrowings from financial institutions at 8.75%, market borrowings at 7.13%, NHB refinancing at 2.42%, and other borrowings at 0.10%.

The graph below indicates our borrowings on a consolidated basis, as of March 31, 2026:



We have also developed co-lending partnerships with 11 partner banks, for our MSME loans, housing loans and gold loans segments. Through our co-lending model, we retain 20.00% to 30.00% of our loans on our balance sheet, while our co-lending partners retain the balance; and this aids in diversifying our funding sources, managing our liabilities, conserving capital and boosting return on equity ("**RoE**"). In Fiscal 2026, Fiscal 2025 and Fiscal 2024, we generated ₹3,639.95 million, ₹1,632.60 million and ₹1,002.45 million through earning spread on our co-lending loans, respectively. Our co-lending AUM in Fiscal 2026 was ₹366,237.46 million, comprising 0.99% of the consolidated AUM as of March 31, 2026.

Our Company had a positive asset-liability gap position on a cumulative basis across all buckets as of March 31, 2026. Our ALM strategy is overseen by our Asset Liability Management Committee and aims to manage liquidity and interest rate risk to ensure that there are no duration mismatches between either side of the balance sheet.

Strong corporate governance led by experienced Board and senior management team

We are led by a distinguished and experienced Board, which is committed to maintaining the highest standards of corporate governance through overseeing various committees. Our Board comprises six directors, five of whom are independent directors including a woman director, which helps ensure robust oversight and independent judgment. Our Board is led by our Chairman and Independent Director, Lingam Venkata Prabhakar, who has considerable experience in banking and finance, asset management companies and insurance companies; as well as our Promoter and Managing Director, Rajesh Sharma, who is a qualified chartered accountant and has 25 years of experience in the finance sector. Our other Independent Directors include Ajit Mohan Sharan, Nupur Mukherjee, Shishir Priyadarshi and Subramanian Ranganathan.

We also have an experienced senior management team, which is supported by a capable and motivated pool of employees. These include Ravish Gupta, Chief Business Officer – (Gold Loan); Abhishek Sinha, Chief Business Officer – MSME and Micro LAP; Munish Jain, Chief Business Officer – Home Loans; Vijay Kumar Gattani, Director – Credit – Construction Finance; Bhaskarla Keshav Kumar, Director – Monitoring – Construction Finance; Rohit Chugh, Business Head – Insurance Distribution; Amit Setia, Chief Business Officer – Car Loans Distribution; Ajay Manglunia, – Executive Director – Fixed Income Markets; and Vaibhav Shah, Head Credit – MSME and Micro LAP. Our corporate functions are overseen by Divya Sutar, President & Executive Director - Business Strategy; Tarun Aggarwal, Group Chief Technology Officer; Varun Malhotra – Chief Technology Officer; Kishore Lodha, Chief Financial Officer; Vinay Surana, Group Head of Treasury;

Yashesh Bhatt, Company Secretary; Sanjeev Srivastava, Chief Risk Officer; Abhishek Yadav, Chief Compliance Officer; Hardik Doshi – Head Corporate Finance and Investor Relations.

Our senior management team has diverse experience in various financial services and functions related to our business, and an in-depth understanding of the specific industry, products and geographic regions they cover, which enables them to appropriately support and guide our employees.

Our Strategies

Diversify our product offerings for sustained growth

In order to maintain a competitive edge and cater to the needs of our customers in underserved markets, we intend to broaden our loan portfolio in the retail lending space by focusing on revenue diversification and margin expansion. In Fiscal 2025, we introduced new products, namely Micro LAP in our MSME segment, to address specific market segments and foster sustainable development, which were followed by the phasedown of rooftop solar loans and digital lending. Our Micro LAP loans are tailored to meet the small ticket loan requirement of SENPs and entrepreneurs, so as to help them fund their business operations and achieve growth. We believe this will enhance our relevance in the competitive retail loan market, while also supporting our broader economic and environmental objectives.

Geographic expansion and deepening our presence in existing markets

We intend to expand our presence in India through the addition of new branches in existing geographies, while also strategically expand into underserved regions with limited financial services infrastructure. This will allow us consolidate our presence as well as cater to a wider customer base, particularly in regions where a majority of customers lack access to formal credit. In order to optimise our expansion, we assess potential markets by analysing demographic, competitive and regulatory factors, site selection and availability, and growth potential.

We believe that branch expansion will also increase the visibility of our brand in the market and help strengthen our foothold in our customer segment. In addition to building a broader customer base and increasing productivity of existing branches, our strategy is aimed at supporting local economic development and enhancing our operational reach.

Leveraging technology and data analytics for operational excellence

We aim to leverage our existing technology, Generative AI, data science and analytics infrastructure to enhance our productivity and operations. We are currently working towards driving our efficiency and enhancing customer experience through a suite of advanced in-house technology platforms, including our loan origination framework and applications such as ‘Spark’, ‘Orion LOS’, ‘Swarnim’, ‘Pegasus Collection App’ and ‘Capri Loans’. For details, see *“Description of the Issuer – Technology”*.

We intend to continuously upgrade our technology stack and infrastructure to optimize our operations. Our recent initiatives are being extensively used by our sales and collection teams for their loan origination and collection processes, respectively. We launched BRE scorecard-based underwriting, which evaluates applications based on multiple parameters and categorizes customers into appropriate risk segments. This process will enhance log-in to sanction ratios, improve customer profiling and enable risk-based pricing. We are also developing tools as human assistants using Generative AI to drive operational efficiency, employee productivity and customer experience. These will also ensure faster TAT and streamline loan disbursements, which in turn will enhance customer experience. We intend to further develop and strengthen our AI and ML driven collection dashboards, which will enable real-time monitoring, early detection of delinquency and improve overall asset quality.

Leveraging our customer base to drive fee income and cross-selling of products

We intend to leverage our growing customer base to generate and increase income from cross-selling of financial products, namely in our car loans and insurance distribution verticals. In particular, we intend to leverage our existing partnerships with 18 insurance companies across life insurance, general insurance and health insurance categories to expand our insurance distribution business in India. We believe that our established presence provides a significant opportunity to grow these verticals. This will enable us to further deliver on our vision to provide comprehensive and tailored financial solutions to meet the needs of our customers. Our data science and analytics initiatives will help gain actionable insights by analysing customer behaviour, market trends and industry demands, and will also help identify cross-selling opportunities. By focusing on our existing customers, we aim to strengthen relationships and increase customer engagement and retention, while also reducing acquisition costs.

Diversifying our borrowings for effective liability management

We are committed to diversifying our borrowings to ensure effective liability management and reduction of funding costs. We intend to achieve this through several initiatives, one of them being the expansion of our co-lending operations. We plan to onboard new banking partners across various product segments as well as increase borrowing limits with our existing banking partners. In addition, we also plan to leverage securitization as a complementary avenue to support our co-lending business.

We aim to diversify our funding sources and tap into other borrowing instruments such as commercial papers, non-convertible debentures and external commercial borrowings. As of March 31, 2026, outstanding commercial papers and non-convertible debentures comprised 12.03% of our total borrowings as compared to 4.32% as of March 31, 2025, on a standalone basis, which showcases our progress in diversifying our funding and lowering our dependence on borrowings from banks.

Our Products

We offer a wide range of loans through our four lending segments, namely MSME loans, housing loans, gold loans and construction finance.

MSME and Housing loans

We provide finance to SENPs operating in medium and small manufacturing and service units such as provision stores, retail outlets and manufacturing workshops, as well as MSMEs cross 12 states and union territories, operating as transport operators, education and healthcare service providers. These MSMEs avail loans for working capital, purchase of equipment, machinery or vehicles.

As per our lending policy as of March 31, 2026, at disbursement our MSME loans have a ticket size of ₹0.20 million to ₹15.00 million, with a maximum tenor of 15 years. We offer a semi-fixed interest rate for three years and a floating interest rate that is determined by our management depending on customer profile, CIBIL score, income source, property type and location of property.

The table below set forth certain information relating to our **MSME loans** as at and for the periods indicated, on a standalone basis:

Particulars	**As at and for the year ended March 31,**		
	2026	**2025**	**2024**
	(₹ in millions, unless otherwise stated)		
AUM[(1)]	64,874.30	52,789.37	50,174.29

Particulars	As at and for the year ended March 31,		
	2026	2025	2024
	(₹ in millions, unless otherwise stated)		
MSME loans AUM as a percentage of our total AUM (%)	17.71%	23.09%	32.05%
Average Interest Earning Loans(*)	44,092.27	39,154.09	38,522.78
Annualised Yield on Average Interest Earning Loans(*) (%)	17.34%	15.37%	15.92%
Average ticket size at sanction(2)(*)	1.19	1.08	1.56
Average ticket size at the balance sheet date(*)	1.18	1.32	1.58
Average LTVs at balance sheet date(*) (%)	50.40%	51.67%	51.96%
Number of customers	52,419	40,127	31,814
Gross Stage 3 Ratio(3)	3.02%	3.95%	4.02%
PCR on Stage 3 loans/NPAs(4)	45.88%	49.11%	45.68%

Notes:

(1) In relation to MSME loans, excess received from customers amounting to ₹281.81 million was netted off against the loan book of ₹41,728.22 million for Fiscal 2024. However, for Fiscal 2025 and Fiscal 2026, the loan book of ₹42,764.58 million and ₹50,308.77 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹319.33 million and ₹187.48 million respectively is regrouped under 'other financial liabilities'.

(2) Average ticket size at sanction for the period is based on the cumulative sanctioned amounts and the number of loans sanctioned for the period.

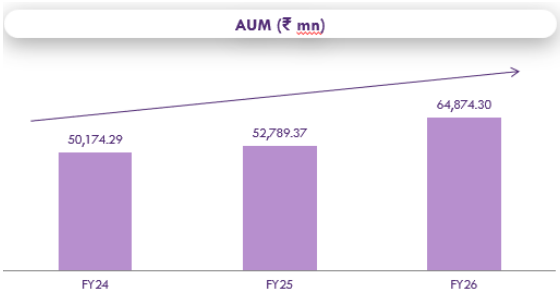
(3) Gross Stage 3 Ratio is calculated as Stage 3 Assets divided by total assets. Gross Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date.

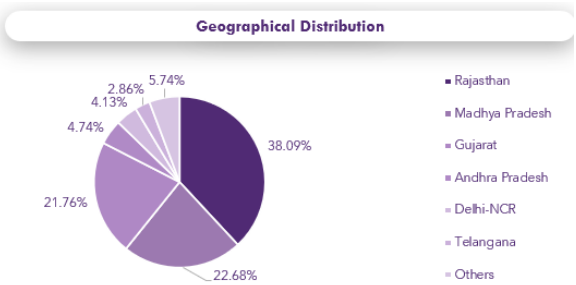
(4) PCR = Provisions as a percentage of Gross NPAs.

(*) Non-GAAP Financial Measure.

(**) Average balances are calculated as the average of the opening balance at the start of the relevant Fiscal year and the closing balances as at quarter end/ half year end and year end in the relevant fiscal year.

The graphs below represent the growth in AUM from the MSME loan segment and the geographical distribution of AUM from the MSME loan segment as of March 31, 2026:





Other – include Maharashtra, Uttar Pradesh, Punjab & Haryana, Karnataka, Uttarakhand, Tamil Nadu

Through our Subsidiary, CGHFL, we provide housing loans towards the purchase of residential units, the construction, extension, and renovation of homes, the purchase of land and home equity loans cross nine states and union territories. As of March 31, 2026, 74.08% of our housing loans outstanding were made to SENPs and 25.92% of our housing loans outstanding were made to salaried individuals.

As per our lending policy as of March 31, 2026, at disbursement our housing loans have a ticket size of ₹0.20 million to ₹50.00 million, with a maximum tenor of 25 years. We offer a semi-fixed interest rate for three years and a floating interest rate that is determined by our management depending on customer profile, CIBIL score, income source, property type and location of property.

The table below set forth certain information relating to our **housing loans** as at and for the periods indicated:

Particulars	**As at and for the year ended March 31,**		
	2026	**2025**	**2024**
	(₹ in millions, unless otherwise stated)		
AUM[(1)]	74,457.68	52,019.41	42,091.04
Housing loans AUM as a percentage of our total AUM (%)	20.33%	33.23%	26.89%
Average Interest Earning Loans	52,844.00	40,172.58	30,822.85
Annualised Yield on Average Interest Earning Loans[(*)] (%)	13.11%	12.73%	12.67%
Average ticket size at Sanction[(2)(*)]	2.69	2.04	1.47
Average ticket size at the balance sheet date[(*)]	1.61	1.39	1.27
Average LTVs at the balance sheet date[(*)] (%)	57.13%	57.32%	58.09%
Number of customers	46,125	36,939	32,024
Gross Stage 3 Ratio[(3)]	1.03%	1.38%	1.24%
PCR on Stage 3 loans/NPAs[(4)]	35.78%	39.94%	44.03%

Notes:

(1) In relation to housing loans, excess received from customers amounting to ₹122.38 million was netted off against the loan book of ₹38,905.77 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹46,056.25 million and ₹64,875.82 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹223.42 million and ₹142.35 million respectively is regrouped under 'other financial liabilities'.

(2) Average ticket size at sanction for the period is based on the cumulative sanctioned amounts and the number of loans sanctioned for that period

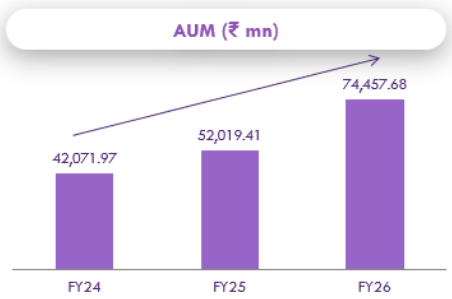
(3) Gross Stage 3 Ratio is calculated as Stage 3 Assets divided by total assets. Gross Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date.

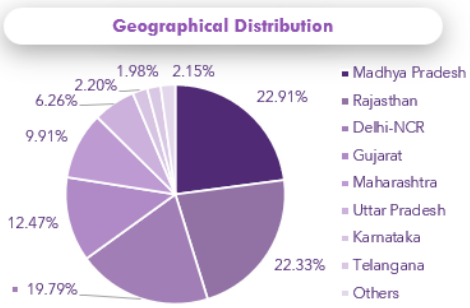
(4) PCR = Provisions as a percentage of Gross NPAs.

(5) Housing loans represents AUM of Capri Global Housing Finance Limited

(*) Non-GAAP Financial Measure.

The graphs below represent the growth in AUM from the housing loan segment and the geographical distribution of AUM from the housing loan segment as of March 31, 2026:





Others include Uttarakhand, Andra Pradesh, Punjab & Haryana.

Business origination

We have a dedicated sales team focusing on origination of MSME and housing finance loans, which identifies and sources customers eligible as prospective borrowers. The sales team also has doorstep meetings with customers and collects the necessary documents for underwriting. As of March 31, 2026, our in-house sales teams for our MSME loan and housing loan segments comprised of 1,946 employees and 1,507 employees, respectively.

Credit underwriting

Our credit underwriting team evaluates customer profiles on the basis of various internal and external parameters, including credit bureau checks, dedupe and negative list verification, field investigations, personal discussions and evaluation of customers' cash flows through formal and assessed income proofs. We use tools like account aggregator integration and OCR for bank statement analysis to assess the customer's income. Basis the customer profile, our in-house developed scorecards and our data analytics tools, we rate customers on different risk scale and decide appropriate commercial parameters including loan sanction amount and pricing. We have developed single view dashboards such as credit appraisal memorandum ("**CAM**") for our credit team to make informed decision through availability of all data related to customer loan application including collateral assessment report at single place. We have well defined internal policy and automated system driven process and authority matrix for approval of any deviations.

Risk containment unit, legal and technical checks

Our in-house legal team, along with the assistance of third-party vendors, conducts due diligence on customers' property documents, which includes title clearance and completeness of records. Our in-house technical teams conduct valuation of customers' properties, and our in-house risk containment unit does an independent verification of customer information to check for frauds.

Security

The security for our MSME loans is a first and exclusive charge or mortgage over the collateral property (residential, commercial or industrial property) with clear and marketable title. As per the product rules as of March 31, 2026, the LTV ratio at sanction is maximum up to 75% (excluding insurance) for MSME Loans and 90% for housing loans. The security for our housing loans is a first and exclusive charge or mortgage over the property with clear and marketable title.

Operations

Our operation team undertakes pre-disbursal checks, centralized banking, management of repayments, as well as file storage and digitisation through vendors.

Disbursals

To ensure faster turn-around time and better customer service, after the loans are sanctioned, our branches make disbursements digitally via cheques or NEFT. We also provide customers with the facility to e-stamp and e-sign their loan agreements using Aadhar-based authentication.

Collections

We follow data and technology driven approach towards collection with 100% operations managed in-house by our employees who ensure recovery from delinquent accounts while litigation team helps in recovery efforts by enforcing legal actions. We employ a days past due bucket-wise strategy to manage collections, through which loans are allocated to the collection channel based on their delinquency status and customer past repayment behavior. We use advanced machine learning models to analyse and predict customer repayment behaviour, monitor any early warning signals for bounce rate and NPA prediction.

Centralised tele-calling

A dedicated tele-calling unit proactively contacts customers and sends reminders for upcoming payments through call, SMS or bot calling. In case of any default, we notify the customer and demand payment of outstanding amounts. In this regard, our automatic allocation system will identify fresh bounce cases and refer them to the centralised tele-calling team to take appropriate action, and will ensure there is no time lag in post-bounce allocation. Our tele-callers log outcomes in the system for respective teams to take further actions, including personal visits and issuance of dunning notices, if necessary, to collect payment. We employ an AI-based bot for automated calling to send payment reminders before and after the due dates. We also use AI driven tools to analyse and optimise the performance of our tele-calling unit staff through speech to text conversion.

Soft delinquencies

Soft delinquencies, which are loans that are 1 to 59 days past due on their payment, are handled by a dedicated in-house collection team. We utilise a dedicated application called Pegasus Collection App to log and track all collection efforts. Our machine learning system further segments customers based on their past repayment behaviour, bounce pattern and bureau triggers to assign cases to appropriate collection channels for further action.

Hard delinquencies

Hard delinquencies, which are loans that are 60 or more days past due on their payment, are handled by a dedicated and experienced in-house collection team specialising in hard delinquencies. The team coordinates with the litigation team to initiate the process for legal action, if needed.

Litigation

Hard delinquencies that are likely to become NPAs are referred to the litigation team to initiate action. The dedicated litigation team at the regional level is responsible for ensuring that legal actions are initiated in a timely manner.

Repossession and liquidation

Our specialised marketing team created for sale of repossessed properties will ensure that the repossessed properties are sold or auctioned at a fair value, in a timely manner, and in line with the applicable statutory guidelines, as well as ensure sufficient competitiveness of the properties that are put up for auction.

Gold Loans

We launched our gold loans business in August 2022 with the opening of 108 exclusive gold loan branches across five states and union territories. As of March 31, 2026, we had 999 exclusive gold loan branches in 15 states and union territories. We offer a simplified digital loan application process and flexible repayment options. In June 2024, we launched an affordable gold loan scheme tailored for business owners with Udyam Aadhar, with the intent of providing loans to meet the working capital requirements of MSMEs. Under this scheme, we offered an interest rate of ₹0.92 per month per ₹100, which was effectively 11% per annum.

As per our lending policy as of March 31, 2026, at disbursement, our gold loans can have a ticket size as low as ₹3,000, with minimum tenor of 3 months and up to 36 months at fixed rate of interest. Borrowers may redeem gold loans at any time. In terms of the extant RBI guidelines, we currently lend up to 85% of value of the gold content in the ornament determined basis the previous 30 days average closing gold price of 22 carat gold.

The table below sets forth certain information relating to our **gold loans** as at and for the periods indicated, on a standalone basis:

Particulars	**As at and for the year ended March 31,**		
	2026	**2025**	**2024**
	(₹ in millions, unless otherwise stated)		
AUM[(1)]	169,646.49	80,422.35	34,909.97
Gold loans AUM as a percentage of our total AUM (%)	46.32%	51.37%	22.30%
Average Interest Earning Loans	78,085.91	42,153.92	19,156.85
Annualised Yield on Average Interest Earning Loans[(*)] (%)	16.82%	19.91%	18.62%
Average ticket size at disbursement[(2)(*)]	0.17	0.13	0.10
Average ticket size at the balance sheet date[(*)]	0.17	0.13	0.11
Average LTVs at balance sheet date[(*)] (%)	66.29%	64.69%	65.58%
Number of customers	5,92,244	454,685	250,648
Gross Stage 3 Ratio[(3)]	0.26%	0.81%	0.95%
PCR on Stage 3 loans/NPAs[(4)]	24.93%	15.73%	11.26%

Notes:

(1) In relation to gold loans, excess received from customers amounting to ₹5.08 million was netted off against the loan book of ₹28,235.67 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹55,612.66 million and ₹115,960.60 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹5.04 million and ₹4.76 million respectively is regrouped under 'other financial liabilities'.

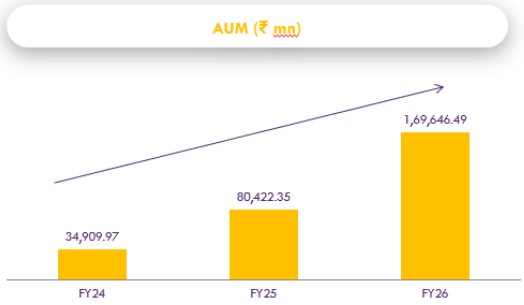
(2) Average ticket size at disbursal for the period is based on the cumulative disbursed amounts and the number of loans for that period.

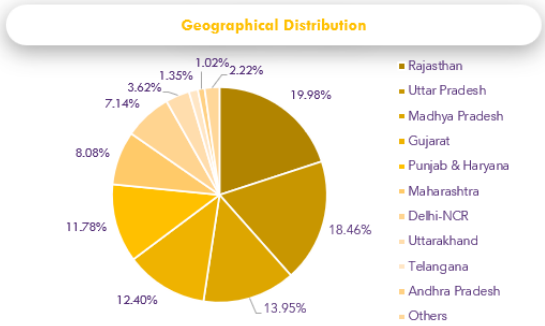
(3) Gross Stage 3 Ratio is calculated as Stage 3 Assets divided by total assets. Gross Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date.

(4) PCR = Provisions as a percentage of Gross NPAs.

(*) Non-GAAP Financial Measure.

The graphs below represent the growth in AUM from the gold loan segment and the geographical distribution of AUM from the gold loan segment as of March 31, 2026:





Other – include Odisha, Bihar, Goa ,Karnataka, Telangana

Business Origination

We source borrowers for our gold loans through our gold loan branches.

Selection criteria

According to our product rules as of March 31, 2026, we cater primarily to salaried and self-employed individuals, women entrepreneurs and farmers. The eligibility criteria for our gold loans includes KYC clearance and purity of the gold ornament (18-22 carat gold) to be pledged for the loan.

Gold appraisal

Each of our gold loan branches is staffed with persons who have been trained and have experience in appraising the gold content of ornament. We appraise the value of ornament solely based on the weight of its gold content, excluding the weight and value of any stones forming part of the ornament. The appraisal process begins with weighing the ornament using calibrated weighing machines. The ornament is then subject to prescribed tests for checking the quality of gold**.** Our gold appraisal process involves CCTV video recording of the gold evaluation done by certified valuer.

Loan approval and disbursal

Once the gold ornament has been appraised, customer is provided with terms and conditions of the loan as well as various schemes available to them. Once the terms are accepted by customer and consent is provided, loans are disbursed based on the rates per gram of gold for the 30 day average. Customer photo is captured live along with the geotagging of the location for additional security. We validate the bank account of the customer through a reverse penny drop before digitally disbursing the loan amount in the bank account or through UPI. We have a loan-approval matrix for recommendation and authorisation based on the loan amount.

Customer Service

Our customer service is enhanced by features designed to improve communication and convenience for customers. Our click-to-call feature allows customers to connect with representatives instantly for notifications about slab changes, days past due, and tenure expiry with a single click. Additionally, our application Capri Loans and app-based chatbot provide a seamless experience with vernacular key fact statements and most important terms and conditions, interest due reminders, and the ability to apply for top-up loans. These tools ensure that customers receive timely information and support, making their financial management more efficient and accessible.

Security and safety of collateral

Each gold loan branch has a specialized AI powered safe room accessible only through facial recognition, in which each gold ornament is locked away in tamper-proof packets. In addition, each gold loan branch has other security measures, such as 3 door interlock system, security guards, 24x7 CCTV surveillance and panic switches.

Collection and Recovery

We monitor our gold loan accounts and recovery of dues on an ongoing basis. We have a collection dashboard to track payment status, tenure expiries and overdue accounts. When a customer does not repay a loan on or before its maturity, we initiate the recovery process through selling the collateral via public auction to collect the principal and the accrued interests owed to us.

We reserve the right to sell the collateral before a loan becomes past due in the event the market value of the applicable portion of the underlying collateral is less than amount outstanding on the loan, after serving notice to the customer and if customer is unable to provide addition collateral. Once a loan is fully repaid, the pledged gold ornament is returned to the customer.

Construction Finance

We provide construction finance cross 9 states and union territories to small and mid-sized real estate developers in tier I cities who are looking for financing for construction of affordable homes. As per our lending policy as at March 31, 2026, at disbursement, our construction finance have a ticket size of ₹50.00 million to ₹2,000.00 million, with a tenor of up to seven years. The interest rates on our construction finance are floating rates linked to our benchmark interest rate, as decided by the management from time to time. The upper end rate of interest would depend upon the degree of risk or potential returns in the construction project on a case-by-case basis. In exceptional cases, interest rates may be quoted as a fixed rate, subject to the approval of the Credit Committee.

The table below sets forth certain information relating to our **construction finance** as at and for the periods indicated:

Particulars	**As at and for the year ended March 31,**		
	2026	**2025**	**2024**
	(₹ in millions, unless otherwise stated)		
AUM[(1)]	57,081.47	41,329.13	26,212.79
Construction finance AUM as a percentage of our total AUM (%)	15.59%	18.08%	16.75%
Average Interest Earning Loans	48,040.21	32,725.84	20,988.89
Annualised Yield on Average Interest Earning Loans[(*)] (%)	17.80%	17.49%	17.77%
Average ticket size at sanction[(2)(*)]	428.09	334.58	257.52
Average ticket size at the balance sheet date[(*)]	202.42	146.24	106.56
Number of live projects	282	282	246
Gross Stage 3 Ratio[(3)]	0.27%	0.18%	0.95%
PCR on Stage 3 loans/NPAs[(4)]	50.00%	50.05%	80.50%

Notes:

(1) In relation to construction finance, excess received from customers amounting to ₹7.02 million was netted off against the loan book of ₹26,212.79 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹41,329.13 million and ₹57,081.47 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹1.12 million and ₹2.83 million respectively is regrouped under 'other financial liabilities'.

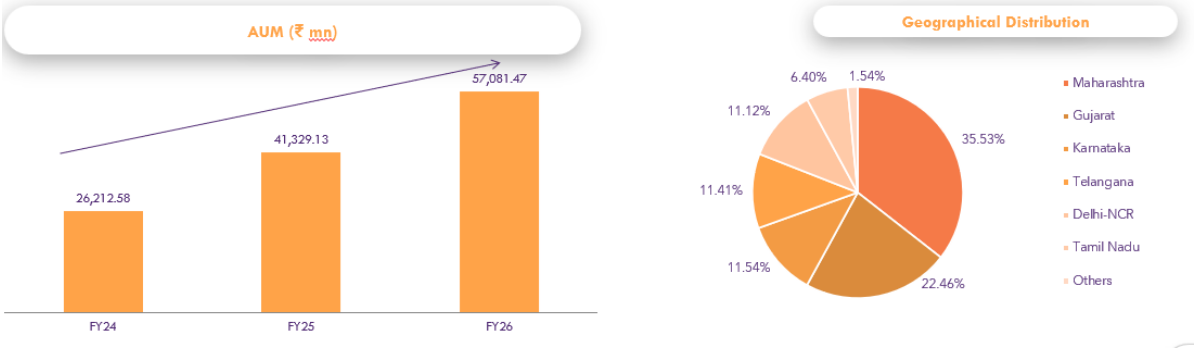
(2) Average ticket size at sanction for the period/Fiscal Year is based on the cumulative loan amount sanctioned and the number of loans sanctioned for the period/Fiscal Year.

(3) Gross Stage 3 Ratio is calculated as Stage 3 Assets divided by total assets. Gross Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date.

(4) PCR = Provisions as a percentage of Gross NPAs.

(*) Non-GAAP Financial Measure.

The graphs below represent the growth in AUM from the construction finance segment and the geographical distribution of AUM from the construction finance segment as of March 31, 2026:



Other include - Andhra Pradesh, Uttar Pradesh, Rajasthan

Business Origination

Our in-house marketing team is responsible for sourcing, conducting initial due diligence and gathering market information on projects and their promoters.

Selection criteria

We evaluate the creditworthiness of the promoters or the group involved as well as the project value. Our evaluation is made on the basis of project completion history and ongoing projects, previous or existing borrowing track records, and net worth. For project selection, we take into account a multitude of factors, such as whether a particular project is affordable and located in a marketable location, whether the project is able to be mortgaged, the validation of the approval and its status, whether we will be the sole lender to the project, and the cash flow visibility in the near future.

Credit appraisal and due diligence

We have a well-defined authority matrix in place for delegating authority to credit officers and a policy to ensure that credit decisions are objective. Our independent credit appraisal is undertaken in three stages: first being the business stage; second being the local and central credit stage; and third being the Credit Committee stage. Our dedicated team will arrange for meetings with promoters and conduct site visits, bureau checks and litigation searches through our in-house team and external vendors. Our in-house legal team reviews the title report of the property prepared by a third-party law firm, while our third-party technical team is responsible for valuation. Our in-house internal control team conducts the internal audit of sales, while the micro market analysis and RERA checks are done by our credit team. We have an internal risk rating model. We favour those projects over

which the first and exclusive charge can be created, with promoters as co-obligors. We also measure whether the physical security and cash flow cover are satisfactory.

Credit committee approval and documentation

Our local credit team proposes the detailed note to the Credit Committee, which is reviewed by the central credit team. The credit head/credit officers thereafter recommend the proposal to the Credit Committee for approval. Upon approval, our in-house team arranges for borrowers to enter into our standard financing agreement. An empaneled advocate carries out a title search of the collateral for the previous 30 years. The title search report is further vetted by our in-house legal team, before creating a mortgage or security interest over the collateral. We also conduct a detailed compliance check prior to disbursement to make sure all conditions precedents are satisfied.

Security

The security for our construction finance is first and exclusive charge or mortgage over the property with clear and marketable title along with hypothecation of the project's cash flows through an escrow mechanism. The minimum value of collateral for construction finance is more than 1.5 times the value of the loan outstanding as per the product rules as of March 31, 2026.

Monitoring

Upon disbursement of a loan, the loan transaction is monitored until due repayment. Our monitoring team, which as of March 31, 2026 comprised of 43 employees, monitors early warning signals through internal reports pertaining to site inspection, cash flow analysis, account conduct, overdue, interest and loan instalment servicing; compliances and milestone tracking of, in particular, submission of monthly MIS and MIS analysis, all collections being routed to the designated account, construction, sales and collection milestones, and maintenance of insurance tracker; and cash flows and security, in particular, timely recovery of monthly dues, collections, escrow sweeps and direct fund transfers, tracking and recovering deficits, monitoring revisions in sweep ratios and stipulated minimum support price rates. If the team officer is satisfied with the results, he/she issues a no objection certificate for registration of the housing unit or a no due letter after recovery of deficits/dues.

Indirect Lending

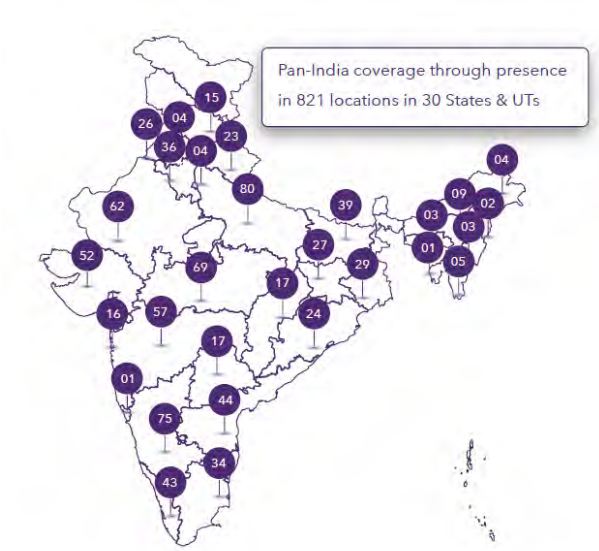
We extend loans to other smaller NBFCs engaging in MSME lending, microfinance and fintech-based NBFCs, as well as loans against pledge of debt securities to borrowers dealing in debt securities, which we refer to together as "**Indirect Lending**".

As per our lending policies as of March 31, 2026, at disbursement, our Indirect Lending loans have a ticket size of ₹30.00 million to ₹1000.00 million, with a tenor of two to five years. As per our products rules as of March 31, 2026, our maximum exposure to each NBFC is ₹1000.00 million, and the interest rates on our Indirect Lending loans are at floating rate. As of March 31, 2026, our AUM from Indirect Lending was ₹168.85 million and we had 4 customers in our Indirect Lending segment.

Distribution of Third-Party Products

New Car Loans

We are a corporate selling agent for new car loan products of 14 banks and financial institutions in India, for which we receive commissions. We launched our distribution of third-party new car loans business in February 2021. As of March 31, 2026, we had a pan-India network through 821 locations, 1,554 employees in 30 states and union territories. A diagrammatic representation of this network as of March 31, 2026 is set out below:



In the Fiscals 2026, 2025 and 2024, our third-party new car loan distribution business earned a gross fee income of ₹2,483.26 million, ₹2,407.21 million and ₹2,169.16 million, respectively, and a net fee income of ₹942.95 million, ₹963.04 million and ₹1,075.68 million, respectively, on a total car loan origination value of ₹114,568.86 million, ₹105,519.00 million and ₹97,414.74 million respectively. In Fiscals 2026, 2025 and 2024, the average ticket size of the loans originated was ₹1.08 million, ₹1.05 million and ₹1.03 million, respectively, on a consolidated basis.

We have also launched our application for the car loan distribution business, namely the 'Loans n Leads' application for employees, which provides a paperless process for loan origination, sourcing, filing of loans with partner banks, lead creation and document management.

Insurance Distribution

We are an insurance selling agent for insurance products of 18 insurance companies in India, for which we receive commissions. We have collaborated with nine life insurance companies providing credit life cover and term plans, five general insurance companies providing property cover, private car and two-wheeler covers, and four health insurance companies providing retail and group health cover, hospital daily cash cover, critical illness, personal accident and EMI protection. We received a composite license from IRDAI in December 2023 and launched our distribution of insurance policies business in January 2024. As of March 31, 2026, total policies distributed by us were 1,117,780.

We sell customized insurance solutions to small businesses and individuals with high financial vulnerability. We believe that due to our considerable customer database, there is significant potential for cross-selling opportunities.

We provide a policy buy & compare portal for efficient policy selection and a streamlined digital customer on-boarding journey. Our dedicated claims desk offers comprehensive support, while real-time policy issuance ensures quick service with a turnaround time of five minutes through digital consent. Our focus on digital innovation and service excellence drives continuous improvements, enhancing operational efficiency and customer satisfaction. Additionally, our educational initiative, Insurance Ki Pathashala, increases awareness and understanding of insurance products and processes.

Our Company offers insurance products to loan customers as embedded products. We also focus on cross-selling health and motor insurance to increase penetration in tier II, III, and IV cities and rural areas. Additionally,

we provide product offerings via chat links, enabling a 2-click buying journey. This approach helps us reach a wider audience and offer convenient access to our insurance products.

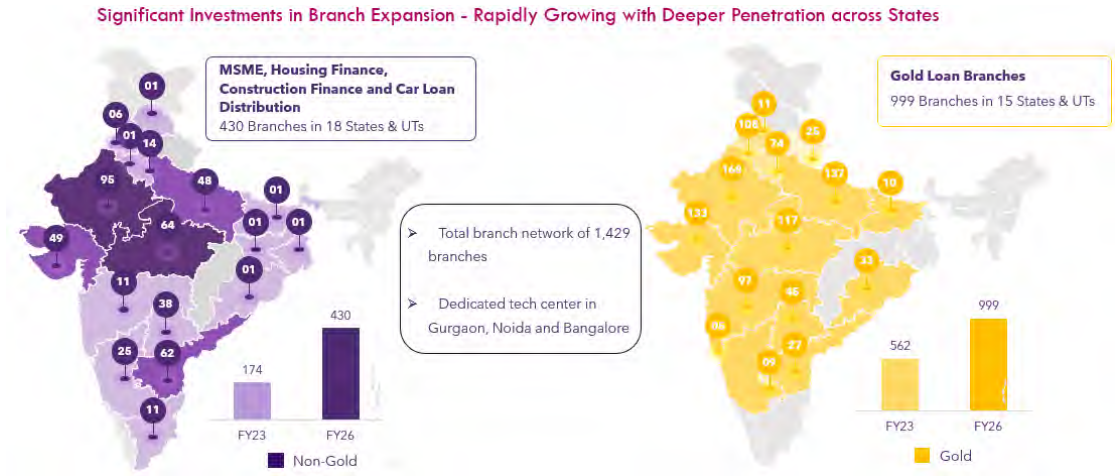
Our Branch Network

As of March 31, 2026, we had 1,429 branches located in 20 states and Union Territories. Our branch details are available on https://www.capriloans.in/find-branch/ and https://www.caprihomeloans.com/branch-locator. The table below sets forth our branch network by state and Union Territory as of March 31, 2026:

State/Union Territory	MSME, Micro LAP, housing, construction finance and third-party new car loan distribution	Gold loans	Total
	(Number of branches)		
Rajasthan	95	168	263
Uttar Pradesh	48	137	185
Gujarat	49	133	182
Madhya Pradesh	64	117	181
Haryana	1	108	109
Maharashtra	11	97	108
Andhra Pradesh	62	27	89
Delhi	14	74	88
Telangana	38	45	83
Karnataka	25	9	34
Odisha	1	33	34
Uttarakhand	0	25	25
Punjab	6	11	17
Tamil Nadu	11	0	11
Bihar	1	10	11
Goa	0	5	5
Others	4	0	4
Total	**430**	**999**	**1429**

Note:

Others include Chandigarh, Jharkhand, Odisha and West Bengal.



Above maps exclude our support offices and tech centres.

Technology

We deploy advanced technologies to improve and simplify business processes, which reduces costs, enhances productivity and efficiency, and results in a better customer experience. Our Company aims to adhere to the highest information security standards, ensuring encryption of sensitive customer data. We have a customizable and scalable system architecture, ensuring compliance with regulatory changes, making our platform agile and adaptable. With our in-house developed technology, we offer a fully integrated workflow and digital loan journey for faster TAT and dashboards for performance monitoring, which contribute to higher productivity and cost efficiency. We are developing generative AI capabilities for process automation to enhance efficiency and innovation. We have dedicated tech centres in Gurugram, Noida and Mumbai. As of March 31, 2026, our in-house tech team comprised 184 employees. With end-to-end in-house development, we ensure low maintenance costs. Our key applications and technology initiatives through the process include the following:

MSME and Housing Loans

Customer Onboarding

- *Spark Mobile Application* – a digital onboarding application which empowers direct sales executives to collect customer documents electronically and streamline the login process. Its key features include seamless digital document collection, OCR engine with high accuracy, QR code-based system for collecting fees. It also has BRE based advanced screening features which filters out the applications that don't meet the criteria upfront, thus saving the time and cost on processing such applications.

- *Prarambh Portal* – this is a portal designed for tele calling agents to source leads and documents for borrowers and co-borrowers. Its key features include centralized data collection through digital platforms such as WhatsApp and a reduced TAT for file login and uploading of documentation.

- *Capri Business Partner Application* – this is a platform for DSAs (Direct Selling Agents) and connectors, that encourages engagement with our business partners. Its key features include real-time updates on lead qualification and loan progress, live status tracking, and an automated invoicing with a one-day payment cycle for billing and disbursement.

- *Lead Management Portal* – this is a unified platform with multi-channel aggregation, that helps track leads from alternate channels, cross-sell opportunities, CIBIL triggers and consumer referrals. Its key features include efficient identification and prioritization of leads for quicker conversion, centralized

lead tracking, automated follow-ups with leads and insights and analysis for lead optimization and higher closure rates.

Customer Underwriting

Our credit underwriting system ensures thorough evaluation of creditworthiness.

- *Orion LOS Application* – this is a unified in-house developed LOS, a single window loan approval workflow that digitally manages the loan application cycle from end to end. Its key features include centralized processing unit for customer queries, personal discussions with customers, risk-based pricing using scorecards and BRE, credit appraisal memorandum summaries, technical and legal evaluation, risk containment unit reports and TAT monitoring for operational efficiency. The central processing unit performs document validation once file is logged in and has a chat application integrated query module for communication with customers.

- *PD Mobility Application* – this is a digital application designed for personal discussions and property verification, income & collateral assessment and geotagging. Its key features include route mapping for on-site verification, live photo capture and geo-tagging, credit questionnaires, automated verification which triggers additional checks and a feature for borrowers to ask queries during the loan application process. In the year ended March 31, 2026, our Company processed a total of 0.12 million applications, averaging approximately 336 applications per day.

- *Collateral evaluation*: We use extensive market information including historical transaction data for trends in property value, delinquency trends for funded and non-funded properties and local insights for technical evaluation. In the year ended March 31, 2026, we processed approximately 494 applications for technical evaluation per day with an average TAT of 2 days.

The system incorporates a Scorecard and BRE for risk assessment and decision-making. We use risk-based pricing and dashboards for TAT monitoring, ensuring efficient operations.

Digital Disbursement

Our digital disbursement process includes E-sign and E-stamping facility, biometric and face authentication, and e-NACH registration. These digital solutions ensure a seamless and secure disbursement process. As of March 31, 2026, >98% of our disbursements for MSME and home loans were done through e-sign.

Collections

- *Collection Dashboard* – this is an advanced dashboard that offers real-time analysis and visibility into the field collection process. This platform enables real-time monitoring of collections by channel, geography, and individual performance. Its key features include providing updated performance reviews, target tracking and incentive trackings through scorecards and rankings to motivate performance from our employees.

- *Pegasus Application* – this is a digital application designed to improve the productivity of our collection agents. Its key features include route optimization for efficient travel, tracking of agents and collection status for management by supervisors, historical payment trends such as promise-to-pay statuses and geo-tagged payment locations, and gamified incentives and tools to boost agent performance. Our call centre analytics are powered by AI, enhancing efficiency and insight and we use machine learning models for Early Warning Systems (EWS), sloppy payer identification, and Non-Performing Assets (NPA) prediction and recovery.

Customer Engagement

- *Capri Loans Application* – this is a platform which provides access to loan documents, service requests, payments, and loan top-ups and is designed for customer engagement and payment management. Its key features include providing customers with easy access to their loan information, document management, multiple payment methods and options to customers, addressing customer service requests and facilitating easy loan top-up applications. As of March 31, 2026, our Company has successfully registered 1.2 million customers and had 0.47 million monthly average active users.

Gold Loans

Our proprietary LOS, Swarnim, digitizes and streamlines loan processing. Our 100% digital journey enables faster loan approvals, with OTP-based E-Sign making documentation paperless and reducing onboarding time. We disburse our loans digitally (with no cash disbursements for amounts above ₹19,999) and our disbursal turnaround time is approximately 30 minutes, thus providing customers with quick and hassle-free loan experience. Our process also includes a maker-checker approach to ensure robust loan approval processes.

AI Initiatives

- *Data Genie* – this is an AI tool used internally within our organization, that allows our employees and management to ask data-related queries and generates actionable insights in real-time. It also provides personalized dashboards for our leadership team to enable them to make quicker data-driven decisions.
- *Capri AI-Dost* – this is an AI chatbot that helps customers with their loan-related queries. It is currently available in multiple vernacular languages, which helps enhance accessibility and customer satisfaction.
- *Gold Loans Chatbot* – this is an AI WhatsApp chatbot for our gold loan customers, which enables them to manage their gold loan documents and make payments. Its key features include access to loan statements, foreclosure values, interest dues and pledged documents and ability to respond to customer queries.

We continue improving our processes and evaluating all opportunities to leverage the digitisation and make the entire loan journey seamless.

Customer Service

As part of our CRM service initiatives, we make mandatory welcome calls to new customers as well as use other methods including SMS and telecall reminders to cater to the needs of our customers. We also have digital app for our customers through which they can raise any service request, make payments, access loan documents and can request for top up loans. We have also established a customer grievance redressal system through which customers can register their complaints. We had 5 customer complaints pending as of March 31, 2026 which were subsequently resolved by April 18, 2026.

Treasury Operations

Our dedicated treasury team undertakes liquidity management by seeking to maintain an optimum level of liquidity and monitors cash and bank balances on a daily basis. The objective is to ensure sufficient cash reserves at all our branches while at the same time avoid holding cash in excess of what may be required in the ordinary course. The treasury team prepares reports for submission to the Asset Liability Management Committee ("**ALCO**"), based on which liquidity forecasts are made on a quarterly basis for the next six months.

We have a well-balanced asset-liability position for the short term and are well-capitalised for medium-term growth. As at March 31, 2026, our Company's CRAR on a standalone basis was 25.85%. Our borrowings are

primarily borrowings from banks and financial institutions, with repayment tenures of 1-10 years (excluding CC & WCDL). We also issue non-convertible debt and commercial papers.

Credit Ratings

The table below provides details of credit ratings received as on the date of this Offering Circular:

Rating Agency	Date of Press Release	Instrument	Debt Ratings	Outlook
Infomerics Valuation and Rating Limited	March 31, 2026	Cash credit	IVR AA	Positive
Infomerics Valuation and Rating Limited	March 31, 2026	Term loans	IVR AA	Positive
Infomerics Valuation and Rating Limited	March 31, 2026	Non-convertible debentures	IVR AA	Positive
Acuité Ratings & Research Limited	March 19, 2026	Bank loan ratings	ACUITE AA	Stable
Acuité Ratings & Research Limited	March 19, 2026	Non-convertible debentures	ACUITE AA	Stable
Crisil Ratings Limited	January 9, 2026	Commercial paper	Crisil A1+	NA
India Ratings and Research Private Limited	September 22, 2025	Bank loan facilities	IND AA-	Stable
Moody's Investors Service Singapore Pte. Ltd.	March 20, 2026	Long Term Corporate Family Rating (CFR)	Ba3	Stable
Fitch Ratings Singapore Pte. Ltd.	March 17, 2026	Long Term Issuer Default Rating	BB-	Stable
Fitch Ratings Singapore Pte. Ltd.	March 17, 2026	Short Term Issuer Default Rating	B	NA
Fitch Ratings Singapore Pte. Ltd.	March 17, 2026	Local Currency Long Term Issuer Default Rating	BB-	Stable

Risk Management

Interest Rate Risk

Volatility in interest rates can have a negative effect on borrowing costs of lending institution and can result in a decline in interest income and Net Interest Margins. This can cause a mismatch in asset–liability position and could lead to lower profitability and lower returns. We have an Asset Liability Management Policy, approved by the Board and administered by the ALCO to assess the risk arising out of the liquidity gap. In order to mitigate interest rate risk, we undertake the following measures:

(i) Interest rate movements are tracked and reviewed by the ALCO on a quarterly basis and base reference lending rate, i.e., long-term rate of return is decided by the ALCO after considering various factors;

(ii) Most of our loan portfolio is on floating interest rates or semi-fixed interest rates. As of March 31, 2026, ₹196,538.56 million or 53.66% of our loans had a floating or semi-fixed interest rate, on a consolidated basis; and

(iii) Interest rates are primarily market driven and our interest risk strategy is well adept at managing the changing market dynamics.

Credit Risk

The most common risk faced by any lending institution is the borrower's inability to repay the loan. The delinquencies may result in monetary losses, higher NPAs and deterioration of asset quality and ultimately, capital adequacy. We undertake the following measures in order to mitigate credit risk:

(i) Prudent lending policies are stipulated for each business vertical, considering the risk involved with different products and customer profiles;

(ii) Our credit appraisal system is designed to minimise the probability of default;

(iii) Our credit appraisal system conducts customer meetings (business and residence) and field investigations, credit information bureau checks, in-house technical and legal verification, adequate loan to value ratio and term cover for insurance. Thorough reference checks of the borrower's overall goodwill and integrity in the market are conducted. This is followed by a thorough business assessment and long-term viability by analysing cash flows of the potential customers; and

(iv) All loans (except employee loans and small business loans) are secured by collateral. We have an in-house risk containment unit, having knowledge in fraud detection and analysis of documents, to detect and help eliminate potential frauds being committed on us.

Collateral Risk

Collateral risk is the risk of loss arising from errors in the nature, quantity, pricing, or characteristics of collateral securing a loan. We undertake the following measures in order to mitigate collateral risk:

(i) Collateral insurance must be taken for all loans other than those secured by land plot;

(ii) Strict criteria for acceptable collateral are set. Pursuant to our product policy, some properties are not eligible for funding, such as collateral owned by special purpose vehicles of an unrelated individual, and property occupied by the seller;

(iii) Each collateral must be supported by a positive valuation report as per our valuation policy;

(iv) A collateral visit report is also required after a credit manager's site visit; and

(v) Additional collateral for credit comfort or interim collateral may be required until the occurrence of a specified future event during the tenancy of a loan.

Liquidity Risk

Liquidity risk emanates from the gaps in financing activity. A skewed asset-liability profile can potentially initiate a liquidity shortfall and result in significantly higher costs of funds. We undertake the following measures in order to mitigate liquidity risk:

(i) We have a dedicated treasury team to manage liquidity and monitor fund availability and deployment on a daily basis;

(ii) Reports are submitted to the ALCO members, and are used to make relevant liquidity forecasts on a quarterly basis for the next six months; and

(iii) We generally borrow long-term funds with repayment tenures of 2-10 years (excluding CC & WCDL).

Portfolio Concentration Risk

This category of risk is associated with the concentration of credit in a particular sector of borrowers, products or geography. Skewed exposure in one particular sector and geographical concentration may result in losses if the sector or geography does not do well. It affects the quality of the asset-book and assessment by financing institutions.

In order to mitigate loan portfolio concentration risk, we have a loan portfolio with exposure to multiple sectors, multiple products with each sector having varied customer profiles and a focus on smaller ticket sizes, coupled with a large customer base and a wide geographical distribution.

Operational Risk

Operational risk refers to the risk of loss due to inadequate or failed internal processes, people, systems and operations. These include the risk of events such as fraud, employee misconduct, technology failure, cybersecurity threats, data breaches, natural disasters or legal or regulatory non-compliance. Operational lapses could lead to adverse impact on the sustainability of the business in the long-term and loss of profitability. We undertake the following measures in order to mitigate operational risk:

(i) We have a state-of-the-art technology-driven process flow and operational control systems; and

(ii) Our internal control infrastructure is well-aligned with our underwriting and collection processes, which are managed by a highly competent and trained team.

Regulatory and Compliance Risk

Our Company is an NBFC-ICC and NBFC-ML under the regulatory supervision of the RBI. Our Company, being a listed entity, is also required to comply with the regulations and directions of SEBI and the Stock Exchanges. Non-compliance with rules, regulations and statutes may lead to stringent actions and penalties levied by SEBI or other statutory authorities. In order to mitigate regulatory and compliance risk, we undertake the following measures:

(i) We have a separate compliance department, headed by senior personnel. We keep ourselves abreast of recent developments and changes in the regulatory framework/guidelines to ensure timely, effective and proper implementation and compliance; and

(ii) We have an internal audit and control framework in place to help ensure we comply with capital adequacy norms, fair practice code, asset classification, KYC/PMLA guidelines, provisioning norms, corporate governance framework and timely reporting to the RBI, SEBI, Stock Exchanges and Ministry of Corporate Affairs, among others.

Information Technology Systems Risk

We deploy information technology systems, including enterprise resource planning, loan management applications, data repository and mobile solutions to support our business processes, communications and customer details and loan records. Risks could primarily arise from the unavailability of systems and/or loss or manipulation of information or information data security. In order to mitigate information technology systems risk, we undertake the following measures:

(i) We have information security risk monitoring systems and tools to protect sensitive customer data and guard against potential hackers and viruses;

(ii) We have adopted governance, controls and sophisticated technology across lines of business to help ward off cyber threats and protect our information;

(iii) We use back up procedures, restricted access to applications and other security restrictions. We upgrade our systems with the latest security standards. For critical applications, security policies and procedures are updated on a periodic basis and users are educated on adherence to the policies to eliminate data leakages; and

(iv) As a part of the business continuity plan, we have created a remote disaster recovery site, which gets tested on a regular basis.

Awards and Recognition

We have received several awards over the years, including:

- "Best AI / Machine Learning initiative, Best Compliance initiative & Best New Application Development Awards" by Banking Frontiers at the NBFCs Tomorrow and DNA Awards 2025;
- "Best Innovation in CX" at the India CX Summit & Awards 2025;
- "Best Brands – 2024" award at the ET Now Best Brands Conclave 2024;
- "Great Place to Work" by Great Place to Work Institution in 2023, 2024 and 2025;
- "Best CSR Initiative in Non-Banking Finance Sector" at Bharat CSR & Sustainability Awards, 2025;
- "Corporate Environment Excellence Award" by World Environment Council;
- "Best 3 Education Support Initiatives of the year – 2025" given to Capri Foundation by Indian Social Impact Awards;
- "Best TV Advertising Campaign for Tarakki Ke Haath" by Afaqs Bankfin 360 – Excellence in BFSI Marketing Awards; and
- "Most Effective Moment Marketing Campaign for Kumbh Mela Wall" by Pitch Finovate BFSI Marketing Awards 2025.

Competition

Our competitors include established Indian banks, other NBFCs, other HFCs, small finance banks, and the private unorganised and informal financiers who principally operate in the local markets. For further details, see "*Industry Overview*" . Some of the Indian banks have subsidiaries and affiliates operating as NBFCs with significant market share, distribution reach and product portfolio, and we compete with them for business.

Employees

As of March 31, 2026, we had 13,775 permanent employees, details of which are given in the table below.

Particulars	Number of Employees
MSME	2,234
Housing loans	2,323
Gold loans	5,518
Micro Lap	1,301

Particulars	Number of Employees
Construction Finance	114
Car loan origination	1,554
Insurance	23
Technology	184
Others	56
Support functions	261
Administration	207
Total	**13,775**

Learning and Development

We actively encourage our employees to gain diverse experience by working across different verticals within the organization. Our comprehensive learning and development programs empower them to advance their career paths. Additionally, through training needs analysis, we conduct monthly training sessions at our branches and field equipping our employees with valuable business insights and enhancing their performance.

To foster a culture of self-learning and create a dynamic digital learning environment, we regularly release online courses, training videos and open online courses on our internal learning platform "CUBE". These learning resources are aligned with the specific theme. Additionally, we provide system training on other online platforms such as Swarnim for our gold loan team. To further strengthen our team's expertise, we have introduced collateral-oriented training for the ground-level sales team. Our internal trainers also conduct sessions on case studies, product processes, compliance, and key SOPs.

Employees can access the learning content effortlessly in CUBE. We have training content and learning videos for all the business requirements uploaded there. It is designed for quick learning and easy access.

Reward and Recognition

We have established a structured performance management and employee engagement framework focused on driving performance excellence across the organization. Our performance appraisal process is conducted on a quarterly as well as annual basis to evaluate employee performance and identify high performers.

We have also instituted various performance recognition programs for our sales and support functions through structured monthly awards such as Rising Star, Star of the Month, Super Star of the Month, Champions, Hero and Rockstar of the Month, among others, to encourage a performance-driven culture and timely recognition of achievements.

These recognition programs include awards in the form of e-certificates, gift vouchers and other non-monetary incentives. Employees demonstrating exceptional performance and surpassing defined business thresholds are also recognized through special awards, certificates, badges and other performance-linked rewards.

Our continued focus on employee engagement and workplace culture is reflected in our recognition as a Great Place to Work for five consecutive years by the Great Place to Work Institute.

Insurance

We maintain various insurance policies to cover the different risks involved in the operation of our business. These include directors and officers liability insurance and insurance policies for burglary, gold storage, all risk

policy, group life insurance, and property damage. For our gold loan business, we maintain an all risk insurance policy to protect gold loan branches and gold transit.

Intellectual Property

As of the date of this Offering Circular, our company has 4 registered trademarks and our Subsidiary CGHFL has 2 registered trademarks under various classes. These include:

Sr. No	Trademark	Classes of registration
Company		
1. & 2.	CGCL "CGCL"	Class 35 and 36
3.	PANKH "PANKH"	Class 36
4.	CAPRI "Capri Global Capital"	Class 41
CGHFL		
5.	CAPRI HOME LOANS "CAPRI HOME LOANS HUMEIN HAI EHSAAS-GHAR HO AAPKE PAAS"	Class 36
6.	CAPRI "CAPRI GLOBAL HOUSING FINANCE"	Class 41

Further, our Company has applied for registration for fourteen other trademarks, i.e., "CAPRI GLOBAL CAPITAL", under classes 35 and 36; "CAPRI LOANS", under classes 35, 36, 41 and 42; "CAPRI GRAHAK", under classes 35, 36, 41, and 42; and "CAPRI GOLD LOANS", under classes 35, 36, 41 and 41. CGHFL has applied for registration for ten other trademarks, i.e., "CAPRI GLOBAL HOUSING FINANCE", under classes 35 and 36; "CAPRI HOME LOANS", under classes 35, 36, 41 and 42; and "CAPRI SMARTHOME", under classes 35, 36, 41 and 42.

However please note in the two new subsidiaries of CGCL, we have applied for additional trademarks as per details below:

- New Trademark "CAPRICARE" under Capri Global Insurance Brokers Limited under class 35, 36, 41 and 42 on January 19, 2026

  CAPRICARE

- New Trademark "CAPRIBONDS" under Capri Global Securities Limited under class 35, 36, 41 and 42 on January 19, 2026

  CAPRIBONDS

Property

We lease our corporate and registered offices at A-502, Peninsula Business Park, Senapati Bapat Marg, Lower Parel West, Mumbai – 400 013, Maharashtra, India.

As of March 31, 2026, we had 1,429 branches, all of which we lease or license, on a consolidated basis. In addition, we lease our dedicated tech centres in Gurugram, Mumbai and Noida.

We also own property situated in No. 100 Guduvanchery to Tirupporur Road, Nellikuppam, Chennai- 603 108, comprised in Sy. Nos. 149/10A1A, 149/10D2 (currently 149/10D2B), 149/11, 152/1B, 152/2, 152/3, 152/4 and 152/7B situated in No. 100, Nellikuppam Village, Chengalpattu Taluk, Kancheepuram District, measuring a total extent of 13.6764 acres.

Environmental, Social and Governance

Capri Global Capital Limited demonstrates a strong and steadily improving ESG profile, supported by independent assessments from leading agencies including S&P Global and Sustainalytics. The Company has achieved an S&P Global ESG Score of 71/100, significantly above the industry average. This marks its maiden inclusion in the S&P Global Sustainability Yearbook, ranking 20th globally within its industry and 7th regionally, reflecting strong and consistent progress across key ESG dimensions. Performance is particularly strong in the social dimension (83), driven by its core business model focused on financial inclusion. The Company has achieved top scores (100) in financial inclusion, customer relations, and human rights practices, aligned with its focus on serving underserved segments such as MSMEs and affordable housing. Additionally, the Company demonstrates high transparency, with over 90% disclosure across key ESG parameters, indicating robust reporting practices and strong stakeholder accountability.

From a risk standpoint, Capri is rated "Low Risk" by Sustainalytics with an ESG Risk Rating of 19.7, positioning it favourably among global peers. The Company maintains strong governance standards, including established anti-bribery and corruption policies, whistleblower mechanisms, and board-level ESG oversight, with no material ESG controversies reported. This is complemented by an ESG Steering Committee that drives compliance, transparency, and integration of ESG considerations into business strategy. Capri's focus on workplace inclusion, health and safety, skill development, responsible e-waste management, and digital initiatives to reduce carbon footprint, along with adherence to GRI standards and SEBI's BRSR framework, further reinforces its commitment to sustainable and responsible lending.

We promote financial inclusion by providing income generating loans to MSMEs and housing loans to self-employed non-professional borrowers lacking proof of income.

As part of CSR, our initiatives to provide sustainable livelihood, education, and health initiatives are beacons of transformative change, underpinning our commitment to empowerment and inclusive growth for the communities we serve. We partner with non-governmental organisations, including Professional Assistance for Development Action (PRADAN), Manjari Foundation, Smile Foundation, National Agro Foundation, and Parivaar Education Trust, in various CSR areas, primarily: (i) healthcare and sanitation; (ii) education; (iii) women's empowerment; and (iv) integrated community development. Some of our notable CSR programmes are listed below:

*Self-help groups ("**SHGs**")*: We partner with non-governmental organizations to form and support SHGs for women, which aim to equip women with livelihood skills, capacity-building programs, creating market linkages, creating saving habits, entrepreneurship skills and provide access to affordable credit through revolving zero interest funds.

Digital Sakhis: Through this initiative, we promote the development of professional skills in women and in particular, digital training to promote entrepreneurial skills. This involves imparting digital literacy and financial knowledge in relation to digital payments, prevention of banking fraud and creating awareness and linkages of government schemes.

Green Motivators: We support farmers through agricultural initiatives to increase crop yields, reduce pesticide use and engage in the distribution of Agri-Supply kits, seeds and livestock to empower agricultural communities. We also promote sustainable practices like water body rejuvenation, solar panel installations, and borewell construction. Our efforts enhance agro-ecological practices, livestock management, and natural resource management in villages, fostering a harmonious relationship between agriculture and the environment.

Education: We support marginalized communities by providing foundational education, digital vocational labs, education materials, uniforms and shoes to children. We are also involved in providing professional training to teachers to improve their pedagogical and teaching skills. In certain government schools, we have also upgraded school facilities and STEM (Science, Technology, Engineering, and Mathematics) laboratories to help create conducive learning environment for children. Initiatives such as 'Building Learning Environment in Schools' and 'Activity Corners' foster interactive and engaging educational experiences for children. We promote digital literacy by supporting the development of computer labs and provision of digital literacy through computer classes. We also provide regular health checkups and nutritious meals to improve student health.

Women's and Artisans Network Initiative: We, in collaboration with partners, implement programmes to connect craft producers to mainstream markets and promote enterprise growth. With the aim of identifying women's skills, especially weaving skills, and linking them to markets where their products can be sold while giving them resources for marketing. Key initiatives include Craftmark certification for authentic handicrafts and the Enterprise Support Programme to help artisan groups become commercially viable. We also lead holistic cluster development programmes for sustainable rural livelihood.

Health: We focus on addressing grassroots challenges by delivering essential healthcare services to remote areas through Mobile Medical Units ("**MMUs**"). These mobile clinics provide antenatal and postnatal care, expert treatment for hypertension and diabetes, and screening for non-communicable diseases. Special focus is placed on aspirational districts to enhance reach and impact.

REGULATORY AND COMPLIANCE CONFIRMATIONS

We confirm that, as of the date of this Offering Circular, neither the Company nor any of its Promoters, controlling shareholders or Directors has been classified, designated or declared as a wilful defaulter or fugitive economic offender, in accordance with applicable laws and regulations.

SELECTED STATISTICAL INFORMATION

Please read "Selected Financial Information" before reading this section. This section should be read together with "Description of the Issuer", "Management's Discussion and Analysis of Financial Conditions and Results of Operations", and "Financial Statements." Unless otherwise specified, the information presented in this section is on a consolidated basis.

The following information is included for analytical purposes. 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 Placement Document. 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. Such Non-GAAP Financial Measures and other statistical and operational information are not measures of operating performance or liquidity defined by Ind AS. 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 NBFCs and HFCs in India or elsewhere.

Our fiscal year ends on March 31 of each year. Accordingly, references to a "Fiscal" year are to the 12-month period ended March 31 of the relevant year. Further, our Audited Consolidated Financial Statements as at and for the financial year ended March 31, 2025 and 2026 are not directly comparable with our Audited Consolidated Financial Statements as at and for the financial year ended March 31, 2024. For details, see "Risk Factors – There are certain differences in the manner 'excess amounts received from customers' have been presented in the Audited Consolidated Financial Statements as at for the financial year ended March 31, 2025 and 2026, compared to prior periods."

Average Balance Sheet, Interest Earned/Expended and Yield/Cost

The tables below set forth our average balances for total interest-earning assets and total interest-bearing liabilities together with the related interest income and interest expense, resulting in the presentation of the average yield and average cost in the periods/years indicated:

	Fiscal								
	2026			2025			2024		
	Average Balance[1] [A]	Interest Income[2]/ Interest Expended[3] [B]	Yield/ Cost[4] (%) [C = B/A]	Average Balance[1] [A]	Interest Income[2]/ Interest Expended[3] [B]	Yield/ Cost[4] (%) [C = B/A]	Average Balance[1] [A]	Interest Income[2]/ Interest Expended[3] [B]	Yield/ Cost[4] (%) [C = B/A]
	(₹ in millions, except percentages)								
Interest-earning assets:									
Loans[5]	224,076.62	36,396.76	16.24%	156,661.75	25,764.26	16.45%	113,048.70	17,876.55	15.81%
Of which:									
MSME loans[6]	44,092.27	7,645.02	17.34%	39,154.09	6,019.73	15.37%	38,522.78	6,131.91	15.92%
Housing loans[7]	52,844.00	6,929.82	13.11%	40,172.58	5,115.81	12.73%	30,822.85	3,905.12	12.67%
Construction finance[8]	48,040.21	8,550.98	17.80%	32,725.84	5,724.20	17.49%	20,988.89	3,730.49	17.77%
Gold Loan[9]	78,085.91	13,131.70	16.82%	42,153.92	8,394.29	19.91%	19,156.84	3,566.14	18.62%

	Fiscal								
	2026			2025			2024		
	Average Balance[1] [A]	Interest Income[2]/ Interest Expended[3] [B]	Yield/ Cost[4] (%) [C = B/A]	Average Balance[1] [A]	Interest Income[2]/ Interest Expended[3] [B]	Yield/ Cost[4] (%) [C = B/A]	Average Balance[1] [A]	Interest Income[2]/ Interest Expended[3] [B]	Yield/ Cost[4] (%) [C = B/A]
	(₹ in millions, except percentages)								
Other Loans[10]	1,014.23	139.25	13.73%	2,455.32	510.22	20.78%	3,557.33	542.88	15.26%
Investments	7,141.66	657.70	9.21%	1,832.87	111.38	6.08%	2,234.09	111.57	4.99%
Other interest-earning assets[11]	728.87	204.47	28.05%	2,733.43	169.32	6.19%	5,377.92	223.31	4.15%
Total interest-earning assets	231,947.15	37,258.93	16.06%	**161,228.05**	**26,044.96**	**16.15%**	**120,660.70**	**18,211.43**	**15.09%**
Non-interest earning assets:									
Non-financial assets	6,674.94	—	Nil	6,427.93	—	Nil	5,563.65	—	Nil
Non-interest earning financial assets[12]	21,113.89	—	Nil	10,478.19	—	Nil	7,297.08	—	Nil
Total non-interest earning assets	**27,788.83**	—	**Nil**	**16,906.12**	—	**Nil**	**12,860.73**	—	**Nil**
Total assets	**259,735.98**	**NA**	**Nil**	**178,134.16**	**NA**	**Nil**	**133,521.43**	**NA**	**Nil**
Interest-bearing liabilities:									
Debt securities	12,441.18	986.20	7.93%	2,905.04	347.57	11.96%	2,476.66	191.29	7.72%
Borrowings (other than debt securities and derivative financial liabilities)[13]	175,808.50	15,941.85	9.07%	126,406.93	12,060.84	9.54%	86,587.60	7,825.47	9.04%
Total interest-bearing liabilities	**188,249.68**	**16,928.05**	**8.99%**	**129,311.96**	**12,408.41**	**9.60%**	**89,064.26**	**8,016.76**	**9.00%**
Non-interest-bearing liabilities:									
Total non-financial liabilities	9,662.98	—	Nil	686.02	—	Nil	429.34	—	Nil
Non-interest-bearing financial liabilities[14][15]	1,221.34	—	Nil	7,625.69	—	Nil	7,076.82	—	Nil
Total equity	60,601.99	—	Nil	40,510.49	—	Nil	36,951.01	—	Nil
Total non-interest-bearing liabilities	**71,486.30**	—	Nil	**48,822.20**	—	**Nil**	**44,457.18**	—	**Nil**
Total equity and liabilities	**259,735.98**	NA	Nil	**178,134.16**	**NA**	**Nil**	**133,521.43**	**NA**	**Nil**

Notes:

(1) Average balances are calculated as the average of the opening balance at the start of the relevant fiscal year and the closing balances as at half year end and year end in the relevant fiscal year. The average investments are net of depreciation or provision for investments, if any.

(2) Interest earned on loans comprises interest on loans. Interest earned on investments comprises interest earned on commercial paper and pass-through certificates. Interest earned on other interest-earning assets comprises interest on fixed deposits, and excludes interest on lease liability, which is an Ind AS adjustment related to lease assets.

(3) Interest expended is finance costs less interest on lease liability, which is an Ind AS adjustment. Interest on bank overdraft and bank cash credit facility has been grouped with interest on borrowings (other than debt securities), as these are immaterial amounts.

(4) Yield/Cost on average balance is a Non-GAAP Financial Measure and is calculated as interest earned/expended divided by the average balance.

(5) AUM comprises net principal outstanding, principal overdue, interest overdue and accrued on standard loans, excluding excess received, if any. Excess received from customers amounting to ₹455.04 million was netted off against the loan book of ₹138,223.75 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹187,784.20 million and ₹288,395.78 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹577.96 million and ₹342.42 million respectively is regrouped under ‘other financial liabilities’.

(6) In relation to MSME loans, excess received from customers amounting to ₹281.81 million was netted off against the loan book of ₹41,728.22 million for Fiscal 2024. However, for Fiscal 2025 and Fiscal 2026, the loan book of ₹42,764.58 million and ₹50,308.77 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹319.33 million and ₹187.48 million respectively is regrouped under 'other financial liabilities'.

(7) In relation to housing loans, excess received from customers amounting to ₹122.38 million was netted off against the loan book of ₹38,905.77 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹46,056.25 million and ₹64,875.82 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹223.42 million and ₹142.35 million respectively is regrouped under ‘other financial liabilities’.

(8) In relation to construction finance, excess received from customers amounting to ₹7.02 million was netted off against the loan book of ₹26,212.79 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹41,329.13 million and ₹57,081.47 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹1.12 million and ₹2.83 million respectively is regrouped under 'other financial liabilities'.

(9) In relation to gold loans, excess received from customers amounting to ₹5.08 million was netted off against the loan book of ₹28,235.67 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹55,612.66 million and ₹115,960.60 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹5.04 million and ₹4.76 million respectively is regrouped under 'other financial liabilities'.

(10) Other loans includes indirect lending loans, small business loans and loans to employees. In relation to indirect lending loans, excess received from customers amounting to nil was netted off against the loan book of ₹2,662.55 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of 1,766.97 million and ₹168.84 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹4.04 million and ₹ 5.00 million respectively is regrouped under

'other financial liabilities'. In relation to unsecured business loans, excess received from customers amounting to ₹14.75 million was netted off against the loan book of ₹478.74 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹254.60 million and ₹0.28 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹0.01 million and nil respectively is regrouped under 'other financial liabilities'.

(11) Other interest-earning assets comprise fixed deposits.

(12) Non-interest earning financial assets comprise cash, balance in current account, trade receivables and other financial assets.

(13) Excludes derivative financial liabilities of nil, ₹556.84 million and nil for Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively.

(14) Includes derivative financial liabilities of nil, derivative financial liabilities of ₹556.84 million, and derivative financial liabilities of ₹41.05 million for Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively.

(15) Non-interest-bearing financial liabilities include trade and other payables, interest accrued but not due, and lease liability.

Analysis of Changes in Interest Earned and Interest Expended by Volume and Rate

	Fiscal 2026 vs. Fiscal 2025		
Particulars	**Net Changes in Interest[(1)]**	**Change in Average Volume[(2)]**	**Change in Average Rate[(3)]**
	(₹ in millions)		*(%)*
Interest income:			
Loans	10,632.50	67,414.87	-0.21%
Investments	546.32	5,308.79	3.13%
Other interest-earning assets[(4)]	35.15	-2,004.56	21.86%
Interest income [A]	11,213.97	70,719.10	-0.09%
Interest expended:			
Debt securities	638.63	9,536.14	-4.03%
Borrowings (other than debt securities)[(5)]	3,881.01	49,401.57	-0.47%
Interest expended [B]	4,519.64	58,937.72	-0.61%
Net Interest Income [A-B]	6,694.33	11,781.38	0.52%

Notes:

(1) The changes in interest earned, interest expended and Net Interest Income between fiscal years have been reflected as attributed either to volume or rate changes. For purposes of this table, changes that are due to both volume and rate have been allocated solely to changes in rate.

(2) Change in average volume is computed as the increase in average balances for Fiscal 2026 and Fiscal 2025, as the case may be.

(3) Change in average rate represents the change in average rate for Fiscal 2026 and Fiscal 2025, as the case may be.

(4) Other interest-earning assets comprises fixed deposits.

(5) Interest on bank overdraft and bank cash credit has been grouped with interest on borrowings (other than debt securities), as these are immaterial amounts.

	Fiscal 2025 vs. Fiscal 2024		
Particulars	**Net Changes in Interest[(1)]**	**Change in Average Volume[(2)]**	**Change in Average Rate[(3)]**
	(₹ in millions)		*(%)*
Interest income:			
Loans	7,887.71	43,613.05	0.64%
Investments	(0.19)	(401.22)	1.09%

Particulars	Fiscal 2025 vs. Fiscal 2024		
	Net Changes in Interest[1]	Change in Average Volume[2]	Change in Average Rate[3]
	(₹ in millions)		*(%)*
Other interest-earning assets[4]	(53.99)	(2,644.49)	2.04%
Interest income [A]	**7,833.53**	**40,567.34**	**1.06%**
Interest expended:			
Debt securities	156.28	428.38	4.24%
Borrowings (other than debt securities)[5]	4,235.37	39,819.33	0.50%
Interest expended [B]	**4,391.65**	**40,247.71**	**0.60%**
Net Interest Income [A-B]	**3,441.88**	**319.63**	**0.46%**

Notes:

(1) The changes in interest earned, interest expended and Net Interest Income between fiscal years have been reflected as attributed either to volume or rate changes. For purposes of this table, changes that are due to both volume and rate have been allocated solely to changes in rate.

(2) Change in average volume is computed as the increase in average balances for Fiscal 2025 and Fiscal 2024, as the case may be.

(3) Change in average rate represents the change in average rate for Fiscal 2025 and Fiscal 2024, as the case may be.

(4) Other interest-earning assets comprises fixed deposits.

(5) Interest on bank overdraft and bank cash credit has been grouped with interest on borrowings (other than debt securities), as these are immaterial amounts.

Yields, Spread, Cost of Funds and Net Interest Margin

The tables below set forth the yields, spread and net interest margins on our interest-earning assets and cost of funds on our interest-bearing liabilities as at and for the periods/years indicated:

Particulars	As at and for the year ended March 31,		
	2026	2025	2024
	(₹ in millions, except percentages)		
Interest income excluding interest on security deposit[1] [A]	37,258.93	26,044.96	18,211.43
Of which:			
Interest on loans [B]	36,396.76	25,764.26	17,876.55
Finance costs net off interest on lease liability[1] [C]	16,928.05	12,408.41	8,016.76
Net Interest Income[1](*) [D =A-C]	20,330.88	13,636.55	10,194.67
Average Interest-Earning Loans[2] [E]	224,076.62	156,661.75	113,048.70
Average Total Interest-Earning Assets[3] [F]	231,947.15	161,228.05	120,660.70
Average Total Assets[4] [G]	259,735.98	178,134.16	133,521.43
Average Total Interest-Bearing Liabilities[5] [H]	188,249.68	129,311.96	89,064.26

Particulars	As at and for the year ended March 31,		
	2026	2025	2024
	(₹ in millions, except percentages)		
Average Total Interest-Earning Assets as a percentage of Average Total Interest-Bearing Liabilities(*) (%) [I = F/H]	123.21%	124.68%	90.37%
Average Interest-Earning Loans as a percentage of Average Total Assets(*) (%) [J = E/G]	86.27%	87.95%	84.67%
Average Total Interest-Earning Assets as a percentage of Average Total Assets(*) (%) [K = F/G]	89.30%	90.51%	90.37%
Average Total Interest-Bearing Liabilities as a percentage of Average Total Assets(*) (%) [L = H/G]	72.48%	72.59%	66.70%
Yield on Average Total Interest-Earning Assets(6)(*) (%) [M = A/F]	16.06%	16.15%	15.09%
Yield on Average Interest-Earning Loans(7)(*) (%) [N = B/E]	16.24%	16.45%	15.81%
Cost of Funds(8)(*) (%) [O = C/H]	8.99%	9.60%	9.00%
Spread(9)(*) (%) [P = M-O]	7.07%	6.56%	6.09%
Annualised Spread Loans (%) [R = N-O]	7.25%	6.85%	6.81%
Net Interest Margin(10)(*) (%) [Q = D/F]	8.77%	8.46%	8.45%

Notes:

(1) Net Interest Income for Fiscal 2026, Fiscal 2025 and Fiscal 2024 is interest earned (excluding interest on security deposit of ₹18.01 million in Fiscal 2026, ₹16.21 million in Fiscal 2025 and ₹9.47 million in Fiscal 2024) minus finance costs (excluding interest on lease liability of ₹370.02 million in Fiscal 2026, ₹327.57 million in Fiscal 2025 and ₹342.25 million in Fiscal 2024).

(2) Average Interest-Earning Loans for Fiscal 2026, Fiscal 2025 and Fiscal 2024 are Interest-Earning Loans calculated on the basis of the average of the opening balance at the start of the relevant fiscal year and the closing balances as at half year end and year end in the relevant fiscal year.

(3) Average Total Interest-Earning Assets for Fiscal 2026, Fiscal 2025 and Fiscal 2024 are total interest-earning assets calculated on the basis of the average of the opening balance at the start of the relevant fiscal year and the closing balances as at half year end and year end in the relevant fiscal year.

(4) Average Total Assets for Fiscal 2026, Fiscal 2025 and Fiscal 2024 are total assets calculated on the basis of the average of the opening balance at the start of the relevant fiscal year and the closing balances as at half year end and year end in the relevant fiscal year.

(5) Average Total Interest-Bearing Liabilities for Fiscal 2026, Fiscal 2025 and Fiscal 2024 are total interest-bearing liabilities calculated on the basis of the average of the opening balance at the start of the relevant fiscal year and the closing balances as at half year end and year end in the relevant fiscal year.

(6) Yield on Average Total Interest-Earning Assets is calculated as the ratio of interest earned to Average Total Interest-Earning Assets.

(7) Yield on Average Interest-Earning Loans is calculated as ratio of interest earned on loans divided by Average Interest-Earning Loans.

(8) Cost of funds is the ratio of finance costs net off lease liability to Average Total Interest-Bearing Liabilities ("**Cost of Funds**").

(9) Spread is the difference between Yield on Average Total Interest-Earning Assets and Cost of Funds.

(10) Net Interest Margin is the ratio of Net Interest Income to Average Total Interest-Earning Assets ("**Net Interest Margin**"). * Non-GAAP Financial Measures.

Loan Portfolio

Gross Loans

As at March 31, 2026, our gross loans were ₹288,404.19 million**.** The table below sets forth our gross loans by each vertical as at the dates indicated:

Particulars	**As at March 31, 2026**		**As at March 31, 2025**		**As at March 31, 2024**	
	(₹ in millions)	*(% of total gross loans)*	*(₹ in millions)*	*(% of total gross loans)*	*(₹ in millions)*	*(% of total gross loans)*
MSME loans[(1)]	50,308.77	17.44%	42,430.25	22.91%	41,409.82	30.28%
Housing loans[(2)]	64,875.82	22.49%	45,180.67	24.40%	38,458.40	28.12%
Gold loans[(3)]	115,960.60	40.21%	55,003.60	29.70%	27,963.53	20.45%
Construction finance[(4)]	57,081.47	19.79%	40,523.86	21.88%	25,774.78	18.85%
Other loans[(5)]	177.53	0.06%	2,039.25	1.10%	3,137.74	2.29%
Total gross loans[(6)]	288,404.19	**100.00%**	**185,177.63**	**100.00%**	**136,744.27**	**100.00%**

Notes:

(1) AUM comprises net principal outstanding, principal overdue, interest overdue and accrued on standard loans, excluding excess received, if any. Excess received from customers amounting to ₹455.04 million was netted off against the loan book of ₹138,223.75 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹187,784.20 million and ₹288,395.78 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹577.96 million and ₹342.42 million respectively is regrouped under 'other financial liabilities'.

(2) In relation to MSME loans, excess received from customers amounting to ₹281.81 million was netted off against the loan book of ₹41,728.22 million for Fiscal 2024. However, for Fiscal 2025 and Fiscal 2026, the loan book of ₹42,764.58 million and ₹50,308.77 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹319.33 million and ₹187.48 million respectively is regrouped under 'other financial liabilities'.

(3) In relation to housing loans, excess received from customers amounting to ₹122.38 million was netted off against the loan book of ₹38,905.77 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹46,056.25 million and ₹64,875.82 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹223.42 million and ₹142.35 million respectively is regrouped under 'other financial liabilities'.

(4) In relation to construction finance, excess received from customers amounting to ₹7.02 million was netted off against the loan book of ₹26,212.79 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹41,329.13 million and ₹57,081.47 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹1.12 million and ₹2.83 million respectively is regrouped under 'other financial liabilities'.

(5) In relation to gold loans, excess received from customers amounting to ₹5.08 million was netted off against the loan book of ₹28,235.67 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹55,612.66 million and ₹115,960.60 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹5.04 million and ₹4.76 million respectively is regrouped under 'other financial liabilities'.

(6) Other loans includes indirect lending loans, small business loans and loans to employees. In relation to indirect lending loans, excess received from customers amounting to nil was netted off against the loan book of ₹2,662.55 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹1,766.97 million and ₹168.84 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹4.04 million and ₹5.00 million respectively is regrouped under 'other financial liabilities'. In relation

to unsecured business loans, excess received from customers amounting to ₹14.75 million was netted off against the loan book of ₹478.74 million for Fiscal 2024. However, for Fiscal 2025 and 2026, the loan book of ₹254.60 million and ₹0.28 million respectively is presented without this adjustment, and the excess received from customers amounting to ₹0.01 million and nil respectively is regrouped under 'other financial liabilities'.

AUM by Floating Rates and Fixed Rates

The table below sets forth our AUM by floating rates and fixed rates as at the dates indicated:

Particulars	**As at March 31, 2026**		**As at March 31, 2025**		**As at March 31, 2024**	
	(₹ in millions)	*(% of total gross loans)*	*(₹ in millions)*	*(% of total gross loans)*	*(₹ in millions)*	*(% of total gross loans)*
Fixed rate	169,698.89	46.34	81,864.69	35.81%	37,125.57	23.72%
Floating rate	114,210.75	31.18	92,057.68	40.27%	82,211.88	52.52%
Semi-fixed rate	82,327.81	22.48	54,679.61	23.92%	37,202.93	23.77%
Total	**366,237.46**	**100.00%**	**228,601.98**	**100.00%**	**156,540.38**	**100.00%**

Concentration of Loans

Our Company

The table below sets forth information on our Company's total advances (loans) to our Company's top 20 borrowers/customers as at March 31, 2026, March 31, 2025 and March 31, 2024. This information is only disclosed by our Company on a Fiscal end basis.

Particulars	**As at March 31, 2026**	**As at March 31, 2025**	**As at March 31, 2024**
Total exposure top 20 largest borrowers/customers (₹ in millions)	28,530.00	18,041.50	13,180.55
Percentage of exposures top 20 largest borrowers/customers to our Company's total exposure on borrowers/customers (%)	9.07%	8.44%	8.38%

Co-Lending AUM

The table below sets forth information on segment wise co-lending AUM (including DA) as at the dates indicated:

Co-Lending AUM	**As at March 31, 2026**		**As at March 31, 2025**		**As at March 31, 2024**	
	(₹ in millions)	*(% of total gross loans)*	*(₹ in millions)*	*(% of total gross loans)*	*(₹ in millions)*	*(% of total gross loans)*
MSME loans	14,565.53	18.71%	10,024.79	24.57%	8,446.06	46.14%
Housing loans	9,581.86	12.31%	5,963.16	14.62%	3,185.27	17.40%
Gold loans	53,685.89	68.98%	24,809.68	60.81%	6,674.30	36.46%
Total	77,833.28	**100.00**%	40,797.63	100.00%	18,305.63	100.00%

The table below sets forth information on segment wise co-lending AUM (including DA) as a percentage of segment-wise AUM as at the dates indicated:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
		(₹ in millions)	
MSME loans	22.45%	18.99%	16.83%
Housing loans	12.87%	11.46%	7.57%
Gold loans	31.65%	30.85%	19.12%
Total	21.25%	**17.85%**	**11.69%**

Maturity and Interest Rate Sensitivity of Assets and Liabilities

The table below sets forth the interest rate sensitivity of our assets and liabilities as at March 31, 2026. This information is only disclosed by us on a Fiscal end basis.

Particulars	As at March 31, 2026				
	Sensitive[1]			Non-Sensitive[2]	Total
	Due in one year or less	Due in one year to five years	Due after five years		
		(₹ in millions)			
Assets:					
Loans (*performing*)	69,122.25	1,20,661.70	29,116.08	0.00	2,18,900.03
Investments	10,989.17	608.51	0.00	8,516.48	20,114.16
Fixed Assets	0.00	0.00	0.00	3,118.35	3,118.35
Other Assets	45,118.65	51,216.14	20,363.60	25,426.75	1,42,125.13
Total Assets	1,25,230.07	1,72,486.35	49,479.68	37,061.58	3,84,257.67
Liabilities:					
Capital & Reserve	0.00	0.00	0.00	67,366.36	67,366.36
Borrowings	62,723.34	1,18,568.50	7,734.59	0.00	1,89,026.43
Other Liabilities	13,361.72	18,598.69	1,217.22	13,004.72	46,182.35
Total Liabilities	76,085.06	1,37,167.19	8,951.81	80,371.08	3,02,575.14

Notes:

(1) Sensitive means subject to floating rate of interest.

(2) Non-sensitive means subject to fixed rate of interest or not subject to interest.

Asset-Liability Gap

Our Company

The table below sets forth our Company's asset and liability gap as at March 31, 2026 on a standalone basis, which is prepared/compiled based on guidelines provided by the RBI.

Particulars	Up to one month	Over one month to one year	Over one year to three years	Over three years to five years	Over five years	Total
			(₹ in millions, except percentages)			
Cash, cash equivalents and investments (net of provisions)	29,694.64	146.91	0.08	608.51	8,497.58	38,947.73
Loans (performing)	1,522.80	67,599.45	103,499.47	17,162.22	29,116.08	218,900.02
Other inflows	4,469.29	1,529.27	657.21	486.53	8,896.94	16,039.24
Interest receivable & fund infusion by Promoters[(1)]	1,207.74	38,698.97	38,265.20	12,038.23	20,160.53	110,370.68
Total Inflows (A)	36,894.48	107,974.60	142,421.97	30,295.50	66,671.13	384,257.67
Cumulative Total Inflows (B)	36,894.48	144,869.08	287,291.04	317,586.54	384,257.67	384,257.67
Borrowings	8,230.04	54,493.30	82,688.80	35,879.70	7,734.59	189,026.43
Capital and reserve and surplus	0.00	0.00	0.00	0.00	67,366.36	67,366.36
Other outflows	4,833.48	1,141.88	1,474.76	735.72	4,971.00	13,156.83
Interest payable[(2)]	1,612.20	11,597.80	14,291.09	4,307.21	1,217.22	33,025.52
Total Outflows (C)	14,675.71	67,232.97	98,454.65	40,922.63	81,289.17	302,575.14
Cumulative Total Outflows (D)	14,675.71	81,908.69	180,363.33	221,285.96	302,575.14	302,575.14
Mismatch (E = A-C)	22,218.76	40,741.63	43,967.32	-10,627.14	-14,618.05	81,682.53
Cumulative Mismatch (F = B-D)	22,218.76	62,960.39	106,927.71	96,300.58	81,682.53	81,682.53
Cumulative Mismatch as a % (F/D)	151.40%	76.87%	59.28%	43.52%	27.00%	27.00%

Notes:

(1) Interest receivable on term loans given and fund infusion by the Promoters.

(2) Interest payable on borrowings.

Interest-Bearing Liabilities

The tables below sets forth information related to our Interest-Bearing Liabilities as at for the periods/years indicated.

Interest-Bearing Liabilities	As at and for the year ended March 31,		
	2026	2025	2024
	(₹ in millions, except percentages)		
Period end balance	241,120.98	155,768.11	104,069.13
Maximum outstanding [(1)]	241,120.98	155,768.11	104,069.13

Interest-Bearing Liabilities	As at and for the year ended March 31,		
	2026	2025	2024
	(₹ in millions, except percentages)		
Interest expended during the period [(2)]	16,928.05	12,408.41	8,016.76
Average interest rate during the period [(3)(*)]	8.99%	9.51%	8.92%
Weighted average interest rate at period end [(4)(*)]	9.28%	9.39%	9.02%

Notes:

(1) The maximum outstanding is calculated on the basis of the opening balance at the start of the relevant fiscal year and the closing balances as at half year end and year end in the relevant fiscal year.

(2) Interest expended is finance costs less interest on lease liability, which is an Ind AS adjustment.

(3) Represents the ratio of interest expended to Average Total Interest-Bearing Liabilities.

(4) Weighted average interest rate on interest-bearing liabilities is the sum of weighted interest rate of all outstanding interest-bearing liabilities on the balance sheet date. The weighted interest rate is calculated by multiplying the weight of principal outstanding on each interest-bearing liability with the interest rate on respective interest-bearing liabilities. The weight of principal outstanding on each interest-bearing liability is calculated as follows: principal outstanding on interest-bearing liabilities / aggregate principal outstanding on interest-bearing liabilities (expressed as percentage).

* Non-GAAP Financial Measure.

As on March 31, 2026, as a percentage of our total borrowings, our market borrowings amounted to 9.43%, NHB refinancing amounted to 3.20%, borrowings from financial institutions amounted to 11.58%, inter corporate deposits amounted to 0.13% and Bank Borrowings amounted to 75.67%.

As at March 31, 2026, we had US$ denominated FCNR-B loans aggregating to ₹27,365.87 million, which were fully hedged by way of forward contracts. Hence, we did not have any unhedged foreign currency exposure as at March 31, 2026.

The tables below sets forth our interest-bearing liabilities by floating interest rates and fixed interest rates as at the dates indicated:

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	(₹ in millions)	*(% of total interest-bearing liabilities)*	*(₹ in millions)*	*(% of total interest-bearing liabilities)*	*(₹ in millions)*	*(% of total interest-bearing liabilities)*
Variable rates	201,349.34	83.51%	139,293.97	89.42%	97,012.28	93.22%
Fixed rates	39,771.63	16.49%	16,474.13	10.58%	7,056.85	6.78%
Total	**241,120.98**	**100.00%**	**155,768.11**	**100.00%**	**104,069.13**	**100.00%**

Concentration of Borrowings

Our Company

The table below sets forth our Company's borrowings on consolidated basis from top 10 lenders as at the dates indicated:

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	(₹ in millions)	*(% of Total Borrowings)*	*(₹ in millions)*	*(% of Total Borrowings)*	*(₹ in millions)*	*(% of Total Borrowings)*
Borrowings from our Company's top 10 lenders	161,016.83	66.44%	117,390.64	74.93%	86,852.22	82.92%

The table below sets forth our Company's borrowings on consolidated basis for CGCL, CGHFL and CLCPPL respectively as at the dates indicated:

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	(₹ in millions)	*(% of Total Borrowings)*	*(₹ in millions)*	*(% of Total Borrowings)*	*(₹ in millions)*	*(% of Total Borrowings)*
CGCL	189,026.44	78.39%	117,645.99	75.53%	71,106.51	68.33%
CGHFL	51,784.54	21.48%	37,852.12	24.30%	32,632.62	31.36%
CLCPPL	310.00	0.13%	270.00	0.17%	330.00	0.32%

The table below sets forth our Company's diversified funding profile as at the dates indicated:

Particulars	**As at and for the financial year ended**		
	March 31, 2026	**March 31, 2025**	**March 31, 2024**
		(₹ in millions)	
Banks	176,956.07	118,562.63	85,867.41
NHB	7,708.47	8,784.99	7,553.15
Inter corporate deposits	310.00	270.00	330.00
CP	13,029.13	3,365.47	—
Other financial institutions	26,610.54	19,123.92	5,002.05
Cash credit facility	5,500.00	3,940.00	3,794.87
NCDs	9,704.08	1,721.10	1,521.65
Loan against Security	1,302.69	—	—
Total	241,120.98	**155,768.11**	**104,069.13**

Classification of Assets and Provisioning - Gross Stage 3 Assets/NPAs, Net Stage 3 Assets/Net NPAs and Provisioning Coverage Ratio ("PCR")

The tables below set forth information about our Stage 3 Assets/ NPAs as and for the periods/years indicated:

Particulars	As at and for the financial year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
	(₹ in millions, except percentages)		
Stage 3 Assets opening balance at the beginning of the period/year [(1)]	2,866.98	2,660.81	1,703.96
Increase/(Decrease)	223.74	206.17	956.85
Stage 3 Assets at the close of the period/year (A)	2,643.24	2,866.98	2,660.81
Stage 3 Assets net of Stage 3 Provision [(2)] (B)	1,554.22	1,670.24	1,458.36
Total Loan Assets (gross of Provisions) [(3)] (C)	288,395.78	187,784.19	138,227.40
Net of Stage 3 provisions [(4)] (D)	287,306.76	186,587.45	137,024.95
Stage 3 Assets as a percentage of Total Loan Assets (gross of Provisions) [(5)] (E=A/C)	0.92%	1.53%	1.92%
Stage 3 Assets net of Stage 3 Provisions as a percentage of Net Loan Assets (net of stage 3 provisions) [(6)] (F= B/D)	0.54%	0.90%	1.06%
Stage 3 Provisions percentage {G=(A-B)/A}	41.20%	41.74%	45.19%

Notes:

(1) Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date.

(2) Stage 3 Provisions is the lifetime expected credit loss resulting from all default events that are possible over the expected life of the financial instrument. Stage 3 Assets net of Stage 3 Provisions are Stage 3 Assets less Provisions (fund based provisions).

(3) Total Loans (gross of Provisions) means net principal outstanding, overdue principal, overdue interest and accrued interest on standard loans given, and excluding Provisions.

(4) Net Loans (net of Provisions) means net principal outstanding, overdue principal, overdue interest and accrued interest on standard loans given, as adjusted for expected credit loss provisions (including fund based provision).

(5) Total Loan Assets (gross of Provisions) means secured loans, unsecured loans and includes accrued interest on loans given, and excluding Provisions.

(6) Net Loan Assets (net of Provisions) means secured loans, unsecured loans and includes accrued interest on loans given, and net of as adjusted for expected credit loss model Provisions.

Gross NPA Movement

The tables below set forth movement of our Gross NPAs during the Fiscal Years indicated. This disclosure is only made by us on a Fiscal Year basis.

Particulars	As at and for the financial year ended		
	March 31, 2026	**March 31, 2025**	**March 31, 2024**
		(₹ in millions)	
Opening Gross NPAs (A)	2,866.98	2,660.81	1,703.96
Roll Forward into NPAs (i)	2,008.64	2,328.89	1,993.58
Restructuring (ii)	—	—	—
Total Slippages (B = i + ii)	2,008.64	**2,328.89**	**1,993.58**
Roll back to standard (iii)	369.30	317.59	297.33
Realisation from NPAs receivables (iv)	1,576.63	1,413.04	434.41
Write offs (v)	286.45	392.09	304.99
Total recoveries and write-offs (C = iii + iv + v)	2,232.38	**2,122.72**	**1,036.73**
Net slippages (B - C)	(223.74)	206.17	956.85
Gross NPAs (A + B - C)[(1)]	2,643.24	**2,866.98**	**2,660.81**

Note:

(1) Gross NPAs represents Stage 3 Loans balance after adjusting for the impact of overdue interest considered recoverable under Ind AS and includes other receivables considered to be non-performing.

Coverage Ratios

The table below sets forth our coverage ratios as at the dates indicated:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
	(₹ in millions, except percentages)		
Gross Stage 1 and 2 Assets (A)	285,752.54	184,917.21	135,566.59
Impairment loss allowance for Stage 1 and 2 Assets (B)	2,543.68	1,481.22	1,364.39
Net Stage 1 and 2 Assets (A – B)	**283,208.86**	**183,435.99**	**134,202.20**
Coverage ratio Stage 1 and 2 Assets (C = B/A)	**0.89%**	**0.80%**	**1.01%**
Gross NPAs (D)	2,643.24	2,866.98	2,660.81
Impairment loss allowance for Stage 3 Assets (E)	1,089.02	1,196.74	1,202.45
Net NPAs (D – E)	1,554.22	1,670.24	1,458.36
Provision Coverage Ratio (F = E/D)	**41.20%**	**41.74%**	**45.19%**
Overall coverage ratio ((B+E) / (A+D))	**1.26%**	**1.43%**	**1.86%**

Credit Quality and Provisioning Coverage

The table below sets forth our comparative credit quality and provisioning coverage ratios as at the dates indicated:

Particulars	As at March 31, 2026			As at March 31, 2025			As at March 31, 2024			Gross NPA %[4] as at March 31,			Net NPA %[5] as at March 31,		
	Gross NPAs[1]	Net NPAs[2]	PCR[3]	Gross NPAs[1]	Net NPAs[2]	PCR[3]	Gross NPAs[1]	Net NPAs[2]	PCR[3]	2026	2025	2024	2026	2025	2024
	(₹ in millions, except percentages)														
MSME loans	1,517.43	821.21	45.88%	1,715.96	877.30	48.87%	1,678.84	911.90	45.68%	3.02%	4.01%	4.02%	1.66%	2.09%	2.22%
Housing loans	669.92	430.22	35.78%	622.88	374.09	39.94%	464.29	259.84	44.03%	1.03%	1.38%	1.24%	0.67%	0.83%	0.70%
Construction Finance	152.76	76.38	50.00%	76.33	38.13	50.05%	249.49	48.64	80.50%	0.27%	0.18%	0.95%	0.14%	0.09%	0.19%
Gold loans	298.52	224.11	24.93%	451.81	380.72	15.73%	268.19	237.98	11.26%	0.26%	0.81%	0.95%	0.19%	0.69%	0.84%
Other loans[6]	4.61	2.30	50.11%	—	—	0.00%	Nil	Nil	Nil	2.73%	0.00%	Nil	1.38%	0.00%	Nil
Total	2,643.24	1,554.22	41.20%	**2,866.98**	**1,670.24**	**41.74%**	**2,660.81**	**1,458.36**	**45.19%**	0.92%	**1.53%**	**1.92%**	0.54%	**0.90%**	**1.06%**

Notes:

(1) Gross NPAs represents Stage 3 Assets after adjusting for the impact of overdue interest considered recoverable under Ind AS and includes other receivables considered to be non-performing.

(2) Net NPAs = Gross NPAs less Stage 3 Provisions.

(3) PCR = Provisions as a percentage of Gross NPAs.

(4) Gross NPA % = Gross NPAs as a percentage of Gross Credit Exposure.

(5) Net NPA % = Net NPAs to Net Advances (Net of Provision on NPAs).

(6) Other loans include indirect lending loans, small business loans and loans to employees.

Concentration of NPAs

Our Company

The table below sets forth our Company's exposure to our Company's top four NPA accounts (gross) on a consolidated basis as at the dates indicated:

Particulars	As at March 31,		
	2026	2025	2024
		(₹ in millions)	
Total exposure to top four NPA accounts (gross)	219.50	160.05	281.8

Restructured Assets

The table below sets forth details of our restructured assets as at the dates indicated:

Particulars	As at March 31,		
	2026	2025	2024
	(₹ in millions, except percentages)		
Restructured Assets [1]	648.37	935.33	1,514.51

Particulars	As at March 31,		
	2026	2025	2024
	(₹ in millions, except percentages)		
Restructured Assets (%) [(2)]	0.22%	0.50%	1.10%
Provisions on Restructured Assets [(3)]	163.05	275.32	516.51
Provisions on Restructured Assets (%) [(4)]	25.15%	29.44%	34.10%
Provisions on Restructured Assets (%) [(5)]	4.49%	8.74%	20.12%

Notes:

(1) Total Restructure Assets

(2) Percentage of Restructure assets on total assets

(3) ECL Provision on Restructured assets

(4) ECL Provision of Restructured assets on Restructure Assets

(5) ECL Provision of Restructured assets on total ECL Provision.

Dupont Analysis on Return on Assets

Particulars	Fiscal		
	2026	2025	2024
	In percentages (%)		
Interest income	13.93%	14.48%	13.52%
Interest expenses	6.33%	6.90%	5.95%
Net Interest Income (A)	7.60%	**7.58%**	**7.57%**
Non-Interest Income (net of fee and commission) (B)	3.22%	**2.79%**	**2.85%**
Net income (C) = (A) + (B)	10.82%	**10.37%**	**10.42%**
Employee expenses	3.77%	4.13%	4.63%
Other expenses	1.64%	2.16%	2.39%
Operating expense (D) (excluding fee and commission expense)	5.41%	**6.29%**	**7.02%**
Operating profit (E) = (C) – (D)	5.41%	**4.08%**	**3.39%**
Provisions (F)	0.71%	**0.56%**	**0.68%**
Of which:			
ECL provisions	0.61%	0.35%	0.53%
Write-offs	0.10%	0.21%	0.15%
Profit before tax (G) = (E) – (F)	**4.70%**	**3.52%**	**2.71%**
Less:			
Taxes	1.15%	0.86%	0.64%
Profit after tax (RoAA)	**3.55%**	**2.66%**	**2.07%**

Reconciliation of Certain Non-GAAP Financial Measures

Reconciliation of Net Profit after Tax to Return on Average Assets

The tables below set forth our return on average assets ("**ROAA**"), which is a Non-GAAP Financial Measure, for the years indicated:

Particulars	Fiscal		
	2026	**2025**	**2024**
	(₹ in millions, except percentages)		
Net profit after tax (A)	9,491.52	4,785.33	2,794.06
Average financial assets (B) = [(i)+(ii)]/2	261,357.48	**173,608.52**	**129,354.64**
Financial assets at the beginning of the year (i)	202,340.46	145,588.71	113,179.76
Financial assets at the end of the year (ii)	320,374.50	201,628.32	145,529.52
Average non-financial assets (C) = [(iii)+(iv)]/2	6,186.95	**6,298.89**	**5,400.44**
Non-financial assets at the beginning of the year (iii)	5,988.43	5,912.98	4,833.43
Non-financial assets at the end of the year (iv)	6,385.46	6,684.79	5,967.45
Total Average Assets (D) = (B)+(C)	**267,544.43**	**179,907.41**	**134,755.08**
ROAA (E) = (A/D) (%)	**3.55%**	**2.66%**	**2.07%**

Note:

Comparative figures of previous year considered as balance at beginning of the year.

Reconciliation of Net Profit after Tax to Return on Average Equity

The tables below set forth our return on average equity ("**ROAE**"), which is a Non-GAAP Financial Measure, for the years indicated:

Particulars	Fiscal		
	2026	**2025**	**2024**
	(₹ in millions, except percentages)		
Net profit after tax (A)	**9,491.52**	**4,785.33**	**2,794.06**
Average equity share capital (B) = [(i)+(ii)]/2	893.64	**825.03**	**618.63**
Equity share capital at the beginning of the year (i)	825.12	824.94	412.31
Equity share capital at the end of the year (ii)	962.15	825.12	824.94
Average other equity (C) = [(iii)+(iv)]/2	56,644.25	**39,878.31**	**36,391.56**
Other equity at the beginning of the year (iii)	42,215.85	37,540.76	35,242.35
Other equity at the end of the year (iv)	71,072.65	42,215.85	37,540.77
Total Average Equity (D) = (B)+(C)	**57,537.89**	**40,703.34**	**37,010.19**
ROAE (A/D) (%)	**16.50%**	**11.76%**	**7.55%**

Note:

(#)Non-interest income (adjusted for fee and commission expense)

Non-interest income (adjusted for car loan commission expense) breakdown

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	(₹ in millions)	*(% of total non-interest income)*	*(₹ in millions)*	*(% of total non-interest income)*	*(₹ in millions)*	*(% of total non-interest income)*
Net Car Loan Fees[1]	942.95	10.94%	963.04	19.19%	1,075.68	28.03%
Co-Lending Income[2]	3,639.95	42.22%	1,650.77	32.89%	1,018.10	26.53%
Other non-interest income[3]	4,037.95	46.84%	2,405.42	47.92%	1,743.28	45.43%
Total	**8,620.85**	**100.00%**	**5,019.23**	**100.00%**	**3,837.06**	**100.00%**

Notes:

(1) Commission income on car loan sourcing minus fee and commission expense;

(2) Net gain on derecognition of financial instruments;

(3) Includes net gain on fair value change, insurance income, application fees, other operating income and other income;

Operating Expenses (excluding fee and commission expense)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	(₹ in millions)	*(% of total operating expenses)*	*(₹ in millions)*	*(% of total operating expenses)*	*(₹ in millions)*	*(% of total operating expenses)*
Operating Expense (excluding fee and commission expense)	14,482.16	100.00%	11,314.44	100%	9,462.55	100.00%
- Employee cost	10,086.98	69.65%	7,429.62	65.66%	6,236.92	65.91%
- Other operating expenses	4,395.18	30.35%	3,884.82	34.34%	3,225.63	34.09%

Components of other operating expenses

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
	(₹ in millions, except percentages)		
Interest on lease liability	370.02	327.57	342.25
Depreciation and amortization	1,095.54	1,017.13	878.70
Other expenses	2,929.62	2,540.12	2,004.68
Total	**4,395.18**	**3,884.82**	**3,225.63**

Reconciliation of Cost to Average AUM Ratio

The table below set forth our Cost to Average AUM Ratio, which is a Non-GAAP Financial Measure, for the periods/years indicated:

Particulars	**Fiscal**		
	2026	**2025**	**2024**
	(₹ in millions, except percentages)		
Fees and commission costs	1,540.31	1,444.17	1,093.48
Employee benefit expense	10,086.98	7,429.62	6,236.92
Depreciation, amortisation and impairment	1,095.54	1,017.13	878.70
Other expenses (Including lease liability)	3,299.64	2,867.69	2,346.93
Total Cost	**16,022.47**	**12,758.61**	**10,556.03**
Total Cost (excluding fees and commission cost)	14,482.16	11,314.44	9,462.55
Average AUM[(1)]	**297,419.72**	**192,571.20**	**129,872.57**
Cost to Average AUM Ratio (%)	**5.39 %**	**6.63 %**	**8.13%**
Cost (excluding fees and commission cost for the year) to Average AUM Ratio	**4.87 %**	**5.88 %**	**7.29%**

Notes:

(1) Average AUM is calculated as the average of the consolidated AUM at the beginning of the year and the consolidated AUM at the end of the year.

(2) New car loan originations are made on behalf of third parties and are not assets under management.

OUR MANAGEMENT

Board of Directors and Management Team

Name	Designation
Lingam Venkata Prabhakar	Chairperson and Independent Director
Rajesh Sharma	Managing Director
Ajit Mohan Sharan	Independent Director
Subramanian Ranganathan	Independent Director
Shishir Priyadarshi	Independent Director
Nupur Sunil Mukherjee	Independent Director
Abhishek Yadav	Chief Compliance Officer
Divya Sutar	President & Executive Director - Business Strategy
Jinisha Sharma	Principal – ESG & Impact Investments
Kishore Lodha	Chief Financial Officer
Ravish Gupta	Chief Business Officer (Gold Loan)
Sanjeev Srivastava	Chief Risk Officer
Tarun Aggarwal	Group Chief Technology Officer
Vijay Kumar Gattani	Director (Credit – Construction Finance)
Yashesh Pankaj Bhatt	Company Secretary
Zoheb Sheikh	Head of Internal Audit

Lingam Venkata Prabhakar

Lingam Venkata Prabhakar is the Chairperson and an Independent Director of our Company. He has completed a master's degree of science in agriculture from Tamil Nadu Agricultural University. He is a Certified Associate of Indian Institute of Bankers. Prior to joining our Company, he was associated with Canara Bank Limited, IndusInd Bank Limited, and National Bank for Financing Infrastructure and Development.

Rajesh Sharma

Rajesh Sharma is the Promoter and Managing Director of our Company. He is also a qualified Chartered Accountant with the Institute of Chartered Accountants of India. He has over 25 years of experience in finance sector.

Ajit Mohan Sharan

Ajit Mohan Sharan is an Independent Director of our Company. Prior to joining our Company, he was associated with Ministry of AYUSH and has served as an officer of the Indian Administrative Services. He has over three decades of experience in public administration.

Subramanian Ranganathan

Subramanian Ranganthan is an Independent Director of our Company. He holds a bachelor's degree of commerce and has completed bachelor's degree of law from University of Bombay. He is a member of the

Institute of Chartered Accountants of India, Institute of Cost and Works Accountant of India and a member of Institute of Company Secretaries of India. Prior to joining our Company, he was associated with Edelweiss Capital Limited and Citicorp Finance (India) Limited.

Shishir Priyadarshi

Shishir Priyadarshi is an Independent Director of our Company. He holds a bachelor's degree in science (honours course) and master's degree in science from University of Delhi. He also holds a master's degree in arts (economics) from University of Reading, United Kingdom. Prior to joining our Company, he was associated with World Trade Organization and has served as an officer of the Indian Administrative Services.

Nupur Sunil Mukherjee

Nupur Sunil Mukherjee is an Independent Director of our Company. She has completed a bachelor's degree of commerce from Mumbai University. She has completed the Chartered Institute of Management Accountants course. Further, she has completed Oxford Blockchain Strategy Programme from University of Oxford, Leadership with AI from Indian School of Business, ESG expert Program from Director's Institute – World Council of Directors and completed registered practitioner certification from APMG International. Prior to joining our Company, she was associated with HSBC Software Development (India) Private Limited, Standard Chartered Bank and Barclays Global Service Centre Private Limited.

Abhishek Yadav

Abhishek Yadav is the Chief Compliance Officer of our Company. He holds a bachelor's degree in commerce from University of Mumbai and he has also completed the final examination of a bachelor's degree of law from University of Mumbai. He is also a Company Secretary by qualification. Prior to joining Capri Global, he served as the Head of Compliance for India at Australia and New Zealand Banking Group Ltd. His previous roles include senior positions at Kotak Bank, L&T Financial Services, YES Bank, Axis Bank, and Ernst & Young.

Divya Sutar

Divya Sutar is the President and Executive Director – Business Strategy of our Company. She holds a master's degree of science from University of San Francisco and has completed general management program from Harvard Business School. Prior to joining Capri Global, she was associated with CSC Global (formerly known as Viteos Capital Market Services) and XL Dynamics.

Jinisha Sharma

Jinisha Sharma is the Promoter and Principal – ESG & Impact Investments of our Company. She holds a master's degree in business administration from the University of Vermont, United States of America.

Kishore Lodha

Kishore Lodha brings with him over 23 years of extensive experience in the banking and financial services sector. A qualified Chartered Accountant, Kishore has held key leadership roles across institutions such as U GRO Capital, Hinduja Leyland Finance, SREI Infrastructure Finance, and Future Group.

Kishore has successfully raised over ₹50,000 crore in long-term and ₹13,000 crore in short-term debt through a mix of instruments including QIPs, Rights Issues, Preference Allotments, NCDs, and securitisation. Kishore has led finance teams across large NBFCs and retail institutions, managing diverse portfolios and multi-geography operations. He has also handled DRHP filings, IPO preparedness, corporate restructuring, business valuations, and audit readiness across various organizations. He began his career at Future Group, where he

spent over a decade managing finance for their retail operations and played a significant role in the company's exponential expansion.

At Capri Global, Kishore will be responsible for driving the financial strategy, enhancing governance practices, and enabling sustainable business growth. His deep understanding of regulatory frameworks and structured finance will support the organization in strengthening its balance sheet, optimizing funding sources, and improving capital efficiency.

Ravish Gupta

Ravish Gupta is the Chief Business Officer (Gold Loan) of our Company. He holds a bachelor's degree in computer application from Barkatullah Vishwavidyalaya, Bhopal. Previously he was associated with IIFL Group, GE Money Financial Services Limited, and HDFC Bank Limited.

Sanjeev Srivastava

Sanjeev Srivastava is the Chief Risk Officer of our Company. He is also a qualified Chartered Accountant with the Institute of Chartered Accountants of India. Previously he was associated with IIFL Finance Limited.

Tarun Aggarwal

Tarun Aggarwal is the Group Chief Technology Officer of our Company. He has completed the final examination of post graduate diploma in management from Institute of Management Technology, Ghaziabad. Previously he was associated with One97 Communication Limited, Adobe Systems India Private Limited, Quad Analytix India Private Limited, and Expedia Online Travel Services India Private Limited.

Vijay Kumar Gattani

Vijay Kumar Gattani is the Director (Credit – CF) of our Company. He is also a qualified Chartered Accountant with the Institute of Chartered Accountants of India. Previously he was associated with Goldman Sachs (India) Securities Private Limited and ICICI Bank Limited.

Yashesh Pankaj Bhatt

Yashesh Pankaj Bhatt is the Company Secretary of our Company. He completed a bachelor's degree of commerce from University of Mumbai and a bachelor's degree in law from University of Mumbai. He holds a master's degree of financial management (M.F.M.) from University of Mumbai. He is a member of the Institute of Company Secretaries of India. Prior to joining our Company, he was associated with Reliance Industries Limited, Shapoorji Pallonji Infrastructure Capital Company Limited, Mahindra and Mahindra Limited, TATA Housing Development Company Limited and L&T Financial Services Limited.

Zoheb Sheikh

Zoheb Sheikh is Head of Internal Audit of our Company and has over 16 years of experience in the financial institutions and banking sector. He has been part of Capri for more than 10 years in the Internal Audit department. At Capri as Head of Internal Audit his role includes conducting independent risk assessments, evaluating internal controls, performing GAP analysis, and suggesting areas for strengthening. Zoheb's career includes notable tenures at Kotak Mahindra Bank and Reliance Securities .

Committees

Our Board has constituted statutory committees, which function in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The statutory committees of our Board are: (i) Audit Committee; (ii) Nomination and Remuneration Committee; (iii) Stakeholders' Relationship Committee; (iv) Corporate Social Responsibility Committee; (v) Risk Management Committee; (vi) IT Strategy Committee; (vii) Wilful Defaulter Review Committee and (viii) Customer Service Grievances Committee.

Committee	**Name and Designation of Members**
Audit Committee	• Subramanian Ranganathan (*Chairperson*) • Ajit Mohan Sharan (*Member*) • Shishir Priyadarshi (*Member*)
Nomination and Remuneration Committee	• Ajit Mohan Sharan (*Chairperson*) • Shishir Priyadarshi (Member) • Subramanian Ranganathan (*Member*)
Stakeholders' Relationship Committee	• Subramanian Ranganathan (*Chairperson*) • Rajesh Sharma (*Member*) • Ajit Mohan Sharan (*Member*)
Corporate Social Responsibility Committee	• Nupur Sunil Mukherjee (*Chairperson*) • Rajesh Sharma (*Member*) • Subramanian Ranganathan (*Member*)
Risk Management Committee	• Lingam Venkata Prabhakar (*Chairperson*) • Rajesh Sharma (*Member*) • Subramanian Ranganathan (*Member*)
IT Strategy Committee	• Nupur Mukherjee (*Chairperson*) • Lingam Venkata Prabhakar (*Member*) • Rajesh Sharma (*Member*) • Divya Sutar (*Member*) • Chief Technology Officer (*Member*) • Chief Information Officer (*Member*) • Chief Information Security Officer (*Member*) • Group Chief Technology Officer (Member)
Wilful Defaulter Review Committee	• Rajesh Sharma (*Chairperson*) • Ajit Mohan Sharan (*Member*) • Nupur Mukherjee (*Member*)
Customer Service Grievances Committee	• Lingam Venkata Prabhakar (*Chairperson*) • Rajesh Sharma (*Member*) • Shishir Priyadarshi (Member) • Internal Ombudsman - Ex-officio member[(1)] (*Member*)
Special Committee for monitoring of Fraud Cases	• Lingam Venkata Prabhakar (*Chairperson*) • Rajesh Sharma (*Member*)

Committee	Name and Designation of Members
	• Subramanian Ranganathan (*Member*)

Note:

(1) The Internal Ombudsman, in the capacity of Ex-officio Member/Permanent Invitee, has been appointed as a Member of the Customer Service Grievances Committee with effect from February 11, 2026, and has further been designated as an Ex-officio Member of the said Committee with effect from March 10, 2026.

PRINCIPAL SHAREHOLDERS

The following table sets forth the shareholding of the Promoters and members of the Promoter Group as at March 31, 2026:

	Category & Name of the shareholders	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including	Total No of shares on fully diluted basis (including warrants, ESOP, Convertible	Shareholding, as a % assuming full conversion of convertible securities	Number of Locked in shares		Number of Shares pledged		Non-Disposal Undertaking		Other encumbrances, if any		Total Number of Shares encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of Total Voting Rights				No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: X	Class eg: y	Total															
1	Indian																							
(a)	Individuals / Hindu Undivided Family	5	7512	0	0	7512	0.0008	7512	0	7512	0.0008	0	7512	0.0008	0	0.0000	0	0.0000	-	-	-	-	-	-	7512
(b)	Central Government / State Government(s)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	-	-	-	-	-	-	0
(c)	Financial Institutions / Banks	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	-	-	-	-	-	-	0
(d)	Any Other (Specify)	2	576503796	0	0	576503796	59.9180	576503796	0	576503796	59.9180	0	576503796	59.9180	0	0.0000	0	0.0000	-	-	-	-	-	-	576503796
	Sub Total (A)(1)	7	576511308	0	0	576511308	59.9188	576511308	0	576511308	59.9188	0	576511308	59.9188	0	0.0000	0	0.0000	-	-	-	-	-	-	576511308
2	Foreign																		-	-	-	-	-	-	
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	-	-	-	-	-	-	0
(b)	Government	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	-	-	-	-	-	-	0
(c)	Institutions	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	-	-	-	-	-	-	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	-	-	-	-	-	-	0
(e)	Any Other (Specify)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	-	-	-	-	-	-	0
	Sub Total (A)(2)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	-	-	-	-	-	-	0
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)	7	576511308	0	0	576511308	59.9188	576511308	0	576511308	59.9188	0	576511308	59.9188	0	0.0000	0	0.0000	-	-	-	-	-	-	576511308

The following table sets forth the shareholding of the public shareholders as at March 31, 2026:

	Category & Name of the shareholders	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR,	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible	Total No of shares on fully diluted basis	Shareholding , as a % assuming full conversion	Number of Locked in shares		Number of Shares pledged		Non-Disposal Undertaking		Other encumbrances, if any		Total Number of Shares encumbered		Number of equity shares held in
								No. of voting rights					No. (a)		No. (a)		No. (a)		No. (a)		No. (a)		

							1957 As a % of (A+B+C2)	Class eg: X	Class eg: y	Total	Total as a % of (A+B+C)	securities (including	(including warrants, ESOP, Convertible	of convertible securities		As a % of total Shares held(b)		As a % of total Shares held (b)		As a % of total Shares held (b)		As a % of total Shares held (b)		As a % of total Shares held (b)	dematerialised form
1	Institutions (Domestic)	41	1934548 79	0	0	193454879	20.1064	193454879	0	193454879	20.1064	0	193454879	20.1064	0	0.0000	NA	NA	NA	NA	NA	NA	NA	NA	193454879
2	Institutions (Foreign)	71	54092396	0	0	54092396	5.6220	54092396	0	54092396	5.6220	0	54092396	5.6220	0	0.0000	NA	NA	NA	NA	NA	NA	NA	NA	54092396
3	Central Government/ State Government(s)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	NA	NA	NA	NA	NA	NA	0
4	Non-Institutions	63606	1380953 79	0	0	138095379	14.3527	138095379	0	138095379	14.3527	0	138095379	14.3527	0	0.0000	NA	NA	NA	NA	NA	NA	NA	NA	138082369
5	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+b(4)	63718	3856426 54	0	0	385642654	40.0812	385642654	0	385642654	40.0812	0	385642654	40.0812	0	0.0000	NA	NA	NA	NA	NA	NA	NA	NA	385629644

The following table sets forth the shareholding of the non-promoter - non-public shareholders as at March 31, 2026:

	Category & Name of the shareholders	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including	Total No of shares on fully diluted basis (including warrants, ESOP, Convertible	Shareholding, as a % assuming full conversion of convertible securities	Number of Locked in shares		Number of Shares pledged		Non-Disposal Undertaking		Other encumbrances, if any		Total Number of Shares encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)				No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: y	Total															
1	Custodian/DR Holder	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	NA	NA	NA	NA	NA	NA	0
2	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share based Employee Benefits and Sweat Equity) Regulations, 2021	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	NA	NA	NA	NA	NA	NA	0
3	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	NA	NA	NA	NA	NA	NA	0

INDUSTRY OVERVIEW

The information under this section has been derived and extracted from the industry report titled "Report on Loans and Financial Services Industry in India" dated September, 2025 prepared by Crisil Intelligence in an "as is where is basis" and the industry and third-party related information in this section has not been independently verified by us, the Lead Managers, or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and Government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and Government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information. Figures used in this section are presented as in the original sources and have not been adjusted, restated or rounded-off for presentation in this Prospectus. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. The information in this section must be read in conjunction with "Risk Factors" and "Our Business" on pages 16 and 136, respectively.

Macroeconomic Scenario in India

As per IMF, Global economy is witnessing downside risks as major policy shifts take control

As per the International Monetary Fund (IMF) (World Economic Outlook – July 2025 outlook), global GDP growth is projected at 3% in CY2025 and 3.1% in CY2026 as compared to 3.3% projected in January 2025 for both CY2025 and CY2026. Global growth numbers have been revised on account of swift escalation of trade tensions and high level of policy uncertainty intensifying downside risks. Global inflation is projected at 4.2% in CY2025 and 3.6% in CY2026. Real GDP in US declined at an annualised rate of 0.5%, marking the first quarterly contraction in three years. Consumer spending grew modestly by 0.5%, following a strong 4.0% rise in the previous quarter. A surge in imports and business investment, particularly in information processing equipment, suggests firms and households front-loaded purchases in anticipation of tariff-driven price increases. Furthermore, the risks to inflation remain significant going forward, with tariffs being imposed by US on imports.

The United States (US) announced a host of tariffs on products such as automobile, automobile parts, steel and aluminium in the first three months of CY2025. Alongside the primary tariffs, the US is planning to charge India with additional 25% tariff in order to penalise the oil imports from Russia. This can hit the Indian exports to USA who currently is a major party to the total exports of India. Introduction of tariffs on major global economies is expected to increase downside risks on global growth.

India expected to remain one of the fastest growing economies in the world

India is expected to remain one of the fastest-growing economies in the world despite challenges posed by global geopolitical instability. The Indian economy was among the fastest-growing even before the Covid-19 pandemic. In the years leading up to the global health crisis, which disrupted economic activities, the country's economic indicators improved gradually owing to strong local consumption and lower reliance on global demand.

Going forward, the expectation of slower global growth, along with anticipated reciprocal tariffs on India after three months, is likely to exert downside risks to growth forecast for fiscal 2026. Uncertainty about the duration and frequent changes in tariffs could also hinder domestic investments. Interest rate cuts, income tax relief, introduction of lower GST rates and easing inflation are expected to provide tailwinds to domestic consumption in Fiscal 2026, while the expected normal monsoon will support agricultural incomes. Moreover, the anticipated decline in global crude oil prices, resulting from a potential global slowdown, is expected to provide additional support to domestic growth.

Private consumption is expected improve further on expectations of healthy agricultural production and cooling food inflation. Softer food inflation should create space in household budgets for discretionary spending. Secondly, the tax benefits announced in Union Budget 2025-2026 and increased allocations towards key asset and employment generating schemes are expected to support consumption. Easing monetary policy by the Reserve Bank of India (RBI) is expected to support discretionary consumption. Crisil Intelligence expects the RBI's Monetary Policy Committee (MPC) to cut the repo rate by 50-75 bps in Fiscal 2026. The central bank's recent liquidity-easing measures and easier regulations for non-banking financial companies are expected to transmit the benefits from an easier monetary policy to the broader economy. Geopolitics will continue to be the key monitorable, given the wide-ranging changes that the Donald Trump administration is expected to bring about. Exports will have to navigate heightened uncertainties given United States (US) tariffs.

Over Fiscals 2022-2024, the Indian economy grew at a faster pace than its global counterparts.

India is one of the fastest-growing major economies (real GDP growth, % on-year)



	2019	2020	2021	2022	2023	2024	2025E	2026P	2027P	2028P
India	6.5	3.9	-5.8	9.7	7.0	8.2	6.5	6.3	6.5	6.5
China	6.1	2.3	8.6	3.1	5.4	5.0	4.0	4.0	4.2	4.1
United Kingdom	1.6	-10.3	8.6	4.8	0.4	1.1	1.1	1.4	1.5	1.5
United States	2.6	-2.2	6.1	2.5	2.9	2.8	1.8	1.7	2.0	2.1
Brazil	1.2	-3.3	4.8	3.0	2.9	3.4	3.0	2.2	2.2	2.3
Russia	2.2	-2.7	5.9	-1.4	4.1	4.1	1.5	0.9	1.1	1.1
South Africa	0.3	-6.2	5.0	1.9	0.7	0.6	1.0	1.3	1.6	1.7
Japan	-0.4	-4.2	2.7	0.9	1.5	0.1	0.6	0.6	0.6	0.6

Source: IMF (World Economic Outlook – April 2025), Crisil Intelligence

Note:

All forecasts refer to IMF forecasts. GDP growth is based on constant prices. Data represented is for calendar years. Growth numbers for India until 2026 are for financial year, 2025 is as per the NSO's second advance estimates for Fiscal 2025. Post Fiscal 2025, all estimates for India are as per the IMF and for calendar years. Data represented for other countries is for calendar years.

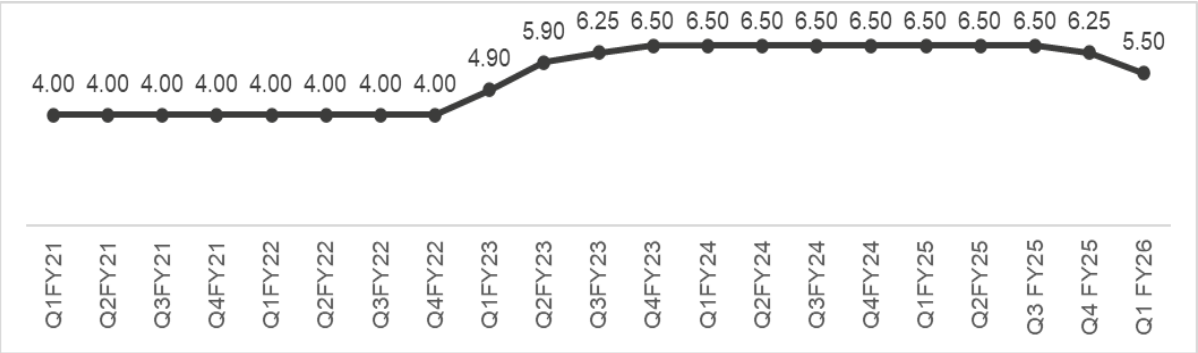
RBI keeps the repo rate at 550 bps and stance to neutral unchanged in the August 2025 Meeting

The Reserve Bank of India's (RBI) Monetary Policy Committee (MPC) had cut key policy rates by 25 basis points (bps) for the policy meeting in April 2025, and by 50 bps in June 2025 meeting. With inflation softening

over the last six months, the MPC is shifting its focus to supporting domestic growth, which faces heightened downside risks following geopolitical tensions and weather-related uncertainties.

The repo rate is now 5.50%, standing deposit facility rate is 5.25% and marginal standing facility (MSF) rate is 5.75%. The US Federal Reserve (Fed) reduced the interest rate by 25 bps each in November and December 2024 to 4.25%- 4.50% and kept the rates unchanged in the March meeting. The Bank of England (BoE) in February 2025 eased the UK interest rate by 25 bps to 4.5%.

Repo rate in India (%)

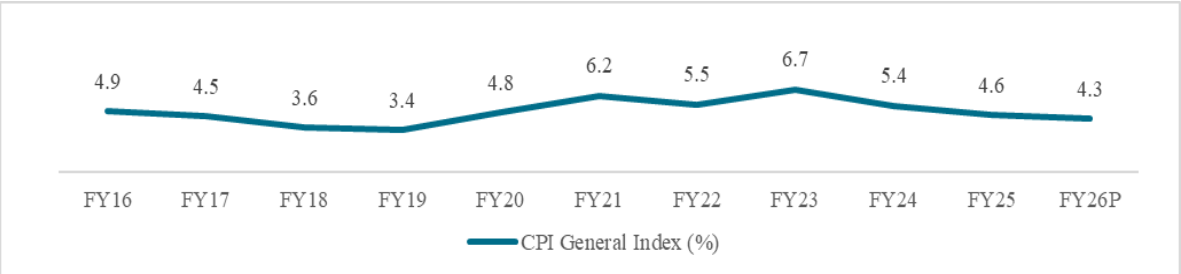


Source: RBI, Crisil Intelligence

Consumer Price Index ("CPI") inflation to average at 4.4% in FY26

Consumer price index (CPI) inflation softened sharply to 4.6% in March 2025 from 5.4% in March 2024 due to easing food inflation and core index. Food inflation eased to 7.3% from 7.5% in March 2024, led by softer inflation in vegetables, pulses and cereals. Core Index has fell sharply to 3.5% from 4.3% mainly owing to easing of housing inflation to 2.8% from 3.9% for the same time period. That said, monthly CPI inflation dropped further in June to 2.1%, the lowest since January 2019 from 2.8% in May as food inflation turned negative and fuel inflation continued easing.US inflation rose to 3.2% in June 2025 from 3%% in January 2025 well above the US central bank's target of 2.0%. Crisil Intelligence expects CPI inflation to continue to soften in FY26 to 4.3%.

Inflation to moderate to 4.4% in Fiscal 2026



Source: Crisil Intelligence

Note:

P = Projected

Macroeconomic outlook for India (Fiscal 2026)

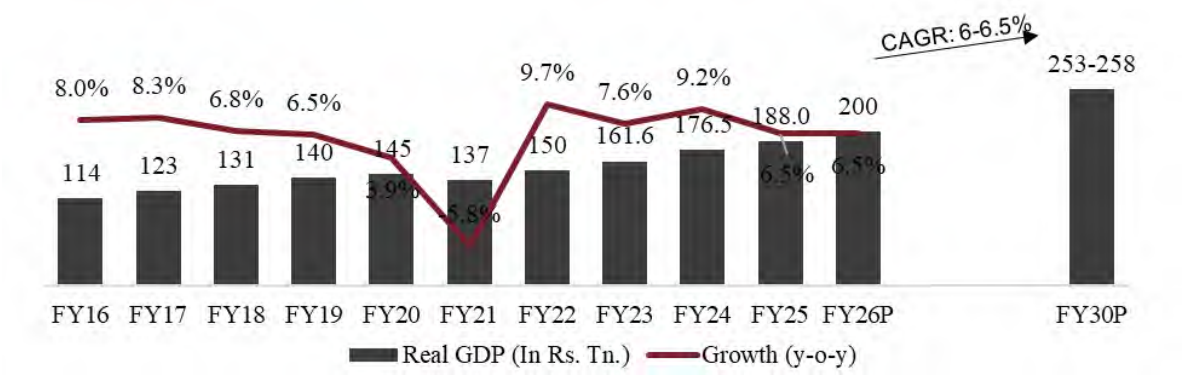
Macro variables	FY25	FY26P	Rationale for outlook
Real GDP (y-o-y)	6.5%#	6.5%	Lower inflation and RBI's rate cuts are expected to boost growth in Fiscal 2026, assuming a normal monsoon and lower crude oil prices. Any substantial pick up in investment growth will hinge on accelerating private capex. Exports face headwinds from tariff hikes initiated by the US.
Consumer Price Index (CPI) inflation (y-o-y)	4.6%	4 3%	In fiscal 2026, food inflation is expected to ease further supported by a healthy rabi crop, assuming normal southwest monsoon that benefits the kharif crop and expectations of soft global food prices. A high base for food inflation this fiscal will also provide some relief. Non-food inflation could see some more hardening lifted by a low base this fiscal and some impact of a weaker rupee. A sharper-than-expected weakening in the rupee, price shock to global oil prices due to any geopolitical turmoil and risks from climate change could impose upside pressures on the forecast.
10-year Government security yield (Fiscal end)	6.7%	6.3%	Crisil expects yields to ease mildly next fiscal, supported by rate cuts, softer inflation and lower crude oil prices. Crisil expects the RBI to cut interest rates further in fiscal 2026 given softening inflationary pressures. However, risks from currency depreciation and any unforeseen flare-up in food prices could impact the timing of rate cuts
Fiscal Deficit (% of GDP) *	4.8%	4.4%	Fiscal consolidation will be made possible via moderating revenue expenditure thrust even as capex focus is broadly maintained. The budget banks on revenue collection to remain robust.
CAD (Current Account Deficit as % of GDP)	-0.6%	-1.3%	Current account deficit (CAD) is expected to increase owing to headwinds to exports from US tariffs. Lower crude oil prices, healthy services trade balance and robust remittances growth will prevent CAD from widening too much.
Rs/$ (March average)	86.6	87.5	A manageable CAD would mean not much pressure on the rupee but geopolitical shocks could keep the rupee volatile

Source: Reserve Bank of India (RBI), National Statistics Office (NSO), Crisil Intelligence

Note:

P – Projected, # As per NSO estimates *FY24 and FY25 numbers are government's revised and budget estimates

Gross Domestic Product at current prices

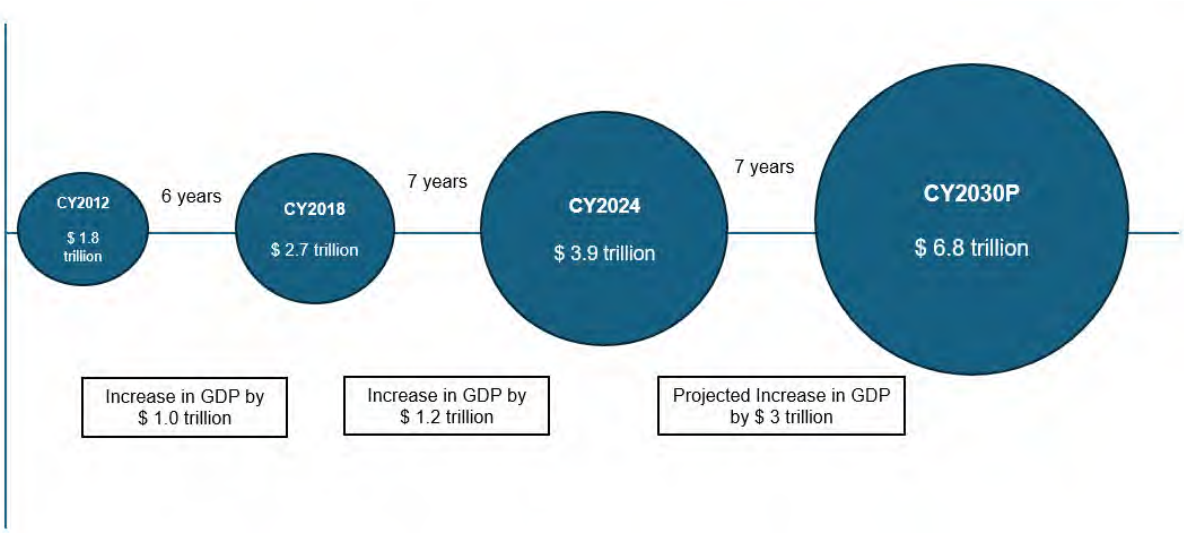


Source: NSO, Crisil Intelligence, IMF (World Economic Outlook – April 2025)

Note:

E – estimated, P – projected. GDP growth until fiscal 2024 is actual. GDP estimate for fiscal 2025 is based on the NSO's second advance estimates. GDP projection for fiscal 2026 is based on Crisil Intelligence estimates and that for fiscals 2026-2030 is based on International Monetary Fund (IMF) estimates

India is projected to increase its GDP by $ 3 trillion in 6 years from CY2024 to CY2030P, ~ 2.1 times of increase in GDP from CY2012 to CY2024



Source: IMF World Economic Outlook (April 2025 update), Crisil Intelligence

Note:

P = Projected

India's GDP increased by $ 1.0 trillion between CY2012 and CY2018 and by $1.2 trillion between CY2018 and CY2024. India is projected to add $ 3 trillion to its GDP between CY2024 and CY2030 driven by factors such as MSME revolution, favourable government initiatives, increasing penetration of financiers into rural India and digitization. The growth of digital lending and financial inclusion initiatives are also expected to play a critical role in supporting India's economic growth and contributing to its GDP.

Key structural trends to drive India's economic growth

Increasing per capita GDP	• India's per capita income (at constant prices) is expected to grow at 5-6% CAGR from FY25 to FY28
Rapid urbanization	• The percentage of the population residing in urban areas in India is expected to increase to 40.0% by 2030 from 37.4% in 2025 .
Favorable Demographics	• India has the highest young population (15-29 years) among major economies
Government support for growth	• Strong government policies to boost economic growth
Lower credit penetration for major asset classes	• MSME credit penetration stands at 12% of GDP (current prices) as of March 2024 • Housing Loan credit penetration stands at 11% of GDP (current prices) as of March 2024
Rural Sector supporting growth	• Tier 3 and 4 cities are expected to grow faster because of favorable government policies and growing credit need
Change in household savings	• India to continue being a high savings economy owing to higher gross domestic savings rate as compared to world average
Rising middle India population	• Middle income households are expected to continue growing with rising GDP and household incomes.
Increasing financial inclusion and digital payments	• Increasing financial inclusion has emerged as a critical structural driver of growth for India, with the potential to unlock new opportunities

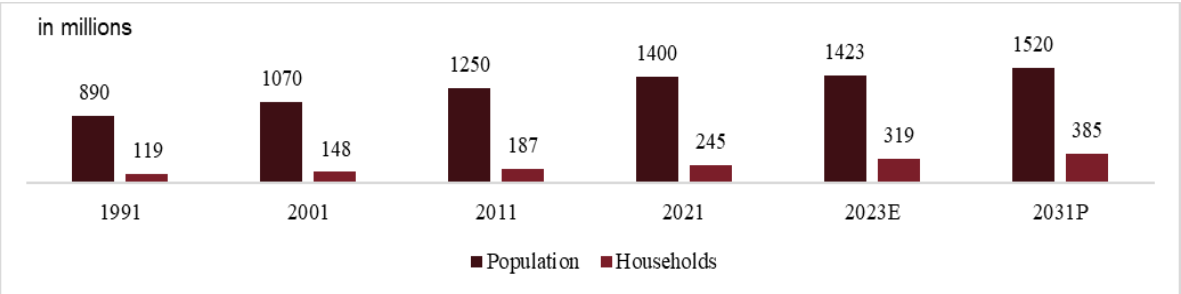
Source: RBI, Crisil Intelligence

Key growth drivers

India has the world's largest population

As per Census 2011, India's population was ~1.3 billion and comprised nearly 187 million households. The population, which grew at nearly 1.5% CAGR between 2001 and 2011, is expected by Crisil Intelligence to have increased at 1.1% CAGR between 2011 and 2021 and reached 1.4 billion. The population is expected to reach 1.5 billion by 2031, and the number of households are expected to reach to ~385 million at a CAGR of 4.6% from FY21 to FY31.

India's population growth trajectory and number of households



Source: United Nations Department of Economic and Social Affairs, (https://population.un.org/wpp/), Census India, Crisil Intelligence

Note:

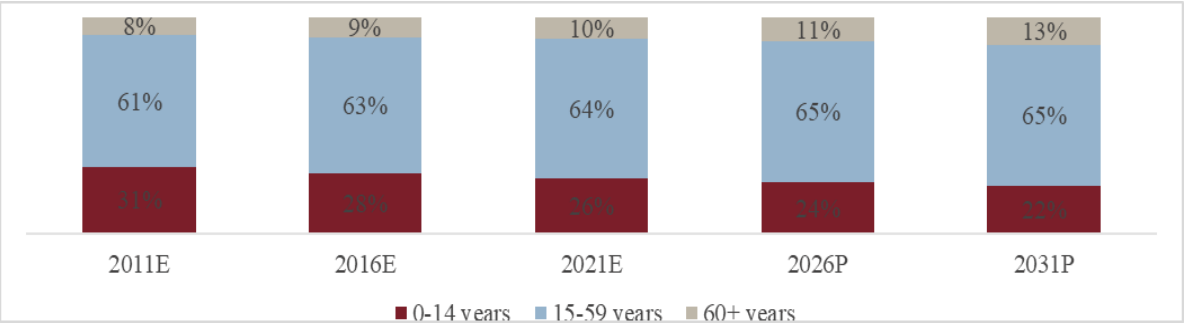
As at the end of each Fiscal. P: Projected

Favourable demographics

India has one of the world's largest youth populations, with a median age of 28 years. About 90% of Indians are below 60 years of age. As of CY 2023, it is estimated that India had the highest share of young working

population (15-29 years) compared to major developed and developing countries with the share of 27%. Crisil Intelligence expects that the large share of working population, coupled with rapid urbanisation and rising affluence, will propel growth in the economy.

India's demographic division (share of different age groups in population)

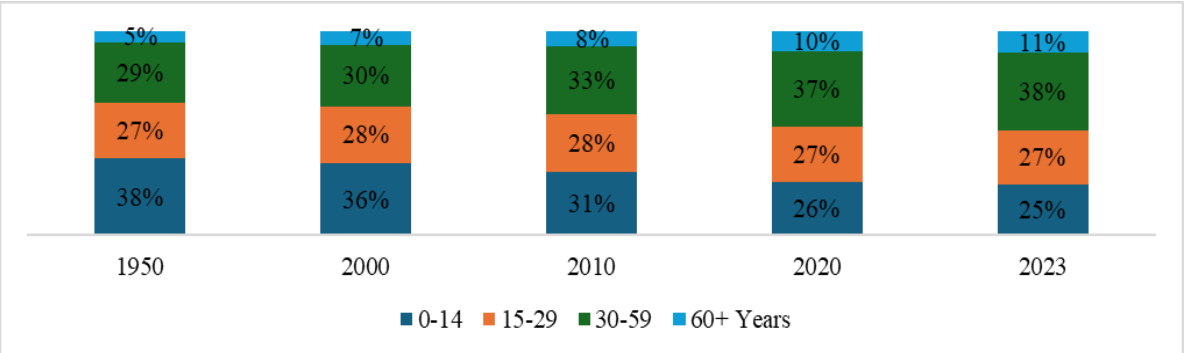


Source: Census of India 2011, Ministry of Health and Family Welfare, Crisil Intelligence

Note:

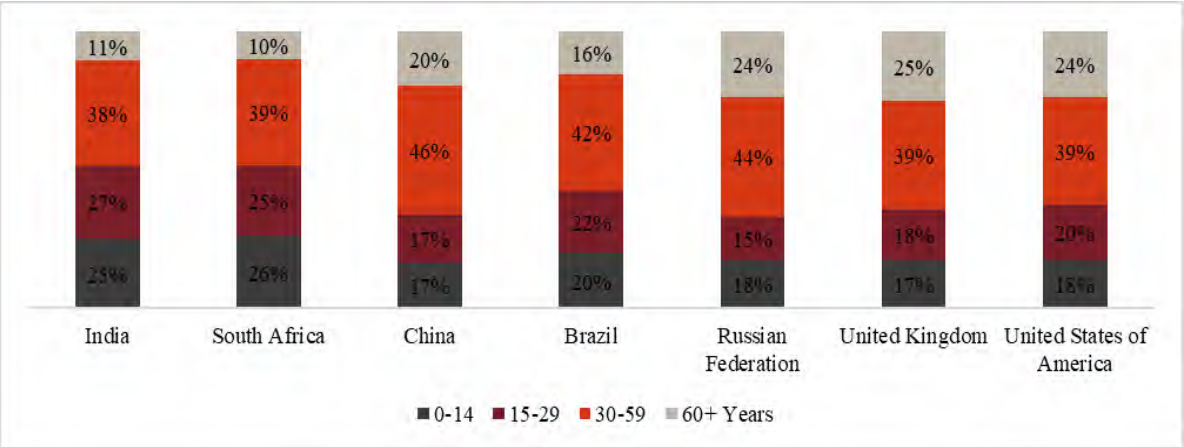
P – Projected, E – Estimates

Trend in India's Population share (CY)



Source: World Urbanization Prospects 2024

India has the highest share of young population (15-29 years) among the major economies (CY2023)

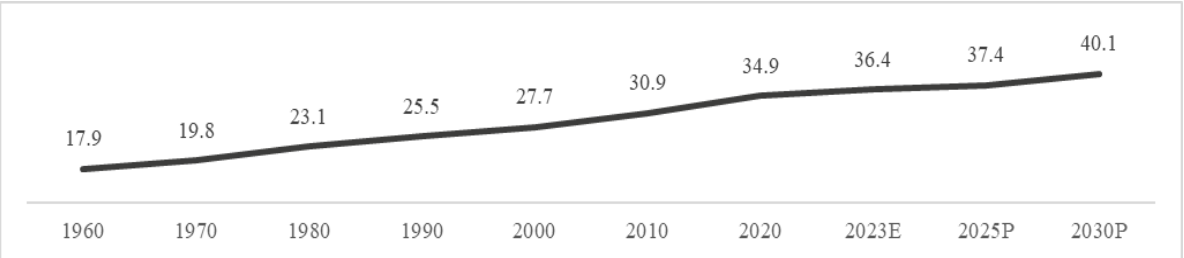


Source: World Urbanization Prospects: 2024

Rising Urbanization

Urbanization is one of India's most important economic growth drivers. It is expected to drive substantial investments in infrastructure development, which in turn is expected to create jobs, develop modern consumer services, and increase the ability to mobilize savings. India's urban population has been rising consistently over the decades. The urban population has gradually shown a growth from 23% in FY1980 to 27.7% in FY2000 and further to 34.9% in FY2020. By 2030, 40% of India's population is projected to live in urban areas, still lower than in developed nations. To address education challenges, India needs to prioritize urban planning, building more schools with adequate infrastructure and digital access. This will help bridge the digital divide, promote remote learning, and ensure equal access to education. Investing in education planning and infrastructure is crucial for India's human capital and economic development.

Urban population as a percentage of total population (%)

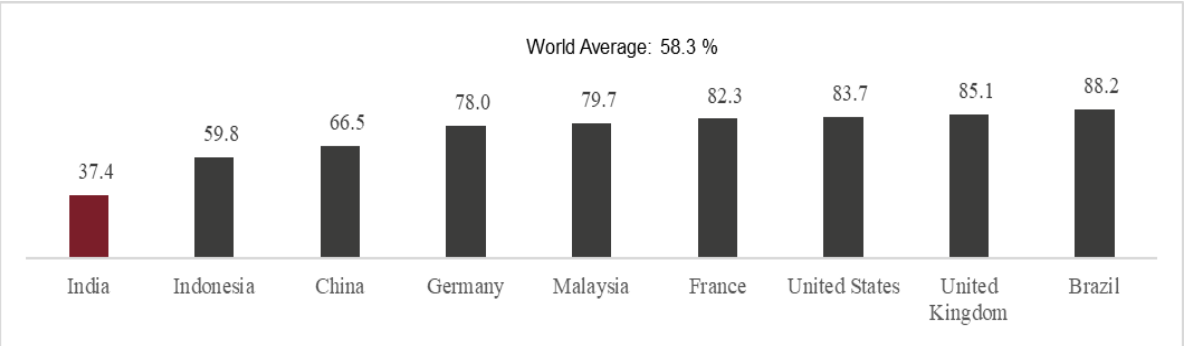


Source: Census 2011, World Urbanization Prospects: The 2018 Revision (UN)

Note:

E- Estimated, P – Projected, Figures in percentage

Urban population as a percentage of total population in % (2025P)



Source: United Nations World Urbanization Prospects: The 2018 Revision (UN)

Increasing per capita GDP

India's per capita net national income at constant price expanded 5.5% in FY25, reflecting robust economic growth and the government's continued endeavour to make the country an upper middle-income economy. As per IMF estimates, India's per capita income (at constant prices) is expected to grow at 5-6% CAGR in real terms from FY25 to FY28.

Per capita NNI	FY2025 (Rs. '000)		Growth of Real GDP Per Capita at constant prices (%)											
	Current prices	Constant prices	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21	FY22	FY23	FY24	FY25
	205	115	4.6	6.2	6.7	6.9	5.5	5.2	2.5	–8.9	7.6	5.7	8.2	5.5

Note:

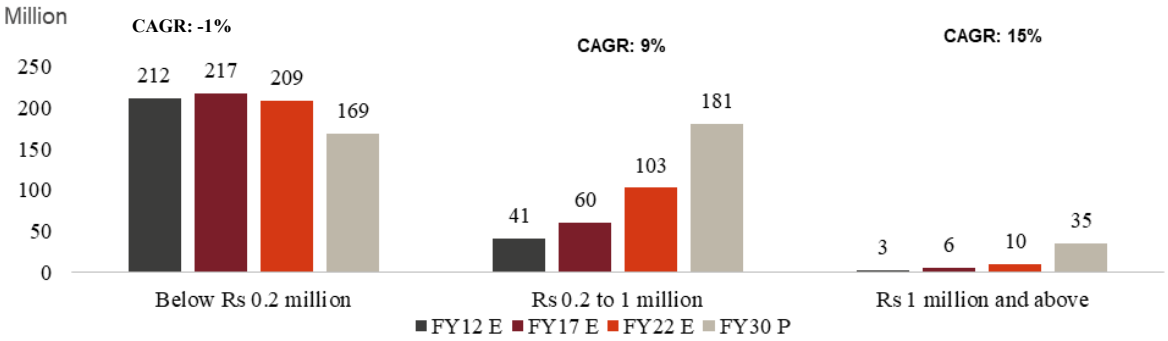
P – projected. (^) Per capita NNI as per Second Advance Estimates of Annual GDP, 2024-25

Source: Ministry of Statistics and Program Implementation (MoSPI), International Monetary Fund (IMF), Crisil Intelligence

Rising Middle India population to help sustain economic growth

The proportion of "Middle India" (defined as households with annual income of Rs 0.2-1.0 million) has been on the rise over the past decade and is expected to continue increasing with rising GDP and household incomes. Crisil Intelligence estimates there were 41 million middle-income households in India in FY2012 and by FY2030, expects it to increase to 181 million households. A large number of households that have entered the middle-income bracket in the past few years are likely to be from semi-urban and rural areas. As per NSS 76th round (2018), 83.3% of households were living in pucca dwelling units compared to 74.6% as per 69th NSS round (2012).

Middle India households projected to witness CAGR of 9% b between FY12 to FY2030



Source: Crisil Intelligence

Note:

E: Estimated, P: Projected

MSME Revolution

The backbone of India's economy, MSMEs significantly contribute to the country's growth, accounting for approximately 29% of the GDP, 45% of manufacturing output, and providing employment opportunities to a substantial 11 crore people. The growth of MSMEs is crucial in generating employment opportunities for the Indian population. Crisil Intelligence believes that improvement in literacy levels, increasing access to information and awareness, increase in the availability of necessities and improvement in road infrastructure have increased the aspirations of Middle India, which is likely to translate into increased demand for financial products and opportunities for providers of financial services providers.

Rural sector supporting India growth story

India's rural segment has been a key driver of the country's consumption growth story in recent years. In the past decade, the rural segment in India has expanded at a rapid pace, driven by factors, such as rising disposable income, urbanisation, and the proliferation of e-commerce.

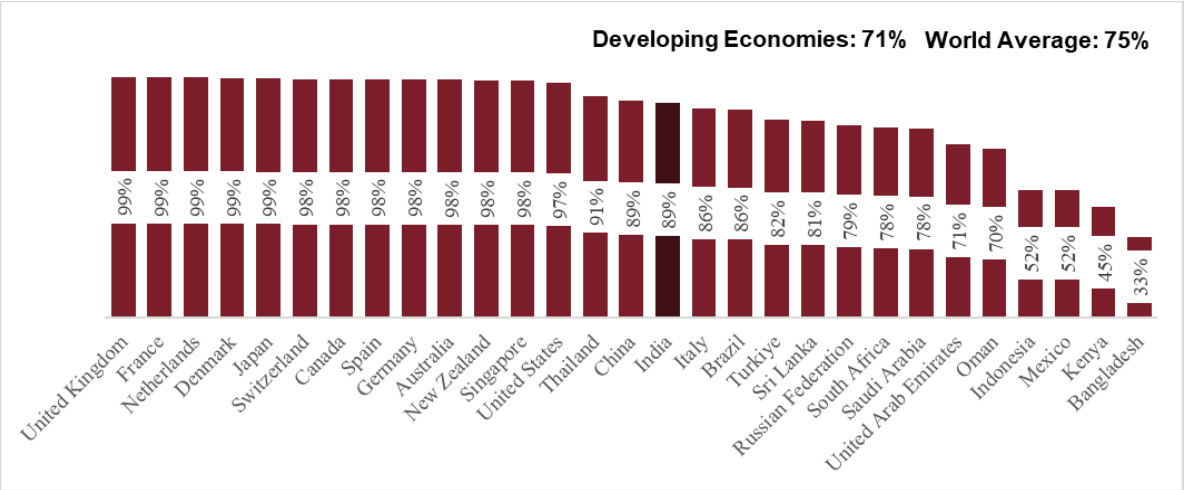
According to the Economic Survey, the government strategy has been that of an integrated and sustainable development of rural India. The government aims to fuel rural growth through decentralised planning, better access to credit, skilling of youth, enhanced livelihood opportunities, empowerment of women, social security net provision, basic housing, education, health and sanitation facilities, etc.

Financial Inclusion on a fast path in India

According to the World Bank's Global Findex Database 2025, the average global percentage of adult population with an account opened with a bank, financial institution or mobile money provider, was approximately 75%

in calendar year 2024. India's financial inclusion has improved significantly over calendar years 2014 to 2024 as adult population with bank accounts increased from 53% to 89% (Source: Global Findex Database) This remarkable progress can be attributed to the Indian government's concerted efforts to promote financial inclusion through a range of initiatives, including the launch of Jan Dhan Yojana, the proliferation of mobile banking and digital payments, and the implementation of government subsidies and benefits such as the Direct Benefit Transfer (DBT) scheme. Moreover, advancements in financial technology have also contributed to this significant improvement in financial inclusion.

Adult population with a bank account (%): India vis-à-vis other countries



Source: World Bank – The Global Findex Database 2021, Crisil Intelligence

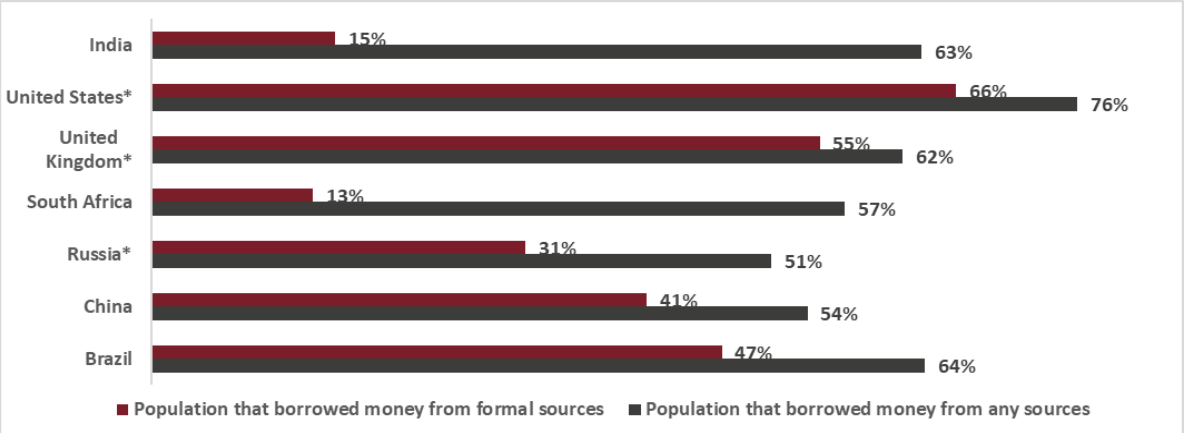
Notes:

(1) Global Findex data for India excludes northeast states, remote islands and selected districts.

(2) Account penetration is for the population within the age group of 15+.

As per the Global Findex Database 2021, ~53% of the world's 650 million unbanked adults live in only eight countries (India, Bangladesh, China, Indonesia, Egypt, Mexico, Nigeria and Pakistan), of which almost 31% (230 million) are in India. This shows an immense opportunity for furtherance of financial inclusion

Only 15% of India's population borrowed money from formal sources (CY2024)



Source: World Bank – The Global Findex Database 2025, Crisil Intelligence

Notes:

Global Findex data for India excludes northeast states, remote islands and selected districts. 2. Data is for the population within the age group of 15+, * Data consists for CY2021

Money borrowed from formal sources includes money borrowed from Banks, NBFCs and usage of credit card

Financial penetration to rise with increase in awareness and access of financial products

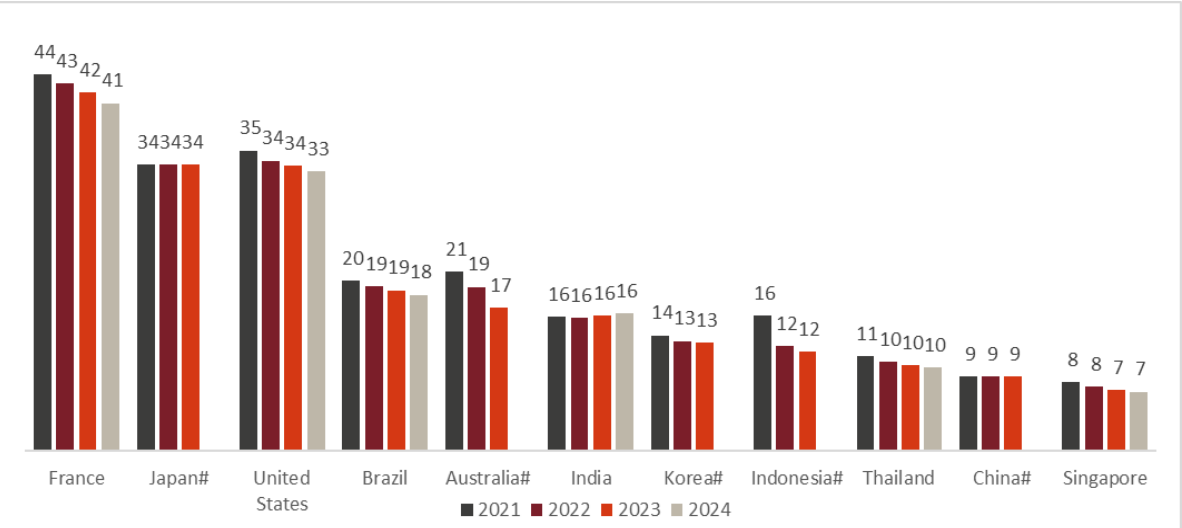
Overall literacy in India was at 77.7% as per the results of NSO survey conducted from July 2017 to June 2018, which is still below the world literacy rate of 86.5%. However, according to the National Financial Literacy and Inclusion Survey (NCFE-FLIS) 2019, only 27% of Indian population is financially literate indicating huge gap and potential for financial services industry. The survey defines financial literacy as a combination of awareness, knowledge, skill, attitude, and behaviour necessary to make sound financial decisions and ultimately achieve individual financial wellbeing.

Government initiatives like Pradhan Mantri Jan Dhan Yojana, financial literacy programs, and continuous focus on financial inclusion have increased financial literacy, resulting in significant uptick in demand for financial products, particularly in smaller cities over the past few years. Going forward, Crisil Intelligence expects financial penetration to increase on account of increasing financial literacy.

Under-penetration of the Indian banking sector provides opportunities for growth

The Indian banking sector is significantly under-penetrated as observed in the current bank credit-to-GDP ratio of 56% for India as of the fourth quarter of CY2023. The number of commercial bank branches as well as ATMs in India per 100,000 people, contrast in comparison to other countries. This provides immense opportunities for banks and other financial institutions over the long term.

Number of Commercial Bank Branches per 100,000 Adults (CY)

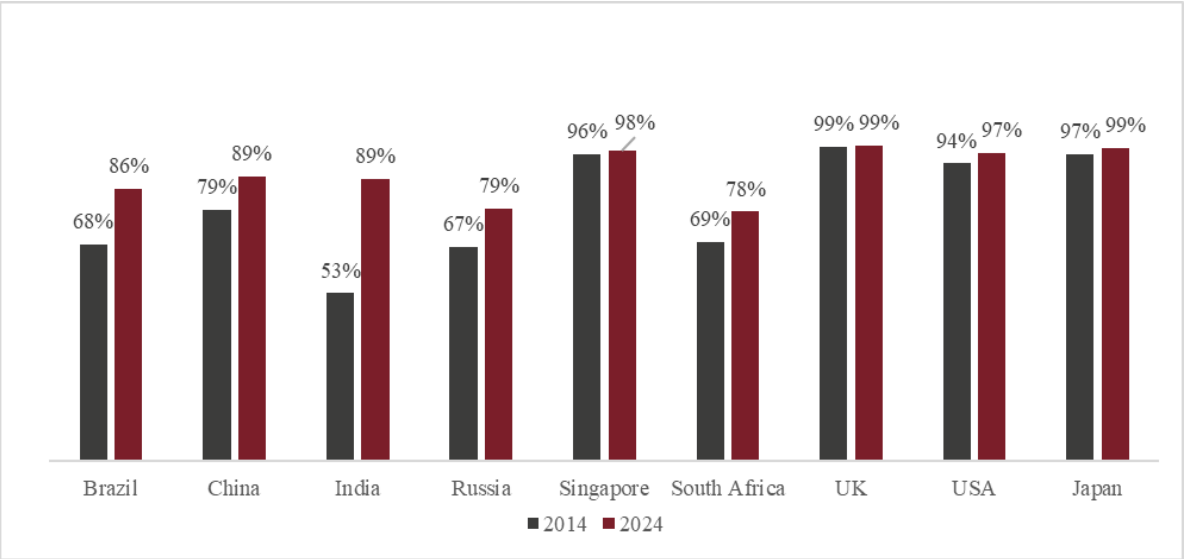


Source: IMF: Financial Access Survey; Crisil Intelligence

Note:

- Data not available for CY2024, percentage of population above 15 yrs having an account at bank or another type of financial institutions

Percentage of population above 15 years having an account at bank or another type of financial institutions

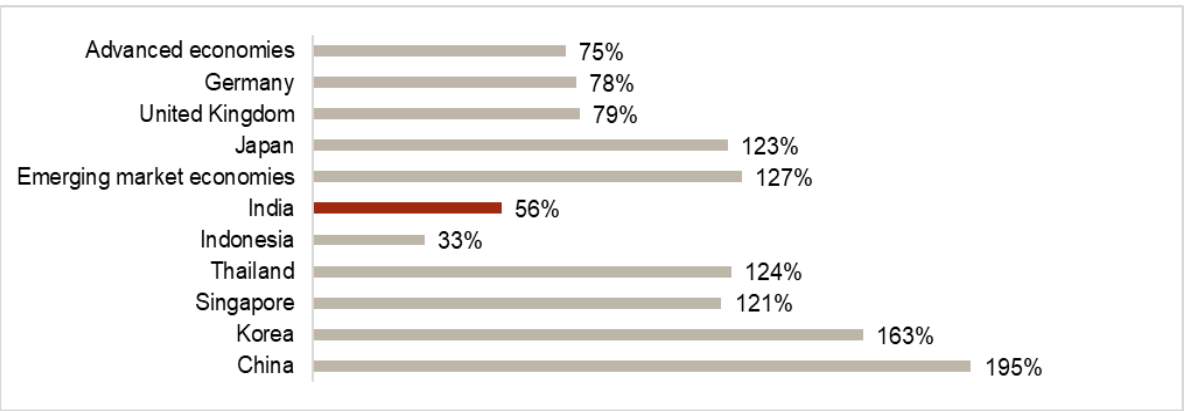


Source: IMF: Financial Access Survey; Crisil Intelligence

Note:

Percentage of population above 15 yrs having an account at bank or another type of financial institutions

Bank credit to private non-financial sector as a % of GDP ratio for major economies (as of Q4 CY23)



Source: BIS Data, Crisil Intelligence

Note:

Emerging market economies comprise Argentina, Brazil, Chile, China, Colombia, Czechia, Hong Kong SAR, Hungary, India, Indonesia, Israel, Korea, Malaysia, Mexico, Poland, Russia, Saudi Arabia, Singapore, South Africa, Thailand, and Turkey; Advanced economies comprise Australia, Canada, Denmark, the euro area, Japan, New Zealand, Norway, Sweden, Switzerland, the United Kingdom, and the United States.

Digital Public infrastructure reforms by Government of India

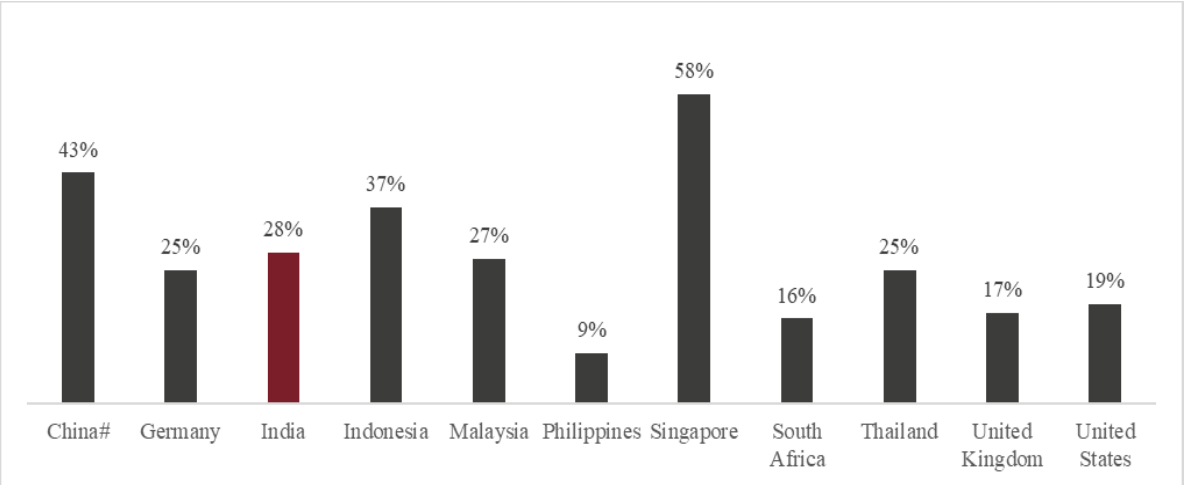
Digitization improves the transparency and efficiency of government processes, and widespread digital transformations help governments and institutions with policy implementation and broad policy outreach. The key idea for Digital Public Infrastructure (DPI) is not the complete digitization of narrow public services but the establishment of a building block of digital modularity, which can be used modularly by both government

and private players to create the specific digital infrastructure required. The India Stack is a collective name for a set of open APIs and public goods in digital form like DigiLocker, UPI, e-sign etc.

Household savings expected to increase

In 2023, India's gross domestic savings as a percentage of GDP declined to 28.4%, reflecting a downward trend from 2023 when it reached 29.5%, highlighting the economy's increased consumption. Decline is also in line with global trend where the savings rate has reduced to 26% in 2024 from 27% in 2023. India remains favourable in terms of gross domestic savings rate compared with most other emerging market peers slightly higher than the world average of 27% in 2024.

India's gross domestic savings rate is higher than global average (2024)



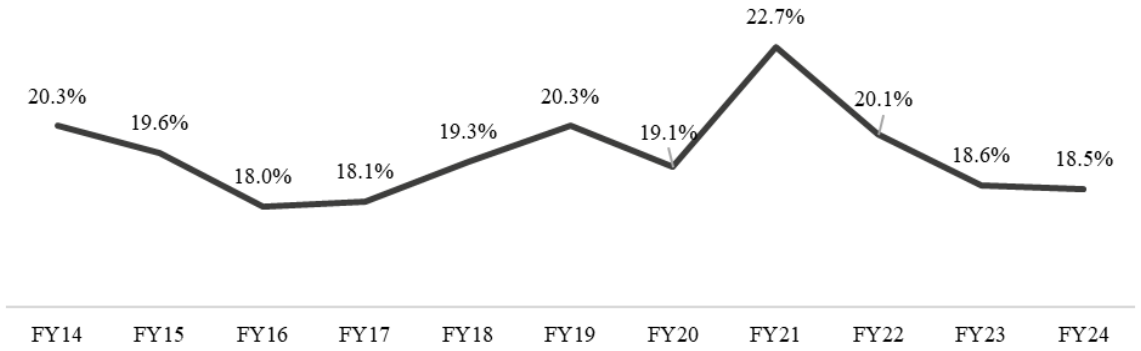
Source: World Bank, Crisil Intelligence

Note:

The savings rate is in % of GDP, # Data as of 2023

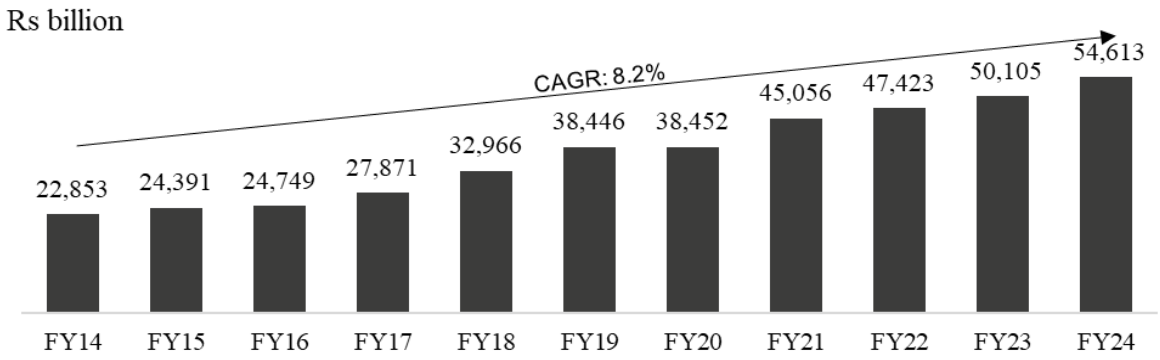
During the pandemic, household savings as a percentage of GDP increased from 19.1% in Fiscal 2020 to 22.7% in Fiscal 2021. However, household savings moderated to 18.6% in Fiscal 2023 and 18.5% in Fiscal 2024, due to households borrowing at a faster pace than they were saving since the pandemic. This was driven by a significant retail credit push by lenders, increased willingness among individuals (particularly the younger demographic) to borrow, and enhanced access to lenders facilitated by technological advancement. Crisil Intelligence expects India to remain a high-savings economy owing to a higher gross domestic savings rate than the global average.

Household savings as a percentage of GDP moderated in Fiscals 2023 and 2024



Source: MoSPI, NSO, Crisil Intelligence

Household savings growth



Source: MoSPI, Crisil Intelligence

Gross domestic savings trend

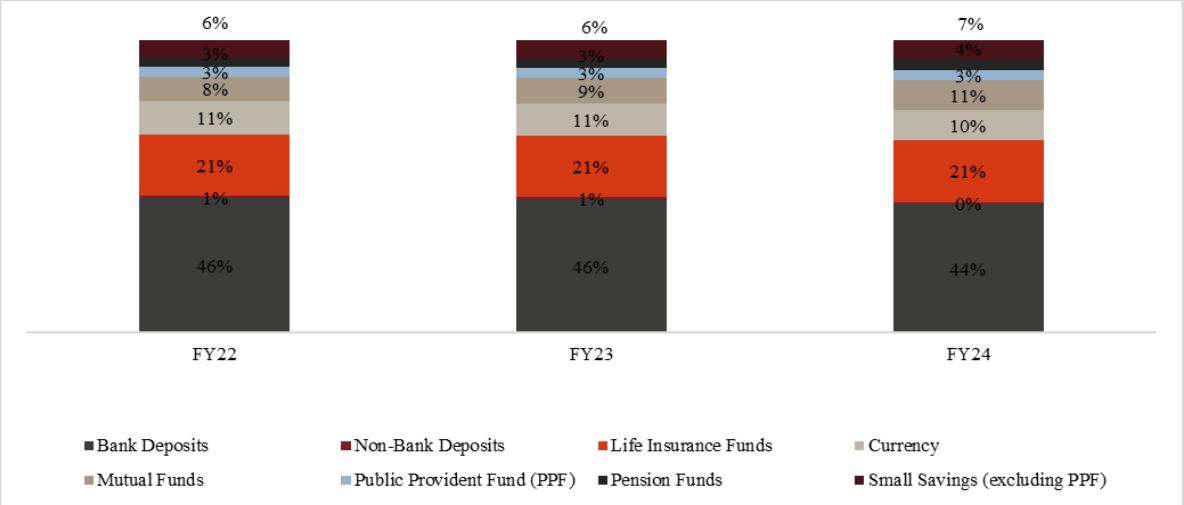
	As at 31 March										
Parameters (Rs billion)	**2014**	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Gross Domestic Savings (GDS)	36,082	40,200	42,823	48,251	54,807	60,004	59,411	57,869	73,631	82,440	92,592
Household sector savings (net financial savings, and savings in physical assets and in the form of gold and silver ornaments).....	22,853	24,391	24,749	27,871	32,966	38,446	38,452	45,056	47,423	50,105	54,613
Household sector savings as a proportion of GDS (%).....	63%	61%	58%	58%	60%	64%	65%	78%	64%	61%	59%
Gross financial savings	11,908	12,572	14,962	16,147	20,564	22,637	23,246	30,670	26,120	29,276	34,306
Net financial savings (% of household sector savings)	36%	36%	45%	41%	40%	39%	40%	52%	36%	27%	28%
Savings in physical assets (% of household sector savings)	62%	62%	53%	57%	59%	60%	59%	47%	63%	72%	70%
Savings in the form of gold and silver ornaments (% of household sector savings)	2%	2%	2%	2%	1%	1%	1%	1%	1%	1%	1%

Note:

Data is for financial year ended March 31.Net financial savings are financial savings after excluding financial liabilities. Physical assets are those held in physical form, excluding gold and silver ornaments

Source: MoSPI, National Accounts Statistics, Crisil Intelligence

Trend in constituent of financial savings in India

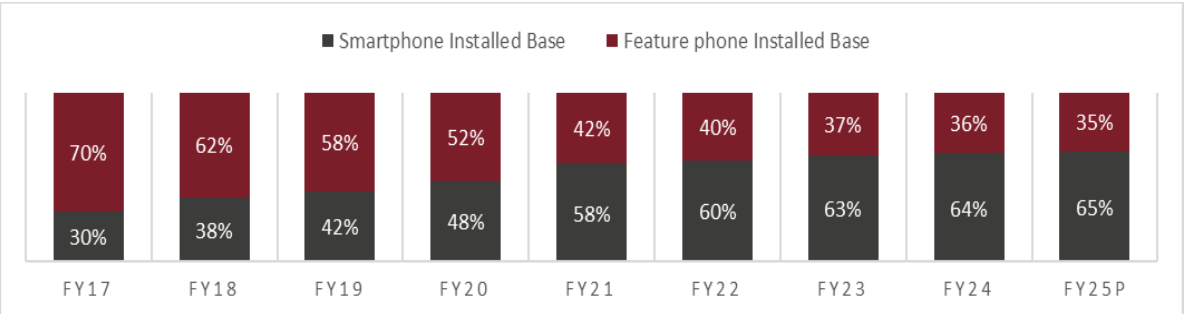


Source: RBI, Crisil Intelligence

Digitization aided by technology to play pivotal role in growth of economy

Technology is expected to play an important role by progressively reducing the cost of reaching out to smaller markets. India has seen a tremendous rise in fintech adoption in the past few years. Among many initiatives by the government, the Unified Payments Interface (UPI) is playing a pivotal role towards financial inclusion. It provides a single-click digital interface across all systems for smartphones linked to bank accounts and facilitates easy transactions using a simple authentication method. The volume of digital transactions has also seen a surge in the past few years, driven by increased adoption of UPI. Apart from financial services industry, digitization in other industries like retail will also play an important role in the growth of economy.

Younger users to drive adoption of smartphones



Source: Crisil Intelligence

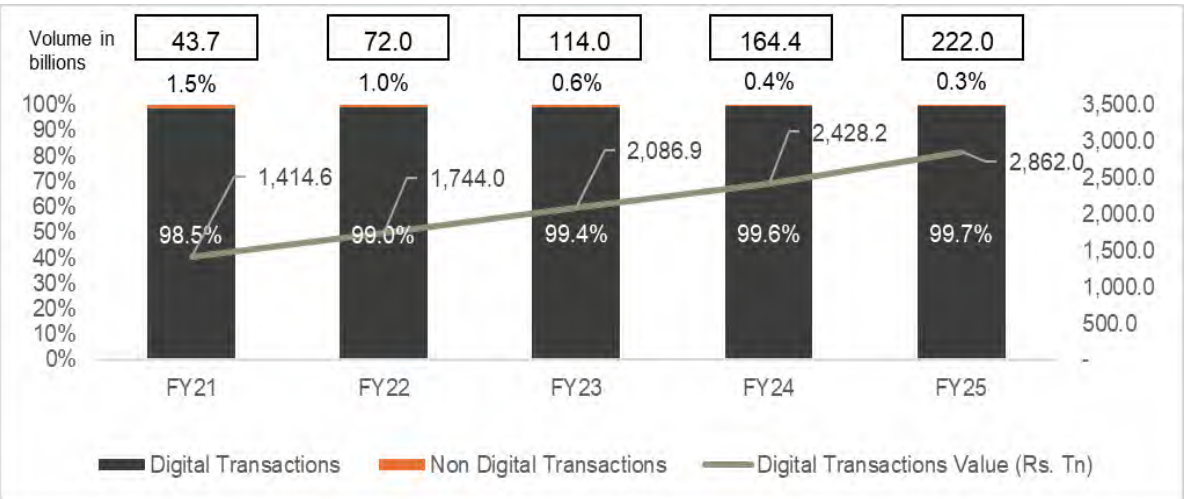
Note:

E: Estimated, P: Projected

Digital payments have witnessed substantial growth

Higher mobile penetration, improved connectivity, and faster and cheaper data supported by Aadhaar, and bank account penetration have led India to shift from being a cash-dominated economy to a digital one. Total digital payments in India have witnessed significant growth over the past few years. Between FY21 and FY24, the volume of digital payments transactions increased from 43.7 billion to 164.4 billion, growing at a CAGR of ~56%. During the same period, the value of digital transactions has increased from Rs. 1,414.6 trillion in FY21 to Rs 2,428.2 trillion in FY24. Consumers are increasingly finding transacting through mobile convenient. Crisil Intelligence expects the share of mobile banking to increase dramatically over the coming years. In addition, Crisil Intelligence expects improved data connectivity, low digital payment penetration and proactive government measures to drive digitalization in the country.

Trend in value and volume of digital payments

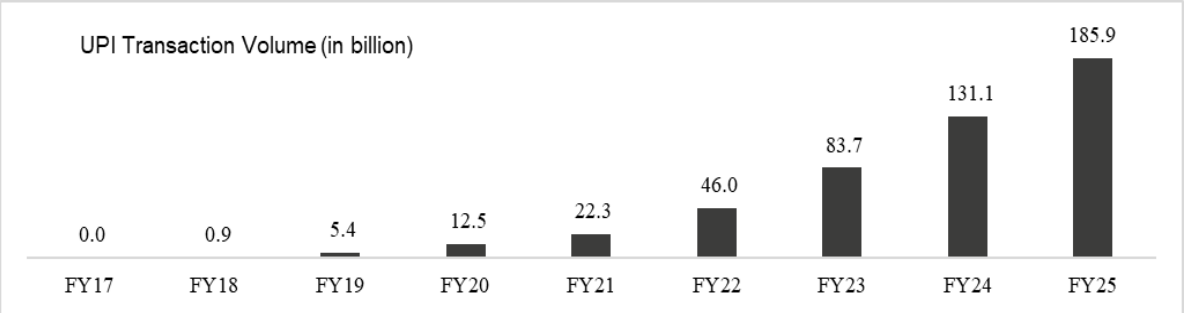


Source: RBI, Crisil Intelligence

Note:

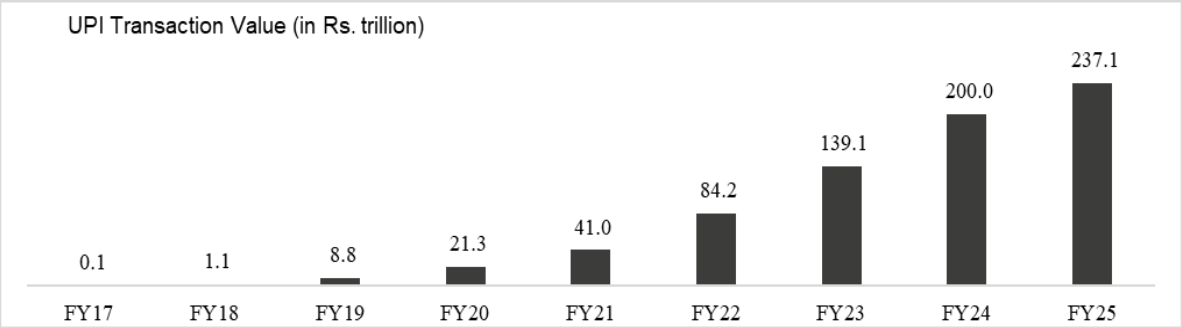
Digital Payments includes RTGS payments, Credit transfers (AePS, APBS, ECS Cr, IMPS, NACH, NEFT, UPI), Debit Transfers (BHIM, ECS Dr, NACH Dr, NETC), Card Payments (Debit and Credit Cards) and Prepaid Payments Instruments

UPI transactions volumes zoomed between FY17 and FY25



Source: RBI, Crisil Intelligence

UPI transactions value continue to rise with surge in volumes



Source: RBI, NPCI, Crisil Intelligence

Key Drivers for Growth of Digital Lending in India

Multiple Hurdles for Physical Lending Channels

Physical lending channels, such as bank branches and storefront lenders, face multiple hurdles in today's digital age. One major challenge is the high operational costs associated with maintaining a physical presence, including rent, utilities, and staffing expenses. Additionally, these channels often struggle to provide a seamless customer experience, with lengthy application processes and limited hours of operation. Furthermore, physical lending channels may not be able to reach a wider audience, particularly in rural or underserved areas, limiting their accessibility and scalability.

Efficiency in Catering to Credit Pan-India in Remote / Tier-2+ Regions via Digital Lending

Digital lending has transformed the way credit is accessed in remote and tier-2+ regions of India, bringing remarkable efficiency in meeting the credit requirements of underserved populations. Through digital channels, lenders can now reach borrowers in even the most remote areas, without requiring having physical branches leading to reduced operational expenses. Digital lending platforms make use of sophisticated data analytics, artificial intelligence, and machine learning algorithms to evaluate creditworthiness, streamline loan processing, and swiftly disburse funds. This empowers lenders to provide customized loan products to borrowers in remote regions who were previously excluded from the formal credit sector. Additionally, digital lending platforms offer a smooth and user-friendly experience, enabling borrowers to apply for loans and monitor their applications remotely, thereby advancing financial inclusion and narrowing the credit disparity in India's remote and tier-2+ regions.

Higher ability to cross sell as 360-degree view in customer lifecycle

Digital lending, with its sophisticated data analytics and technology-driven approach, has a higher ability to cross-sell other financial products to its existing customer. This is made possible by the platform's capacity to maintain a comprehensive 360-degree view of the customer throughout their lifecycle This comprehensive view allows lenders to understand customer behaviour, preferences, and financial needs more accurately, enabling them to identify cross-selling opportunities tailored to individual customers. With insights gained from this holistic view, lenders can offer relevant financial products or services at the right time, enhancing customer satisfaction and increasing the likelihood of successful cross-selling.

Phygital Network Key for Distribution + Underwriting

By combining the benefits of physical and digital channels, phygital networks enable lenders to reach a wider audience, increase operational efficiency, and reduce costs. Physical touchpoints, such as branches, provide a human interface for customers who require guidance and support, while digital channels facilitate seamless onboarding, loan processing, and disbursal. This hybrid approach allows lenders to leverage the strengths of

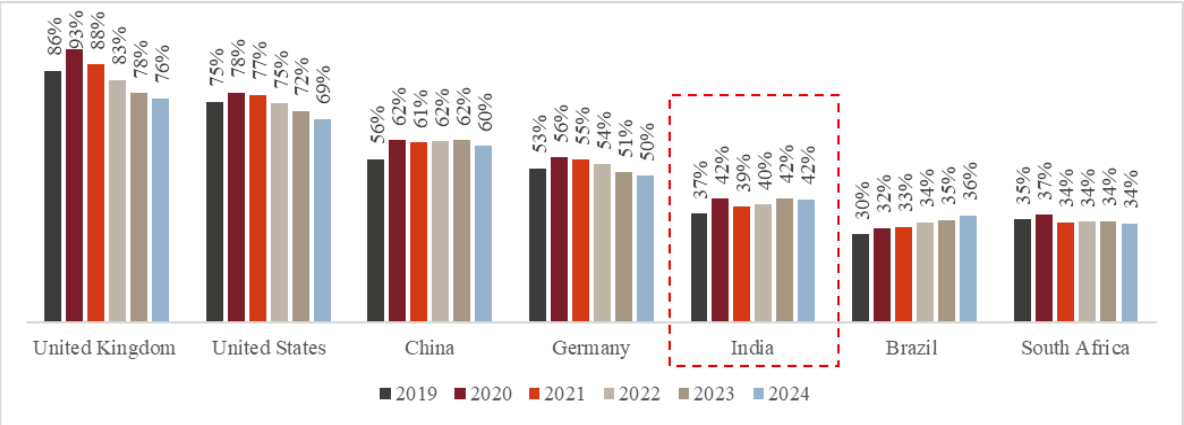
each, ensuring a more efficient and effective distribution of loan products. Moreover, phygital networks enable lenders to gather richer data and insights, which can be used to refine underwriting models, improve risk assessment, and make more informed lending decisions.

Overview of Credit Scenario in India

Significant retail credit gap exists in India, as compared to other nations

Significant retail credit gap exists in India, as evident by India's household credit to GDP ratio of 43% as of H1CY24, as compared to 62%, 71% and 78% for China, United States and United Kingdom respectively. With rising financial awareness, government's continuous efforts for financial inclusion and rising credit accessibility to the underserved population, credit penetration in India is expected to rise. The surge in credit penetration would be led by growth in retail credit.

Household credit to GDP ratio of India and peer countries (CY20-CY24)



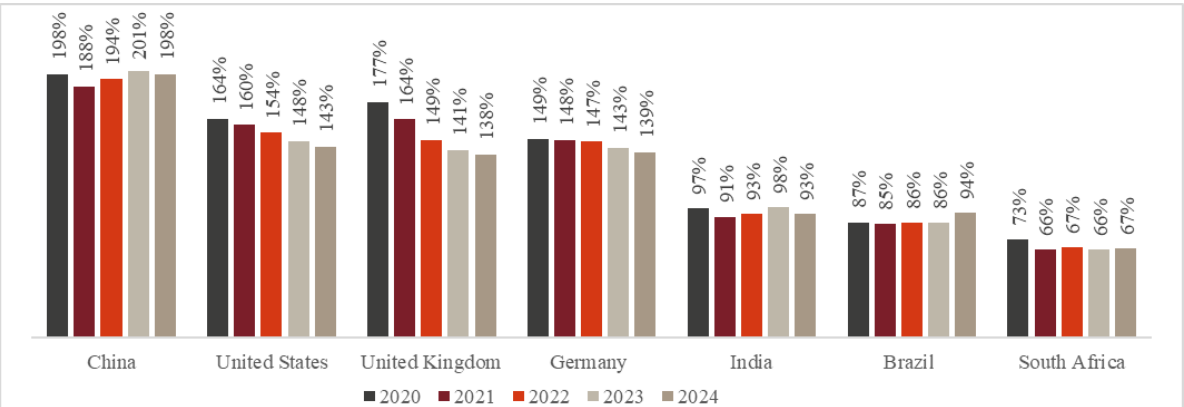
Source: Bank of International Settlements, Crisil Intelligence

Note:

Ratios as of December each CY.

Overall credit to GDP ratio in India stood at 93% as of CY24, which was significantly lower as compared to 138% for United Kingdom, 143% for United States and 198% for China, signalling significant room for credit penetration in the nation.

Credit to GDP ratio from (CY20-H1CY24)



Source: Bank of International Settlements, Crisil Intelligence

Note:

CY is as of December for all years.

Levels of banking credit penetration indicate growth opportunities for financiers

Chandigarh, Delhi, Maharashtra, Telangana, Kerela and Tamil Nadu have a banking credit to GDP ratio of more than 100% as of March 2025 which indicates that banking credit penetration in the state is higher as compared to other states in India. Based on the credit penetration data, there seems a huge scope for increasing bureau coverage as well in India. Further, people who don't have credit history, formal income proofs, documentation, etc. still rely on informal sources for debt which comes at a very high cost. It could provide growth opportunities for NBFCs which provide loans at reasonable rates.

State wise credit penetration (March 2025)

States	GSDP - constant prices FY25 (in Rs. Billion)	Banking Credit FY25 (in Rs. Billion)	Credit Penetration - FY25	% credit in rural areas - FY25	% credit in semi urban areas - FY25	% credit in urban areas - FY25	% credit in metropolitan areas - FY25
Chhattisgarh	2,862	2,133	75%	10%	17%	26%	46%
Madhya Pradesh	6,213.13	5,275.88	85%	12%	23%	19%	46%
Uttarakhand	1,877.88	1,020.97	54%	19%	21%	59%	0%
Uttar Pradesh*	11,934.87	9,724.86	81%	20%	16%	32%	32%
Central Region	**22,888.15**	**18,154.85**	**79%**	**17%**	**18%**	**29%**	**36%**
Andaman & Nicobar Islands*	71.47	44.63	62%	20%	14%	65%	0%
Bihar*	4,120.38	2,922.74	71%	25%	25%	25%	25%
Jharkhand*	2,586.62	1,445.25	56%	19%	19%	26%	35%
Odisha	4,996.93	2,810.88	56%	22%	23%	55%	0%
Sikkim*	202.30	70.67	35%	33%	10%	57%	0%
West Bengal	8,265.12	6,321.68	76%	16%	11%	21%	52%
Eastern Region	**20,242.81**	**13,615.84**	**67%**	**20%**	**17%**	**30%**	**33%**
Chandigarh*	317.80	910.35	286%	0%	0%	99%	0%
Delhi*	5,861	19,005	324%	0%	1%	0%	99%
Haryana	5,981.07	6,077.50	102%	9%	14%	69%	8%
Himachal Pradesh	1,230.40	614.09	50%	59%	32%	9%	0%
Jammu & Kashmir	1,125.00	1,134.70	101%	38%	26%	21%	16%
Punjab	4,481.14	3,912.62	87%	18%	29%	26%	26%
Rajasthan	7,963.52	6,569.03	82%	16%	23%	25%	36%
Northern Region	**26,959.86**	**38,223.29**	**142%**	**8%**	**11%**	**21%**	**60%**
Arunachal Pradesh*	174.33	102.73	59%	31%	69%	0%	0%
Assam	2,940.20	1,468.67	50%	24%	28%	48%	0%
Manipur*	212.00	128.66	61%	33%	20%	47%	0%
Meghalaya	265.14	152.41	57%	36%	18%	46%	0%
Mizoram*	189.54	89.87	47%	17%	25%	58%	0%
Nagaland*	182.85	97.92	54%	22%	47%	31%	0%
Tripura*	405.04	182.24	45%	31%	29%	39%	0%
North-Eastern Region	**4,369.10**	**2,222.51**	**51%**	**26%**	**29%**	**45%**	**0%**

States	GSDP - constant prices FY25 (in Rs. Billion)	Banking Credit FY25 (in Rs. Billion)	Credit Penetration - FY25	% credit in rural areas - FY25	% credit in semi urban areas - FY25	% credit in urban areas - FY25	% credit in metropolitan areas - FY25
Andhra Pradesh	7,568.73	8,002.38	106%	20%	27%	30%	23%
Karnataka	13,987.24	12,795.45	91%	11%	13%	16%	60%
Kerala*	5,845.19	6,156.15	105%	2%	52%	45%	0%
Puducherry	265.03	236.93	89%	11%	21%	68%	0%
Tamil Nadu	15,159.39	16,878.05	111%	12%	25%	14%	48%
Telangana	7,208.88	9,681.83	134%	9%	13%	9%	69%
Southern Region	**50,034.46**	**53,750.80**	**107%**	**12%**	**23%**	**20%**	**45%**
Goa*	564.67	322.44	57%	20%	80%	0%	0%
Gujarat*	14,086.20	10,220.91	73%	7%	14%	17%	62%
Maharashtra	22,602.11	51,355.39	227%	2%	4%	5%	89%
Western Region	**37,252.97**	**61,898.73**	**166%**	**3%**	**6%**	**7%**	**84%**
ALL-INDIA	**161,747.35**	**187,866.02**	**116%**	**9%**	**14%**	**18%**	**59%**

Note:

1. Credit penetration calculated as banking credit to states as of March 2025 divided by state GSDP (at constant prices) as of FY2025.
2. (*) GSDP as of FY2024

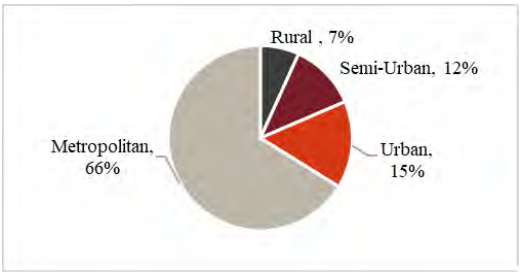
Source: RBI, MOSPI, Crisil Intelligence

Rural and semi-urban India – Under penetration and untapped market presents a huge opportunity for growth of financiers

Bank credit to metropolitan areas has decreased over the past few years with its share decreasing from 66% as of March 31, 2019, to 59% as of March 31, 2025. Between the same period, credit share has witnessed a marginal rise in rural (7% as of FY19 to 9% as of FY25) and semi-urban areas (12% as of FY19 to 14% as of FY25). As of March 31, 2025, rural areas, which is estimated to account for 47% of GDP, received just 9% of the overall banking credit, which shows the vast market opportunity for banks and NBFCs to lend in these areas. With increasing focus of government towards financial inclusion, rising financial awareness, increasing smartphone and internet penetration, Crisil Intelligence expects delivery of credit services in rural area to increase. Further, usage of alternative data to underwrite customers is also expected to help banks and NBFCs to assess customers and cater to the informal sections of the society in these regions.

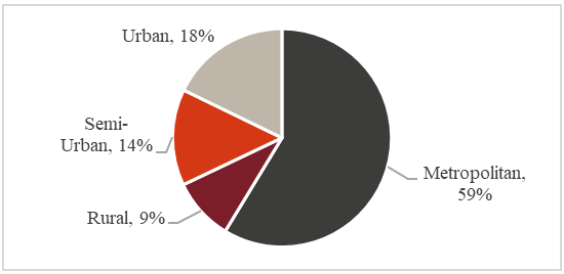
Share of rural and semi-urban regions in banking credit increased marginally between FY19 & FY25

Share of region wise banking credit data as of FY2019



Source: RBI, Crisil Intelligence

Share of region wise banking credit data as of FY2025

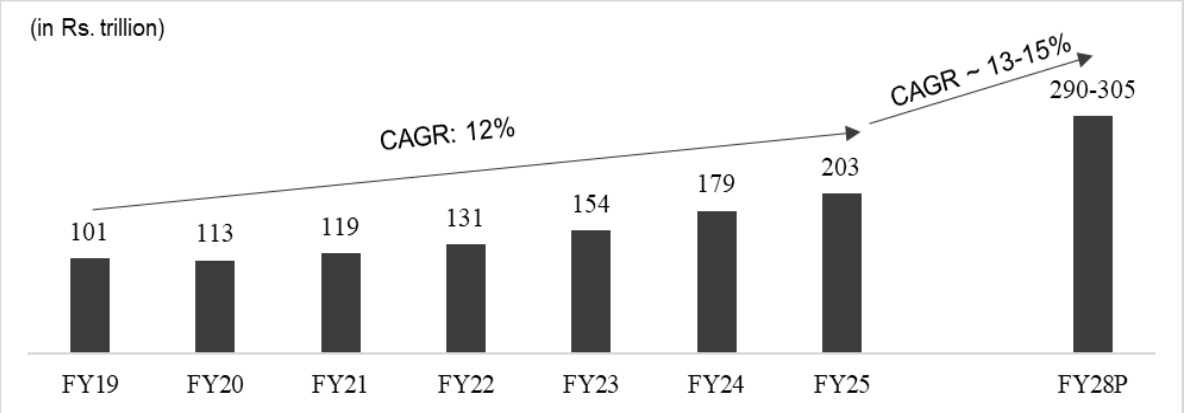


Source: RBI, Crisil Intelligence

Systemic credit

Crisil Intelligence projects systemic credit to grow at 13-15% between FY25 and FY28.

Systemic credit to grow by 13-15% between FY2025 and FY2028



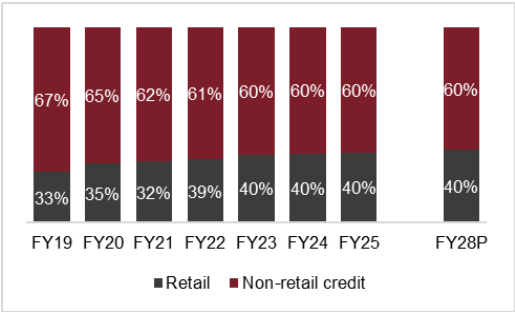
Source: RBI, Company Reports, Crisil Intelligence

Note:

P: Projected, E: Estimated, Systemic credit includes domestic banking credit (after deduction of bank lending to NBFC), NBFC credit, commercial papers, external borrowings, corporate bonds excluding those issued by Banks and NBFC.

The retail credit including small ticket loans for asset classes such as Housing finance, Vehicle Financing, Gold Loans, Education Loans, Consumer Durables, Personal loans, credit cards and microfinance, in India stood at Rs. 82 trillion, as of FY25 which rapidly grew at a CAGR of 16% between FY19 and FY25. Retail credit grew at 13% in FY25 supported by steady demand in underlying assets like housing, auto and growth in credit card and personal loans growth driven by consumption. The Indian retail credit market has grown at a strong pace over the last few years and is expected to grow further at 14-16% between FY25 and FY28. Moreover, the increasing demand and positive sentiments in the Indian retail credit market, presents an opportunity for both banks and NBFCs to broaden their investor base. However, sustained inflation and increase in lending rates could moderate the retail credit growth.

Retail segment is projected to account for 40% of overall systemic credit as of FY28

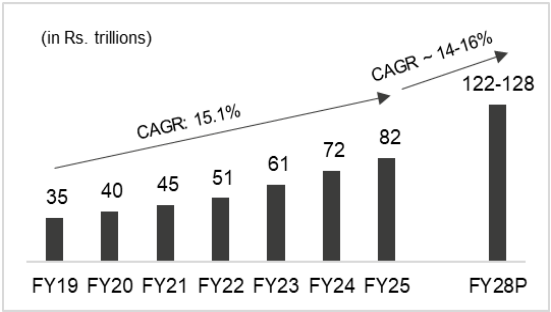


Source: RBI, Crisil Intelligence

Note:

E: Estimated, P: Projected. The above percentages are calculated on total systemic credit

Retail credit growth is projected to grow on a strong footing from FY2025 to FY2028

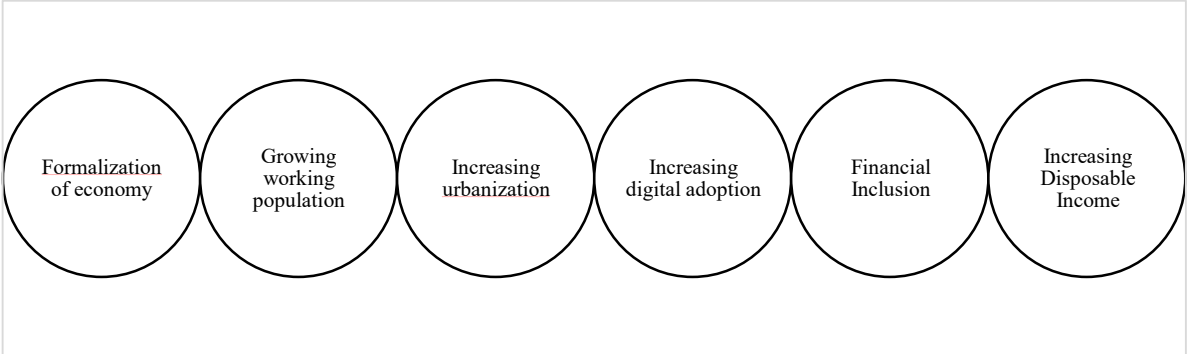


Source: RBI, Crisil Intelligence

Note:

E: Estimated, P: Projected

Factors that will support retail credit growth



Source: Crisil Intelligence

Retail Credit as % of GDP (at constant prices) is expected to reach 51-53% as of Fiscal 2028



Source: RBI, IMF, Crisil Intelligence

Note:

Above Retail credit includes banking and non-banking credit.

Overview of NBFC Sector in India

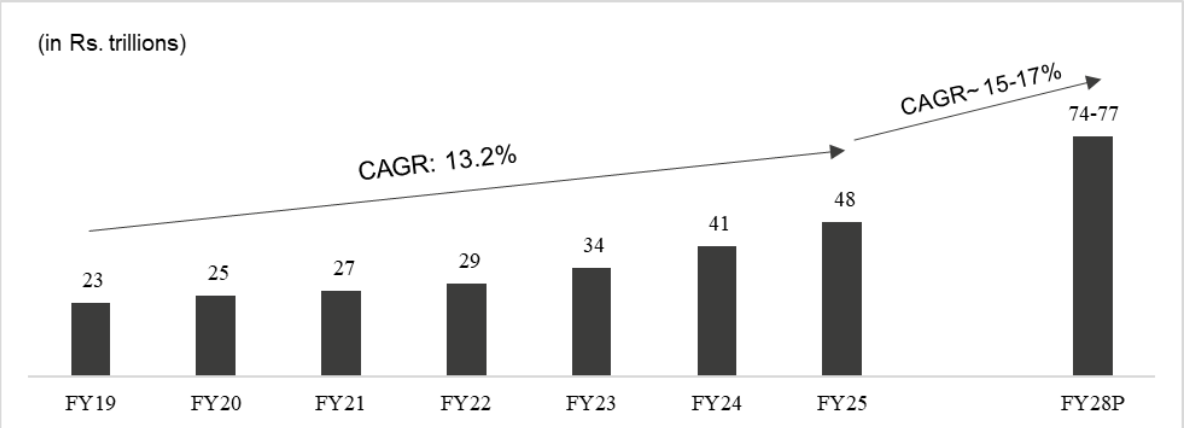
The Indian financial system includes banks and non-banking financial companies (NBFCs). Though the banking system dominates financial services, NBFCs have grown in importance by carving a niche for themselves by catering to customers in underbanked regions or those who would not be catered to by traditional financial institutions, due to absence of credit history or lack of proper collateral records.

NBFC Market Landscape

NBFC Credit to grow faster than systemic credit

The credit growth of NBFCs which has trended above India's GDP growth historically, is expected to continue to rise at a faster pace. NBFCs have shown remarkable resilience and gained importance in the financial sector ecosystem, growing from less than Rs 2 trillion AUM at the turn of the century to Rs. 48 trillion at the end of FY25. During FY19 to FY25, NBFC credit is estimated to have witnessed a growth at CAGR of 13.2%. NBFCs AUM as of FY14 was approximately Rs. 12.9 trillion which has grown at a 10 year CAGR of 14% to Rs. 48 trillion as of FY25. Rapid revival in the economy is expected to drive consumer demand in FY26, leading to healthy growth in NBFCs.

NBFC credit to grow at 15-17% between FY25 and FY28



Source: RBI, Company reports, Crisil Intelligence

Note:

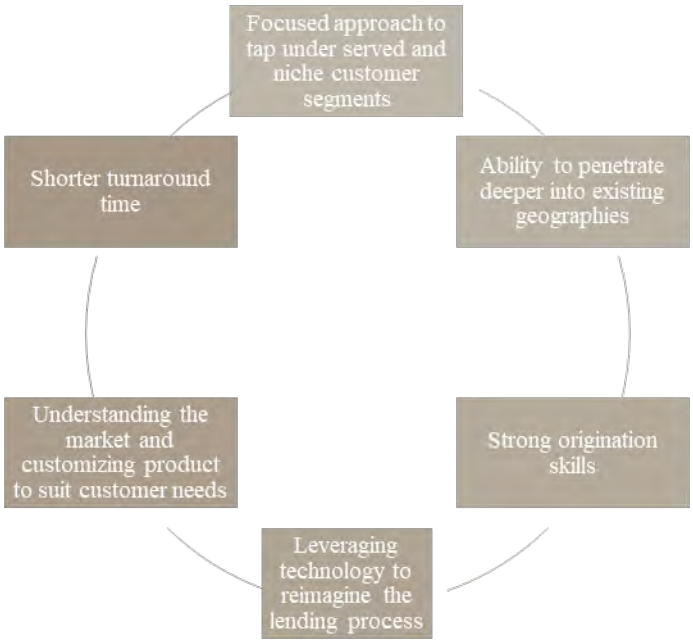
P = Projected, E: Estimated; HDFC is not considered while calculating overall NBFC Credit

Going forward, Crisil Intelligence expects NBFC credit to grow at 15-17% between FY25 and FY28 driven by growth in retail segment, and MSME loans in the wholesale segment continuing to be the primary drivers.

NBFC's share in systemic credit is estimated to have increased from 12% in FY08 to 13% in FY14 to 21% in FY25. Overall, consolidation in certain corporate groups and other corporate activities indicate buoyancy in the NBFC space and expectations of healthy credit growth.

Crisil Intelligence believes that NBFCs will remain a force to reckon within the Indian credit landscape, given their inherent strength of providing last-mile funding and catering to customer segments that are less in focus by the Banks. Going forward, NBFCs are expected to continue to gain market share over other lenders due to their ability to provide flexible lending solutions and tailored services, focused approach to tap under-served and niche customer segments, ability to penetrate deeper into geographies, leveraging technology to reimagine the lending process, strong origination skills and shorter turnaround time.

Growth of NBFCs reflects the customer value proposition offered by them.



Source: Crisil Intelligence

With high focus on retail loans, NBFCs are driving financial inclusion

The NBFC sector has, over the years, evolved considerably in terms of size, operations, technological sophistication, and entry into newer areas of financial services and products. The number of NBFCs as well as the size of the sector have grown significantly, with several players with heterogeneous business models starting operations. The increasing penetration of neo-banking, digital authentication, and mobile phone usage as well as mobile internet has resulted in the modularization of financial services, particularly credit. Overall NBFC credit during FY 2019 to FY 2025, is estimated to have witnessed a CAGR of ~13.2% which was majorly led by retail segment which is estimated to have witnessed a CAGR of ~15.4%, while NBFC non-retail credit is estimated to have witnessed a growth of ~11.5% during the same time period.

NBFC Growth Drivers

NBFCs are better placed than traditional financial institutions like banks to service the growing credit need in niche segments in India. NBFCs help fill gaps in the availability of financial services with respect to products, customer and geographic segments. A strong linkage at the grassroots level makes them a critical cog in the financial machine. They cater to the unbanked masses in rural and semi-urban reaches and lend to the informal sector and people without credit histories, thereby enabling the government and regulators to realize the mission of financial inclusion. Some of the factors favouring the growth of NBFCs are:

- Rural Reach – NBFCs have access to geographies which are outside the ambit of banks' geographies and customer segments
- High Touch Model – NBFCs have strong ownership of its customers through the regular interactions done by them
- Specialized Underwriting – NBFCs have put in place digitized, and data linked systems through which they have been able to provide credit to people with informal income and those with Self Occupied Residential Property /Self Occupied Commercial Property, faster and effectively.

- Understanding of Micro Markets – NBFCs have gained expertise in understanding the nuances of the rural and semi- urban geographies.

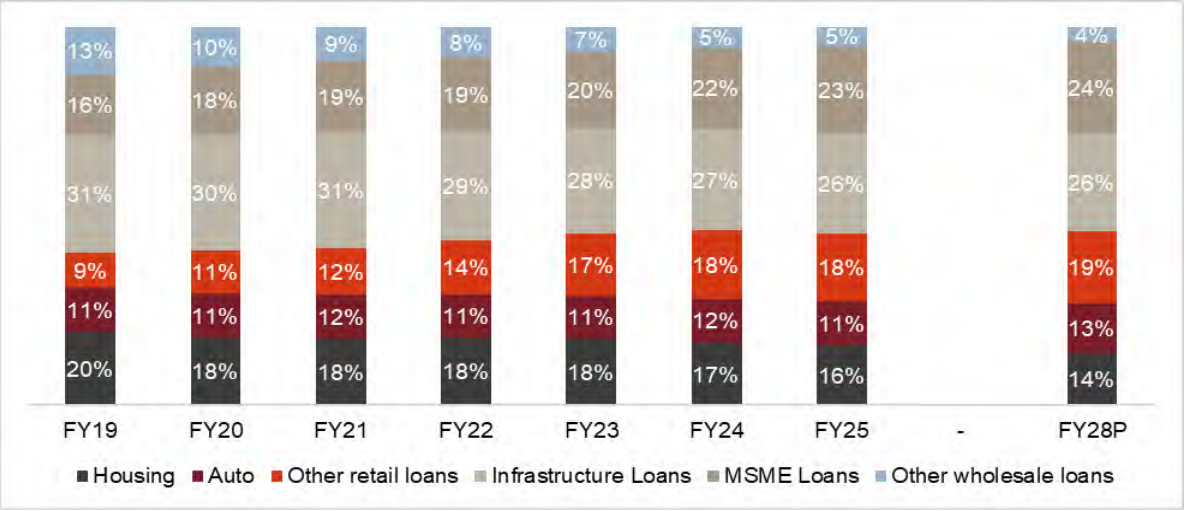
MSME, Housing and Auto Financing contributed ~47% to overall NBFC credit in FY2025

Though infrastructure accounts for the highest share in NBFC credit (27%) as of FY2025, its share in the overall NBFC credit outstanding has come down over the past years from 31% in FY2019. Retail and MSME segments are expected to experience higher growth in the upcoming fiscals. MSME credit accounted for 23% share as of FY2025, witnessing a rise in its market share from 16% in FY2019. Housing and auto segment constitute ~16% and ~11% share in overall NBFC credit as of FY2025.

The retail loan growth rate is expected to increase moderately to 17-18% in fiscal 2026, driven by growth in housing, vehicle, and consumer durable loans. However, NBFCs are expected to maintain a cautious approach to unsecured lending due to visible stress in the microfinance and personal loan segments. The growth of gold loans is expected to normalize after the exceptional growth recorded in fiscal 2025.

In contrast, the wholesale segment's growth rate is projected to decline slightly, mainly due to an expected slowdown in infrastructure disbursements. Nevertheless, MSME and corporate and real estate loans are expected to continue to see an uptick.

Distribution of NBFC Credit across asset classes



Source: Company reports, Crisil Intelligence

Note:

Other retail loans include gold loans, microfinance loans, personal loans, consumer durable loans, education loans, Other wholesale loans include wholesale loan and construction equipment loan

Growth of asset classes

Asset class (Rs trillion)	FY25 portfolio outstanding (Rs. trillion)	Share of NBFCs/HFCs/ NBFC-MFIs as of FY25	Overall portfolio CAGR (FY20-FY25)	NBFCs/HFCs portfolio CAGR (FY20-FY25)
MSME Loans	42.3	27.0%	18.2%	19.6%
Housing loans	38	20%	13.1%	11.3%
LAP	12	22%	19%	25%

Asset class (Rs trillion)	FY25 portfolio outstanding (Rs. trillion)	Share of NBFCs/HFCs/ NBFC-MFIs as of FY25	Overall portfolio CAGR (FY20-FY25)	NBFCs/HFCs portfolio CAGR (FY20-FY25)
Two-wheeler	1.7	66%	18.7%	17.7%
Used Car	1.1	39.8%	23%	34%
Commercial Vehicle	5.7	58.7%	14.3%	13.7%
Personal loans	14.1	28%	21%	33%
Microfinance loans	3.9	38.2%	11.1%	15.3%
Education loans	2	33%	18%	49%

Source: RBI, NHB, MFIN, and Crisil Intelligence estimates

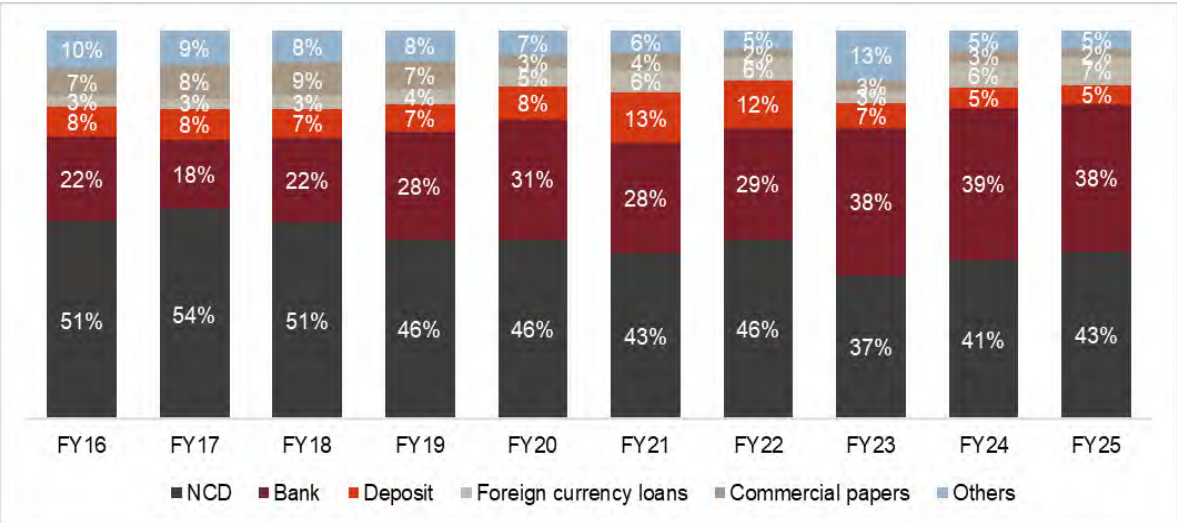
Banks continue to gain share in borrowing mix of NBFCs; expected to undergo moderation in near to medium term

Share of bank's lending to NBFCs have almost doubled during last 10 years.

Going forward, Crisil Intelligence believes that funding access would gradually improve for NBFCs who are able to demonstrate strong performance. Reliance on bank funding is expected to remain at 38% as of FY2025, while it is expected to moderate in the near term with impact of RBI circular on risk weight and further transmission of rate hikes accelerated by deficit liquidity in the banking system.

The RBI circular acted as a catalyst against the backdrop of rapid growth of unsecured lending by NBFCs and banks. As per Crisil Intelligence, impact of RBI circular will be higher on players giving unsecured loans. The impact of the circular was visible with reduced growth in unsecured segment in second half of FY2024.

Bank borrowings expected to remain primary source of funds for the NBFCs, apart from NCDs

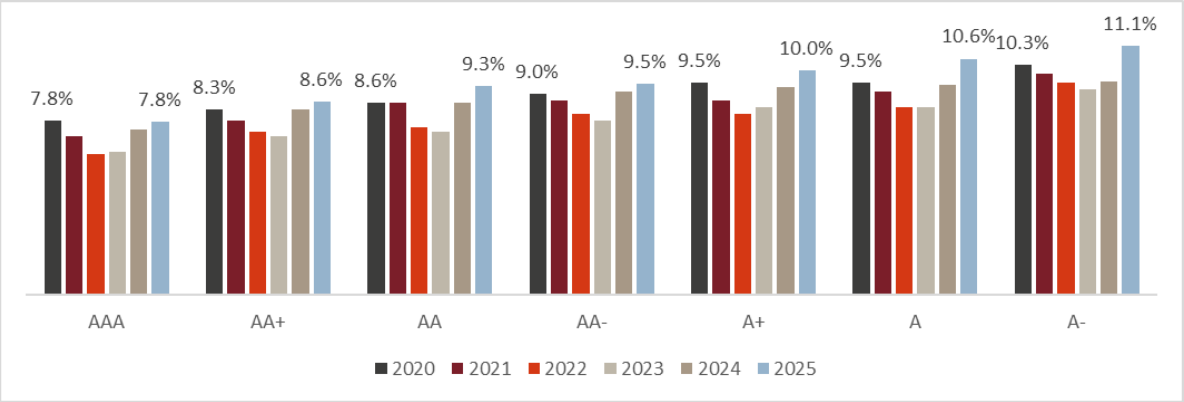


Source: Company reports, Crisil Intelligence

Note:

Based on sample set of NBFCs accounting for more than 80% of overall borrowings of NBFCs as of March 2023; For FY23, NCD includes Debt Securities and NCDs, Bank includes Banks and National Housing Bank, and Others include Related Parties, Foreign Institutions, External Commercial Borrowings, and other sources

Average cost of borrowings for companies issuing bonds in the last five fiscals



Source: Crisil Intelligence

Average cost of borrowing for companies increases with deterioration in credit rating. With softer policy rates abroad, large NBFCs have also tapped overseas funding options through the external commercial borrowing (ECB) route. Going forward with a decline in rates globally the share of borrowing via the ECB route is expected to see an uptick in current and next fiscals. Commercial papers in past have remained on a lower end as a financing source for NBFCs, however, the instrument has seen an uptick during FY2025 on account of non-banks accessing the short-term funding market in anticipation of rate decline in the near-term post which the options of bond and bank term loan funding would be more attractive. However, the pass on of interest rate will come with a lag and hence the cost of funds is expected to be higher for most NBFCs creating pressure on margins in the near term.

Alternatively, NBFCs have also started exploring several other sources of funds through securitization, there are generally two types of securitization structures, direct assignment (DA) and pass-through certificate (PTC), the common feature of these two types of transactions is that they both involve pooling of loans and selling them to a counterparty, therefore transferring credit risk. Crisil Intelligence expects, securitisation will continue to remain an important tool for NBFCs to mobilise liquidity.

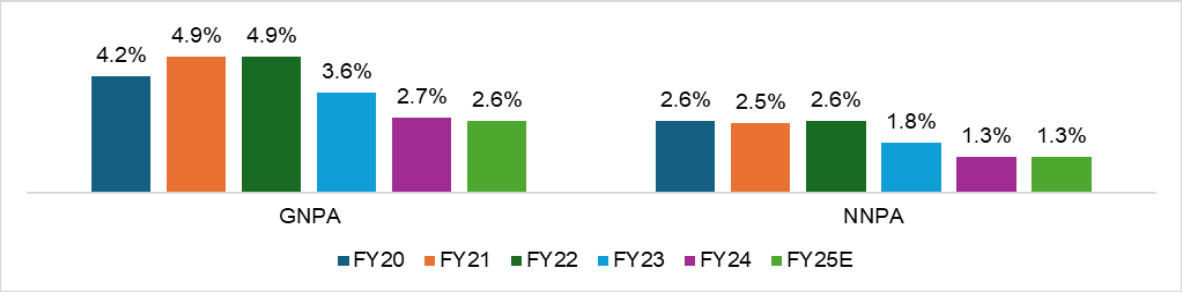
Importance of Liability Management by an NBFC:

Liability Management is an important requirement for any NBFC ensuring there is continuous flow of fund to be used for on lending by an NBFC. Matching liability with asset management helps in financial stability of the NBFC as well as helps in future business planning. It becomes an integral part of effective risk management of an NBFC. RBI as a monitor for country's financial stability also monitors NBFCs asset liability returns. Impact of interest rate sensitivity on an NBFC's portfolio is also monitored by a prudent asset liability framework. Ability of an NBFC to raise liability at duration profile that matches asset side at competitive costs is also a key important factor. NBFCs with better credit ratings (A and above) have been able to consistently raise long term funds from the market during adverse business cycles.

Asset Quality

Asset quality for NBFCs is influenced by various factors such as economic cycle, target customer segment, geographical exposure, and local events. Within the NBFC universe itself, it is observed that various asset classes tend to exhibit heterogeneous behaviour. For example, the asset quality in small business loans and personal loans tends to be highly correlated with the macroeconomic environment. This is because asset quality is more influenced by domestic factors, events that have wide ranging repercussions such as demonetisation and COVID-19 and relative leverage levels amongst borrowers.

Improving asset quality of NBFCs gives more comfort for mid-term growth



Source: RBI, Crisil Intelligence

Note:

For calculating GNPA and NNPA, 100 NBFCs are considered that collectively account for loans and advances of Rs 23,000 billion as on March 31, 2024, The above set excludes PFC and REC Limited.

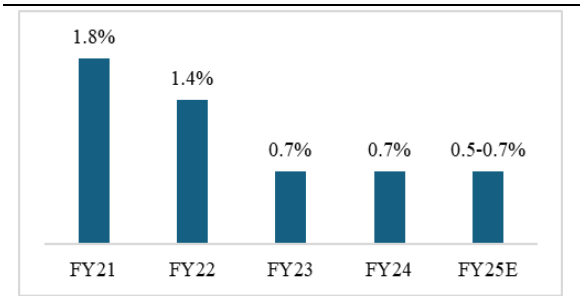
Asset quality metrics improved in FY2023 for two reasons. Firstly, the RBI decision to defer the implementation of the NPA upgradation norm until September 30, 2022, as announced in its circular dated February 15, 2022, provided a crucial breathing space for NBFCs. This circular, which built upon the earlier guidelines issued on November 12, 2021, regarding prudential norms for income recognition, asset classification, and provisioning, had introduced stricter criteria for upgrading loan accounts from NPAs to standard assets. The deferment allowed NBFCs a reasonable transition time to recalibrate processes, revamp their collection infrastructure and teams, and persuade borrowers to align with the new dispensation. Second is the improvement in macro-economic activity, which acted as a tailwind.

Asset Quality for NBFCs improved in FY2024 on account of normalisation of economic activity and improved collection efficiency across segments with the gold segment being an exception. The asset quality of NBFCs continued the improvement trend till March 2024. In FY2025, asset quality improved for all retail segments except for microfinance where overleveraging of underlying borrowers was the key reason for deterioration. Housing, personal loans, vehicle and gold loans recorded improvement in asset quality supported by resilient underlying customer base from the impact of high interest rates as well as tightened monitoring and collection efforts by NBFCs.

In FY2024 and FY2025, credit cost moderately declined on account of improved collections and lower asset quality stress translating to moderate increase in RoA.

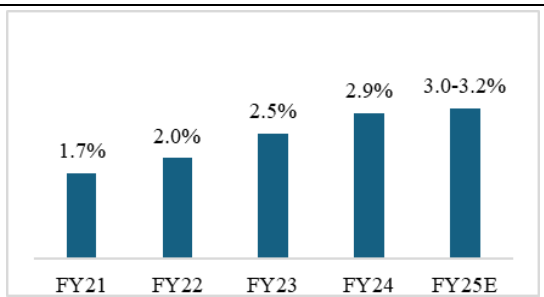
Profitability ratios of NBFCs

Credit costs for NBFCs



Source: Crisil Intelligence

Profitability (RoA) moderately increased in FY2025 for NBFCs



Source: Crisil Intelligence

Note:

Credit Costs calculated on average total assets

Note:

Return on assets calculated on average total assets

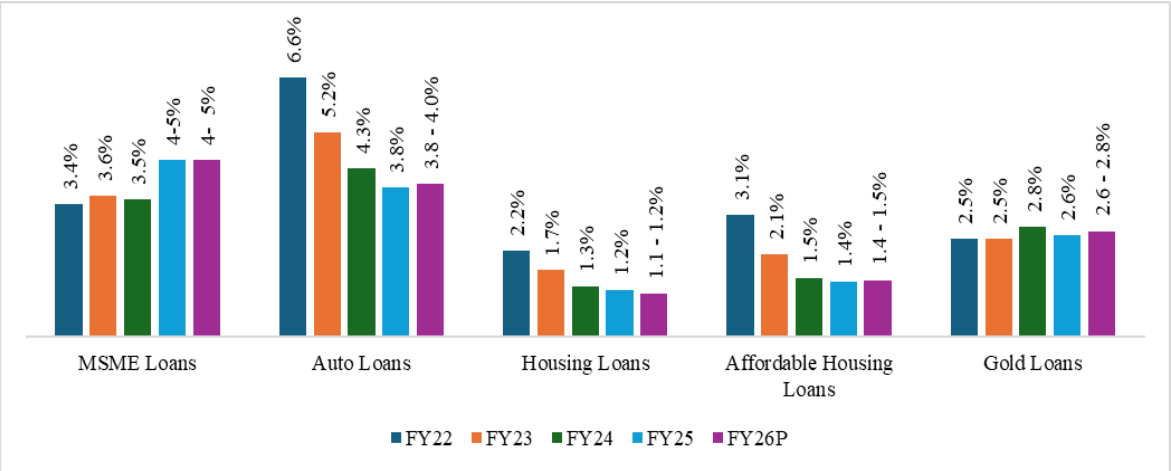
ROA Tree for NBFCs across asset classes

i. Asset Class	ii. Financial Metric	iii. FY22	iv. FY23	v. FY24	vi. FY25	vii. FY26P
viii. MSME Loans	ix. Interest income	x. 14.5 %	xi. 15.5 %	xii. 16.0 %	xiii. 16.9 %	xiv. ~15-16%
	xv. Interest expense	xvi. 5.6%	xvii. 5.7%	xviii. 6.3 %	xix. 6.1%	xx. ~5-6%
	xxi. Credit Cost	xxii. 1.2%	xxiii. 1.3 %	xxiv. 1.7 %	xxv. 2.1%	xxvi. ~1.7-2.1%
	xxvii. ROA	xxviii. 3.3 %	xxix. 3.7 %	xxx. 3.5%	xxxi. 3.4 %	xxxii. ~3.4-3.6%
xxxiii. Auto Loans	xxxiv. Interest income	xxxv. 11.9%	xxxvi. 12.2%	xxxvii. 2.6%	xxxviii. 2.7%	xxxix. ~12.5-12.6 %
	xl. Interest expense	xli. 5.8%	xlii. 5.7%	xliii. 6.4%	xliv. 6.6%	xlv. ~6.3-6.4%
	xlvi. Credit Cost	xlvii. 1.8 %	xlviii. 1.1 %	xlix. 1.9%	l. 1.9%	li. ~1.8-1.9%
	lii. ROA	liii. 1.9%	liv. 2.6%	lv. 2.5%	lvi. 2.5%	lvii. ~2.6-2.7%
lviii. Housing Loans	lix. Interest income	lx. 8.6%	lxi. 9.1%	lxii. 10.0 %	lxiii. 9.8-9.9%	lxiv. ~9.6-9.7%
	lxv. Interest expense	lxvi. 5.6%	lxvii. 5.8 %	lxviii. 6.3 %	lxix. 6.3-6.4%	lxx. ~6.2-6.3%
	lxxi. Credit Cost	lxxii. 0.7 %	lxxiii. 0.6 %	lxxiv. 0.5 %	lxxv. 0.1 - 0.2%	lxxvi. ~0.2-0.3%
	lxxvii. ROA	lxxviii. .5%	lxxix. 1.8 %	lxxx. 2.3 %	lxxxi. 2.2 - 2.3%	lxxxii. ~2.0-2.1%
lxxxiii. Old Loans	lxxxiv. nterest income	lxxxv. 16.4%	lxxxvi. 4.9%	lxxxvii. 6.1%	lxxxviii. 6.4%	lxxxix. 16.1-16.2 %
	xc. Interest expense	xci. 5.6%	xcii. 5.2%	xciii. 5.9 %	xciv.6.3%	xcv. ~6.2-6.3%
	xcvi.Credit Cost	xcvii. 0.2 %	xcviii. 0.1 %	xcix.0.2%	c. 0.7%	ci. ~0.5-0.6%
	cii. ROA	ciii. 5.6%	civ. 4.7%	cv. 5.2%	cvi. 5.0%	cvii. ~4.8-5.0%
cviii. Education Loans	cix. Interest income	cx. 10.2 %	cxi. 10.6 %	cxii. 10.9 %	cxiii. 10.4%	cxiv.~9.9-10.0 %
	cxv. Interest expense	cxvi.5.7%	cxvii. 6.6 %	cxviii. 7.2 %	cxix.6.9%	cxx. ~6.7-6.8%
	cxxi.Credit Cost	cxxii. 0.2 %	cxxiii. 0.2 %	cxxiv. 0.2 %	cxxv. 0.2 %	cxxvi. ~0.3-0.4%
	cxxvii.ROA	cxxviii. .2%	cxxix. 2.2 %	cxxx. 2.4 %	cxxxi. 2.5 %	cxxxii.~2.1-2.2%

i. Asset Class	ii. Financial Metric	iii. FY22	iv. FY23	v. FY24	vi. FY25	vii. FY26P
cxxxiii. Microfinance	cxxxiv. nterest income	cxxxv. 15.8%	cxxxvi. 7.3%	cxxxvii. 8.8%	cxxxviii. 8.2-18.4 %	cxxxix. 17.8-18.0 %
	cxl. Interest expense	cxli. 7.1%	cxlii. 7.2 %	cxliii. 7.4 %	cxliv. 7.4 - 7.6%	cxlv.~7-7.2%
	cxlvi. Credit Cost	cxlvii. 2.9 %	cxlviii. .4%	cxlix. 2.4 %	cl. 8.4-8.6%	cli. ~3.4-3.6%
	cliii. ROA	cliii. 1.2%	cliv. 2.9%	clv. 4.6%	clvi. - 1.0%	clvii. ~1.9%

Note The ratios are calculated on total average assets. Source: Company Documents, Crisil Intelligence

GNPAs for NBFCs across asset classes



Source: Crisil Intelligence, Company Documents, Note: Ratios on average total assets

Note:

As per Crisil estimates for NBFCs. Auto Loan portfolio includes CVs, PVs, two-and-three-wheelers and tractor loan portfolio.

Gold loans

Gold loan growth momentum to continue

Between fiscals 2020 and 2025, the gold loan industry clocked a CAGR of 24.6%, with the portfolio of banks growing faster than that of NBFCs. However, fiscal 2025 saw NBFCs grow 28.2% compared with 27.2% of banks, while the overall segment grew 27.4%, supported by a rise in gold prices, customer addition and tonnage growth, underscoring strong demand.

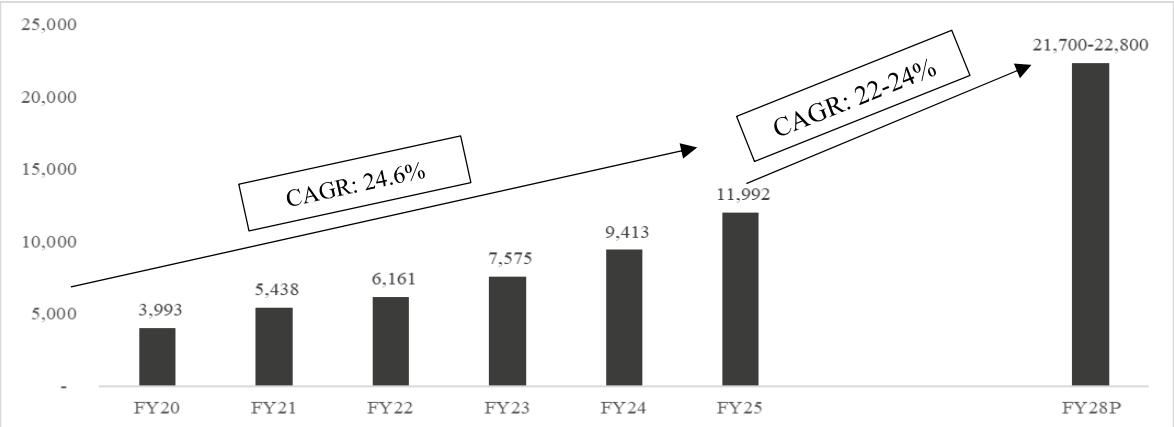
The average gold prices increased 28% over the past 12 months as of June 2025. Further, for top two NBFCs, which accounted for 59% of the NBFC gold loan market as of March 2025, saw the tonnage growth of 4.9% and an 8.3% rise in active gold loan customer, indicating strong demand for gold loans.

Gold loans became a preferred option for financial institutions on account of strong demand for credit amid rising concerns over asset quality and overleveraging in the unsecured loan segment.

Going further, the overall segment is expected to grow by 22-24% between fiscal 2025 and fiscal 2028. Gold loan NBFCs will continue to lose market share to banks amid competition in the segment, although their disbursements are expected to recover. The Reserve Bank of India (RBI) issued revised directions for gold loans

on June 6, 2025, which include changes to the loan-to-value (LTV) limit and credit appraisal. These changes are expected to support sustainable growth, although stricter norms on renewal and top-up may have a moderating effect.

Gold loan AUM to benefit from rising gold prices



Source: Crisil Intelligence

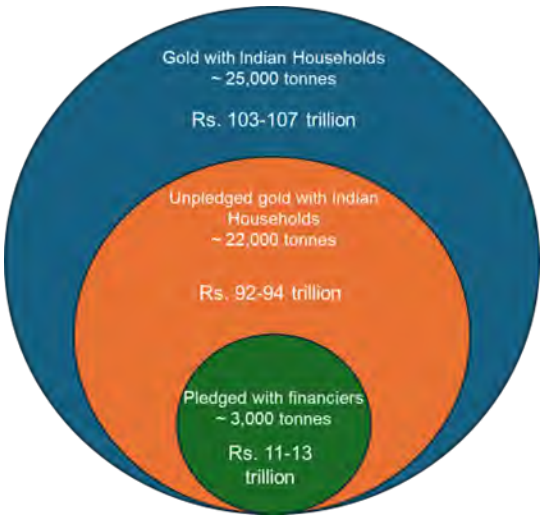
Note:

P- Projected

Gold loan penetration in India estimated to be approximately at 12%

As per World Gold Council, Indian households store approximately ~ 25,000 tonnes of gold with them. Post assuming an LTV of 70-75%, organised gold loan penetration in the country (defined as quantum of gold pledged with organised financiers' divided by total stock of gold in the country) is estimated to be approximately at 12% as of March 2025, which presents a reasonable growth opportunity for players going forward. While low penetration provides an opportunity to grow, gold prices can be a key factor while looking at penetration because in case of increasing gold prices, customers need to keep less gold with the lender for the same amount of loan. Similarly, in case of decrease in gold prices, lenders will ask for more gold to keep as collateral, which would increase the penetration. Crisil Intelligence believes that going forward, gold loan penetration is expected to increase further on geographical diversification, rising branch network and expectations of micro-enterprises using gold loans to fund working capital requirements. Wider acceptance of doorstep gold loan service and online availability of gold loans from leading financiers' is also expected to buoy growth.

Unpledged gold with Indian households presents an attractive opportunity for gold loan financiers (as of March 2025)



Source: Crisil Intelligence

Note:

The above portfolio outstanding number includes agriculture lending by banks with gold as collateral and includes priority sector gold loans given by financiers. Gold Value for above numbers has been taken as Rs. 6,000 per gram.

India's gold loan space witnesses evolving dynamics

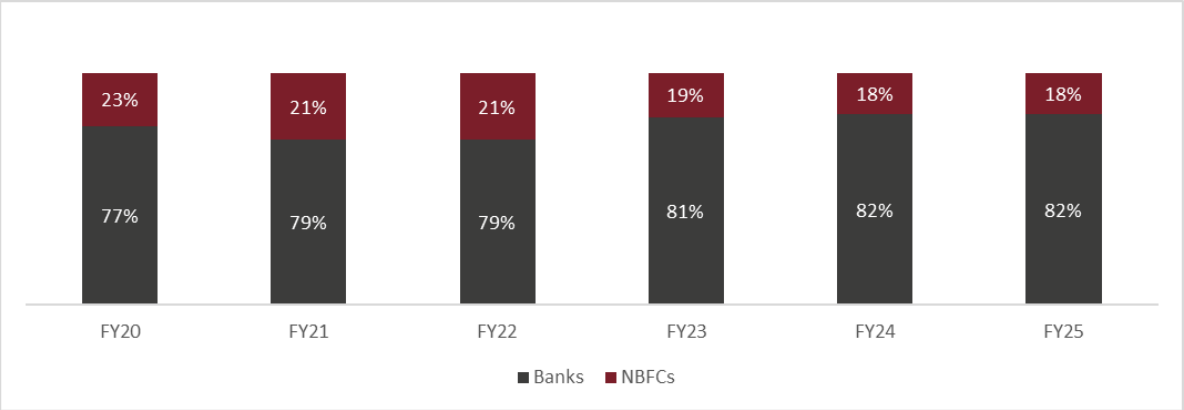
Banks have enjoyed a majority share in the domestic gold loan market historically. After fiscal 2021, despite lowering of the regulatory cap on LTV to 75%, banks continued to grow in the segment, as the country reeled under the impact of the second pandemic wave and subsequent reimposition of lockdowns.

With banks aggressively focusing on the segment, gold loan NBFCs have seen a sustained reduction in their share. Banks are competing in the organized gold loan financing market by focussing on agri-gold loans, which qualify for priority sector lending, along with offering lower interest rates to existing-to-bank (ETB) customers in higher ticket However, gold loan NBFCs compete on turnaround time (as low as 5-15 minutes), service levels and ease of processing, wider and deeper reach geographically.

In FY25, the competition among bank and NBFC witnessed some normalisation. However, the ban on one of the key NBFC benefited some large NBFCs and banks, allowing them to gain market share, which got evenly distributed among all players. Also, lesser availability of unsecured loans for the borrowers in the market created more demand for secured gold loan leading to new customer acquisitions, moderating demand from banks further benefitted the industry players. Going forward, the top NBFCs in gold finance space are expected to register a healthy double-digit growth rate.

However, recent concerns raised by the RBI on irregular practices among NBFCs, including weaknesses in maintaining LTVs, may negatively impact NBFC growth as this may keep delinquencies elevated. The RBI has highlighted the lack of a robust system for periodical LTV monitoring, which is only checked at the time of sanction and not thereafter. This could lead to a shift in market share in favour of banks and other players, posing a downside risk to NBFC growth.

NBFCs face stiff competition as banks are expected to gain market share in coming years



Source: Company Reports, Crisil Intelligence

Note:

The above portfolio outstanding number includes agriculture lending by banks with gold as collateral and excludes priority sector gold loans given by financiers.

NBFCs compete on the basis of operating efficiency, turnaround time, local connect while managing risks

Despite banks having a competitive advantage of offering gold loans at lower cost, gold loan NBFCs have been trying to compete with banks through aggressive expansion of branch and increased focus on customer experience. NBFCs focus more single-mindedly on the gold loans business and have, accordingly, built their service offerings by investing significantly in manpower, systems, and processes as per the needs of the customer, some of which are listed below:

1. **Lower turnaround time and lesser documentation**: The gold loan borrower generally wants to procure the loan as quickly as possible and availability of well-trained and experienced employees in assessment and valuing gold helps NBFCs to disburse loans faster as compared to a bank.

2. **Wider reach and better local connect**: NBFCs have a geographically wider and deeper reach, especially in rural and semi-urban regions, where demand for gold loans is higher

3. **Risk management process**: Most NBFCs have put in place a comprehensive and robust risk management process taking into account their experiences over the years and the key risks in the process including steps taken to prevent fraud, store the gold safely, and recoup losses in case of a loan turning non-performing.

4. **Operational Efficiency:** Gold loan finance requires operational efficiency in storing, securing, transporting and auctioning assets. In fiscal 2025, key gold loan players Muthoot Finance and Manappuram Finance achieved significant growth of 41% and 19%, respectively, in assets under management (AUM) per branch, indicating improved operational efficiency. Since they together account for 59% of the NBFC gold loan market, their performance sets the benchmark for the industry.

Looking to compete more effectively with banks and Fintechs, gold loan NBFCs are expanding their reach and customer base through focused marketing strategies, and also by increasing advertising and employee incentives. They are also working towards ringfencing their high-value customer base (loans >Rs 2 lakh), which is targeted by the banks, and expanding to cater to rural low-income customers. The majority of customer base of gold loan NBFCs, though, remains stable, as banks typically cater to higher ticket sizes.

The gold loan portfolio of NBFCs logged a CAGR of 18.5% between fiscals 2020 and 2025 despite low credit growth of 9.2% in 2023. NBFCs grew their gold loan portfolio at a robust 18.2% in fiscal 2024 and 28.2% in fiscal 2025. Crisil Intelligence, project the gold loan credit growth of NBFCs at 24-26% this fiscal on account relaxation in the revised gold loan framework, rising gold prices and tighter underwriting standards for unsecured and microfinance loans.

The average ticket size of gold loans has increased over the past five years, since higher gold prices have created headroom for incremental credit due to lowering of the LTV ratio. Since the LTV ratio for NBFCs is capped at 75%, the increase in the average ticket size suggests a rise in the gold loan portfolio owing to higher gold prices. Thus, the AUM growth is also led by an increase in ticket size, in addition to higher volumes.

Increase in average ticket size contributed to loan book growth

Average Ticket Size (Rs Lakhs)	FY20	FY21	FY22	FY23	FY24	FY25
Manappuram Finance	0.39	0.45	0.57	0.58	0.59	0.68
Muthoot Finance	NA	0.61	0.69	0.70	~0.83	~0.93
IIFL Finance	0.56	0.59	0.70	0.63	0.90	1.00

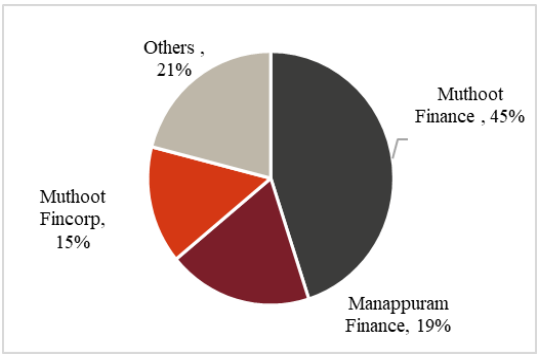
Source: Company reports, Crisil Intelligence

Rising penetration will drive organised gold loans market share

The shift in customer preference to organised players from unorganised ones will also support credit growth, largely because the latter charge exorbitant interest rates and provide little clarity on valuation of gold and the LTV ratio. Also, there is no assurance that the pledged asset will be returned. Crisil Intelligence believes the share of organised financiers will grow on increasing gold loan penetration in the country through geographical diversification and wider popularity of this mode of financing.

Market Share Shift among gold loan players with key players losing considerable market share

Market Share as of Fiscal 2020

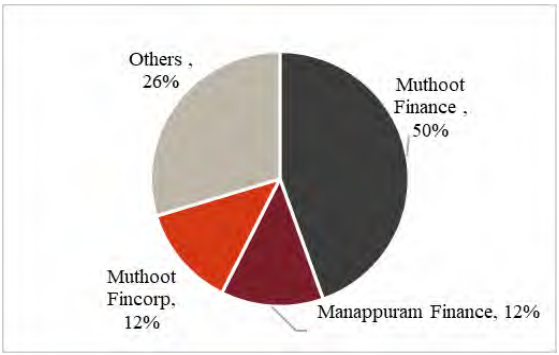


Source: Company Reports, Crisil Intelligence

Note:

The above market share is calculated on total gold loan book of NBFCs.

Market Share as of Fiscal 2025



Source: Company Reports, Crisil Intelligence

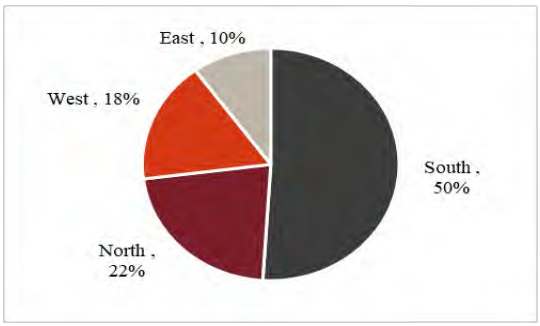
Note:

The above market share is calculated on total gold loan book of NBFCs.

Southern India retains a major share of AUM

Southern India will continue to have a dominant share in AUM of gold loan NBFCs, though the players will increase their penetration in other regions. Changing consumer perception of gold loans, driven by increasing awareness and funding requirements, will give an impetus to the sector in the other regions.

Region wise share of AUM in Fiscal 2025

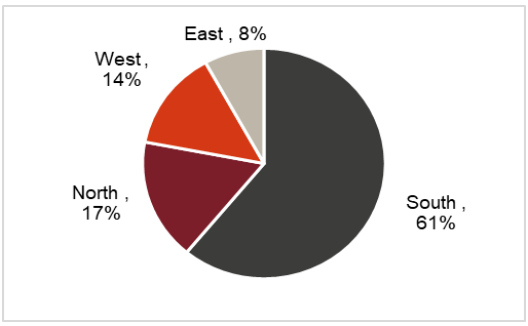


Source: Company Reports, Crisil Intelligence

Note:

Aggregate includes Muthoot Finance and Manappuram Finance.

Region wise share of branches in Fiscal 2025



Source: Company Reports, Crisil Intelligence

Note:

Aggregate includes Muthoot Finance and Manappuram Finance.

According to Crisil Intelligence, southern states accounts for 50-55% of the overall gold loan AUM due to the following factors:

1. Gold owners in the region have better awareness about the utility of the yellow metal as a collateral to raise funds
2. The region has seen the origination and establishment of gold loan franchisees, which have devised simple procedures that ensure quick loan disbursement
3. Though the south continues to dominate, several players have been shifting focus to untapped markets in the eastern and western regions, where there are fewer branches, but they provide an incremental growth opportunity.

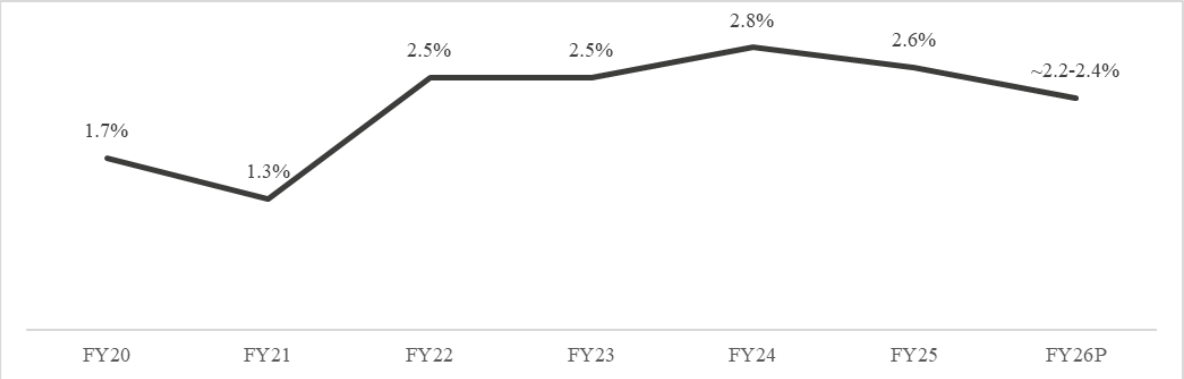
Asset Quality

The asset quality of gold loans deteriorated in the first half of fiscal 2025, with the gross non-performing assets (GNPA) ratio increasing to 3.2% as of September 2024. This was attributed to lenders deferring auctions due to surging gold prices and the emotional attachment of customers to their gold holdings. The decision of some major lenders to adopt a customer-focused approach, supported by adequate cushion from rising gold prices, resulted in higher GNPA levels. Banks' asset quality saw a modest improvement in March 2025, with GNPAs decreasing to 2.6% by the end of fiscal 2025, indicating a slight enhancement in the overall credit quality of the portfolio.

Crisil Intelligence expect the asset quality to remain stable, with a projected GNPA ratio of 2.2-2.4% in fiscal 2026. However, a marginal increase in the GNPA ratio may be anticipated due to the liquidity constraints faced by existing borrowers, which will be required to undergo a fresh credit assessment prior to availing renewal or top-up loans, provided the loans are classified as standard.

However, potential risks to asset quality may arise from the RBI's revised directions, which exempt loans up to Rs 2,50,000 from a detailed credit appraisal, as well as a potential decline in gold prices amid ongoing geopolitical uncertainties, which could impact recoveries from auctions. Furthermore, an increase in the LTV ratio for disbursements could render such loans more susceptible to declines in gold prices. These factors may have a bearing on the asset quality of gold loan NBFCs and, therefore, warrant close monitoring to mitigate potential risk.

GNPA levels are likely to stay high, with a slight improvement forecast for Fiscal 2026



Source: Crisil Intelligence

Note:

P – Projected.

Overview of Real Estate Financing

NBFC's Real Estate Financing Credit book to change direction owing to increasing developer's penetration in the Indian market

Over the past few fiscals, non-banking financial companies' (NBFCs) lending to the real-estate sector has undergone a considerable change in terms of size, complexity, and interconnectedness with the financial sector. Majority of housing finance companies (HFCs) are downsizing their real-estate portfolios due to asset quality concerns, but few are actively expanding and have been able to do well owing to prudent credit quality and monitoring, diversified portfolio books and quality customer sourcing strategy.

Factors affecting residential housing demand post pandemic:

- Supply rationalisation post pandemic
- Pent-up demand and tax incentives
- Concessions in stamp duty
- Sustained economic growth and hybrid working model

Top residential markets witnessed strong momentum in the past few fiscals supported by sustained economic growth and continuation of hybrid working models. Demand has declined in FY25 over high base; expected to revive in next fiscal. Consumers have witnessed affordability hit by sharp capital value appreciation amid high interest rates. Also, on account of the Real Estate Regulatory Authority (RERA), there has been increased demand for RERA compliant houses, which increases the social security of the home buyer that the House possession will be delivered on time.

Rising supply of housing projects helped in housing sales revival post pandemic

Annual Demand[(1)] (msf)	202	184	125	211	262	354	348	368
Annual Supply (msf).....	223	149	111	184	269	409	416	445
Inventory at Fiscal End (msf)	871	835	821	794	802	948	1,015	1,092

YTS[2]	4.3	4.5	6.6	3.8	3.1	2.7	2.9	3.0

Notes:

(1) Demand refers to booking or absorption in the primary market (developer sales) in newly launched as well as under-construction projects; top 7 cities –MMR, NCR, Pune, Hyderabad, Chennai, Kolkata and Bengaluru Opening inventory for FY2019 is 850 msf

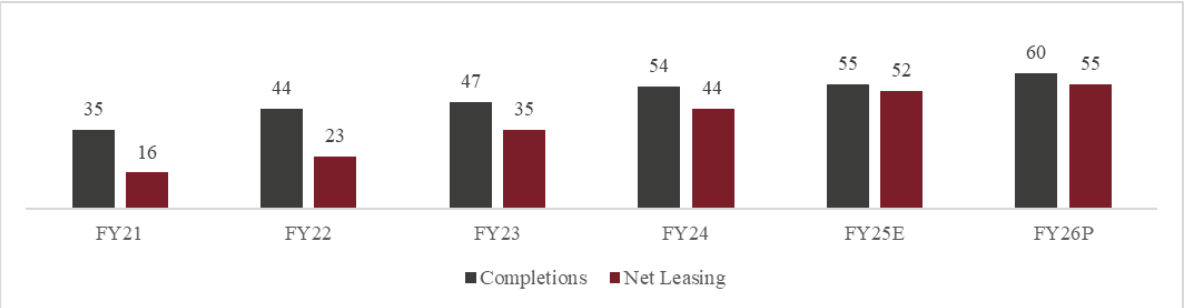
(2) YTS = years to sale, which denotes how many years it would take for the inventory to be liquidated at current pace of demand

Source: Industry, CRISIL Intelligence

Rising supply and demand of commercial real estate projects expected to grow

The commercial real estate market is expected to grow and expand supported by the healthy growth of Indian corporate and start-up ecosystem and their need for office space, strong office leasing trend and advent of the global capabilities centres (GCCs) of the multinationals.

Demand for commercial real estate to reach 62 msf in fiscal 2025



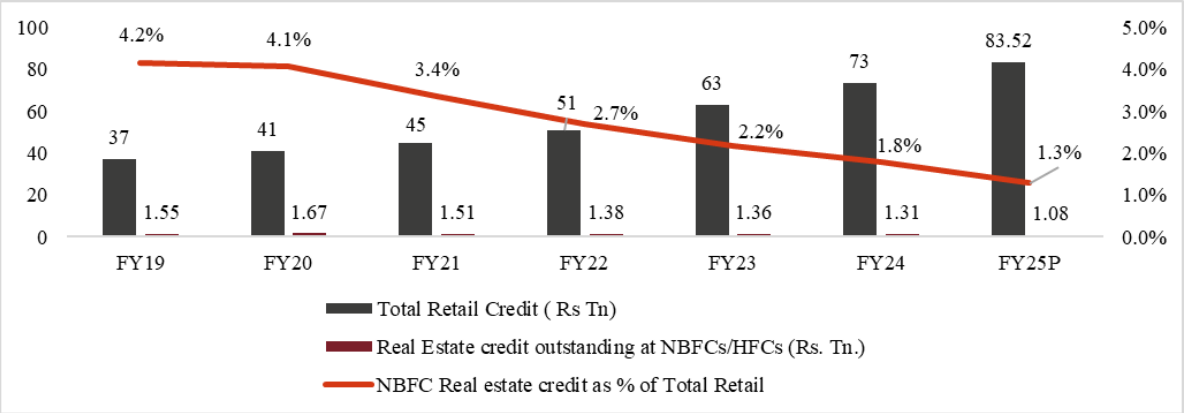
Source: CRISIL Intelligence estimates

Note:

Above numbers are for top 7 cities which account for more than 85% of top 10 cities in India, Top 7 cities include Bengaluru, Chennai, Delhi-NCR, Hyderabad, Kolkata, Mumbai (MMR), and Pune; All figures in msf; E- Estimated; P- Projected

NBFCs were cautious in lending to both the corporate and real-estate sectors. NBFCs have reported a decline in their lending to the segment, as they have been prioritising retail credit over wholesale lending. Volatile asset quality driven by high ticket sizes is the primary reason why these NBFCs have been gradually shedding their wholesale portfolios.

NBFC real estate credit as a % of total retail credit



Source: Company reports, RBI, Crisil Intelligence

NBFCs' real-estate credit is estimated to improve in Fiscal 2026

NBFCs real-estate lending is estimated to decline to ~Rs 1.08 trillion in Fiscal 2025 from ~Rs 1.67 trillion in Fiscal 2020, primarily due to asset quality stress aggravating from pandemic-led lockdowns as real estate industry was already in considerable stress before Covid-19.

The pandemic and its aftermath accelerated the growth of affordable housing market, outpacing other segments. This was fuelled by an uptick in affordable real-estate demand in Tier II and III cities. With a young population demographic, major cities have been burdened to fill the supply-demand gap in housing and commercial real estate. Since the pandemic has now subsided, demand for luxury and prime housing is on the rise. Affordable housing demand, on the other hand, has moderated due to lower affordability within the targeted segment. The traditional funding practices of developers included payments collected at the time of property booking, construction-wise payments from customers or their lenders, developers' own capital and bank or NBFC borrowings. Furthermore, sudden changes in economic and global conditions have rendered projects volatile, elevating the risk of bankruptcies. To address this, the Government of India has promoted a more diversified resource mix for developers, wherein they are introduced to the capital markets to raise capital through real-estate investment trusts (REITs) as an alternative financing source.

With downsizing of wholesale and real-estate lending books being majorly completed in Fiscal 2025 as most of the portfolio transition by NBFCs is likely to have been completed. In Fiscal 2026, the demand is expected to moderate to (10-12%) with increase in demand from TierII and Tier III cities, lower housing finance loan rates on the back of easing repo rates and growing demand of flexible work spaces in India.

The rising real estate prices and a preference for asset-light business models drive the inclination towards leasing over purchasing properties, particularly in sectors like Organised Retail and IT services. Leasing shifts capital expenditure to operating expenditure, eliminating the need for long-term resource raising to support corporate growth plans, in result driving the demand for lease rental discounting loan.

Key Growth Drivers

Rise in urbanization to create demand for residential real estate in urban India: Urbanisation provides an impetus to housing demand in urban areas as migrants from rural areas require dwelling units. In 2020, about 35% of Indian population lived in urban areas of the country and this share of urban population is expected to increase to about 40% in by 2030. This trend in urbanization has pushed the demand for houses in urban areas.

Infrastructure development across India is driving growth in the real estate sector: The development of infrastructure plays a key role in enhancing the demand for residential estate. Infrastructure development leads

to an increase in connectivity through railways, air, and road, reducing commute time. Well planned transportation infrastructure attracts investments and business which further creates demand for commercial and residential real estate. Also, other infrastructure development such medical facilities, educational institutions, entertainment hubs, retail market, business centres, schools, retail outlets etc. promote real estate prices as these infrastructure projects are the most preferred aspect for residential real estate buyers.

Focus on integrated lifestyle especially by millennial buyers: Nowadays, residential real estate buyers, especially millennials, have key preferences for their homes. These residential real estate buyers look for work-life balance and seek residences which offer modern amenities, vibrant communities, and access to leisure and entertainment options. They prefer integrated townships with gated communities which offer a variety of amenities such as fitness centres, swimming pools, and recreational spaces. Due to this, developers today are focusing on offerings to cater these lifestyle-based preferences, resulting in real estate development projects for aspirations and dreams of millennial generation.

Asset quality

Real Estate sector has greater levels of stress than other segments

Overall stress in the real estate segment has remained higher than other segments. Crisil Intelligence estimates the overall stress in the real estate book to be high as commercial real estate showed a deterioration in asset quality. The GNPAs for of non-banks (including HFCs) has moderated marginally during fiscal 2023, however, for few players the GNPAs are being on high double digit due to continued decline in real estate book and no new disbursements. Crisil Intelligence estimates the overall GNPA to have remained on a higher side at 10-12% during fiscal 2024.

Key Risks in the Overall Real Estate Financing Industry

Operational risk in project approvals and construction: Operational risks in real estate financing include project delays due to legal issues, funding shortfalls, or logistical challenges, and construction risks such as poor construction quality, labour shortages, and unreliable contractors. Effective project management, regular monitoring, and contingency planning are essential to mitigate these risks and ensure timely project completion.

Increasing preference towards renting rather than buying: The millennial generation is expected to drive a significant shift in the housing market, with a growing preference for renting over buying homes. The rise of the sharing economy, co-living spaces, and online rental platforms is also contributing to this trend, making it easier and more appealing for millennials to rent rather than buy.

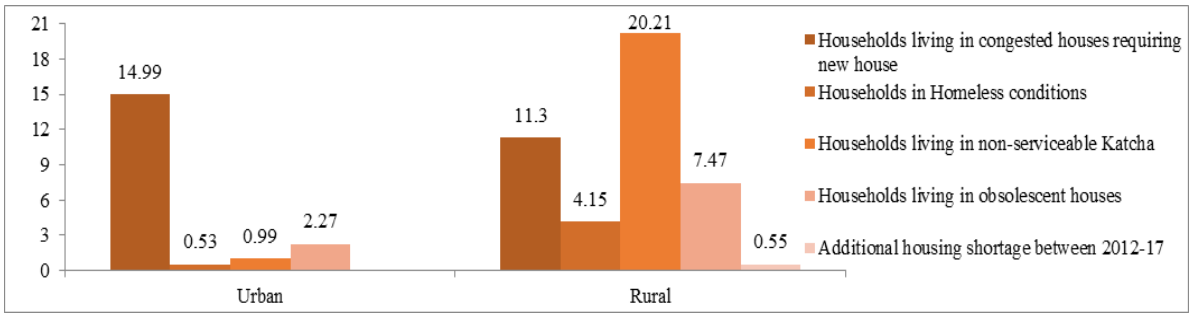
Market and regulatory risks: In the real estate financing industry, market risks such as property price volatility and demand-supply mismatches, combined with regulatory and compliance risks like frequent policy changes and legal non-compliance, pose significant challenges. Effective risk management requires market analysis, adaptive strategies, and strict adherence to evolving regulations to ensure project stability and profitability.

Housing Finance in India

Housing shortage in India

Despite the constant focus on the housing segment, housing in India is far from adequate. The shortage of overall houses (rural & urban regions) is at a very high level at 62.5 million houses (as per twelfth five-year plan 2012-17) due to changing social and demographic pattern in India such as nuclearization of families and rapid growth of urbanisation.

Housing shortage split between urban-rural (2012) – (in million)

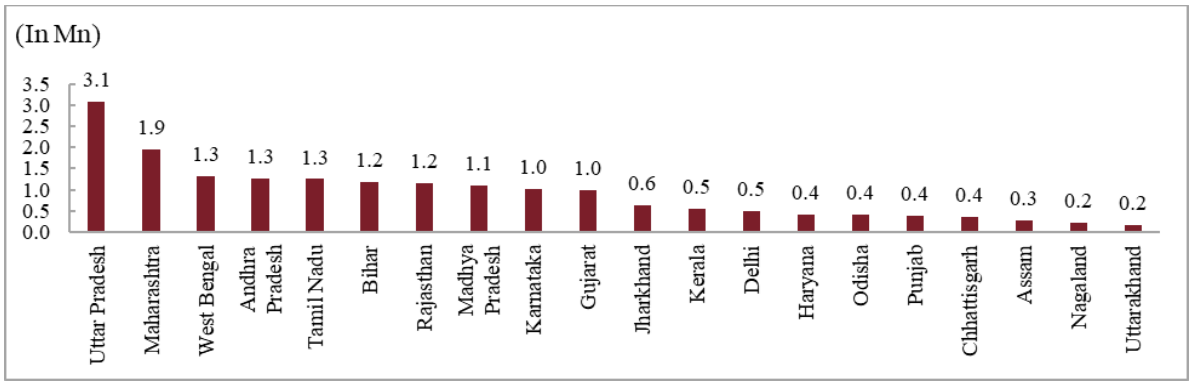


Source: 2012 Estimates, Ministry of Rural development, Planning commission, Crisil Intelligence

76% of total urban housing shortage is contributed by top 10 states (2012)

As per the estimates of the Twelfth Five Year Plan, 10 states accounted for ~76% of the urban housing shortage. Uttar Pradesh has a housing shortage of over 3 million, followed by Maharashtra (1.94 million), West Bengal (1.33 million), Andhra Pradesh (1.27 million) and Tamil Nadu (1.25 million).

State-wise housing shortage (2012)

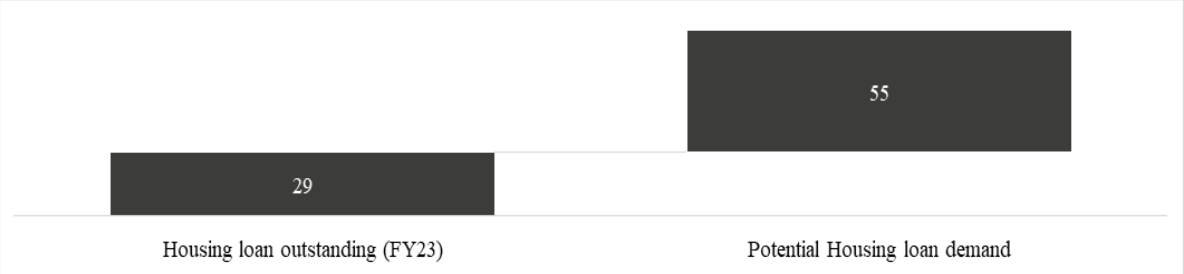


Source: Report of the Technical Urban Group on Urban Housing Shortage (TG-12), Crisil Intelligence

Amongst the top states with high shortage of homes, some states such as Uttar Pradesh, Bihar, West Bengal, Rajasthan & Madhya Pradesh have a lower per capita income, as compared to the national average. This shows that there is significant headroom for growth in terms of increasing per capita income and reducing the housing shortage in the country.

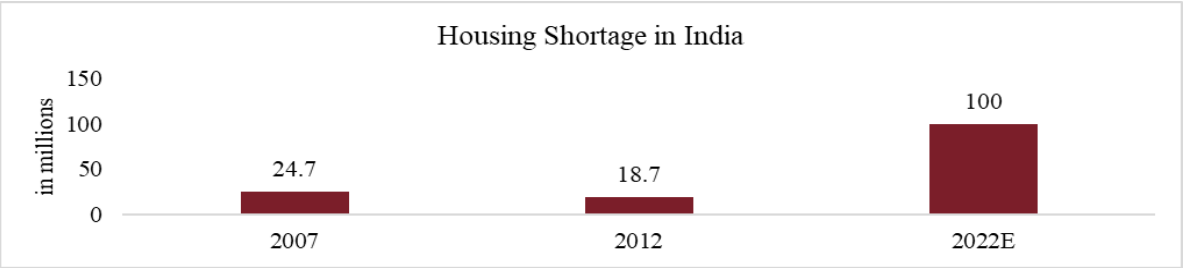
Estimated shortage and requirement of ~100 million houses in 2022

The housing shortage in India has only increased since the estimates at the time of the Twelfth Five-year plan. As per the report of RBI-appointed Committee on the Development of housing finance securitisation market (September 2019), the housing shortage in India was estimated to increase to 100 million units by 2022. Majority of the household shortage is for Lower income group (LIG) and Economic weaker section (EWS) with a small proportion (5-7%) of the shortage coming from middle income group or above. Total incremental housing loans demand, if this entire shortage is to be addressed, is estimated to be in the region of Rs 50 trillion to Rs 60 trillion, as per the Committee report. In comparison, the overall housing loans outstanding (excluding PMAY loans) as of March 2023 is around Rs 28.7 trillion. This indicates the immense latent potential of the market; in case a concrete action is taken for addressing the shortage of houses in the country.



Note:

Housing loan outstanding excludes PMAY loans for FY23, Crisil Intelligence



Source: RBI, Planning Commission, Crisil Intelligence

Note:

E: Estimated

Opportunity for financiers well established in Affordable Housing segment

As per the report of RBI-appointed Committee on the Development of housing finance securitisation market (September 2019), the total value of units to fulfil the entire shortage is estimated at Rs. 149 trillion, out of which Rs. 58 trillion is estimated to be the aggregate loan demand for housing.

Estimates for aggregate demand for Housing

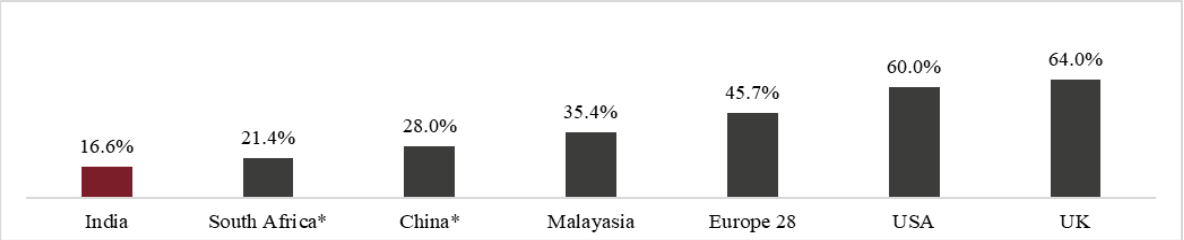
Income Segment	Housing Shortage (in Mn)	Avg ticket size (Rs. Mn)	Value of Units (in Rs. Tn)	LTV	Credit Penetration	Aggregate loans demand (in Rs. Tn)
EWS	45	< 0.75	34	40%	40%	5
LIG	50	1.5 – 5	75	50%	80%	30
MIG & above	5	> 5	40	65%	85%	22
Total	100		149			58

Source: RBI Committee Discussion (Sept 2019), CRISIL MI&A

India's mortgage penetration is lower than other economies

India has very low penetration in terms of housing finance as compared to its rising peers which shows a high potential for expansion of Indian housing finance companies. The Housing finance market continues to face supply constraints from Banks and NBFCs, particularly for the lower income.

Mortgage-to-GDP ratio in India (FY24) compared with other countries (CY18)



Source: HOFINET, European Mortgage Federation, NHB, Crisil Intelligence

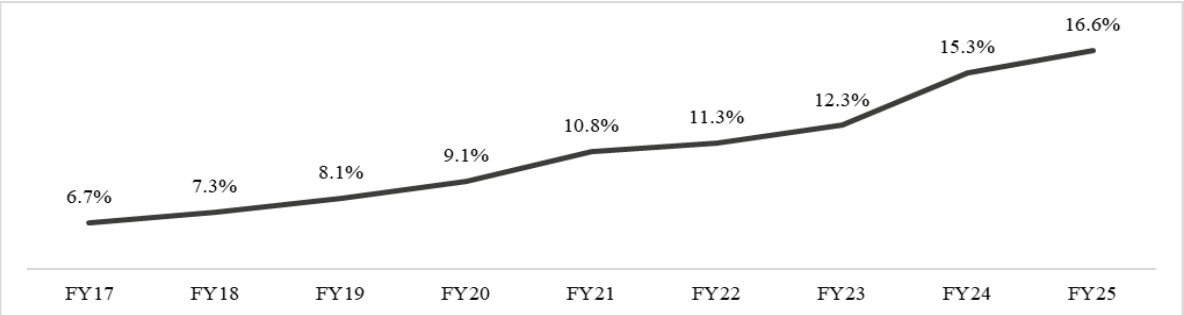
Note:

(*) – As of CY17, Indian mortgage to GDP is for Fiscal 2025 – 16.6%; Europe 28 includes the 28 European Union Member states as of December 2018

Mortgage-to-GDP ratio in India to grow to ~15% by fiscal 2026

In fiscal 2025, India's mortgage-to-GDP ratio stood at 15.3%. Though low compared with other developing countries, it has improved from 12.1% in fiscal 2019. The factors that contributed to the improvement are rising incomes, improving affordability, growing urbanisation and nuclearization of families, emergence of tier-II and tier-III cities, ease of financing, tax incentives, and widening reach of financiers. Given the expected steady growth from fiscal 2024, Crisil Intelligence projects the ratio at ~15% by fiscal 2026.

Trend in mortgage-to-GDP ratio in India



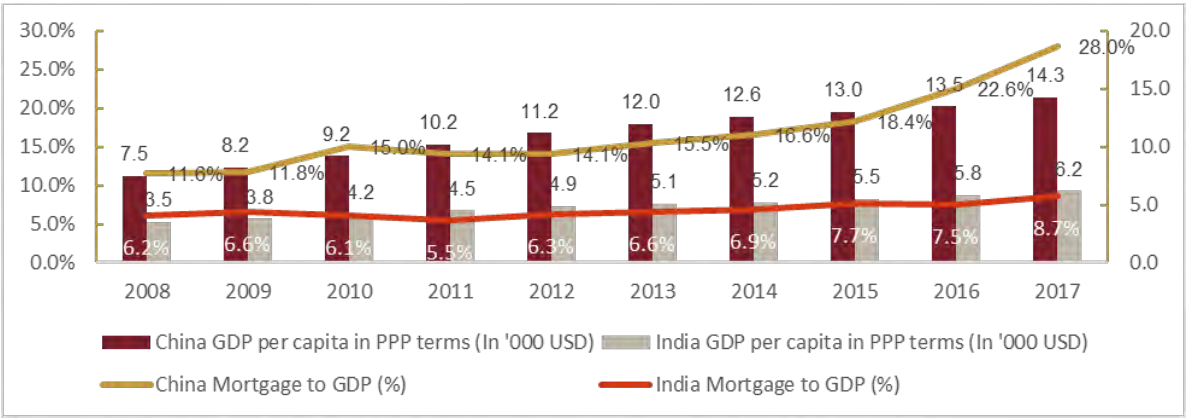
Source: Crisil Intelligence

Note:

P – Projected, Data for mortgage to GDP for India includes both Housing loans and LAP outstanding over current GDP

Rise in per capita income to drive the growth of mortgage penetration in India

The mortgage penetration in China is correlated to the GDP per capita of the country and the mortgage to GDP ratio of China has grown from 12% in 2008 to 28% in 2017. The per capita income of the country has increased from USD 7,500 in 2008 to USD 14,300 in 2017. India has gone through a similar trajectory with mortgage penetration in the country increasing from 6% in 2008 to 9% in 2017 which is correlated to the increase in per capita income of the country from USD 3,500 in 2008 to USD 6,200 in 2017. India’s GDP per capita income stood at USD 8,400 at end of 2022 witnessing significant growth in the past five fiscals.

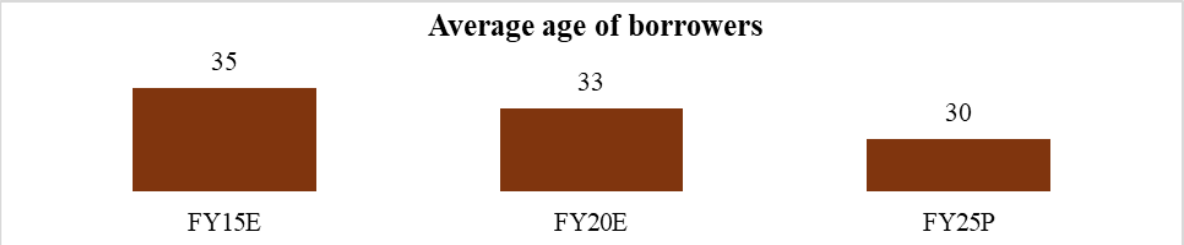


Source – HOFINET, Peoples Bank of China, World Bank, Crisil Intelligence

Shift towards younger age profile for home loan borrowings

Average age of borrowers has been declining over the years and was estimated at 33 years in fiscal 2020. We expect this figure to decline further with growth in salaries and people's strengthening preference for accumulating assets, both for investment purpose and tax benefits, coupled with increased access to formal credit India's demographic profile is expected to favour the Housing industry, leading to growth in the Housing Finance market.

Declining average age of borrowers



Source: Crisil Intelligence

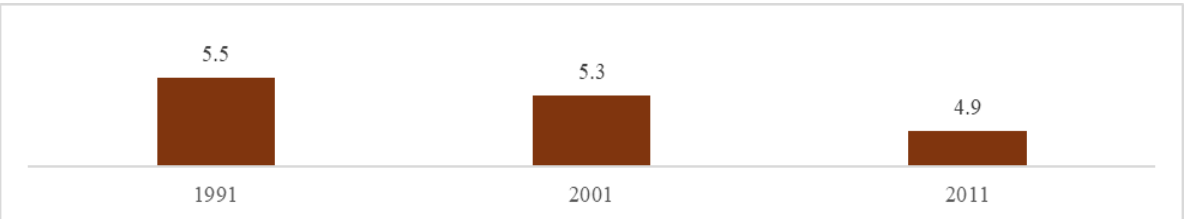
Note:

E – Estimated, P – Projected

Rise in number of nuclear families leads to formation of new houses

Nuclearization refers to formation of multiple single families out of one large joint family. Each family lives in a separate house, while the ancestral house may be retained or partitioned to buy new houses. Nuclearization in urban areas is primarily driven by changing lifestyle of people, individualism, changing social/cultural attitudes, and increased mobility of labour in search of better employment opportunities. These trends are expected to continue in future.

Trend in average household size



Source: Census 2011, Crisil Intelligence

Furthermore, according to the Census 2011, majority of the Indian households live in a one-room or two-room house. According to the NSSO Survey on Housing Conditions conducted in 2012, the average floor area of a dwelling unit was 40.03 sq. m in rural India and 39.20 sq. m in urban India during 2012.

Rising demand for independent houses

Indians traditionally prefer to live in independent houses. The Census Data 2011 also clearly shows that Indians prefer independent housing. However, the increase in population density, especially in urban areas, has increased the demand for flats. This is expected to continue to drive the demand for such homes, which are often self-constructed, especially in the smaller cities.

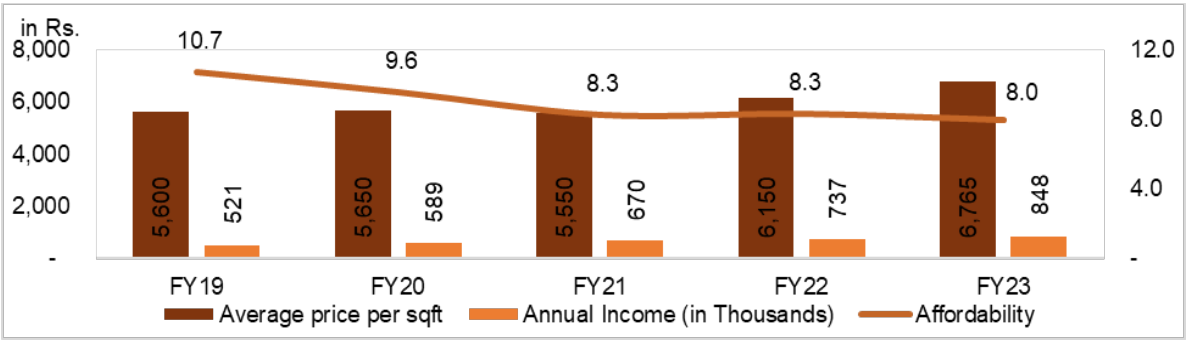
Infrastructure development to boost demand for Real Estate

Government of India has increased its focus towards infrastructural development, which can be seen through the rising allocation towards infrastructural development in the Union budget. The real estate market is impacted by infrastructure growth. Development of new infrastructure such as roads, bridges, airports, smart cities etc., opens up new areas for development and increases the value of existing properties. It also attracts businesses and population growth to an area, which boosts the local economy and supports the real estate market.

Higher affordability

Crisil forecasts that the per capita income will gradually improve with a pick-up in GDP growth and sustained low inflation. This is expected to be an enabler for domestic consumption leading to rise in demand for housing. Further, increase in household savings over the last decade coupled with availability of underwriting and providing credit to the vulnerable or informal segment owing to advancement in technology has also led to higher demand for housing.

Real estate prices are relatively higher though affordability has only improved historically



Source: Crisil Intelligence

Note:

The charts indicate the price per sqft based on top 10 markets -Delhi NCR, Mumbai, Pune, Ahmedabad, Chennai, Kolkata, Bangalore, Chandigarh, Hyderabad, and Kochi, at a Pan India level, the overall prices could be way lower than estimates, Affordability is computed as average price per sqft / annual income

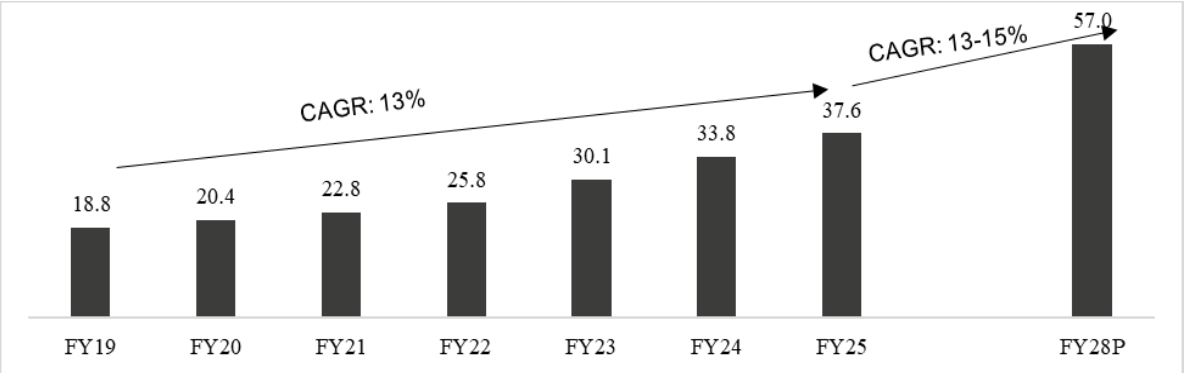
Housing finance market in India to log a CAGR of 13-15% from Fiscal 2025 to Fiscal 2028

The Indian housing finance market clocked a healthy ~12.7% CAGR (growth in credit outstanding) during fiscals 2019 -2025, on account of rise in disposable incomes, healthy demand, and greater number of players entering the segment. Over the past two fiscals, housing finance segment has seen favourable affordability on account of stable property rates and improved annual income of individual borrowers. The overall housing finance segment credit outstanding is ~Rs. 38.5 trillion as of FY25. The overall housing market growth was led by the aspirations of a growing young population with rising disposable income migrating to metro cities and elevated demand in Tier 2 and 3 cities as well. Demand for home loans remained largely unscathed despite a

sudden rise in repo rates. Moreover, the income of the salaried class remained largely intact despite the economic slowdown caused by the Covid-19 pandemic and rise in inflation, thereby allaying lenders' concerns about any deterioration in asset quality.

The Government of India has been pursuing various social welfare schemes and initiatives to enhance the flow of credit to the housing sector and increase home ownership in India. In the Union Budget, 2024-25, PMAY-U 2.0 was announced under which financial assistance was provided to construct, purchase or rent houses at affordable prices. Going forward, Crisil Intelligence expects the overall housing segment to grow at a CAGR of 13-15% from FY25-28.

Housing finance outstanding witnessed a CAGR of 13% from Fiscal 2019 to Fiscal 2025



Source: Crisil Intelligence estimates

Note:

P- Projected

Encouraging and favourable trends in affordable housing finance market (loans up to Rs. 2.0 million); market to bounce back strongly in the long term

The overall size of the affordable housing finance market in terms of loan outstanding was Rs 8.8 trillion as of FY25, constituting around 23% of the overall housing finance market.

Between fiscals 2019 and 2025, the growth in the affordable housing loans has remained subdued, with the segment having witnessed a CAGR of 5% as compared to overall housing loans, which has grown by ~13% during the same time. This can be primarily attributed to a slowdown in economic activity, funding challenges due to NBFC crisis and the Covid-19 pandemic. Further, rise of hybrid work model and working from home along with rising propensity to spend merged with rising standard of living due to rising incomes of individuals has led to an increase in demand for bigger residential homes. As a result, the sale in affordable housing took a beating whereas high-end and mid-segment housing gained the maximum in the last couple of years.

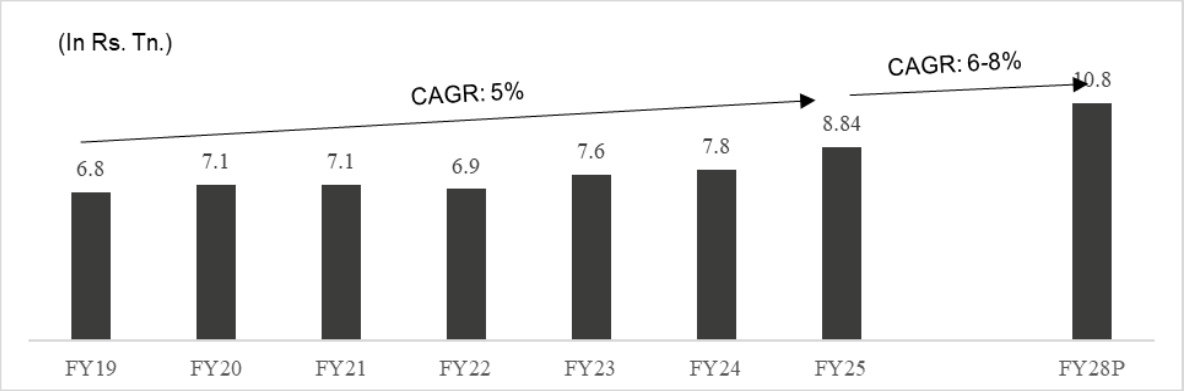
The segment growth was again curtailed by the pandemic’s second wave in the first quarter of fiscal 2022, leading to localized lockdowns by the state governments, which affected economic activities in tier II and III cities. But continued assistance from the government and the central bank, supported by higher demand for housing, and continued penetration in tier II and III cities by affordable HFCs helped the segment recover and bounce back. While the market has grown at a tepid pace in the past 2-3 years, Crisil Intelligence is sanguine on future growth due to the following reasons:

- Government’s increased focus on housing and incentives being given by some state governments such as lowering stamp duties to aid housing demand

- Rising demand for affordable homes as consumers increasingly work out of Tier 3/4 cities in a post-Covid world
- Preference for owning homes seems to be on the rise in the post-Covid world

Crisil Intelligence expects the industry to pick up steam gradually and the affordable housing segment to touch ~Rs 11 trillion by FY28, translating into an 6-8% CAGR between FY25-28.

Affordable Housing finance market to grow at 6-8% CAGR between FY25-28



Source: Crisil Intelligence estimates

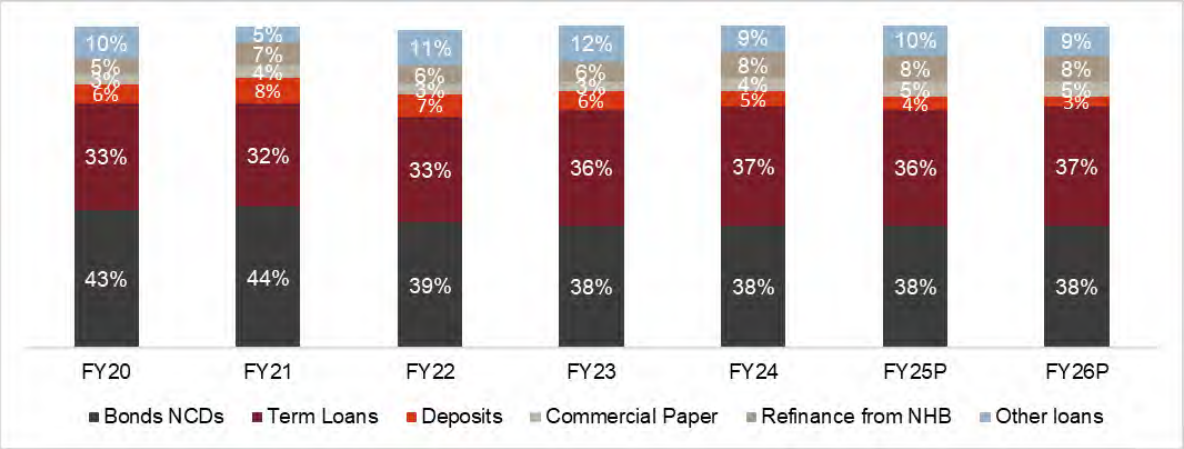
Note:

P- Projected

NCD issuances to remain range-bound in Fiscal 2025 and Fiscal 2026

Non-convertible debentures (NCDs) are HFCs' main source of borrowings. However, their share declined to 38% in Fiscal 2024 from 43% in Fiscal 2020 as heightened rates caused capital-market borrowings to become more expensive. During the same period term loans share increased to 37% in fiscal 2024 from 33% in fiscal 2020 as it was a better alternative in terms of cost from capital market borrowings specially for smaller players. During fiscals 2025 and 2026, expectations of a decline in repo rate will lead to marginal increase in the share of NCD issuances. While the share of bank borrowings might fall between 60-80 bps in fiscal 2025 at ~36% the same is expected to bounce back by 60-80 bps in fiscal 2026 at ~37% as the refinance from NHB will gradually phase out at an average 30 bps in this fiscal and next. Commercial papers will continue to be a source of short-term loans for NBFCs at ~5% during fiscals 2025 and 2026. Companies have been struggling to maintain deposits, and this will be seen as deposits slowly plummeting to 4% in fiscal 2025 and another 70-80 bps in fiscal 2026.

Share of term loans from banks to fall the borrowing mix of HFCs/NBFCs in FY25



Source: Crisil Intelligence

Note:

P – Projected, borrowing mix of overall housing portfolio

Highest Net Interest Income in 5 years reported in FY25 at 3.4%

In fiscal 2025, some housing-finance companies' operating expenses increased due to investments in technology, operational upgrades and inflationary pressures. However, these costs were offset by higher fee income.

Credit cost declined materially by around 30 bps to 0.2% as many large HFCs reversed their provisions during the fiscal on account of improving asset quality. As a result, return on assets improved.

Crisil Intelligence expects interest income to average asset to be around 9.6-9.7% in fiscal 2026 as lenders reduce the yields due to repo rate cuts. Interest expense is expected to drop by only 10-20 basis points to 6.2-6.3% due to slower repricing, leading to a decline in net interest income of 10-15 bps to 3.3-3.4% in fiscal 2026. Credit cost is expected to increase modestly after large reversals in previous fiscals. Overall, return on assets is expected to decline around 20bps to 2.0-2.1%.

Ratios	Y20	Y21	Y22	Y23	Y24	Y25	Y26
Interest Income	9.6%	9.3%	8.6%	9.0%	9.7%	9.6%	9.6-9.7%
Interest Expense.....	7.1%	6.5%	5.8%	6.0%	6.4%	6.3%	6.2-6.3%
Net Interest Income	2.5%	2.8%	2.8%	3.0%	3.3%	3.4%	3.3-34%
Credit Cost.....	0.6%	0.6%	0.6%	0.5%	0.5%	0.2%	0.2-0.3%
ROA	1.4%	1.4%	1.4%	1.7%	2.1%	2.3%	2.0-2.1%

Note: All ratios are based on total assets, Source: Crisil Intelligence

Co lending partnerships between banks and NBFC/HFCs

Co-lending arrangement between Bank and NBFC / HFCs is to extend credit by joint contribution of funds at the facility level by both the lenders and sharing of risks and rewards. The revised Co-lending Model (CLM) put in place by RBI vide notification RBI/2020-21/63 dated 05 November 2020, with intention to improve the flow of credit to the unserved and underserved sector of the economy and make available funds to the ultimate beneficiary at an affordable cost, considering the lower cost of funds from banks and greater reach of the NBFCs / HFCs.

Under the co-lending model banks are permitted to co-lend with all registered NBFCs (including HFCs) based on a prior agreement. The co-lending banks will take their share of the individual loans on a back-to-back basis in their books. However, NBFCs shall be required to retain a minimum of 20 per cent share of the individual loans on their books. (10 per cent share of the individual loans w.e.f January 1, 2026, vide RBI circular dated August 6, 2025). Additionally, banks can claim priority sector status in respect of their share of credit while engaging in the CLM adhering to the specified conditions.

Shift in housing finance landscape post-merger of HDFC Bank and HDFC

Merger of HDFC Bank and HDFC took place in the first half of fiscal 2024 which has led to changes in the dynamics of the retail housing finance market. In fact, the growth of HFCs between fiscals 2019 and 2021 was supported by high growth of HDFC due to its wide geographic reach and market penetration. At end-fiscal 2023 of the Rs 28.7 trillion housing finance market, the share of banks was ~79%, with the balance with HFCs/NBFCs. Some of the key players after HDFC are LIC Housing Finance, Bajaj Housing Finance, Indiabulls Housing Finance, PNB Housing Finance and CanFin Homes.

Following the merger of the two entities, the market share of banks vis-à-vis NBFC/HFC has shifted 80:20 in FY24 from 75:27 in FY19 with banks having majority market share. Further, in terms of HFCs/NBFCs, other large players with favourable funding profile, strong parentage, and capability to invest and expand into newer geographies would gain market share from smaller players. Further this would also open up funding limits for HFCs from banks to lend to the end consumer.

Key Risks in the Overall Housing Finance Industry

Economic Scenario: Any trends or events that have a significant impact on India's economy, including a rise in interest rates, could impact the financial standing and growth plans of HFCs. A decline in the interest rate with strong growth in the economy will boost the purchasing power of people, thus boosting demand for houses and housing loans. When the government introduces rules and regulations such as the Benami Transactions Act, establishes bodies such as the Real Estate Regulatory Authority, or takes decisions such as demonetization, all to control illegal activities and curb black money, demand for housing and housing loans takes a hit.

Insufficiency of data for credit appraisal: Credit-score availability in India is still at a nascent stage despite the presence of credit bureaus. In several cases, borrowers lack formal proof of income documents. This makes it difficult to judge the ability of the borrower to repay.

Liquidity Risk: The apartment culture has still not developed in many of the semi-urban and rural areas, leading to financing of individual properties. This makes it harder to sell a property that is built according to the needs of the borrower. Also, in rural areas, it may become difficult to find a buyer for a repossessed property due to cultural issues. All this leads to liquidity risk.

Collateral Fraud: The rising number of collateral frauds in the sector is becoming a serious issue. As a result, lending institutions are being forced to implement additional control measures, which increase their underwriting expenses.

Delay in project approvals and construction: The cash flows of HFCs are largely dependent on the timely completion of projects in which their customers have bought housing. If the project gets delayed, the borrower may start defaulting on loans. Additionally, project delays also tend to impact growth in the loan book.

Thin spreads in Housing Finance: HFCs face a risk of thin net interest margins due to lower interest rates in the segment as compared to other asset classes like MSME loans, vehicle financing etc. This is further aggravated due to intense competition in the segment among HFCs, banks and NBFCs.

Asset Liability Mismatch: Housing finance faces significant ALM challenges, arising due to inherent mismatch between the long-term nature of housing loans and the shorter-term funding sources used by housing

finance companies (HFCs). This creates a maturity mismatch, where assets have longer durations than liabilities.

MSME Credit in India

Overview of MSME Sector in India

As of March 31, 2022, there are approximately 70 million MSMEs in India contributing to a substantial portion of the national GDP and total workforce. The MSME sector contributes to India's socio-economic development by providing huge employment opportunities in rural and backward areas, reducing regional imbalances, and assuring equitable distribution of national wealth and income. The Government expects that MSMEs' contribution to GDP to increase from 29.2% in FY2022 to 40-50% by FY2030.

MSME segment accounts for ~29% of Indian GDP

Rs trillion	Total MSME GVA	Growth (%)	Total GVA	Share of MSME in GVA (%)	All India GDP	Share of MSME in All India GDP (in %)	Number of MSMEs (in millions)[1]
FY16	41	11.0%	126	32.3%	138	29.7%	63.5
FY17	45	10.9%	140	32.2%	154	29.2%	65.5
FY18	51	13.0%	155	32.8%	171	29.8%	66.5
FY19	57	12.9%	172	33.5%	190	30.0%	68.5
FY20	61[2]	7.6%	184	33.4%	201	30.5%	NA
FY21	54[2]	–12.0%	182	29.7%	198	27.2%	NA
FY22	69[2]	27.1%	214	32.0%	235	29.2%	70.0
FY23	81[2]	8%	246	30.1%	269	NA	NA

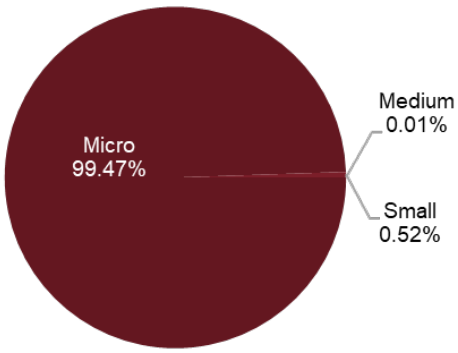
Notes:

(1) Estimated, All India GDP as of current prices

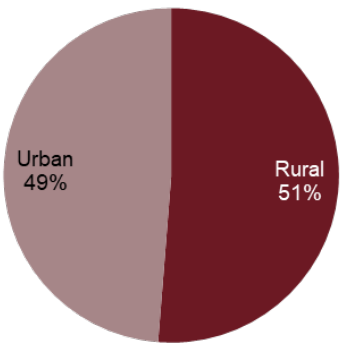
(2) Calculated numbers, Source: MSME Ministry Annual reports, Role of MSME Sector in India- Ministry of Micro, Small & Medium Enterprises

Source: Crisil Intelligence

Micro segment account for dominant share as percentage of total number of MSMEs



Rural region accounts for marginally higher share as percentage of total number of MSMEs

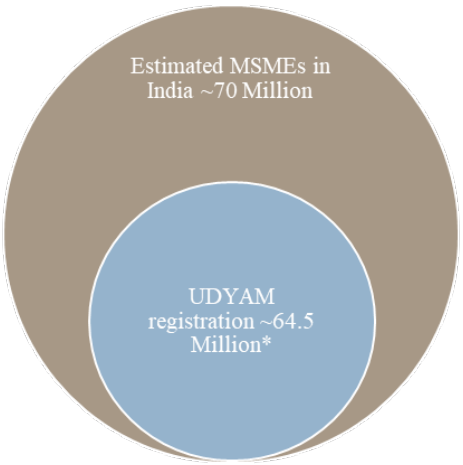


Source: National Sample Survey (NSS) 73rd round dated June 2016, Crisil Intelligence

Formalisation of MSMEs

After the government revised the definition of MSMEs in June 2020, MSMEs that had an existing MSME registration (Udyog Aadhaar Number or UAN), or Enterprise Memorandum ("EM"), were required to re-register themselves under UDYAM. Thereafter, in August 2020, the RBI issued a notification allowing financiers to obtain the UDYAM certificate from entrepreneurs for lending purposes.

There has been a large push for formalization of MSMEs in recent years. In Fiscal 2016, MSMEs registered on the UDYAM portal (similar government portals) were almost 0.5 million, which increased to approximately 64.5 million as of June 8, 2025. A UDYAM certificate will be required by MSMEs for taking benefit of any scheme of the Central government. The UDYAM portal is also integrated with the Government e-Marketplace ("GeM") and the Trade Receivables and Discounting System ("TReDS"), so that enterprises can participate in government procurement and have a mechanism for discounting their bills.



Source: MSME Ministry, Crisil Intelligence

Note:

*As of June 8, 2025

Year-wise and MSME category-wise registration of MSMEs

Year/Category	Fiscal 2016	Fiscal 2025
Micro	421,516	63,986,867
Small	70,866	474,617
Medium	2,631	35,496
Total	**495,013**	**64,496,980**

Source: https://dashboard.msme.gov.in/, Development Commissioner Ministry of Micro, Small & Medium Enterprises (DCMSME), UDYAM Registrations, Crisil Intelligence

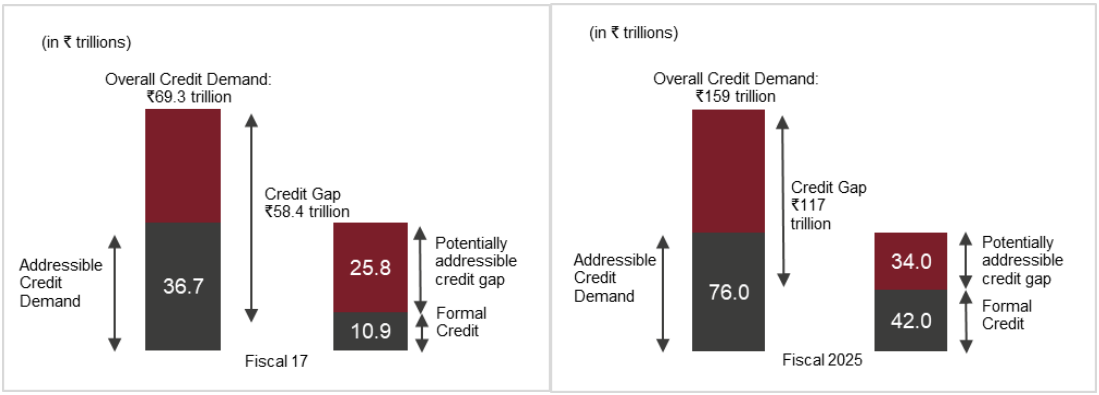
MSME credit gap

An IFC report titled Financing India's MSMEs (November 2018) estimated the MSME credit demand at ₹69.3 trillion in Fiscal 2017, of which only approximately 16% of demand was met through formal financing and consequently, the MSME credit gap (defined as the gap between the demand for funds amongst MSMEs and

the supply from formal financiers) was estimated at ₹58.4 trillion. This gap was met through informal sources including moneylenders, chit funds and personal sources from friends and relatives. The interest rate for these sources generally ranges between 30-60% per annum.

As of Fiscal 2025, the MSME credit demand is estimated to be around ₹159 trillion, of which 27-28% of demand is met through formal financing. Assuming an increase of around 11% annually in the demand for credit and the availability of credit from formal sources, Crisil Intelligence estimates the credit gap to have increased to ₹117 trillion as of Fiscal 2025.

Despite increase in MSME loans outstanding, large credit gap still exists



Source: IFC report on Financing India's MSMEs dated November 2018, Crisil Intelligence estimates

Note:

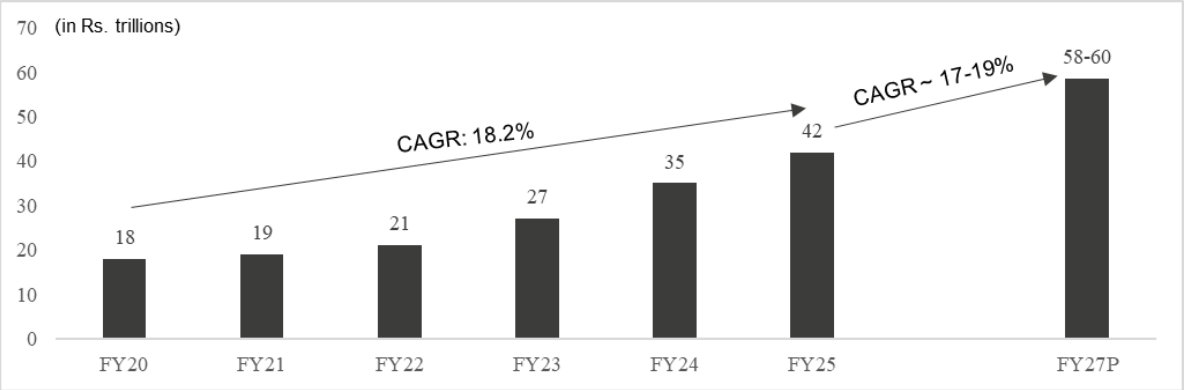
E: Estimated

On the similar lines, as of Fiscal 2025, Crisil Intelligence estimates the total addressable credit demand at approx. ₹76 trillion, out of which current formal financing stands at approx. ₹42 trillion taking the total addressable MSME credit gap to around ₹34 trillion, which needs to be met by Financial Institutions. Crisil Intelligence expects total addressable credit demand to have increased on account of higher bank support; favourable government policies and increased lender focus with tailored products and technological advancements. Technology and use of various data sources are helping lenders analyze cash flow for NTC (New to Credit) MSME customers faster and bring many MSMEs into the formal financing network. Further, this demand is expected to grow as the Government expects MSMEs' contribution to GDP to increase in the coming years.

Overall MSME Credit Outstanding

Crisil Intelligence estimates the total size of MSME lending market across ticket sizes and various player groups (banks, NBFCs, small finance banks, and other formal lenders) to be around Rs. 42 trillion as of March 2025. This market size includes loans taken by MSMEs across various constitution types (sole proprietorships, partnership firms, private and public limited companies, and co-operatives) and the ticket size spectrum, and includes loans extended in the name of the firm/entity/company as well as the individuals in case of micro enterprises or entrepreneurs.

Portfolio outstanding for MSME portfolio to grow at 17-19% CAGR between FY25 and FY27



Source: Crisil Intelligence estimates

Growth drivers for MSME Credit

Large and increasing credit gap in the MSME segment

As per estimates, less than 15% of approximately 70 million odd MSMEs have access to formal credit in any manner as of March 2022. High risk perception and the prohibitive cost of delivering services physically have constrained traditional institutions' ability to provide credit to underserved or unserved MSMEs and self-employed individuals historically. As a result, they resort to credit from informal sources. This untapped market offers huge growth potential for financial institutions. As of Fiscal 2025, the MSME credit demand is estimated to be around ₹159 trillion, of which 27-28% of demand is met through formal financing. Assuming an increase of around 11% annually in the demand for credit and the availability of credit from formal sources, Crisil Intelligence estimates the credit gap to have increased to ₹117 trillion as of Fiscal 2025.

Increased data availability and transparency

With increased digital initiatives by the MSMEs, the shift towards their formalisation and digitisation has created a plethora of data points for lenders that would help improve the efficacy of credit assessment and gradually enable provision of credit to hitherto underserved customer segments. This has created a digital footprint of customers, which can be potentially used for credit decision making, along with other relevant parameters such as customer demographics, business details, credit score, and personal situation of the borrower. Demonetisation and GST have further accelerated formalization of the Indian economy.

Increasing access and faster TAT

Due to availability of multiple data points and technology solutions, the lending process involving documentation, verification and processing of the transactions has evolved and now takes much lesser time. Technology led enhancements such as use of big data analytics and social media campaigns to acquire customers, use of direct and derived variables for underwriting, automated processes, minimum documentations, Aadhar based e-KYC, Account aggregators, flexible repayment options due to simplified real-time digital payments system, have helped in reducing hassles, increasing access to credit for borrowers and faster TAT.

Growth in branch network of players offering MSME loans

Over past few years, players offering MSME loans have expanded their branch network with the intent to serve a larger customer base. Share of borrowers from top cities in India has been on a declining trend indicating that lenders are shifting their focus on MSMEs in rural and semi urban areas. In the future also, Crisil Intelligence expects lenders with a strong focus on MSME lending and healthy competitive positioning to continue to invest

in branch expansion. With increasing branch network, customer acquisition and credit penetration, share of MSME loans is also expected to increase.

Increasing competition with entry of new players and partnerships between them

Lenders are increasing the use of digital platforms to help automate and digitize loan sanctioning process however the borrower is required to possess documents for the initial clearance as stated by the banks. Incumbent traditional lenders will increasingly leverage the network of their partners and/or digital ecosystem to cross-sell products to existing customers, tap customers of other lenders, and also cater to new-to-credit customers. This will expand the market for MSME loans.

Robust government support

The government has special focus on the MSME sector on account of its economic contribution to the economy and number of people employed in the sector. MSMEs in India come under the purview of Government of India, Ministry of MSME, Khadi Village and Coir Industries Commission (KVIC). The government launched Udyam Assist Platform (UAP) on 11th January 2023 to enhance formalization of the economy. As of FY24, 26 million informal micro enterprises have joined UAP to come under the formal economy. Government of India has also introduced a new scheme called 'PM Vishwakarma' aiming to improve the quality of products and services of small artisans and craftsman and ensure that their companies are a part of national and global supply chain. The scheme was launched on 17th September 2023. The initial amount to be disbursed under the scheme is Rs. 13,000 crores for five years from FY23-24 to FY27-28.

Relaxation in the threshold under SARFAESI Act from Rs. 5 million to Rs. 2 million for NBFCs

In the Union Budget 2021-22, for NBFCs with a minimum asset size of Rs. 1 billion, the minimum loan size eligible for debt recovery under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act (SARFAESI) Act, 2002 was proposed to be reduced from the existing level of Rs. 5 million to Rs. 2 million. The objective of this move is to improve credit discipline while continuing to protect the interest of small borrowers. This relaxation is expected to facilitate recovery from stressed books, help the NBFCs to improve their ability to recover smaller loans and strengthen their overall financial health. More importantly, it acts as a deterrent to default and enhances the enforceability of collateral for players focused on the medium ticket size LAP segment with loans of Rs. 2 million – Rs. 5 million.

Inclusion of retail and wholesale trade under MSME category

In July 2021, the Ministry of Micro, Small and Medium enterprises decided to include Retail and Wholesale trade as MSMEs for the purpose of Priority Sector Lending and they would be allowed to be registered on Udyam Registration Portal. The move is structurally positive from long-term perspective, as it will enable entities operating in the segment to register on Government's Udyam portal, participate in government tenders and also avail financing options/ benefits available to the category. This move will also aid in the formalization of India's retail trade and enable financial support to small and mid-sized retail businesses. By widening the scope of MSME to cover wholesale as well as retail trade, this move also creates an additional opportunity for MSME lenders to increase their penetration and business.

Prime Minister's Employment Generation Programme (PMEGP) providing margin money to MSMEs

PMEGP is a credit linked subsidy scheme to provide employment opportunities by establishing new micro enterprises in the non-farm sector where margin money is provided to MSMEs availing loan from banks to set up new enterprises. The maximum margin money provided under the scheme for setting up a new project is Rs 5 million for manufacturing sector and Rs. 2 million for service sector. Geo-tagging for the products and services of the units set up under this scheme has been initiated. This will help the enterprises with creating market linkages.

Credit Guarantee Fund Scheme extended to cover NBFCs

One of the major reasons why MSMEs are credit-starved is the insistence by banks or financial institutions for the provision of collateral against loans. Collaterals are not easily available with such enterprises, leading to a high-risk perception and higher interest rates for these MSMEs. In order to address this issue, the government launched the Credit Guarantee Fund Scheme under the aegis of the Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE) in order to make collateral-free credit available to micro and small enterprises. In January 2017, the scheme was extended to cover systemically important NBFCs as well.

Key success factors for NBFCs offering MSME Loans

- Ability to dive into deeper geographies with a strong branch network: Players need to have a clear and deeper understanding of their target customer segment, the markets they operate in and develop a strong local network. The deeper understanding and presence of inhouse sales team for direct sourcing within the segment also leads to lower customer churn.
- Focussed approach to tap underserved niche borrower segments: MSME focussed lenders need to build a portfolio with deep understanding of the target segment and market. Specific tailor-made lending products for MSMEs with easier data availability to help lenders take a focussed approach.
- Strong underwriting capabilities: MSMEs tend to generally be more impacted by vagaries of the business cycle given their limited financial wherewithal and/or reliance on larger buyers. On account of limited data to support credibility of the MSME borrower, lenders are now using alternate methods of underwriting like cash flow analysis to strengthen their underwriting capabilities.
- On-the-ground presence to manage collections and maintain portfolio quality: Additionally, given that players in the segment also cater to a relatively riskier profile, a strong focus on collections and monitoring risk of default at customer level is vital to manage asset quality. Direct Sourcing allows control over the quality of customers and processes involved for disbursement, which can lead to better asset quality, as compared to other methods of customer acquisition.
- Collateral risk management: Properties that are used as collateral for MSME loans sometimes lack proper property titles, especially in the outskirts of large cities, semi-urban and rural areas.

Overall Secured MSME Portfolio Outstanding

Overall Secured MSME portfolio outstanding is projected to grow by 16-18% over FY2025 - FY2028

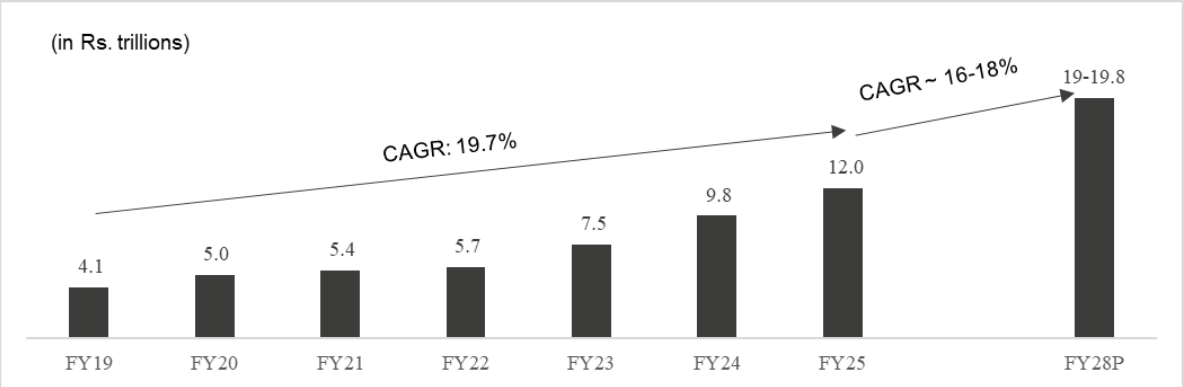
Overall Secured MSME loan segment grew at a strong pace with portfolio outstanding registering a CAGR of ~19.7% from FY19 to FY25. Crisil Intelligence estimates such outstanding secured MSME loans given out by banks and NBFCs to be around Rs. 12.0 trillion as of FY2025. A secured MSME loan can be obtained by mortgaging a residential or commercial real estate with the lender.

In FY2022, overall secured MSME loan portfolio outstanding grew at a slower rate of 6% year on year as MSMEs needed cash for day-to-day activities in the backdrop of global and domestic uncertainties. NBFCs moved towards niche credit assessments without the requirement of property collateral to help provide credit and meet the rapid demand from MSMEs. In FY2023, overall secured MSME loan segment bounced back with 31% year on year growth as economic activity normalised through support of RBI and centre's promotion of Aatmanirbhar Bharat. In FY2024 and FY2025, overall secured MSME portfolio grew at 31% and 23% year on year respectively backed by robust economic conditions and increase in domestic consumption and growth.

Over the last few years, expansion in branch network, more data availability and government initiatives like GST, Udyam, and increasing formalisation of the MSME segment has led to increasing focus of lenders,

especially the NBFCs, on this space. NBFCs/HFCs enjoy a market share of 38% as of March 2025 in overall secured MSME portfolio outstanding.

Overall Secured MSME portfolio outstanding is projected to grow by 16-18% over FY25-FY28



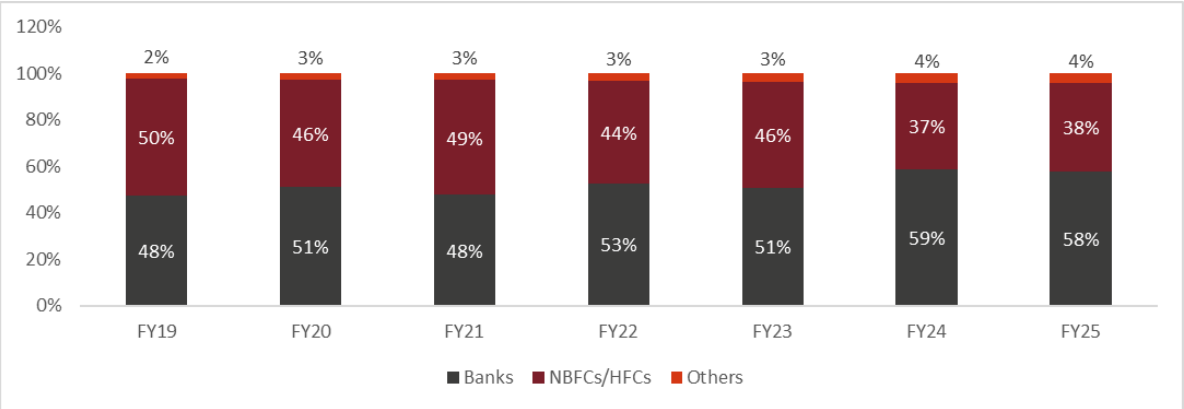
Source: Crisil Intelligence estimates

Note:

P: Projected

NBFCs/HFCs have established a significant presence in MSME loans by prioritizing customer needs, ensuring quick turnaround times, delivering excellent customer service, and expanding their geographic reach.

Share of lender wise portfolio outstanding in overall Secured MSME portfolio outstanding.



Source: Crisil Intelligence estimates

Note:

Banks include public banks, private banks, small finance banks and foreign banks. On account of merger of HDFC Bank with HDFC Limited, share of banks has shown a sudden increase in FY2024.

Potential market for residential property backed secured MSME lending for average ticket size less than Rs. 0.5 million is estimated at Rs. 22 trillion

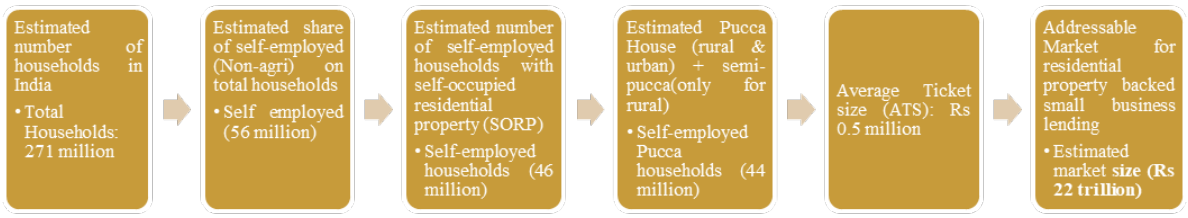
The sheer size of the gap between the supply and demand of credit and the number of enterprises impacted indicates a veritable opportunity in MSME financing. There therefore exists a plethora of players – universal banks, small finance banks, traditional NBFCs, new age fintechs, MFIs, as well as local moneylenders – who try to meet the financing requirements of MSMEs by offering secured or unsecured loans straddling various tenures.

Crisil Intelligence has attempted to decipher the size of the potential opportunity in secured residential property-backed secured MSME lending (hereafter referred to as the Addressable market for secured MSME loans), using data, information and insights at a state-level pertaining to:

- Number of households from NSS 76th round (July 2018-December 2018)
- Self-employed non-agricultural households in both urban and rural areas from Periodic Labour Force Survey (PLFS) dated July 2019-June 2020
- Proportion of self-employed households, which are staying in their own pucca or semi-pucca home (which can be taken as a collateral by financiers) from NSS 76th round (July 2018-December 2018)

Based on our analysis and assumptions detailed in the figure below, small ticket size secured (SORP – Self occupied residential property) MSME lending market potential is estimated at Rs. 22 trillion. Players such as SBFC Finance Limited, Five Star Business Finance Limited, Vistaar Financial Services Private Limited, Veritas Finance Private Limited, Finova Capital, Kinara Capital etc. currently operate in this market; our analysis indicates the Addressable Market available for these players. The top 8 states which includes Uttar Pradesh, West Bengal, Bihar, Maharashtra, Rajasthan, Tamil Nadu, Gujarat and Madhya Pradesh together account for more than 60% of the addressable market**.**

Addressable market estimation methodology for secured MSME loans given to non-agriculture self-employed households with residential self-occupied property as collateral (FY21)



Source: NSS 73rd round (July 2015 – June 2016) and NSS 76th round (July 2018 – December 2018), Crisil Intelligence

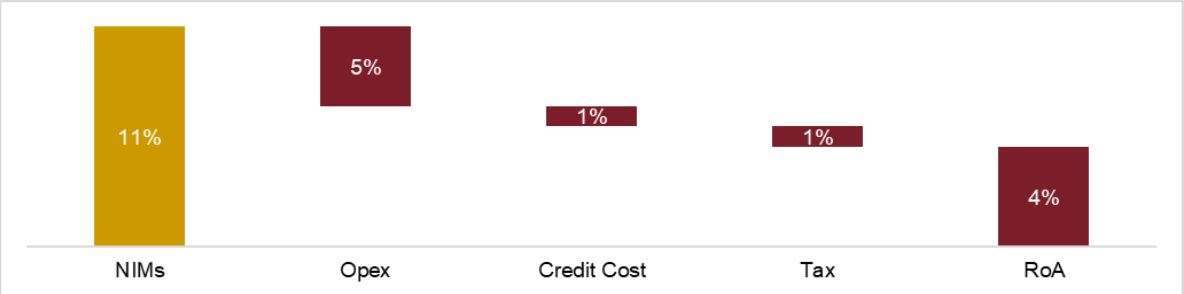
Micro enterprises are estimated to account for 97% of total employment provided by MSMEs in India

As per the National Sample Survey (NSS) 73rd round, micro enterprises are estimated to account for ~97% of total employment provided by MSMEs in India. With small and medium enterprises accounting for 2.9% and 0.2% share respectively. As per the survey, 45% of these employees are present in the rural areas while 55% are present in the urban areas.

NBFC profitability in MSME lending

NBFCs in MSME segment operate with yield in the range of 18-20%, on an average with a ticket size of ~ Rs. 19-20 lakhs at the time of disbursal. With cost of funds being in the range of 8-9%, net interest margins (NIMs) for this segment are in the range of 11-12%. Crisil Intelligence estimates the profitability in this segment to be at ~4% (RoA) as of Fiscal 2025 owing to increase in interest yields.

Profitability of MSME financing NBFCs (FY25)



Source: Crisil Intelligence

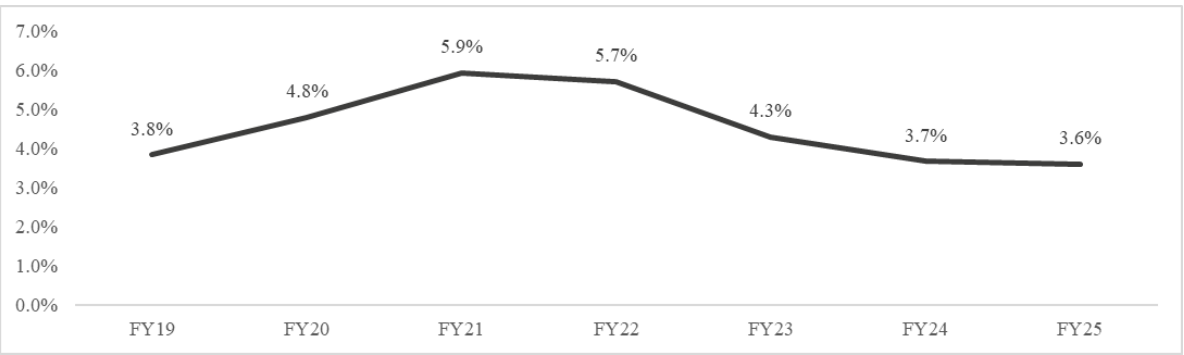
Note:

The above ratios are calculated on total average assets for MSME focussed NBFCs based on their overall portfolio. Profitability estimated for FY25.

Asset Quality

Asset quality for all lenders deteriorated in Fiscal 2021 due to the pandemic where income of the borrowers was impacted which led to rise in GNPA numbers. With continued improvement in economic activity, better collection efficiency and strong credit growth, GNPA level started improving. As of Fiscal 2025, the GNPA ratio for overall secured MSME loans stood at 3.6%.

Asset Quality of secured MSME portfolio



Source: Crisil Intelligence estimates

Threats and challenges in MSME loan segment

MSME lending segment is expected to witness a rapid growth in the upcoming fiscals, however, there are a few risks associated with lending to this segment.

- **Inadequate credit history of borrowers:** Generally, small borrowers often lack credit history which is necessary for underwriting. Additionally, they do not have the financial capabilities to invest in maintaining proper accounts due to which it becomes difficult for lenders to assess their creditworthiness.
- **Borrowers susceptible to policy and regulatory changes**: Owing to the highly dynamic industry environment, MSMEs are vulnerable to policy and regulatory changes to which they might not have a capability to cope with.
- **Borrowers lack liquidity and are vulnerable to cash flow challenges**: MSMEs often face delays in payments which significantly impact their cash flow cycle and in-turn impact their repayment behaviour.

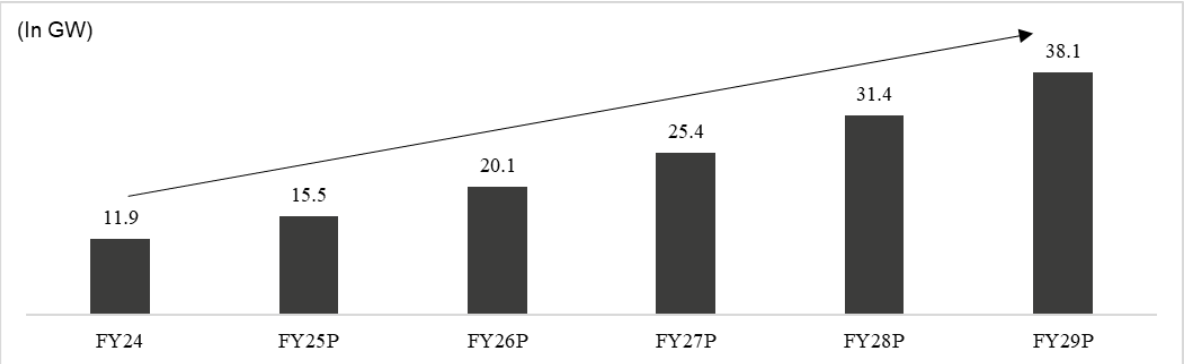
- **Borrowers are unable or unwilling to share all information**: Borrowers usually do not have all the required information available because of which lenders cannot assess the borrowers in a better manner.
- **MSMEs lack of adaptability to technological changes**: As technological environment is dynamic in nature and keeps on changing, it is tough for MSMEs to keep up with changes owing to lack of capital and hence face the risk of getting outdated.
- **Inadequate financial literacy**: MSME owners often lack financial expertise. The lack of financial literacy may lead to poor financial planning.

Rooftop Solar Financing

Rooftop projects are small-scale solar photovoltaic (PV) installations on roofs of buildings. Rooftop projects may or may not be connected to the grid.

As per Crisil Intelligence, the rooftop solar market is expected to experience rapid growth, with a CAGR of ~26%, reaching 38 GW by Fiscal 2029. This growth is driven by factors such as increased consumer awareness, technological advancements, and supportive government initiatives, including subsidies. Additionally, global solar module prices reached a historic low of $0.22 per watt-peak (Wp) in Fiscal 2024, and continued to decline in fiscal 2025, reaching $0.13/wp, stimulating growth in solar capacity.

Solar rooftop capacities to grow by ~26 GW over the next five years, Surya Ghar Yojana to be an additional boost



Source: Crisil Intelligence

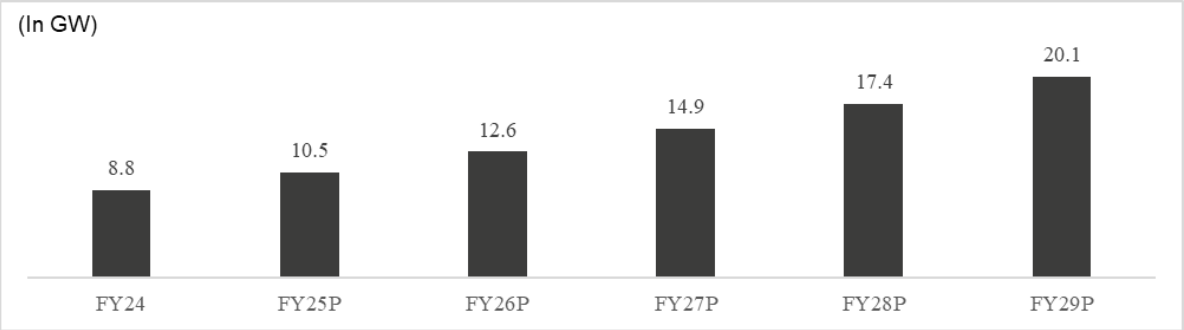
Note:

P- Projected, Include residential, commercial and industrial installation

Regulatory support and recent policies to drive sector; project economics to drive additions from commercial and industrial (C&I) base

The central government's aim to achieve 40% of the 100 GW generation capacity target under the National Solar Mission (NSM) from the rooftop segment by 2022 fell short by ~31 GW. Hence, favourable policy plays a key role in driving additions. The government allocated a budget of Rs 100 billion toward solar programme in FY25 in July 2024. This was 110% more than FY24 RE allocations. The government further allocated Rs 62.5 billion in FY25 BE towards PM Surya Ghar Yojna. This is equivalent to 1.9-2.1 GW of residential rooftop additions in fiscal 2025. The cost of generating solar power from rooftop projects is estimated to be Rs 3.5-4.5 per unit (without availing accelerated depreciation). C&I consumers are best placed to claim accelerated depreciation benefits and increase their project returns/reduce generation cost. This segment includes high-tension consumers and commercial consumers such as malls, hospitals, government establishments and high-consumption group residential complexes.

Commercial & Industrial segment to witness 18% CAGR growth between FY24 and FY29



Source: Crisil Intelligence

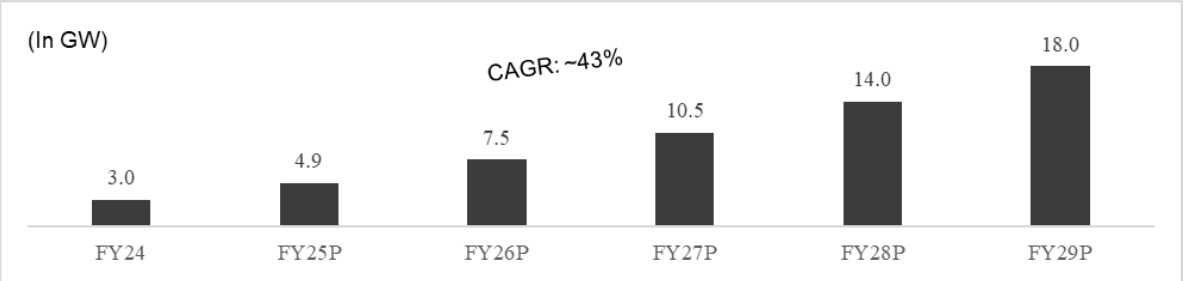
Note:

P- Projected, Include commercial and industrial installation

Surya Ghar Yojana kickstarts residential rooftop segment

The newly launched PM Surya Ghar Muft Bijli Yojana in 2024 will likely boost residential offtake of solar rooftop, specifically by addressing cost hurdles. The government emphasized to provide for the installation of solar panels to ten million households. It will provide subsidy for installing rooftop solar for residential houses, which will help save money on electricity bills. This scheme is expected to drive ~15 GW of residential rooftop additions over the next five fiscals, taking the installed base to ~18 GW in fiscal 2029 from 3 GW in fiscal 2024. In addition, the Indian government has also mandated public sector utilities under the power ministry to equip all buildings under central government administration with solar rooftops by 2025, as part of the PM Surya Ghar Yojana scheme.

Residential segment to witness 43% CAGR growth between FY24 and FY29



Source: Crisil Intelligence

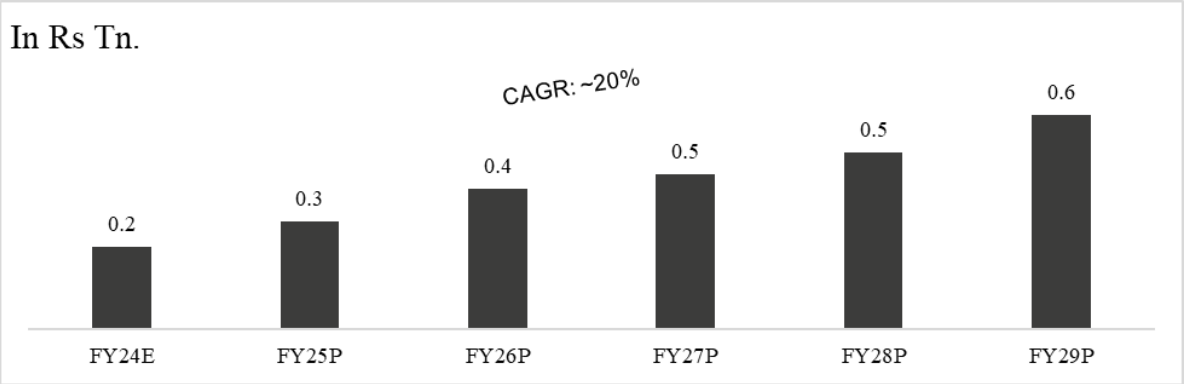
Note:

P- Projected

The Indian solar rooftop market is poised for exponential growth, driven by increasing adoption of renewable energy, declining solar panel costs, and supportive government policies. The Indian solar rooftop market is expected to reach ~38 GW by FY29 in terms of capacity installation, with a potential financing requirement of ~Rs. 0.6 trillion. Both residential and commercial & industrial segments offer a significant financing opportunity for banks and NBFCs. As the market continues to evolve, financing will play a critical role in driving the adoption of solar rooftop projects. Various banks and NBFCs have registered to provide financing for solar rooftops under the scheme. These players are offering loans at fixed and floating rates of interest and for maximum tenure of 5-10 years. As per Crisil Intelligence estimates, Indian solar rooftop financing market,

valued at ~Rs. 0.2 trillion in FY24, is expected to grow at a CAGR of ~20% by FY29, presenting a significant opportunity for banks and NBFCs.

Financing market for Solar Rooftop expected to grow at a CAGR of ~20% by FY29



Source: Crisil Intelligence

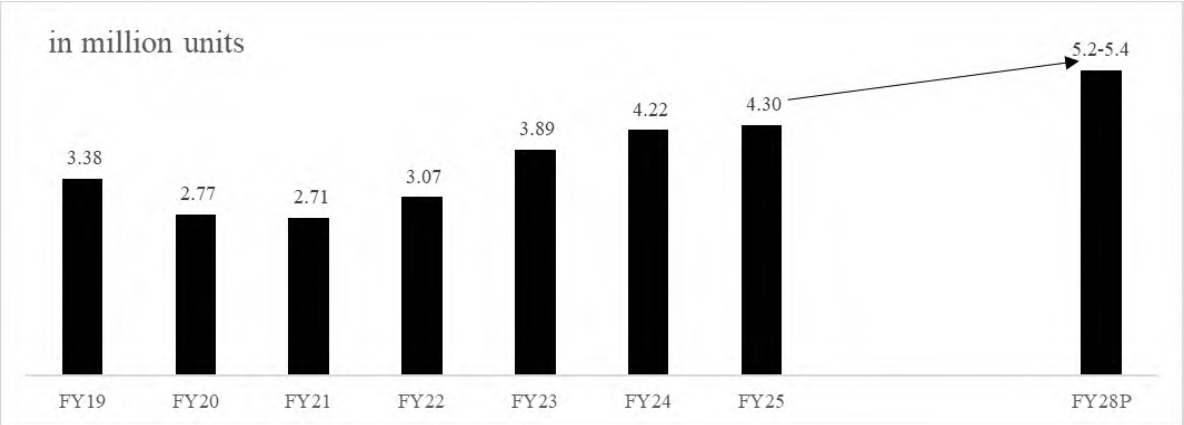
Note:

E- Estimated, P- Projected

Car Loan Distribution

Passenger vehicles sales expected to grow at 6-8% between Fiscal 2025 and Fiscal 2028

Domestic Sales of Passenger Vehicles are expected to grow at ~6-8% from Fiscal 2025 to Fiscal 2028



Source: SIAM, Crisil Intelligence

Note:

P: Projected

Passenger vehicles (Cars, Utility vehicles and Vans) sales witnessed a decline for two consecutive years due to the pandemic, decreasing by 17.80% and 2.20% in Fiscal 2020 and Fiscal 2021 respectively. Overall passenger vehicles sales grew at a restricted growth rate of 12.96% in Fiscal 2022. In Fiscal 2023, passenger vehicle sales improved on account of easing supply of semiconductors and higher production of vehicle variants with lower chip requirement. Passenger Vehicle sales further grew in Fiscal 2024 and Fiscal 2025 to reach at 4.3 million units and is expected to grow by 6-8% till Fiscal 2028 over a high base of Fiscal 2025. The growth is attributable

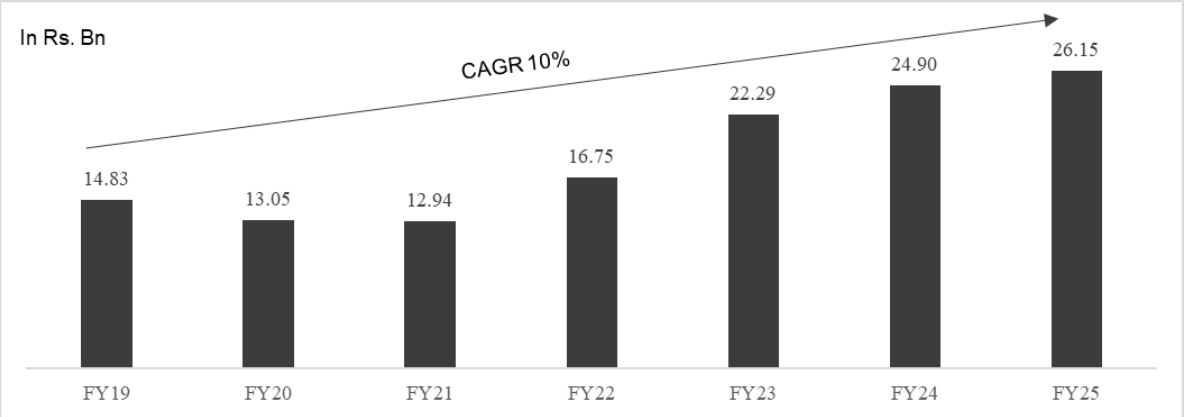
to healthy demand of existing UV models along with good performance of newly launched UV models by market leaders with well-developed dealer network.

Total Addressable Market (TAM) for Car Loan Distribution

The Total Addressable Market (TAM) for car loan distribution in India is shaped by rising vehicle sales, increasing financing penetration, and growing consumer aspirations for personal mobility. NBFCs with their customer base and connects in Tier-2 and Tier-3 industries can successfully connect customers with banks which are offering car loans as per their requirement. Banks are also eager to participate with such players as it alleviates their customer sourcing cost while getting good potential customers thereby reducing turnaround time for them. NBFCs benefit in terms of being able to service customers in better ways while also generating additional fee income for them. They are also able to service their current customers with known credibility with appropriate bank loan offers through their branches. For customers this process ensures quick turnaround and better car loan interest rates.

Crisil Intelligence expects total addressable market for new car loan distribution to be around Rs. 26.15 billion as of Fiscal 2025. The sector remains highly lucrative, offering significant opportunities for players to meet the evolving financing needs of Indian consumers.

Total Addressable Market for Car Loan Distribution in India



Source: Society of Indian Automobile Manufactures (SIAM), Crisil Intelligence

Note:

The above numbers include TAM for new passenger vehicles only. The Total Addressable Market has been derived post considering yearly passenger vehicle sales, finance penetration, Loan to Value of new passenger vehicles as well as commission charged by players.

Channel Mix for Car Loan Distribution (Dealer vs non-dealer category)

The car loan distribution landscape in India is broadly segmented into dealer-based channels and non-dealer-based channels. Each segment has its unique characteristics, advantages, and role in the overall ecosystem.

For major banks like HDFC Bank, Axis Bank, Kotak Mahindra Bank Limited, approximately 35% is through dealers and rest 65% is through Branch walk-in's, digital platforms and direct sales team.

For NBFCs approximately 60% is through dealers and rest 40% is through Branch walk-in's, digital platforms and direct sales team.

Growth Drivers for Car Loan Distribution

Rising Disposable Income and Affordability

As household incomes increase, especially in Tier 2 and Tier 3 cities, consumers are more willing to purchase vehicles. This has led to greater reliance on financing options for affordability, particularly for first-time buyers. Increasing financial literacy and awareness about EMI schemes further boost car loan adoption.

Expansion of Vehicle Ownership in Rural and Semi-Urban Markets

The demand for vehicles in rural and semi-urban areas is on the rise due to improving road infrastructure, better connectivity, and higher agricultural incomes. Financial institutions and NBFCs are capitalizing on this trend by offering customized loan products, making vehicles accessible to underserved regions.

Competitive Loan Offerings by Financial Institutions

Banks, NBFCs, and fintechs are aggressively competing to capture the growing car loan market. This competition has resulted in attractive loan terms, such as lower interest rates, flexible repayment tenures, and zero processing fees, making car loans more appealing to consumers.

Technological Advancements in Loan Processes

The adoption of artificial intelligence (AI), big data, and machine learning has enabled lenders to assess creditworthiness faster and offer personalized loans. Instant approvals and real-time tracking of loan applications have significantly improved customer experience.

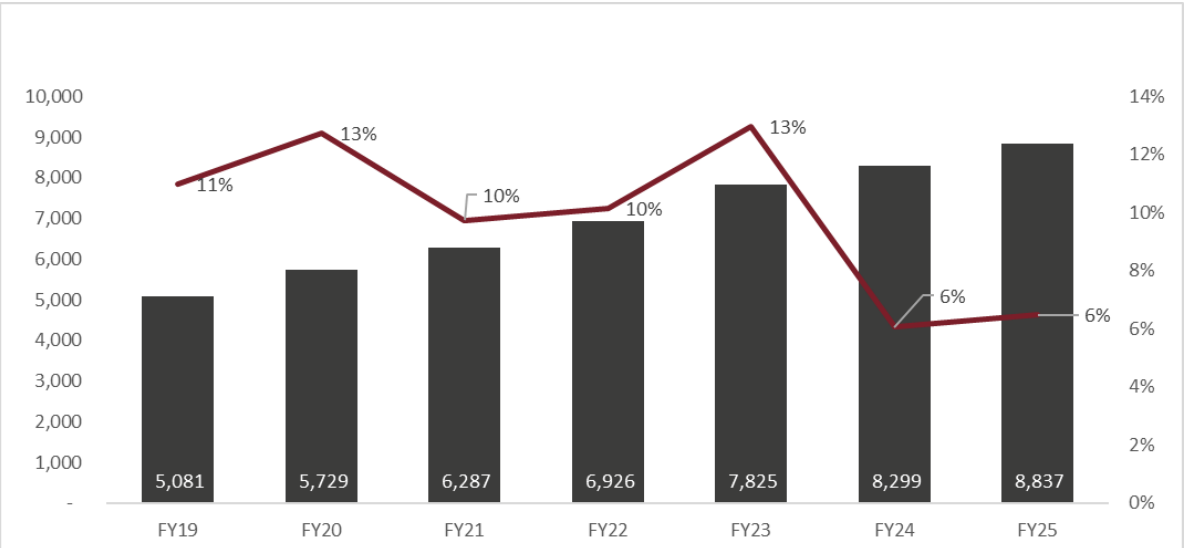
Insurance Distribution

Life Insurance Industry

Total premium has grown at 10% CAGR in last six years from Fiscal 2019 to Fiscal 2025

The life insurance premium has grown at a 10% CAGR between fiscals 2019 to 2025. Double-digit growth in premium can be attributed to expansion of the distribution network, rapid digitisation in the sector and development of new products led by COVID-19 pandemic, introduction of different government schemes and financial inclusion drives (Jan Dhan Yojana, etc). These factors have increased awareness about the need for insurance and propelled industry growth.

Strong growth in total premium for the life insurance industry



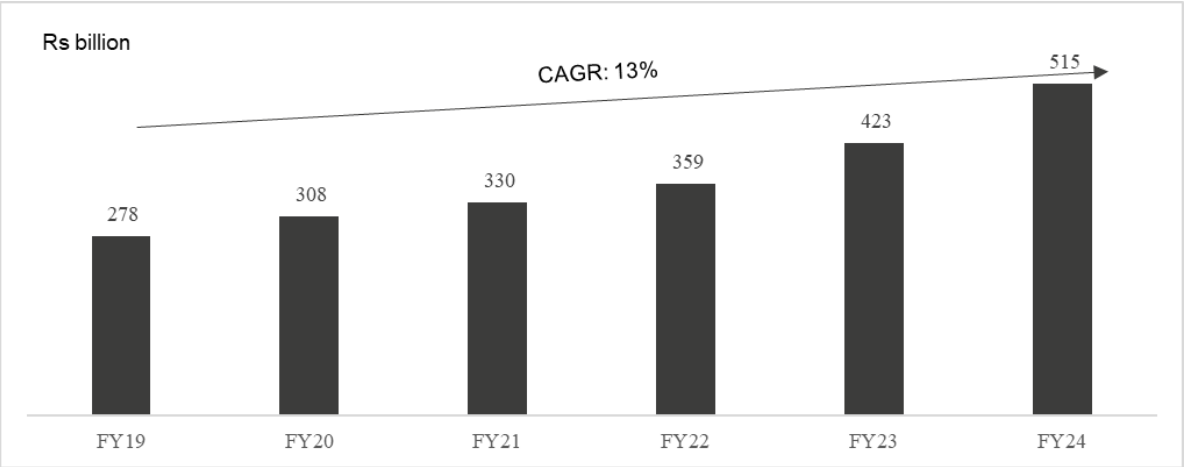
Source: IRDAI Annual report, Company reports, Crisil Intelligence

Structural factors such as the large proportion of insurable population, higher economic growth leading to rising incomes, increase in financial savings, increasing awareness about the utility of insurance, focus on financial inclusion, nil GST charges and increasing adoption of insurance through digital channels is expected to drive the growth of life insurance in India. The introduction of standard life insurance scheme by the government and financial inclusion drive (Pradhan Mantri Jeevan Jyoti Bima Yojana, etc.) are expected to further aid market growth.

Distribution industry to grow, driven by increasing awareness and demand for life insurance

The commissions paid by the life insurance players increased at 13% CAGR during the last five years ending Fiscal 2024 to ~Rs. 515 billion, despite the increasing share of direct channel in new business premium. The commission paid to the Channel Partners as % of total premium has remained range bound from 4.8% in Fiscal 2016 to 6.2% in Fiscal 2024. However, despite this, the commissions paid to distributors has recorded strong growth, as evident from the below graph.

Trend in Commission Paid by Life Insurance Players



Source: IRDAI Handbook of Statistics, Crisil Intelligence

Going forward, commission paid by life insurers is expected to grow on account of robust growth in new business premium. Also, key structural factors such as the large proportion of insurable population, rising incomes and increasing awareness about the utility of insurance is expected to drive the growth of both life insurance and distribution income.

Shift in channels of distribution of policies

The life insurance players have significantly leveraged banking channels to market their products from fiscal 2018 onwards. This gradually led to an increase in share of bancassurance channel and a decline in the share of individual agents in distribution of individual life insurance products.

Lately, due to impetus on technology by the industry and the push provided by COVID-19, share of direct selling and others including web aggregators, etc, has increased with time and the companies have in turn been able to reduce their dependency on the agency channel thus passing on some benefits to the customers and have helped to increase the profitability of the players. The direct channel accounted for close to 10% of individual life insurance premium in Fiscal 2024.

Individual agents, however, continue to account for as much as 51% of the individual life insurance premium for Fiscal 2024 due to the personal connect that they can establish especially with individual customers. They can provide hand holding to these customers, make them understand the various advantages of the policies and

differences amongst various products, advice on suitability of the product basis the customer's needs, premium reminders, cheque collection etc. Thus, individual agents will continue to be the dominant channel in the Indian market where the consumers are used to their services and serve the above purposes.

Trend in channel-wise share of individual NBP in overall life insurance industry

Channel-wise new business share	FY13	FY18	FY23	FY24
Individual agents	78%	66%	53%	51%
Corporate agents – Banks	16%	25%	33%	33%
Corporate agents – Others	2%	1%	2%	2%
Brokers	2%	1%	3%	3%
Direct business[3]	3%	6%	9%	10%

Note: Individual NBP (overall industry) in fiscals 2013, 2018, 2023 and FY24 was Rs 622 billion, Rs 921 billion, Rs 1,440 billion and Rs 1,487 billion respectively. Remaining share of individual NBP is contributed by Referrals, Micro Agents, Web aggregators, CSCs, etc. *Source: IRDAI Handbook of Statistics, Public disclosures of LI players, Crisil Intelligence*

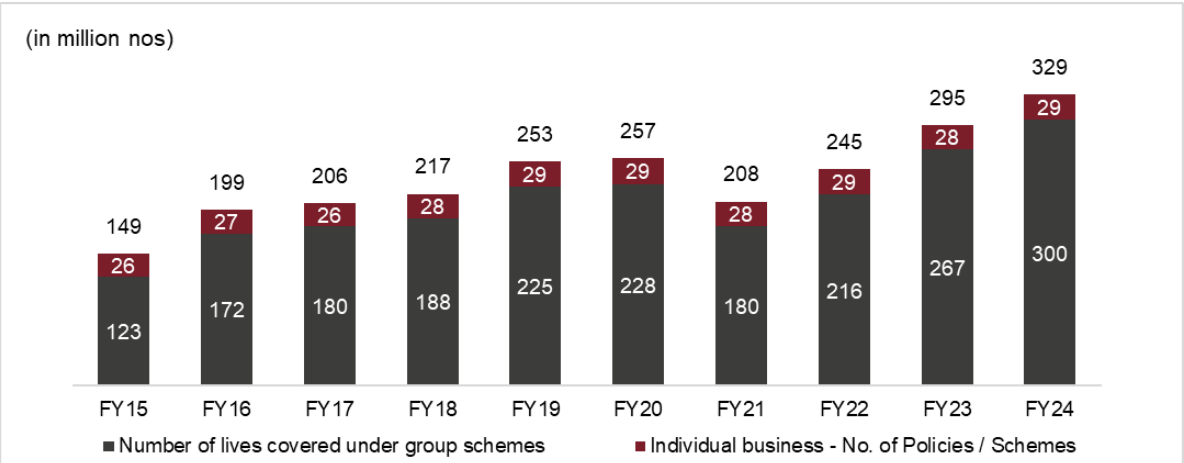
Growth drivers

Increasing life insurance coverage

The number of lives covered under life insurance increased from 66 million from Fiscal 2016 to 295 million for Fiscal 2023. However, number of lives covered declined significantly in fiscal 2021, largely due to impact of COVID 19 on group insurance business. Going forward, number of lives covered is expected to increase in both individual and group business due to increasing awareness, expanding distribution channels and enhanced product offerings.

Rising awareness on the need and benefits of insurance amongst customers, continuous innovation on the product side, and increase in reach as well as distribution network of insurers are expected to facilitate growth of the industry.

Number of lives covered in life insurance in India



Source: IRDAI Handbook of Statistics, Company reports, Crisil Intelligence

Changing customer needs and attitude towards financial security

The pandemic has spurred more people to consider insurance as a necessity to cover for morbidity risk, loss in earnings capacity and/or tackle unforeseen emergencies. So, while life insurance may be quite some way away from becoming a pull product, it is definitely moving towards becoming a nudge product. Such changes in consumer mind set have led players to adapt and introduce pandemic-specific covers, customised policies as per customer expectations and requirements, enhance focus on selling protection plans that are generally more profitable, enable digital access to services, and enhanced claim settlement mechanisms.

Digitization to be at the core of industry transformation

Convenience, digital access and customized solutions are the primary areas of focus for millennials and younger population. Insurers are designing products focussing on customer lifestyle, customer needs at various life stages and based on their interactions with the customer. The Covid-19 pandemic and increasing digital adoption by customers have prompted insurers to develop sales management tools that allows independent agents to acquire new customers digitally in the virtual presence of front-line sales representatives. Focus on collection of renewable premiums over virtual platforms has also increased over time.

Emergence of digital distribution channels

The increase in internet and mobile penetration will expand the role of digital distribution of life insurance products. In Fiscal 2024 around 10% of individual NBP came through the direct and online mode. This percentage is set to increase significantly in the coming years. A web-/app-based model will further drive-up scalability and reduce costs for insurers.

While new digital distribution channels are emerging, individual agents and banks as distributors also play an active role. The one-stop-shop model of providing multiple services through the optimum utilisation of technology is clearly sustainable. Thus, it is vital for life insurance companies to continue to use the agency and the bancassurance channel to sell insurance policies. Given the awareness of life insurance in India and the array of policy options available, the requirement of an individual to help customers select the right policy as per their need would persist. Thus, the digital distribution channel will complement the physical distribution channel and make the process more.

General Insurance Industry

The size of the Indian non-life insurance industry is Rs 3.80 trillion on total-gross direct premium basis as of Fiscal 2025. There are multiple products offered by the general insurance companies. Health segment constituted 39% share in the total premium while the motor segment alone accounted for around 32% of gross premium as of Fiscal 2025 as Motor TP is mandatory for all the vehicles.

Structure of non-life insurance industry:

Non-life industry	Health	Motor (Total)	Fire	Marine	Others[(1)]
Market share March 2025.....	39%	32%	8%	2%	19%

Note:

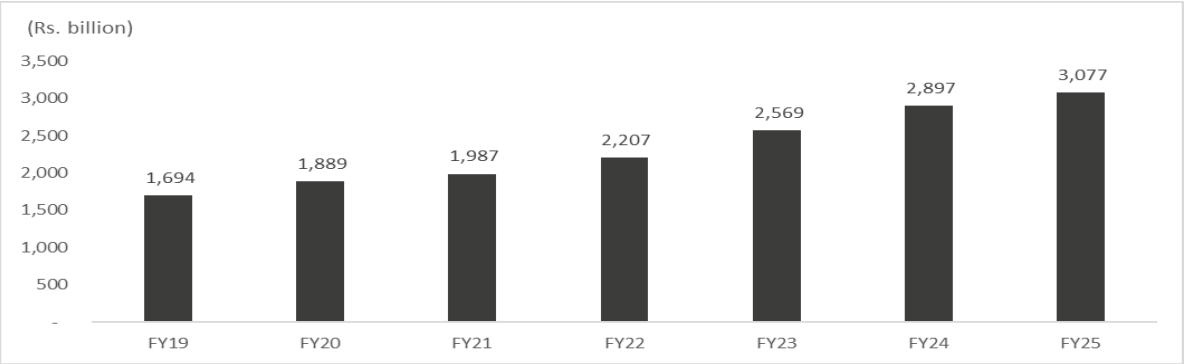
(1) Others includes Engineering, Aviation, Liability, Crop Insurance, P.A., Credit Guarantee and All other miscellaneous

Gross direct premium has grown at 10.5% CAGR in last five years

The non-life insurance industry in India has grown at ~10.5% CAGR in last six years i.e. from FY19 to FY25. The double-digit growth in industry premium can be attributed to increasing penetration, continuing growth in

health insurance, introduction of government schemes in some specific segments, regulatory support and changes, financial inclusion drive that has increased the awareness about the need of insurance in non-life segments and continued growth in the economy.

Trend in General Insurance premium



Source: GI Council Segment Wise Report, Crisil Intelligence

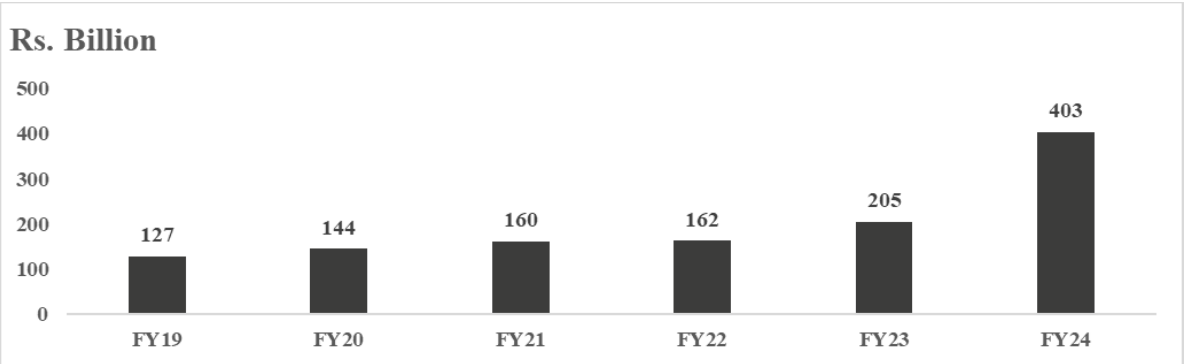
With economic growth gradually picking up and structural drivers in place (rise in healthcare spending, expected growth in retail auto sector, agricultural reforms and schemes), Crisil Intelligence expects the growth trajectory of non-life insurance products to remain strong in the coming years as well.

Distribution industry (general insurance) witnessed growth of ~26% from Fiscal 2019-2024

The commissions paid by the general insurance players increased at strong ~26% CAGR in the last five years from Fiscal 2019 to Fiscal 2024.

Going forward, commission paid by general insurers is expected to grow on account of robust growth in gross direct premium and increase in annual premium cost for customers during the same period. Also, key structural factors such as the increasing awareness about the utility of insurance, rise in vehicle sales and government policies to improve healthcare is expected to drive the growth of both general insurance and distribution income.

Trend in Commission Paid by General Insurance Players



Source: GI Council Yearbook, Crisil Intelligence

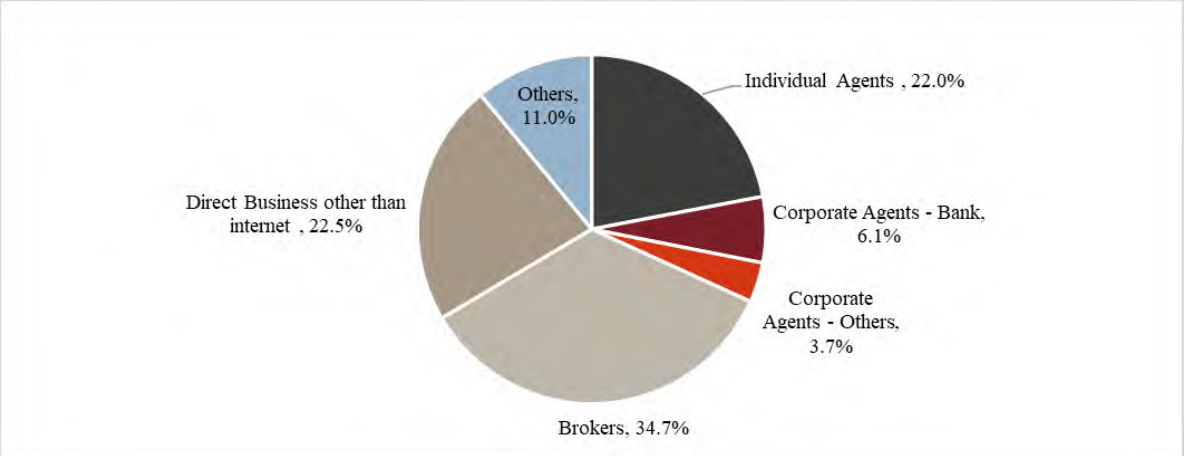
Distribution trends and impact of digital channels

Individual agents and brokers account for more than 50% of the general insurance premium collected

The choice of distribution channel in general insurance is dictated by product and the target segment of various insurers. For example, players catering to the motor insurance business largely rely on the broking and the

individual agent channel for garnering business, while in the health insurance business; the direct channel is also one of the major drivers of business apart from individual agent and brokers, given the retail-oriented nature of the business. In aggregate, brokers have the highest share, accounting for 34.7% of the general insurance premium in FY24.

Brokers and individual agents account for more than 50% share in channel wise premium



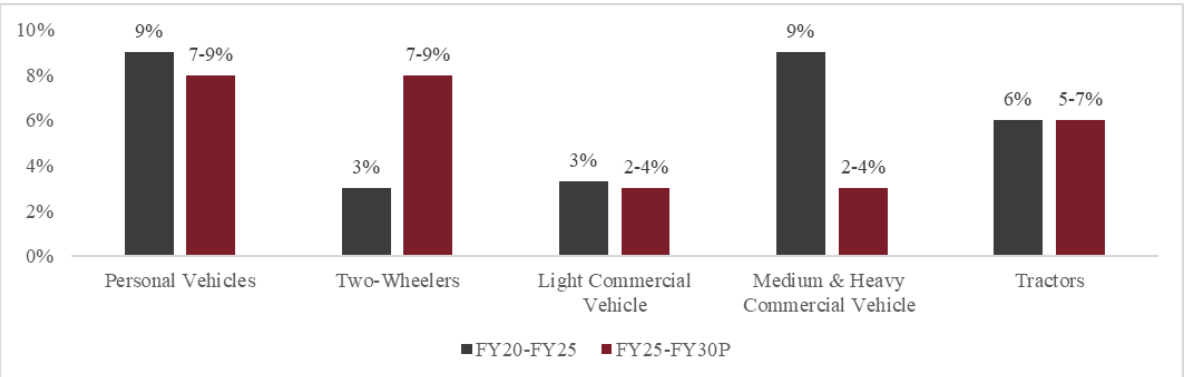
Source: GI Council Yearbook, Crisil Intelligence

Growth drivers

Rise in new vehicle sales increasing the population of vehicles on road

Crisil Intelligence expects the growing middle-class population, increasing consumerism, focus of financiers' on pushing retail credit and continuous improvement in road infrastructure to have a favourable impact on domestic automobile sales in the next few years. Sales growth trajectory over a five-year period is expected to be strong for most of the segments. As a result, the stock of vehicles on India's roads are expected to increase further. This, along with an increase in insurance penetration and rise in third party premium tariffs, will drive growth in motor insurance premiums.

Domestic sales volume growth across various categories of automobiles



Source: Crisil Intelligence

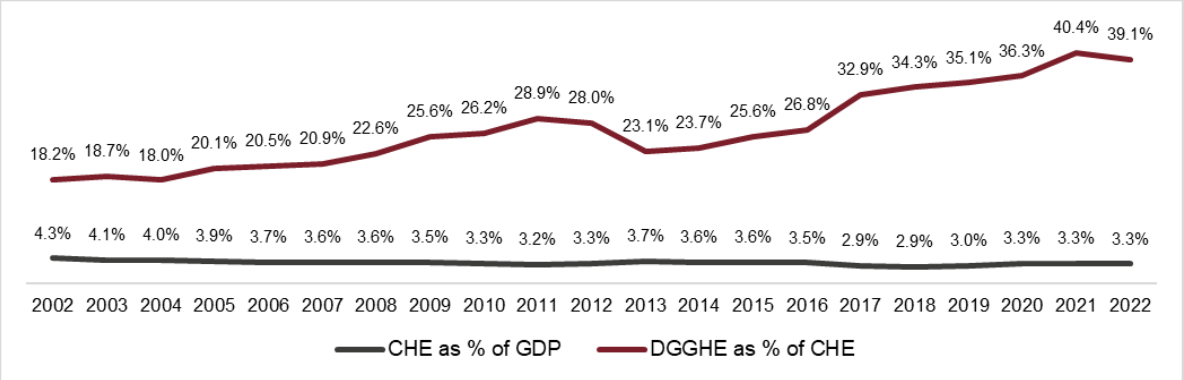
Note:

P = Projected

Government policies to improve healthcare coverage

The government has raised its healthcare budget by ~2% for Fiscal 2024-25 to Rs. 910 billion. The government through its National Health Mission aims to provide accessible, affordable and quality healthcare to all those who access public health facilities.

Government expenditure as a proportion of current healthcare expenditure



Source: WHO Global Healthcare Expenditure Database

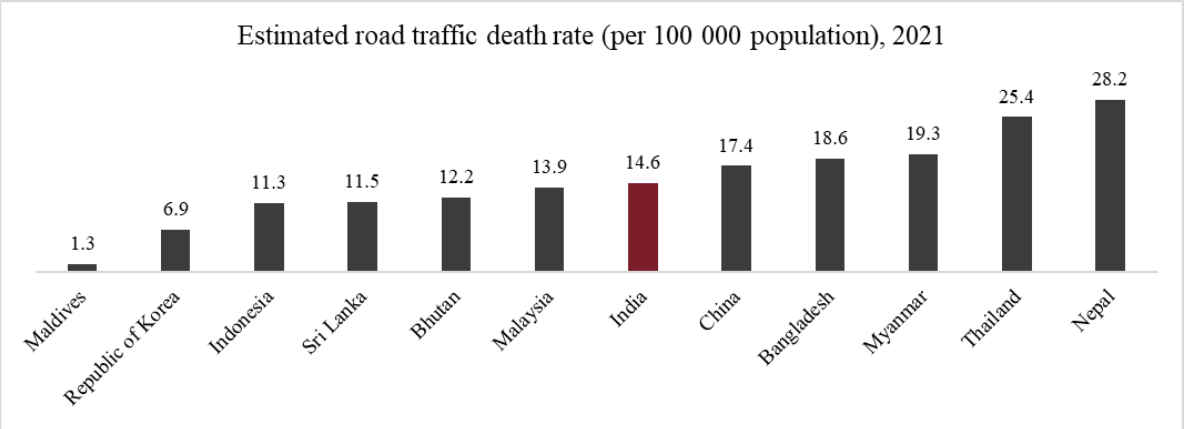
Note:

CHE: Current healthcare expenditure; DGGHE: Domestic general government healthcare expenditure

Need of insurance against personal accident

Insurance in personal accident segment also needs special focus from the insurers as India is among the nations where road traffic mortality rate is high. As per the WHO data for 2021, 14.6 people per 100,000 population pass away in India each year due to road accidents. Considering the poor traffic and road standards in India, there is an opportunity for insurers to increase the awareness of people on need of insurance against personal accident and improve their overall penetration in this segment.

Deaths from road traffic injuries



Source: WHO-Global health observatory data repository

Rising demand for fire and marine insurance

The demand from corporates for asset protection products such as fire and marine insurance is very low. As a percentage of industrial GDP, premiums from these policies are at less than 0.5%, as compared to global benchmarks of around 3-5%. Amongst small and medium enterprises (SMEs) in particular, the demand for asset

protection is non-existent. We expect penetration for these products as well to rise gradually as awareness amongst corporates to these material risks, they are exposed to increases.

LEGAL PROCEEDINGS

Our Company and its Principal/Material Subsidiary are, from time to time, involved in various litigation proceedings in the ordinary course of our business.

Except as disclosed in this section, there are no outstanding legal proceedings which have been considered material against the Company and its Principal/Material Subsidiary in accordance with the Company's "Policy for Determining Material Events and Information", framed in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read along with SEBI circular dated February 25, 2025, bearing reference number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/25 ("SEBI LODR Regulations") and adopted by our Board pursuant to its resolution dated June 30, 2025. However, solely for the purpose of this Issue, our Company has disclosed in this section, to the extent applicable: (i) all outstanding criminal proceedings involving our Company and Principal/Material Subsidiary, (ii) any outstanding action initiated by regulatory and statutory authorities (such as SEBI, RBI, Stock Exchanges or such similar authorities) involving our Company and Principal/Material Subsidiary, and (iii) any outstanding civil litigation or tax proceedings involving our Company and Principal/Material Subsidiary, where the amount involved is INR 284.52 million ("Materiality Threshold") or above. The Materiality Threshold being the lower of the following: (i) 2% of consolidated turnover, as per the last audited consolidated financial statements of the Company (i.e., INR 946.23 million for Fiscal 2026); or (ii) 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company (i.e., INR 284.52 million). The Materiality Threshold has been calculated in line with Regulation 30 of SEBI LODR Regulations.

The number of proceedings and disputes which the Company is involved in is not unusual for a company of this size operating in India. Details of material litigation that the Company is involved in as of this date are provided below.

I Litigation involving our Company

Litigation against our Company

Criminal proceedings

1. Praveen Khera and Pinky Khera ("**Complainants**") had filed a complaint dated November 21, 2021 ("**Complaint**") against our Company and the directors alleging offences under Sections 420, 406, 468, 471, 506 and 120 B of the Indian Penal Code, 1860 for fraudulently increasing the monthly instalments payable by the Complainant and sanctioning an additional loan without the consent of the Complainants. The Complaint was dismissed vide an order dated October 13, 2023 passed by Metropolitan Magistrate, Tis Hazari Court, Delhi ("**Order**"). Subsequently, the Complainants have filed a criminal revision petition dated January 30, 2024, before the District and Session Judge, Tis Hazari Court, Delhi against the Order inter alia, requesting that the Order be set aside. The matter is currently pending.

2. Ramesh Chandra Jaat ("**Complainant**") has filed a complaint dated October 9, 2024 before the Judicial Magistrate, Kapsan, Rajasthan under Sections 351(2), and 351(3) of the Bharatiya Nyaya Sanhita, 2023 against our Company. The Complainant has alleged that our Company had granted a loan to the Complainant's son without his consent and has deposited insufficient amount of the loan to him. Additionally, the Complainant has alleged that agents of our Company have harassed the Complainant regarding payment of installments. The matter is currently pending.

3. A chargesheet no. 167/202 was filed in the Gomtipur Police Station dated October 23, 2022 by Madhavsingh Takhatsingh Rajpurohit ("**Complainant**") against Vitthalbhai Patni, Dineshbhai

Khemchandbhai Shah (the original property owner), employees of the Company namely Chirag Dilipbhai Chavda and Tusharbhai Manubhai Kadia ("**Employees**") and others. The Complainant has alleged that he had agreed to purchase a property from the original owner and had cleared the existing mortgage loan held by Company by securing a new loan from Indian Bank. It is alleged that the said Employees had released the original title documents of the property to the original owner instead of depositing with the Indian Bank, as required. Subsequently, the original owner executed a sale document for the said property in favor of Vitthalbhai Patni. The proceedings have been initiated under Sections 406, 420, 506(1), and 114 of the Indian Penal Code, 1860 and the said matter is currently pending before the Metropolitan Magistrate Court, Ahmedabad ("**Court**"). The Employees have filed a discharge application dated October 2023 before the concerned Court and the same is currently pending.

4. Ashutosh Mahindru ("**Petitioner**") has initiated proceedings against our Company before the Hon'ble High Court of Punjab and Haryana, Chandigarh, challenging the order dated September 25, 2024 passed by Ld. Court of JMFC, Gurugram in favour of our Company under Section 138 read with Sections 141 and 142 of the Negotiable Instrument Act, 1881 filed by our Company against Shri Krishna Tankers Pvt. Ltd ("**Borrower**") in respect of the loan transaction of amount INR 28,00,000 and the value involved in the proceedings is INR 23,00,000. Under the aforesaid order, the application filed by the Petitioner, being the director of the Borrower, under section 96 of Insolvency and Bankruptcy Code, 2016 was also dismissed. Our Company has since filed applications before the Court dated July 1, 2025 to dispose off the said interim orders. The matters are currently pending.

5. Ashutosh Mahindru ("**Petitioner**"), has initiated proceedings against our Company before the Hon'ble High Court of Punjab and Haryana, Chandigarh, challenging the order dated September 25, 2024 passed by Ld. Court of JMFC, Gurugram in favour of our Company under Section 138 read with Sections 141 and 142 of the Negotiable Instrument Act, 1881 filed by our Company against Shri Krishna Tankers Pvt. Ltd ("**Borrower**") in respect of the loan transaction of amount INR 4,95,88,000 and the value involved in the proceedings is INR 4,50,00,000. Under the aforesaid order, the application filed by the Petitioner, being the director of the Borrower, under section 96 of Insolvency and Bankruptcy Code, 2016 was also dismissed. Our Company has since filed applications before the Court dated July 1, 2025 to dispose off the said interim orders. The matters are currently pending.

6. Ranjit Suresh Jadhav ("**Complainant**"), being the proprietor/authorized representative of M/s Chetan Hair and Beauty Saloon ("**Borrower**"), has initiated proceedings against our Company and Director namely, Rajesh Sharma and other senior officials of the Company before the Judicial Magistrate First Class, Peth - Vadgaon, Kolhapur to register an FIR and order an investigation under Section 198, 212, 227, 316(2), 316(5), 318(1), 318(4), 319(1), 324(5), 336(1), 336(3), 336(4), 338, 343, 344, 45 and 3(5) of the Bharatiya Nyaya Sanhita 2023.The Complainant has alleged that the Borrower did not receive the complete disbursement amount under the sanctioned loan, was compelled to obtain an insurance policy, and that excessive interest and various charges have been levied in contravention of the applicable RBI guidelines. The sanction amount of the loan is INR 26,93,538 and the value involved is INR 28,07,431. The matter is presently at the stage of completion of pleadings.

7. Parshottambhai Kanjibhai Prajapati ("**Complainant**") has lodged an FIR against the employees of the Company under Sections 296(2) and 351(2) of the Bharatiya Nyaya Sanhita, 2023 alleging that they have threatened the Borrowers in the garb of recovery. Upon registration of the FIR and filing of the charge sheet, the case is being prosecuted by the Government of Gujarat before the

Taluka Courts, Sihori against Pavanbhai Arvindbhai Modi and another, employees of our Company, in relation to loan sanctioned to the Complainant for an amount of INR 22,15,143. Our Company's employees have been served with warrant under Section 75 of the Criminal Procedure Code, 1973. The matter is currently pending.

8. Our Company has received summons in connection with a criminal revision petition filed by Shankar Parwani ("**Borrower**") before the Hon'ble Court of Sessions Judge, Gurugram. The revision arises from a criminal complaint under Section 138 of the Negotiable Instruments Act, 1881, initiated by the Company after the Borrower's cheque was dishonoured. During the trial proceedings, the Borrower's right to cross-examine the Company's authorized representative was closed, due to the Borrower's absence on medical grounds. Subsequently, the Borrower filed an application under section 311 of the Criminal Procedure Code for recalling the authorised representative of the Company for cross examination. The present revision petition challenges the order dated September 10, 2025, passed by the JMFC, Gurugram, which dismissed the said Section 311 application. In the revision petition, the Borrower has prayed for setting aside the September 10, 2025 order, and staying the proceedings of the Ld. Trial Court until the revision is decided.

9. A first information report bearing number 209/2022 was filed by Pramod Kumar ("**Complainant**") on June 16, 2022 with the Sector 63 Police Station, Gautam Budhh Nagar under Section 154 of the Code of Criminal Procedure, 1973 against our Company alleging offenses under Sections 120-B, 420, 467, 468, 471 and 504 of the Indian Penal Code, 1860 for fraudulently increasing the monthly instalments payable by the Complainant. The matter is currently pending.

10. A first information report bearing number 700/2022 was filed by Chandrakala ("**Complainant**") on December 3, 2022 with the Sumerpur Police Station, Pali under Section 154 of the Code of Criminal Procedure, 1973 against Mr. Jayanti Lal and our Company alleging offenses under Sections 120-B, 191, 192, 193, 420, 467, 468, 471, and 472 of the Indian Penal Code, 1860 for *inter alia* cheating and forgery by making the Complainant a co-borrower in relation to a loan availed by Jayanti Lal from our Company. The matter is currently pending.

11. A first information report was filed by Lehar Enterprises through Mahesh Sharma ("**Complainant**") on September 16, 2024 with the Maharanapratap Police Station, Bhopal under Section 154 of the Code of Criminal Procedure, 1973 against a Mr. Lalit Sharma and our Company alleging an offense under Section 420 of the Indian Penal Code, 1860 for forging the signature of the Complainant in relation to the loan facility availed by Lalit Sharma from our Company. The matter is currently pending.

12. Raju Jatav ("**Complainant**") has filed a first information report bearing number 0077/2025 dated March 10, 2025 with the Vaishali Nagar Police Station, Jaipur (West) under section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against our Company alleging offences under sections 318(4), 336(3), 338, 340(2) and 61(2) of the Bharatiya Nyaya Sanhita, 2023. The Complainant has asserted that he is the sole and lawful owner of the mortgaged property and that his late brother, Sanju Kumar (the borrower), colluded with Company officials to create forged documents to fraudulently obtain a loan from the company. The Complainant further alleges that, our Company officials forcefully trespassed into the mortgaged property. The matter is currently pending.

13. A first information report was filed by Shobhalal Bairwa ("**Complainant**"), being an ex-employee, with the Kotwali Police Station, Chittorgarh dated August 21, 2025 under Section 173

of the Bharatiya Nagarik Suraksha Sanhita, 2023 against employees of our Company alleging that five employees ("**Accused**") committed caste-based discrimination, harassment, physical assault under sections 3(1)(r), 3(1)(s), 3(1)(u) and 3(1)(za)(E) of the SC/ST Act, 1989 and sections 61(2), 115(2), 133, 351(2), 308(2) and 336(2) of the Bharatiya Nyaya Sanhita, 2023. The Complainant alleges that the Accused used casteist slurs and forcibly removed the Complainant from the workplace. The matter is currently pending.

14. Mr. Vikram Aditya, homebuyer of Project Hari Niketan II ("**Complainant**") in Deolali, Nashik registered the first information report ("**FIR**") no. 0159/2025 dated December 2, 2025 against M/s. Karda Infrastructures ("**Karda**"), a partnership firm in Nashik and borrower of the Company under sections 318(4), 316(2), 336(2), 338, 336(3) and 3(5) of the Bharatiya Nyaya Sanhita, 2023 and also made all the directors of the Company party to the said proceeding. It is alleged that Karda had forged the charge created over the flat in Project Hari Niketan II which was purchased by the Complainant. The Complainant further alleged that despite paying the full consideration for the flat, Karda colluded with the Company's directors to falsely show 'balance receivable' in an e-auction notice. Post the FIR, Complainant has shared all the relevant ownership documents and papers based on which, the Company clarified it had never created a mortgage charge on the flat itself and released the charge on balance receivables with respect to the flat by way of issuing a release letter dated December 10, 2025. As on date, the Company does not have any claim over the said flat and the said matter is currently pending.

15. A first information report bearing number 0096/2026 was filed by Parmeshwar Soni ("**Complainant**") on April 22, 2026 with the Luni Police Station, Jodhpur City West under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Om Singh, Tejsingh and others, employees of our Company ("**Accused**") alleging offenses under Sections 316(2) and 318(4) of the Bharatiya Nyaya Sanhita, 2023 for *inter alia* breach of trust and cheating. The complaint alleges that the Accused induced the Complainant on the representation that his loan would be transferred and his EMIs reduced, but caused the relevant amounts to be transferred into their personal accounts instead of being credited towards the Complainant's loan account. The matter is currently pending.

16. Our Company has received summons in relation to an application filed by Jiwan Singh Thakur ("**Complainant**") under Sections 497 and 503 of the Bharatiya Nagarik Suraksha Sanhita, 2023, before the court of Ld. Chief Judicial Magistrate, Shimla seeking release/de-freezing of amounts frozen in the bank account. The amounts of the Complainant was frozen on account of investigation in connection with FIR No. 0040/2025 registered at Cyber Crime Police Station, Shimla, in relation to a serious cyber fraud wherein unknown cyber criminals impersonated police, CBI and ED officials and falsely implicated the Complainant and his wife in a fictitious money-laundering case. Our Company has been implicated in the case owing to the suspected forged amount transferred by a loanee in the Company's account. Our Company has separately filed an application seeking de-freezing of its account, stating that the relevant amount had been transferred by a loanee into his loan account with the Company and that the Company had no connection with the alleged fraud. The matter is currently pending.

Material Civil proceedings

None of the civil proceedings filed against our Company falls above the Materiality Threshold.

Regulatory and Statutory Proceedings

S.No.	Date of Notice	Name of Authority	Details
1.	June 16, 2023	RoC	Our Company received a show cause notice dated June 16, 2023, from the RoC in relation to a delay in filings of Form BEN-2 during the financial year 2021-22. Our Company had previously paid the additional fee relating to the delay in filing on April 13, 2022. Our Company responded to the show cause notice by way of a letter dated June 27, 2023 requesting for a condonation of the delay and a waiver of penalty as leviable by the RoC.

Recovery proceedings under the SARFAESI Act

Various parties (collectively, the "**Petitioners**") have challenged the actions of auctioning the mortgaged property, taking possession of the mortgaged property, among others, taken by our Company under the SARFAESI Act against the Petitioners. The Petitioners have filed 253 applications before the Debt Recovery Tribunal and High Courts of various jurisdictions, under Section 17 of the SARFAESI Act, contesting, inter alia, the action of our Company in claiming rights over the mortgaged property and seeking restraining orders against the actions initiated by our Company against the Petitioners. The total pecuniary value involved in these matters aggregates to INR 1,762.55 million, along with interest and these are currently pending at various stages of adjudication.

Other material litigations

1. A provisional attachment order dated August 2, 2022, was issued by the enforcement directorate ("**ED**") attaching property in possession of our Company and an original complaint ("**OC**") was filed before the Adjudicating Authority, PMLA, New Delhi which was confirmed by order dated January 27, 2023. Our Company filed a petition dated March 1, 2023, submitting that our Company was in possession of the property pursuant to proceedings under SARFAESI Act, 2002 with respect to loan advanced to certain borrowers ("**Borrowers**"). The ED has filed a reply dated February 28, 2024, stating that the action taken by the ED is against the property and not against our Company and that our Company has no involvement in the offence of money laundering committed by the Borrowers. Canara Bank has filed an appeal against the provisional attachment order dated August 2, 2022 wherein our Company has been made a respondent and summons have been served to us. The matter is currently pending.

Material Tax Litigation

None of the tax proceedings/litigations of the Company are expected to have a material impact on the Notes or the investor's decision to invest/continue to invest in the Notes.

Please see below the table setting out details of tax proceedings/litigations of the Company – (i) in the case of direct tax, under various sections of the Income Tax Act, 1961 (now Income Tax Act, 2025), and (ii) in case of indirect tax, cases pertaining to mismatch in input tax credit, under declaration of GST, levy of penalty on the grounds that the Tax invoices are issued without rendition of underlying services.

1. For the Issuer **Nature of case**	**Number of cases**	**Amount involved (INR in million) ***
Direct Tax	7	52.23
Indirect Tax	13	34.72
2. For CGHFL **Nature of case**	**Number of cases**	**Amount involved (INR in million) ***
Direct Tax	7	17.49
Indirect Tax	11	18.84

Litigation by our Company

Criminal Proceedings

1. Our Company, in the ordinary course of business, has initiated 2,296 recovery proceedings against several of its borrowers for dishonor of cheques issued to our Company under Section 138 of the Negotiable Instruments Act, 1881. These proceedings are pending at various stages of adjudication before various courts. The aggregate amount involved in such proceedings is INR 3,141.53 million, to the extent ascertainable.

2. Our Company, in the ordinary course of business, has initiated 75 recovery proceedings against several of its borrowers for dishonor of electronic funds transfer under Section 25 of the Payment and Settlement Systems Act, 2007. These proceedings are pending at various stages of adjudication before various courts. The aggregate amount involved in such proceedings is INR 2.41 million, to the extent ascertainable.

3. Our Company has filed a criminal complaint dated September 19, 2022, against Ganesh Patel and Laad Kunwar Bai (collectively, the "**Accused**") under Section 156(3) of the Code of Criminal Procedure, 1973 before the Judicial Magistrate, I Class, Tonk Khurd, Dewas ("**Magistrate**") alleging, *inter alia*, offences under Sections 446 of the Indian Penal Code, 1860, criminal trespass which is punishable under Section 447 of the Indian Penal Code, 1860. Simultaneously, our Company also filed a criminal complaint dated September 19, 2022 against the Accused under Section 200 of the Code of Criminal Procedure, 1973 before the Magistrate, praying, *inter alia*, for registering the case against the Accused and directing the relevant police station to file the investigation report before the Magistrate. The matter is currently pending.

4. Our Company has filed a criminal complaint dated July 21, 2023 against Jay Bipinchandra Bhatt, a collection executive of the Company, under Section 210 of the Code of Criminal Procedure, 1973 before the court of Chief Judicial Magistrate of Anand alleging offences under Sections 406 and 420 of the Indian Penal Code, 1860 for *inter alia* cheating and criminal breach of trust by appropriating installment amounts paid by borrowers of our Company. The matter is currently pending.

5. Our Company has obtained possession orders under Section 14 of the Securitisation and

Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**") in relation to the mortgaged properties of Rushabh Enterprises. However, our Company has been informed that the said mortgaged properties have been attached by the Economic Offences Wing ("**EOW**") under the provisions of the Maharashtra Protection of Interest of Depositors (in Financial Establishments) Act, 1999 ("**MPID Act**"). Accordingly, our Company has filed a miscellaneous application dated 24 December 2024 before the Court of Sessions, Greater Bombay in MPID Case no. 23/2018 in pursuance to order dated February 22, 2021 with a prayer to take on record the valuation reports procured from valuers and permit the auction of the secured asset of the Company. The matter is currently pending.

6. Our Company has filed a petition under Section 175(3) of the Bharatiya Nagarik Suraksha Sanhita, 2023 before the Judicial Magistrate First Class, Bhopal, seeking directions for registration of an FIR against M/s Nalini Plastic & Electrical Goods and its borrowers, namely Suhas Agnihotri, Kiran Agnihotri and Suresh Agnihotri (collectively, the "**Borrowers**"), alleging offences under Section 61(2), 316(2), 318(4), 336(3), 338, 340(2)/ 3(5) of the BNS, in connection with them preparing forged and fabricated documents of the mortgaged property and not having ownership or possession of the same. Prior to the complaint filed by us our company also filed complaint applications with the local police authorities with no action being initiated. The matter is currently pending.

7. Our Company has filed a Criminal Revision Application dated June 20, 2025 before the Sessions Court, Thane, under Section 438 of the Bharatiya Nagarik Suraksha Sanhita, 2023, against an order dated May 19, 2025 of the Judicial Magistrate (First Class) ("**Order**"), Thane, directing Shreenagar Police Station to register a first information report against our Company and M/s Wirmon Solar Power LLP ("**LLP**"), in the matter involving Intouch Fashion ("**Borrower**"). As per the Order, an FIR bearing no. 542/2025 dated July 6, 2025 was registered against our Company and LLP under Section 173 of the Bharatiya Nagarik Suraksha Sanhita alleging offences under Sections 120-B, 406, 409, 447, 469, 471, 420 and 34 of the Indian Penal Code, 1860. The Order was passed pursuant to a complaint filed by Kalpesh N. Dharmshi (sole proprietor of the Borrower) ("**Co-Borrower**") in relation to a loan facility of INR 4,50,00,000 availed from our Company in 2016, which upon default, was classified as a non-performing asset ("**NPA**") in accordance with RBI guidelines. Enforcement proceedings were initiated under the SARFAESI Act, 2002 against the Borrower and the mortgaged property was sold in auction in May 2022 to LLP. The Co-Borrower has alleged, *inter alia*, fraud in execution of loan documents, wrongful classification of his account as NPA during the Covid-19 moratorium, and irregularities in the auction process. Subsequently, Our Company has filed a writ petition dated January 30, 2026 seeking cancellation of the first information report before the Bombay High Court. The matter is currently pending.

8. Our Company has received allegations from one Mrs. Shrimati Gupta ("**Co-Borrower**") in the loan account of Deepak Gupta ("**Borrower**") that she neither executed the loan documents nor deposited the title documents on the basis of which the loan for INR 35,00,000 was granted. The Co-Borrower has also initiated a civil suit against our Company in this regard. In view of this suspected fraud, our Company has filed a police complaint with the Station House Officer, Rajinder Nagar Police Station. Upon inaction by the police authorities, our Company has further filed a petition under Section 210 of the Bharatiya Nagarik Suraksha Sanhita, 2023 ("**BNSS**") read with Sections 316, 317, 319, 322, 333, 334, 336 of the Bharatiya Nyaya Sanhita, 2023 before the Chief Judicial Magistrate, Central, Tis Hazari Courts, New Delhi seeking appropriate directions to the police under Section 175 of BNSS to register a first information report and conduct investigation. The matter is currently pending.

9. Our Company has filed a complaint dated July 2023 before the Chief Judicial Magistrate, Rajkot ("**Court**") against Sadhnaben Monani, Amit Monani and Vimal Bipinbhai Thadeshwar (collectively, the "**Accused**") alleging offences under Sections 406, 420, 467, 468, 471 and 120-B of the Indian Penal Code, 1860 for inter alia breach of trust, fraud and cheating with our Company by not paying due installments and making false documents in relation to the loan facility availed by the Accused from our Company. The matter is currently pending.

10. Our Company has filed an appeal dated April 21, 2025 before the Bombay High Court under

Section 483(3) of the Bharatiya Nagarik Suraksha Sanhita, 2023, against an order of the Learned Additional Sessions Judge, Mumbai dated February 24, 2025 granting anticipatory bail to Vandana Suresh Pote, Balu Tukaram Auti and Sachin Sambhaji Dhore (collectively, the "**Accused**") in connection with a first information report bearing no. 647/2024 dated October 23, 2024 with the NM Joshi Marg Police Station, Brihan Mumbai City under Section 154 of the Code of Criminal Procedure, 1973 against Gayatri Industries and the Accused alleging offences under Sections 474, 468, 467, 465, 464, 463, 423, 420, 418, 417, 415, 406, 405, 120-B, and 120-A of the Indian Penal Code, 1860, for *inter alia* cheating and breach of trust by way of submitting forged property documents and mortgaging a commercial shop that did not actually exist, thereby defrauding the Company to avail loan facility. The matter is currently pending.

11. Our Company, through its Chief Manager Yogesh Kumar, ("**Complainant**") has filed a first information report dated April 12, 2018 with the Civil Lines Police Station, Gurugram under Section 154 of the Code of Criminal Procedure, 1972 against M/s O.P. Timber through (the "**Accused**") alleging offences under Sections 406, 415, 120-B and 420 read with Section 34 of the Indian Penal Code, 1860. The complaint alleges that the Accused conspired to cheat and defraud our Company by fraudulently selling a property mortgaged to the Company in connection with a loan facility. Upon the filing of the charge sheet, the matter is being prosecuted by the State of Haryana and is pending before the Chief Judicial Magistrate, Gurugram.

12. Our Company has filed a first information report dated October 14, 2015 with the Economic Offences Wing Mandir Marg, New Delhi under Section 154 of the Code of Criminal Procedure, 1973 against Vinay Mittal proprietor of M/s Delhi Trading Company, Vipin Mittal, and Namrata Sahani (collectively, the "**Accused**") alleging offences under Sections 420, 467, 468, 471 and 120-B of the Indian Penal Code, 1860 for forgery, breach of trust, misappropriation of money and cheating our Company by not paying due instalments and concealing material facts and selling the mortgage property to a third party during the subsistence of loan account. Upon the filing of the charge sheet, the matter is being prosecuted by the State of Delhi and is pending before the Chief Metropolitan Magistrate, Tis Hazari Courts, Delhi.

13. Our Company has filed a complaint under Section 175(3) read with Section 173(4) of the Bharatiya Nagarik Suraksha Sanhita, 2023 alleging offences under Section 316, 317, 319, 322, 333, 334 and 336 of the Bharatiya Nyaya Sanhita, 2023 before the Ld. Chief Judicial Magistrate, Central District, Tis Hazari Courts, New Delhi, seeking directions for registration of an FIR and conduct of an investigation against Mr. Anuj Goyal and others, being the borrowers of the Company, in connection with their fraudulent activities. The complaint was filed after the police failed to register an FIR despite a formal complaint being submitted. The matter is presently pending and the police report is awaited.

14. Our Company has filed a first information report bearing number 55/2023 dated January 24, 2023 with the Nandgram Police Station, Ghaziabad under Section 154 of the Code of Criminal Procedure, 1973 against Sauveer Singh Rana and Rajdeep, alleging offences under Sections 309, 353, 504, and 506 of the Indian Penal Code, 1860 for behaving inappropriately with our Company officials and creating hinderances at the time of attempting physical possession after possession was granted to our Company. The matter is currently pending.

15. Our Company has filed a first information report bearing number 408/2024 dated October 5, 2024 with the Vishwakarma Police Station, Jaipur under Section 173B of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Mahavir Singh Shekhawat, Laxmi Kanwar, Pradeep Singh Shekhawat, M/s/ Laxmi Steel through its proprietor, and M/s Jalmahal Housing Cooperative Society Limited through its secretary (collectively, the "**Accused**"), alleging offences under Sections 120-B, 420, 467, 468 and 471 of the Indian Penal Code, 1860 for *inter alia* cheating and breach of trust by making false documents in relation to the loan facility availed by the Accused from our Company. The matter is currently pending.

16. Our Company has filed first information report bearing No. 0207/2024 dated September 16, 2024 at Police Station Baadi, Madhya Pradesh, against Yogesh Thakur in relation to the loan account of Devraj Traders (the "**Borrower**") alleging an offence under section 448 of the Indian Penal Code,

1860. After our Company obtained physical possession of the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), the Borrower allegedly trespassed into the said mortgaged property. The matter is currently pending.

17. Our Company has filed first information report bearing No. 286/2024 dated October 18, 2024 with the Siroli M.I.D.C Police Station, Kolhapur under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Ranjit Suresh Jadhav and Sanika Ranjit Jadhav (collectively, the "**Accused**") alleging offences under Sections 3(5), 324(4), 324(5), 329(3) and 329(4) of the Bharatiya Nyaya Sanhita, 2023 in relation to the loan account of M/s Chetan Hair and Beauty Saloon (through its proprietor) (the "**Borrower**"). After our Company obtained physical possession of the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), the Borrower allegedly trespassed into the said mortgaged property. The matter is currently pending.

18. Our Company has filed first information report bearing No. 212/2025 dated October 17, 2024 with the Deputy Commissioner of Police, Trans Hindon Division, Ghaziabad District at Police Station Shalimar Garden, Delhi, against M/s Nidhi Buildco, Dhanpal Singh, Sushila Singh, Sunil Kumar, and Vinod Kumar (collectively, the "**Accused**"), alleging offences under Sections 120-B, 420, 467, 468 and 471 of the Indian Penal Code, 1860, that the Accused has cheated in relation to the loan facility availed by the Accused by not paying the monthly installation payments and the Accused has sold the mortgaged property to a third party during the subsistence of the loan without obtaining our Company's no-objection certificate and/or without foreclosing the existing loan. The matter is currently pending.

19. Our Company has filed a first information report bearing number 514/2024 dated October 28, 2024 with the Amalner Police Station, Jalgaon, under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Yogesh Chudamal Shethe, Shaila Chudamal Shethe, Bhumika Chudamal Shethe, and Chudamal Sonu Shethe, (collectively, the "**Accused**") in relation to the loan account of Om Shree Traders alleging offences under Sections 3(5), 329(4), 223, 351(2), and 352 of the Bharatiya Nayaya Sanhita, 2023 for breaking the seal and locks of the mortgaged property after our Company had already taken physical possession, illegally trespassing into the premises, and behaving inappropriately with our Company officials. The matter is currently pending.

20. Our Company has filed first information report bearing No. 487/2024 dated October 18, 2024 at Police Station Amhiya, Madhya Pradesh under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023, against Ram Suresh Chaurasia, Rani Chaurasia, and Abhishek Chaurasia (collectively, the "**Accused**") in relation to the loan account of Shri Ram Associates (the "**Borrower**"). Our Company has alleged offences under Sections 447 and 448 of the Indian Penal Code, 1860, for breaking the locks and trespassing into the mortgaged property in possession of our Company by virtue of non-payment of due installments on loan facility availed by the Accused under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"). The matter is currently pending.

21. Our Company has filed first information report bearing No. 623/2023 at Police Station Bisrakh, Delhi, in relation to the loan account of Saraswati Education and Social Welfare Society (the "**Borrower**"). After our Company obtained physical possession of the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), the Borrower allegedly trespassed into the said mortgaged property. The Company has subsequently instituted a case in the District Court, Gautambudh Nagar against the Accused advancing the same allegations. The matter is currently pending.

22. Sub-Inspector Manoj Kumar Tomar has filed first information report bearing No. 644/2023 dated August 8, 2023 at Police Station Bisrakh, Police Station, Gautam Budha Nagar under Section 154 of the Code of Criminal Procedure, 1973 against Ram Kishore Awasthi, Yashodha Devi, Isha, Chinki, Priya, and Girish Tomar (collectively, the "**Accused**") in relation to the loan account of Saraswati Education and Social Welfare Society (the "**Borrower**"). The FIR alleges offences under Sections 147, 148, 186, 309, 332, 352 and 504 of the Indian Penal Code, 1860. The incident

occurred when Company officials, accompanied by the police, attempted to re-seal the mortgaged property pursuant to a court order. The Accused obstructed the public servants and attacked the Company's employees with sticks and axes, and two of the Accused climbed the roof and attempted suicide at the time our Company attempted to re-take physical possession of the mortgaged property. The matter is currently pending.

23. Our Company has filed first information report bearing No. 359/2023 dated June 28, 2023 at Police Station Laxmipuri, Kolhapur, Maharashtra under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Puja Sujay Jadhav Kasbekar, and Sujay Jaysing Jadhav Kasbekar (collectively, the "**Accused**") in relation to the loan account of Samarth Bakery (the "**Borrower**"). Our Company has alleged offences under Sections 34, 427, 447 and 448 of the Indian Penal Code, 1860, for breaking the locks and trespassing into the mortgaged property in possession of our Company by virtue of non-payment of due installments on loan facility availed by the Accused under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"). The matter is currently pending.

24. Our Company has filed first information report bearing No. 1014/2024 dated December 8, 2024 at Police Station Sangamner City, Ahmednagar, Maharashtra, under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Jitesh Batra, Jatin Batra and Jogendra Batra (collectively, the "**Accused**"), alleging offences under Sections 3(5) and 329(4) of the Bharatiya Nyaya Sanhita, 2023 in relation to the loan account of Sham Somnath Malve and Vaishali Sham Malve (the "**Borrower**"). After our Company obtained physical possession of the mortgaged property and sealed it under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), the Accused allegedly broke the seal and door, damaged the property, and illegally trespassed to start a cloth business on the premises. The matter is currently pending.

25. Our Company has filed first information report bearing no. 16/2025 dated February 4, 2025 at Police Station Jodhewal, Punjab under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Pradeep Yadav, Pramod Yadav, Poonam Yadav and Raj Dev Yadav (collectively, the "**Accused**"), alleging offences under Sections 405, 406, 441, 447, 34 and 120 B of the Indian Penal Code, 1860 in relation to the loan account of Yadav Fabrics (the "**Borrower**"). After our Company obtained physical possession of the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), the Borrower allegedly trespassed into the said mortgaged property by breaking locks. The matter is currently pending.

26. Our Company has filed a complaint dated June 10, 2024 with Kalwad Police Station, Jaipur West, against Ramniwas Chaudhary, and Vimla Devi (collectively, the "**Accused**"), alleging offences under Sections 120-B and 452 of the Indian Penal Code, 1860. It is alleged that the Accused broke the locks and trespassed into the property, of which Company had previously taken lawful physical possession from the Accused, following the Accused's failure to pay the due installments on their loan facility. The matter is currently pending.

27. Our Company has filed first information report bearing no. 631/2024 dated December 3, 2024 with the Old City Police Station, Akola under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Avinash Satendranath Chayhan, Gopal Satendranath Chauhan and Satendranath Rathunath Chauhan (collectively, the "**Accused**") alleging offences under Sections 3(5), 115(2), 223, 329(4) and 352 of the Bharatiya Nyaya Sanhita, 2023, in relation to the loan account of New Kedar Mens Wear (the "**Borrower**"). After our Company obtained physical possession of the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), the Borrower allegedly trespassed into the said mortgaged property. The matter is currently pending.

28. Our Company has filed first information report bearing No. 452/2018 at Civil Lines, Gurugram Police Station under sections 120-B, 34, 406, 408 and 420 of the Indian Penal Code, 1860 against Mr. Kaushik Chaterjee and others, in relation to the loan account of Zillion Infraprojects Pvt. Ltd. (the "**Borrower**"), inter alia, in connection with allegations that the loan was originally availed

under the category of "*Purchase of Property*" for business expansion but was used for an investment into real estate knowing fully well that the Borrower is in no condition of repaying the loan to the Company. The matter is currently pending.

29. Our Company has filed first information report bearing no. 748/2017 dated November 23, 2017 at Civil Lines, Gurugram Police Station under Section 154 of the Code of Criminal Procedure, 1973 against Haji Aiyyubbhai Ibrahimbhai Kapadia as an individual and as a Proprietor of M/s. Al-Fateh Tours Travels, Hajiyani Sabina Kapadia and Hakim Shaikh (collectively, the "**Accused**"). Our Company alleged sections 114, 120-B, 406, 420, 467, 468, 471 of the Indian Penal Code, 1860 against Mr. Haji and others, for *inter alia* cheating and breach of trust in relation to the loan facility availed by the Accused in relation to the loan account of Al Fatah Tours & Travels (the "**Borrower**") by forging documents regarding the mortgaged property. Subsequent to disbursement of the loan, it came to the knowledge of our Company that the Accused had manipulated the unit numbers of the flat and created fake ownership documents to fraudulently mortgage the same property to multiple financial institutions. The matter is currently pending.

30. Our Company has filed first information report bearing no. 147/2022 dated November 24, 2022, with the Khadakvasla Police Station, Pune City under Section 154 of the Code of Criminal Procedure, 1973, against Prabhakar Bhau Sathe and Rakhi Sushil Sathe, (collectively, the "**Accused**") alleging offences under Sections 34, 447 and 448 of the Indian Penal Code, 1860 in relation to the loan account of Hotel Arpita and Snacks Center (the "**Borrower**"). After our Company obtained physical possession of the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), the Borrower allegedly trespassed into the said mortgaged property. The matter is currently pending.

31. Our Company has filed first information report bearing no. 0506 dated June 21, 2025 at Bachau, Kutch, Gujarat, alleging offences under Sections 451, 454, 457, and 114 of the Indian Penal Code, 1860 in relation to the loan account of Kudrat Pan Center (the "**Borrower**"). After our Company obtained physical possession of the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), the Borrower allegedly trespassed into the said mortgaged property. The matter is currently pending.

32. Our Company has filed first information report bearing no. 74/2025 dated July 2, 2025 at Police Station Mishroli, Jhalawar, Rajasthan under sections 324(2), 329(3) and 189(2) of the Bharatiya Nyaya Sanhita, 2023 in relation to the loan account of Late Brajraj Bairagi (through his legal heirs) (the "**Borrower**"). After our Company obtained physical possession of the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), the Borrower allegedly trespassed into the said mortgaged property. The matter is currently pending.

33. Our Company has filed a first information report dated February 1, 2025 with the Kotwali Police Station, Pali under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Bharat Kumar, Shrimati Gudu and Dipak Panvar, (collectively, the "**Accused**"), alleging offences under Sections 61(2)(a), 316(2), 318(2) and 318(4) of the Bharatiya Nyaya Sanhita, 2023, for inter alia cheating and breach of trust by forging signatures in relation to the documents regarding the loan facility availed by the Accused from our Company. After due investigation, a final report bearing no. 215/2025 dated December 12, 2025 with result as 'false' has been submitted by Station House Officer, Kotwali Police Station before the Ld. ACJM (Danga), Pali.

34. Our Company has filed a first information report no. 0356/2019 dated August 20, 2019 with the Civil Lines Police Station, Gurgaon under Section 154 of the Code of Criminal Procedure, 1973 against Kaushik Chatterjee, M S Hotel through its proprietor Shankar Parwani, Varsha Parwani, Dipesh Parwani, Vrishab Parawani and Riddhi Siddhi Mobiles (collectively, the "**Accused**"), alleging offences under Sections 34, 120-B, 406, 408 and 420 of the Indian Penal Code, 1860, for *inter alia* cheating and breach of trust in relation to the loan facility availed by the Accused by forging documents, using the loan for purposes other than for which it was sanctioned for, and by

not disclosing material facts regarding the mortgaged property. The matter is currently pending.

35. Our Company has filed a first information report no. 0364/2024 dated July 26, 2024 with the Bandikui Police Station, Dausa under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Rahul Saini (the "**Accused**") alleging offences under Sections 324(4), 324(5) and 329(4) of the Bharatiya Nyaya Sanhita, 2023. It is alleged that the Accused broke the locks and trespassed into the property, of which Company had previously taken lawful physical possession from the Accused, following the Accused's failure to pay the due installments on their loan facility. The matter is currently pending.

36. Our Company has filed a first information report dated May 14, 2025, with the Dausa Police Station, Kolwa under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Ratanlal Sharma, Bhagwati Prasad, Rameshwari Devi, Surendra Kumar and Revendra Kumar (collectively, the "**Accused**") alleging offences under Sections 189(2), 331(1) and 351(2) of the Bharatiya Nyaya Sanhita, 2023. It is alleged that the Accused broke the locks and trespassed into the property, of which Company had previously taken lawful physical possession from the Accused, following the Accused's failure to pay the due installments on their loan facility. The matter is currently pending.

37. Our Company has submitted a complaint with the Hon'ble Chief Judicial Magistrate, First Class, Sehore, on January 22, 2025, against Gaurav Tyagi, Harinarayan, Magta Tyagi, Kamna Tyagi and Gautam Tyagi ("**Accused**") alleging offences under Sections 329 and 330 of the Bharatiya Nyaya Sanhita, 2023 and the Contempt of Courts Act, 1971. It is alleged that the Accused broke the locks and trespassed into the property, of which Company had previously taken lawful physical possession from the Accused, following the Accused's failure to pay the due installments on their loan facility. The matter is currently pending.

38. Our Company has filed a first information report bearing no. 0002/2026 dated January 3, 2026 under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 with the Gangapur Police Station, Nashik City, Maharashtra against Mr. Naresh Manohar Karda and other directors of Karda Construction Limited ("**Accused**"), alleging fraudulent sale of mortgaged flats, inflation of receivables, and misappropriation of funds. The dispute arose when the Accused fraudulently sold flats across three mortgaged projects (*Hari Vasant*, *Hari Akruti Phase II*, and *Hari Niketan Phase II*) without the Company's mandatory no-objection certificate and diverted the sale proceeds to their personal and corporate bank accounts instead of the designated escrow account, resulting in a wrongful loss to the Company. The matter is currently pending.

39. Our Company has filed a first information report bearing number 0118/2026 dated May 1, 2026 with the Devnagar Police Station, Jodhpur City West under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Vikram Singh, an employee of our Company ("**Accused**"), alleging offenses under Sections 316(2) and 318(4) of the Bharatiya Nyaya Sanhita, 2023. It is alleged that the Accused, in breach of trust while serving as a collection manager, collected but failed to deposit EMI received from Vikram Solanki, a debtor of our Company, against his loan account. The matter is currently pending.

40. Our Company has filed an application under Section 175(3) of the Bharatiya Nagarik Suraksha Sanhita, 2023, seeking a direction to the police to investigate and register a first information report under Sections 318, 336, 337, 334, 316 and 61(2) of the Bharatiya Nyaya Sanhita, 2023 against M/s Sejal Jewellers, through its proprietor Mr. Ashoksingh Jalam Singh Godavat and others ("**Accused**") before the J.M.F.C Court, Andheri alleging, *inter alia*, cheating and fraud. It is alleged that the Accused defaulted on the loan agreement and produced forged, fabricated and submitted false title documents to dishonestly avail business loan from our Company. The matter is currently pending.

41. Our Company has filed a first information report bearing number 0320/2025 dated July 16, 2025 with the Kotwali Police Station, Sriganganagar under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Tushar Jain ("**Accused**"), alleging offences under Sections 316(2) and 318(4) of the Bharatiya Nyaya Sanhita, 2023 for pledging stolen gold jewellery with the

Company and fraudulently obtaining loans. A chargesheet has been filed and the matter is currently pending before the court of Chief Judicial Magistrate, Sriganganagar.

42. Our Company has filed a first information report bearing number 0435/2024 dated October 24, 2024 with the Mansarovar Park Police Station, Shahdara under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Dipanshu Gupta, Pooja Yadav and other employees of our Company ("**Accused**"), alleging offences under Sections 316(4), 318(4), 61(2) and 3(5) of the Bharatiya Nyaya Sanhita, 2023 for committing fraud and misappropriating 5074 grams of gold from the vault of the Company's Shahdara branch, thereby causing substantial losses to the Company and its customers. The matter is currently pending.

43. Our Company has filed a first information report bearing number 0472/2024 dated December 15, 2024 with the Kalanaur Police Station, Rohtak under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Kuldeep Singh, former employee of the Company ("**Accused**") alleging offences *inter alia* under Section 316(5) of the Bharatiya Nyaya Sanhita, 2023 for fraudulently removing 25 gold packets weighing 1810.88 grams from the Kalanaur branch on December 11, 2024 and December 12, 2024 under the pretext of depositing the same at another branch for auction and not returning the same. Upon investigation, it was found that the Accused has pledged the stolen gold with Muthoot Fincorp Limited ("**Complainant**") and thus, a notice under section 94 of the Bharatiya Nagarik Suraksha Sanhita, 2023 dated February 25, 2025 was issued to the Complainant by the Incharge, Kalanaur Police Station, Rohtak to deposit the gold ornaments with the Police Station, Rohtak ("**Notice**"). Pursuant to this, an application under Section 528 of the Bharatiya Nagarik Suraksha Sanhita, 2023 was filed by the Complainant before the High Court of the State of Punjab and Haryana praying for quashing the Notice.

44. Our Company has filed a first information report bearing number 0175/2025 dated March 25, 2025 with the Sikandra Police Station, Agra under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Ajay Pratap Singh, Rohit Upadhyay and others, who are certain customers and employees of the Company ("**Accused**") alleging offences under Section 420, 406 and 409 of the Indian Penal Code, 1860 for fraudulently sanctioning 37 fake gold loans by passing counterfeit jewellery as genuine, thereby causing substantial financial loss to the Company. The matter is currently pending.

45. Our Company has filed a first information report bearing number 0071/2026 dated February 25, 2026 with the Sihani Gate Police Station, Ghaziabad under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Rashmi Yadav and Ankur Yadav ("**Accused**"), alleging offences under Sections 318(4), 336(3) and 61(2) of the Bharatiya Nyaya Sanhita, 2023 for fraudulently obtaining a gold loan by pledging fake (bentex) gold ornaments. The matter is currently pending.

46. Our Company has filed a first information report bearing number 0211/2025 dated June 1, 2025 with the Kotwali Police Station, Fatehpur under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Shivam Kumar, his brother and Karuna Nidhi Shukla ("**Accused**"), alleging offences under Sections 318(4), 316(2), 352 and 351(2) of the Bharatiya Nyaya Sanhita, 2023 in relation to the fraudulent obtaining of a balance transfer gold loan from the Company without pledging any gold and thereafter refusing to return the money. Post investigation, a charge sheet under Section 193 of the Bharatiya Nagarik Suraksha Sanhita, 2023 has been submitted before the court of Judicial Magistrate, Fatehpur on September 8, 2025. The matter is currently pending.

47. Our Company has filed a first information report bearing number 1085/2024 dated December 11, 2024 with the Buldhana City Police Station, Buldhana under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Pravin Baban, Ashwini Vijay and others, employees of the Company ("**Accused**"), alleging offences under Sections 318(4), 316(2) and 3(5) of the Bharatiya Nyaya Sanhita, 2023 for fraudulently approving gold loans against fake gold jewellery deposited by customers, thereby causing a loss to the Company. The matter is currently pending.

48. Our Company has filed a first information report bearing number 0434/2024 dated December 3, 2024 with the Jhalrapatan Police Station, Jhalawar under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Arjun Shrangi, Abhishek Shrangi and other persons,

including employees of our Company ("**Accused**"), alleging offences under Sections 420 and 406 of the Indian Penal Code, 1860 for conspiring with the Company's staff and fraudulently obtaining gold loans by pledging fake and impure gold ornaments at the branch, thereby causing loss to the Company. The matter is currently pending.

49. Our Company has filed a first information report bearing number 0098/2024 dated April 3, 2024 with the Tara Nagar Police Station, Churu under Section 154 of the Criminal Procedure Code, 1973 against Pooja, Bhagvanaram, and others, being certain employees and customers of the Company ("**Accused**"), alleging offences under Sections 420, 406 and 120-B of the Indian Penal Code, 1860 for fraudulently obtaining gold loans by pledging fake and bentex ornaments instead of gold at the Tara Nagar branch, thereby causing loss to the Company. The matter is currently pending.

50. Our Company, through Mahavir Jain,branch area manager of the Company ("**Complainant**"), has filed a first information report bearing number 0207/2025 dated May 22, 2025 with the Ramganj Mandi Police Station, Kota under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Jitendra Singh Rajawat and Umashankar Prajapat, former employees of our Company ("**Accused**") alleging an offence under Section 316(4) of the Bharatiya Nyaya Sanhita, 2023 for embezzling Company funds in relation to four customer loan accounts by diverting loan amounts for personal use, creating dummy loans, and releasing gold without depositing money into the Company's accounts, thereby causing loss to the Company. A settlement agreement dated September 4, 2025, was entered into between the parties wherein the Complainant has agreed to withdraw the first information report in lieu of Jitendra Singh Rajawat issuing a cheque to cover the loan amounts.

51. Our Company has filed a first information report bearing number 0029/2024 dated January 31, 2024 with the Prem Nagar Police Station, Bareilly under Section 154 of the Criminal Procedure Code, 1973 against Gaurav Singh, and Shivam Rastogi ("**Accused**"), alleging offences under Sections 420 and 506 of the Indian Penal Code, 1860 for cheating and criminal intimidation in relation to a gold loan transaction wherein the Accused submitted fake gold ornaments and thereafter threatened the employees of our Company. The matter is currently pending.

52. Our Company has filed a first information report bearing number 0066/2024 dated March 28, 2024 with the Pratapnagar Sadar Police Station, Jodhpur under Section 154 of the Criminal Procedure Code, 1973 against Sunil Kumar Bishnoi ("**Accused**"), alleging offence under Section 420 of the Indian Penal Code, 1860 for cheating and making false representations to obtain money from the Company for transfer of a gold loan without actually closing the original loan account. The matter is currently pending.

53. Our Company has filed a first information report bearing number 0711/2024 dated September 12, 2024 with the Aerodrome Police Station, Indore Urban under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Punit Gupta ("**Accused**"), alleging offence under Section 316(2) of the Bharatiya Nyaya Sanhita, 2023 for fraudulently obtaining a loan from our Company on the pretext of transferring a gold loan from ICICI Bank without delivering the gold with the Company's branch, and thereafter repaying only INR 7,99,500 in instalments, leaving an outstanding balance of approximately INR 13,20,500. The matter is currently pending.

54. Our Company has filed a first information report bearing number 0400/2024 dated December 31, 2024 with the Urban Estate Hisar Police Station, Hisar under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Rohtash ("**Accused**"), alleging offences under Sections 316(2) and 318(4) of the Bharatiya Nyaya Sanhita, 2023 in relation to a fraudulent balance transfer of a gold loan from another bank to the Company on the condition that the gold ornaments would be deposited with the Company, which the Accused failed to deposit. Furthermore, the Accused has failed to repay the loan amount. Post investigation, a charge sheet under Section 193 of the Bharatiya Nagarik Suraksha Sanhita, 2023 has been submitted before the court of J.M.F.C, Hisar on April 21, 2025. The matter is currently pending.

55. Our Company has filed a first information report bearing number 0124/2025 dated May 8, 2025 with the Manak Chowk Police Station, Jaipur under Section 173 of the Bharatiya Nagarik Suraksha

Sanhita, 2023 against unknown accused persons, alleging offences under Sections 316(5), 338, 336(3) and 340(2) of the Bharatiya Nyaya Sanhita, 2023 for misappropriating loan repayment amounts collected directly from customers in cash and through phone transfers by branch staff, including Jayesh Sharma, and for not depositing the same into the Company's accounts. The matter is currently pending.

56. Our Company has filed an application under Section 175(3) of the Bharatiya Nagarik Suraksha Sanhita, 2023 before the Court of the Chief Judicial Magistrate, Saket Court, South District, Delhi, seeking a direction to the police to investigate and register a first information report under Sections 318 and 316 of the Bharatiya Nyaya Sanhita, 2023 against Mr. Gaurav Chaudhary ("**Accused**") alleging, *inter alia*, cheating and criminal breach of trust. It is alleged that our Company had sanctioned a balance transfer process for gold loan of the Accused. However, the Accused neither submitted the gold ornaments nor remitted the loan amount. Our Company has further filed the application against the State for non-registration of the FIR by the police officials. The matter is currently pending.

57. Our Company has filed an application under Section 175(3) of the Bharatiya Nagarik Suraksha Sanhita, 2023 before the Chief Judicial Magistrate First Class, Faridabad, seeking a direction to the police to investigate and register a first information report against Mohan ("**Accused**") and Kapil Kaushik alleging, *inter alia*, cheating, criminal conspiracy and criminal breach of trust. It is alleged that our Company had sanctioned a balance transfer process for gold loan of the Accused. However, the Accused colluded with Kapil Kaushik, an employee of the Company, and neither submitted the gold ornaments nor remitted the loan amount. Our Company has further filed the application against the State for non-registration of the FIR by the police officials. The matter is currently pending.

Material Civil proceedings

Except as disclosed below, none of the civil proceedings filed by our Company fall above the Materiality Threshold

1. Our Company, as a financial creditor, had initiated a Corporate Insolvency Resolution Process ("**CIRP**") against Monarch Brookefields LLP ("**Corporate Debtor**") by filing a petition, before the National Company Law Tribunal, Mumbai Bench ("**NCLT**") under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("**IBC**"). The petition was filed on account of the Corporate Debtor's default in repaying the loan amount disbursed under a loan agreement dated December 29, 2013. The total amount claimed to be in default was ₹976.81 million as of May 31, 2018. The Hon'ble NCLT admitted the petition dated September 27, 2019 and a resolution professional was appointed. During the CIRP, our Company was a member of the Committee of Creditors with a voting share of 50.79%. Subsequently, a homebuyer's association filed a miscellaneous application seeking removal of the resolution professional, in which our Company has intervened and challenged the maintainability of the said application. A resolution plan submitted by a resolution applicant, Planet Builders and Developers, was approved by the Committee of Creditors. The Hon'ble NCLT has since approved the said resolution plan, and the matter is currently at the stage of execution.

2. Our Company has filed a Commercial Execution Application under Order XXI of the Code of Civil Procedure, 1908, read with Section 36 of the Arbitration and Conciliation Act, 1996, before the High Court of Judicature at Bombay. The application is filed against Monarch Imperial and Ors. ("**Award Debtors**") for the enforcement of an Arbitral Award dated February 29, 2020. The Award arises from defaults in repayment under a loan agreement dated December 29, 2013, pursuant to which our Company had disbursed a term loan of INR 40,00,00,000. The Award directs the Award Debtors to jointly and severally pay INR 79,55,23,221 along with further interest and costs, with the total claim in the execution application amounting to INR 199,11,42,798 as of April 19, 2023. The Award Debtors have failed to make any payment subsequent to the Award, and no appeal has been preferred, necessitating the filing of this application for enforcement and recovery. The matter is currently pending.

3. Our Company has issued a demand notice dated May 5, 2026 ("**Demand Notice**") under section 13(2) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**") to M/s. S P Infra ("**Borrower**") in relation to loan facility availed by the Borrower for an amount of INR 35,00,00,000 (Indian Rupees Thirty Five Crores Only) ("**Loan Facility**"). The Demand Notice was issued to call on the entire outstanding amount payable to the Company by the Borrower as on April 30, 2026, together with further interest and other amounts at the contractual rate of interest together with costs, charges and other monies payable as provided under the Loan Facility documents within a period of 60 (sixty) days from the date of the Demand Notice. The Borrower has breached certain terms and conditions of the Loan Facility documents and therefore, an event of default has occurred under clause 10 of the loan agreement dated July 14, 2022. Consequently, the Company has classified the loan account of the Borrower as a non-performing asset on May 1, 2026 and issued the Demand Notice.

Recovery proceedings under the SARFAESI Act

Our Company has initiated actions under the SARFAESI Act against various individuals and entities (collectively, the "**Respondents**"), including auctioning the mortgaged property and taking possession of the mortgaged property. Our Company has filed 25 applications before the Debt Recovery Tribunal and High Courts of various jurisdictions, under Section 17 of the SARFAESI Act, asserting its rights over the mortgaged property and seeking enforcement of its claims against the Respondents. The total pecuniary value involved in these matters aggregates to INR 121.32 million, along with interest, and these matters are currently pending at various stages of adjudication.

Litigation involving our Material Subsidiaries

Litigation against CGHFL

Criminal Proceedings

1. CGHFL has a criminal complaint filed against them by Ranjit Suresh Jadhav ("**Complainant**") dated April 16, 2025. CGHFL had initiated proceedings under Sections 13(2) and Rule 8(1) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), against the Complainant seeking recovery of a loan against property and assistance in taking possession of the mortgaged property. The application was allowed by a possession order dated August 20, 2024 ("**Impugned Order**"), passed by the Chief Judicial Magistrate, Kolhapur. The Complainant has filed a complaint under Sections 175(3) & 223 of the Bharatiya Nagarik Suraksha Sanhita, 2023, read with Sections 198, 212, 227, 316(2), 316(5), 318(1), 318(4), 319(1), 324(5), 336(1), 336(3), 336(4), 338, 343, 344, 45 and 3(5) of the Bharatiya Nyaya Sanhita, 2023, dated April 16, 2025, against CGHFL and its officials, alleging, inter alia, that the Impugned Order was passed by concealing facts, misusing powers, and applying the SARFAESI Act to agricultural land without proper jurisdiction in the Court of Judicial Magistrate First Class, Peth-Vadgaon, Kolhapur. The matter is currently pending.

2. A first information report bearing number 0092/2026 was lodged by Sandeep Khendalwal ("**Complainant**") on April 5, 2026 with the Alwar Gate Police Station, Ajmer under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Managers of CGHFL ("**Accused**"), alleging an offense under Section 316(2) of the Bharatiya Nyaya Sanhita, 2023 for criminal breach of trust. The allegations relate to arbitrary recovery of excessive amounts from the Complainant and alleged failure of the Accused to periodically inform the Complainant of reductions in the repo rate in accordance with RBI guidelines, thereby causing financial prejudice to the Complainant. The matter is currently pending.

Material Civil proceedings

None of the civil proceedings filed against our Material Subsidiary falls above the Materiality Threshold.

Regulatory and Statutory Proceedings

NIL

Recovery proceedings under the SARFAESI Act

Various individuals and entities (collectively, the "**Petitioners**") have challenged the actions of auctioning the mortgaged property, taking possession of the mortgaged property, among others, taken by CGHFL under the SARFAESI Act against the Petitioners. The Petitioners have filed 87 applications before the Debt Recovery Tribunal and High Courts of various jurisdictions, under Section 17 of the SARFAESI Act, contesting, inter alia, the action of CGHFL in claiming rights over the mortgaged property and seeking restraining orders against the actions initiated by CGHFL against the Petitioners. The total pecuniary value involved in these matters aggregates to INR 221.60 million, along with interest and these are currently pending at various stages of adjudication.

Litigation by CGHFL

Criminal Proceedings

1. CGHFL, in the ordinary course of business, has initiated 770 recovery proceedings against several of its borrowers, for the dishonor of cheques under Section 138 of the Negotiable Instruments Act, 1881. These proceedings are pending at various stages of adjudication before various courts. The aggregate amount involved in such proceedings is INR 783.82 million, to the extent ascertainable.

2. CGHFL, in the ordinary course of business, has initiated 17 recovery proceedings against several of its borrowers for dishonour of electronic funds transfer under Section 25 of the Payment and Settlement Systems Act, 2007. These proceedings are pending at various stages of adjudication before various courts. The aggregate amount involved in such proceedings is INR 0.33 million to the extent ascertainable.

3. CGHFL has filed a criminal complaint dated April 13, 2022 against Shahid Ali, Vikas Sahu, Ujjwal Jain, Shailender Jaat, Raghuvir Singh Dangi and Bala Prasad (collectively, the "**Accused**") under Section 156(3) of the Code of Criminal Procedure, 1973 before the Judicial Magistrate, I Class, Bhopal ("**Magistrate**") alleging offences under Sections 406, 420, 467, 468, 471,120B and 34 of the Indian Penal Code, 1860, *inter alia*, cheating, forgery of documents and causing wrongful loss amounting to INR 1.00 million to CGHFL. Simultaneously, CGHFL also filed a criminal complaint against the Accused under Section 200 of the Code of Criminal Procedure, 1973 before the Magistrate praying, *inter alia,* for registering the case against the Accused and directing the relevant police station to file the investigation report before the Magistrate. The matter is currently pending.

4. CGHFL has filed a criminal complaint dated April 13, 2022 against Rajesh Jain (the "**Accused**") under Section 156(3) of the Code of Criminal Procedure, 1973 before the Judicial Magistrate, I Class, Bhopal ("**Magistrate**") alleging offences under Sections 406, 420, 467, 468, 471, 120B and 34 of the Indian Penal Code, 1860, *inter alia*, cheating, forgery of documents and causing wrongful loss amounting to INR 0.55 million to CGHFL. Simultaneously, CGHFL also filed a criminal complaint against the Accused under Section 200 of the Code of Criminal Procedure, 1973 before the Magistrate, praying, *inter alia,* for registering the case against the Accused and directing the relevant police station to file the investigation report before the Magistrate. The matter is currently pending.

5. CGHFL has filed a criminal complaint dated April 13, 2022 against Ghanshyam Singrole (the "**Accused**") under Section 156(3) of the Code of Criminal Procedure, 1973 before the Judicial Magistrate, I Class, Bhopal ("**Magistrate**") alleging offences under Sections 406, 420, 467, 468, 471,120B and 34 of the Indian Penal Code, 1860, *inter alia*, cheating, forgery of documents and

causing wrongful loss amounting to INR 0.65 million to CGHFL. Simultaneously, CGHFL also filed a criminal complaint against the Accused under Section 200 of the Code of Criminal Procedure, 1973 before the Magistrate praying, *inter alia,* for registering the case against the Accused and directing the relevant police station to file the investigation report before the Magistrate. The matter is currently pending.

6. CGHFL has filed a Complaint dated December 2, 2024, before the court of Chief Metropolitan Magistrate (Central) Tis Hazari Court, New Delhi under Section 175(3) read with Section 210 of Bharatiya Nagarik Suraksha Sanhita, 2023 against Mr. Praveen Sharma and others ("**Accused**") alleging offences under Sections 61, 316, 318, 319, 321, 337 and 339 of the Bharatiya Nyaya Sanhita, 2023. CGHFL has alleged that the Accused conspired to fraudulently avail a housing loan by using forged documents, multiple identities, and creating a fraudulent mortgage over a property. Pursuant to the complaint, a first information report dated March 20, 2026, was filed with the Rajinder Nagar Police Station, Central Delhi, under Sections 34 and 420 of the Indian Penal Code, 1860, against the Accused. The matter is currently pending.

7. A police complaint was filed by CGHFL before the police station concerned at Kota against Manohar Lal S/o Mr. Shrikishan, Kalawati and Dipendra Sharma (collectively the "**Accused**"), for trespassing into the mortgage property, after the physical possession was taken lawfully by CGHFL from the Accused on account of the Accused's failure to repay the loan amount. Upon inaction of the police officials concerned, an application under Section 175(3) of the Bharatiya Nagarik Suraksha Sanhita 2023 was filed by CGHFL before the Hon'ble AMJM Ramganjmandi, Kota District Courts against Accused, alleging offences under Section 324, 329, 62 and 3(5) of the Bharatiya Nyaya Sanhita for trespassing into the mortgaged property. The matter is currently pending.

8. CGHFL has filed a petition before the Court of Learned Judicial Magistrate First Class, District Jabalpur against Arjun Kewat, Krishna Bai Kewat and others including the State alleging, offences under Section 318, 338, 336, 340 and 3(5) of the Bharatiya Nyaya Sanhita 2023, that the borrowers had colluded and created false documents to avail the loan facility. CGHFL has further filed the petition against the State for non-registration of the FIR by the police officials. The matter is currently pending.

9. A complaint has been filed under Section 175(3) of the Bharatiya Nagarik Suraksha Sanhita 2023, has been filed by CGHFL before the Judicial Magistrate Class, Jabalpur against the State of Madhya Pradesh, Mehar Sachetan Singh and others alleging, offences under the Section 318, 338, 336, 340 and 3(5) of the Bharatiya Nyaya Sanhita 2023, that the borrowers had colluded with a third party, impersonated the said third party as the seller of the mortgaged property and created a fraudulent title chain. CGHFL has filed the complaint against the State for non-registration of the FIR by the police officials. The matter is currently pending and CGHFL has prayed for the Court to call for an investigation report from the concerned police authorities.

10. A complaint under Section 210 of Bharatiya Nagarik Suraksha Sanhita 2023, has been filed by CGHFL before the Ld. Chief Judicial Magistrate, Tis Hazari Courts (Central) against Ranveer, Kiran, Ram Avatar, Krishna Yadav and Hetram ("**Borrowers**") alleging, offences under Section 316, 317, 319, 322, 333, 334, 336 of the Bharatiya Nyaya Sanhita 2023, that the property documents and the mortgaged property shown by the Borrowers at the time of availing the loan were different and the same came to light during recovery proceedings. CGHFL has filed the petition against the State for non-registration of the FIR by the police officials. CGHFL first filed a complaint with the station house officer, Rajinder Nagar, on December 12, 2024. The matter is currently pending and CGHFL has prayed for the Court to call for an investigation report from the concerned police authorities.

11. An application has been filed by CGHFL dated August 8, 2025 before the CJM, Karkardooma in relation to a property mortgaged with CGHFL, wherein in a Section 14 SARFAESI Act, 2002 application filed by M/s Truhome Finance Ltd., the said finance company, through a court commissioner, took possession of the property mortgaged with CGHFL. CGHFL has filed an application challenging the same. The matter is reserved for orders.

12. A petition has been filed by CGHFL before the Ld. Judicial Magistrate First Class, Ujjain against Bhawarsingh Chandel ("**Accused**") under Section 223 of the Bharatiya Nagarik Suraksha Sanhita, 2023. It is alleged that the Accused, during his employment as a collection executive of CGHFL, collected outstanding instalments from certain borrowers of CGHFL but failed to deposit the amount and subsequently absconded. The complaint alleges offences of cheating, dishonest misappropriation of property, and criminal breach of trust under Sections 318(4), 314, and 316(1) of the Bharatiya Nyaya Sanhita, 2023. The matter is currently pending.

13. CGHFL has filed a first information report dated July 25, 2020 with the Vaishali Nagar Police Station, Jaipur West under Section 154 of the Code of Criminal Procedure, 1973 against Mohit Julani, Deepika, Manoj Ramesh, Om Shiv Grih Nirman Sahkari Samiti Limited, and Ram Singh Rathore (collectively, the "**Accused**") alleging offences under Sections 120-B, 406, 420 of the Indian Penal Code, 1860 for *inter alia* breach of trust, fraud and cheating with CGHFL by not paying due installments and making false documents in relation to the loan facility availed by the Accused from CGHFL. The matter is currently pending.

14. CGHFL has filed first information report bearing No. 824/2024 dated September 22, 2024 at Police Station Shivaji Nagar, Maharashtra, in relation to the loan account of Sunil Parasharam Dhanawade (the "**Borrower**") under Sections 329(4) and 223 of the Bharatiya Nyaya Sanhita, 2023. After CGHFL obtained physical possession of the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), the Borrower allegedly trespassed into the said mortgaged property. The matter is currently pending.

15. CGHFL has filed first information report bearing No. 58/2025 dated May 8, 2025 at Police Station Badnor, Beawar, Rajasthan under section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023, alleging offences under sections 324(4), 329(3), 62 and 3(5) of the Bharatiya Nyaya Sanhita, 2023 in relation to the loan account of Dharmichand Gurjar s/o Hari Ram (the "**Borrower**"). After CGHFL obtained physical possession of the mortgaged property under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**"), the Borrower allegedly trespassed into the said mortgaged property. The matter is currently pending.

16. A petition has been filed by CGHFL before the Tis Hazari Courts (Central) against Shalu, Nirmala Devi, Nand Kishor, Ankit Malhotra and Ranjit Sharma. It is alleged that the borrowers (Shalu, Nirmala, and Nand Kishor) colluded with Ranjit Sharma, who misused the KYC documents of Ankit Malhotra to impersonate him to execute a forged registered sale deed in favour of Shalu to fraudulently avail the housing loan from CGHFL and subsequently mortgaged the same property to another financial institution. CGHFL seeks a direction for the registration of a first information report and further investigation into the matter. The matter is currently pending.

17. CGHFL filed a petition before the J.M.F.C Court, Vasai dated December, 2025 ("**Petitioner**") against Ritesh Vijayshankar Mishra, Aradhana Ritesh Mishra, Shalini Sharad Ghave, and Sonu Chandrama Chouhan (collectively the "**Respondents**"). It is alleged that the Respondent individuals submitted forged documents to obtain a housing loan of INR 28,81,717 and that the property offered as collateral was already mortgaged with another financial institution. The Petitioner sought a direction for the registration of a first information report and further investigation into the matter. The matter is currently pending.

18. CGHFL filed a petition before the Judicial Magistrate First Class, Rewa dated October, 2025 against Shivam Dwivedi, Anita Dwivedi and Swastik Tiwari (collectively the "**Respondent**") for offences under Sections 318(4), 338, 336, 336(3) and 61(2) of the Bharatiya Nyaya Sanhita, 2023 (corresponding Sections 420, 467, 468, 469, 120 B of the Indian Penal Code, 1860). It is alleged that the Respondent submitted manipulated and fabricated property documents, misrepresented the property's boundaries and identification (Khasra) numbers, and thereby induced CGHFL to sanction and disburse the loan against an incorrect property, causing wrongful financial loss. CGHFL seeks a direction for the registration of a first information report and further investigation

into the matter. The matter is currently pending.

19. A petition has been filed by CGHFL before the Judicial Magistrate First Class, Jabalpur against Shiv Kahar, Shanti Kahar, Mohd. Arif and the State of Madhya Pradesh for offences punishable under sections 318, 338, 336, 340 and 3(5) of the Bharatiya Nyaya Sanhita, 2023, alleging, that the mortgaged property shown at the time of availing the loan was represented as a house, however upon verification, the Khasra numbers as per the title documents pointed to a Shiva Temple and not a house. CGHFL seeks a direction for the registration of a first information report and further investigation into the matter. The matter is currently pending.

20. CGHFL has filed a first information report bearing number 0458/2025 dated February 27, 2025 with the Amaroli Police Station, Surat, under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Rameshbhai Chanabhai Baraiya and Jagrutiben Rameshbhai Baraiya, tenants of the property (collectively, the "**Accused**") alleging offences under Sections 54 and 329(3) of the Bharatiya Nyaya Sanhita, 2023. It is alleged that the Accused broke the locks and trespassed into the property, of which CGHFL had previously taken lawful physical possession following the failure of the original borrowers (Upendrakumar Yogeshbhai Harsora and Pujaben Dineshbhai), being the owners of the property, to pay the due instalments on their loan facility. The matter is currently pending.

21. CGHFL has filed a first information report dated August 26, 2024 with the Badliyas Police Station, Bhilwada under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Gopal Lal Gurjar and Bheri Gurjar (collectively, the "**Accused**") alleging offences under Sections 34, 384, 427 and 448, of the Indian Penal Code, 1860. It is alleged that the Accused broke the locks and trespassed into the property, of which CGHFL had previously taken lawful physical possession from the Accused, following the Accused's failure to pay the due installments on their loan facility. The matter is currently pending.

22. CGHFL has filed first information report bearing No. 653/2025 dated October 15, 2025 at Karveer, Police Station, Kolhapur, Maharashtra, in relation to the loan account of Yash Dhananjay Patil (the "**Borrower**") under Sections 223, 329(4), 352, 351(2) and 3(5) of Bharatiya Nyaya Sanhita, 2023. After CGHFL obtained physical possession of the mortgaged property pursuant to the order of the Hon'ble Chief Judicial Magistrate Court, Kolhapur dated April 4, 2025, the Borrower allegedly trespassed into the said mortgaged property. The matter is currently pending.

23. CGHFL has filed a first information report no. 0115/2024 dated July 1, 2024 with the Baneda Police Station, Shahpura under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Shakti Singh Bhati, Lakshmi Devi, Bhairu Singh Bhati and Vikram Singh Bhati (collectively, the "**Accused**") alleging offences under Sections 120 and 452 of the Indian Penal Code, 1860. It is alleged that the Accused broke the locks and trespassed into the property, of which CGHFL had previously taken lawful physical possession from the Accused, following the Accused's failure to pay the due installments on their loan facility. The matter is currently pending.

24. CGHFL has filed a first information report dated April 17, 2025 with the Kotri Police Station, Bhilwara, under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Kana Gujar, Arami Devi and others (collectively, the "**Accused**") alleging offences under Sections 3(5), 62, 329(3) and 324(4) of the Bharatiya Nyaya Sanhita, 2023. It is alleged that the Accused broke the locks and trespassed into the property, of which CGHFL had previously taken lawful physical possession from the Accused, following the Accused's failure to pay the due installments on their loan facility. The matter is currently pending.

25. CGHFL has filed a first information report bearing no. 76/2025 dated March 13, 2025 with the Kapasan Police Station, Chittorgarh, under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Gopal Lal Khatik (the "**Accused**") alleging offences under Sections 331(1) of the Bharatiya Nyaya Sanhita, 2023. It is alleged that the Accused broke the locks, manhandled the security guard and trespassed into the property, of which CGHFL had previously taken lawful physical possession from the Accused, following the Accused's failure to pay the due installments on their loan facility. The matter is currently pending.

26. CGHFL has filed a first information report bearing no. 0127/2025 dated April 17, 2025 with the Koregaon Police Station, Satara, under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 against Sanket Rajendra Bhusari and Rajendra Vishnu Bhusari (collectively, the "**Accused**") alleging offences under Sections 3(5), 115, 223, 329(4), 351(2) and 351(3) of the Bharatiya Nyaya Sanhita, 2023. It is alleged that the Accused broke the locks and trespassed into the property, of which CGHFL had previously taken lawful physical possession from the Accused, pursuant to a court order, following the Accused's failure to pay the due installments on their loan facility. The matter is currently pending.

27. CGHFL has filed a first information report bearing no. 401/2025 dated October 27, 2025, with the Tila Mod, Ghaziabad Police Station, under section 318 (4), 338, 336(3) and 340 (3) Bharatiya Nyaya Sanhita, 2023 against Raju Kumar, Smt. Monika and Gyanendra ("**Accused**") alleging fraud on the ground that the Accused obtained the loan by submitting forged title documents and creating a fabricated ownership chain over a property belonging to a third party. The matter is currently pending.

28. CGHFL has filed a first information report bearing no. 142/2026 dated February 27, 2026 with Kotwali, Ayodhya Police Station under Sections 406 and 420 IPC, 1860 against Kanhaiya Vishwakarma, Ram Dayal, Smt. Sundarpati, Kishan Vishwakarma, Raju Vishwakarma, Smt. Jagruti Pandey and others ("**Accused**") alleging fraud on the ground that during the tenure of the mortgage, the Borrowers proceeded to sell the mortgaged property to Smt Jagruti Pandey without informing CGHFL about the sale. Furthermore, the accused persons have deliberately ceased residing in the mortgaged property and changed their residential address to avoid paying EMIs. The matter is currently pending.

29. CGHFL, had initiated criminal proceedings by filing a complaint against Mrs. Tannu Mishra, Sanjeev Kumar Mishra, Devendra Singh, and other unknown persons ("**Accused**"), leading to the registration of a first information report on May 8, 2025, with the Bajaj Nagar Police Station, Jaipur under Sections 316(2), 318(4), 338, 61(2) and 336(3) of the Bharatiya Nyaya Sanhita, 2023 ("**BNS**"). The complaint alleges that the Accused committed offenses including cheating, criminal conspiracy, and forgery by fraudulently mortgaging a property to obtain a loan. It is further alleged that the Accused submitted forged documents and subsequently mortgaged the same property to other financial institutions while the loan with CGHFL remained outstanding, thereby causing wrongful loss to CGHFL. The matter is currently pending investigation.

Material Civil Proceedings

None of the civil proceedings filed by our Material Subsidiary falls above the Materiality Threshold.

Recovery proceedings under the SARFAESI Act

CGHFL has initiated actions under the SARFAESI Act against various individuals and entities (collectively, the "**Respondents**"), including auctioning the mortgaged property and taking possession of the mortgaged property. CGHFL has filed 13 applications before the Debt Recovery Tribunal and High Courts of various jurisdictions, under Section 17 of the SARFAESI Act, asserting its rights over the mortgaged property and seeking enforcement of its claims against the Respondents. The total pecuniary value involved in these matters aggregates to INR 40.41 million, along with interest, and these matters are currently pending at various stages of adjudication.

REGULATION AND POLICIES

The following description is a summary of certain sector specific laws regulations and policies prescribed by the Government of India and other regulatory bodies which are applicable to the Company's business. The information detailed in this section has been obtained from publications available in the public domain, and may not be exhaustive. It is merely intended to provide general information and is neither designed nor intended to be a substitute for professional legal advice.

The statements below are based on the current provisions of the Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Taxation statutes, labour regulations, company regulations and debt recovery statutes which also apply to us as they do to any other Indian company and therefore have not been detailed below. For purposes of this section, references to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification are to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended from time to time. Investors should carefully consider the information described below, together with the information set out in the other sections of the Offering Circular (including the financial statements) before making an investment decision relating to the Notes, as any changes in the regulations and policies could have a material adverse effect on the Company's business.

Laws and Regulations Applicable to NBFCs

Reserve Bank of India Act, 1934

The Reserve Bank of India ("**RBI**") regulates and supervises activities of non-banking financial companies ("**NBFCs**"). Chapter III B of the Reserve Bank of India Act, 1934 as amended, updated, modified, replaced or substituted from time to time ("**RBI Act**") empowers the RBI to regulate and supervise the activities of all NBFCs in India. The RBI Act defines an 'NBFC' under Section 45-I (f) as:

(i) "a financial institution which is a company;

(ii) a non-banking institution which is a company and which has as its principal business the receiving of deposits, under any scheme or arrangement or in any other manner, or lending in any manner;

(iii) such other non-banking institution or class of such institutions as the RBI may, with the previous approval of the Central Government and by notification in the Official Gazette, specify."

Section 45-I(c) of the RBI Act defines "financial institution" to mean any non-banking institution which, among other things, carries on the business of, or part of its business of, financing, by way of making of loans or advances or otherwise, of any activity other than its own; the acquisition of shares, stock, bonds, debentures, or securities issued by a Government or local authority or other marketable securities of a like nature; leasing, hire-purchase, insurance business, chit business, but does not include any institution whose principal business is that of carrying out any agricultural or industrial activities or the purchase/sale of any goods (other than securities) or providing of any services or the sale/purchase/construction of immovable property (provided that that no portion of the income of the institution is derived from the financing of purchases, constructions or sales of immovable property by other persons).

Any company that carries on the business of a non-banking financial institution as its 'principal business' is to be treated as an NBFC. The term 'principal business' has not been defined in the RBI Act, however, the RBI has clarified through a press release dated April 8, 1999 that in order to identify a particular company as an NBFC, it will consider both the assets and the income pattern as evidenced from the last audited balance sheet of the company to decide its principal business. The company will be treated as an NBFC if (a) its financial

assets are more than 50 per cent. of its total assets (netted off by intangible assets); and (b) income from financial assets should be more than 50 per cent. of the gross income. Both these tests are required to be satisfied as the determinant factor for principal business of a company.

Section 45-IA of the RBI Act makes it mandatory for every NBFC to get itself registered with the RBI in order to be able to commence any of the aforementioned activities.

Every NBFC is required to submit to the RBI a certificate, from its statutory auditor within one month from the date of finalisation of the balance sheet and in any case, not later than December 31 of that year, stating that it is engaged in the business of non-banking financial institution requiring it to hold a certificate of registration.

RBI directions applicable on NBFCs

NBFCs are primarily governed by *inter alia* the RBI Act, the SBR Directions, the Reserve Bank of India (Non Banking Financial Companies – Governance) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Asset Liability Management) Directions, 2025, the Reserve Bank of India (Non Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Credit Facilities) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Credit Risk Management) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Transfer and Distribution of Credit Risk) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025, the Reserve Bank of Inda (Non-Banking Financial Companies – Peer to Peer Lending Platform) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies - Account Aggregator) Directions, 2025, the Master Direction – Reserve Bank of India (Commercial Paper and Non Convertible Debentures of original or initial maturity up to one year) Directions, 2024, the Reserve Bank of Inda (Non-Banking Financial Companies - Acceptance of Public Deposits) Directions, 2025, each as amended, replaced and/or updated from time to time, and all other notifications, directions, guidelines, circulars or press notes, clarifications or letters issued by the RBI from time to time.

Although by definition, NBFCs are permitted to operate in similar sphere of activities as banks, there are a few important and key differences. The most important distinctions are:

(i) non-deposit taking NBFCs cannot accept public deposits repayable on demand. Further, only those NBFCs that hold a deposit accepting certificate of registration issued by RBI, and have *inter alia* a minimum investment grade credit rating of 'BBB–' from any of the SEBI-registered credit rating agencies, are allowed to accept/ hold public deposits up to a limit of 1.5 times of their net owned funds;

(ii) NBFCs do not form part of the payment and settlement system and cannot issue cheques drawn on itself; and

(iii) the deposit insurance facility of Deposit Insurance and Credit Guarantee Corporation is not available to a depositor of deposit taking NBFCs.

SBR Directions

On November 28, 2025, the RBI issued a Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025, as amended from time to time ("**SBR Directions**"), a regulatory framework for NBFCs whereby NBFCs have been categorised into following four layers based on their size, activity, and perceived riskiness by the RBI:

(i) NBFC- Base Layer ("**NBFC-BL**");

(ii) NBFC- Middle Layer ("**NBFC-ML**");

(iii) NBFC- Upper layer ("**NBFC-UL**"); and

(iv) NBFC- Top Layer ("**NBFC-TL**").

The NBFC- BL comprises of (a) non-deposit taking NBFCs below the asset size of ₹10,000 million; and (b) NBFCs undertaking the following activities- (i) NBFC-Peer to Peer Lending Platform (NBFC-P2P), (ii) NBFC-Account Aggregator (NBFC-AA), (iii) Non-Operative Financial Holding Company (NOFHC) and (iv) NBFCs not availing public funds and not having any customer interface.

The NBFC- ML consists of (a) all deposit taking NBFCs ("**NBFC-Ds**"), irrespective of asset size, (b) non-deposit taking NBFCs with asset size of ₹10,000 million and above and (c) NBFCs undertaking the following activities: (i) Standalone Primary Dealers (SPDs), (ii) Infrastructure Debt Fund - Non-Banking Financial Companies (IDF- NBFCs), (iii) Core Investment Companies (CICs), (iv) Housing Finance Companies (HFCs) and (v) Non-Banking Financial Company - Infrastructure Finance Companies (NBFC-IFCs).

The NBFC-UL comprises of those NBFCs which are specifically identified by the RBI as warranting enhanced regulatory requirement based on a set of parameters and scoring methodology as provided in the SBR Directions. The top ten eligible NBFCs in terms of their asset size shall always reside in the upper layer, irrespective of any other factor. Once an NBFC is classified as NBFC-UL, it is subject to enhanced regulatory requirement, at least for a period of five years from its classification in the upper layer, even in case it does not meet the parametric criteria in the subsequent year(s).

The top layer will ideally remain empty. This layer can get populated if the RBI is of the opinion that there is a substantial increase in the potential systemic risk from specific NBFCs-UL. Such NBFCs shall move from the upper layer to the top layer.

NBFCs are also categorised by the RBI, based on the kind of activity that they conduct, such as: (i) investment and credit companies ("**NBFC-ICC**"); (ii) infrastructure finance companies; (iii) infrastructure debt funds; (iv) micro finance institutions ("**NBFC-MFI**"); (v) factors ("**NBFC-Factor**"); (vi) core investment companies; (vii) non-operative financial holding companies; (viii) mortgage guarantee companies; (ix) account aggregators; (x) peer-to-peer lending platforms; (xi) standalone primary dealers; and (xii) housing finance companies, among others.

As on the date of this Offering Circular, the Company falls under the category of NBFC-ML, as its asset size is ₹10,000 million and above as per the last audited balance sheet.

Net Owned Fund

From the commencement of the Reserve Bank of India (Amendment) Act,1997, NBFCs were not permitted to commence or carry on the business of a non-banking financial institution without *inter alia* obtaining a certificate of registration ("**CoR**") from the RBI. Under the SBR Directions, the RBI has prescribed net owned fund ("**NOF**") requirement of Rs. 100 million for NBFC-ICC, NBFC-MFI and NBFC-Factor to commence or carry on the business of non-banking financial institutions. Further, the NOF requirement for NBFC-P2P, NBFC-AA and NBFCs with no public funds and no customer interface remains at Rs. 20 million under the SBR Directions. The RBI has specified glide path under the SBR Directions for existing NBFC-ICC to achieve NOF of at least Rs. 50 million by March 31, 2025 which must be further increased to Rs. 100 million by March 31, 2027.

NBFCs failing to achieve the prescribed NOF level within the stipulated period shall not be eligible to hold the CoR as NBFCs.

For this purpose, the RBI Act has defined "**net owned fund**" to mean:

Net Owned Fund –

(i) *The aggregate of the paid-up equity capital and free reserves as disclosed in the latest balance sheet of the company, after deducting (a) accumulated balance of losses, (b) deferred revenue expenditure, and (c) other intangible assets; and*

(ii) *further reduced by the amounts representing,*

(a) investment by such companies in shares of (I) its subsidiary, (II) companies in the same group, (III) other NBFCs; and

(b) the book value of debentures, bonds, outstanding loans and advances (including hire purchase and lease finance) made to, and deposits with (I) subsidiary of such companies; and (II) companies in the same group, to the extent such amount exceeds 10 per cent of (a) above.

Reserve Fund

In addition to the above, Section 45-IC of the RBI Act requires NBFCs to create a reserve fund and transfer therein a sum of not less than 20 per cent. of its net profits earned annually before declaration of dividend. Such a fund is to be created by every NBFC. Further, no appropriation can be made from the reserve fund by the NBFC except for the purposes specified by RBI from time to time and every such appropriation shall be reported to RBI within the prescribed timelines.

Maintenance of liquid assets

Reserve Bank of India (Non-Banking Financial Companies – Asset Liability Management) Directions, 2025 dated November 28, 2025, as amended or updated from time to time ("ALM Directions")

NBFCs, in terms of the ALM Directions, are required to have in place an asset liability management ("**ALM**") system for measuring, monitoring and managing their liquidity, interest rate, equity, and foreign exchange risks. This involves the identification and assessment of various types of risks, and categorisation of all assets and liabilities into different maturity profiles and evaluating these items for any mismatches in any particular maturities, especially in the short term i.e., 1-30 / 31 days. In terms of structural liquidity, the net cumulative negative mismatches in the maturity buckets 1-7 days, 8-14 days, and 15- 30 days shall not exceed 10 per cent., 10 per cent. and 20 per cent. respectively of the cumulative cash outflows in the respective time buckets. Further, all NBFCs with an asset size of Rs. 1000 million and above are required to adhere to the guidelines for liquidity risk management provided under the ALM Directions. The ALM system rests on the functioning of ALM information systems within the NBFC, ALM organisation including an Asset Liability Committee ("**ALCO**"), the ALM support groups, and the ALM processes including interest rate risk management, liquidity risk management, 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 projection.

The ALCO consisting of the NBFC's top management including the CEO/MD or the executive director, shall be responsible for ensuring adherence to the policies and the risk tolerance/limits set by the board of the NBFC as well as implementing the liquidity risk management strategy of the NBFC. The role of the ALCO with respect to liquidity risk should include, *inter alia*, to decide on desired maturity profile and mix of incremental assets and liabilities, sale of assets as a source of funding, the structure, responsibilities and controls for managing liquidity risk, and overseeing the liquidity positions of all branches.

The ALM support groups consisting of the operating staff shall be responsible for analysing, monitoring and reporting the liquidity risk profile to the ALCO. NBFCs will have to constitute such support groups depending on the size and complexity of liquidity risk management in the NBFC.

The ALM Directions mainly address liquidity and interest rate risks. In case of structural liquidity, the net cumulative negative mismatches in the maturity buckets 1-7 days, 8-14 days, and 15- 30 days shall not exceed 10 per cent., 10 per cent. and 20 per cent. respectively of the cumulative cash outflows in the respective time buckets. Further, all NBFCs with an asset size of Rs. 1000 million and above are required to adhere to the guidelines for liquidity risk management provided under the ALM Directions.

Reserve Bank of India (Non-Banking Financial Companies – Credit Facilities) Directions, 2025 dated November 28, 2025, as amended or updated from time to time ("Credit Facilities Directions")

Lending against Gold and Silver collateral

The NBFCs lending against gold and silver collaterals are required to comply with the guidelines provided under the the Chapter IV of Credit Facilities Directions.

The credit policy of the NBFC, as required under the chapter on board approved policies of the Credit Facilities Directions, shall include, *inter alia*, appropriate single borrower limits and aggregate limits for the portfolio of loans against collateral of jewellery, ornaments or coins made of gold or silver; maximum permissible LTV ratio for such loans; action to be taken in cases of breach of LTV ratio; valuation standards and norms; standards of gold and silver purity; and documentation to be obtained and maintained for loans proposed to be categorised under priority sector lending.

The Credit Facilities Directions do not allow NBFCs to grant any advance or loan (i) for purchase of gold in any form including including primary gold, ornaments, jewellery, or coins, or for purchase of financial assets backed by gold, e.g., units of exchange-traded funds (ETFs) or units of mutual funds; and (ii) against primary gold or silver or financial assets backed by primary gold or silver. The Credit Facilities Directions also prohibit advancing of loans where the ownership of the collateral is doubtful and require NBFCs to obtain in all cases, a suitable document or declaration from the borrower confirming that the borrower is the rightful owner of the eligible collateral.

The maximum loan to value ("**LTV**") ratio in respect of consumption loans against the eligible collateral shall not exceed loan to value ratio as provided in the table below:

Total consumption loan amount per borrower	**Maximum LTV ration**
≤ ₹0.25 million	85 per cent
> ₹0.25 million & ≤ ₹0.5 million	80 per cent
> ₹0.5 million	75 per cent

The prescribed LTV ratio shall be maintained on an ongoing basis throughout the tenor of the loan.

The aggregate weight of (i) ornaments pledged for all loans to a borrower shall not exceed 1 kilogram for gold ornaments and 10 kilograms for silver ornaments; and (ii) coins pledged for all the loans to a borrower shall not exceed 50 grams for gold coins and 500 grams for silver coins.

As per the Credit Facilities Directions, valuation of gold and silver collateral shall be based on the reference price corresponding to its actual purity (caratage), using the lower of (a) the average closing price of gold or silver, as the case may be, of the specific purity over the preceding 30 days, or (b) the closing price of the gold or silver, as the case may be, of that specific purity on the preceding day, as published by the India Bullion and

Jewellers Association Ltd. (IBJA) or a commodity exchange regulated by SEBI. Only the intrinsic value of the gold or silver content shall be considered, with no other cost elements such as precious stones or gems included. Where price information for a specific purity is not directly available, the published price of the nearest available purity shall be used to arrive at valuation with proportionate adjustment of the weight of the collateral based on its actual purity. As per the terms of Business Conduct Directions, the procedure for assaying the purity of the gold and silver collateral and determination of net weight and the price used to value the gold and silver content shall be standardised uniformly across all branches of the NBFC, and shall be disclosed on the NBFC's website.

The Business Conduct Directions require the NBFC to ensure that all gold and silver collateral be handled and stored only in branches with the necessary infrastructure and facilities and with appropriate security measures, and only by employees of the NBFC.

The Business Conduct Directions further require that all documentation, including the loan agreement and assaying certificate, be standardised across all branches and provided to the borrower, with all key terms and conditions disclosed in a language of the borrower's choice or the language of the region.

Collateral shall be released to the borrower or their legal heirs on the same day, and in any case not later than seven working days, upon full repayment or settlement of the loan. In case of delay in release of the pledged collateral after full repayment or settlement of loan, the NBFC shall compensate the borrower(s) / legal heir(s) at the rate of ₹5,000 for each day of delay.

In the event of auction, the Business Conduct Directions require that the first auction of collateral be conducted physically in the same district as the lending branch, with public notice given in at least two newspapers, one regional and one national. The reserve price for auction shall not be less than 90 per cent. of the current value of the eligible collateral, and where two auctions fail, the reserve price shall not be less than 85 per cent. of the current value. Any surplus realised from the auction shall be refunded to the borrower or their legal heirs within seven working days of receipt of the full auction proceeds.

An NBFC may decide on a suitable approach for lending against eligible collateral as part of its credit risk management framework, consistent, *inter alia*, with the principle of proportionality and ease of access for small ticket loans. However, detailed credit assessment, including assessment of borrower's repayment capacity, shall be undertaken where the total loan amount against eligible collateral exceeds ₹0.25 million to a borrower. In case of bullet repayment loans, the threshold shall be the total amount payable at maturity.

The NBFC may renew an existing loan or sanction a top-up loan upon a formal request from the borrower and subject to credit assessment, provided such renewal or top-up is within the permissible LTV and the loan is classified as standard. Renewal of bullet repayment loans shall be permitted only after payment of accrued interest, if any. Such renewals and top-ups shall be clearly identifiable in the NBFC's core banking or loan processing systems.

In case of transfers, loan disbursals shall be made to the borrower's account and not to a third-party account, except where disbursals are covered exclusively under statutory or regulatory mandate, flow of funds between lenders for co-lending transactions, or for specific end use where disbursal is made directly to the bank account of the end beneficiary. Loan servicing and repayment shall be executed by the borrower directly into the NBFC's account without any pass-through or pool account of a third party.

For disclosure requirements, NBFCs shall be guided by the Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025, as amended or updated from time to time. All NBFCs shall disclose in their balance sheet the percentage of loans extended against gold and silver collateral, separately, to their total assets.

RBI Notification on Gold loans – Irregular practices observed in grant of loans against pledge of gold ornaments and jewellry dated September 30, 2024 ("Gold Loan Notification")

The RBI conducted a review of adherence to prudential guidelines as well as practices being followed by different categories of supervised entities (including NBFCs) with regard to loans against pledge of gold ornaments and jewellry. The RBI subsequently issued the Gold Loan Notification. The said review and on-site examination of select supervised entities indicated several irregular practices including: (i) shortcomings in use of third parties for sourcing and appraisal of loans; (ii) valuation of gold without the presence of the customer; (iii) inadequate due diligence and lack of end use monitoring of gold loans; (iv) lack of transparency during auction of gold ornaments and jewellry on default by the customer; (v) weaknesses in monitoring LTV; and (vi) incorrect application of risk-weights. The RBI has advised the supervised entities to comprehensively review their policies, processes and practices on gold loans to identify gaps, including the irregularities highlighted in the Gold Loan Notification, and initiate appropriate remedial measures in a timebound manner. Further, it is advised that the gold loan portfolio should be closely monitored and adequate controls should be in place over outsourced activities and third-party service providers.

Microfinance Loans

The Credit Facilities Directions outline several key regulations for NBFCs in respect of providing credit facilities to the borrowers including microfinance loans and project finance. Microfinance loans governed by these regulations are defined as collateral-free loans given to households with an annual household income up to Rs. 0.3 million. In relation to microfinance loans, NBFCs must have board-approved policies for assessing household income and ensuring that the outflows on account of repayment of monthly loan repayment obligations do not exceed 50 per cent. of the household's monthly income. Additionally, the NBFC shall put in place a board approved policy regarding pricing of microfinance loans which shall, *inter alia,* cover the following: a well-documented interest rate model/approach for arriving at the all-inclusive interest rate, delineation of the components of the interest rate such as any cost of funds, risk premiums, margins, etc. in terms of the quantum of each component based on objective parameters, the range of spread of each component for a given category of borrowers and ceiling on the interest rate and all other charges applicable to such microfinance loans.

There shall be no pre-payment charge levied on the microfinance loans as per the Business Conduct Directions. Charges, if any, for delayed payment shall be applied on the overdue amount and not on the entire loan amount.

The Business Conduct Directions also mandate that a fair practices code for microfinance loans to be put in place with the approval of the board of the NBFC and the same should be displayed in all its offices and on its website. The fair practices code should be issued in a language understood by the borrower. There shall be a standard form of loan agreement for microfinance loans and the loan agreement and loan cards must be in a language understood by the borrower. The NBFCs shall have a board approved policy regarding the conduct of the employees and a system for the staff recruitment, training and monitoring. In relation to microfinance loans, recovery practices of the NBFC must include mechanisms to identify borrowers facing repayment difficulties and for redressal of recovery related grievances, as well as prohibitions on harsh recovery methods.

Digital Lending

The Credit Facilities Directions have prescribed guidelines that apply to digital lending activities of NBFCs. Digital lending means a remote and automated lending process by use of seamless digital technologies for customer acquisition, credit assessment, loan approval, disbursement, recovery and associated customer service, carried out through digital lending apps/platforms ("**DLAs**") and/or through lending service providers ("**LSPs**") engaged via a contractual agreement. NBFCs shall conduct enhanced due diligence before entering into arrangements with LSPs for digital lending and shall ensure that outsourcing to LSPs shall in no manner dilute or absolve the NBFC of its obligations under any statutory or regulatory provision, and the NBFC shall

remain fully responsible and liable for all acts and omissions of the LSPs. NBFCs shall provide a key fact statement, ensure that there is no automatic increase in credit limit, ensure disbursement of loan only into the bank account of the borrower(subject to permissible exceptions), ensure that all repayments are executed by the borrower directly into the NBFC's bank account without any pass-through account/ pool account of any third party, including the accounts of LSPs, and that any fees, charges, reimbursements, etc. payable to LSPs are paid directly by the NBFC and are not charged to or collected from the borrowers separately by the LSPs.

NBFCs must ensure that DLAs (including those of its LSPs) collect data only on a need-based basis with prior and explicit consent of the borrower having audit trail, ensure that LSPs will not store personal information except some basic minimal data, and ensure that no biometric data is stored/collected by the NBFC or its LSPs (subject to permissible exceptions) and that all data is stored only in servers located within India. NBFCs shall report to credit information companies about any lending done through their DLAs and/or the DLAs of its LSPs and report all DLAs whether their own or of LSPs on the Centralised Information Management System portal of the RBI. NBFCs may enter into default loss guarantee ("**DLG**") arrangements only with an LSP/other lender engaged as a LSP, and shall put in place a board approved policy for such DLG arrangements.

Project Finance

The Credit Facilities Directions provides for a harmonised framework for financing of projects in infrastructure and non-infrastructure sectors (including commercial real estate and commercial real estate- residential housing) by NBFCs. The Credit Facilities Directions shall not apply to projects where financial closure has been achieved as on October 1, 2025, though any fresh credit event and/or change in material terms thereafter in the loan contract of such projects shall follow the Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025, dated November 28, 2025, as amended and updated from time to time.

Prudential Norms

Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025 dated November 28, 2025, as amended and updated from time to time ("Prudential Norm Directions")

As per the Prudential Norm Directions, NBFC-ML and above is required to maintain (a) a minimum Tier 1 capital of 10 per cent of the aggregate risk weighted assets ("**RWAs**"); (b) a minimum capital to risk-weighted asset ratio ("**CRAR**") of 15 per cent of the aggregate RWAs. Further, NBFCs primarily engaged in lending against gold jewellery (that is, where such loans comprise 50 per cent. or more of the NBFCs financial assets) are required to maintain a minimum Tier 1 capital of 12 per cent. and CRAR of 15 per cent. of aggregate risk weighted assets of on-balance sheet and of risk adjusted value of off-balance sheet items. The Tier 2 Capital of any NBFC, at any point of time, shall not exceed 100 per cent of Tier 1 capital.

Credit Concentration Norms

Reserve Bank of India (Non-Banking Financial Companies - Concentration Risk Management) Directions, 2025 dated November 28, 2025, as amended and updated from time to time ("Credit Concentration Norms")

The RBI has, in terms of the Credit Concentration Norms, prescribed credit exposure limits for NBFCs in respect of their lending to single/group borrowers. NBFCs-ML must put in place a comprehensive board approved policy on concentration risk management, which shall *inter alia* include: (1) internal limits for sensitive sector exposure ("**SSE**") separately for capital market and commercial real estate exposures; and (2) fixing of various sub-limits, at the discretion of the board of the NBFC, within the overall SSE internal limits subject to conditions.

An NBFC-ML (other than an NBFC-IFC) shall not have exposure (credit/ investment taken together) exceeding 25 per cent of its Tier 1 capital to a single party and 40 per cent of its Tier 1 capital to a single group of parties, provided that such limits may be exceeded by five per cent for a single party and by 10 per cent for a single group of parties where the additional exposure is on account of infrastructure loan and/or investment.

Exposure to capital market (direct and indirect) and commercial real estate shall be reckoned as SSE for an NBFC, which shall fix board-approved internal limits separately for capital market and commercial real estate exposures, taking into account dynamic vulnerability assessments of various sectors and their likely impact on business as evaluated periodically. While the board of the NBFC may determine sub-limits within the overall SSE internal limits, it is specifically prescribed that a sub-limit within the commercial real estate exposure ceiling shall be fixed for financing land acquisition, and a ceiling on initial public offers funding of ₹10 million per borrower shall apply for financing subscription to initial public offers, with the option to prescribe more conservative limits.

Provisioning Requirements

Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025 dated November 28, 2025, as amended and updated from time to time ("IRAC Directions")

Every NBFC (except microfinance loans of a NBFC-MFI), after taking into account the time lag between an account becoming non-performing, its recognition, the realisation of the security and erosion overtime in the value of the security charged, is required to make provisions against sub-standard assets, doubtful assets and loss assets in the manner provided in the IRAC Directions. The IRAC Directions require that every applicable NBFC 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:

(i) Standard assets: 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) Sub-standard assets: For NBFCs-ML, the assets which have been classified as non-performing asset for a period not exceeding twelve months; or assets 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) Doubtful assets: For NBFCs-ML, assets such as term loans, lease asset, a hire purchase asset or any other asset which remains a sub-standard asset for a period exceeding twelve months; and

(iv) Loss assets: An asset which has been identified as loss asset by the NBFC or its internal or external auditor or by the RBI during the inspection of the NBFC, to the extent it is not written off by the NBFC; or 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.

Further, such class of assets would not be entitled to be upgraded merely as a result of rescheduling, unless it satisfies the conditions required for such upgradation as laid out in the Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025, dated November 28, 2025, as amended and updated from time to time.

The provision towards standard assets need not be netted from gross advances but shall be shown separately as 'Contingent Provisions against Standard Assets' in the balance sheet of the NBFC.

An NBFC (excluding microfinance loan portfolio of a NBFC-MFI) shall, after taking into account the time lag between an account becoming non-performing, its recognition as such, the realisation of the security and erosion overtime in the value of the security charged, make provisions against sub- standard assets, doubtful assets and loss assets in the manner provided for in the IRAC Directions.

The provisioning requirements for NPAs (excluding the microfinance loan portfolio of a NBFC-MFI) in respect of loans, advances and other credit facilities including bills purchased and discounted as well as project loans shall be as:

<table>
<tr><td>Standard Assets</td><td>An NBFC-ML shall make provisions for standard assets at 0.40 per cent of the outstanding, which shall not be reckoned for arriving at net NPAs.</td></tr>
<tr><td>Loss Assets</td><td>In case of loss assets, the entire asset shall be written off. If the assets are permitted to remain in the books for any reason, 100 per cent. of the outstanding must be provided for.</td></tr>
<tr><td>Doubtful Assets</td><td>(a) 100 per cent. 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 shall be made. The realisable value is to be estimated on a realistic basis;
(b) In addition to the above, depending upon the period for which the asset has remained doubtful, provision to the extent of 20 per cent. to 50 per cent. of the secured portion (i.e. estimated realisable value of the outstanding) shall be made on the following basis:
<table>
<tr><th>Period for which the asset has been considered as doubtful</th><th>per cent. of provision</th></tr>
<tr><td>Upto one year</td><td>20</td></tr>
<tr><td>One to three years</td><td>30</td></tr>
<tr><td>More than three years</td><td>50</td></tr>
</table>
</td></tr>
<tr><td>Sub-standard assets</td><td>A general provision of 10 per cent. of total outstanding shall be made.</td></tr>
</table>

For an NBFC-ML, an asset shall be Non-Performing Asset *("***NPA**") if any of the following conditions are satisfied:

(i) assets in respect of which interest has remained overdue for a period of more than 90 days.

(ii) a term loan inclusive of unpaid interest when the instalment is overdue for a period of more than 90 days or on which interest amount remained overdue for a period of more than 90 days.

(iii) a demand or call loan, which remained overdue for a period of more than 90 days from the date of demand or call or on which interest amount remained overdue for a period of more than 90 days.

(iv) a bill which remains overdue for a period of more than 90 days.

(v) 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 90 days.

(vi) 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 90 days.

(vii) the lease rental and hire purchase instalment, which has become overdue for a period of more than 90 days.

provided that an NBFC-ML shall classify each such account on the basis of its record of recovery.

(viii) the balance outstanding under the credit facilities (including accured interest) in respect of loans, advances and other credit facilities (including bills purchased and discounted), made available to the same borrower/beneficiary when any of the above credit facilities becomes non-performing asset.

Know Your Customer Compliances

Reserve Bank of India (Non-Banking Financial Companies - Know Your Customer ("KYC") Directions, 2025 dated November 28, 2025, as amended and updated from time to time ("RBI KYC Directions")

The RBI KYC Directions are applicable to all categories of NBFCs for all layers(except as specified otherwise), however, the RBI KYC Directions are not applicable to 'NBFCs not having any customer interface'. In terms of the RBI KYC Directions, every NBFC is required to formulate a KYC policy which is duly approved by the board of the NBFCs or a duly constituted committee thereof. The KYC policy formulated in terms of the RBI KYC Directions is required to include four key elements, being customer acceptance policy, risk management, customer identification procedures and monitoring of transactions. All NBFCs must ensure that a proper legal framework on anti-money laundering and countering the financing of terrorism is put in place to ensure compliance with the Prevention of Money-Laundering Act, 2002 and the Prevention of Money Laundering (Maintenance of Records) Rules, 2005, each as amended, including regulatory instructions in this regard and shall provide a bulwark against threats arising from money laundering, terrorist financing, proliferation financing and other related risks. The RBI KYC Directions provide for a simplified procedure for opening accounts by NBFCs, and enhanced due diligence procedure for certain categories of customers.

The RBI KYC Directions has prescribed detailed instructions in relation to, *inter alia*, the due diligence of customers, record management and reporting requirements to the Financial Intelligence Unit — India ("**FIU-IND**"). The RBI KYC Directions have also issued instructions on sharing of customer information while ensuring secrecy and confidentiality of information held by NBFCs. Applicable NBFCs must also adhere to the reporting requirements under the Foreign Account Tax Compliance Act of the United States of America and Common Reporting Standards (*as defined under the KYC Directions*).The RBI KYC Directions also require the applicable NBFCs to ensure compliance with the requirements/obligations under international agreements. The NBFCs must also pay adequate attention, undertake the risk assessments and a risk-based approach to any money-laundering and financing of terrorism risks that may arise from the development of new products and new business practices, including new delivery mechanisms, and the use of new or developing technologies for both new and existing products and ensure that appropriate KYC procedures issued from time to time are duly applied before introducing new products/services/technologies. All NBFCs are required to appoint a 'principal officer' at the management level for ensuring compliance, monitoring transactions, and sharing and reporting information as required under law.

Financing of NBFCs by banks

Reserve Bank of India (Commercial Banks – Credit Facilities) Directions, 2025 dated November 28, 2025, as amended and updated from time to time ("Commercial Bank Credit Facilities Directions")

The RBI has issued the Commercial Bank Credit Facilities Directions relating to *inter alia* the financing of NBFCs by commercial banks. Amongst other things, these provisions prohibit banks from lending to NBFCs for the financing of certain activities, such as:

(i) Bills discounted/rediscounted by NBFCs, except for rediscounting of bills discounted by NBFCs arising from sale of –

  (a) commercial vehicles (including light commercial vehicles), and

  (b) two wheeler and three wheeler vehicles, subject to the conditions prescribed under Commercial Bank Credit Facilities Directions. Investments of NBFCs both of current and long-term nature, in any company/entity by way of shares, debentures, etc. However, stock broking companies may be provided need-based credit against shares and debentures held by them as stock-in-trade.

(ii) Unsecured loans/inter-corporate deposits by NBFCs to/in any company.

(iii) All types of loans and advances by NBFCs to their subsidiaries, group companies/entities.

(iv) Further lending to individuals for subscribing to initial public offerings and for purchase of shares from the secondary market.

Further, as per the Reserve Bank of India (Commercial Banks - Concentration Risk Management) Directions, 2025 dated November 28, 2025, as amended or updated from time to time, the exposure of a commercial bank to NBFCs shall be in the following manner:

(i) Exposure to an NBFC excluding gold loan company: A commercial bank's exposure to a single NBFC will be restricted to 20 percent of its eligible capital base. However, based on the risk perception, more stringent exposure limits in respect of certain categories of NBFCs may be considered.

(ii) Exposure to an NBFC predominantly engaged in lending against collateral of gold jewellery: A commercial bank's exposure to a single NBFC which is predominantly engaged in lending against collateral of gold jewellery (i.e. such loans comprising 50 per cent. or more of their financial assets), shall not exceed 7.5 per cent. of the bank's capital funds (Tier 1 plus Tier 2 Capital). However, this exposure ceiling may go up by five per cent., i.e., up to 12.5 per cent. of banks' capital funds if the additional exposure is on account of funds on-lent by such NBFCs to the infrastructure sector.

(iii) Exposure to connected NBFCs: A commercial bank's exposure to a group of connected NBFCs or group of connected counterparties having NBFCs in the group will be restricted to 25 percent of its Tier 1 Capital.

Housing Finance Loans

Reserve Bank of India (Housing Finance Companies) Directions, 2025 dated November 28, 2025, as amended or updated from time to time ("Housing Finance Direction")

The Housing Finance Directions aim to ensure that the affairs of housing finance companies ("**HFCs**") are conducted in a prudent and responsible manner, that the interests of depositors, borrowers and investors are protected, and that systemic stability is maintained. Under the Housing Finance Directions, HFCs must maintain a minimum NOF of ₹200 million to commence or carry on the business of housing finance as a principal business, with transitional provisions for legacy entities previously meeting lower thresholds. HFCs must maintain a minimum capital adequacy ratio of 15 per cent. of its aggregated risk-weighted assets and of risk

adjusted value of off-balance sheet items, with Tier-1 capital not less than 10 per cent. and Tier-2 capital not exceeding 100 per cent. of Tier-1 capital, in accordance with RBI prudential norms. These provisions also integrate detailed risk weights and eligibility conditions for capital instruments in line with RBI's prudential directions.

The Housing Finance Directions incorporate and reinforce requirements relating to corporate governance, fit-and-proper criteria for directors and key managerial personnel, internal controls, audit and compliance functions, and supervisory reporting. HFCs are required to adopt and adhere to a fair practices code prescribed by the RBI, which mandates transparent and timely communication to borrowers on loan terms, fees, interest rates, recovery processes, grievance redressal mechanisms and customer protection standards.

Prudential Norms as set out in the Housing Finance Directions include asset classification, income recognition and provisioning standards consistent with NBFC norms, exposure limits including caps on single borrower and group exposures relative to owned funds, LTV limits for housing loans, and liquidity risk management requirements such as liquidity coverage ratio targets over a phased timeline. HFCs must also comply with deposit acceptance conditions, including minimum credit rating requirements, limits on deposit tenure, and caps on the quantum of public deposits relative to NOF. The Housing Finance Directions prescribe detailed disclosures, including periodic regulatory returns, statutory disclosures in financial statements, and public disclosures on websites regarding asset quality, provisions, and prudential compliance.

Implementation of Indian Accounting Standards

Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025, dated November 28, 2025, as amended and updated from time to time ("Financial Statements Directions")

Pursuant to the terms of Financial Statements Directions, an NBFCs covered under Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 shall prepare their financial statements in accordance with Ind AS and comply with the related regulatory guidance under the Financial Statements Direction, while other NBFCs shall comply with the accounting standards notified under the Companies (Accounting Standards) Rules, 2021, insofar as they are not inconsistent with RBI directions. NBFCs required to comply with Ind AS shall adhere to RBI instructions aimed at ensuring consistency in application, particularly in prudential areas such as asset classification and provisioning, governance framework, prudential floor for expected credit loss, and for matters not covered shall refer to the notified accounting standards and guidance issued by Institute of Chartered Accountants of India. The responsibility for preparation and fair presentation of financial statements vests with the board, and RBI expects high-quality Ind AS implementation supported by appropriate analysis, judgment, and documentation.

Provisions in relation to Fraud Risk Management

Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies) dated July 15, 2024 ("Fraud Risk Direction").

The RBI issued the Fraud Risk Direction to establish a comprehensive framework for the prevention, early detection, and timely reporting of fraud incidents to law enforcement agencies, the RBI and the National Housing Bank ("**NHB**"). The Fraud Risk Direction applies to all NBFCs (including housing finance companies) across the upper, middle and base layers, provided they have an asset size of Rs. 5000 million or more. The Fraud Risk Directions cover various aspects of fraud risk management, including governance structures, framework for early warning signals for detection of frauds, internal and external audits, penalties for individuals or entities involved in fraudulent activities and procedures for reporting fraud cases to law enforcement agencies and the RBI.

NBFCs are required to implement mechanisms, policies and frameworks for effective fraud monitoring. Key requirements under Fraud Risk Direction include: (a) establishing a special committee with a minimum of three members of the board of the NBFC, consisting of at least two independent directors and the chief executive officer (or the managing director, where the chief executive officer is not a whole-time director) to oversee the effectiveness of fraud risk management, review and monitor fraud cases, and recommend mitigating measures for strengthening the internal controls, risk management framework and minimising the incidence of frauds; (b) setting up a transparent process to address whistle blower complaints in relation to possible fraud cases/suspicious activities under the NBFC's whistle blower policy; (c) creating an organisational structure for institutionalisation of fraud risk management within the overall risk management function or department of the NBFC; and (d) developing a framework for 'early warning signals' under the overall fraud risk management policy approved by the board of the NBFC, to identify early warning indicators of potential fraud in credit facilities, loan accounts and other financial transactions. In addition, the Fraud Risk Direction provides detailed guidelines for reporting fraudulent activities, including: (i) establishing nodal points or designated officers to report fraud incidents and coordinating with law enforcement agencies; (ii) submitting fraud monitoring returns for individual fraud cases; (iii) separately reporting frauds that occur in other entities within the NBFC's group; (iv) closing of fraud cases pursuant to completion of certain actions prescribed in the Fraud Risk Direction and maintaining records of closed cases for audit purposes; and (v) reporting of specific cases of theft, burglary, dacoity, and robbery and submitting quarterly reports on these incidents to the RBI.

Co-Lending Arrangements of NBFCs

Reserve Bank of India (Non-Banking Financial Companies - Transfer and Distribution of Credit Risk) Directions, 2025, dated November 28, 2025, as amended and updated from time to time("Credit Risk Transfer Directions")

The Credit Risk Transfer Directions provide comprehensive direction on co-lending arrangement ("**CLA**") entered into by NBFCS with Scheduled Commercial Banks (excluding Small Finance Banks/Local Area Banks/Regional Rural Banks), All India Financial Institutions, and all NBFCs (including Housing Finance Companies). The Credit Risk Transfer Directions do not apply to loans sanctioned under multiple banking, consortium lending, or syndication lending arrangements. CLA will be ex-ante agreement between a regulated entity ("**RE**") which is originating the loans and partner RE which is co-lending to jointly fund a portfolio of loans, comprising of either secured or unsecured loans, in a pre-agreed proportion, involving sharing of revenue and risk; and each REs under a CLA shall be required to retain a minimum 10 per cent. of the individual loans in its books. The agreement to be entered between the CLA partners shall include the detailed terms and conditions of the arrangement, the criteria for selection of borrowers; specific product lines and areas of operation; fees payable for lending services; segregation of responsibilities; timeframe for critical information exchange; customer interface, customer protection issues and grievance redressal mechanism. The CLA shall entail an irrevocable commitment on part of partner RE to take on its books individual loans from originating RE on back-to-back basis, its share of the individual loans as originated by the originated RE. The CLA shall ensure that the respective shares of the REs are reflected in the books of both REs without delay after disbursement by the originating RE to the borrower, in any case not later than 15 calendar days from the date of disbursement, failing which the loans shall remain on the books of the originating RE and can be transferred to other eligible lenders under Part A of the Credit Risk Transfer Directions. All transactions between the REs, as well as with the borrowers, shall be routed through an escrow account. The partner RE may rely on KYC of originating RE in accordance with RBI KYC Directions. The credit policy is to incorporate provisions on CLAs including internal limits for the proportion of their lending portfolio under CLAs target borrower segments; due diligence of the partner entities; customer service and grievance redressal mechanism, objective criteria for fees/charges payable for lending services. The loan agreement signed with the borrower shall make upfront disclosure regarding segregation of roles and responsibilities of the NBFC, including clear identification of the

entity being the single point of interface with the customer, customer protection provisions, and disclosure of key facts statements for loans & advances under the Business Conduct Directions.

Wilful Defaulter Directions

The Reserve Bank of India (Non-Banking Financial Companies - Treatment of Wilful Defaulters and Large Defaulters) Directions, 2025 dated November 28, 2025, as amended or updated from time to time (the "Directions on Wilful Defaulters and Large Defaulters")

The Directions on Wilful Defaulters and Large Defaulters aim to ensure a transparent and non-discriminatory process for classifying a borrower as wilful defaulters by NBFCs and establish a system to disseminate credit information about wilful defaulters for cautioning other lenders to ensure that further institutional finance is not made available to them. Further, irrespective of whether the entities fall within the definition of 'lender' (*as defined under the Directions on Wilful Defaulters and Large Defaulters*), the restrictions on further financial accommodation to wilful defaulters and the provisions regarding large defaulters contained in these directions shall apply to all entities regulated by the RBI. The Directions on Wilful Defaulters and Large Defaulters provide for detailed processes for identifying and classifying wilful defaulters, specific measures against wilful defaulters, requirement for transparent mechanism for the entire process of identification of wilful defaulters and role of internal audit. Among other things, the directions also outlines (a) the procedures for reporting and dissemination of credit information on wilful defaulters and large defaulters to credit information companies, (b) treatment of compromise settlement with respect to wilful defaulters, (c) treatment of defaulted loans transferred, (d) treatment of accounts where resolution is done under the Insolvency and Bankruptcy Code/resolution framework guidelines issued by the RBI, and (e) preventive measures to be undertaken by NBFCs along with role of statutory auditors and third parties in preventing wilful defaults and identifying them at an early stage.

Reserve Bank of India (Non-Banking Financial Companies – Miscellaneous) Directions, 2025 dated November 28, 2025, as amended or updated from time to time ("NBFC Miscellaneous Directions")

Information with respect to change of address, auditors

As per the NBFC Miscellaneous Directions, all NBFCs are required to inform RBI of any change in the complete postal address, telephone number/s and fax number/s, of its registered office/corporate office, names and residential addresses of its directors, names and official designations of its principal officers, the names and office address of the auditors of the NBFC and the specimen signatures of its authorised signatories, within one month from the occurrence of such an event, to the regional office of the Department of Supervision of RBI in whose jurisdiction the NBFC is registered and to the Department of Regulation, Central Office, RBI.

Rating of NBFCs

Pursuant to the NBFC Miscellaneous Directions, all NBFCs with an asset size of ₹1,000 million and above are required to, as per RBI instructions to, furnish information about downgrading or upgrading of the assigned rating of any financial product issued by them within 15 days of a change in rating, to the regional office of RBI under whose jurisdiction their registered office is functioning.

Use of Electronic Payment System

Pursuant to the NBFC Miscellaneous Directions, all NBFCs are required take proactive steps for increasing the use of electronic payment systems, elimination of post-dated cheques and gradual phase-out of cheques in their day to day business transactions which would result in more cost-effective transactions and faster and accurate settlements.

Securitisation of the Credit Risk

Reserve Bank of India (Non-Banking Financial Companies – Securitisation Transactions) Directions, 2025 dated November 28, 2025, as amended and updated from time to time("Securitisation Directions")

Securitisation involves transactions where credit risk in assets is redistributed by repackaging them into tradeable securities with different risk profiles which may give investors of various classes access to exposures which they otherwise might be unable to access directly. While complicated and opaque securitisation structures could be undesirable from the point of view of financial stability, prudentially structured securitisation transactions can be an important facilitator in a well-functioning financial market in that it improves risk distribution and liquidity of lenders in originating fresh loan exposures. The RBI, to regulate the securitisation activities, introduced the Securitisation Directions to be applicable to NBFCs (including HFCs). These directions enunciate the assets which are eligible for securitisation and provide for other general requirements, among others, by way of specifying minimum retention requirement(s) for any originator who transfers from its balance sheet a single asset or a pool of assets to a special purpose entity as a part of a securitisation transaction.

Supervisory Direction

Master Direction – Reserve Bank of India (Filing of Supervisory Returns) Directions – 2024 dated February 27, 2024, as amended or updated from time to time ("Supervisory Directions")

To ensure compliance with regulatory standards, all NBFCs are required to submit to RBI various returns within the timelines prescribed by RBI under the Supervisory Directions and such returns should contain the correct and true information in relation to the NBFCs. The NBFCs are required to submit accurate and complete returns as specified in Annex III of the Supervisory Directions, strictly within the prescribed timelines and frequency provided under the Supervisory Directions. Exceptions to these timelines are detailed in Annex IV of the Supervisory Directions. The audited returns must be filed with the RBI within 5 working days from the date when the statutory auditor signs the auditor's report. Further, the Supervisory Directions prescribes penal action in respect of any violation of the provisions therein. NBFCs are required to achieve a higher degree of automation in generation of data for filing of returns and they are required to maintain proper records of sources and aggregation rules for generating returns data. NBFCs are expected to measure and monitor the accuracy of data and to develop appropriate escalation channels and action plans to rectify any deterioration in data quality. Furthermore, NBFCs should strive to achieve a higher degree of automation in the generation of data for the filing of returns. NBFCs shall maintain proper records of sources and aggregation rules for generating returns' data. Amongst others, the Supervisory Directions also outlines provisions regarding: (a) the responsibilities of the board and senior management of the NBFCs; and (b) designing, building and maintaining the data architecture and supporting IT infrastructure by the NBFCs, for accurate, complete and timely data aggregation and reporting not only in normal times but also during times of stress or crisis.

Ombudsman Directions

The Reserve Bank – Integrated Ombudsman Scheme, 2026 as amended and updated from time to time (the "Ombudsman Scheme") effective from July 1, 2026

The RBI has introduced the Ombudsman Scheme, which comes into force with effect from July 1, 2026. The Ombudsman Scheme aims to provide a cost-effective, expeditious and non-adversarial alternate grievance redress mechanism for the resolution of complaints against regulated entities covered under the Ombudsman Scheme, under Section 35A of the Banking Regulation Act, 1949, Section 45L of the Reserve Bank of India Act, 1934, Section 18 of the Payment and Settlement Systems Act, 2007 and Section 11 of the Credit Information Companies (Regulation) Act, 2005, as amended or updated from time to time. The Ombudsman Scheme applies to services provided by all non-banking financial companies (subject to specified exclusions)

that are either authorised to accept deposits or have a customer interface with an asset size of ₹1000 million and above. The Ombudsman Scheme was introduced by the RBI with the object of enabling resolution of complaints in respect of certain services rendered by regulated entities, to facilitate the satisfaction or settlement of such complaints, and matters connected therewith. The Ombudsman Scheme, among other things, establishes the office of the RBI Ombudsman, specifies the procedure for the redressal of grievances and the mechanism for appeals against the awards passed by the RBI Ombudsman before the appellate authority, being the executive director in-charge of the Consumer Education and Protection Department of the RBI.

Reserve Bank of India (Non-Banking Financial Companies – Internal Ombudsman) Directions, 2026 dated January 14, 2026, as amended or updated from time to time ("Ombudsman Directions")

The Ombudsman Directions mandate eligible NBFCs to establish an Internal Ombudsman ("**IO**") framework as an independent apex authority for grievance redressal within NBFC. The Ombudsman Directions apply to deposit-taking NBFCs with 10 or more branches and non-deposit taking NBFCs with an asset size of ₹50,000 million and above having public customer interface (in each case subject to specified exclusions), as on March 31, 2025. The IO must review all complaints wholly or partly resolved by the NBFC before final closure, ensuring fairness and transparency. The Ombudsman Directions specify eligibility criteria, tenure not less than three years and not exceeding five years (including any extension or reappointment), independence from the NBFC, and require adequate infrastructure and automated complaint escalation to the office of the IO for review, within such time as ensures that the IO has at least 10 days for review where RBI, National Payments Corporation of India, or card network guidelines prescribe a resolution timeline, and within 20 days of receipt in all other cases, for a final decision. The NBFC shall ensure that the final decision is communicated to the complainant within a period of 30 days from the date of receipt of complaint by the NBFC. IO decisions are binding unless overturned with competent authority (as defined under the Ombudsman Directions) approval, and all such cases where the IO's decision has been overruled shall be placed before the board of the NBFC for review. The NBFCs must report periodically to RBI, conduct annual audits of the implementation of the Ombudsman Directions, and maintain board-level oversight.

Information Technology, Risk, Controls and Practices

Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 ("Guidelines on IT Governance, Risk, Controls and Assurance Practices")

The Guidelines on IT Governance, Risk, Controls and Assurance Practices consolidate and update various guidelines and circulars on IT governance and controls, business continuity management and information systems audit. These directions are applicable to regulated entities, including NBFCs in the top layer, upper layer and middle layer.

The directive mandates NBFCs (as applicable) to adopt board approved frameworks and policies offering guidance on information technology ("**IT**") governance, with key focus on inter alia strategic alignment, risk management, resource management, performance management and business continuity/disaster recovery management. Further, the NBFC must ensure, among others: (a) formation of an IT strategy committee of the board of the NBFC; (b) constitution of an IT steering committee with representation at senior management level from IT and business functions of the NBFC; (c) appointment of a senior level, technically competent and experienced official in IT related aspects as the head of IT function; (d) establishment of a management framework to support its IT systems and infrastructure; (e) appropriate vendor risk assessment processes and controls, proportionate to the assessed risk and materiality of any IT activities/services outsourced to third-parties which are not within the applicability of the Outsourcing Directions; (f) to conduct regular risk assessments; (g) development of robust processes for incident response and recovery, through analysis of past incidents and conduct of tests and drills; (h) implementation of comprehensive business continuity and disaster

recovery management best practices; and (i) it has separate information systems audit function or resources who possess the required professional expertise and skills.

A critical aspect of this is the implementation of an IT and Information Security Risk Management Framework, which incorporates information security policies, cybersecurity policies, and a cyber crisis management plan. Furthermore, cybersecurity measures like regular vulnerability assessments and penetration testing along with a cyber incident response and recovery management policy are mandated. The RBI also dictates guidelines for managing IT infrastructure and services, including software, hardware, third-party arrangements, capacity, projects, vendors, and data. Secure access controls with multi-factor authentication and audit trails are another requirement

Outsourcing of the activities to third parties

Reserve Bank of India (Non-Banking Financial Companies – Managing Risks in Outsourcing) Directions, 2025 dated November 28, 2025, as amended or updated from time to time ("Outsourcing Directions")

With a view to put in place necessary safeguards applicable to outsourcing of activities by NBFCs, RBI has issued Outsourcing Directions on managing risks and code of conduct in outsourcing of financial services by NBFCs. The Outsourcing Directions specify that core management functions including internal audit, strategic and compliance functions, decision making functions such as determining compliance with KYC norms for opening deposit accounts, giving sanction for loans (including retail loans) and management of investment portfolio, shall not be outsourced by NBFCs. However, for NBFCs in a group/conglomerate, these functions may be outsourced within the group subject to compliance with instructions in the Outsourcing Directions. Further, while internal audit function itself is a management process, the internal auditors can be on contract. NBFCs (as applicable) should ensure that the rights and obligations of such NBFCs and the service providers are clearly set out in a legally binding agreement allowing such NBFCs to retain adequate control over the outsourced activity and the right to intervene with appropriate measures to meet legal and regulatory obligations.

The Outsourcing Directions also provide for effective management of risks faced by NBFCs due to the outsourcing of information technology services and cover aspects in relation to arrangements for material outsourcing of information technology services by the NBFC. Accordingly, all existing and new outsourcing arrangements entered into by NBFCs (as applicable) are required to be brought into compliance with the provisions of the Outsourcing Directions, in accordance with the timelines provided thereunder. Under the Outsourcing Directions, NBFCs (as applicable) are required to consider all statutory and regulatory requirements, including conditions of approval, licensing or registration, when performing due diligence in relation to the outsourcing of information technology services. The RBI also prescribes certain specific requirements for storage, computing and movement of data in cloud environments, and outsourcing of security operations centres. NBFCs (as applicable) that outsource any IT services are required to formulate a comprehensive board approved policy for such outsourcing, which must include, inter alia: (a) the roles and responsibilities of the board, committees of the board (if any) and senior management, information technology function, business function, as well as oversight and assurance functions in respect of the outsourcing of information technology services; (b) criteria for the selection of such activities and service providers; (c) parameters for defining material outsourcing based on the broad criteria; (d) delegation of authority depending on risk and materiality; (e) disaster recovery and business continuity plans; (f) systems to monitor and review the operations of these services; and (g) termination process and exit strategies, including business continuity in the event of service provider exiting the outsourcing arrangement. Further NBFCs (as applicable) are also required to establish a cloud adoption policy to identify the activities that can be moved to the cloud, to enable

and support protection of various stakeholder interests and to ensure compliance with regulatory requirements etc.

Under the Outsourcing Directions, NBFCs (as applicable) are also required to implement a risk management framework to deal with the processes and responsibilities for identification, measurement, mitigation, management, and reporting of risks associated with the outsourcing of information technology services. Further, the Outsourcing Directions provide for other requirements relating to comprehensive assessments to evaluate the need for outsourcing of information technology services, grievance redressal mechanisms for customers, a requirement to create an inventory of outsourced services, aspects to be considered for due diligence of service providers, outsourcing within the NBFC's group or conglomerate, cross-border outsourcing and exit strategy

Credit Information

Reserve Bank of India (Non-Banking Financial Companies – Credit Information Reporting) Directions, 2025 dated November 28, 2025, as amended and updated from time to time ("Credit Information Reporting Directions")

These Credit Information Reporting Directions aim to establish a standardised framework for reporting and dissemination of credit information; safeguarding the confidentiality and security of sensitive credit data; providing mechanisms for consumers to access their credit information and grievance redressal on matters related to credit information reporting. The Credit Information Reporting Directions require regulated credit institutions to submit credit data (including historical credit information) to all credit information companies ("**CICs**") in a standardised uniform credit reporting format ("**UCRF**") on four fixed reference dates each month, i.e., the 9th, 16th, 23rd and the last day of the month. Any incremental updates are required to be furnished within four calendar days of each such reference date, and a complete file containing all active and closed accounts as at month-end must be submitted by the 5th day of the succeeding month. CICs and credit institutions must keep such credit information updated regularly and provide a list of entities not complying with reporting timelines to RBI's Department of Supervision at half-yearly intervals. The Credit Information Reporting Directions mandate that credit institutions inform customers of the specific reasons for the rejection of data correction requests and provide that complainants are entitled to compensation of ₹100 per calendar day if their complaint on credit information updation/rectification is not resolved within thirty calendar days of filing. Additionally, the Credit Information Reporting Directions require credit institutions to send alerts through SMS/email to customers while submitting information to CICs regarding default in existing credit facilities.

Fair Practice

Reserve Bank of India (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025 dated November 28, 2025, as amended or updated from time to time ("Business Conduct Directions")

In accordance with the Business Conduct Directions, all NBFCs having customer interface should mandatorily adopt the guidelines on fair practices to be adhered to while conducting business. The guidelines require that all communications to the borrower shall be in the vernacular language or a language as understood by the borrower. Also, loan application forms shall include necessary information which affects the interest of the borrower, so that a meaningful comparison with the terms and conditions offered by other lenders can be made and an informed decision can be taken by the borrower. The loan application form shall indicate the documents required to be submitted with the application form. Such NBFCs should also give notice to the borrower in the vernacular language or a language as understood by the borrower of any change in the terms and conditions including disbursement schedule, interest rates, service charges, prepayment charges etc. Such NBFCs shall also ensure that changes in interest rates and charges are effected only prospectively.

In accordance with the Business Conduct Directions, all NBFCs must formulate appropriate internal procedures for determining interest rates, processing, penal and other charges.

The rate of interest and the approach for gradations of risk shall be made available on the website of the NBFC or published in the relevant newspapers. The information published shall be updated whenever there is any change in the interest rate. In the matter of recovery of loans, such NBFCs shall not resort to undue harassment methods which include persistently bothering the borrowers at odd hours, using muscle power for recovery of loans etc. Such NBFCs shall also ensure that their staff are adequately trained to deal with the customers in an appropriate manner.

In order to regulate charging of excessive interest rates, the board of each NBFC shall adopt an interest rate model considering the various 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 and the approach for gradation of risk and the rationale for charging different rates of interest for different categories of borrowers are required to be disclosed to the borrowers in the application form and communicated explicitly in the sanction letter. Furthermore, the rate of interest would have to be annualised so that the borrower is aware of the exact rates that would be charged to the account.

Financial Services

Reserve Bank of India (Non-Banking Financial Companies – Undertaking of Financial Services) Directions, 2025 dated November 28, 2025, as amended and updated from time to time ("Financial Services Directions")

Under the Financial Services Directions, the board of the NBFC is required to approve a comprehensive policy regarding undertaking mutual funds distribution, covering customer appropriateness and suitability as well as grievance redressal mechanism before the NBFC undertakes distribution of mutual fund products. Further, the NBFC shall only act as an agent of its customers, forwarding their applications for purchase or sale of mutual fund units together with the payment instruments, to the mutual fund or the registrars or the transfer agents, and the purchase of units shall be at the customers' risk and without the NBFC guaranteeing any assured return.

With respect to investment by NBFC in Alternative Investment Funds ("**AIFs**"), the Financial Services Directions require that the NBFC's investment policy shall have suitable provisions governing its investments in an AIF scheme, compliant with extant law and regulations. An NBFC shall not individually contribute more than ten percent of the corpus of an AIF Scheme. Where the NBFC contributes more than five percent of the corpus of an AIF Scheme that has downstream investment (excluding equity instruments) in a debtor company of the NBFC, the NBFC shall be required to make 100 percent provision to the extent of its proportionate investment in the debtor company through the AIF Scheme, subject to a cap equivalent to the NBFC's direct loan and/or investment exposure to the said debtor company. Notwithstanding this, where the NBFC's contribution is in the form of subordinated units, it shall deduct the entire investment from its capital funds, proportionately from both Tier-1 and Tier-2 capital (wherever applicable).

The Company being classified as an NBFC-ML, is also permitted to undertake point of presence ("**PoP**") services for the national pension system under the Pension Fund Regulatory and Development Authority ("**PFRDA**"), provided it complies with the prescribed CRAR and has made net profit in the preceding financial year, and after registration with PFRDA. Any violation of the instructions relating to PoP services shall invite supervisory action, including but not limited to cancellation of permission to undertake PoP services.

Under the Financial Service Directions, an NBFC shall make an application for entry into the insurance business, along with necessary particulars duly certified by its statutory auditors, through PRAVAAH Portal (https://pravaah.rbi.org.in) to the Department of Regulation (DoR), Central Office, RBI. An NBFC shall not be allowed to conduct such business departmentally. A subsidiary or company in the same group of an NBFC or

of another NBFC engaged in the business of a non-banking financial institution or banking business shall not normally be allowed to join the insurance company on a risk participation basis. An NBFC may take up insurance agency business on fee basis and without risk participation, without obtaining the approval of the RBI subject to the following conditions:

(i) An NBFC shall obtain requisite permission from Insurance Regulatory and Development Authority of India ("**IRDAI**") and comply with the IRDAI regulations for acting as 'composite corporate agent' with insurance companies.

(ii) An NBFC shall not adopt any restrictive practice of compelling its customers to opt for a particular insurance company in respect of assets financed by the NBFC. The customers shall be allowed to exercise their own choice.

(iii) All publicity materials of the NBFC shall prominently disclose that availing insurance products is purely on a voluntary basis. There shall be no 'linkage' either direct or indirect between the provision of financial services offered by the NBFC to its customers and use of the insurance products.

(iv) The premium shall be paid by the insured directly to the insurance company without routing through the NBFC.

The risks, if any, involved in insurance agency business shall not get transferred to the business of the NBFC

Credit Risk Management

Reserve Bank of India (Non-Banking Financial Companies – Credit Risk Management) Directions, 2025 dated November 28, 2025, as amended or updated from time to time ("Credit Risk Directions")

Under the Credit Risk Directions, an NBFC is required to put in place board approved policies covering the areas specified in the Credit Risk Directions, to the extent such activities are undertaken by it. The proposals for granting credit facilities below ₹50 million to such borrowers (i.e. their directors (including the chairman and the managing director), any firm in which any of their directors or their relatives is interested as a partner, manager, employee or guarantor, any company in which any of their directors, or their relatives is interested as a major shareholder, director, manager, employee or guarantor) may be sanctioned by the appropriate authority under powers vested in such authority, but the matter shall be reported to the board. Extension of loans and advances aggregating ₹50 million or more to such borrowers shall be sanctioned by the board of the NBFC. Further, loans and advances sanctioned to senior officers of the NBFC shall be reported to the board, and no senior officer or any committee comprising a senior officer as member shall sanction any credit facility to a relative of that senior officer. In relation to such loans, an NBFC is required to obtain a declaration from the borrower giving details of the relationship of the borrower to its directors or senior officers for loans and advances aggregating ₹50 million and above, and shall recall the loan if the borrower is found to have given a false declaration. The NBFC shall disclose in its annual financial statement the aggregate amount of such sanctioned loans and advances as per the prescribed template. The NBFC shall not lend against its own shares, and shall not extend loans against the security of its own debentures (issued either by way of private placement or public issue). Tax exempt bonds offered by an NBFC shall be exempted from the applicability of the instruction.

An NBFC shall ensure that non-individual borrowers with aggregate exposure of ₹50 million and above from certain regulated entities obtain Legal Entity Identifier codes. The NBFC is also required to file charges relating to all current transactions including security interests over immovable (other than equitable mortgage), movable and intangible assets with the Central Registry of Securitisation Asset Reconstruction and Security Interest of India on an ongoing basis, in terms of the provisions of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.

With respect to Credit Default Swaps ("**CDS**"), the NBFC shall participate in the CDS market only as a user and shall buy credit protection only to hedge its credit risk on corporate bonds it holds; it shall not sell protection and shall not enter into short positions in CDS contracts.

Declaration of Dividends

Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Declaration of Dividends) Directions, 2025 dated November 28, 2025, as amended or updated from time to time ("Dividend Directions")

Under the Dividend Directions, the board of the NBFC, while considering proposals for dividend, shall take into account supervisory findings of the RBI on divergence in classification and provisioning for NPAs, qualifications in the auditors' report to the financial statements, and long-term growth plans. The Board shall ensure that the total dividend proposed for the financial year does not exceed the ceilings specified in the Dividend Directions (mentioned below). To be eligible to declare dividend, the NBFC should meet the minimum applicable regulatory requirement as per Prudential Norm Directions and the net non-performing asset ratio of the NBFC shall be less than six percent in each of the last three years, including at the close of the financial year for which dividend is proposed to be declared. The NFBC should also be compliant with the Section 45IC of the Reserve Bank of India Act, 1934, as amended or updated from time to time, and shall be compliant with the prevailing regulations and guidelines issued by the RBI and the RBI should not have placed any explicit restrictions on declaration of dividend.

There is no ceiling on dividend payments for an NBFC that does not accept public funds and does not have any customer interface. In case where the net profit for the relevant period includes any exceptional and/or extraordinary profits or income, or the financial statements are qualified (including "emphasis of matter") by the statutory auditor indicating an overstatement of net profit, such amounts shall be reduced from net profit while determining the dividend payout ratio. An NBFC that does not meet the prescribed capital adequacy and net NPA requirements for each of the last three financial years may nonetheless be eligible to declare dividend, subject to a cap of ten percent on the dividend payout ratio, provided it meets the applicable capital adequacy requirements as at the close of the relevant financial year and has a net NPA of less than four percent as at the close of that financial year. The NBFC shall report details of dividend declared during the financial year as per the prescribed format, within a fortnight after declaration of dividend, to the Regional Office of the Department of Supervision of the RBI under whose jurisdiction it is registered.

Laws in Relation to Securing and Recovering Debts

The Recovery of Debts and Bankruptcy Act, 1993

The Recovery of Debts and Bankruptcy Act, 1993, as amended, updated, modified, replaced or substituted from time to time (the "**DRT Act**") provides for establishment of the Debts Recovery Tribunals (the "**DRTs**") for expeditious adjudication and recovery of debts due to banks and public financial institutions or to a consortium of banks and public financial institutions. Under the DRT Act, the procedures for recovery of debt have been simplified and time frames have been fixed for speedy disposal of cases. The DRT Act lays down the rules for establishment of DRTs, procedure for making application to the DRTs, powers of the DRTs and modes of recovery of debts determined by DRTs. These include attachment and sale of movable and immovable property of the defendant, arrest of the defendant and his detention in prison and appointment of receiver for management of the movable or immovable properties of the defendant.

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.

Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended, updated, modified, replaced or substituted from time to time ("SARFAESI Act")

The SARFAESI Act regulates the securitization and reconstruction of financial assets of banks and financial institutions. The SARFAESI Act provides for measures in relation to enforcement of security interests and rights of the secured creditor in case of default.

The SARFAESI Act provides that if any borrower who is under a liability to a secured creditor makes any default in repayment of secured debt or any instalment thereof, and their account is classified by such secured creditor as a non-performing asset, then the secured creditor may require the borrower by notice in writing to discharge in full his liabilities within 60 days from the date of notice, failing which the secured creditor shall be entitled to exercise all rights, including but not limited to taking possession of the secured assets or take over the management of the business of the borrower including the transferring by way of lease, assignment or sale for realising the secured asset. Further, in the case of financing of a financial asset by more than one secured creditor or joint financing of a financial asset by secured creditors, no secured creditor shall be entitled to exercise any right unless the exercise of such right is agreed upon by the secured creditors representing not less than 60 percent in value of the amount outstanding as of a record date as determined by the secured creditors and such action shall be binding on all the secured creditors.

In accordance with the Credit Risk Transfer Directions, and subject to the Reserve Bank of India (Asset Reconstruction Companies) Directions, 2025, as amended or updated from time to time, all stressed loans which are in default in the books of a transferor NBFC are permitted to be transferred to asset reconstruction companies ("**ARC**"). The SARFAESI Act provides for the acquisition of financial assets by an ARC from any bank or financial institution on such terms and conditions as may be agreed upon between the parties. An ARC may act as agent for any bank or financial institution for the purpose of recovering its dues from the borrower on payment of such fees or charges as may be mutually agreed between the parties. An NBFC is generally prohibited from acquiring loans that had been transferred by other lenders as stressed loans in the previous 6 (six) months, save where such transfer is to an ARC or is undertaken as a resolution plan under the Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025, as amended or updated from time to time with the approval of signatories representing 75% (seventy-five per cent) by value of total outstanding credit facilities and 60% (sixty per cent) of signatories by number.

As per the SARFAESI Amendment Act of 2004, non-performing assets have been defined as an asset or account of a borrower, which has been classified by a bank or financial institution as sub-standard, doubtful or loss asset in accordance with directions or guidelines issued by the RBI. In case the bank or financial institution is regulated by a statutory body/authority, NPAs must be classified by such bank in accordance with guidelines issues by such regulatory authority. The RBI has issued guidelines on classification of assets as NPAs.

Various provisions of the SARFAESI Act have been amended by the Enforcement of Security Interest and Recovery of Debt Laws and Miscellaneous Provisions (Amendment) Act, 2016 as also the Insolvency and Bankruptcy Code, 2016 (which amended Section13 of SARFAESI). As per this amendment, the Adjudicating Authority under the Insolvency and Bankruptcy Code, 2016 shall by order declare moratorium for prohibiting *inter alia* any action to foreclose, recover or enforce any security interest created by the corporate debtor in respect of its property including any action under the SARFAESI Act.

Further, in accordance with Ministry of Finance notification no. S.O. 856(E) dated February 24, 2020, the eligibility limit for enforcement of security interest with respect to secured debt recovery by NBFCs (having assets worth ₹1000 million and above) has been reduced from ₹10 million to ₹2 million and above.

Insolvency and Bankruptcy Code, 2016, as amended

The Insolvency and Bankruptcy Code, 2016 as amended, updated, modified, replaced or substituted from time to time ("**Code**") consolidates laws relating to insolvency, reorganisation and liquidation/ bankruptcy of all persons, including companies, individuals, partnership firms and Limited Liability Partnerships ("**LLPs**"). The Code has established an Insolvency and Bankruptcy Board of India to function as the regulator for all matters pertaining to insolvency and bankruptcy. The Code prescribes a timeline of 330 days for the insolvency resolution process, which begins from the date the application is admitted by the NCLT. During this period, the creditors and the debtor shall negotiate and finalise a resolution plan (accepted by 66 per cent. of the financial creditors) and in the event, they fail, the debtor is placed in liquidation and the moratorium lifted. On the insolvency commencement date, the adjudicating authority shall declare a moratorium for prohibiting, including but not limited to institution or continuation of suits or proceedings against the corporate debtor, enforcement of judgments or security interest, transfer or disposal of its assets, and recovery of property in its possession. The moratorium remains in effect until completion of the corporate insolvency resolution process and ceases upon approval of the resolution plan or passing of a liquidation order.

RBI vide the Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025, as amended or updated from time to time prescribe the regulatory approach for resolution of stressed assets *inter alia* by: (i) early recognition and reporting of default by banks, financial institutions and NBFCs in respect of large borrowers; (ii) affording complete discretion to lenders with regard to design and implementation of resolution plans, in supersession of earlier resolution schemes (S4A, SDR, 5/25 etc.), subject to the specified timeline and independent credit evaluation; (iii) laying down a system of disincentives in the form of additional provisioning for delay in implementation of a resolution plan or initiation of insolvency proceedings; (iv) withdrawal of asset classification dispensations on restructuring, with future upgrades to be contingent on a meaningful demonstration of satisfactory performance for a reasonable period; and (v) requiring the mandatory signing of an inter-creditor agreement by all lenders, which will provide for a majority decision making criteria.

MCA vide notification dated November 15, 2019, issued the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudicating Authority) Rules, 2019 ("**FSP Rules**") *inter alia* governing the corporate insolvency resolution process and liquidation process of Financial Service Providers ("**FSPs**") under the Insolvency and Bankruptcy Code. With the notification of the IBC Rules, 2019, the provisions of the Code will apply to financial service providers as well, which are subject to modifications and additional conditions as set out in the FSP Rules. Financial service providers are defined to mean persons engaged in the business of providing financial services in terms of authorisation issued or registration granted by a financial sector regulator under the Code. "Financial services" is broadly defined in the Code, and includes, inter alia, services in the nature of acceptance of deposits, administration of assets, underwriting services, advisory services with respect to dealings in financial products, operation of an investment scheme, and maintenance of records of ownership of a financial product. The FSP Rules lays down the provisions for setting up an advisory committee, resolution plan and the liquidation process of financial service providers.

The Insolvency and Bankruptcy Code (Amendment) Act, 2026 dated 6 April 2026, introduces a comprehensive overhaul of India's insolvency regime, aimed at expediting resolution timelines, preserving asset value, and enhancing certainty for creditors. Key reforms include the introduction of a creditor-initiated insolvency resolution process, enabling specified financial creditors to commence a time-bound, largely out-of-court resolution while the debtor remains in possession, a statutory framework for group insolvency to facilitate coordinated proceedings across related entities, and an enabling regime for cross-border insolvency, including recognition of foreign proceedings and cooperation with overseas courts. The amendments also codify the "clean slate" principle, whereby upon approval of a resolution plan, all pre-existing claims (including statutory

dues) against the corporate debtor stand extinguished and regulatory approvals forming part of the plan are preserved, subject to compliance.

A structured mechanism for coordinated enforcement of shared security and minimum recovery safeguards for dissenting financial creditors has been introduced. Additionally, a one-time "second chance" mechanism allows restoration of the corporate insolvency resolution process prior to liquidation, subject to strict timelines. Enhanced compliance requirements and penalties for operational creditors aim to deter frivolous or misleading claims. The provisions will come into force on dates to be notified by the Central Government, with phased implementation possible.

Registration of a charge

Under the Companies Act, 2013 read along with the rules framed thereunder, as amended, updated, modified, replaced or substituted from time to time ("**Companies Act**"), a company is required to register a charge on its property or assets or any of its undertakings, whether tangible or otherwise, by filing the relevant form (as prescribed under the Companies Act) with the relevant registrar of companies ("**RoC**") along with the instrument creating this charge within 30 days of its creation by paying a prescribed fee. No charge created by a company will be taken into account by the liquidator or any other creditor unless it is duly registered and a certificate of registration of such charge is given by the RoC. The RoC may allow filing after 30 days but within the extended periods and on payment of additional/ad valorem fees, as provided under the Companies (Registration of Charges) Rules, 2014 read with the Companies (Registration of Offices and Fees) Rules, 2014 as amended from time to time; the overall scheme now contemplates staged additional fees up to the permitted extended window rather than a flat 120-day statement. Further, a company is required to keep at its registered office a register of charges and enter therein particulars of all the charges registered with the RoC on any of the property, assets or undertakings of that company as well as particulars of any modification of a charge and satisfaction of charge. The entries in the register of charges of the company shall be made forthwith after the creation, modification or satisfaction of a charge, as the case may be. Where a charge is registered with the RoC, they will issue a certificate of registration of such charge to the company and to the person in whose favour the charge is created. The Government of India has issued the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest (Central Registry) Rules, 2011 ("**CERSAI Rules**") under the SARFAESI Act. Pursuant to the CERSAI Rules, all charges created by the security provider in the form of mortgages or hypothecation of assets are required to be registered with the Central Registry of Securitisation Asset Reconstruction and Security Interest of India.

Foreign Investment Regulations

Foreign Direct Investment

Foreign direct investment ("**FDI**") in an Indian company is governed by the provisions of the Foreign Exchange Management Act, 1999, as amended, updated, modified, replaced or substituted from time to time ("**FEMA**") read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, updated, modified, replaced or substituted from time to time ("**FEMA Non-Debt Rules**"), the Master Directions on Foreign Investment in India issued by RBI from time to time, the latest being January 4, 2018, as amended, updated, modified, replaced or substituted from time to time, and the Consolidated FDI Policy Circular of 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, dated October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade ("**FDI Policy**"). FDI is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector concerned. Under the automatic route, no prior government approval is required for the issue of securities by Indian companies/acquisition of securities of Indian companies. Indian companies receiving investment as consideration for issue of capital instruments are required to file the required documentation with RBI within 30 days of such issue of securities. Under the

approval route, prior approval from the relevant administrative ministry/department of the Government of India or RBI is required. FDI for the items/activities that cannot be brought in under the automatic route (other than in prohibited sectors) may be brought in through the approval route. Furthermore, as per the sector specific guidelines of the Government, 100 per cent. FDI/NRI investments are allowed under the automatic route in certain NBFC activities subject to compliance with the guidelines of RBI in this regard. Where FDI is allowed on an automatic basis without governmental approval, RBI would be the primary agency for the purposes of monitoring and regulating foreign investment. In addition, FDI in NBFCs shall be subject to conditionalities, including minimum capitalisation norms, as specified by RBI or the relevant department of the Government of India. Further, the Department for Promotion of Industry and Internal Trade by way of press note no. 3 (2020 series) amended the FDI Policy by restricting foreign direct investments by an entity of any country which shares a border with India or where the beneficial owner of an investment into India is situated in, or is a citizen of such a country, only through the Government approval route.

External Commercial Borrowings

Indian companies are allowed to raise funds through external commercial borrowings ("**ECB**"), including loans and bonds (whether floating or fixed rate), in foreign currency or Indian Rupees and such ECB can be secured or unsecured, under the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018 issued by the RBI, as amended, updated, modified, superseded, replaced or substituted from time to time ("**ECB Regulations**").

Eligible Borrowers

Any person resident in India (other than an individual) that is incorporated, established or registered under a Central or State Act is an eligible borrower under the ECB Regulations, subject to the condition that such person is permitted to raise ECB in terms of applicable laws including the Foreign Exchange Management Act, 1999 ("**FEMA**").

An eligible borrower that is under a restructuring scheme or corporate insolvency resolution process may raise ECB only if specifically permitted under the relevant restructuring or resolution plan.

An eligible borrower against whom any investigation, adjudication or appeal by a law enforcement agency for contravention of any rule, regulation or direction issued under FEMA is pending may raise ECB notwithstanding such pending matter, without prejudice to its outcome, provided it discloses information about the pending matter in 'Form ECB 1' (or 'Revised Form ECB 1', if there is an existing ECB).

Recognised Lenders

An eligible borrower may raise ECB from the following recognised lenders:

(i) a person resident outside India;

(ii) a branch outside India of an entity whose lending business is regulated by the RBI; and

(iii) a financial institution or a branch of a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015) set up in an International Financial Services Centre ("**IFSC**").

Currency of Borrowing and Forms of ECB

ECBs may be raised in (a) foreign currency denominated; or (b) Indian Rupee denominated.

The currency of an ECB may be changed from one foreign currency to another foreign currency, from a foreign currency to Indian Rupees, or from Indian Rupees to a foreign currency. Any such change in currency shall be at the exchange rate prevailing on the date of the agreement for such change or at an exchange rate that does

not result in a liability higher than that arrived at by using the exchange rate prevailing on the date of the underlying agreement.

Further, the eligible borrower may raise ECB in any form of commercial borrowing arrangement that involves payment of agreed interest, if any, and repayment of principal.

The following funds raised by an eligible borrower shall not be treated as ECB:

(i) trade credit with original maturity up to three years, raised in terms of the ECB Regulations;

(ii) export advance received in terms of the ECB Regulations and the Foreign Exchange Management (Export of Goods & Services) Regulations, 2015;

(iii) investments received in terms of the Foreign Exchange Management (Debt Instruments) Regulations, 2019;

(iv) investments received through convertible notes issued in terms of the Foreign Exchange Management (Non-Debt Instrument) Rules, 2019; and

(v) investments received from a foreign venture capital investor through debt instruments in terms of the Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Borrowing Limit

An eligible borrower may raise ECB up to the higher of:

(i) outstanding ECB up to USD 1 billion; or

(ii) total outstanding borrowing (external and domestic) up to 300 per cent of net worth as per the last audited standalone balance sheet of the borrower.

For this purpose, outstanding borrowing shall not include non-fund based credit and funds raised through issuance of securities that are mandatorily convertible to equity. The proposed ECB (other than ECB for refinancing) shall be taken into consideration while checking for compliance with the borrowing limit. The borrowing limit specified above shall not be applicable to eligible borrowers, such as the Issuer, that are regulated by financial sector regulators.

Minimum Average Maturity Period ("MAMP")

The MAMP for ECB raised by an eligible borrower is 3 years. Call and put options, if any, shall not be exercisable prior to completion of MAMP.

An eligible borrower engaged in the manufacturing sector may also raise ECB with an average maturity period of between one year and three years, subject to the condition that the outstanding amount of such ECBs does not exceed USD 150 million.

The MAMP requirements above, shall not be required to be met in the following cases:

(i) conversion of ECB to non-debt instruments in accordance with the rules and regulations issued under the FEMA;

(ii) repayment of ECB using the proceeds from non-debt instruments issued in terms of the Foreign Exchange Management (Non-Debt Instrument) Rules, 2019 on repatriation basis, provided the proceeds are received after the drawdown of the ECB;

(iii) refinancing of ECB in terms of the ECB Regulations;

(iv) waiver of debt by the lender; and

(v) repayment of ECB, if required, for undertaking corporate actions such as closure, merger, demerger, arrangement, acquisition of control, amalgamation, resolution or liquidation by the lender or the borrower.

Cost of Borrowing

The cost of borrowing under the ECB Regulations shall be in line with prevailing market conditions. In case of eligible ECBs with an average maturity period of less than three years, the cost of borrowing shall be in compliance with the cost ceiling specified for trade credit under the ECB Regulations. In case of fixed rate loans, the floating rate plus spread of the corresponding swap shall not be more than such ceiling.

The 'cost of borrowing' means the rate of interest, other fees, expenses, charges, guarantee fees and export credit agency charges, whether paid in foreign currency or Indian Rupees, but does not include commitment fees and statutory taxes payable in India.

Prepayment charges or penal interest, if any, for default or breach of covenants shall be in line with prevailing market conditions.

End-use of ECB proceeds

Funds borrowed under the ECB Regulations cannot be utilised in India for the following purposes:

(i) chit funds;

(ii) Nidhi companies;

(iii) real estate business and construction of farmhouses, subject to limited carve-outs for construction-development projects and industrial parks prescribed under the ECB Regulations;

(iv) agricultural and animal husbandry activities, except floriculture, horticulture, cultivation of vegetables and mushrooms under controlled conditions, development and production of seeds and planting material, animal husbandry (including breeding of dogs), pisciculture, aquaculture and apiculture, and services related to agro and allied sectors;

(v) plantation, except tea, coffee, rubber, cardamom, palm oil tree and olive oil tree plantations;

(vi) trading in transferable development rights;

(vii) transacting in listed or unlisted securities, except for transactions undertaken by an Indian entity for corporate actions such as merger, demerger, amalgamation, arrangement or acquisition of control in accordance with applicable laws — and only for strategic purposes driven by the core objective of creating long-term value through potential synergies, rather than for short-term gains;

(viii) repayment of a domestic INR loan (i) that was availed for an end-use restricted under the ECB Regulations; or (ii) that is classified as an NPA as per applicable prudential norms; and

(ix) on-lending for any of the purposes for which funds cannot be borrowed and utilised as set out in ECB Regulations.

Receipt of ECB Proceeds

An eligible borrower shall drawdown ECB only after obtaining the Loan Registration Number ("**LRN"**) from the RBI through its designated authorised dealer bank ("**AD Bank**"). ECB proceeds intended to be utilised for a permitted Indian Rupee expenditure in India shall be credited to an Indian Rupee account held in India with the AD Bank by the end of the succeeding month from the date of receipt. Pending utilisation, the funds may be invested in an unencumbered fixed deposit of up to one year's tenor with the AD Bank.

ECB proceeds intended to be utilised for a permitted foreign currency expenditure may be credited to a foreign currency account held in India with the AD Bank or to a foreign currency account held outside India. Pending utilisation, the funds may be invested outside India in an unencumbered fixed deposit of up to one year's tenor or an unencumbered debt instrument with original maturity of up to one year.

Refinancing

An eligible borrower may refinance an existing ECB, in part or in full, by a fresh ECB, subject to the condition that such refinancing does not result in a failure to meet the MAMP requirement applicable to the original borrowing (or the weighted outstanding maturity in the case of multiple borrowings).

Security for raising ECB

ECBs may be secured by:

(i) creation of a charge on immovable assets, movable assets, financial assets and intangible assets (including intellectual property rights) in favour of the non-resident lender or security trustee; and

(ii) issue of a guarantee in favour of the lender or security trustee in accordance with the Foreign Exchange Management (Guarantees) Regulations, 2026.

The following conditions apply to securing ECBs:

(i) the borrowing agreement must contain a clause requiring the borrower to provide such security;

(ii) a "no objection certificate", as applicable, from the existing lender(s) in India must be obtained before creation of a charge on an encumbered asset; and

(iii) creation of a charge on an asset shall not be construed as a permission for the overseas lender or security trustee to acquire the asset in India.

Entities regulated by the RBI are not permitted to issue any type of guarantee.

In the event of enforcement or invocation of the security: (i) the claim of the lender shall be restricted to the outstanding claim against the ECB; (ii) transfer of any asset or property shall be in compliance with applicable law, and encumbered moveable assets may be taken out of India subject to obtaining a "no objection certificate" from existing lender(s) in India, if any; and (iii) where acquisition of the asset or property by the lender is not permitted under applicable law, the sale proceeds from transfer of such asset to a person resident in India may be remitted to the lender for extinguishing the outstanding claim against the ECB.

Filing and reporting requirements in relation to issuance of Notes

The Issuer is required to obtain a LRN from RBI before availing any drawdown under the Notes. To obtain the LRN, the eligible borrowers are required to submit a completed Form ECB 1 providing details of the ECB, through the AD Bank. The AD Bank is then required to forward the completed Form ECB 1 to RBI.

The following forms/returns are required to be submitted through the AD Bank in the format provided by the RBI:

(i) Form ECB 1: for providing details of the ECB and obtaining the LRN;

(ii) Revised Form ECB 1: for reporting any change in previously reported ECB parameters, within seven calendar days from the end of the month in which such change was given effect. A Revised Form ECB 1 may also be submitted to intimate any change in other information previously reported in Form ECB 1; and

(iii) Form ECB 2: for reporting receipt of ECB proceeds and debt servicing, within seven calendar days from the end of the month in which the proceeds were received or debt servicing was undertaken. Any event

or transaction that alters the outstanding borrowing under an LRN shall also be reported in Form ECB 2.

In case of non-adherence with reporting timelines, the borrower may pay a late submission fee as per the guidelines issued by the RBI, after completing the reporting.

The AD Bank shall submit the application or return received from the eligible borrower, along with due certification, to the RBI in the manner and format advised for this purpose.

Procedure in relation to any change to the Terms and Conditions of the Notes

Changes to the parameters, terms and conditions governing the ECB (including the Notes) may be made, subject to the lender's consent and compliance with the ECB Regulations. Any such change shall be reported to the RBI through a Revised Form ECB 1 within seven calendar days from the end of the month in which such change was given effect.

In case of an extension of the tenor of the Notes, the prudential regulations, including those on restructuring, shall also be applicable if the borrower has availed credit facilities from an entity (including its foreign branch or subsidiary) regulated by the RBI.

Change of the authorised dealer bank shall be subject to obtaining a "no objection certificate" from the existing AD Bank. Any redemption of the Notes prior to the MAMP, including on occurrence of an early redemption event and/or due to call or put options or due to taxation reasons (as further described in the Terms and Conditions of the Notes) will require the prior approval of RBI.

Debt Servicing

Principal, interest and other charges in respect of ECBs undertaken in compliance with the ECB Regulations may be remitted. Repayment in case of an ECB availed from the 'non-resident ordinary account' of the lender shall be credited to the 'non-resident ordinary account' only.

Indemnity

Remittances of funds outside of India by the Issuer pursuant to any indemnity clauses under the Terms and Conditions of the Notes, and/or any other agreements in relation to the Notes, shall require prior RBI approval.

Legislative Framework for International Financial Services Centre

The International Financial Services Centres Authority ("**IFSCA**") is a statutory authority established under the International Financial Services Centres Authority Act, 2019 for the development and regulation of financial products, financial services and financial institutions situated at the IFSCs set up under Section 18 of the Special Economic Zones Act, 2005. The IFSCA introduced the International Financial Services Centres Authority (Listing) Regulations, 2024 dated August 30, 2024 ("**IFSCA Regulations**") as amended, updated, modified, replaced or substituted from time to time, which provide a unified regulatory framework for listing of various securities by issuers incorporated in the IFSC, India and foreign jurisdictions on exchanges in IFSCs. These regulations aim to assist issuers in accessing and raising capital through stock exchanges in IFSCs. These regulations cover issuance and listing of various financial products on the recognised stock exchanges in IFSC.

The issuer shall obtain credit rating for its debt securities proposed to be listed on a recognised stock exchange in an IFSC, from a credit rating agency registered either with IFSCA or with a regulator in a foreign jurisdiction. However, on and from April 1, 2025 or such other date as may be specified by IFSCA, the issuer is required to obtain a credit rating from at least one credit rating agency registered with the IFSCA and may obtain any additional credit rating(s) from a globally recognised rating agency which is registered with a regulator in a

foreign jurisdiction. The issuer is required to disclose details of the ratings, assigned to the debt securities, in the Offering Circular.

Digital Personal Data Protection Act, 2023 ("DPDP Act")

The DPDP Act received presidential assent and was notified on August 11, 2023; however, its provisions will be implemented in phased manner. 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. It mandates data fiduciaries to provide a notice in plain and clear language describing the personal data sought to be collected and the purpose of processing, and provides that personal data may be processed only for a lawful purpose after obtaining consent, which may be withdrawn at any time. A data principal will have the right to obtain information about processing, seek correction and erasure, and nominate another person to exercise rights, and shall not register false or frivolous grievances or furnish false particulars, among other duties.

The DPDP Act imposes obligations on data fiduciaries to make reasonable efforts to ensure accuracy, completeness and consistency of data, build reasonable security safeguards, inform the Data Protection Board of India and affected persons in the event of a breach, and erase personal data upon withdrawal of consent or when the purpose is no longer served. The Digital Personal Data Protection Rules, 2025 ("**DPDP Rules**"), were officially notified by the Government of India on November 13, 2025, with a phased rollout for compliance. The DPDP Rules include detailed implementation aspects pertaining to notice, registration and obligations of consent managers, processing of personal data for issuance of subsidy, benefit or service by state, applicability of reasonable security safeguards, breach intimation, exercise of rights, processing of personal data of a child or person with disability, constitution and functioning of the Data Protection Board, and procedure for appeals.

Labour Laws

India has a comprehensive framework of labour laws that govern conditions of work and employment, including working hours, safety standards, protection, welfare measures, and terms of employment for labourers and employees. The following are the material labor related legislation that may be applicable to the operations of the Company:

1. The Employees' Provident Fund & Misc. Provisions Act, 1952[3];
2. Employees' State Insurance Act, 1948;
3. Payment of Bonus Act, 1965;
4. Payment of Gratuity Act, 1972;
5. Payment of Wages Act, 1936;
6. Minimum Wages Act, 1948;
7. Maternity Benefit Act, 1961;
8. Employee's Compensation Act, 1923;
9. Contract Labour (Regulation & Abolition) Act, 1970;
10. The Sexual Harassment of Women at Workplace Act, 2013; and
11. Relevant State Shops & Establishment Acts (governing hours, leave, etc.)

[3] The Government of India implemented the following: Code of Wages, 2019, Code of Social Security, 2020, the Occupational Safety, Health and Working Conditions Code, 2020 and the Industrial Relations Code, 2020, through Gazette notifications dated November 21, 2025. Post implementation of such labour codes, collectively they replace and subsumed these legislations.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

(a) ***Code on Wages, 2019***, which regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Certain provisions of this code relating to *inter alia* definitions, wage & bonus entitlements, payment timelines, and enforcement have been brought into force by the Ministry of Labour and Employment through a notification dated November 21, 2025, and other provisions of this code will be brought into effect on a date to be notified by the Government of India.

(b) ***Industrial Relations Code, 2020***, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes received the assent of the President of India on September 28, 2020. All provisions of this code have been brought into effect by the Ministry of Labour and Employment through a notification dated November 21, 2025. It has subsumed the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

(c) ***Code on Social Security, 2020***, which received the assent of the President of India on September 28, 2020. Through its notification dated November 21, 2025, the Ministry of Labour and Employment have brought into effect provisions in relation to employee state insurance, maternity, gratuity, governance bodies and employee provident fund. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It amends and consolidates laws relating to social security, and subsumes various social security related legislations, *inter alia* including the Employee's Compensation Act, 1923, Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act,1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

(d) ***Occupational Safety, Health and Working Conditions Code, 2020***, received the assent of the President of India on September 28, 2020, which amends and subsumes certain existing legislations, including Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. All provisions of this code have been brought into effect by the Ministry of Labour and Employment through a notification dated November 21, 2025.

Intellectual Property

Intellectual Property in India enjoys protection under both common law and statute. Under statute, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 and trademark protection under the Trade Marks Act, 1999, each as amended. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement.

TAXATION

The information provided below does not purport to be a comprehensive description of all tax considerations which may be relevant to a decision to purchase the Notes. In particular, the information does not consider any specific facts of circumstances that may apply to a particular purchaser or investor of the Notes. Neither these statements nor any other statements in this Offering Circular are to be regarded as advice on the tax position of any holder of the Notes or of any person acquiring, selling or otherwise dealing with the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes. The statements do not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities) may be subject to special rules.

Prospective purchasers of the Notes are advised to consult their own tax advisers as to the tax consequences of the purchase, ownership and disposal of the Notes, including the effect of any state or local taxes, under the tax laws applicable in India, the country of which they are residents or the country of purchase, holding or disposal of the Notes. Additionally, in view of the number of jurisdictions where local laws may apply, this Offering Circular does not discuss the local tax consequences to a potential holder, purchaser or investor seller arising from the acquisition, holding or disposal of the Notes. Prospective investors must therefore inform themselves as to any tax, exchange control legislation or other laws and regulations in force relating to the subscription, holding or disposition of Notes at their place of residence, and the countries of which they are citizens or countries of purchase, holding or disposition of Notes.

Indian Taxation

The following is a summary of the principal Indian tax consequences to investors who are non-residents of India ("**Non-resident Investors**") purchasing the Notes. The summary is based on Indian taxation laws and practice in force at the date of this Offering Circular and is subject to amendment, possibly with retroactive effect. The summary does not constitute legal or tax advice and is not intended to represent a complete analysis of the tax consequences under Indian law of the acquisition, ownership or disposition of the Notes. Furthermore, it only addresses the tax consequences for persons who are non-residents as defined in the Income Tax Act, 2025 ("**IT Act**") who acquire the Notes pursuant to this Offering Circular.

Taxation of interest and withholding in respect thereof

Taxation of Interest

The IT Act is the law relating to taxation of income in India. Under the IT Act, interest income payable by issuers of securities to non-resident investors is subject to Indian tax, unless the issuance proceeds are used for the purpose of a business/profession carried on by the issuer outside India, or for the purpose of making or earning any income from a source outside India.

As per Section 207 of the IT Act, the applicable tax rate on interest paid by an Indian concern to a non-resident, on debt raised in foreign currency is 20% (twenty per cent) (plus surcharge and cess). Further, the applicable tax rate on interest paid by an Indian concern to a non-resident, on debt raised in Indian currency shall be calculated at the applicable rates in force under the IT Act, depending on the legal status of the non-resident investor and its taxable income in India. However, as per Section 207 of the IT Act read with Section 393(2) of the IT Act, in case of Notes which are (a) issued on or after 1 July 2023, (b) listed only on a recognized stock exchange located in the International Financial Services Centre ("**IFSC**") and (c) in the nature of long-term bonds (as defined under the prescribed regulation); the applicable tax rate shall be 9% (nine per cent) (plus applicable surcharge and cess).

The rate of tax will stand reduced if the non-resident Noteholder, being the beneficial recipient of the interest, is a resident of a country with which the government of India has entered into an agreement for granting relief of tax or for avoidance of double taxation (a "**Tax Treaty**") and the provisions of such Tax Treaty read with Multilateral Instruments ("**MLI**") (to the extent applicable), provide for the taxation in India of income by way of interest at a rate lower than that stated above. Benefits under the Tax Treaty would however be subject to the Noteholder being eligible to claim the Tax Treaty benefits, which includes holding a valid Tax Residency Certificate ("**TRC**") and other documents. The interest payable will be subject to withholding taxes in India, subject to conditions as detailed in the section titled "*Withholding tax*" below.

Withholding tax

As per Section 393 read with Section 207 of the IT Act, interest payable to non-residents on the (i) foreign currency denominated bonds will be subject to withholding tax in India at the rate of 20 percent (twenty per cent) (plus applicable surcharge and cess); and (ii) rupee denominated bonds issued will be subject to withholding tax in India at the rates in force which may be up to 35% (thirty five per cent) (plus applicable surcharge and cess), depending on the legal status of the non-resident investor and its taxable income in India. Further, as per Section 393 of the IT Act, interest payable on the foreign currency or Rupee denominated Notes issued by the Issuer will be subject to withholding tax in India at the rate of 9% (nine per cent) (plus applicable surcharge and cess) subject to fulfillment of the relevant conditions prescribed as discussed in the section titled "Taxation of Interest" - above. An applicable tax treaty may reduce such tax liability to such beneficial rates as provided in the applicable tax treaty, subject to fulfilment of the conditions prescribed therein.

For the purpose of tax withholding, generally the non-residents are obliged to provide the Permanent Account Number ("**PAN**") allotted by the tax authorities. If the non-resident Noteholder does not have a PAN, a tax identification number may be submitted along with certain other details such as name, e-mail ID, contact number and address in the country of residence, along with a TRC substantiating such tax identification number under Section 397 of the IT Act in certain specified cases. The non-resident Noteholders may be required to provide necessary documents such as the TRC and Form 41 etc. for claiming the Tax Treaty benefits read with MLI (to the extent applicable).

A Non-resident Investor is obliged to pay such income tax on an amount equal to, or would be entitled to a refund of, as the case may be, of any difference between amounts withheld in respect of interest paid on the foreign currency denominated Notes and its ultimate Indian tax liability for such interest, subject to the conditions of the IT Act. The Non-resident Investors shall be obliged to provide all necessary information and documents, as may be required by the Issuer.

All payments of, or in respect of, interest on the Notes will be made free and clear of and without withholding or deduction of any taxes within India unless it is required by law, in which case pursuant to Condition 9 (Taxation), the Issuer will pay additional amounts as may be necessary in order that the net amount received by the Noteholders after the withholding shall equal the respective amounts which would have been receivable in respect of the Notes in the absence of the withholding or the deduction, although this is subject to certain exceptions.

Taxation of gains arising on disposition of Notes denominated in any currency other than Indian Rupees

Any gains arising to a non-resident investor from disposal of the Notes held (or deemed to be held) as a capital asset will generally be chargeable to income tax in India if the Notes are regarded as property situated in India. A non-resident investor generally will not be chargeable to income tax in India from a disposition of the Notes held as a capital asset provided the Notes are regarded as being situated outside India. The issue as to where the Notes should properly be regarded as being situated is not free from doubt. The ultimate decision, however, will depend on the view taken by Indian tax authorities on the position with respect to the situs of the rights

being offered in respect of the Notes, in terms of Section 9 of the IT Act. There is a possibility that the Indian tax authorities may treat the Notes as being located in India as the Issuer is incorporated in and resident in India.

If the Notes are regarded as situated in India by the Indian tax authorities, upon disposition of a Note, then:

(i) as per the provisions of Section 70(1)(r) of the IT Act read with Notification No. 16/2020 dated March 05, 2020 issued by the Central Board of Direct Taxes, India, there is no tax on capital gains arising on a transfer of a foreign currency denominated bond (held as a capital asset), if such bond is transferred by a non-resident investor on a recognised stock exchange located in the IFSC and where the consideration for such transaction is paid or payable in foreign currency;

(ii) when the conditions stated in clause (i) above are not met, a non-resident investor, who has held the Notes as a capital asset for a period of more than 12 months immediately preceding the date of their disposal, will be liable to pay capital gains tax at 12.5% (twelve decimal five per cent) (plus applicable surcharge and cess), as may be applicable, on the capital gains in accordance with the provisions of the IT Act subject to any lower rate provided for by an applicable Tax Treaty read with MLI (to the extent applicable);

(iii) when the conditions stated in clause (i) above are not met, a non-resident investor who has held the Notes as a capital asset for a period of 12 (twelve) months or less will be liable to pay capital gains tax at rates ranging up to 35% (thirty five per cent) (plus applicable surcharge and cess), depending on the legal status of the non-resident investor and his taxable income in India subject to any lower rate provided for by an applicable Tax Treaty read with MLI (to the extent applicable);

Tax withholding on gains arising from disposal of Notes

No tax shall be withheld by the person making any payment to a Non-Resident Investor on capital gains on disposition of Notes held as capital asset if the same is exempt as per Section 70(1)(r) of the IT Act. If the specified conditions are not satisfied and exemption is not available, tax (if any) shall be withheld by the person making any payment to a Non-resident Investor at the rates specified above. The tax payable shall be computed in such manner as prescribed in this regard under the IT Act, subject to any Tax Treaty benefit read with MLI (to the extent applicable).

For the purpose of withholding of taxes, the non-resident investor shall have to submit the details of its PAN as allotted to it by the tax authorities and all prescribed information and documents, including TRC (issued by the tax authorities of the country in which the investor is resident) and a Form 41 or claiming the tax treaty benefits. If the non-resident investor does not have a PAN, a tax identification number may be submitted along with certain other details such as name, e-mail ID, contact number and address in the country of residence, along with a tax residency certificate substantiating such tax identification number pursuant to Section 397 of the IT Act read with Rule 217 of Income Tax Rules, 2026 ("**Income Tax Rules**"). Non-resident investors shall not be required to obtain a PAN in India, provided that their transactions are confined solely to capital assets referred to in Section 70(1)(r) of the IT Act, and subject further to compliance with the conditions prescribed under Rule 157 of the Income Tax Rules.

Potential investors should, in any event, consult their own tax advisers on the tax consequences of transfer of the Notes.

Compliance to be undertaken by the non-resident investors

(i) As per the provisions of the IT Act, any person who is earning income in India is required to furnish an annual tax return declaring the total income earned and taxes paid in India, for the purpose of which such person shall be required to obtain a PAN in India.

(ii) However, as per the provisions of Section 207 of the IT Act, in case of a non-resident investor earning income only in the nature of interest income referred to in Section 393 of the IT Act and where applicable taxes i.e. 9% (nine per cent) (plus applicable surcharge and cess) have been withheld on such income (i.e. as per the IT Act), an exemption has been provided from the requirement of furnishing of such annual return.

Taxation of deemed income

As a measure to prevent laundering of unaccounted income, the IT Act provides that if a person receives specified assets (which may arguably include Notes) for a consideration which is less than fair market value ("**FMV**") of such securities by an amount exceeding INR 50,000 (Indian Rupees Fifty Thousand only), the aggregate FMV of the property as exceeds such consideration is added to the taxable income of the recipient of Notes. However, it may be noted that this provision would not be applicable if the asset is received from a relative or under a will or by way of inheritance or any other specific instances provided under Section 92(3) of the IT Act.

In case a non-resident receives Notes as per the above mechanism, the taxability of the same shall also be subject to the provisions of the applicable Tax Treaty read with MLI (to the extent applicable), assuming the non-resident is entitled to claim benefits of the Tax Treaty read with MLI (to the extent applicable).

Taxation of persons ordinarily resident in India

Any income received in respect of the Notes by a person ordinarily resident in India under the provisions of the IT Act may generally be subject to tax in India according to the personal or corporate rate of tax, as may be applicable.

Wealth Tax

No wealth tax is payable at present in relation to the Notes in India.

Estate Duty

No estate duty is payable at present in relation to the Notes in India.

Gift Tax

No gift tax is payable at present in relation to the Notes in India.

Stamp Duty

A transfer of the Notes outside India will not give rise to any Indian stamp duty liability unless the Notes are brought into India. In the event that the Notes are brought into India for enforcement or for any other purpose, the same with attract stamp duty as payable in the relevant state in India. According to Indian stamp duty laws, this stamp duty will have to be paid within a period of three months from the date the Notes or any instruments of transfer are first received in India.

U.S. Federal Income Taxation

The following is a general summary of certain U.S. federal income tax consequences of the acquisition, ownership and disposition of Notes by a U.S. Holder or a Non-U.S. Holder (each as defined below). This summary does not address the U.S. federal income tax consequences of every type of Note which may be issued under the Programme, and the applicable Pricing Supplement may contain additional or modified disclosure concerning certain U.S. federal income tax consequences relevant to such type of Note as appropriate. This summary deals only with initial purchasers of the Notes in an offering at their initial offering price and that will hold the Notes as capital assets. This discussion does not cover all aspects of U.S. federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on the acquisition,

ownership or disposition of Notes by particular investors (including consequences under the alternative minimum tax or Medicare tax on net investment income), and does not address state, local, non-U.S. or other federal tax laws (e.g. estate or gift tax) or special tax accounting rules as a result of any item of gross income with respect to the Notes being taken into account on an applicable financial statement. In particular, this summary does not address tax considerations applicable to investors that own (directly, indirectly or by attribution) 10 per cent. or more of the stock of our Company (by vote or value), nor does this summary discuss all of the tax considerations that may be relevant to certain types of investors subject to special treatment under the U.S. federal income tax laws (such as financial institutions, insurance companies, individual retirement accounts and other tax-deferred accounts, entities or arrangements treated as partnerships for U.S. federal income tax purposes or other pass-through entities, tax-exempt organisations, dealers in securities or currencies, investors that will hold the Notes as part of straddles, hedging transactions or conversion transactions for U.S. federal income tax purposes, investors who have ceased to be U.S. citizens or lawful permanent residents of the United States, U.S. Holders holding Notes in connection with a trade or business outside the United States, U.S. citizens or lawful permanent residents living abroad, U.S. Holders that are required to take certain amounts into income no later than the time such amounts are reflected on an applicable financial statement or U.S. Holders whose functional currency is not the U.S. dollar). Moreover, this summary deals only with Notes with a term of 30 years or less and does not address Partly Paid Notes, Index Linked Notes or Dual Currency Notes. The U.S. federal income tax consequences of owning Notes with a longer term, Partly Paid Notes, Index Linked Notes or Dual Currency Notes may be discussed in the appropriate Pricing Supplement.

As used herein, the term "**U.S. Holder**" means a beneficial owner of Notes that is, for U.S. federal income tax purposes, (i) an individual citizen or resident of the United States, (ii) a corporation created or organised under the laws of the United States or any state thereof, including the District of Columbia, (iii) an estate the income of which is subject to U.S. federal income tax without regard to its source or (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or the trust has validly elected to be treated as a domestic trust for U.S. federal income tax purposes. A "**Non-U.S. Holder**" is a beneficial owner of Notes that is neither a U.S. Holder nor a partnership (or other flow-through entity for U.S. federal income tax purposes that is owned by a U.S. Holder) for U.S. federal income tax purposes.

The U.S. federal income tax treatment of a partner in an entity or arrangement treated as a partnership for U.S. federal income tax purposes that holds Notes will depend on the status of the partner and the activities of the partnership. Prospective purchasers that are entities or arrangements treated as partnerships for U.S. federal income tax purposes should consult their tax adviser concerning the U.S. federal income tax consequences to them and their partners of the acquisition, ownership and disposition of Notes by the partnership.

This summary is based on the tax laws of the United States including the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") its legislative history, existing and proposed Treasury regulations promulgated thereunder, published rulings and court decisions, the income tax treaty between the United States and India (the "**Treaty**"), all as of the date hereof and all subject to change at any time, possibly with retroactive effect.

This discussion applies only to holders of Registered Notes. Bearer Notes are not being offered to U.S. Holders. A U.S. Holder who owns a Bearer Note may be subject to limitations under United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Code. This summary does not otherwise address Bearer Notes.

THE SUMMARY OF U.S. FEDERAL INCOME TAX CONSEQUENCES SET OUT BELOW IS FOR GENERAL INFORMATIONAL PURPOSES ONLY AND DOES NOT ADDRESS THE MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF EVERY TYPE OF NOTE WHICH MAY BE ISSUED UNDER THE PROGRAMME. ADDITIONAL U.S. FEDERAL INCOME TAX CONSEQUENCES, IF ANY, APPLICABLE TO A PARTICULAR ISSUANCE OF NOTES MAY BE

SET FORTH IN THE APPLICABLE PRICING SUPPLEMENT. PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR TAX ADVISERS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF ACQUIRING, OWNING AND DISPOSING OF THE NOTES, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL, NON-U.S. AND OTHER FEDERAL TAX LAWS AND POSSIBLE CHANGES IN TAX LAW.

Our Company generally intends to treat Notes issued under the Programme as debt, unless otherwise indicated in the applicable Pricing Supplement. The following summary only applies to Notes that are properly treated as debt for U.S. federal income tax purposes.

U.S. Holders

Payments of Interest

General

Interest on a Note, whether payable in U.S. dollars or a single currency other than U.S. dollars (a "**foreign currency**"), other than interest on a "Discount Note" that is not "qualified stated interest" (each as defined below under "– *Original Issue Discount – General*"), will generally be taxable to a U.S. Holder as ordinary income at the time it is received or accrued, depending on such holder's method of accounting for U.S. federal income tax purposes, reduced by the allocable amount of amortisable bond premium, subject to the discussion below. Interest paid by our Company on the Notes and original issue discount ("**OID**"), if any, accrued with respect to the Notes (as described below under "– *Original Issue Discount*") generally will constitute income from sources outside the United States.

Effect of Indian Withholding Taxes

As discussed in "*Taxation – Indian Taxation*", payments of interest and OID on the Notes to non-Indian resident investors may be subject to Indian withholding taxes. As discussed under "*Terms and Conditions of the Notes – Taxation – Payment without Withholding*", our Company may become liable for the payment of Additional Amounts to holders of the Notes so that holders receive the same amounts they would have received had no Indian withholding taxes been imposed. For U.S. federal income tax purposes, U.S. Holders would be treated as having actually received the amount of Indian taxes withheld by our Company with respect to a Note (and any Additional Amounts paid with respect thereto), and as then having actually paid over the withheld taxes to the Indian taxing authorities. As a result, the amount of interest income included in gross income for U.S. federal income tax purposes by a U.S. Holder with respect to a payment of interest or OID may be greater than the amount of cash actually received (or receivable) by the U.S. Holder from our Company with respect to the payment.

Subject to certain limitations, a U.S. Holder generally may be entitled to a credit against its U.S. federal income tax liability, or a deduction, if elected, in computing its U.S. federal taxable income, for Indian income taxes withheld by our Company (at a rate not exceeding any applicable Treaty rate). Interest generally will constitute "passive category income" for purposes of the foreign tax credit. The rules governing foreign tax credits are complex and final U.S. Treasury regulations ("**Final FTC Regulations**") have imposed additional requirements that must be met for a foreign tax to be creditable. We do not intend to determine whether such requirements are met. However, recent notices (the "**Notices**") from the IRS indicate that the U.S. Treasury Department and the IRS are considering proposing amendments to the Final FTC Regulations. The Notices allow taxpayers, subject to certain conditions, to defer the application of many aspects of the Final FTC Regulations until the date when a notice or other guidance withdrawing or modifying this temporary relief is issued (or any later date specified in such notice or other guidance). An election to deduct creditable foreign taxes instead of claiming foreign tax credits must be applied to all creditable foreign taxes paid or accrued in the U.S. Holder's taxable

year. Prospective purchasers should consult their tax advisers concerning the foreign tax credit implications of Indian withholding taxes.

Pre-Issuance Accrued Interest

If a portion of the price paid for a Note is attributable to an amount of interest accrued prior to the date the Note is issued (the "**pre-issuance accrued interest**"), a portion of the first interest payment on the Notes equal to the amount of the pre-issuance accrued interest may be treated as a non-taxable return of the pre-issuance accrued interest. This discussion assumes that the first interest payment on Notes with pre-issuance accrued interest will be so treated, and references to interest in the remainder of this discussion exclude pre-issuance accrued interest. This discussion assumes that in determining the issue price of a Note, there will be excluded an amount equal to the pre-issuance accrued interest. Pre-issuance accrued interest not included in income should not form part of any amortisable bond premium (as descried below under "– *Original Issue Discount – Notes Purchased at a Premium*"). A U.S. Holder's tax basis in a Note will be reduced by any non-taxable return of pre-issuance accrued interest. This discussion does not otherwise address the treatment of pre-issuance accrued interest, and U.S. Holders should consult their tax advisers concerning the U.S. federal income tax treatment of pre-issuance accrued interest, including any potential exchange gain or loss that might be recognized upon receipt of return of pre-issuance accrued interest on Notes denominated in a foreign currency.

Original Issue Discount

General

The following is a general summary of certain U.S. federal income tax consequences of the ownership of Notes issued with OID. The following summary does not discuss Notes that are characterised as contingent payment debt instruments for U.S. federal income tax purposes. In the event our Company issues contingent payment debt instruments the applicable Pricing Supplement may describe the material U.S. federal income tax consequences thereof.

A Note, other than a Note with a term of one year or less (a "**Short-Term Note**"), will be treated as issued with OID (a "**Discount Note**") for U.S. federal income tax purposes if the excess of the Note's "stated redemption price at maturity" over its issue price is equal to or more than a *de minimis* amount (0.25 per cent. of the Note's stated redemption price at maturity multiplied by the number of complete years to its maturity). An obligation that provides for the payment of amounts other than qualified stated interest before maturity (an "**instalment obligation**") will be treated as a Discount Note if the excess of the Note's stated redemption price at maturity over its issue price is equal to or greater than 0.25 per cent. of the Note's stated redemption price at maturity multiplied by the weighted average maturity of the Note. A Note's weighted average maturity is the sum of the following amounts determined for each payment on a Note (other than a payment of qualified stated interest): (i) the number of complete years from the issue date until the payment is made multiplied by (ii) a fraction, the numerator of which is the amount of the payment and the denominator of which is the Note's stated redemption price at maturity. Generally, the issue price of a Note will be the first price at which a substantial amount of Notes included in the issue of which the Note is a part is sold to persons other than bond houses, brokers, or similar persons or organisations acting in the capacity of underwriters, placement agents, or wholesalers. The stated redemption price at maturity of a Note is the total of all payments provided by the Note that are not payments of "qualified stated interest." A qualified stated interest payment is generally any one of a series of stated interest payments on a Note that is unconditionally payable at least annually at a single fixed rate (with certain exceptions for lower rates paid during some periods), or a variable rate (in the circumstances described below under "– *Variable Interest Rate Notes*"), applied to the outstanding principal amount of the Note. Solely for the purposes of determining whether a Note has OID, our Company will be deemed to exercise any call option that has the effect of decreasing the yield on the Note, and the U.S. Holder will be deemed to exercise any put option that has the effect of increasing the yield on the Note. If it was deemed that any call or put option

would be exercised but was not in fact exercised, the Note would be treated solely for the purpose of calculating OID as if it were redeemed, and a new Note were issued, on the presumed exercise date for an amount equal to the Note's adjusted issue price on that date.

U.S. Holders of Discount Notes generally must include OID in income (as ordinary income) calculated on a constant-yield method before the receipt of cash attributable to the income, and generally will have to include in gross income increasingly greater amounts of OID over the life of the Discount Notes. The amount of OID includible in gross income by a U.S. Holder of a Discount Note is the sum of the daily portions of OID with respect to the Discount Note for each day during the taxable year or portion of the taxable year on which the U.S. Holder holds the Discount Note. The daily portion is determined by allocating to each day in any "accrual period" a pro rata portion of the OID allocable to that accrual period. Accrual periods with respect to a Note may be of any length selected by the U.S. Holder and may vary in length over the term of the Note as long as (i) no accrual period is longer than one year and (ii) each scheduled payment of interest or principal on the Note occurs on either the final or first day of an accrual period. The amount of OID allocable to an accrual period equals the excess of (a) the product of the Discount Note's adjusted issue price at the beginning of the accrual period and the Discount Note's yield to maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) over (b) the sum of the payments of qualified stated interest on the Note allocable to the accrual period. OID allocable to a final accrual period is the difference between the amount payable at maturity, other than a payment of qualified stated interest, and the adjusted issue price of the Discount Note at the beginning of the final accrual period. Special rules will apply for calculating OID for an initial short accrual period. The "adjusted issue price" of a Discount Note at the beginning of any accrual period is the issue price of the Note increased by (x) the amount of accrued OID for each prior accrual period and decreased by (y) the amount of any payments previously made on the Note that were not qualified stated interest payments.

De Minimis OID

If a U.S. Holder acquires a Note (in its initial offering on the issue date) that is issued with *de minimis* OID, which is a discount that is not OID because it is less than 0.25 per cent. of the stated redemption price at maturity multiplied by the number of complete years to maturity (or, in the case of an instalment obligation, the weighted average maturity), such U.S. Holder generally must include the *de minimis* OID in income at the time principal payments on the Note are made in proportion to the amount paid. Any amount of *de minimis* OID so included in income generally will be treated as capital gain.

Acquisition Premium

Subject to the discussion below under "*– Election to Treat All Interest as Original Issue Discount*", a U.S. Holder that purchases a Discount Note for an amount less than or equal to the sum of all amounts payable on the Note after the purchase date, other than payments of qualified stated interest, but in excess of its adjusted issue price (any such excess being "**acquisition premium**") is permitted to reduce the daily portions of OID by a fraction, the numerator of which is the excess of the U.S. Holder's adjusted basis in the Note immediately after its purchase over the Note's adjusted issue price, and the denominator of which is the excess of the sum of all amounts payable on the Note after the purchase date, other than payments of qualified stated interest, over the Note's adjusted issue price.

Short-Term Notes

In general, an individual or other cash basis U.S. Holder of a Short-Term Note is not required to accrue OID (as specially defined below for the purposes of this paragraph) for U.S. federal income tax purposes unless it elects to do so (but may be required to include any stated interest in income as the interest is received). Accrual basis U.S. Holders and certain other U.S. Holders are required to accrue OID on Short-Term Notes on a straight-line basis or, if the U.S. Holder so elects, under the constant-yield method (based on daily compounding). In

the case of a U.S. Holder not required and not electing to include such OID in income currently, any gain realised on the sale or retirement of the Short-Term Note will be ordinary income to the extent of the OID accrued on a straight-line basis (unless an election is made to accrue the OID under the constant-yield method) through the date of sale or retirement. U.S. Holders who are not required and do not elect to accrue OID on Short-Term Notes will be required to defer deductions for interest on borrowings allocable to Short-Term Notes in an amount not exceeding the deferred income until the deferred income is realised.

For purposes of determining the amount of OID subject to these rules, all interest payments on a Short-Term Note are included in the Short-Term Note's stated redemption price at maturity. A U.S. Holder may elect to determine OID on a Short-Term Note as if the Short-Term Note had been originally issued to the U.S. Holder at the U.S. Holder's purchase price for the Short-Term Note. This election will apply to all obligations with a maturity of one year or less acquired by the U.S. Holder on or after the first day of the first taxable year to which the election applies, and may not be revoked without the consent of the U.S. Internal Revenue Service ("**IRS**").

Market Discount

A Note, other than a Short-Term Note, generally will be treated as purchased at a market discount (a "**Market Discount Note**") if the Note's stated redemption price at maturity or, in the case of a Discount Note, the Note's "revised issue price", exceeds the amount for which the U.S. Holder purchased the Note by at least 0.25 per cent. of the Note's stated redemption price at maturity or revised issue price, respectively, multiplied by the number of complete years to the Note's maturity (or, in the case of a Note that is an instalment obligation, the Note's weighted average maturity). If this excess is not sufficient to cause the Note to be a Market Discount Note, then the excess constitutes "*de minimis* market discount". For this purpose, the "revised issue price" of a Note generally equals its issue price, increased by the amount of any OID that has accrued on the Note and decreased by the amount of any payments previously made on the Note that were not qualified stated interest payments. Additionally, for this purpose the "stated redemption price at maturity" (as defined above) is decreased by the amount of any payments previously made on the Note that were not qualified stated interest.

Any gain recognised on the sale or retirement of a Market Discount Note (including any payment on a Note that is not qualified stated interest) generally will be treated as ordinary income to the extent of the accrued market discount on the Note. Alternatively, a U.S. Holder of a Market Discount Note may avoid such treatment by electing to include market discount in income currently over the life of the Note. This election applies to all debt instruments with market discount acquired by the electing U.S. Holder on or after the first day of the first taxable year for which the election is made. This election may not be revoked without the consent of the IRS.

A U.S. Holder of a Market Discount Note that does not elect to include market discount in income currently will generally be required to defer deductions for interest on borrowings incurred to purchase or carry a Market Discount Note. Such interest is deductible when paid or incurred to the extent of income from the Note for the year. If the interest expense exceeds such income, such excess is currently deductible only to the extent that such excess exceeds the portion of the market discount allocable to the days during the taxable year on which such Note was held by the U.S. Holder.

Market discount will accrue on a straight-line basis unless the U.S. Holder elects to accrue the market discount on a constant-yield method. This election applies only to the Market Discount Note with respect to which it is made and is irrevocable.

Variable Interest Rate Notes

Notes that provide for the payment of interest at certain variable rates ("**Variable Interest Rate Notes**") generally will be treated as "variable rate debt instruments" under Treasury regulations governing accrual of OID. A Variable Interest Rate Note will qualify as a "variable rate debt instrument" if, among other

requirements, (a) its issue price does not exceed the total non-contingent principal payments due under the Variable Interest Rate Note by more than a specified *de minimis* amount, (b) it provides for stated interest, paid or compounded at least annually, at (i) one or more qualified floating rates, (ii) a single fixed rate and one or more qualified floating rates, (iii) a single objective rate, or (iv) a single fixed rate and a single objective rate that is a qualified inverse floating rate, and (c) it does not provide for any principal payments that are contingent (other than as described in (a) above).

A "qualified floating rate" is any variable rate where variations in the value of the rate can reasonably be expected to measure contemporaneous variations in the cost of newly borrowed funds in the currency in which the Variable Interest Rate Note is denominated. A fixed multiple of a qualified floating rate will constitute a qualified floating rate only if the multiple is greater than 0.65 but not more than 1.35. A variable rate equal to the product of a qualified floating rate and a fixed multiple that is greater than 0.65 but not more than 1.35, increased or decreased by a fixed rate, will also constitute a qualified floating rate. In addition, two or more qualified floating rates that can reasonably be expected to have approximately the same values throughout the term of the Variable Interest Rate Note (e.g., two or more qualified floating rates with values within 25 basis points of each other as determined on the Variable Interest Rate Note's issue date) will be treated as a single qualified floating rate. Notwithstanding the foregoing, a variable rate that would otherwise constitute a qualified floating rate but which is subject to one or more restrictions such as a maximum numerical limitation (i.e., a cap) or a minimum numerical limitation (i.e., a floor) may, under certain circumstances, fail to be treated as a qualified floating rate.

An "objective rate" is a rate that is not itself a qualified floating rate but which is determined using a single fixed formula and which is based on objective financial or economic information (e.g., one or more qualified floating rates or the yield of actively traded personal property). A rate will not qualify as an objective rate if it is based on information that is within the control of our Company (or a related party) or that is unique to the circumstances of our Company (or a related party), such as dividends, profits or the value of our Company's stock (although a rate does not fail to be an objective rate merely because it is based on the credit quality of our Company). Other variable interest rates may be treated as objective rates if so designated by the IRS in the future. Despite the foregoing, a variable rate of interest on a Variable Interest Rate Note will not constitute an objective rate if it is reasonably expected that the average value of the rate during the first half of the Variable Interest Rate Note's term will be either significantly less than or significantly greater than the average value of the rate during the final half of the Variable Interest Rate Note's term. A "qualified inverse floating rate" is any objective rate where the rate is equal to a fixed rate minus a qualified floating rate, as long as variations in the rate can reasonably be expected to inversely reflect contemporaneous variations in the qualified floating rate. If a Variable Interest Rate Note provides for stated interest at a fixed rate for an initial period of one year or less followed by a variable rate that is either a qualified floating rate or an objective rate for a subsequent period and if the variable rate on the Variable Interest Rate Note's issue date is intended to approximate the fixed rate (e.g., the value of the variable rate on the issue date does not differ from the value of the fixed rate by more than 25 basis points), then the fixed rate and the variable rate together will constitute either a single qualified floating rate or objective rate, as the case may be.

A qualified floating rate or objective rate in effect at any time during the term of the instrument must be set at a "current value" of that rate. A "current value" of a rate is the value of the rate on any day that is no earlier than 3 months prior to the first day on which that value is in effect and no later than 1 year following that first day.

If a Variable Interest Rate Note that provides for stated interest at either a single qualified floating rate or a single objective rate throughout the term thereof qualifies as a "variable rate debt instrument", then any stated interest on the Note which is unconditionally payable in cash or property (other than debt instruments of our Company) at least annually will constitute qualified stated interest and will be taxed accordingly. Thus, a

Variable Interest Rate Note that provides for stated interest at either a single qualified floating rate or a single objective rate throughout the term thereof and that qualifies as a "variable rate debt instrument" generally will not be treated as having been issued with OID unless the Variable Interest Rate Note is issued at a "true" discount (i.e., at a price below the Note's stated principal amount) equal to or in excess of a specified de minimis amount. OID on a Variable Interest Rate Note arising from "true" discount is generally allocated to an accrual period using the constant yield method described above by assuming that the variable rate is a fixed rate equal to (i) in the case of a qualified floating rate or qualified inverse floating rate, the value, as of the issue date, of the qualified floating rate or qualified inverse floating rate, or (ii) in the case of an objective rate (other than a qualified inverse floating rate), a fixed rate that reflects the yield that is reasonably expected for the Variable Interest Rate Note.

In general, any other Variable Interest Rate Note that qualifies as a "variable rate debt instrument" will be converted into an "equivalent" fixed rate debt instrument for purposes of determining the amount and accrual of OID and qualified stated interest on the Variable Interest Rate Note. Such a Variable Interest Rate Note must be converted into an "equivalent" fixed rate debt instrument by substituting any qualified floating rate or qualified inverse floating rate provided for under the terms of the Variable Interest Rate Note with a fixed rate equal to the value of the qualified floating rate or qualified inverse floating rate, as the case may be, as of the Variable Interest Rate Note's issue date. Any objective rate (other than a qualified inverse floating rate) provided for under the terms of the Variable Interest Rate Note is converted into a fixed rate that reflects the yield that is reasonably expected for the Variable Interest Rate Note. In the case of a Variable Interest Rate Note that qualifies as a "variable rate debt instrument" and provides for stated interest at a fixed rate in addition to either one or more qualified floating rates or a qualified inverse floating rate, the fixed rate is initially converted into a qualified floating rate (or a qualified inverse floating rate, if the Variable Interest Rate Note provides for a qualified inverse floating rate). Under these circumstances, the qualified floating rate or qualified inverse floating rate that replaces the fixed rate must be such that the fair market value of the Variable Interest Rate Note as of the Variable Interest Rate Note's issue date is approximately the same as the fair market value of an otherwise identical debt instrument that provides for either the qualified floating rate or qualified inverse floating rate rather than the fixed rate. Subsequent to converting the fixed rate into either a qualified floating rate or a qualified inverse floating rate, the Variable Interest Rate Note is converted into an "equivalent" fixed rate debt instrument in the manner described above.

Once the Variable Interest Rate Note is converted into an "equivalent" fixed rate debt instrument pursuant to the foregoing rules, the amount of OID and qualified stated interest, if any, are determined for the "equivalent" fixed rate debt instrument by applying the general OID rules to the "equivalent" fixed rate debt instrument and a U.S. Holder of the Variable Interest Rate Note will account for the OID and qualified stated interest as if the U.S. Holder held the "equivalent" fixed rate debt instrument. In each accrual period, appropriate adjustments will be made to the amount of qualified stated interest or OID assumed to have been accrued or paid with respect to the "equivalent" fixed rate debt instrument in the event that these amounts differ from the actual amount of interest accrued or paid on the Variable Interest Rate Note during the accrual period.

If a Variable Interest Rate Note, such as a Note the payments on which are determined by reference to an index, does not qualify as a "variable rate debt instrument", then the Variable Interest Rate Note will generally be treated as a contingent payment debt obligation. The proper U.S. federal income tax treatment of Variable Interest Rate Notes that are treated as contingent payment debt obligations will be more fully described in the applicable Pricing Supplement.

Notes Purchased at a Premium

A U.S. Holder that purchases a Note for an amount in excess of its principal amount, or for a Discount Note, all of the remaining payments on the Discount Note other than payments of qualified stated interest, may elect to treat the excess as "amortisable bond premium", in which case the amount required to be included in the U.S.

Holder's gross income each year with respect to interest on the Note will be reduced by the amount of amortisable bond premium allocable (based on the Note's yield to maturity) to that year. Any election to amortise bond premium will apply to all bonds (other than bonds the interest on which is excludable from gross income for U.S. federal income tax purposes) held by the U.S. Holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. Holder, and is irrevocable without the consent of the IRS. See also "*–Election to Treat All Interest as Original Issue Discount*". Special rules may limit the amortisation of bond premium with respect to Notes subject to early redemption.

Election to Treat All Interest as Original Issue Discount

A U.S. Holder may elect to include in gross income all interest that accrues on a Note using the constant-yield method described above under "– *General*," with certain modifications. For purposes of this election, interest includes stated interest, OID, *de minimis* OID, market discount, *de minimis* market discount and unstated interest, as adjusted by any amortisable bond premium (described above under "– *Notes Purchased at a Premium*") or acquisition premium. This election generally will apply only to the Note with respect to which it is made and may not be revoked without the consent of the IRS. If the election to apply the constant-yield method to all interest on a Note is made with respect to a Market Discount Note, the electing U.S. Holder will be treated as having made the election discussed above under "– *Market Discount*" to include market discount in income currently over the life of all debt instruments having market discount that are acquired on or after the first day of the first taxable year to which the election applies. U.S. Holders should consult their tax advisers concerning the propriety and consequences of this election.

Sale, Retirement or Other Taxable Disposition of Notes

A U.S. Holder generally will recognise gain or loss on the sale, retirement or other taxable disposition of a Note equal to the difference between the amount realised on the sale, retirement or other taxable disposition and the U.S. Holder's adjusted tax basis of the Note. A U.S. Holder's adjusted tax basis in a Note generally will be its cost, increased by the amount of any OID or market discount included in the U.S. Holder's gross income with respect to the Note and the amount, if any, of income attributable to *de minimis* OID and *de minimis* market discount included in the U.S. Holder's income with respect to the Note, and reduced by (i) the amount of any payments received with respect to the Note that are not qualified stated interest payments, and (ii) the amount of any amortisable bond premium applied to reduce interest on the Note. The amount realised does not include the amount attributable to accrued but unpaid qualified stated interest, which will be taxable as interest income to the extent not previously included in gross income. Except to the extent described above under "– *Original Issue Discount – Market Discount*" or "– *Original Issue Discount – Short Term Notes*" or attributable to changes in exchange rates (as discussed below under "– *Foreign Currency Notes*"), gain or loss recognised on the sale, retirement or other taxable disposition of a Note will be capital gain or loss and will be long-term capital gain or loss if the U.S. Holder's holding period in the Notes exceeds one year. The deductibility of capital losses is subject to limitation.

Except to the extent attributable to market discount, gain or loss realised by a U.S. Holder on the sale, retirement or other taxable disposition of a Note generally will be U.S. source. Therefore, a U.S. Holder may have insufficient foreign source income to utilise foreign tax credits attributable to any Indian tax imposed on a sale or disposition. Moreover, under the Final FTC Regulations described above (but subject to the Notices described above), Indian income taxes on disposition gains of U.S. Holders that are not entitled to, or do not elect to apply, the benefits of the Treaty are generally not creditable for U.S. federal income tax purposes. Indian taxes on disposition gains that are not creditable may possibly reduce the amount realized on the disposition of Notes or alternatively may be deductible. Prospective purchasers should consult their tax advisers regarding the tax consequences if Indian taxes are imposed on disposition of the Notes in their particular circumstances, including their ability to credit or deduct any Indian income tax against their U.S. federal income tax liability, the proper application of the foreign tax credit rules to income attributable to market discount, the proper application of

the Treaty (which in some respects is not entirely clear), the determination of the amount realized and disclosure obligations of any Treaty-based tax return position.

Foreign Currency Notes

Interest

If a payment of qualified stated interest is denominated in, or determined by reference to, a foreign currency, the amount of income recognised by a cash basis U.S. Holder will be the U.S. dollar value of the interest payment, based on the exchange rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars.

An accrual basis U.S. Holder may determine the amount of income recognised with respect to a qualified stated interest payment denominated in, or determined by reference to, a foreign currency in accordance with either of two methods. Under the first method, the amount of income accrued will be based on the average exchange rate in effect during the interest accrual period (or, in the case of an accrual period that spans two taxable years of a U.S. Holder, the part of the period within the taxable year).

Under the second method, the accrual basis U.S. Holder may elect to determine the amount of income accrued on the basis of the exchange rate in effect on the last day of the accrual period (or, in the case of an accrual period that spans two taxable years, the exchange rate in effect on the last day of the part of the period within the taxable year). Additionally, if a payment of qualified stated interest is actually received within five business days of the last day of the accrual period, an electing accrual basis U.S. Holder may instead translate the accrued interest into U.S. dollars at the exchange rate in effect on the day of actual receipt. Any such election will apply to all debt instruments held by the U.S. Holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. Holder, and will be irrevocable without the consent of the IRS.

Upon receipt of a qualified stated interest payment (including a payment attributable to accrued but unpaid qualified stated interest upon the sale or retirement of a Note) denominated in, or determined by reference to, a foreign currency, the accrual basis U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the difference between the amount received (translated into U.S. dollars at the spot rate on the date of receipt) and the amount previously accrued, regardless of whether the payment is in fact converted into U.S. dollars.

See the discussion above under "*U.S. Holders – Payments of Interest – Effect of Indian Withholding Taxes*" regarding foreign tax credits and deductions in case Indian taxes are withheld from interest payments.

OID

OID for each accrual period on a Discount Note that is denominated in, or determined by reference to, a foreign currency, will be determined in the foreign currency and then translated into U.S. dollars in the same manner as qualified stated interest accrued by an accrual basis U.S. Holder, as described above. Upon receipt of an amount attributable to OID (whether in connection with a payment on the Note or a sale, retirement or taxable disposition of the Note), a U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the difference between the amount received (translated into U.S. dollars at the spot rate on the date of receipt) and the amount previously accrued, regardless of whether the payment is in fact converted into U.S. dollars.

Market Discount

Market discount on a Note that is denominated in, or determined by reference to, a foreign currency, will be accrued in the foreign currency. If the U.S. Holder elects to include market discount in income currently, the accrued market discount will be translated into U.S. dollars at the average exchange rate for the accrual period (or portion thereof within the U.S. Holder's taxable year). Upon the receipt of an amount attributable to accrued

market discount, the U.S. Holder may recognise U.S. source exchange gain or loss (which will be taxable as ordinary income or loss) determined in the same manner as for accrued qualified stated interest or OID. A U.S. Holder that does not elect to include market discount in income currently will recognise, upon the sale, retirement or other taxable disposition of the Note, the U.S. dollar value of the amount accrued, calculated at the spot rate on that date, and no part of this accrued market discount will be treated as exchange gain or loss.

Bond Premium

Bond premium (including acquisition premium) on a Note that is denominated in, or determined by reference to, a foreign currency, will be computed in units of the foreign currency, and any such bond premium that is taken into account currently will reduce interest income (or OID) in units of the foreign currency. On the date bond premium offsets interest income (or OID), a U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the amount offset multiplied by the difference between the spot rate in effect on the date of the offset, and the spot rate in effect on the date the Notes were acquired by the U.S. Holder. A U.S. Holder that does not elect to take bond premium (other than acquisition premium) into account currently will recognise a market loss when the Note matures.

Sale, Retirement or Other Taxable Disposition

As discussed above under "– *Purchase, Sale, Retirement or Other Taxable Disposition of Notes*", a U.S. Holder generally will recognise gain or loss on the sale, retirement or other taxable disposition of a Note equal to the difference between the amount realised on the sale, retirement or other taxable disposition and the U.S. Holder's adjusted tax basis in the Note, in each case as determined in U.S. dollars.

A U.S. Holder will recognise U.S. source exchange rate gain or loss (taxable as ordinary income or loss) on the sale, retirement or other taxable disposition of a Note equal to the difference, if any, between the U.S. dollar values of the U.S. Holder's purchase price for the Note (as adjusted for amortised bond premium, if any) (i) on the date of sale, retirement or other taxable disposition and (ii) the date on which the U.S. Holder acquired the Note. Any such exchange rate gain or loss will be realised only to the extent of total gain or loss realised on the sale, retirement or other taxable disposition (including any exchange gain or loss with respect to the receipt of accrued but unpaid interest). U.S. Holders should consult their own tax advisers about how to account for proceeds received on the sale or retirement of Notes that are not paid in U.S. dollars.

See the discussion above under "*U.S. Holders of the Notes – Sale, Retirement or Other Taxable Disposition of Notes*" regarding the U.S. federal income tax implications of Indian taxes imposed on a taxable disposition of Notes.

Disposition of Foreign Currency

Foreign currency received as a payment of stated interest on a Note or on the sale, retirement or other taxable disposition of a Note will have a tax basis equal to its U.S. dollar value at the time the foreign currency is received. Foreign currency that is purchased generally will have a tax basis equal to the U.S. dollar value of the foreign currency on the date of purchase. Any gain or loss recognised on a sale or other disposition of a foreign currency (including its use to purchase Notes or upon exchange for U.S. dollars) generally will be U.S. source ordinary income or loss.

Non-U.S. Holders

Subject to the discussions below under "– *Backup Withholding and Information Reporting*", and "*Foreign Account Tax Compliance Act,*" a Non-U.S. Holder generally should not be subject to U.S. federal income or withholding tax on any payments on the Notes and gain from the sale, redemption or other disposition of the Notes unless: (i) that payment and/or gain is effectively connected with the conduct by that Non-U.S. Holder of a trade or business within the U.S. or (ii) in the case of any gain realised on the sale or exchange of a Note

by an individual Non-U.S. Holder, that Holder is present in the U.S. for 183 days or more in the taxable year of the sale, exchange or retirement and certain other conditions are met.

Backup Withholding and Information Reporting

In general, payments of principal and interest and accruals of OID on, and the proceeds of a sale, redemption or other disposition of, the Notes, payable to a U.S. Holder by a U.S. or U.S.-connected paying agent or other U.S. or U.S. connected intermediary will be reported to the IRS and to the U.S. Holder as may be required under applicable regulations. Backup withholding will apply to these payments, including payments of accrued OID, if the U.S. Holder fails to provide an accurate taxpayer identification number or certification of exempt status or otherwise fails to comply with applicable certification requirements. Certain U.S. Holders are not subject to backup withholding. U.S. Holders should consult their tax advisers about these rules and any other reporting obligations that may apply to the ownership or disposition of Notes, including requirements related to the holding of certain specified foreign financial assets. Failure to comply with certain reporting obligations could result in the imposition of substantial penalties and other adverse consequences. Non-U.S. Holders may be required to comply with applicable certification procedures to establish that they are not U.S. Holders in order to avoid the application of such information reporting requirements and backup withholding.

Reportable Transactions

A U.S. taxpayer that participates in a "reportable transaction" will be required to disclose its participation to the IRS. Under the relevant rules, if the Notes are denominated in, or payments are determined by reference to, a foreign currency, a U.S. Holder may be required to treat a foreign currency exchange loss from or in connection the Notes as a reportable transaction if the loss exceeds the relevant threshold in the regulations (U.S.$50,000 in a single taxable year, if the U.S. Holder is an individual or trust, or higher amounts for other non-individual U.S. Holders), and to disclose its investment by filing Form 8886 with the IRS. These same rules would apply to a disposition of foreign currency, as well. A penalty in the amount of U.S.$10,000 in the case of a natural person and U.S.$50,000 in all other cases generally is imposed on any taxpayer that fails to timely file an information return with the IRS with respect to a transaction resulting in a loss that is treated as a reportable transaction. Prospective purchasers are urged to consult their tax advisers regarding the application of these rules.

Foreign Account Tax Compliance Act

Pursuant to certain provisions of the Code, commonly known as FATCA, withholding at a rate of 30 per cent may be required on, among other things, certain payments made by "foreign financial institutions" (including an intermediary through which Notes are held) (such payments, "**foreign passthru payments**"), to persons that fail to meet certain certification, reporting, or related requirements. A number of jurisdictions (including India) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes.

Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, are uncertain and may be subject to change. If withholding would be required pursuant to FATCA or an IGA with respect to foreign passthru payments, such withholding would not apply prior to the date that is two years after the date on which final regulations defining foreign passthru payments are published in the U.S. Federal Register and Notes characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or before the relevant grandfathering date would be "grandfathered" for purposes of FATCA withholding unless materially

modified after such date (including by reason of a substitution of the Issuer). The grandfathering date for Notes that give rise solely to foreign passthru payments, is the date that is six months after the date on which final U.S. Treasury regulations defining the term foreign passthru payment are filed with the Federal Register. Holders should consult their own tax advisors regarding how these rules may apply to their investment in the Notes. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, no person will be required to pay additional amounts as a result of the withholding.

BOOK-ENTRY CLEARANCE SYSTEMS

*The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of DTC, Euroclear or Clearstream (together, the "**Clearing Systems**") currently in effect. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. None of our Company, the Arrangers, the Dealers, the Trustee or the Agents, or any of their respective affiliates, directors, employees, agents, representatives, officers or advisers or any person who controls any of them will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests. The applicable pricing supplement will specify the Clearing system(s) applicable for each series.*

Book-entry Systems

DTC

DTC has advised our Company that it is a limited purpose trust company organised under the New York Banking Law, a member of the Federal Reserve System, a "banking organization" within the meaning of the New York Banking Law, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered pursuant to Section 17A of the Exchange Act. DTC holds securities that its participants ("**Direct Participants**") deposit with DTC. DTC also facilitates the settlement among Direct Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerised book-entry changes in Direct Participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. DTC is a wholly-owned subsidiary of The Depository Trust and Clearing Corporation ("**DTCC**"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("**Indirect Participants**" and, together with Direct Participants, "**Participants**"). More information about DTC can be found at www.dtcc.com and www.dtc.org but such information is not incorporated by reference in and does not form part of this Offering Circular.

Under the rules, regulations and procedures creating and affecting DTC and its operations (the "**DTC Rules**"), DTC makes book-entry transfers of Registered Notes among Direct Participants on whose behalf it acts with respect to Notes accepted into DTC's book-entry settlement system ("**DTC Notes**") as described below and receives and transmits distributions of principal and interest on DTC Notes. The DTC Rules are on file with the Securities and Exchange Commission. Direct Participants and Indirect Participants with which beneficial owners of DTC Notes ("**Owners**") have accounts with respect to the DTC Notes similarly are required to make book-entry transfers and receive and transmit such payments on behalf of their respective Owners. Accordingly, although Owners who hold DTC Notes through Direct Participants or Indirect Participants will not possess Registered Notes, the Rules, by virtue of the requirements described above, provide a mechanism by which Direct Participants will receive payments and will be able to transfer their interest in respect of the DTC Notes.

Purchases of DTC Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the DTC Notes on DTC's records. The ownership interest of each actual purchaser of each DTC Note ("**Beneficial Owner**") is in turn to be recorded on the Direct Participant's and Indirect Participant's records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic

statements of their holdings, from the Direct Participant or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the DTC Notes are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in DTC Notes, except in the event that use of the book-entry system for the DTC Notes is discontinued.

To facilitate subsequent transfers, all DTC Notes deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorised representative of DTC. The deposit of DTC Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the DTC Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such DTC Notes are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the DTC Notes within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to DTC Notes unless authorised by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to our Company as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the DTC Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the DTC Notes will be made to Cede & Co., or such other nominee as may be requested by an authorised representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from our Company or the relevant agent (or such other nominee as may be requested by an authorised representative of DTC), on the relevant payment date in accordance with their respective holdings shown in DTC's records unless DTC has reason to believe that it will not receive payment on the due date. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practice, as is the case with securities held for the accounts of customers, and will be the responsibility of such Participant and not of DTC or our Company, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of our Company, disbursement of such payments to Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of Direct and Indirect Participants.

Under certain circumstances, including if there is an Event of Default under the Notes, DTC will exchange the DTC Notes for Definitive Registered Notes, which it will distribute to its Participants in accordance with their proportionate entitlements and which if representing interests in a Rule 144A Global Note, will be legended as set forth under "*Subscription and Sale*" and "*Transfer Restrictions*".

A Beneficial Owner shall give notice to elect to have its DTC Notes purchased or tendered, through its Participant, to the relevant agent, and shall effect delivery of such DTC Notes by causing the Direct Participant to transfer the Participant's interest in the DTC Notes, on DTC's records, to the relevant agent. The requirement for physical delivery of DTC Notes in connection with an optional tender or a mandatory purchase will be

deemed satisfied when the ownership rights in the DTC Notes are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered DTC Notes to the relevant agent's DTC account.

DTC may discontinue providing its services as depositary with respect to the DTC Notes at any time by giving reasonable notice to our Company or the relevant agent. Under such circumstances, in the event that a successor depositary is not obtained, DTC Note certificates are required to be printed and delivered.

Our Company may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depositary). In that event, DTC Note certificates will be printed and delivered to DTC.

Since DTC may only act on behalf of Direct Participants, who in turn act on behalf of Indirect Participants, any Owner desiring to pledge DTC Notes to persons or entities that do not participate in DTC, or otherwise take actions with respect to such DTC Notes, will be required to withdraw its Registered Notes from DTC as described below.

Euroclear and Clearstream

Euroclear and Clearstream each holds securities for its customers and facilitates the clearance and settlement of securities transactions by electronic book-entry transfer between its accountholders. Euroclear and Clearstream provide various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream also deal with domestic securities markets in several countries through established depository and custodial relationships. Euroclear and Clearstream have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Euroclear and Clearstream customers are world-wide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Euroclear and Clearstream is available to other institutions that clear through or maintain a custodial relationship with an accountholder of either system.

Book-entry Ownership of and Payments in respect of DTC Notes

Our Company may apply to DTC in order to have any Tranche of Notes represented by a Registered Global Note accepted in its book-entry settlement system. Each Registered Global Note accepted for clearance in DTC will have a CUSIP number. Upon the issue of any such Registered Global Note, DTC or its custodian will credit, on its internal book-entry system, the respective nominal amounts of the individual beneficial interests represented by such Registered Global Note to the accounts of persons who have accounts with DTC. Such accounts initially will be designated by or on behalf of the relevant Dealer. Ownership of beneficial interests in such a Registered Global Note will be limited to Direct Participants or Indirect Participants, including, in the case of any Regulation S Global Note, the respective depositaries of Euroclear and Clearstream. Ownership of beneficial interests in a Registered Global Note accepted by DTC will be shown on, and the transfer of such ownership will be effected only through, records maintained by DTC or its nominee (with respect to the interests of Direct Participants) and the records of Direct Participants (with respect to interests of Indirect Participants).

Payments in U.S. dollars of principal and interest in respect of a Registered Global Note accepted by DTC will be made to the order of DTC or its nominee as the registered holder of such Note. In the case of any payment in a currency other than U.S. dollars, payment will be made to the Exchange Agent on behalf of DTC or its nominee and the Exchange Agent will (in accordance with instructions received by it) remit all or a portion of such payment for credit directly to the beneficial holders of interests in the Registered Global Note in the currency in which such payment was made and/or cause all or a portion of such payment to be converted into U.S. dollars and credited to the applicable Participants' account.

Our Company expects DTC to credit accounts of Direct Participants on the applicable payment date in accordance with their respective holdings as shown in the records of DTC, unless DTC has reason to believe that it will not receive payment on such payment date. Our Company also expects that payments by Participants to beneficial owners of Notes will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers, and will be the responsibility of such Participant and not the responsibility of DTC. None of the Trustee, the Principal Paying Agent, the Registrar or our Company, or any director, officer, employee, adviser, agent or affiliate of any such persons, will have any responsibility or liability for any aspects of the records relating to or payments made on account of converting interests in the Registered Global Notes or for maintaining, supervising or reviewing any records relating to such ownership interests. Payment of principal, premium (if any), and interest, if any, on Notes to DTC is the responsibility of our Company.

Transfers of Notes Represented by Registered Global Notes

Transfers of any interests in Notes represented by a Registered Global Note within DTC, Euroclear and Clearstream will be effected in accordance with the customary rules and operating procedures of the relevant clearing system. The laws in some States within the United States require that certain persons take physical delivery of securities in definitive form. Consequently, the ability to transfer Notes represented by a Registered Global Note to such persons may depend upon the ability to exchange such Notes for Notes in definitive form. Similarly, because DTC can only act on behalf of Direct Participants in the DTC system who in turn act on behalf of Indirect Participants, the ability of a person having an interest in Notes represented by a Registered Global Note accepted by DTC to pledge such Notes to persons or entities that do not participate in the DTC system or otherwise to take action in respect of such Notes may depend upon the ability to exchange such Notes for Notes in definitive form. The ability of any holder of Notes represented by a Registered Global Note accepted by DTC to resell, pledge or otherwise transfer such Notes may be impaired if the proposed transferee of such Notes is not eligible to hold such Notes through a Direct Participant or Indirect Participant in the DTC system.

Subject to compliance with the transfer restrictions applicable to the Registered Notes described under "*Transfer Restrictions*", cross-market transfers between DTC, on the one hand, and directly or indirectly through Clearstream or Euroclear accountholders, on the other, will be effected by the relevant clearing system in accordance with its rules and through action taken by the Registrar, the Principal Paying Agent and any custodian (a "**Custodian**") with whom the relevant Registered Global Notes have been deposited.

On or after the Issue Date for any Series, transfers of Notes of such Series between accountholders in Clearstream and Euroclear and transfers of Notes of such Series between participants in DTC will generally have a settlement date three business days after the trade date ("**T+3**"). The customary arrangements for delivery versus payment will apply to such transfers.

Cross-market transfers between accountholders in Clearstream or Euroclear and DTC participants will need to have an agreed settlement date between the parties to such transfer. Because there is no direct link between DTC, on the one hand, and Clearstream and Euroclear, on the other, transfers of interests in the relevant Registered Global Notes will be effected through the Registrar, the Principal Paying Agent and the Custodian receiving instructions (and, where appropriate, certification) from the transferor and arranging for delivery of the interests being transferred to the credit of the designated account for the transferee. Transfers will be effected on the later of (i) three business days after the trade date for the disposal of the interest in the relevant Global Registered Note resulting in such transfer and (ii) two business days after receipt by the Principal Paying Agent or the Registrar, as the case may be, of the necessary certification or information to effect such transfer. In the case of cross-market transfers, settlement between Euroclear or Clearstream accountholders and DTC

participants cannot be made on a delivery versus payment basis. The securities will be delivered on a free delivery basis and arrangements for payment must be made separately.

DTC, Clearstream and Euroclear have each published rules and operating procedures designed to facilitate transfers of beneficial interests in Registered Global Notes among participants and accountholders of DTC, Clearstream and Euroclear. However, they are under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued or changed at any time. None of our Company, the Trustee, the Agents or any Dealer, or any director, officer, employee, representative, adviser, agent or affiliate of any such persons or any person who controls any of them, will be responsible for any performance by DTC, Clearstream or Euroclear or their respective direct or indirect participants or accountholders of their respective obligations under the rules and procedures governing their operations and none of them will have any liability for any aspect of the records relating to or payments made on account of beneficial interests in the Notes represented by Registered Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial interests.

CERTAIN ERISA AND RELATED CONSIDERATIONS

The U.S. Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), imposes certain requirements on "**employee benefit plans**" within the meaning of Section 3(3) of ERISA that are subject to Title I of ERISA, such as pension plans, profit-sharing plans, collective investment funds, separate accounts and entities whose underlying assets include the assets of such employee benefit plans (collectively, "**ERISA Plans**"), and on those persons who are fiduciaries or service providers with respect to such ERISA Plans.

Fiduciaries of ERISA Plans and "**plans**" within the meaning of Section 4975(e) of the Code that are subject to Section 4975 of the Code, including individual retirement accounts and "**Keogh**" plans (together with ERISA Plans, "**Plans**"), should consider ERISA, the regulations and guidance thereunder and the issues described below in deciding whether to purchase a Note.

General Fiduciary Matters

Under ERISA, a person who exercises discretionary authority or control regarding the management or disposition of an ERISA Plan's assets is generally considered a fiduciary of such an ERISA Plan. An ERISA Plan's investments are subject to ERISA's fiduciary requirements, which should be considered in the context of each ERISA Plan's particular facts and circumstances. An ERISA Plan fiduciary deciding whether to purchase a Note should consider, among other factors, (i) whether the acquisition would satisfy the diversification requirements of Section 404 of ERISA, (ii) whether the acquisition would be prudent with respect to the Note's structure, potential risks and lack of liquidity, (iii) whether the investment would be consistent with the documents and instruments governing the ERISA Plan and (iv) whether the investment would constitute or result in a "prohibited transaction" under Section 406 of ERISA or Section 4975 of the Code (as discussed below).

In evaluating the prudence of purchasing a Note, an ERISA Plan fiduciary should consider the U.S. Department of Labor (the "**DOL**") regulation on investment duties located at 29 C.F.R. § 2550.404a-1. ERISA also requires that an ERISA Plan fiduciary maintain an indicia of ownership of the ERISA Plan's assets within the jurisdiction of the U.S. Federal District Courts.

Prohibited Transaction Issues

Section 406 of ERISA and Section 4975 of the Code prohibit certain transactions involving the assets of an ERISA Plan and certain persons and their affiliates who have certain specified relationships to the Plans

(referred to as "parties in interest" under ERISA and "disqualified persons" under Section 4975 of the Code, and collectively, "**Parties in Interest**"). Whether or not the underlying assets of our Company are deemed to include assets of a Plan, a purchase of a Note by a Plan, to the extent it is permitted, may constitute or result in a direct or indirect "prohibited transaction" under Section 406 of ERISA and/or Section 4975 of the Code (collectively, "**prohibited transaction**") to the extent any of our Company, the Arrangers, the Dealers, the Trustee, the Agents or their respective affiliates (each, a "**Transaction Party**") is considered a Party in Interest. A non-exempt violation of these prohibited transaction rules may result in an imposition of excise taxes or other penalties and liabilities under ERISA and Section 4975 of the Code and a rescission or correction of any applicable transaction.

Although an administrative or statutory exemption may be applicable to a prohibited transaction in respect of a purchase of a Note, the applicability of such exemption will depend in part on the type of Plan fiduciary making the decision to acquire a Note and the circumstances under which such a decision is made. These exemptions include the administrative exemptions of Prohibited Transaction Class Exemption ("**PTCE**") 91-38 (relating to investments by bank collective investment funds), PTCE 84-14 (relating to transactions effected by "independent qualified professional asset managers"), PTCE 90-1 (relating to investments by insurance company pooled separate accounts), PTCE 95-60 (relating to investments by insurance company general accounts), and PTCE 96-23 (relating to transactions effected by in-house asset managers) (Investor-Based Exemptions) and the statutory exemption of Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code (relating to the purchase and sale of securities and related lending transactions, **provided that**, neither the security's issuer nor any of its affiliates has or exercises any discretionary authority or control or renders any investment advice with respect to the assets of the Plan involved in the transaction and **provided further that**, the Plan pays not more than adequate consideration in connection with the transaction).

The fiduciary of a Plan that proposes to purchase a Note should consider, without limitation, (i) whether the purchase would involve a direct or indirect extension of credit to a Party in Interest, (ii) whether the purchase would involve a sale or exchange of any property between a Plan and a Party in Interest and (iii) whether the purchase would involve a transfer to, or use by or for the benefit of, a Party in Interest of a Plan's assets. In this regard, there can be no assurance that any of these administrative and statutory exemptions will be available with respect to any particular transaction involving the Notes. Most of these exemptions do not provide relief from some or all of the self-dealing prohibitions of Section 406 of ERISA or Section 4975 of the Code. Each Plan fiduciary is responsible for ensuring that the purchase of a Note does not and will not constitute or result in a non-exempt prohibited transaction.

Plan Assets Regulation

Under the DOL regulation at 29 C.F.R. § 2510.3-101, as modified by Section 3(42) of ERISA (the "**Plan Assets Regulation**"), when a Plan invests in an "**equity interest**" of an entity (which is defined as an interest in an entity other than an instrument that is treated as indebtedness under applicable local law and that has no substantial equity features) that is neither a publicly offered security nor a security issued by an investment company registered under the U.S. Investment Company Act of 1940, the Plan's assets include both the equity interest and an undivided interest in each of the entity's underlying assets, unless it is established that the entity is an "operating company" or equity participation by "Benefit Plan Investors" is deemed not to be "significant".

Equity participation by "Benefit Plan Investors" in an entity is deemed to be "**significant**" under the Plan Assets Regulation if, immediately after the most recent acquisition of any equity interest in the entity, twenty-five per cent (25%) or more of the value of any class of equity interests in the entity is held by "Benefit Plan Investors". "**Benefit Plan Investor**" means (i) a Plan or (ii) a person or entity whose underlying assets are deemed for purposes of Title I of ERISA or Section 4975 of the Code to include the assets of any such Plan by reason of the Plan Assets Regulation or otherwise. This test must be satisfied at each acquisition, transfer or disposition

of a Note in order for the assets of our Company to not be treated as "plan assets". For these purposes, the value of any Note held by certain persons (other than Benefit Plan Investors) that have discretionary authority or "control" over the assets of the entity or that provide investment advice with respect to such assets for a fee, directly or indirectly, or "affiliates" of such persons (other than Benefit Plan Investors) are excluded. An "**affiliate**" of a person includes any person, directly or indirectly, through one or more intermediaries, controlling, controlled by, or under common control with the person. "**Control**", with respect to a person other than an individual, means the power to exercise a controlling influence over the management or policies of such person.

Similar Plans

"**Governmental plans**" within the meaning of Section 3(32) of ERISA, "**church plans**" within the meaning of Section 3(33) of ERISA that have made no election under Section 410(d) of the Code, "**non-U.S. plans**" described in Section 4(b)(4) of ERISA and other benefit plans that are not Benefit Plan Investors (as defined below) (any such plan, a "**Similar Plan**"), while not subject to the fiduciary responsibility and prohibited transaction provisions of Title I of ERISA or Section 4975 of the Code, may nevertheless be subject to a U.S. federal, state, local, non-U.S. or other law or regulation that contains one or more provisions that are substantially similar to the foregoing provisions of ERISA or the Code (any such law or regulation, a "**Similar Law**").

Representations and Further Considerations

The Notes issued under this Programme may generally be permitted to be held by a Benefit Plan Investor, **so long as** the particular Notes being acquired by a Benefit Plan Investor are treated as indebtedness without substantial equity characteristics for purposes of Title I of ERISA or Section 4975 of the Code (any permitted issuance of such Notes, an "**ERISA-Permitted Issuance**").

By its acquisition of the Notes, each purchaser and subsequent transferee thereof will be deemed to have represented and warranted, on each day from the date on which such purchaser or transferee, as applicable, acquires its interest in such Notes through and including the date on which such purchaser or transferee, as applicable, disposes of its interest in such Notes, either that (a) no portion of the assets used to purchase or hold the Notes (or any interest therein) constitutes assets of a Benefit Plan Investor or a Similar Plan that is subject to any Similar Law or, (b) provided that the Notes (or any interest therein) are purchased under an ERISA-Permitted Issuance, its purchase and holding of the Notes (or any interest therein) will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or a non-exempt violation of any Similar Law. Any purported purchase or transfer in violation of these representations shall be null and void ab initio.

Moreover, each purchaser and subsequent transferee of the Notes (or any interest therein) that is a Benefit Plan Investor will be deemed to have represented by its acquisition of such Notes that (x) none of the Transaction Parties (i) have provided any investment recommendation or investment advice to the Benefit Plan Investor or any fiduciary or other person investing the assets of the Benefit Plan Investor (a "**Plan Fiduciary**"), on which either the Benefit Plan Investor or Plan Fiduciary has relied in connection with the decision to acquire the Notes (or any interest therein), and (ii) are acting as a "**fiduciary**" within the meaning of Section 3(21) of ERISA or Section 4975(e)(3) of the Code to the Benefit Plan Investor or Plan Fiduciary in connection with the Benefit Plan Investor's acquisition of the Notes (or any interest therein) and (y) the Plan Fiduciary is exercising its own independent judgment in evaluating the transaction.

The foregoing discussion is general in nature and is not intended to be all inclusive. Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exempt prohibited transactions,

it is particularly important that any Plan fiduciary or other person who proposes to use assets of any Plan to acquire the Notes should consult with its counsel regarding the applicability of the fiduciary responsibility and prohibited transaction provisions of ERISA and Section 4975 of the Code, or any other applicable Similar Laws, to such an investment, and to confirm that such investment will not constitute or result in a non-exempt prohibited transaction or any other violation of an applicable requirement of ERISA, the Code or any other applicable Similar Laws.

SUBSCRIPTION AND SALE

The Dealers have, in a programme agreement dated 19 May 2026 (the "**Programme Agreement**"), agreed with us a basis upon which they or any of them may from time to time agree to purchase Notes. Any such agreement will extend to those matters stated under "*Form of the Notes*" and "*Terms and Conditions of the Notes*". We may pay each relevant Dealer a commission as agreed between them in respect of Notes subscribed by such Dealer. We may also from time to time pay each relevant Dealer a discretionary performance fee as agreed between our Company and such Dealer in respect of Notes to be subscribed by such Dealer. In addition, we may also from time to time agree with the relevant Dealer(s) that we may pay certain third parties commissions (including, without limitation, rebates to certain private banks in connection with the distribution of the Notes to their clients). The commission payable to such private banks will be based on the principal amount of the Notes so distributed, and may be deducted from the purchase price for the Notes payable by such private banks upon settlement. In the Programme Agreement, we have agreed to reimburse the Dealers for certain of their expenses in connection with the establishment of the Programme and the issue of Notes under the Programme and to indemnify the Dealers against certain liabilities incurred by them in connection therewith. The Programme Agreement entitles the Dealers to terminate any agreement that they make to subscribe Notes in certain circumstances prior to payment for such Notes being made to us.

In order to facilitate the offering of any Tranche of the Notes, a nominated Dealer participating in the offering of the Tranche may engage in transactions that stabilise, maintain or otherwise affect the price of the relevant Notes, which support the market price of the relevant Notes during and after the offering of the Tranche. Specifically such persons may over-allot or create a short position in the Notes for their own account by selling more Notes than have been sold to them by us. Such persons may also elect to cover any such short position by purchasing Notes in the open market. In addition, such persons may stabilise or maintain the price of the Notes by bidding for or purchasing Notes in the open market and may impose penalty bids, under which selling concessions allowed to syndicate members or other broker-dealers participating in the offering of the Notes are reclaimed if Notes previously distributed in the offering are repurchased in connection with stabilisation transactions or otherwise. The effect of these transactions may be to stabilise or maintain the market price of the Notes at a level higher than that which might otherwise prevail in the open market. The imposition of a penalty bid may also affect the price of the Notes to the extent that it discourages resales thereof. No representation is made as to the magnitude or effect of any such stabilising or other transactions. Such transactions, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Under U.K. laws and regulations stabilising activities may only be carried on by the Stabilising Manager (or any person acting for the Stabilising Manager) named in the applicable Pricing Supplement and only for a period of 30 days following the Issue Date of the relevant Tranche of Notes.

Each of the Dealers and its affiliates may engage in investment or commercial banking and other dealings in the ordinary course of business with our Company or our affiliates from time to time and may receive fees and commissions for these transactions. In addition to the transactions noted above, each Dealer and its affiliates may, from time to time after completion of the offering of Notes, engage in other transactions with, and perform services for, our Company or our affiliates in the ordinary course of their business. Each Dealer or its affiliates may also purchase Notes for asset management and/or proprietary purposes but not with a view to distribution or may hold the Notes on behalf of clients or in the capacity of investment advisers. While each Dealer and its affiliates has policies and procedures to deal with conflicts of interests, any such transactions may cause a Dealer or its affiliates or its clients or counterparties to have economic interests and incentives which may conflict with those of an investor in the Notes. Each Dealer may receive returns on such transactions and has no obligation to take, refrain from taking or cease taking any action with respect to any such transactions based on the potential effect on a prospective investor in the Notes. Further, each of the Dealers and their affiliates are full service financial institutions engaged in various activities which may include securities trading, commercial

and investment banking, financial advice, investment management, principal investment, hedging, financing and brokerage activities. Each of the Dealers may have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with our Company or our Subsidiaries, jointly controlled entities or associated companies from time to time. In the ordinary course of their various business activities, the Dealers and their affiliates may make or hold (on their own account, on behalf of clients or in their capacity of investment advisers) a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments and enter into other transactions, including credit derivatives (such as asset swaps, repackaging and credit default swaps) in relation thereto. Such transactions, investments and securities activities may involve securities and instruments of our Company or our Subsidiaries, jointly controlled entities or associated companies, including Notes issued under the Programme, may be entered into at the same time or proximate to offers and sales of Notes or at other times in the secondary market and be carried out with counterparties that are also purchasers, holders or sellers of Notes. Notes issued under the Programme may be purchased by or be allocated to any Dealer or an affiliate for asset management and/or proprietary purposes but not with a view to distribution.

Important Notice to CMIs (including private banks)

This notice to CMIs (including private banks) is a summary of certain obligations the SFC Code imposes on CMIs, which require the attention and cooperation of other CMIs (including private banks). Certain CMIs may also be acting as OCs for the relevant CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an Association with the Issuer, the CMI or the relevant group company. CMIs should specifically disclose whether their investor clients have any Association when submitting orders for the relevant Notes. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Issuer or any CMI (including its group companies) and inform the relevant Managers accordingly. CMIs are informed that, unless otherwise notified, the marketing and investor targeting strategy for the relevant CMI Offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions and any MiFID II product governance language or any UK MiFIR product governance language set out elsewhere in this Offering Circular and/or the applicable Pricing Supplement. CMIs should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). CMIs should enquire with their investor clients regarding any orders which appear unusual or irregular. CMIs should disclose the identities of all investors when submitting orders for the relevant Notes (except for omnibus orders where underlying investor information may need to be provided to any OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIs should not place "X-orders" into the order book. CMIs should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages. CMIs (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer. In addition, CMIs (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the relevant Notes. CMIs are informed that a private bank rebate may be payable as stated above and in the applicable Pricing Supplement, or otherwise notified to prospective investors. The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other

relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Managers in control of the order book should consider disclosing order book updates to all CMIs.

When placing an order for the relevant Notes, private banks should disclose, at the same time, if such order is placed other than on a "principal" basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a "principal" basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code. Private banks should be aware that placing an order on a "principal" basis may require the relevant affiliated Manager(s) (if any) to categorise it as a proprietary order and apply the "proprietary orders" requirements of the SFC Code to such order and will result in that private bank not being entitled to, and not being paid, any rebate. In relation to omnibus orders, when submitting such orders, CMIs (including private banks) that are subject to the SFC Code should disclose underlying investor information in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected).

Underlying investor information in relation to omnibus orders should consist of:

- The name of each underlying investor;
- A unique identification number for each investor;
- Whether an underlying investor has any "Associations" (as used in the SFC Code);
- Whether any underlying investor order is a "Proprietary Order" (as used in the SFC Code);
- Whether any underlying investor order is a duplicate order.

Underlying investor information in relation to omnibus order should be sent to the Managers named in the relevant Pricing Supplement.

To the extent information being disclosed by CMIs and investors is personal and/or confidential in nature, CMIs (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to any OCs; and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to any OCs. By submitting an order and providing such information to any OCs, each CMI (including private banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by any OCs and/or any other third parties as may be required by the SFC Code, including to the Issuer, relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. CMIs that receive such underlying investor information are reminded that such information should be used only for submitting orders in the relevant CMI Offering. The relevant Managers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMIs (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including private banks) are required to provide the relevant Manager with such evidence within the timeline requested.

United States

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that:

(a) the Notes have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States

(or, in certain circumstances, to, or for the account or benefit of, U.S. persons) except in certain transactions exempt from or not subject to the registration requirements of the Securities Act;

(b) the Notes in bearer form are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. Treasury regulations. Bearer Notes will be issued in accordance with the provisions of U.S. Treasury Regulation §1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**")) ("**TEFRA D**"), unless (i) the relevant Pricing Supplement specifies that Notes will be issued in accordance with the provision of U.S. Treasury Regulation §1.163-5(c)(2)(i)(C) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) ("**TEFRA C**") or (ii) the Notes are issued other than in compliance with TEFRA D or TEFRA C but in circumstances in which the Notes will not constitute "registration required obligations" under the United States Tax Equity and Fiscal Responsibility Act of 1982 ("**TEFRA**"), which circumstances will be referred to in the relevant Pricing Supplement as a transaction to which TEFRA is not applicable. Terms used in this paragraph have the meanings given to them by the Code and Treasury regulations promulgated thereunder;

(c) in connection with any Notes which are offered or sold outside the United States in reliance on an exemption from the registration requirements of the Securities Act provided under Category 2 of Regulation S ("**Category 2 Notes**"), each Dealer has represented and agreed, and each further Dealer appointed under the Program will be required to represent and agree, that it will not offer, sell or deliver such Category 2 Notes (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution, as determined and certified by the relevant Dealer or, in the case of an issue of Notes on a syndicated basis, the relevant lead manager, of all Notes of the Tranche of which such Category 2 Notes are a part, within the United States or to, or for the account or benefit of, U.S. persons except in accordance with Regulation S of the Securities Act. Each Dealer has further agreed, and each further Dealer appointed under the Program will be required to agree, that it will send to each dealer to which it sells any Category 2 Notes during the Distribution Compliance Period (as defined in Regulation S) a confirmation or other notice setting forth the restrictions on offers and sales of the Category 2 Notes within the United States or to, or for the account or benefit of, U.S. persons;

(d) accordingly, if Category 1 is specified in the Pricing Supplement, the Notes are being offered and sold only outside the United States in offshore transaction in reliance on, and in compliance with, Regulation S; and

(e) until 40 days after the commencement of the offering of any Series of Notes, an offer or sale of such Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an available exemption from registration under the Securities Act.

Notwithstanding anything above to the contrary, it is understood that Registered Notes may be offered and sold pursuant to a private placement in the United States, and in connection therewith each Dealer has represented, agreed and undertaken and each further Dealer appointed under the Programme will be required to represent, agree and undertake, that:

(a) offers, sales, resales and other transfers of Notes made in the United States made or approved by a Dealer (including offers, resales or other transfers made or approved by a Dealer in connection with secondary trading) shall be made with respect to Registered Notes only and shall be effected pursuant to an exemption from the registration requirements of the Securities Act;

(b) offers, sales, resales and other transfers of Notes made in the United States will be made only in private transactions to institutional investors that are reasonably believed to qualify as qualified institutional buyers within the meaning of Rule 144A (each such institutional investor being hereinafter referred to as a QIB);

(c) the Notes will be offered in the United States only by approaching prospective purchasers on an individual basis. No general solicitation or general advertising within the meaning of Rule 502© under the Securities Act will be used in connection with the offering of the Notes in the United States; and

(d) no sale of Notes in the United States to any one QIB will be for less than U.S.$200,000 principal amount or (in each case) its equivalent rounded upwards and no Note will be issued in connection with such a sale in a smaller principal amount. If such purchaser is a non-bank fiduciary acting on behalf of others, each person for whom it is acting must purchase at least U.S.$200,000 principal amount of the Notes; and each Note sold as a part of a private placement in the United States and each Regulation S Global Note shall contain a legend in substantially the form set out on the face of such Note in the Trust Deed.

Our Company has represented and agreed that any resale or other transfer, or attempted resale or other transfer of Notes sold as part of a private placement in the United States made other than in compliance with the restrictions set out in the preceding paragraph above shall not be recognised by our Company or any agent of our Company and shall be void.

Each issue of Index Linked Notes or Dual Currency Notes shall be subject to such additional U.S. selling restrictions as our Company and the relevant Dealer may agree as a term of the issue and purchase of such Notes, which additional selling restrictions shall be set out in the applicable Pricing Supplement. Each Dealer has agreed that it shall offer, sell and deliver such Notes only in compliance with such additional U.S. selling restrictions.

Prohibition of Sales to EEA Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision:

(a) the expression "**retail investor**" means a person who is one (or more) of the following:

  (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**");

  (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

  (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**"); and

(b) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Pricing Supplement in respect of any Notes specifies "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", each Dealer has represented and agreed that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by the Offering Circular as completed by the Pricing Supplement in relation thereto to the public in that Member State except that it may make an offer of such Notes to the public in that Member State:

(A) if the Pricing Supplement in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 1(4) of the Prospectus Regulation in that Member State (a "**Non-exempt Offer**"), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State, provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Non-exempt Offer, in accordance with the Prospectus Regulation, in the period beginning and ending on the dates specified in such prospectus or Pricing Supplement, as applicable, and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;

(B) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;

(C) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(D) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Notes referred to in (B) to (D) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an "**offer of Notes to the public**" in relation to any Notes in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes and the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

Prohibition of Sales to UK Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies the "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer represents and agrees that it has not offered, sold, distributed or otherwise made available and will not offer, sell, distribute or otherwise make available any Notes which are the subject of the offering contemplated by the Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

(a) the expression "**retail investor**" means a person who is either one (or both) of the following:

  (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or

  (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024; and

(b) the expression "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the applicable Pricing Supplement in respect of any Notes specifies the "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer represents and agrees that it has not made and will not make an offer of Notes which are the subject of the Offering Circular as completed by the Pricing Supplement in relation thereto to the public in the United Kingdom, except that it may make an offer:

(a) at any time where the offer is conditional on the admission of the Notes to trading on the London Stock Exchange plc's main market (in reliance on the exception in paragraph 6(a) of Schedule 1 to the POATRs);

(b) at any time to any legal entity which is a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs;

(c) at any time to fewer than 150 persons (other than qualified investors as defined in paragraph 15 of Schedule 1 to the POATRs) in the United Kingdom, subject to obtaining the prior consent of the Relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(d) at any time in any other circumstances falling within Part 1 of Schedule 1 to the POATRs,

For the purposes of this provision, the expression "**an offer of Notes to the public**" in relation to any Note means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to buy or subscribe for the Notes and the expression "**POATRs**" means the Public Offers and Admissions to Trading Regulations 2024.

United Kingdom

Each Dealer represents and agrees that:

(a) in relation to any Notes which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;

(b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom

Italy

Each Dealer has represented, warranted and undertaken, and each further Dealer appointed under the Programme will be required to represent, warrant and undertake, that unless it is specified within the relevant Pricing Supplement that a non-exempt offer may be made into Italy, the offering of the Notes has not been registered pursuant to Italian securities legislation and, accordingly, no Notes may be offered, sold or delivered, nor may copies of this Offering Circular or of any other document relating to the Notes be distributed in the Republic of Italy, except:

(a) to qualified investors (*investitori qualificati*), as defined in Article 100 of Legislative Decree No. 58 of February 24, 1998, as amended (the "**Financial Services Act**") and Article 34-*ter*, first paragraph, letter (b) of CONSOB Regulation No. 11971 of May 14, 1999, as amended from time to time ("**Regulation No. 11971**"); or

(b) in other circumstances which are exempted from the rules on public offerings pursuant to Article 100 of the Financial Services Act and Article 34-*ter* of Regulation No. 11971.

Any offer, sale or delivery of the Notes or distribution of copies of this Offering Circular or any other document relating to the Notes in the Republic of Italy under paragraph (a) or (b) above must:

(c) be made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of October 29, 2007 (as amended from time to time) and Legislative Decree No. 385 of September 1, 1993, as amended (the "**Banking Act**"); and

(d) comply with any other applicable laws and regulations or requirement imposed by CONSOB, the Bank of Italy (including the reporting requirements, where applicable, pursuant to Article 129 of the Banking Act and the implementing guidelines of the Bank of Italy, as amended from time to time) and/or any other Italian authority.

Please note that in accordance with Article 100-bis of the Financial Services Act, where no exemption from the rules on public offerings applies under paragraphs (a) and (b) above, the subsequent distribution of the Notes on the secondary market in Italy must be made in compliance with the public offer and the prospectus requirement rules provided under the Financial Services Act and Regulation No. 11971. Failure to comply with such rules may result in the sale of such Notes being declared null and void and in the liability of the intermediary transferring the financial instruments for any damages suffered by the investors.

The Netherlands

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that the Notes will only be offered in The Netherlands to qualified investors (as defined in the Prospectus Regulation), unless such offer is made in accordance with the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

India

Each Dealer has represented and acknowledged (severally and not jointly) and each further Dealer appointed under the Programme will be required to represent, agree and acknowledge that (a) this Offering Circular has not been and will not be filed, registered, produced or published as an offer document (whether a prospectus or a statement in lieu of a prospectus ((as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended) in respect of a public offer or information memorandum or placement memorandum or general information document or key information document or private placement offer cum application letter or other offering material in respect of any private placement under the Companies Act, 2013, as amended, and the rules framed thereunder or any other applicable Indian laws) with the Registrar of Companies, the Securities and Exchange Board of India, the RBI, any Indian stock exchange or any other statutory or regulatory body of like nature in India or the International Financial Services Centres, save and except for any information from any part of this Offering Circular which is mandatorily required to be disclosed or filed in India under any applicable Indian laws, including but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, and under the listing agreement with any Indian stock exchange pursuant to the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or the International Financial Services Centres Authority (Listing) Regulations, 2024, each or pursuant to the sanction of any regulatory and adjudicatory body in India, and (b) the Notes have not been and will not be offered or sold in India by means of any document, other than to persons permitted to acquire the Notes under Indian law, whether as a principal or an agent, and (c) this Offering Circular or any other offering document or material relating to the Notes have not been and will not be circulated or distributed, directly or indirectly, to any person or to the public or any member of the public in India or otherwise generally distributed or circulated in India which would constitute an advertisement, invitation, offer, sale or solicitation of an offer to subscribe for or purchase within the meaning of the Companies Act, 2013, as amended from time to time, or any other applicable Indian securities laws for the time being in force, and (d) this Offering Circular or any material relating to the Notes has not been and will not be circulated or distributed to any person who does not meet the Eligibility Requirements; and (e) the Notes will not be offered or sold and have not been offered or sold to any person who does not meet the Eligibility Requirements.

For the purposes of this section, "**Eligibility Requirements**" shall mean the criteria required to be fulfilled to be an eligible lender under the ECB Guidelines. For a lender to be an eligible lender under the ECB Guidelines, it should be: (i) a person resident outside India; or (ii) a branch outside India of an entity whose lending business is regulated by the RBI; or (iii) a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended)) or a branch of a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended)) set up in IFSC.

Disclosure of information relating to holders of the Notes

Holders and beneficial owners of the Notes shall be responsible for compliance with restrictions on the ownership of the Notes imposed from time to time by applicable laws or by any regulatory authority or otherwise. In this context, holders and beneficial owners of Notes shall be deemed to have acknowledged, represented and agreed that such holders and beneficial owners are eligible to purchase the Notes under applicable laws and regulations and are not prohibited under any applicable law or regulation from acquiring, owning or selling the Notes.

The holders and beneficial owners of Notes shall be deemed to confirm that for so long as they hold any Notes, they will meet the Eligibility Requirements. Further, all Noteholders represent and agree that the Notes will not be offered or sold on the secondary market to any person who does not meet the Eligibility Requirements.

The holders and beneficial owners of Notes shall be deemed to confirm that for so long as they hold any Notes, they shall comply with the requirements or conditions as set out under the ECB Guidelines and any other applicable regulations, notifications, circulars or guidelines issued in respect of external commercial borrowings, as construed in accordance with the ECB Guidelines.

To comply with applicable laws and regulations, our Company or our duly appointed agent may from time to time request Euroclear and Clearstream or, as the case may be, DTC, to provide them with details of the accountholders within Euroclear and Clearstream or, as the case may be, DTC, as may be appropriate, that hold the Notes and the number of Notes held by each such accountholder. Euroclear and Clearstream or, as the case may be, DTC, participants which are holders of the Notes or intermediaries acting on behalf of such Noteholders would be deemed to have hereby authorised Euroclear and Clearstream or, as the case may be, DTC, as may be appropriate, to disclose such information to our Company or our duly appointed agent.

Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore (the "**MAS**"). Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "**SFA**")) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

Hong Kong

Each Dealer has represented and agreed that:

(a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes (except for Notes which are a "structured product" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong) (the "**SFO**") other than (a) to "professional investors" as defined in the SFO and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions Ordinance (Cap. 32) of Hong Kong (the "**C(WUMP)O**") or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and

(b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**FIEA**") and each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended)), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

General

Each Dealer has represented, warranted and undertaken and each further Dealer appointed under the Programme will be required to represent, warrant and undertake that it will (to the best of its knowledge and belief) comply

with all applicable securities laws and regulations in force in any jurisdiction in which it purchases, offers, sells or delivers Notes or possesses or distributes this Offering Circular and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries and neither we, the Trustee nor any of the other Dealers shall have any responsibility therefor.

None of our Company, the Trustee, the Arrangers and the Dealers represents that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale.

With regard to each Tranche, the relevant Dealer will be required to comply with such other restrictions as we and the relevant Dealer shall agree and as shall be set out in the applicable Pricing Supplement.

TRANSFER RESTRICTIONS

Purchasers of Notes are advised to consult legal counsel prior to making any purchase, offer, sale, resale or other transfer of such Notes.

Each purchaser of Registered Notes (other than a person purchasing an interest in a Registered Global Note with a view to holding it in the form of an interest in the same Global Note) or person wishing to transfer an interest from one Registered Global Note to another or from global to definitive form or *vice versa*, will be required to acknowledge, represent and agree, and each person purchasing an interest in a Registered Global Note with a view to holding it in the form of an interest in the same Global Note will be deemed to have acknowledged, represented and agreed, as follows (terms used in this paragraph that are defined in Rule 144A or in Regulation S are used herein as defined therein):

(i) that either: (a) it is a QIB, purchasing (or holding) the Notes for its own account or for the account of one or more QIBs and it is aware that any sale to it is being made in reliance on Rule 144A; or (b) it is outside the United States and, if Category 2 is specified in the applicable Pricing Supplement, is not a U.S. person;

(ii) that the Notes are being offered and sold in a transaction not involving a public offering in the United States within the meaning of the Securities Act, and that the Notes have not been and will not be registered under the Securities Act or any other applicable U.S. state securities laws and may not be offered, sold, pledged or otherwise transferred within the United States or, if Category 2 is specified in the applicable Pricing Supplement, to, or for the account or benefit of, U.S. persons, except as set forth below;

(iii) that, unless it holds an interest in a Regulation S Global Note and is a person located outside the United States and, if Category 2 is specified in the applicable Pricing Supplement, is not a U.S. person, if in the future it decides to resell, pledge or otherwise transfer the Notes or any beneficial interests in the Notes, it will do so, prior to the date which is one year after the later of the last Issue Date for the Series and the last date on which our Company or an affiliate of our Company was the owner of such Notes, only (a) to our Company or any affiliate thereof, (b) inside the United States to a person whom the seller reasonably believes is a QIB purchasing for its own account or for the account of a QIB in a transaction meeting the requirements of Rule 144A, (c) outside the United States to a non-U.S. person in compliance with Rule 903 or Rule 904 under the Securities Act, (d) pursuant to the exemption from registration provided by Rule 144 under the Securities Act (if available) or (e) pursuant to an effective registration statement under the Securities Act, in each case in accordance with all applicable U.S. state securities laws;

(iv) it will, and will require each subsequent holder to, notify any purchaser of the Notes from it of the resale restrictions referred to in paragraph (iii) above, if then applicable;

(v) that Notes initially offered in the United States to QIBs will be represented by one or more Rule 144A Global Notes and that Notes offered outside the United States in reliance on Regulation S will be represented by one or more Regulation S Global Notes;

(vi) it meets the Eligibility Requirements;

where

"**Eligibility Requirements**" means the requirements under the ECB Guidelines which prescribes the eligibility of the persons to subscribe to invest in the Notes or acquire the Notes, which as of the date of this Offering Circular means: (i) a person resident outside India; or (ii) a branch outside India of an entity whose lending business is regulated by the RBI; or (iii) a financial institution (as defined under the Foreign Exchange

Management (International Financial Services Centre) Regulations, 2015 (as amended)) or a branch of a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended)) set up in IFSC.

(vii) that the Notes in registered form, other than the Regulation S Global Notes, will bear a legend to the following effect unless otherwise agreed to by our Company:

"THIS SECURITY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR WITH ANY SECURITIES REGULATORY AUTHORITY OR ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD OR OTHERWISE TRANSFERRED EXCEPT (1) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT TO A PERSON THAT THE HOLDER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVE IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT OR (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE), IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES, BY ITS ACQUISITION HEREOF, THE HOLDER (A) REPRESENTS THAT IT IS A "QUALIFIED INSTITUTIONAL BUYER" (AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT) PURCHASING THE SECURITIES FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF ONE OR MORE QUALIFIED INSTITUTIONAL BUYERS; (B) AGREES THAT IT WILL NOT RESELL OR OTHERWISE TRANSFER THE SECURITIES EXCEPT IN ACCORDANCE WITH THE AGENCY AGREEMENT AND, PRIOR TO THE DATE WHICH IS ONE YEAR AFTER THE LATER OF THE LAST ISSUE DATE FOR THE SERIES AND THE LAST DATE ON WHICH THE ISSUER OR AN AFFILIATE OF THE ISSUER WAS THE OWNER OF SUCH SECURITIES OTHER THAN (1) TO THE ISSUER OR ANY AFFILIATE THEREOF, (2) INSIDE THE UNITED STATES TO A PERSON WHOM THE SELLER REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (3) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH RULE 903 OR RULE 904 UNDER THE SECURITIES ACT, (4) PURSUANT TO THE EXEMPTION FROM REGISTRATION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE) OR (5) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE STATES OF THE UNITED STATES AND ANY OTHER JURISDICTION; AND (C) IT AGREES THAT IT WILL DELIVER TO EACH PERSON TO WHOM THIS SECURITY IS TRANSFERRED A NOTICE SUBSTANTIALLY TO THE EFFECT OF THIS LEGEND. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 FOR RESALES OF THE SECURITY.

THIS SECURITY AND RELATED DOCUMENTATION (INCLUDING, WITHOUT LIMITATION, THE AGENCY AGREEMENT REFERRED TO HEREIN) MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, WITHOUT THE CONSENT OF, BUT UPON NOTICE TO, THE HOLDERS OF SUCH SECURITIES SENT TO THEIR REGISTERED ADDRESSES, TO MODIFY THE RESTRICTIONS ON AND PROCEDURES FOR RESALES AND OTHER TRANSFERS OF THIS SECURITY TO REFLECT ANY CHANGE IN APPLICABLE LAW OR

REGULATION (OR THE INTERPRETATION THEREOF) OR IN PRACTICES RELATING TO RESALES OR OTHER TRANSFERS OF RESTRICTED SECURITIES GENERALLY. THE HOLDER OF THIS SECURITY SHALL BE DEEMED, BY ITS ACCEPTANCE OR PURCHASE HEREOF, TO HAVE AGREED TO ANY SUCH AMENDMENT OR SUPPLEMENT (EACH OF WHICH SHALL BE CONCLUSIVE AND BINDING ON THE HOLDER HEREOF AND ALL FUTURE HOLDERS OF THIS SECURITY AND ANY SECURITIES ISSUED IN EXCHANGE OR SUBSTITUTION THEREFOR, WHETHER OR NOT ANY NOTATION THEREOF IS MADE HEREON).”; and

(viii) that the Issuer and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that if any of such acknowledgements, representations or agreements made by it are no longer accurate, it shall promptly notify the Issuer; and if it is acquiring any Notes as a fiduciary or agent for one or more accounts it represents that it has sole investment discretion with respect to each such account and that it has full power to make, and does make, the foregoing acknowledgements, representations and agreements on behalf of each such account.

No sale of Legended Notes in the United States to any one QIB will be for less than U.S.$200,000 (or its foreign currency equivalent) principal amount and no Legended Note will be issued in connection with such a sale in a smaller principal amount. If the purchaser is a non-bank fiduciary acting on behalf of others, each person for whom it is acting must purchase at least U.S.$200,000 (or its foreign currency equivalent) principal amount of Registered Notes.

Each purchaser of Bearer Notes will be required to acknowledge, represent and agree:

(i) that it is a non-U.S. person and it is located outside the United States (within the meaning of Regulation S);

(i) that it meets the Eligibility Requirements;

(ii) that the Notes are being offered and sold in a transaction not involving a public offering in the United States within the meaning of the Securities Act, and that the Notes have not been and will not be registered under the Securities Act or any other applicable U.S. state securities laws and may not be offered, sold, pledged or otherwise transferred except as set forth below;

(iii) that if in the future it decides to resell, pledge or otherwise transfer the Notes or any beneficial interests in the Notes, it will do so, prior to the date that is one year after the later of the last Issue Date for the Series and the last date on which the Issuer or an affiliate of the Issuer was the owner of such Notes, only (a) to the Issuer or any affiliate thereof or (b) outside the United States to a non-U.S. person in compliance with Rule 903 or Rule 904 under the Securities Act;

(iv) it will, and will require each subsequent holder to, notify any purchaser of the Notes from it of the resale restrictions referred to in paragraph (iii) above, if then applicable; and

(v) that the Issuer and others will rely upon the trust and accuracy of the foregoing acknowledgements, representations and agreements and agrees that if any of such acknowledgements, representations or agreements made by it are no longer accurate, it shall promptly notify the Issuer, and if it is acquiring any Notes as a fiduciary or agent for one or more accounts it represents that it has sole investment discretion with respect to each such account and that it has full power to make, and does make, the foregoing acknowledgements, representations and agreements on behalf of such account.

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN THE INDIAN ACCOUNTING PRINCIPLES AND IFRS

The Financial Statements included in this Offering Circular have been prepared in accordance with the Indian Accounting Principles, which include IND-AS. The Indian Accounting Principles differ in certain significant respects from IFRS. Such differences involve methods for measuring amounts in the financial statements as well as in disclosures. The following summarizes certain general differences between the Indian Accounting Principles and IFRS that could have a significant impact on our financial position and result of operations if our financial statements were prepared under IFRS.

The summary below should not be considered exhaustive and no attempt has been made to identify possible future differences between the Indian Accounting Principles and IFRS as a result of prescribed changes in accounting standards or to identify future differences that may affect our financial statements as a result of transactions or events that may occur in future. No attempt has been made by us to quantify the effects of those differences, nor has a reconciliation of the Indian Accounting Principles to IFRS been undertaken by us. Had any such quantification or reconciliation been undertaken, other potential significant accounting and disclosure differences may have come to its attention, which are not identified below. Prospective investors should consult their own professional advisers for an understanding of the principal differences between the Indian Accounting Principles and IFRS and how these differences might affect financial statements presented in this Offering Circular.

Topic	IFRS	IND-AS
Primary literature	**IAS 1 - Presentation of Financial Statements**	**IND-AS 1 — Presentation of Financial Statements**
Statement of profit or loss and other comprehensive income (statement of comprehensive income)	The statement of profit or loss and other comprehensive income includes all items of income and expense - (i.e. all "owner" and "non-owner" changes in equity) including: (a) components of profit or loss; and (b) other comprehensive income. These items may be presented either: (i) in a single statement of profit or loss and other comprehensive income; or (ii) in a separate statement of profit or loss and a statement profit or loss and other comprehensive income (beginning with profit or loss and displaying components of other comprehensive income).	An entity is required to present all items of income and expense including components of other comprehensive income in a period in a single statement of profit and loss. Additionally, Ministry of Corporate Affairs has issued Schedule III for Companies required to comply with IND-AS which also provides guidance on presentation of financial statements.
Statement of changes in equity	The statement of changes in equity includes the following information: • total comprehensive income for the period; • the effects on each component of equity of retrospective application	Similar to IFRS. Additionally, Ministry of Corporate Affairs has issued Schedule III for Companies required to comply with IND-AS which also provides guidance on presentation of financial statements.

Topic	IFRS	IND-AS
	or retrospective restatement in accordance with IAS 8; and • for each component of equity, a reconciliation between the opening and closing balances, separately disclosing each change.	
Extraordinary items	Presentation of any items of income or expense as extraordinary is prohibited.	Similar to IFRS. Additionally, the format of statement of profit and loss in Schedule III issued by MCA includes exceptional items.
Reclassification	When comparative amounts are reclassified, the nature, amount and reason for reclassification are disclosed.	Similar to IFRS.
Critical judgments	Requires disclosure of critical judgments made by management in applying accounting policies. For example: estimating goodwill impairment, impairment of trade receivables, etc.	Similar to IFRS.
Estimation uncertainty	Requires disclosure of key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The nature of the uncertainty and the carrying amounts of such assets and liabilities at the end of the reporting period are required to be disclosed. For example: estimating useful life of intangible assets, estimating defined benefit obligation, etc.	Similar to IFRS.
Primary literature	**IAS 7 - Statement of Cash Flows**	**IND-AS 7 - Statement of Cash Flows**
Bank Overdrafts	Included as cash and cash equivalents if they form an integral part of an entity's cash management.	Similar to IFRS.
Interest and dividend	May be classified as operating, investing or financing activities in a manner consistent from period to period.	Similar to Indian GAAP.
Primary literature	**IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**	**IND-AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**
Changes in accounting policies	Requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting	Similar to IFRS.

Topic	IFRS	IND-AS
	policy had always been applied, unless transitional provisions of an accounting standard require otherwise.	
Errors	Material prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening balance sheet.	Similar to IFRS.
Primary literature	**IAS 10 - Events After the Reporting Period**	**IND-AS 10 - Events After the Reporting Period**
Dividends	Liability for dividends declared to holders of equity instruments are recognized in the period when declared. It is a non-adjusting event. An entity shall provide disclosure for each material non-adjusting event such as proposed dividends in notes to accounts.	Similar to IFRS.
Primary Literature	**IAS 12 — Income Taxes**	**IND-AS 12 — Income Taxes**
Deferred income taxes	Deferred taxes are computed for temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base.	Similar to IFRS.
Recognition of deferred tax assets and Liabilities	Deferred income taxes are recognized for all temporary differences between accounting and tax base of assets and liabilities.	Similar to IFRS.
Recognition of deferred tax assets for unused tax losses etc.	Deferred tax asset is recognized for carry forward unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. Where an entity has a history of tax losses, the entity recognizes a deferred tax asset only to the extent that the entity has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available.	Similar to IFRS.
Investments in subsidiaries, branches, and associates and interests in joint arrangements	Deferred tax liability for all taxable temporary differences are recognized except to the extent: • the parent, the investor, the venturer or joint operator is able to control the timing of the reversal of the temporary difference; and	Similar to IFRS.

Topic	IFRS	IND-AS
	• it is probable that the temporary difference will not reverse in the foreseeable future.	
Primary Literature	**IFRS 15 — Revenue from Contracts with Customers**	**IND-AS 115 - Revenue from Contracts with Customers** **IND-AS 109 - Financial Instruments**
Definition	Standard provides how and when an IFRS reporter will recognize revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard provides a single, principles based five-step model to be applied to all contracts with customers.	Similar to IFRS.
Recognition	Identify the contract - an entity shall account for a contract with a customer that is within scope of this standard only when all of the criteria's mentioned in the contracts are met. Identify the performance obligation - At contract inception, an entity shall assess the goods or services promised in a contract with a customer and shall identify as a performance obligation each promise to transfer to the customer either a goods or services that is distinct or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.	Similar to IFRS.
Measurement	When (or as) a performance obligation is satisfied, an entity shall recognise as revenue the amount of the transaction price (which excludes estimates of variable consideration that are constrained, and considered in accordance with the standard, that is allocated to that performance obligation. Determining the transaction price and allocation of transaction price to performance obligation steps are performed.	Similar to IFRS.
Interest	Interest income is recognized using the effective interest method.	Similar to IFRS.
Primary literature	**IAS 16 - Property, Plant and Equipment**	**IND-AS 16 — Property, Plant and Equipment**

Topic	IFRS	IND-AS
Transfers from revaluation reserve	Transfers from revaluation reserve to retained earnings are made directly and not through profit or loss.	Similar to IFRS.
Change in method of depreciation	Changes in depreciation method are considered as changes in accounting estimate and applied prospectively.	Similar to IFRS.
Primary Literature	**IFRS 16 - Leases**	**IND-AS 116 - Leases**
Interest in leasehold land	Lessor perspective - Recognized as operating lease or finance lease as per definition and classification criteria. Lessee perspective - Lease is recognized in balance sheet as right of use (ROU) asset. Measurement of ROU asset requires discounting of future cash flows to arrive at present value on date of inception of lease. Present value of lease is recorded as ROU asset in balance sheet with a credit to lease obligation. Future, payments for time period is recorded as an interest expenses.	Similar to IFRS except that a property interest in an operating lease cannot be accounted for as investment property as the fair value model is not permissible by IND-AS 40.
Determining whether an arrangement contains a lease	Arrangements that do not take the legal form of a lease but fulfilment of which is dependent on the use of specific assets and which convey the right to use the assets are accounted for as lease.	Similar to IFRS.
Primary literature	**IAS 19 – Employee Benefits**	**IND-AS 19 – Employee Benefits**
Short-term compensated Absences	Short-term employee benefits include paid annual leave and paid sick leave if it is expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related services.	Similar to IFRS.
Actuarial valuation	Detailed actuarial valuation to determine the present value of the net defined benefit liability (asset) is performed with sufficient regularity so that the amounts recognized in the financial statements do not differ materially from the amounts that would have been determined at the end of the reporting period. IAS 19 does not specify sufficient regularity.	Similar to IFRS.
Actuarial gains and losses	Actuarial gains and losses representing changes in the present value of the defined benefit obligation resulting from experience adjustment and effects of changes in actuarial assumptions are	Similar to IFRS.

Topic	IFRS	IND-AS
	recognized in other comprehensive income and not reclassified to profit or loss in a subsequent period.	
Discount rate	Post-employment benefit obligations (both funded and unfunded) are discounted using a discount rate determined by reference to market yields at the end of the reporting period on high quality corporate bonds. In countries where there is no deep market in such bonds, the market yields on government bonds denominated in that currency should be used.	Post-employment benefit obligations (both funded and unfunded) should be discounted using a discount rate determined by reference to market yields at the end of the reporting period on government bonds. However, subsidiaries, joint ventures, associates and branches domiciled outside India should use a rate determined by reference to market yields on high quality corporate bonds at the end of reporting period. In case such subsidiaries, joint ventures, associates and branches are domiciled in countries where there is no deep market in such bonds, the market yields on government bonds of that country should be used.
Past service cost and curtailments	Past service cost (includes curtailments) is recognized as an expense at the earlier of the following dates: • when the plan amendment or curtailment occurs; and • when the entity recognizes related restructuring costs or termination benefits.	Similar to IFRS.
Primary literature	**IAS 21 - The Effects of Changes in Foreign Exchange Rates**	**IND-AS 21 - The Effects of Changes in Foreign Exchange Rates**
Functional and presentation Currency	Functional currency is the currency of the primary economic environment in which the entity operates. Foreign currency is a currency other than the functional currency. Presentation currency is the currency in which the financial statements are presented.	Similar to IFRS.
Translation in the consolidated financial Statements	Assets and liabilities should be translated from functional currency to presentation currency at the closing rate at the date of the statement of financial position; income and expenses at actual/ average rates for the period; exchange differences are recognized in other comprehensive income and accumulated in a separate component of equity. These are reclassified from equity to profit or loss	Similar to IFRS.

Topic	IFRS	IND-AS
	(as a reclassification adjustment) when the subsidiary/ associate is sold.	
Forward exchange contracts	All forward contracts are accounted as derivative instruments. The guidance for accounting of derivative instruments is provided in IFRS 9.	Similar to IFRS.
Change in functional currency	Change in functional currency is applied prospectively. The fact of change in functional currency and the reason for the change in functional currency should be disclosed.	Similar to IFRS. Additionally, the date of change in functional currency is also required to be disclosed.
Primary literature	**IAS 24 - Related Party Disclosures**	**IND-AS 24 - Related Party Disclosures**
Postemployment benefit plans	Related party includes post-employment benefit plans for the benefit of employees of the reporting entity or any entity that is related to the reporting entity.	Similar to IFRS.
Key management personnel	Compensation of key management personnel is disclosed in total and separately for: (a) Short-term employee benefits; (b) Post-employment benefits; (c) Other long-term benefits; (d) Termination benefits; and (e) Share-based payments.	Similar to IFRS.
Items to be disclosed	If an entity has related party transactions during the period covered by the financial statements, the amount of such transactions and the amount of outstanding, balances, including commitments, need to be disclosed.	Similar to IFRS.
Primary literature	**IAS 32 – Financial Instruments: Presentation**	**IND-AS 32 – Financial Instruments: Presentation**
Classification of financial liabilities	Financial instruments are classified as a liability or equity according to the substance of the contractual arrangement, (and not its legal form), and the definition of financial liabilities and equity instruments.	Similar to IFRS.
Offsetting	A financial asset and financial liability can only be offset if the entity currently has a legally enforceable right to set off the recognized amounts and intends to either settle on a net basis, or to realize the asset and settle the liability simultaneously.	Similar to IFRS.
Primary literature	**IAS 36 — Impairment of Assets**	**IND-AS 36 - Impairment of Assets**

Topic	IFRS	IND-AS
Annual impairment test for goodwill and intangibles	Goodwill and intangible assets not yet available for use and indefinite life intangible assets are required to be tested for impairment at least on an annual basis or earlier if there is an impairment indication.	Similar to IFRS.
Primary literature	**IAS 37 — Provisions, Contingent Liabilities and Contingent Assets**	**IND-AS 37 — Provisions, Contingent Liabilities and Contingent Assets**
Recognition of provisions	A provision is recognized only when a past event has created a legal or constructive obligation, an outflow of resources is probable, and the amount of the obligation can be estimated reliably.	Similar to IFRS.
Discounting	When the effect of time value of money is material, the amount of provision is the present value of the expenditure expected to be required to settle the obligation.	Similar to IFRS.
Primary literature	**IAS 38 — Intangible Assets**	**IND-AS 38 — Intangible Assets**
Measurement	Intangible assets can be measured at either cost or revalued amounts.	Similar to IFRS.
Goodwill	Not amortized but subject to annual impairment test or more frequently whenever there is an impairment indication.	Similar to IFRS However, in case where goodwill is created under an approved scheme of arrangement, accounting for goodwill would be governed by the approved scheme.
Primary literature	**IAS 40 — Investment Property**	**IND-AS 40 – Investment Property**
Definition and scope	Investment property is land or building (or part thereof) or both held (whether by owner or by a lessee under a finance lease) to earn rentals or for capital appreciation or both.	Similar to IFRS.
Measurement	Investment property is measured initially at cost. Investment properties can subsequently be measured using the cost or the fair value model, with changes in fair value recognized in profit or loss.	Investment properties are measured using the cost model. Fair value model is not permitted. Detailed disclosures pertaining to fair value have to be given.
Primary literature	**IFRS 3 – Business Combinations**	**IND-AS 103 - Business Combinations**
The pooling of interests and purchase method	All business combinations, other than those between entities under common control, are accounted for using the purchase method. An acquirer is identified for all business combinations, which is the entity that obtains control of the other combining entity. There is no guidance for business combination between entities under common control. As a result, entities can	Business combination transactions between entities under common control should be accounted for using the pooling of interests' method. In case where the business combination transaction is through an approved scheme of arrangement, the accounting for the transaction prescribed in the scheme will apply.

Topic	IFRS	IND-AS
	account for such transactions using either book value or fair value method.	All business combinations, other than those between entities under common control, are accounted for using the purchase method. An acquirer is identified for all business combinations, which is the entity that obtains control of the other combining entity.
Primary literature	**IFRS 8 – Operating Segments**	**IND-AS 108 – Operating Segments**
Determination of segments	Operating segments are identified based on the financial information that is regularly reviewed by the chief operating decision maker in deciding how to allocate resources and in assessing performance.	Similar to IFRS.
Measurement	A reconciliation is provided for between information disclosed for reportable segments and the aggregate information in entity's financial statements. Segment profit or loss is reported on the same measurement basis as that used by chief operating decision maker. Segment information is not required to be in conformity with accounting policies adopted for preparing financial statements. However, a reconciliation is required of segment performance measures reported with the corresponding amounts reported in financial	Similar to IFRS.
Entity wide disclosures	Disclosures are required of external revenue from each product or service, from customers in country of domicile and foreign countries and geographical information on non-current assets. Information on major customers is disclosed if revenue from each customer is 10% or more of total segment revenues.	Similar to IFRS.
Primary literature	**IFRS 9 - Financial Instruments**	**IND-AS 109 - Financial Instruments**
Investments, deposits loans and advances	All financial assets are classified as measured at amortized cost or measured at fair value. Where assets are measured at fair value, gains and losses are either recognized entirely in profit or loss, or recognized in other comprehensive income.	Similar to IFRS.
Impairment	The impairment model in IFRS 9 is based on expected credit losses. Expected credit losses (with the exception of purchased or original credit-impaired financial	Similar to IFRS.

Topic	IFRS	IND-AS
	assets) are required to be measured through a loss allowance at an amount equal to: • The 12 month expected credit losses; or • Lifetime expected credit losses if credit risk has increased significantly since initial recognition of the financial instrument.	
Primary Literature	**IAS 27 - Separate Financial Statements** **IFRS 10 – Consolidated Financial Statements IFRS 12 - Disclosure of Interests in Other Entities**	**IND-AS 27 - Separate Financial Statements** **IND-AS 110 — Consolidated Financial Statements** **IND-AS 112 - Disclosure of Interests in Other Entities**
Definition of control	Control is based on whether an investor has: (a) power over the investee; (b) exposure or rights to variable return from its involvement with the investee; and (c) the ability to use its power over the investee to affect the amounts of the returns. Control is based on substance of the transaction.	Similar to IFRS.
Exclusion of subsidiaries, associates and joint ventures	Consolidated financial statements include all subsidiaries and equity accounted associates and joint ventures. No exemption for “temporary control”, “different lines of business” or “subsidiary/associate/joint venture that operates under severe long-term funds transfer restrictions”.	Similar to IFRS.
Disclosure of nature and risk associated with interest in other entities	IFRS 12 requires disclosures for significant judgments and assumptions such as how control, joint control and significant influence has been determined along with detailed analysis.	Similar to IFRS.
Primary Literature	**IFRS 7 – Financial Instruments: Disclosure**	**IND-AS 107 - Financial Instruments: Disclosure**
Some improved disclosures	Requires disclosure of information about the nature and extent of risks arising from financial instruments:	Similar to IFRS.

Topic	IFRS	IND-AS
	• qualitative disclosures about exposures to each type of risk and how those risks are managed; and • quantitative disclosures about exposures to each type of risk, separately for credit risk, liquidity risk and market risk (including sensitivity analysis).	
Primary literature	**IFRS 13 - Fair Value Measurement**	**IND-AS 113 - Fair Value Measurement**
Definition	Fair Value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurement applies when another IFRS requires or permits fair value measurement or disclosures.	Similar to IFRS.
Primary literature	**IFRS 9 - Financial Instruments**	**IND-AS 109 - Financial Instruments**
Borrowing Costs	Financial liabilities are recognised initially at fair value and net of directly attributable transaction costs and subsequently carried at amortised cost using the effective interest method.	Similar to IFRS.

GENERAL INFORMATION

Authorisation

1. The shareholders of our Company have authorised the Board by a resolution dated September 26, 2025 to borrow up to ₹25,000 crore pursuant to Section 180(1)(c) of the Companies Act, 2013. The establishment of the Global Medium Term Note Programme and the issue of Notes thereunder up to U.S.$1,000,000,000 have been duly authorised by a resolution of the Board dated January 29, 2026 and by a resolution of the management committee of the Board dated 25 March 2026.

Listing

2. Application has been made to the India INX for the Notes to be admitted to trading on the India INX. The India INX has not approved or verified the contents of the listing particulars. The listing of the Notes will be in compliance with the International Financial Services Centres Authority (Listing) Regulations, 2024, as amended from time to time.

Clearing systems

3. The Notes to be issued under the Programme have been accepted for clearance through Euroclear and Clearstream. The appropriate common code and ISIN for each Tranche of Notes allocated by Euroclear and Clearstream will be specified in the applicable Pricing Supplement. In addition, our Company may make an application for each series of Registered Notes intended to be eligible for sale pursuant to Rule 144A of such Notes to be accepted for trading in book-entry form by DTC. The CUSIP and/or CINS numbers for each Tranche of Registered Notes, together with the relevant ISIN and common code, will be specified in the applicable Pricing Supplement. If the Notes are to clear through an additional or alternative clearing system, the appropriate information will be specified in the applicable Pricing Supplement.

No significant change

4. Save as disclosed in this Offering Circular, there has been no material adverse change in the prospects of our Company since March 31, 2026, and no significant change in the financial or trading position of our Company since March 31, 2026.

Litigation

5. Save as disclosed in this Offering Circular, neither the Company nor any of its subsidiaries have been involved in any governmental, legal, or arbitration proceedings (including any such proceedings which are pending or threatened in writing) of which the Issuer is aware, during a period covering at least the previous 12 months to the date of this Offering Circular, which may have, or have had in the recent past, significant effects on the Issuer's ability to meet its obligations to holders of Notes.

Accounts

6.

(a) The auditors of our Company in respect of the financial statements for the year ended March 31, 2024 were as follows:

M M Nissim & Co LLP, Chartered Accountants

Such auditors have audited our unconsolidated and consolidated financial statements for the year ended March 31, 2024 without qualification, in accordance with IND-AS.

(b) The auditors of our Company in respect of the financial results for financial statements for the year ended March 31, 2025 were as follows:

M S K A & Associates, Chartered Accountants

Such auditors have audited our unconsolidated and consolidated financial statements for the year ended March 31, 2025, without qualification, in accordance with IND-AS.

(c) The auditors of our Company in respect of the financial results for year ended March 31, 2026 were as follows:

M S K A & Associates, Chartered Accountants and Singhi & Co, Chartered Accountants

Such auditors have audited our unconsolidated and consolidated financial statements for the year ended March 31, 2026, without qualification, in accordance with IND-AS.

Documents Available

7. So long as Notes are capable of being issued under the Programme, copies of the following documents will, when published, be available at all reasonable times during normal business hours at the registered office of the Issuer following prior written request:

(a) our audited unconsolidated and consolidated financial statements in respect of the financial years ended March 31, 2024, 2025 and 2026; and

(b) the Trust Deed, the Agency Agreement and Security Documents.

So long as Notes are capable of being issued under the Programme, copies of the Trust Deed, the Agency Agreement and (where applicable) the Security Documents (as defined below) are available to the Noteholders, the Receiptholders and/or the Couponholders (i) for inspection at all reasonable time following prior written request and proof of holding and identity to the satisfaction of the Trustee, or, as the case may be, the Principal Paying Agent during normal business hours (being between 9:00 a.m. (Hong Kong time) and 3:00 p.m. (Hong Kong time), Monday to Friday except for public holidays) at the principal place of business for the time being of the Trustee being at the date of the Trust Deed at 40/F, Champion Tower, 3 Garden Road Central, Hong Kong, and at the specified office of the Principal Paying Agent, and (ii) electronically from the Trustee or the Principal Paying Agent, following prior written request and proof of holding and identity to the satisfaction of the Trustee or the Principal Paying Agent, as the case may be.

Conflicts of Interest

8. Save as disclosed in this Offering Circular, there are no conflicts of interest for the directors listed above between their duties to the Issuer and their private interests and other duties.

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Consolidated financial statements as at and for the year ended March 31, 2026

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INDEPENDENT AUDITOR'S REPORT

To the Members of Capri Global Capital Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Capri Global Capital Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows for the year then ended, notes to the Consolidated Financial Statements, including material accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of subsidiaries, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), the RBI Guidelines and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2026, of consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India, and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their reports referred to in the "Other Matters" section below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.





Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter of the Holding Company:

Sr. No	Key Audit Matters	How the Key Audit Matters was addressed in our audit
1	**Impairment of loans including Expected Credit Losses ("ECL"):** Total Loans as at March 31, 2026: Rs. 2,81,499.21 millions (net of ECL) Impairment Provision as at March 31, 2026: Rs. 3,632.70 millions (Refer Note 7 of the Consolidated Financial Statements) As per Ind AS 109 - Financial Instruments ("Ind AS 109") requires the Company to provide for impairment of its financial assets using ECL approach involving an estimation of probability of loss on such financial assets, considering reasonable and supportable information about past events, current conditions and forecasts of future economic conditions which could impact the credit quality of the Company's financial assets The estimation of impairment loss allowance on loan assets involves significant judgement and estimates, which are subject to uncertainty, and involves applying appropriate measurement principles in case of loss events ECL is calculated using the percentage of probability of default ("PD"), loss given default ("LGD") and exposure at default ("EAD") for each of the stages of loan portfolio. Significant management judgment and assumptions involved in measuring ECL is required with respect to: • Segmentation of loan book in buckets based on common risk characteristics;	The audit procedures performed by us to assess the appropriateness of the impairment allowance based on ECL on loans included the following • Understood and evaluated the design and tested the operating effectiveness of the key controls put in place by the management over: i. the assumptions used in the calculation of ECL and its various aspects such as determination of Probability of Default, Loss Given Default, Exposure at Default, Staging of Loans, etc; ii. the completeness and accuracy of source data used by the Management in the ECL computation; and iii. ECL computations for their reasonableness • We, along with the assistance of the auditor's expert, verified the appropriateness of methodology and models used by the Company and reasonableness of the assumptions used within the computation process to estimate the impairment provision. • We test-checked the completeness and accuracy of source data used. • We recomputed the impairment provision for a sample of loans across the loan portfolio to verify the arithmetical accuracy and compliance with the requirements of Ind AS 109. • We evaluated the reasonableness of the judgement involved in management overlays that form part of the impairment provision, and the related approvals.

	• Staging of loans and in particular determining the criteria, which includes qualitative factors for identifying a significant increase in credit risk (i.e. Stage 2) and credit-impaired (i.e. Stage 3); • factoring in future macro-economic and industry specific estimates and forecasts; • past experience and forecast data on customer behaviour on repayments and; • varied statistical modelling techniques to determine probability of default, loss given default and exposure at default basis, the default history of loans, subsequent recoveries made and other relevant factors using probability weighted scenarios Considering the significance of the above matter to the Consolidated Financial Statements and since the matter required significant attention to test the calculation of ECL, we identified this as a key audit matters for current year audit.	• We evaluated the adequacy of presentation and disclosures in relation to impairment loss allowance in the Consolidated Financial Statements
2	**Information Technology ("IT") systems and controls impacting financial controls** The Company key financial accounting and reporting processes are highly dependent on information systems including automated controls in systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being misstated. Amongst its multiple IT systems, we scoped in systems that are key for overall financial reporting. Appropriate IT general controls and application controls are required to ensure that such IT systems are able to process the data, as required, completely, accurately and consistently for reliable financial reporting.	Key IT audit procedures performed included the following, but not limited to: Key IT audit procedures performed included the following, but not limited to: • For testing the IT general controls, application controls and IT dependent manual controls, we involved IT specialists as part of the audit. The team also assisted in testing the accuracy of the information produced by the Company IT systems. • Obtained a comprehensive understanding of IT applications landscape implemented at the Company. It was followed by process understanding, mapping of applications to the same and understanding financial risks posed by people-process and technology.

	We have identified 'IT systems and controls' as a key audit matter considering the high level of automation, significant number of systems being used by Management and the complexity of the IT architecture and its impact on overall financial reporting process and regulatory expectation on automation.	• Key IT audit procedures includes testing design and operating effectiveness of key controls operating over user access management (which includes user access provisioning, de-provisioning, access review, password configuration review, segregation of duties and privilege access), change management (which include change release in production environment are compliant to the defined procedures and segregation of environment is ensured), program development (which include review of data migration activity), computer operations (which includes testing of key controls pertaining to, backup, Batch processing (including interface testing), incident management and data centre security), System interface controls. This included testing that requests for access to systems were appropriately logged, reviewed, and authorized. • In addition to the above, the design and operating effectiveness of certain automated controls, that were considered as key internal system controls over financial reporting were tested. Using various techniques such as inquiry, review of documentation / record / reports, observation, and re-performance. We also tested few controls using negative testing technique. • Tested compensating controls and performed alternate procedures, where necessary. In addition, understood where relevant changes made to the IT landscape during the audit period

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Annual Report but does not include the Consolidated Financial Statements and our auditors' report thereon which is expected to be made available to us after the date of this auditors' report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditors' Responsibilities Relating to Other Information'.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group, in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act and RBI Guidelines. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management and Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities or business activities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of 5 subsidiaries, whose financial statements reflect Group's share of total assets of Rs. 70,175.70 Millions (before consolidation adjustments) as at March 31, 2026, Group's share of total revenues of Rs. 10,871.74 Millions (before consolidation adjustments), Group's share of net profit after tax of Rs. 1,242.33 Millions (before consolidation adjustments), Group's share of total comprehensive income of Rs. 1,273.67 Millions (before consolidation adjustments) and Group's share of net cash outflows amounting to Rs. 357.35 Millions (before consolidation adjustments) for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

The audit of Consolidated Financial Statements for the year ended March 31, 2025 were conducted by M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants, the statutory auditor of the Company, who had expressed an unmodified opinion on those financial statements vide report dated May 05, 2025. Accordingly, we, Singhi & Co, Chartered Accountants, do not express any opinion on the figures reported in the Consolidated Financial Statements for the year ended March 31, 2025.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements referred to in the Other Matters section above, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

   (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act.

   (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies are disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of internal financial controls with reference to Consolidated Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”.

   (g) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements:

      i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 39 to the Consolidated Financial Statements.

      ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts. The Group does not have any material foreseeable losses on derivative contracts – Refer Note 7 and 17 to the Consolidated Financial Statements in respect of such items as it relates to the Group.





iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by subsidiary companies incorporated in India for the year ended March 31, 2026 - Refer Note 40 to the Consolidated Financial Statements.

a. The respective Managements of the Holding Company and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the Note 60.6 to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b. The respective Managements of the Holding Company and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the Note 60.7 to Consolidated Financial Statements, no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

iv. Based on our examination and based on the other auditors' reports of subsidiary companies incorporated in India whose financial statements have been audited under the Act, we report that the Board of Directors of the Holding Company, have proposed final dividend for the year which is subject to the approval of their respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. (Refer Note 26 to the Consolidated Financial Statements).

v. Based on our examination which included test checks, and based on the other auditors' reports of its subsidiary companies incorporated in India whose financial statements have been audited under the Act, the holding Company and it subsidiary Companies, incorporated in India have used accounting softwares for maintaining their respective books of account for the year ended March 31, 2026, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares, and further, during the course of audit we and the other auditors of above referred subsidiaries did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior years and current year has been preserved by the Holding Company and above referred subsidiaries as per the statutory requirements for record retention.

2. In our opinion, according to information, explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters section above, the remuneration paid or provided by the Holding Company and its subsidiary companies incorporated in India to its respective Directors is in accordance with the provisions of this section 197 read with Schedule V to the Act, to the extent applicable. We further report that out of the five subsidiary companies incorporated in India, four are private limited companies to which the provisions of section 197 of the Act are not applicable.

3. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, to be included in the Auditor's report, according to the information and explanations given to us, based on the CARO reports issued by us and the auditors of respective companies included in the Consolidated Financial Statements, as provided to us by the Management of the Holding company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements.

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm's Registration Number: 105047W / W101187

Prateek Khandelwal
Partner
Membership Number: 139144
UDIN: 26139144OZLKHF2900

Ujjain
April 30, 2026

For Singhi & Co
Chartered Accountants
ICAI Firm's Registration Number: 302049E

Milind Agal
Partner
Membership Number: 123314
UDIN: 26123314CLIBVU9708

Mumbai
April 30, 2026

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF CAPRI GLOBAL CAPITAL LIMITED

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Capri Global Capital Limited on the Consolidated Financial Statements for the year ended March 31, 2026]

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the Consolidated Financial Statements of the Capri Global Capital Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2026, we have audited the internal financial controls reference to Consolidated Financial Statements of the Holding Company and it's subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") which are companies incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements referred to in the Other Matters section below, the Group have, in all material respects, an adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2026, based on the internal financial controls with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

Management's and Board of Director's Responsibility for Internal Financial Controls

The respective Management and the Board of Directors of the Group, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Group, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Group.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements, insofar as it relates to 2 subsidiary companies incorporated in India where such reporting are applicable, is based on the corresponding reports of the auditors of such companies. In respect of the remaining 3 subsidiary companies incorporated in India, reporting under Section 143(3)(i) of the Act is not applicable.

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm's Registration Number: 105047W / W101187

Prateek Khandelwal
Partner
Membership Number: 139144
UDIN: 26139144OZLKHF2900

Ujjain
April 30, 2026

For Singhi & Co
Chartered Accountants
ICAI Firm's Registration Number: 302049E

Milind Agal
Partner
Membership Number: 123314
UDIN: 26123314CLIBVU9708

Mumbai
April 30, 2026

Capri Global Capital Limited

Consolidated Balance Sheet as at March 31, 2026

(Currency : Indian Rupees in millions)

	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
(I) Financial Assets			
(a) Cash and cash equivalents	3	20,818.11	15,065.47
(b) Bank balances other than cash and cash equivalents	4	410.94	246.58
(c) Derivative financial instruments	17	883.84	-
(d) Receivables			
(i) Trade receivables	5	326.72	587.81
(ii) Other receivables	6	231.75	281.72
(e) Loans	7	281,499.21	182,514.89
(f) Investments	8	12,361.00	1,604.17
(g) Other financial assets	9	3,842.93	2,039.82
		320,374.50	**202,340.46**
(II) Non Financial Assets			
(a) Current tax assets (net)	10	267.00	442.69
(b) Deferred tax assets (net)	11	822.31	847.44
(c) Property, plant and equipment	12	3,391.58	2,978.65
(d) Capital work-in-progress	13	1.51	1.15
(e) Intangible assets under development	14	27.18	29.53
(f) Other intangible assets	15	222.36	435.60
(g) Other non financial assets	16	1,653.52	1,253.37
		6,385.46	**5,988.43**
Total Assets		**326,759.96**	**208,328.89**
LIABILITIES AND EQUITY			
LIABILITIES			
(I) Financial Liabilities			
(a) Derivative financial instruments	17	-	556.84
(b) Payables			
i) Trade payables	18		
Total outstanding dues of micro and small enterprises		1.35	7.70
Total outstanding dues of creditors other than micro and small enterprises		1,269.72	1,017.57
ii) Other payables	19		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		1,760.31	626.69
(c) Debt securities	20	22,733.21	5,086.57
(d) Borrowings (other than debt securities)	21	218,387.77	150,681.54
(e) Other financial liabilities	22	9,416.99	6,201.25
		253,569.35	**164,178.16**
(II) Non-Financial Liabilities			
(a) Current tax liabilities (net)	10	387.46	411.90
(b) Provisions	23	348.18	457.90
(c) Other non-financial liabilities	24	420.17	239.96
		1,155.81	**1,109.76**
EQUITY			
(a) Equity share capital	25	962.15	825.12
(b) Other equity	26	71,072.65	42,215.85
		72,034.80	**43,040.97**
Total Liabilities and Equity		**326,759.96**	**208,328.89**

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
Firm's Registration Number: 105047W / W101187

Prateek Khandelwal
Partner
Membership Number: 139144

Place : Ujjain
Date: April 30, 2026

For Singhi & Co.
Chartered Accountants
ICAI Firm Registration Number: 302049E

Milind Agal
Partner
Membership Number: 123314

Place: Mumbai
Date: April 30, 2026

For and on behalf of the Board of Directors of

Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Rajesh Sharma
Managing Director
DIN 00020037

Place : Mumbai
Date: April 30, 2026

Subramanian Ranganathan
Independent Director
DIN 00125493

Place : Mumbai
Date: April 30, 2026

Yashesh Bhatt
Company Secretary
ACS-20491

Place: Mumbai
Date: April 30, 2026

Kishore Kumar Lodha
Chief Financial Officer

Place : Mumbai
Date: April 30, 2026

Capri Global Capital Limited

Consolidated Statement of Profit and Loss for the year ended March 31, 2026

(Currency : Indian Rupees in millions)

	Particulars	Note No.	For year ended March 31, 2026	For year ended March 31, 2025
(I)	**INCOME**			
	Revenue from operations			
	a) Interest income	27	37,276.94	26,050.06
	b) Dividend income		0.11	2.53
	c) Fee and commission income	28	5,748.44	4,134.26
	d) Net gain on fair value change	29	182.46	659.88
	e) Net gain on derecognition of financial instruments under amortised cost category	30	3,639.95	1,632.60
	f) Sale of services		463.47	-
	Total revenue from operations		**47,311.37**	**32,479.33**
	Other income	31	108.72	29.03
	Total income		**47,420.09**	**32,508.36**
(II)	**EXPENSES**			
	a) Finance costs	32	17,298.07	12,735.98
	b) Fees and commission expense	33	1,540.31	1,444.17
	c) Impairment on financial instruments	34	1,895.48	1,008.16
	d) Employee benefits expenses	35	10,086.98	7,428.61
	e) Depreciation and amortization	12 & 15	1,095.54	1,017.13
	f) Other expenses	36	2,929.62	2,541.13
	Total expenses		**34,846.00**	**26,175.18**
(III)	**Profit before tax for the period (I - II)**		**12,574.09**	**6,333.18**
(IV)	**Tax expense :**			
	(a) Current tax		3,153.38	1,695.65
	(b) Deferred tax		(47.39)	(141.78)
	(c) Short / (Excess) provision for earlier years		(23.42)	(6.02)
			3,082.57	1,547.85
(V)	**Net profit after tax for the period (III - IV)**		**9,491.52**	**4,785.33**
(VI)	**Other comprehensive income**			
	(a) Items that will not be reclassified to profit and loss			
	(i) Remeasurement on defined benefit plans		(58.27)	(33.84)
	(ii) Income tax credit/change on above		14.67	8.06
	Total (a)		(43.60)	(25.78)
	(b) Items that will be reclassified to profit and loss			
	(i) Fair value gain on time value of forward element of forward contract in hedging relationship		61.48	61.89
	(ii) Fair value gain on loans measured at Fair value through OCI		(8.99)	(105.36)
	Income tax impact on above (i & ii)		(13.21)	(10.05)
	Total (b)		39.28	(53.52)
	Other comprehensive income (a+b)		**(4.32)**	**(79.30)**
(VII)	**Total comprehensive income for the period (V + VI)**		**9,487.20**	**4,706.03**
(VIII)	**Earnings per equity share in rupees (Face value ₹ 1 each)**			
	Basic	37	10.15	5.80
	Diluted	37	10.12	5.77

In terms of our report attached

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
Firm's Registration Number: 105047W / W101187

Prateek Khandelwal
Partner
Membership Number: 139144

Place : Ujjain
Date: April 30, 2026

For Singhi & Co.
Chartered Accountants
ICAI Firm Registration Number: 302049E

Milind Agal
Partner
Membership Number: 123314

Place: Mumbai
Date: April 30, 2026

For For and on behalf of the Board of Directors of

Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Rajesh Sharma
Managing Director
DIN 00020037

Place : Mumbai
Date: April 30, 2026

Subramanian Ranganatha
Independent Director
DIN 00125493

Place : Mumbai
Date: April 30, 2026

Yashesh Bhatt
Company Secretary
ACS-20491

Place: Mumbai
Date: April 30, 2026

Kishore Kumar Lodha
Chief Financial Officer

Place: Mumbai
Date: April 30, 2026

Capri Global Capital Limited

Consolidated statement of changes in equity for the year ended March 31, 2026

(Currency : Indian Rupees in millions)

A. Equity Share Capital

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of Shares	Amount	Number of Shares	Amount
Issued, subscribed and fully paid up equity shares outstanding				
As at the beginning of the period	825,116,352	825.12	824,939,972	824.94
Add: Shares issued during the period	137,037,610	137.03	176,380	0.18
Issued, subscribed and fully paid up equity shares outstanding at the end of the period	**962,153,962**	**962.15**	**825,116,352**	**825.12**

B. Other Equity

Particulars	Reserves and Surplus						Other Comprehensive Income			Total
	General Reserve	Securities Premium Account	Retained Earnings Account	Employee Share Option Outstanding	Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934	Statutory Reserve Section 29C of the National Housing Bank Act, 1987	Remeasurement of defined benefit plans	Fair Value Gain on time value of forward element of forward contract in hedging relationship	Fair Value Gain on loans measured at Fair value through OCI	
Balance as at April 01, 2024	659.34	18,414.83	14,266.70	314.36	**3,410.93**	**553.08**	**(22.29)**	**(56.19)**	**-**	**37,540.76**
Profit for the year	-	-	4,785.33	-	-	-	-	-	-	**4,785.33**
Other comprehensive income / (losses) for the year	-	-	-	-	-	-	(25.78)	25.32	(78.84)	**(79.30)**
Dividends	-	-	(123.74)	-	-	-	-	-	-	**(123.74)**
Securities premium proceeds received onrights issue of equity shares	-	-	-	-	-	-	-	-	-	-
On account of ESOP expneses recognised/exercised / lapsed	24.93	6.46	-	61.41	-	-	-	-	-	**92.80**
Transfer to statutory reserve @ 20%	-	-	(953.53)	-	829.79	123.74	-	-	-	-
Balance as at March 31, 2025	**684.27**	**18,421.29**	**17,974.76**	**375.77**	**4,240.72**	**676.82**	**(48.07)**	**(30.87)**	**(78.84)**	**42,215.85**
Profit for the year	-	-	9,491.52	-	-	-	-	-	-	**9,491.52**
Other comprehensive income / (losses) for the year	-	-	-	-	-	-	(43.60)	46.00	(6.72)	**(4.32)**
Dividends	-	-	(192.33)	-	-	-	-	-	-	**(192.33)**
Proceed from issue of shares	-	19,863.48	-	-	-	-	-	-	-	**19,863.48**
On account of ESOP expneses recognised/exercised / lapsed	21.17	62.70	-	(4.33)	-	-	-	-	-	**79.54**
Share issue expenses	-	(381.09)	-	-	-	-	-	-	-	**(381.09)**
Transfer to statutory reserve @ 20%	-	-	(1,895.51)	-	1,649.92	245.59	-	-	-	-
Balance as at March 31, 2026	**705.44**	**37,966.38**	**25,378.44**	**371.44**	**5,890.64**	**922.41**	**(91.67)**	**15.13**	**(85.56)**	**71,072.65**

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
Firm's Registration Number: 105047W / W101187

Prateek Khandelwal
Partner
Membership Number: 139144

Place : Ujjain
Date: April 30, 2026

For Singhi & Co.
Chartered Accountants
ICAI Firm Registration Number: 302049E

Milind Agal
Partner
Membership Number: 123314

Place: Mumbai
Date: April 30, 2026

For and on behalf of the Board of Directors of

Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Rajesh Sharma
Managing Director
DIN 00020037

Place : Mumbai
Date: April 30, 2026

Yashesh Bhatt
Company Secretary
ACS-20491

Place: Mumbai
Date: April 30, 2026

Subramanian Ranganathan
Independent Director
DIN 00125493

Place : Mumbai
Date: April 30, 2026

Kishore Kumar Lodha
Chief Financial Officer

Place : Mumbai
Date: April 30, 2026

Capri Global Capital Limited

Consolidated Statement of cash flow for the year ended March 31, 2026

(Currency : Indian Rupees in millions)

	Particulars	For year ended March 31, 2026	For year ended March 31, 2025
A	**Cash flow from operating activities**		
	Profit before tax	12,574.09	6,333.18
	Adjustments for		
	Depreciation and amortization	1,095.54	1,017.13
	Impairment on financial instruments	1,895.48	1,008.16
	Net gain on fair valuation of financial instruments	(182.46)	(659.88)
	Net gain on derecognition of financial instruments	(3,639.95)	(1,632.60)
	Loss on sale of property, plant and equipment	4.17	0.61
	Write off - property, plant and equipment	0.59	6.43
	Write off - Software	9.78	-
	Write off - Others	7.29	0.94
	Gain on early termination of Lease	-	(4.84)
	Gain on sale of assets held for sale	(1.21)	(2.11)
	Share based payments to employees	53.10	82.52
	Dividend income	(0.11)	(2.53)
	Operational loss	11.56	29.02
	Interest on lease liability	370.02	327.57
	Interest income	(37,276.94)	(26,050.06)
	Finance cost	16,928.05	12,408.41
	Interest received	35,641.18	25,096.99
	Interest paid	(16,781.10)	(12,626.85)
	Written back	(5.45)	(0.67)
	Contribution to gratuity	77.18	66.24
	Interest on inome tax refund	(31.28)	(4.80)
	Operating cash flow before working capital changes	**10,749.53**	**5,392.86**
	Add (Less): Adjustments for working capital changes		
	(Increase)/Decrease in		
	Loans	(99,561.05)	(48,139.09)
	Trade receivables	197.85	452.15
	Other financial assets	1,842.30	610.87
	Other non-financial assets	(389.26)	(32.54)
	Increase/(Decrease) in		
	Trade payables	1,373.35	162.37
	Other financial liability	2,878.34	(792.07)
	Derivative instrument	(1,379.20)	659.78
	Other non-financial liability	180.21	(33.63)
	Provisions	(296.37)	55.44
	Cash used in operations	**(84,404.30)**	**(41,663.86)**
	Income taxes paid (net of refunds received)	(2,873.45)	(1,462.31)
	Net cash used in operating activities -A	**(87,277.75)**	**(43,126.17)**
B	**Cash flow from investing activities**		
	Increase/(decrease) in fixed deposits not considered as cash and cash equivalent	(158.59)	109.37
	Purchase of property, plant and equipment and other intangible assets	(596.31)	(653.90)
	Purchase of intangible assets under development	2.35	160.85
	Capital work-in-progress	(0.36)	(0.37)
	Proceeds from sale of property plant and equipment	11.51	2.90
	Purchase of mutual fund units	(269,948.43)	(156,252.19)
	Proceed from sale of mutual fund units	267,844.85	157,595.36
	Purchase of shares/bonds/Govt. Securities	(65,808.84)	(7,055.89)
	Proceed from sale of shares/bonds/Govt. Securities	57,827.89	6,638.12
	Purchase of security receipt	(624.24)	(542.39)
	Proceeds from sale of investment	-	580.40
	Interest received on Investment	566.07	33.87
	Dividend received	0.11	2.53
	Net cash generated from / (used in) investing activities - B	**(10,883.99)**	**618.66**
C	**Cash flow from financing activities**		
	Debt securities issued	26,270.00	10,880.00
	Debt securities redeemed	(8,600.00)	(7,230.00)
	Proceed from borrowings other than debt securities	113,975.86	86,199.51
	Repayment of borrowings other than debt securities repaid	(47,999.92)	(38,077.23)
	Other short term loan (net)	1,560.00	145.13
	Payments for the principal portion of the lease liability	(386.56)	(290.95)
	Payments for the interest portion of the lease liability	(370.02)	(327.57)
	Dividends paid	(192.33)	(123.74)

SINGHI & CO. ★ Charte-ed Accountants ★



CAPRI GLOBAL CAPITAL LIMITED ★

Capri Global Capital Limited

Consolidated Statement of cash flow for the year ended March 31, 2026

(Currency : Indian Rupees in millions)

Particulars	For year ended March 31, 2026	For year ended March 31, 2025
Proceed from issue of equity Shares	20,000.53	0.18
QIP issue expenses	(381.09)	-
Proceeds from employee stock options	37.91	1.16
Net cash generated from financing activities - C	**103,914.38**	**51,176.49**
Net increase / (Decrease) in cash and cash equivalents (A+B+C)	**5,752.64**	**8,668.98**
Cash and cash equivalent as at the beginning of the period	15,065.47	6,396.49
Cash and cash equivalent as at the end of the period	20,818.11	15,065.47
Components of cash and cash equivalents		
a) Cash on hand	75.87	84.76
b) Balances with Banks (of the nature of cash and cash equivalents)		
i) In current accounts	19,920.17	14,916.91
ii) Fixed deposits with original maturity of 3 Months or less	723.70	-
c) Cheques on hand	98.48	63.80
Less: Impairment loss allowance on deposit account less than 3 months	(0.11)	-
Total cash and cash equivalents	**20,818.11**	**15,065.47**

Notes:

1 Cash flows arising on account of taxes on income are not specifically bifurcated with respect to investing & financing activities.
2 Figures in brackets represent outflows.
3 For changes in liabilities arising from financing activities has been disclosed in Note 50
4 The above statement of cashflow has been prepared under indirect method as set out in IND AS 7 "Statement of Cashflows"

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
Firm's Registration Number: 105047W / W101187

Prateek Khandelwal
Partner
Membership Number: 139144

Place : Ujjain
Date: April 30, 2026

For Singhi & Co.
Chartered Accountants
ICAI Firm Registration Number: 302049E

Milind Agal
Partner
Membership Number: 123314

Place: Mumbai
Date: April 30, 2026

For and on behalf of the Board of Directors of

Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Rajesh Sharma
Managing Director
DIN 00020037

Place : Mumbai
Date: April 30, 2026

Subramanian Ranganathan
Independent Director
DIN 00125493

Place : Mumbai
Date: April 30, 2026

Yashesh Bhatt
Company Secretary
ACS-20491

Place: Mumbai
Date: April 30, 2026

Kishore Kumar Lodha
Chief Financial Officer

Place : Mumbai
Date: April 30, 2026

1 Corporate Information

Capri Global Capital Limited ("the Company/Holding Company") having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 is engaged in the business of providing loans to Micro, Small and Medium Enterprises (MSMEs), Micro Lap, Home loans,Gold Loans, Construction Finance. The Holding Company is NBFC – Investment and Credit Company (NBFC-ICC), holding a Certificate of Registration No. B-13.01882 from the Reserve Bank of India ("RBI") dated November 05, 2007, having CIN: L65921MH1994PLC173469.

Capri Global Housing Finance Limited (the Subsidiary Company) having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 is engaged in the business of providing loans primarily to customers for purchase / construction / repair and renovation of residential property. The Company holds registration certificate No. 07.0139.16 with National Housing Bank under section 29A of the National Housing Bank Act, 1987 dated July 18, 2016.

Capri Loans Car Platform Private Limited (the Subsidiary Company) having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 is engaged primarily in the business of car loan distribution. The Company holds certificate of incorporation vide No. U66190MH2023PTC412270 in pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014 with effect from October 16, 2023.

Capri Global Securities Private Limited (Formerly known as Capri Global Broking Private Limited) (Formerly known as Capri Global Wealth Management Private Limited) (the Subsidiary Company) having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 incorporated on July 15, 2025 and The Company has been incorporated with the objective of carrying on the business of stock broking, trading, and investing across a wide spectrum of financial instruments including equities, bonds, derivatives, commodities, currencies, securitised assets, Pass Through Certificates (PTCs), Real Estate Investment Trusts (REITs), and Infrastructure Investment Trusts (InvITs). The Company holds certificate of incorporation vide No. U66120MH2025PTC452227 in pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014 with effect from July 15, 2025.

Capri Global Capital Markets Private Limited (Formerly known as Capri Global Financial Services Private Limited) (the Subsidiary Company) having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 incorporated on July 8, 2025 and the Company has been incorporated with the objective of carrying on the business of Category I Merchant Banking as defined under the SEBI (Merchant Bankers) Regulations, 1992. Its activities include managing public issues, private placements, rights issues, buybacks, open offers, Qualified Institutional Placements (QIPs), Initial Public Offerings (IPOs), Follow-on Public Offerings (FPOs), and other capital raising initiatives via issuances of Debt, equity, or combinations thereof. The Company holds certificate of incorporation vide No. U66120MH2025PTC452127 in pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014 with effect from July 08, 2025.

Capri Global Insurance Brokers Private Limited (the Subsidiary Company) having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 incorporated on 2nd December 2025 is engaged in the business of providing services related to assistance in origination of business of insurance broking, advisory, consultancy and intermediation in all its branches including acting as a direct broker, re-insurance broker, composite broker, or any other category of broker permitted under applicable laws and regulations by the Banks. The Company holds certificate of incorporation vide No. U66220MH2025PTC461727 in pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014 with effect from December 02, 2025.

The consolidated financial statements relate to the Holding Company and its subsidiary companies (together referred as the "Group").

The consolidated financial statements as at and for the year ended March 31, 2026 were authorised for issue in accordance with a resolution of the Board of Directors on Date: April 30, 2026.

2 Material accounting policies

2.01 Basis of Consolidation

2.01.A The following subsidiary companies have been considered in the preparation of the consolidated financial statements:
Capri Global Housing Finance Limited - 100% wholly owned subsidiary (CGHFL)
Capri Loans Car Platform Private Limited – 100% wholly owned subsidiary incorporated on October 16, 2023 (CLCPPL)
Capri Global Securities Private Limited (Formerly known as Capri Global Broking Private Limited) (Formerly known as Capri Global Wealth Management Private Limited) 100% wholly owned subsidiary incorporated on July 15, 2025 (CGSPL)
Capri Global Capital Markets Private Limited (Formerly known as Capri Global Financial Services Private Limited) 100% wholly owned subsidiary incorporated on July 08, 2025 (CGCMPL)
Capri Global Insurance Brokers Private Limited 100% wholly owned subsidiary incorporated on December 02, 2025 (CGIBPL)

For details of the subsidiary companies considered for consolidation refer note 53

2.01.B Principles of Consolidation:

The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) 110 - "Consolidated Financial Statements" notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the Holding Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.
For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognised in the consolidated financial statements as at March 31, 2026

b) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Holding Company's separate Financial Statements. Appropriate adjustments have been made in the financial statements of the subsidiaries with respect to different accounting policies for like transaction and events in similar circumstances for the purpose of preparation of Consolidated Financial Statements.

c) The Financial Statements of the Subsidiaries used in consolidation are drawn up to the same reporting date as that of the Holding Company i.e. as at / for the year ended March 31, 2026.

2.02 Statement of compliance and basis of preparation and presentation

The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per 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, Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 issued vide RBI/DOR/2025-26/339 DOR.FIN.REC.No.258/03.10.119/2025-26 dated November 28, 2025 as amended from time to time and Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 issued vide RBI/DOR/2025-26/359 DOR.ACC.REC.No.278/21.04.018/2025-26 dated November 28, 2025 as amended from time to time.
The Company uses accrual basis of accounting except in case of material uncertainties [Refer note 2.03 (A),(C),(D),(E)]. Accounting policies have been consistently applied to all periods presented unless otherwise stated.

The consolidated financial statement has been prepared in accordance with and comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principles generally accepted in India 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 accounting policies below and the relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly-issued Indian Accounting Standard is initially adopted or a revision to an existing Indian Accounting Standard requires a change in the accounting policy hitherto in use.

The preparation of consolidated financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Group are discussed in Note 2.13 Material accounting judgements, estimates and assumptions.

2.03 Presentation of financial statement

The Group presents its balance sheet in the order of liquidity.

The Group prepares and present its Consolidated Financial Statements in the format prescribed by Division III of Schedule III to the Act as amended from time to time.

Financial assets and financial liabilities are generally reported on a gross basis except when there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in the following circumstances.
i. The normal course of business
ii. The event of default
iii. The event of insolvency or bankruptcy of the Group and/or its counterparties

2.04 Revenue from operations

2.04.A Interest Income

Interest income is recognised by applying Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at Fair Value Through Profit and Loss (FVTPL) taking into account the amount outstanding and the applicable interest rate. In case of credit-impaired financial assets (as set out in note no. 2.06 (G) regarded as 'Stage 3'), the Group recognises interest income on the amortised cost net of impairment loss of the financial asset. If the financial asset is no longer credit impaired, the Group reverts to calculating interest income on a gross basis.

The EIR is computed

a. As the rate that exactly discounts estimated future cash payments or receipts through the weighted average behaviorial life of the financial asset to the gross carrying amount of a financial asset.

b. By considering all the contractual terms of the financial instrument (for example prepayment, extension, call and similar options) in estimating the cash flows.

c. Including all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction cost, and all other premiums or discounts.

Loan processing fees on loans is collected towards processing of loan. These are amortised on EIR basis over the weighted average behaviorial life of the loan for MSME, Gold loan, Home Loan and Unsecured business loan and over the contractual tenure for Construction Finance and Indirect Lending.

2.04.B Dividend Income

Dividend income is recognised when the right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

2.04.C Fees & Commission Income

The Group recognises the fee and commission income not integral to EIR under Ind AS 109 in accordance with the terms of the relevant customer contracts / agreement and when it is probable that the Group will collect.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

The Group recognises revenue from contracts with customers based on a five-step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation. Fees for sale of services are accounted as and when the service is rendered, provided there is reasonable certainty of its ultimate realisation.

Bounce/ penal charges levied on customers for non-payment/delayed in payment of instalment on the contractual date & Foreclosure charges collected from loan customers for early payment / closure of loan are recognised on a point in time basis and are recorded when realised.

Distribution income is earned by selling of services and products of other entities under distribution arrangements. The income so earned is recognised on successful distribution on behalf of other entities subject to there being no material uncertainty of its recovery.

Commission on Insurance Policies sold is recognised on accrual basis when the Group under its agency code sells the insurance policies.

2.04.D Sale of service

Sale of services includes advertising income, representing income earned from the activities incidental to the business and is recognised when the service is performed. Revenue is net of applicable indirect taxes as per the terms of the contract.







2.04.E Net gain on Fair value changes

Any differences between the fair values of financial assets classified as FVTPL held by the Group on the Balance Sheet date is recognised as an unrealised gain / loss. In case there is a net gain in the aggregate, the same is recognised in "Net gains on fair value changes" under Revenue from operations and if there is a net loss, the same is disclosed as "Net loss on fair value changes" under Expenses in the Statement of Profit and Loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at FVOCI is recognised in net gain / loss on fair value changes.

However, Net gain / loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss.

2.04.F Assignment transactions

In accordance with Ind AS 109, in case of assignment transactions with significant transfer of risks and rewards without any retention of residual interest, gain arising on such assignment transactions is recorded upfront in the Statement of Profit and Loss and the corresponding asset is derecognized from the Balance Sheet immediately upon execution of such transaction. Further, the transfer of financial assets qualifies for derecognition to the extent of portion transferred. The whole of the interest spread is at its present value (discounted over the life of the asset) is recognized on the date of derecognition itself as interest only strip receivable (interest strip on assignment) and correspondingly recognized as profit on derecognition of financial asset.

2.04.G Securitization transactions

In accordance with Ind AS 109, in case of securitization transactions, the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

2.05 Expenses

2.05.A Finance costs

Finance costs on borrowings paid towards availing of loan is amortised on EIR basis over the contractual life of loan.

The EIR in case of a financial liability is computed

a. As the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of the amortised cost of a financial liability.

b. By considering all the contractual terms of the financial instrument in estimating the cash flows

c. Including all fees paid between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts

Any subsequent changes in the estimation of the future cash flows is recognised in interest expense with the corresponding adjustment to the carrying amount of the liability.

Interest expense includes issue costs that are initially recognized as part of the carrying value of the financial liability and amortized over the expected life using the effective interest method. These include fees and commissions payable to advisers and other expenses such as external legal costs, rating fee, etc. provided these are incremental costs that are directly related to the issue of a financial liability.

2.05.B Retirement and other employee benefits

Short term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service.

Post-employment employee benefits

a) Defined contribution schemes

The Group provides a defined contribution plan for all the eligible employees of the Group who have opted to receive benefits under the Provident Fund and Employees State Insurance Scheme, defined contribution plans in which both the employee and the Group contribute monthly at a stipulated rate. The Group has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

b) Defined Benefit schemes

The Group provides a defined benefit retirement plan for gratuity covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary at each Balance Sheet date using the Projected Unit Credit Method which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date

Net interest recognized in Statement of Profit or Loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the planed assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, attrition rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at half yearly intervals.

The Group fully contributes all ascertained liabilities to The Trustees – CGCL Employees Group Gratuity Assurance Scheme (Formerly known as Money Matters Financial Services Limited Employee Group Gratuity Assurance Scheme)" and CGHFL Employees Group Gratuity Assurance Scheme (Formerly known as Money Matters Securities Private Limited Employee Group Gratuity Assurance Scheme. Trustees administer contributions made to the trust and contributions are invested in a scheme of insurance with the Insurance Regulatory and Development Authority (IRDA) approved Insurance Companies.

Re-measurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

2.05.C Leases Rent

The Group obtain on leases most of its office facilities under operating lease agreements that are renewable on a periodic basis at the option of the lessor and the lessee. The lease agreements contain rent free periods and rent escalation clauses.

The Group assesses whether a contract contains a lease at the inception of the contract. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether (i) the contract involves the use of an identified asset, (ii) the Group has substantially all of the economic benefits from the use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a Right-of-Use (ROU) assets and a corresponding lease liability for all lease arrangements under which it is a lessee, except for short-term leases and low value leases. ROU assets represent the Group's right to use an underlying asset for the lease term and lease liabilities represent the Group's obligation to make lease payments arising from the lease. For short-term leases and low value leases, the Group recognizes the lease payments as an expense on a straight-line basis over the term of the lease.

The lease arrangements include options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the date of commencement of the lease on a straight-line basis over the lease term.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. For leases under which the rate implicit in the lease is not readily determinable, the Group uses its incremental borrowing rate based on the information available at the date of commencement of the lease in determining the present value of lease payments. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset, if the Group changes its assessment as to whether it will exercise an extension or a termination option.

At initial recognition the carrying value of the refundable deposits is taken at present value of all expected future principal repayments discounted using market rates prevailing at the time of inception. For Interest expenses, the difference between present market value and deposit made is recognised as prepayment and amortised in the Statement of Profit and Loss over the benefit period on systematic basis. Interest income is recognised at the prevailing market rates.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. The carrying amount of lease liability is remeasured to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. A change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not be exercised.

Short-term leases and leases of low-value assets
The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.05.D Impairment of non-financial assets

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

2.05.E Taxes

Income Tax
Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in the Statement of Profit and Loss, other comprehensive income or directly in equity when they relate to items that are recognized in the respective line items.

Current Tax
Current tax comprises the expected tax payable or receivable on the taxable profit or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty if any related to income taxes. It is measured using tax rates (and tax law) enacted or substantively enacted by the reporting date.

Deferred tax
Deferred tax assets and liabilities are recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.
Deferred tax assets are only recognised for temporary differences, unused tax losses and unused tax credits if it is probable that future taxable amounts will arise to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity.

Goods and Services Tax /Service Tax/Value Added Taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax/service tax/value added taxes paid, except:
i. When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
ii. When receivables and payables are stated with the amount of tax included.
The net amount of tax recoverable from or payable to the taxation authority is included as part of receivables or payables in the balance sheet.

2.06 Financial instruments

Financial assets and financial liabilities are recognised in the Group's Balance Sheet on trade date, i.e. when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues of financial assets or financial liabilities carried at fair value through the profit or loss account are recognised immediately in the Statement of Profit or Loss. Trade Receivables are measured at transaction price.

2.06.A (i) Classification of financial instruments

The Group classifies its financial assets into the following measurement categories:
1. Financial assets to be measured at amortised cost.
2. Financial assets to be measured at fair value through profit or loss.
2. Financial assets to be measured at fair value through other comprehensive income.

The classification depends on the contractual terms of the financial assets, cash flows and the Group's business model for managing financial assets which are explained below:

Business model assessment

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

►How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel.

►The risks that affect the performance of the business model (and the financial assets held within that business model) and the way those risks are managed.

► How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

► The expected frequency, value and timing of sales are also important aspects of the Group's assessment. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

The Solely Payments of Principal and Interest (SPPI) test

As a second step of its classification process, the Group assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

In making this assessment, the Group considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

The Group classifies its financial liabilities at amortised costs unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

2.06.B Financial assets measured at amortised cost

These financial assets comprises of bank balances, receivables, investments and other financial assets.

Financial assets

Financial assets are measured at amortised cost where they have:

a) contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding; and

b) are held within a business model whose objective is achieved by holding to collect contractual cash flows.

These Financial assets are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost.

2.06.C Items at Fair Value Through Profit or Loss (FVTPL)

Items at Fair Value Through Profit or Loss comprise:

• Investments (including equity shares) held for trading;

• Debt instruments with contractual terms that do not represent solely payments of principal and interest.

Financial instruments held at FVTPL are initially recognised at fair value with transaction costs recognised in the Statement of Profit and Loss as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the statement of profit and loss as they arise.

Financial instruments designated as measured at FVTPL

Upon initial recognition, financial instruments may be designated FVTPL. A financial asset may only be designated at FVTPL if doing so eliminates or significantly reduces measurement or recognition inconsistencies (i.e. eliminates an accounting mismatch) that would otherwise arise from measuring financial assets or liabilities on a different basis.

A financial liability may be designated at FVTPL if it eliminates or significantly reduces an accounting mismatch or:

• if a host contract contains one or more embedded derivatives; or

• if financial assets and liabilities are both managed, and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Where a financial liability is designated at FVTPL, the movement in fair value attributable to changes in the Group's own credit quality is calculated by determining the changes in credit spreads above observable market interest rates and is presented separately in other comprehensive income. As at the reporting date, the Group has not designated any financial instruments as measured at fair value through profit or loss.

2.06.D Debt securities and other borrowed funds

After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds and costs that are an integral part of the Effective Interest Rate (EIR).

2.06.E Reclassification

If the business model under which the Group holds financial assets undergoes changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Group's financial assets. Changes in contractual cash flows are considered under the accounting policy on modification and derecognition of financial assets described in subsequent paragraphs.

2.06.F Recognition and Derecognition of financial assets and liabilities

Recognition:

a) Loans and Advances are initially recognised when the Financial Instruments are transferred to the customers.
b) Investments are initially recognised on the settlement date.
c) Debt securities and borrowings are initially recognised when funds are received by the Group.
d) Other Financial assets and liabilities are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. This includes regular purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place.

Derecognition of financial assets due to substantial modification of terms and conditions:

The Group derecognises a financial asset such as a loan to a customer when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes unless the new loan is deemed to be Purchased or Originated as Credit Impaired (POCI). In case of an existing exposure to the borrower in the Group, the newly recognised loans are classified as per the staging of the existing exposure.

If the modification does not result in cash flows that are substantially different, the modification does not result in derecognition. Based on the change in cash flows discounted at the original EIR, the Group records a modification gain or loss, to the extent that an impairment loss has not already been recorded.

Derecognition of financial assets other than due to substantial modification

a) Financial assets:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the rights to receive cash flows from the financial asset have expired. The Group also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Group has transferred the financial asset if the Group has transferred its contractual rights to receive cash flows from the financial asset.

A transfer only qualifies for derecognition, if either:

i. The Group has transferred substantially all the risks and rewards of the asset, or

ii. The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

The Group considers control to be transferred if and only if the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

When the Group has neither transferred nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognised only to the extent of the Group's continuing involvement, in which case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

b) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in the Statement of Profit or Loss.

2.06.G Impairment of financial assets

Overview of the ECL principles

The Group records allowance for expected credit losses for all loans, other debt financial assets not held at FVTPL, referred to in 'financial instruments' section. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss) unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.
Both Lifetime ECLs and 12-month ECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments. The Group has grouped its loan portfolio into Micro, Small and Medium Enterprises (MSMEs), Construction Finance, Indirect Lending, Gold Loan, Home Loan and Unsecured Business Loan

The Group 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. The Group does the assessment of significant increase in credit risk at a borrower level. If a borrower has various facilities having different past due status, then the highest Days Past Due (DPD) is considered to be applicable for all the facilities of that borrower.
Based on the above, the Group categorises its loans into Stage 1, Stage 2 and Stage 3 as described below:

Stage 1
All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The Group classifies all standard advances (past due for 0 to 30 days) under this category. Stage 1 loans also include facilities where the credit risk has reduced and the loan has been reclassified from Stage 2 or Stage 3.

Stage 2
All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. Financial assets past due for 31 to 90 days are classified under this stage and lifetime ECL is recognised on such financial assets. Stage 2 loans also include facilities where the credit risk has reduced, and the loan has been reclassified from Stage 3.

Stage 3
All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. More than 90 days Past Due is considered as default for classifying a financial instrument as credit impaired.

Credit-impaired financial assets
At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt financial assets carried at FVTOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.
Evidence that a financial asset is credit-impaired includes the following observable data:
a) Significant financial difficulty of the borrower or issuer;
b) A breach of contract such as a default or past due event;
c) It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
d) The disappearance of an active market for a security because of financial difficulties.

The mechanics of ECL:
The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro economic factors.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

Probability of Default (PD)
Probability of Default (PD) is defined as the likelihood of default over a particular time horizon. The PD of an obligor is a fundamental risk parameter in credit risk analysis and depends on obligor specific as well as macroeconomic risk factors.

Loss Given Default (LGD)
Loss Given Default (LGD) is defined as the loss rate on the exposure, given the borrower has defaulted. LGD is being calculated for all financial instruments under risk parameter approach by way of evaluation of historical data on defaults, recovery amounts, collateral liquidation, direct expenses, and opportunity cost for each default.

Exposure at Default (EAD)
The Exposure at Default (EAD) is an estimate of the exposure at a future default date including the undrawn commitments. EAD is taken as the gross exposure under a facility upon default of an obligor. The principal outstanding, overdue principal, accrued interest, overdue interest less excess received from the customers is considered as EAD for the purpose of ECL computation.

Forward looking information

While estimating the expected credit losses, the Group reviews macro-economic developments occurring in the economy and market it operates in. On a periodic basis, the Group analyses if there is any relationship between key economic trends like GDP, unemployment rates, benchmark rates set by the Reserve Bank of India, inflation etc. with the estimate of PD determined by the Group based on its internal data/external data. While the internal estimates of PD rates by the Group may not be always reflective of such relationships, temporary overlays, if any, are embedded in the methodology to reflect such macro-economic trends reasonably.

Collateral repossessed

In its normal course of business, Group repossess assets under SARFAESI/ Arbitration Act, but do not transfer these assets in its book of accounts. The Group continues to show these loans account as Non-Performing Assets (NPA) in the books till the liquidation of the secured assets through public auction and realise actual payment against these loans.

2.06.H Write-offs

The Group reduces the gross carrying amount of a financial asset when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the Statement of Profit and Loss.

2.06.I Determination of fair value

On initial recognition, all the financial instruments are measured at fair value. For subsequent measurement, the Group measures certain categories of financial instruments (as explained in note) at fair value on each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i. In the principal market for the asset or liability, or

ii. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1 financial instruments - Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Group has access to at the measurement date. The Group considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments - Those where the inputs that are used for valuation are significant and are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Group will classify the instruments as Level 3.

Level 3 financial instruments - Those that include one or more unobservable input that is significant to the measurement as whole.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Difference between transaction price and fair value at initial recognition

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price (i.e. the fair value of the consideration given or received) unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets. When such evidence exists, the Group recognises the difference between the transaction price and the fair value in profit or loss on initial recognition (i.e. on day one).

When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the Group recognises the difference between the transaction price and fair value in net gain on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is not recognised at the initial recognition stage.

2.06.J Derivative Financial Instruments

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if certain criteria are met.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each Balance Sheet date. The resulting gain/loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the Statement of Profit and Loss depends on the nature of the hedge relationship.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with its floating rate borrowings arising from changes in interest rates and exchange rates at inception of designated hedging relationships.

The Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flows hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item determined on a present value basis from inception of the hedge. Any ineffective portion of changes in fair value of the derivative is recognised immediately in Statement of Profit or Loss.

The Group designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedge relationships. Change in fair value of the forward element of the forward exchange contracts ('forward points') is separately accounted for as cost of hedging and recognised separately within equity.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

2.07 Cash and cash equivalents

Cash and cash equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes).

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits, as defined above.

2.08 Property, plant and equipment

Property, Plant and Equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment,if any. The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate and treated as changes in accounting estimates.

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.
Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress.

Depreciation

Depreciation is calculated using the Written Down Value (WDV) method to write down the cost of property and equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II of the Act. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the Statement of Profit and Loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

ROU assets are depreciated from the date of commencement of the lease on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset.

2.09 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Group.
Intangible assets acquired separately are measured on initial recognition at cost. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either finite or infinite. Intangible assets with finite lives are amortised over the useful economic life. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year-end.

Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortisation period or methodology, as appropriate, which are then treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is presented as a separate line item in the Statement of Profit and Loss. Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from / upto the date of acquisition/sale.

Amortisation is calculated using the straight–line method to write down the cost of intangible assets to their residual values over their estimated useful lives. Intangible assets comprising of software are amortised on a straight-line basis over a period of 3 years unless it has a shorter useful life.

Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible under development"

Estimated useful life of assets is as below:

(a) Lease hold improvements and Lease Premises- As per lease period
(b) Computer- 3 years
(c) Furniture & fixtures - 10 years
(d) Office Equipment- 5 years
(e) Vechicles- 10 years (Motor cycles, scooters) and 8 years (Motor cars)
(f) Electric installations- 10 years
(g) Computer Software- 3 years
(h) Trademarks- 10 years
(i) Buildings- 60 years
* The Group has considered useful life of an assets in the manner prescribed in Schedule II to the Companies Act, 2013 except for intangibles asset

2.10 Provisions

Provisions are recognised when the enterprise has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When the effect of the time value of money is material, the enterprise determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

2.11 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

2.12 Earnings Per Share

The Group reports basic and diluted Earnings Per Share (EPS) in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.13 Material accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

In particular, information about material areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

2.13.A Defined employee benefit assets and liabilities - Refer 2.05.B

2.13.B Impairment of financial assets - Refer 2.06.G

2.13.C Effective Interest Rate (EIR) method - Refer 2.04.A and 2.05.A

2.13.D Lease - Refer 2.05.C

2.13.E Impairment test of non-financial assets - Refer 2.05.D

2.13.F Property, Plant, Equipment and Intangibles assets - Refer 2.08 and 2.09

2.13.G Taxes - Refer 2.05.E

2.13.H Provisions and Contingent liabilties - Refer 2.10 and 2.11

2.13.I Determination of the fair value - Refer 2.06.I

2.13.J Business Model Assessment - Refer 2.06.A

2.14 Recent accounting pronouncements

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. During the year ended March 31, 2025, MCA has not notified new standards or amendments to the existing standards applicable to the Group for current reporting period.

Particulars	As at March 31, 2026	As at March 31, 2025
3. Cash and cash equivalents		
a) Cash on hand	75.87	84.76
b) Balances with Banks (of the nature of cash and cash equivalents)		
i) in current accounts (Refer Note no: 3.A below)	19,920.17	14,916.91
ii) in deposit accounts having original maturity less than 3 months	723.70	-
c) Cheques, drafts on hand	98.48	63.80
Less: Impairment loss allowance on deposit account less than 3 months	(0.11)	-
Total	**20,818.11**	**15,065.47**
Of the above, the balances that meet the definition of Cash and Cash equivalent as per Ind AS 7 "Statement of Cash Flows":	20,818.11	15,065.47

3.A Balances with Bank in Current Account includes Escrow Bank Balance of ₹ 471.43 million As at March 31, 2026 (₹ 437.79 million As at March 31, 2025)

4. Bank balances other than cash and cash equivalents		
Other Bank balances		
a) In fixed deposit accounts		
i) Fixed deposit accounts with maturity more than 3 months (Refer Note no: 4.A and 4.B below)	410.89	246.44
b) In earmarked balance with banks		
i) Unclaimed dividend account (Refer note No. 40)	0.13	0.14
Less: Impairment loss allowance Fixed deposit accounts with maturity more than 3 months	(0.08)	-
Total	**410.94**	**246.58**

Notes :

4.A Out of the above ₹ 345.78 millions (as at March 31, 2025: ₹ 244.83 millions) balance in deposit accounts with banks are being earmarked towards overdraft facilities, bank guarantee and against customer advance and Borrowings from National Housing Bank.

4.B Deposits are made for varying period from 7 days to 10 years and earn interest from 3.00% to 8.20% p.a.

17. Derivative financial instruments

17.A Fair value derivative assets / (liabilities)

a) Currency derivatives - forwards		883.84	(556.84)
Total Net		**883.84**	**(556.84)**
Derivative Assets (net)	(A)	883.84	-
Derivative Liabilities (net)	(B)	-	556.84
Total Net	**(A-B)**	**883.84**	**(556.84)**

17.B As at March 31, 2026

	Notional Amounts *	Fair Value - Assets	Fair Value - Liabilities
Part I			
(i) Currency Derivatives:			
Forwards	27,365.87	883.84	-
Total Derivative financial instruments	**27,365.87**	**883.84**	**-**
Part II			
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:			
(i) Cashflow Hedging:			
Currency derivatives : forwards	27,365.87	883.84	-
(ii) Others			
Total Derivative financial instruments	**27,365.87**	**883.84**	**-**

Particulars	As at March 31, 2026	As at March 31, 2025

17.C As at March 31, 2025

	Notional Amounts *	Fair Value - Assets	Fair Value - Liabilities
Part I			
(i) Currency derivatives:			
Forwards	27,164.29	-	(556.84)
Total derivative financial instruments	**27,164.29**	**-**	**(556.84)**
Part II			
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:			
(i) Cashflow Hedging:			
Currency Derivatives : Forwards	27,164.29	-	(556.84)
(ii) Others			
Total derivative financial instruments	**27,164.29**	**-**	**(556.84)**

Note: * Notional amount of the foreign currency has been converted into INR at exchange rate as at March 31 of the respective year.

5. Trade receivables

a)	Trade Receivables considered good - Secured	-	-
b)	Trade receivables considered good - Unsecured	326.72	587.81
c)	Trade receivables - Credit impaired	185.78	72.44
		512.50	660.25
Less: Impairment loss allowance (Refer Note no 5.A below)		(185.78)	(72.44)
	Total	**326.72**	**587.81**

5.A Reconciliation of impairment loss allowance on trade receivables

a)	Impairment loss allowance as at beginning of the year	**(72.44)**	**(9.92)**
b)	Net (increase) during the year	(113.34)	(62.52)
c)	Impairment loss allowance as at the end of the year	**(185.78)**	**(72.44)**

Note :

1 Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days

2 No trade receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

3 For Ageing Please refer note no. 5.B

6. Other receivables

a)	Other Receivables considered good - Secured	-	-
b)	Other Receivables considered good - Unsecured	231.75	281.72
		231.75	281.72
Less: Impairment loss allowance		-	-
	Total	**231.75**	**281.72**

Note :

1 Other receivables are non-interest bearing and are generally on terms of 30 to 90 days.

2 No other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

3 For Ageing Please refer note no. 6.A

(Currency : Indian Rupees in millions)

5.B Trade receivables - Ageing Schedule

As at March 31, 2026

	Unbilled due	Outstanding for the following period from due date of payments: Current but Not due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 Years	more than 3 years	Total
a) Undisputed - Considered Good	93.61	121.31	89.56	17.54	4.70	-	-	326.72
b) Undisputed - considered credit impairec	-	-	-	-	-	-	-	-
c) Disputed - Considered Good	-	-	-	-	-	-	-	-
d) Disputed - considered credit impaired	-	-	0.13	1.16	151.37	32.03	1.09	185.78
Total (Gross)	**93.61**	**121.31**	**89.69**	**18.70**	**156.07**	**32.03**	**1.09**	**512.50**
Less: Impairment loss allowance	-	-	(0.13)	(1.16)	(151.37)	(32.03)	(1.09)	(185.78)
Total Trade Receivables (Net)	**93.61**	**121.31**	**89.56**	**17.54**	**4.70**	**-**	**-**	**326.72**

As at March 31, 2025

	Unbilled due	Outstanding for the following period from due date of payments: Current but Not due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 Years	more than 3 years	Total
Trade Receivables								
a) Undisputed - Considered Good	99.73	23.83	464.25	-	-	-	-	587.81
b) Undisputed - considered credit impairec	-	-	-	-	-	-	-	-
c) Disputed - Considered Good	-	-	-	-	-	-	-	-
d) Disputed - considered credit impaired	-	-	62.94	7.39	2.11	-	-	72.44
Total (Gross)	**99.73**	**23.83**	**527.19**	**7.39**	**2.11**	**-**	**-**	**660.25**
Less: Impairment loss allowance	-	-	(62.94)	(7.39)	(2.11)	-	-	(72.44)
Total Trade Receivables (Net)	**99.73**	**23.83**	**464.25**	**-**	**-**	**-**	**-**	**587.81**

6.A Other receivables - Ageing Schedule

	Unbilled due	Outstanding for the following period from due date of payments: Current but Not due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 Years	more than 3 years	Total
As at March 31, 2026								
a) Undisputed - Considered Good	-	-	231.75	-	-	-	-	231.75
As at March 31, 2025								
a) Undisputed - Considered Good	-	-	281.72	-	-	-	-	281.72

(Currency : Indian Rupees in millions)

Particulars	As at March 31, 2026	As at March 31, 2025
7. Loans		
A. Category of loans wise details		
I. At amortised cost (Refer note no: (i) below)		
Term loans	2,77,708.27	1,82,727.65
Loan to employees	8.40	20.15
II. At Fair value through profit or loss		
Term loans	-	-
III. At Fair value through OCI (Refer note no: (i) below)		
Term loans	7,402.29	2,417.55
IV. Purchased or Originated as Credit Impaired (POCI)		
Secured		
Term loans	12.95	27.50
Total (i) - Gross	2,85,131.91	1,85,192.85
Less: Impairment loss allowance	(3,632.70)	(2,677.96)
Total (ii) - Impairment loss allowance	**(3,632.70)**	**(2,677.96)**
Total (A) = (i - ii) Net	**2,81,499.21**	**1,82,514.89**
B. Nature of Security wise details		
I. At Amortised cost		
i) Secured by Tangible Assets (Refer note no: (ii) below)	2,77,411.59	1,80,954.26
ii) Secured by Book Debts (Refer note no: (ii) below)	169.33	1,764.64
iii) Unsecured	135.75	296.71
II. At Fair value through profit or loss		
i) Secured by Tangible Assets	-	-
ii) Secured by Book Debts	-	-
iii) Unsecured	-	-
III. At Fair value through OCI		
i) Secured by Tangible Assets	7,402.29	2,149.74
ii) Secured by Book Debts	-	-
iii) Unsecured	-	-
IV. Purchased credit- impaired (POCI)		
i) Secured by Tangible Assets	12.95	27.50
ii) Secured by Book Debts	-	-
iii) Unsecured	-	-
Total (B) - Gross	**2,85,131.91**	**1,85,192.85**
Less: Impairment loss allowance	(3,632.70)	(2,677.96)
Total (B) - Net	**2,81,499.21**	**1,82,514.89**
C. Location wise details		
i) Loans in India		
a. Public Sector	-	-
b. Others	2,85,131.91	1,85,192.85
Total	**2,85,131.91**	**1,85,192.85**
ii) Loans outside India (Refer note no: (iii) below)	-	-
Total (C) - Gross	**2,85,131.91**	**1,85,192.85**
Less: Impairment loss allowance	(3,632.70)	(2,677.96)
Total (C) - Net	**2,81,499.21**	**1,82,514.89**

Notes:

(i) The Group business model is to hold contractual cash flows, being the payment of Principal and Interest till maturity and accordingly the loans are measured at amortised cost.

Eligible pool of co-lending (akin to DA) and Direct Assignment Loans are valued at fair value through OCI.

(ii) Underlying for the term loans secured by tangible assets are properties, gold jewellery and book debts.

(iii) The Group does not have any loans outside India.







Particulars	As at March 31, 2026	As at March 31, 2025
8. Investments		
A.		
Investments Carried at fair value through profit and loss		
a) Mutual Fund (Quoted)	3,002.92	500.75
b) Investments in Debt Securities (Unquoted)	5,621.99	293.81
c) Equity Shares (Quoted)/ (Unquoted)	19.01	599.30
d) Security receipt (net) (Refer Note No 8.D Below) (Unquoted)	608.51	210.31
e) Investments in Govt Securities (Unquoted)	3,108.57	-
	12,361.00	**1,604.17**
B.		
i. Investments outside India	-	-
ii. Investments in India	12,361.00	1,604.17
	12,361.00	**1,604.17**

C. Script wise details of investments

Particulars	Face Value	As at March 31, 2026		As at March 31, 2025	
		Quantity	Amt.	Quantity	Amt.
(a) Investment in mutual fund units (quoted)					
1 Quant Liquid Fund Direct Growth		6,78,52,563	3,002.92	-	-
2 SBI liquid fund regular growth		-	-	1,24,698	500.75
Total (a)			**3,002.92**		**500.75**
(b) Investment in Debt Instruments (Unquoted)					
1 0% Indian Railway Finance Corporation Limited 01.12.2035	1,00,000	2,630	137.70	-	-
2 10.25% Stl Networks Limited 02.09.2027	1,00,000	4,327	431.02	-	-
3 10.35% Stl Networks Limited 30.06.2028	1,00,000	9,856	1,002.65	-	-
4 10.40% Muthoot Fincorp Limited 30.12.2033	10,000	50,000	500.14	-	-
5 10.50% Earlysalary Services Private Limited 09.03.2028	1,00,000	193	19.61	-	-
6 10.50% Earlysalary Services Private Limited 09.06.2028	1,00,000	260	26.19	-	-
7 10.51% Shri Ram Finance Corporation Private Limited 24.02.2027	1,00,000	655	65.47	-	-
8 10.65% Krazybee Services Private Limited 06.11.2026	1,00,000	62	6.26	-	-
9 10.75% Satin Finserv Limited 10.03.2028	10,000	34,480	347.03	-	-
10 11% Kanakdurga Finance Limited 25.06.2027	10,000	25,000	250.53	-	-
11 11.50% Akme Fintrade India Limited 19.01.2029	10,000	14,550	143.30	-	-
12 11.50% Akme Fintrade India Limited 22.12.2028	10,000	1,229	11.99	-	-
13 11.60% Kanakdurga Finance Limited 23.02.2028	10,000	25,000	252.94	-	-
14 11.60% Kanakdurga Finance Limited 27.01.2028	10,000	12,726	127.46	-	-
15 11.65% Ugro Capital Limited 15.03.2031	3,00,000	573	56.65	-	-
16 11.75% Indel Money Limited 23.01.2031	1,00,000	1,865	183.66	-	-
17 12% Satin Creditcare Network Limited 30.09.2031	1,00,000	2,500	250.16	-	-
18 13% Whizdm Finance Private Limited 28.08.2028	1,00,00,000	16	158.89	-	-
19 7.40% Icici Bank Limited 28.11.2040	2,00,00,000	11	111.05	-	-
20 8.05% Muthoot Finance Limited 16.10.2030	1,00,000	100	10.34	-	-
21 9.00% Trust Investment Advisors Private Limited Ncd (Series Ii) 20/04/2028	1,00,000	5,000	501.29	-	-
22 9.20% Iifl Samasta Finance Limited 12.02.2028	20,000	14,110	138.81	-	-
23 9.25% Iifl Samasta Finance Limited 12.08.2029	20,000	27,045	261.00	-	-
24 9.25% Iifl Samasta Finance Limited 24.12.2028	10,000	29,400	285.31	-	-
25 9.65% Iifl Samasta Finance Limited 12.09.2028	1,00,000	141	13.92	-	-
26 9.99% Ugro Capital Limited 16.06.2029	10,000	32,756	328.62	-	-
27 Mancherial Repallewada Road Private Limited	-	-	-	3,000	293.81
Total (b)			**5,621.99**		**293.81**
(c) Investments in equity shares (quoted)/(Unquoted)					
1 Pajson Agro India Limited		1,27,200	18.98	-	-
2 Capital numbers infortech limited		-	-	1,14,400	18.34
3 Quadrant Future Tek Limited		-	-	1,10,000	57.79
4 Central Bank of India		-	-	19,61,470	83.89
5 Punjab & Sind Bank		-	-	39,09,304	170.37
6 UCO Bank		-	-	56,80,508	202.80
7 Investurus Knowledge Solutions		-	-	43,241	66.11
8 Saraswat Co-Operative Bank Limited (Unquoted)		2,500	0.03	-	-
9 SVC Co-operative Bank Limited (Unquoted)		250	-	-	-
Total (c)			**19.01**		**599.30**
(d) Investment in Security Receipt (Net) (Unquoted)					
1 Omkara PS 16/2024-25 Trust Security Receipt 30.09.2024			542.38		542.38
2 Omkara PS 19/2025-26 Trust Security Receipt 25.09.2025			472.94		-
3 Omkara PS 26/2025-26 Trust Security Receipt 30.12.2025			151.30		-
Total Gross			**1,166.62**		**542.38**
Less:- Impairment Allowances			(558.11)		(332.07)
Total Net (d)			**608.51**		**210.31**

(Currency : Indian Rupees in millions)

Particulars	Face Value	As at March 31, 2026		As at March 31, 2025	
		Quantity	Amt.	Quantity	Amt.
(e) Investment in Government Securities (Unquoted)					
1 6.01% GOI 21.07.2030	100	75,00,000	737.92	-	-
2 6.68% GOI 2040	100	25,00,000	237.36	-	-
3 6.79% GOI 07.10.2034	100	25,00,000	254.47	-	-
4 6.90% GOI 15.04.2065	100	5,29,422	48.82	-	-
5 7.02% GOI 18.06.2031	100	20,00,000	205.02	-	-
6 7.09% GOI 25.11.2074	100	2,998	0.28	-	-
7 7.24% GOI 18.08.2055	100	25,00,000	237.52	-	-
8 7.26% GOI 22.08.2032	100	5,00,000	50.90	-	-
9 7.34% GOI 22.04.2064	100	28,63,456	281.16	-	-
10 7.72% West Bengal SGS 11.03.2044	100	87,100	8.59	-	-
11 8.07% Tripura SGS 30.03.2043	100	30,00,000	302.22	-	-
12 6.48% Government of India 2035		40,00,000	397.87	-	-
13 6.01% Government of India 2030		10,00,000	98.39	-	-
14 6.36% Government of India 2031		25,00,000	248.05	-	-
Total Net (e)			**3,108.57**		-
Total			**12,361.00**		**1,604.17**

Particulars	As at March 31, 2026	As at March 31, 2025
D. Investment in Security Receipt		
i. Gross Security Receipt	1,166.62	542.38
ii. Less:- Impairment Allowances	(558.11)	(332.07)
iii. Net Security Receipt	608.51	210.31

Particulars	As at March 31, 2026	As at March 31, 2025
E. Reconciliation of impairment loss allowance on Security Receipt		
i. Impairment loss allowance as at beginning of the year	(332.07)	-
ii. Net increase during the year	(226.04)	(332.07)
iii. Impairment loss allowance as at the end of the year	(558.11)	(332.07)

MSKA & ASSOCIATES LLP Chartered Accountants

SINGHI & CO. Chartered Accountants

CAPRI GLOBAL CAPITAL LIMITED

Particulars	As at March 31, 2026	As at March 31, 2025
9. Other financial assets		
Unsecured, considered good		
a) Security Deposits	155.07	107.02
b) Spread receivable on assigned portfolio	1,935.36	1,130.85
c) Accrued Income	969.47	801.08
d) Others	783.03	0.87
	3,842.93	2,039.82
Less: Impairment loss allowance	-	-
Total	**3,842.93**	**2,039.82**
10. Current tax assets and Current tax liabilities		
10.A Current tax assets (net)	267.00	442.69
[Advance tax net of provision for tax ₹ 6,750.05 millions (March 31, 2025 : ₹ 5,219.95 millions)]		
Total	**267.00**	**442.69**
10.B Current tax liabilities (Net)	387.46	411.90
[Provision for tax net of Advance tax ₹ 2,864.64 millions (March 31, 2025 : ₹ 1,309.82 millions)]		
Total	**387.46**	**411.90**
11. Deferred tax assets (net)		
A. Deferred tax assets / (Deferred tax liabilities)		
a) Difference between WDV as per books and tax books	200.28	131.73
b) Impairment allowances for financial assets	927.15	746.65
c) Provision for employee benefits	32.88	77.87
d) ECL on interest on NPA	111.02	116.65
e) ROU & Lease Liabilities	115.98	87.88
f) Fair Value of Security Deposit	24.87	20.69
g) Unrealised gain on Financial Instruments at FVTPL	15.76	0.40
h) Preliminary expense and c/f losses	7.67	0.01
Total Deferred Tax Assets	**1,435.61**	**1,181.87**
a) Amortised Finance Cost	(85.59)	(37.77)
b) Unrealised gain on financial instruments at FVTPL	-	(12.05)
c) Gain on derecognition of financial instruments	(487.09)	(284.61)
d) Cashflow hedging reserve	(40.62)	-
Total Deferred tax liabilities	**(613.30)**	**(334.43)**
Net Deferred tax assets / (Deferred tax liabilities)	**822.31**	**847.44**
Net deferred tax asset	**822.31**	**847.44**
Net deferred tax liabilities	**-**	**-**

B. For yearly movement in balances of deferred tax assets/(liabilities) refer Note no. - 44







(Currency Indian Rupees in millions)

12. Property, plant and equipment

Particulars	Property, plant and equipment									
	Buildings*	Leasehold Premises	Computer Hardware	Furniture and Fixtures	Office Equipments	Vehicles	Electrical Installation	Total	Right-of-use assets (Refer No. 46)	Total
	(A)	(B)	(C)	(D)	(E)	(F)	(G)	H = A+B+C+D+E+F+G		
A. Gross carrying amount										
Balance as at April 01, 2024	**2.70**	**310.87**	**370.98**	**496.30**	**353.02**	**59.40**	**10.20**	**1,603.47**	**3,040.11**	**4,643.58**
Addition	-	34.52	70.69	60.62	49.87	44.30	-	**260.00**	**346.95**	**606.95**
Disposal	-	2.66	19.19	0.93	3.19	10.71	-	**36.68**	**73.52**	**110.20**
Balance as at March 31, 2025	**2.70**	**342.73**	**422.48**	**555.99**	**399.70**	**92.99**	**10.20**	**1,826.79**	**3,313.54**	**5,140.33**
Addition	-	119.89	122.37	125.82	112.17	66.56	-	**546.81**	**990.12**	**1,536.93**
Disposal	-	5.47	25.13	4.47	4.88	23.72	0.03	**64.70**	**287.91**	**352.61**
Balance as at March 31, 2026	**2.70**	**456.15**	**519.72**	**677.34**	**506.99**	**135.83**	**10.17**	**2,308.90**	**4,015.75**	**6,324.65**
B. Accumulated Depreciation / amortisation										
Balance as at April 01, 2024	**0.80**	**105.53**	**277.97**	**162.76**	**175.35**	**34.63**	**8.61**	**765.65**	**667.85**	**1,433.50**
Depreciation expense	0.09	72.07	81.41	92.45	89.86	17.01	0.41	**353.30**	**423.22**	**776.52**
Disposal	-	1.54	18.13	0.48	2.77	4.19	-	**27.11**	**21.23**	**48.34**
Balance as at March 31, 2025	**0.89**	**176.06**	**341.25**	**254.73**	**262.44**	**47.45**	**9.02**	**1,091.84**	**1,069.84**	**2,161.68**
Depreciation expense	0.09	71.00	72.70	85.49	79.33	26.95	0.30	**335.86**	**506.71**	**842.57**
Disposal	-	3.90	23.33	1.69	4.33	14.21	0.02	**47.48**	**23.70**	**71.18**
Balance as at March 31, 2026	**0.98**	**243.16**	**390.62**	**338.53**	**337.44**	**60.19**	**9.30**	**1,380.22**	**1,552.85**	**2,933.07**
C. Net carrying amount (A-B)										
As at March 31, 2024	**1.90**	**205.34**	**93.01**	**333.54**	**177.67**	**24.77**	**1.59**	**837.82**	**2,372.26**	**3,210.08**
As at March 31, 2025	**1.81**	**166.67**	**81.23**	**301.26**	**137.26**	**45.54**	**1.18**	**734.95**	**2,243.70**	**2,978.65**
As at March 31, 2026	**1.72**	**212.99**	**129.10**	**338.81**	**169.55**	**75.64**	**0.87**	**928.68**	**2,462.90**	**3,391.58**

* Refer note no 60.15 for details of title deed

13

Particulars	Capital work-in-progress							
	Buildings	Leasehold Premises	Computer Hardware	Furniture and Fixtures	Office Equipments	Vehicles	Electrical Installation	Total
Balance as at April 01, 2024	-	-	0.01	0.38	0.40	-	-	**0.79**
Addition	-	-	0.23	0.80	0.22	-	-	**1.25**
Disposal	-	-	0.23	0.38	0.28	-	-	**0.89**
Balance as at March 31, 2025	**-**	**-**	**0.01**	**0.80**	**0.34**	**-**	**-**	**1.15**
Addition	-	-	0.23	0.48	0.79	-	-	**1.50**
Disposal	-	-	-	0.80	0.34	-	-	**1.14**
Balance as at March 31, 2026	**-**	**-**	**0.24**	**0.48**	**0.79**	**-**	**-**	**1.51**

13.A No projects were delayed for completion or had exceeded its cost compared to its original plan.
Refer Note No. 14.A for aging of Capital work in progress

(Currency : Indian Rupees in millions)

	Particulars	As at March 31, 2026	As at March 31, 2025
14	**Intangible assets under development**		
	Balance as at April 01	29.53	190.37
	Addition	20.23	39.35
	Deduction	(22.58)	(200.19)
	Balance as at	**27.18**	**29.53**

14.A Ageing of Capital work-in-progress & Intangible assets under development

As at March 31, 2026

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1 Intangible Assets under development	16.77	10.41	-	-	**27.18**
2 Capital work in progress	1.51	-	-	-	**1.51**

As at March 31, 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1 Intangible Assets under development	29.53	-	-	-	**29.53**
2 Capital work in progress	1.15	-	-	-	**1.15**

15. Other intangible assets

	Particulars	Patent (A)	Computer Software (B)	Trade Mark (C)	Total C = (A+B)
A.	**Gross carrying amount**				
	Balance as at April 01, 2024	-	472.44	0.17	**472.61**
	Addition	-	393.77	0.12	**393.89**
	Disposal	-	46.92	-	**46.92**
	Balance as at March 31, 2025	**-**	**819.29**	**0.29**	**819.58**
	Addition	0.11	49.38	0.02	**49.51**
	Disposal	-	65.60	-	**65.60**
	Balance as at March 31, 2026	**0.11**	**803.07**	**0.31**	**803.49**
B.	**Accumulated Amortisation**				
	Balance as at April 01, 2024	-	187.07	-	**187.07**
	Amortisation expense	-	240.59	0.02	**240.61**
	Disposal	-	43.70	-	**43.70**
	Balance as at March 31, 2025	**-**	**383.96**	**0.02**	**383.98**
	Amortisation expense	-	252.95	0.03	**252.98**
	Disposal	-	55.83	-	**55.83**
	Balance as at March 31, 2026	**-**	**581.08**	**0.05**	**581.13**
C.	**Net carrying amount (A-B)**				
	As at March 31, 2024	**-**	**285.37**	**0.17**	**285.54**
	As at March 31, 2025	**-**	**435.33**	**0.27**	**435.60**
	As at March 31, 2026	**0.11**	**221.99**	**0.26**	**222.36**

12A &15A	Depreciation and Amortisations for the year	FY 2025-26	FY 2024-25
	a) Depreciation on property, plant and equipments	335.86	353.30
	b) Depreciation on right-of-use assets	506.71	423.22
	c) Amortisation of other intangible assets	252.97	240.61
	Total	**1,095.54**	**1,017.13**

(Currency : Indian Rupees in millions)

Particulars	As at March 31, 2026	As at March 31, 2025
16. Other non financial assets		
I. Unsecured, considered good		
a) Prepaid Expenses	156.91	112.08
b) Advance to vendor	755.11	526.59
c) Balances with Statutory Authorities	146.92	87.65
d) Other Assets	103.82	37.34
e) Capital Advances	282.54	282.73
Less: Provision on Capital Advances (Refer Note No 16.A below)	(0.28)	(3.83)
Net Capital Advances	282.26	278.90
f) Assets Held for sale	211.72	220.15
Less: Provision on Assets held for sale (Refer Note No 16.B below)	(3.22)	(9.34)
Net Assets Held for sale	208.50	210.81
Total	**1,653.52**	**1,253.37**

16.A Reconciliation of impairment loss allowance on Capital Advances

a) Impairment loss allowance as at beginning of the year	**(3.83)**	-
b) Net increase/(decrease) during the year	(3.55)	3.83
c) Impairment loss allowance as at the end of the year	**(0.28)**	**(3.83)**

16.B Reconciliation of impairment loss allowance on Assets Held for sale

a) Impairment loss allowance as at beginning of the year	**(9.34)**	**(38.10)**
b) Net decrease during the year	(6.12)	(28.76)
c) Impairment loss allowance as at the end of the year	**(3.22)**	**(9.34)**

(Currency : Indian Rupees in millions)

Particulars	As at March 31, 2026	As at March 31, 2025
18. Trade payables		
a) Micro and small	1.35	7.70
b) Due to related parties	0.09	-
b) Due to Others	1,269.63	1,017.57
Total	**1,271.07**	**1,025.27**
19. Other payables		
a) Micro and small enterprises	-	-
b) Due to related parties	-	-
a) Due to Others	1,760.31	626.69
Total	**1,760.31**	**626.69**

Notes:

1 The amounts due to Micro and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Group.

18.A Dues to Micro and Small Enterprises

The details of amounts outstanding to Micro and Small enterprises based on information available with the Company is as under:

i) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
- Principal amount due to micro and small enterprises (Not overdue)	1.08	7.70
- Principal amount due to micro and small enterprises (Overdue)/(disputed)	0.27	-
- Interest due on overdue	-	-
ii) The 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.	-	-
iii) The 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 Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of Micro, Small and Medium Enterprises Development Act, 2006.	-	-

(Currency : Indian Rupees in millions)

18B & 19A Trade and other payables ageing schedule

As at March 31, 2026

	Unbilled	Outstanding for the following period from date of transaction					Total
		Not due	Less than 1 year	1 - 2 years	2 - 3 Years	More than 3 years	
a) Micro and small enterprises	-	1.08	-	-	-	-	1.08
b) Others	1,256.76	375.00	1,387.46	7.04	1.90	1.87	3,030.03
c) Disputed - Micro and small enterprises	-	-	0.25	0.01	0.01	-	0.27
d) Disputed - Others	-	-	-	-	-	-	-
Total	**1,256.76**	**376.08**	**1,387.71**	**7.05**	**1.91**	**1.87**	**3,031.38**

As at March 31, 2025

	Unbilled	Outstanding for the following period from date of transaction					Total
		Not due	Less than 1 year	1 - 2 years	2 - 3 Years	More than 3 years	
a) Micro and small enterprises	-	6.43	1.22	0.05	-	-	7.70
b) Others	996.27	177.86	461.33	6.61	2.19	-	1,644.26
c) Disputed - Micro and small enterprises	-	-	-	-	-	-	-
d) Disputed - Others	-	-	-	-	-	-	-
Total	**996.27**	**184.29**	**462.55**	**6.66**	**2.19**	**-**	**1,651.96**

(Currency : Indian Rupees in millions)

Particulars	As at March 31, 2026	As at March 31, 2025
20. Debt securities		
20.A At amortised cost		
A. Secured		
a) Non convertible debentures (listed, fully paid)	9,704.08	1,721.10
B. Unsecured		
a) Commercial Paper	13,029.13	3,365.47
Total	**22,733.21**	**5,086.57**
20.B i) Debt securities in India	22,733.21	5,086.57
ii) Debt securities outside India	-	-
Total	**22,733.21**	**5,086.57**

20.C Terms of repayment, nature of security & rate of interest- Non convertible debentures

No.	Name of Security	Maturity date	Terms of repayment	Coupon / Interest rate	As at March 31, 2026	As at March 31, 2025
1	Series 4 (FV ₹ 10 Lacs)	09-Aug-29	Bullet payment on maturity	10.23%	1,500.00	1,500.00
2	Series 11 (FV ₹ 1 Lacs)	09-Feb-35	Bullet payment on maturity	9.40%	200.00	200.00
3	Series 12 (FV ₹ 1 Lacs)	31-Jul-28	Bullet payment on maturity	9.00%	500.00	-
4	Series 13 (FV ₹ 1 Lacs)	08-Jul-28	Bullet payment on maturity	9.25%	1,000.00	-
5	Series 14 (FV ₹ 1 Lacs)	24-May-28	Bullet payment on maturity	9.25%	500.00	-
6	Series 15 (FV ₹ 1 Lacs)	01-Jun-27	Bullet payment on maturity	8.90%	200.00	-
7	Series 16 (FV ₹ 1 Lacs)	28-Jan-28	Bullet payment on maturity	9.00%	1,000.00	-
8	Series 17 Tranche 1 (FV ₹ 1 Lacs)	10-Mar-36	Bullet payment on maturity	9.25%	470.00	-
9	Series 17 Tranche 2 (FV ₹ 1 Lacs)	30-Sep-29	Bullet payment on maturity	8.90%	200.00	-
10	Series I Public Issue (FV ₹ 1000/-)	13-Apr-27	Bullet payment on maturity	8.55%	233.74	-
11	Series II Public Issue (FV ₹ 1000/-)	13-Apr-27	Bullet payment on maturity	8.90%	759.15	-
12	Series III Public Issue (FV ₹ 1000/-)	13-Oct-28	Bullet payment on maturity	8.90%	867.82	-
13	Series IV Public Issue (FV ₹ 1000/-)	13-Oct-28	Bullet payment on maturity	9.25%	414.85	-
14	Series V Public Issue (FV ₹ 1000/-)	13-Oct-30	Bullet payment on maturity	9.45%	1,123.50	-
15	Series VI Public Issue (FV ₹ 1000/-)	13-Oct-35	Bullet payment on maturity	9.70%	600.94	-
Sub Total				(A)	**9,570.00**	**1,700.00**
Add: Interest accrued but not due				(B)	220.66	21.10
Less: Unammortised borrowing cost				(C)	(86.58)	-
Total				(A+B-C)	**9,704.08**	**1,721.10**

20.D Terms of repayment, nature of security & rate of interest-Commercial Paper

No.	Name of Security	Maturity date	Terms of repayment	Coupon / Interest rate	As at March 31, 2026	As at March 31, 2025
1	INE180C14300 (Listed)	17-Jun-25	Bullet payment on maturity	9.40%	-	1,000.00
2	INE180C14318 (Unlisted)	30-Dec-25	Bullet payment on maturity	8.85%	-	500.00
3	INE180C14334 (Unlisted)	07-Jul-25	Bullet payment on maturity	9.15%	-	250.00
4	INE180C14359 (Listed)	11-Apr-25	Bullet payment on maturity	8.50%	-	100.00
5	INE180C14367 (Unlisted)	15-Apr-25	Bullet payment on maturity	9.00%	-	50.00
6	INE180C14375 (Unlisted)	16-Apr-25	Bullet payment on maturity	9.10%	-	345.00
7	INE180C14375 (Unlisted)	16-Apr-25	Bullet payment on maturity	9.10%	-	120.00
8	INE180C14375 (Unlisted)	16-Apr-25	Bullet payment on maturity	9.10%	-	135.00
9	INE180C14383 (Unlisted)	08-May-25	Bullet payment on maturity	9.10%	-	400.00
10	INE180C14391 (Unlisted)	25-Sep-25	Bullet payment on maturity	9.10%	-	50.00
11	INE180C14409 (Listed)	24-Sep-25	Bullet payment on maturity	9.10%	-	500.00
12	INE180C14425 (Unlisted)	08-Apr-26	Bullet payment on maturity	8.82%	500.00	-
13	INE180C14441 (Unlisted)	16-Apr-26	Bullet payment on maturity	8.30%	1,000.00	-
14	INE180C14755 (Listed)	27-Apr-26	Bullet payment on maturity	8.60%	3,000.00	-
15	INE180C14631 (Listed)	30-Apr-26	Bullet payment on maturity	7.80%	500.00	-
16	INE180C14623 (Listed)	02-Jun-26	Bullet payment on maturity	7.70%	500.00	-
17	INE180C14649 (Listed)	18-Jun-26	Bullet payment on maturity	7.55%	250.00	-
18	INE180C14656 (Listed)	29-Jun-26	Bullet payment on maturity	7.90%	250.00	-
19	INE180C14656 (Listed)	29-Jun-26	Bullet payment on maturity	8.75%	500.00	-
20	INE180C14698 (Listed)	01-Jul-26	Bullet payment on maturity	8.85%	2,500.00	-
21	INE180C14672 (Listed)	07-Jul-26	Bullet payment on maturity	8.75%	2,500.00	-
22	INE180C14730 (Listed)	31-Jul-26	Bullet payment on maturity	9.25%	1,000.00	-
23	INE180C14680 (Listed)	07-Sep-26	Bullet payment on maturity	8.50%	100.00	-
24	INE180C14714 (Listed)	11-Sep-26	Bullet payment on maturity	8.40%	250.00	-
25	INE180C14706 (Listed)	17-Sep-26	Bullet payment on maturity	8.40%	100.00	-
26	INE180C14748 (Listed)	05-Oct-26	Bullet payment on maturity	8.80%	200.00	-
27	INE180C14722 (Listed)	18-Dec-26	Bullet payment on maturity	8.75%	100.00	-
Sub Total				(A)	**13,250.00**	**3,450.00**
Add: Interest accrued but not due				(B)	-	-
Less: Unammortised borrowing cost				(C)	(220.87)	(84.53)
Total				(A+B-C)	**13,029.13**	**3,365.47**

(Currency : Indian Rupees in millions)

Particulars	As at March 31, 2026	As at March 31, 2025

20.E Disclosure under regulation 53(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Debenture Trustees:
Name : Catalyst Trusteeship Limited
Address : 604, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai - 400098 Contact : + 91 (022) 49220555

Name : IDBI Trusteeship Services Ltd
Address : Universal Insurance Building, Ground Floor, Sir P.M. Road, Fort, Mumbai – 400001.

20.F Disclosure under regulation 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Related party transaction - Refer Note 54

20.G Disclosure under regulation 54(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Security Cover

The above NCD's are secured against first pari-passu charge by way of hypothecation on the immovable property, loan receivables/book debts, bank balances and investments of the Holding Company with asset cover range of 1.00 to 1.25 times.

The Holding Company has not defaulted in the repayment of debt securities and interest thereon for the year ended 31-Mar-2025 and March 31, 2026 respectively.

21 Borrowings (Other than debt securities)

I	**At amortised cost**		
	a) Term Loans (Secured)		
	i) from banks	1,76,956.07	1,18,562.63
	ii) from other financial institutions	26,610.54	19,123.92
	iii) from National Housing Bank	7,708.47	8,784.99
	b) Loans repayable on demand from Banks		
	i) Cash credit facility	5,500.00	3,940.00
	ii) Overdraft facility	-	-
	c) Inter corporate deposits	310.00	270.00
	d) Others		
	Loan against Security	1,302.69	-
	Total	**2,18,387.77**	**1,50,681.54**
II	a) Borrowings in India	2,18,387.77	1,50,681.54
	b) Borrowings outside India	-	-
	Total	**2,18,387.77**	**1,50,681.54**

21.B Security and cost

a) Term loans from banks
Holding Company: First pari-passu charge by way of hypothecation of the Holding Company's loan receivables / book debts, bank balance and investments with asset cover in the range of 1.10 to 1.33 times.
Weighted average cost for FY 2025-26 is 9.79% p.a. and for FY 2024-25 is 9.68% p.a.

Subsidiary: Exclusive charge by way of hypothecation of subsidiary's loan receivables, bank balances with asset cover of 1.20 times in favour of borrowing from SBI of ₹ 518.65 millions (Previous year: ₹766.90 millions)
Borrowings other than above: First pari-passu charge by way of hypothecation of the subsidiary's loan receivables / book debts, bank balances and investments with asset cover of 1.10 to 1.25 times.
Weighted average cost for FY 2025-26 is 9.49% p.a. and for FY 2024-25 is 9.49% p.a.

b) Term loans from National Housing Bank
Subsidiary: Exclusive charge by way of hypothecation of the subsidiary's loan receivables / book debts with asset cover of 1.11 to 1.35 times amounting to ₹ 7,708.47(Previous year: ₹8,784.99 millions)and weighted average cost for FY 2025-26 is 7.01% p.a. and for FY 2024-25 is 6.82% p.a.

c) Term loans from others
Holding Company: Exclusive charge by way of hypothecation of the Holding Company's loan receivables with minimum assets cover of 1.25 times in favour of borrowing from NABARD of ₹ 400 million (Previous year: ₹1,200.00 millions)
First pari-passu charge by way of hypothecation of the Holding Company's loan receivables / book debts, bank balance and investments with asset cover in the range of 1.10 to 1.20 times.
Weighted average cost for FY 2025-26 is 9.61% p.a. and for FY 2024-25 is 9.37% p.a.

Subsidiary: First pari-passu charge by way of hypothecation of the subsidiary's loan receivables / book debts, bank balance and investments with asset cover of 1.10 to 1.15 times.
Weighted average cost for FY 2025-26 is 9.18% p.a. and for FY 2024-25 is 9.32% p.a.

d) Other borrowings
CGCL: First pari-passu charge by way of hypothecation of the Holding Company's loan receivables / book debts, bank balance and investments with asset cover in the range of 1.15 to 1.25 times.
Weighted average cost for FY 2025-26 is 8.48% p.a. and for FY 2024-25 is 9.12% p.a.

d) Inter corporate deposit
Subsidiary: Inter corporate deposits are unsecured loans.
Weighted average cost for FY 2025-26 is 10.00% p.a. and for FY 2024-25 is 10.00 % p.a.

(Currency : Indian Rupees in millions)

Particulars	As at March 31, 2026	As at March 31, 2025

21.C Terms of repayment & rate of interest in case of Borrowings (Other than debt securities)

No.	Nature of Facility	Maturity Range	Interest Range	No. of installments Due (Range)	As at March 31, 2026	As at March 31, 2025
1	Term Loans	0 - 3 years	7.91% - 10.65%	1 to 32	36,974.45	10,154.29
2	Term Loans	3 - 5 years	8.17% - 10.55%	8 to 39	69,764.79	58,168.09
3	Term Loans	5 - 7 years	8.90% - 10.15%	21 to 30	31,463.81	25,525.25
4	Term Loans	0-3 years	7.76% - 9.95%	2 - 15	2,564.47	2,611.06
5	Term Loans	3-5 years	8.72% - 9.50%	13 - 24	12,277.50	6,329.07
6	Term Loans	5-7 years	8.40% - 9.85%	21 - 28	24,710.14	16,539.83
7	Financial Institution	0 - 3 years	8.05% - 10.00%	2 to 33	6,505.23	3,148.92
8	Financial Institution	3 - 5 years	8.81% - 10.15%	14 to 49	12,307.58	9,200.00
9	Financial Institution	5 - 7 years	8.80% - 9.50%	21 to 60	3,000.00	3,000.00
10	Financial Institution	0-3 years	9.25%	0-11	641.63	3,743.56
11	Financial Institution	5 to 7 years	9.25%	60 - 69	3,926.36	-
12	Refinance from NHB	0-3 years	3.00%	0-8	280.54	285.58
13	Refinance from NHB	3-5 years	2.8% - 8.60%	15 - 20	1,860.91	2,480.01
14	Refinance from NHB	5-7 years	5.5% - 8.60%	21 - 27	1,740.71	2,133.47
15	Refinance from NHB	Beyond 7 years	8.25% - 8.60%	30 - 39	3,826.32	3,885.93
16	Inter corporate deposits	0 -18 months	10%	1	310.00	270.00
17	Cash Credit	0 - 6 months	7.92% - 10.65%	NA	5,500.00	3,940.00
18	Loan against Security	0 - 3 years	9.11%	NA	1,296.54	-
Sub Total				(A)	**2,18,950.98**	**1,51,415.06**
Less:	Unammortised borrowing cost			(B)	(910.49)	(819.83)
Add:	Interest accrued but not due				347.28	86.31
Total				(A-B-C+D)	**2,18,387.77**	**1,50,681.54**

Notes:

The Group has not defaulted in the repayment of borrowings (other than debt) and interest thereon for the year ended March 31, 2026 and March 31, 2025 respectively.

The quarterly returns/statements of current assets filed by the Group with the banks or financial institutions are in agreement with the books of accounts.

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(Currency : Indian Rupees in millions)

Particulars		As at March 31, 2026	As at March 31, 2025
22. Other financial liabilities			
a) Unpaid unclaimed dividends (Refer note no. 40)		0.16	0.14
b) Margin Money from customers		0.15	1.82
c) Book overdraft		3,381.74	1,261.82
d) Excess money received		545.26	675.46
e) Advances from customers		315.37	167.11
f) Lease liability		2,926.48	2,589.03
g) Auction surplus refundable		-	7.04
h) Others		2,247.83	1,498.83
	Total	**9,416.99**	**6,201.25**
23. Provisions			
a) Provision for Employee Benefits - Gratuity (Refer note no. 45.B)		140.34	131.29
b) Provision for Employee Benefits - Compensated absences		111.50	279.48
c) Provision on non-fund exposure / undrawn commitments		1.36	21.85
d) Other Provisions		94.98	25.28
	Total	**348.18**	**457.90**
24. Other non-financial liabilities			
a) Statutory dues payable		369.48	231.04
b) Others		50.69	8.92
	Total	**420.17**	**239.96**

(Currency : Indian Rupees in millions)

25. Equity share capital

Share capital authorised, issued, subscribed and paid up

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
Authorised				
Equity Shares of ₹ 1 each (Previous year - ₹ 1 each)	2,00,00,00,000	2,000.00	2,00,00,00,000	2,000.00
Issued, Subscribed And Fully Paid Up				
Equity Shares of ₹ 1 each (Previous year - ₹ 1 each)	96,21,53,962	962.15	82,51,16,352	825.12

25.B Reconciliations of the number of equity shares and share capital

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	82,51,16,352	825.12	82,49,39,972	824.94
Shares issued during the year	13,70,37,610	137.03	1,76,380	0.18
Balance at the end of the year	96,21,53,962	962.15	82,51,16,352	825.12

Notes:

i On 12 June 2025, the Holding Company through Qualified Institutions Placement (QIP) allotted 13,65,18,770 equity shares to eligible Qualified Institutions Buyers (QIB) at a price of Rs 146.50 per Equity Share (including a premium of Rs 145.50 per equity share) aggregating approximately Rs. 20,000 millions pursuant to the issue in accordance with provisions of SEBI ICDR Regulations.

ii During the year, the Holding Company has allotted 5,18,840 equity shares of ₹ 1/- each pursuant to the exercise of employee stock options, aggregating to ₹ 63.22 million.

During the previous year, the Holding Company has allotted 176,380 equity shares of ₹ 1/- each pursuant to the exercise of employee stock options, aggregating to ₹ 62.70 million

iii During the previous year, on March 07, 2024, the Holding Company has issued 20,62,34,993 equity shares of ₹ 1/- each as as result of split of face value from ₹ 2 per share to ₹ 1 per share.

iv During the previous year, on March 07, 2024, the Holding Company has allotted 41,24,69,986 equity shares of ₹ 1/- each as bonus shares.

25.C Terms/rights attached to equity shares:

i The Holding Company has only one class of equity share having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian Rupees.

ii In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

25.D Shareholder holding more than 5% of equity shares as at the end of the year:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% Holding	No. of Shares	% Holding
i Capri Global Holdings Pvt. Ltd. (Now known as Capri Global Ventures Private Limited)	39,54,03,656	41.10%	39,54,03,656	47.92%
ii Rajesh Sharma	18,11,00,140	18.82%	18,11,00,140	21.95%
iii Life Insurance Corporation Of India	7,90,74,681	8.22%	7,58,48,401	9.19%

25.E Details of shares held by promoters

No.	Particulars	As at March 31, 2026		As at March 31, 2025	
		No. of shares	% Holding	No. of shares	% Holding
Individuals / Hindu Undivided Family					
1	Ramesh Chandra Sharma	1,112	0.00%	1,112	0.00%
2	Rajesh Sharma	4,000	0.00%	4,000	0.00%
3	Jahnavi Sharma	800	0.00%	800	0.00%
4	Jinisha Sharma	800	0.00%	800	0.00%
5	Raghav Sharma	800	0.00%	800	0.00%
Promoter Trust					
1	Rajesh Sharma	18,11,00,140	18.82%	18,11,00,140	21.95%
Body Corporates					
1	Capri Global Holdings Private Limited (Now known as Capri Global Ventures Private Limited)	39,54,03,656	41.10%	39,54,03,656	47.92%
	Total	**57,65,11,308**	**59.92%**	**57,65,11,308**	**69.87%**

25.F Shares reservation :

As at March 31, 2026 58,07,982 (Previous year - 71,81,600) equity shares of ₹ 1 each towards outstanding employee stock options granted (Refer note - 57).

25.G Objective for managing capital:

The Holding Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements of the regulator, Reserve Bank of India (RBI). The adequacy of the Holding Company's capital is monitored using, among other measures, the regulations issued by the RBI.

There are no shares reserved for issue under options, contracts, commitments for the sale of shares or divestments.

There are no shares in the preceding 5 years allotted as fully paid up without payment being received in cash/bonus shares/ bought back except as mentioned in note no. 25.B(iv).

25.H Ultimate Holding:
There is no ultimate holding Company.

26. Other equity

Particulars	As at March 31, 2026	As at March 31, 2025
a) Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934		
Opening balance as at beginning of the year	**4,240.72**	**3,410.93**
Amount transferred from surplus balance in the Statement of Profit and Loss	1,649.92	829.79
Closing balance	**5,890.64**	**4,240.72**
b) Statutory Reserve Section 29C of the National Housing Bank Act, 1987		
Opening balance as at beginning of the year	**676.82**	**553.08**
Amount transferred from surplus balance in the Statement of Profit and Loss	245.59	123.74
Closing balance	**922.41**	**676.82**
c) Securities Premium		
Opening balance as at beginning of the year	**18,421.29**	**18,414.83**
On account of ESOP exercised	62.70	6.46
Proceed from issue of shares (Refer note 25.B.i)	19,863.48	-
Share issue expenses	(381.09)	-
Closing balance	**37,966.38**	**18,421.29**
d) General Reserve		
Opening balance as at beginning of the year	684.27	659.34
Transfer on cancellation of stock options	21.17	24.93
Closing balance	**705.44**	**684.27**
e) Other Comprehensive Income		
Opening balance as at beginning of the year	(157.78)	(78.48)
Other Comprehensive Income for the period	(4.32)	(79.30)
Closing balance	**(162.10)**	**(157.78)**
f) Employee stock option outstanding		
Opening balance as at beginning of the year	**375.77**	**314.36**
Recognition of share based payments to employees of the Holding Company	41.62	100.74
Recognition of share based payments to employees of Subsidiaries	11.48	(9.11)
Transfer on cancellation of stock options	(21.17)	(24.93)
Transfer on exercise of options by employees pursuant to ESOP Scheme	(36.26)	(5.29)
Closing balance	**371.44**	**375.77**
g) Retained earnings		
Opening balance as at beginning of the year	17,974.76	14,266.70
Profit for the period	9,491.52	4,785.33
Transfer to statutory reserve @ 20%	(1,895.51)	(953.53)
Dividend paid	(192.33)	(123.74)
Closing balance	**25,378.44**	**17,974.76**
Total	**71,072.65**	**42,215.85**

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h) **Dividend Payment**
During the current year the Holding company has paid dividend of ₹ 0.20 per share amounting to ₹ 192.33 millions
During the previous year the Holding company has paid dividend of ₹ 0.15 per share amounting to ₹ 123.74 millions

Notes:

a) **Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934**
Every year the Holding Company transfers a sum of not less than twenty percent of net profit of that year to this statutory reserve fund created pursuant to section 45-IC(1) of the Reserve Bank of India Act, 1934. No appropriation of any sum from the reserve fund is permitted except for the purpose as may be specified by the Reserve Bank of India from time to time.

b) **Statutory Reserve Section 29C of the National Housing Bank Act, 1987**
Section 29C (i) of the National Housing Bank Act, 1987 defines that every housing finance institution which is a company shall create a reserve fund and transfer therein a sum not less than twenty percent of its net profit every year as disclosed in the statement of profit and loss before any dividend is declared. For this purpose any special reserve created by the group under Section 36(1)(viii)of Income tax Act 1961, is considered to be an eligible transfer.

c) **Securities Premium**
Securities Premium represents the premium received on issue of shares, including shares issued under ESOPs, net of share issue expenses. The amount can be used only for specific purposes as permitted under the Companies Act, 2013

d) **General Reserve**
Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

e) **Employee stock option outstanding**
This reserve is used to record the employee stock options which are outstanding. The said reserve will be utilised for issuance of share to the eligible employees.

f) **Other Comprehensive Income**
i) Remeasurement of defined benefit plans :- The Holding Company recognises change on account of remeasurement of the net defined benefit liability (asset), which comprises of (a) actuarial gains and losses: (b) return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); (c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).
ii) Hedging Reserve :- It represents the fair value of the forward element of a forward contract and the amortised portion of the forward premium. The balance in this reserve is transferred to the Statement of Profit and Loss upon the settlement of the forward contract.
iii) On Loans:- The Company has classified its eligible pool of loans under the co-lending arrangement at Fair Value through Other Comprehensive Income (FVOCI). Gains and losses arising from such co-lending transactions are recognised in reserves

g) **Proposed Dividend**
The Board of Directors at their meeting held on April 30, 2026 have recommended a dividend of ₹ 0.20 per equity share (previous year ₹ 0.20 per equity share) on face value of ₹ 1/- per equity share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.







Particulars		For year ended March 31, 2026	For year ended March 31, 2025
27. Interest income			
On Financial Assets measured at Amortised Cost			
a) Interest on Loans		35,527.90	25,606.88
b) Interest income from investments		-	111.38
c) Interest on deposits with banks		204.47	169.32
d) Other Interest income		18.01	11.34
On Financial Assets measured at FVOCI			
a) Interest on Loans		868.86	151.14
On Financial Assets measured at FVTPL			
a) Interest income from investments		657.70	-
	Total	**37,276.94**	**26,050.06**
* - As per effective interest rate - Refer Note No. - 2.04.A			
28. Fee and commission income			
a) Application fees		184.53	144.95
b) Commission on loan sourcing		2,483.26	2,407.21
c) Foreclosure Fees		495.07	325.40
d) Other Charges		913.87	529.58
e) Other Commission Income		1,671.71	727.12
	Total	**5,748.44**	**4,134.26**
29. Net gain on fair value change			
a) Profit at FVTPL on Trading portfolio - investment in shares		37.71	320.84
b) Profit at FVTPL on Trading portfolio - Mutual Fund & Bonds		144.75	339.04
	Total Net Gain	**182.46**	**659.88**
Of the above			
Realised		194.36	619.24
Unrealised		(11.90)	40.64
Total		**182.46**	**659.88**
30. Net gain on derecognition of financial instruments under amortised cost category			
a) Net gain on derecognition of financial instruments		3,639.95	1,632.60
	Total	**3,639.95**	**1,632.60**
31. Other income			
a) Credit balance / Provision no longer required written back		5.59	0.74
b) Profit on sale of Assets held for sale		1.21	2.11
c) Interest on income tax refund		31.28	4.80
d) Other income		70.64	21.01
	Total	**108.72**	**29.03**

Particulars		For year ended March 31, 2026	For year ended March 31, 2025
32. Finance costs			
On Financial liabilities measured at Amortised Cost			
a) Interest on borrowings (other than debt securities)		15,826.27	11,998.84
b) Interest on debt securities		986.20	347.57
c) Interest on bank CC		0.70	3.74
d) Interest - lease liabilities		370.02	327.57
e) Other finance Charges		114.88	58.26
	Total	**17,298.07**	**12,735.98**
33 Fees and commission expense			
a) Fees and commission expense		1,540.31	1,444.17
	Total	**1,540.31**	**1,444.17**
34. Impairment on financial instruments			
a) Impairment on loans		954.73	111.13
b) Impairment on Investment		226.04	332.07
c) Write off on Trade receivables		-	79.88
d) Impairment / (write back) on Undrawn commitments		(20.50)	(1.56)
e) Impairment / (write back) on Others		164.60	43.00
f) Write off of Loans		255.62	372.75
g) Loss on sale of assets		314.80	70.89
h) Impairment on fixed deposit		0.19	-
	Total	**1,895.48**	**1,008.16**
35. Employee benefits expenses			
a) Salaries and wages*		9,288.29	6,680.19
b) Contribution to provident fund and other funds			
i) Contribution to provident fund and funds other than gratuity (Refer note no. 45.A)		470.31	374.53
ii) Contribution to gratuity (Refer note no. 45.B and 54.B)		113.00	92.18
c) Share Based Payments to employees (Refer Note No. 57)		53.10	91.63
d) Staff welfare expenses		157.54	185.68
e) Ex-gratia payments		4.74	4.40
	Total	**10,086.98**	**7,428.61**

* Salaries and Wages include the salary and wages to KMPs (Please refer note No. 54.B)

Particulars	For year ended March 31, 2026	For year ended March 31, 2025
36. Other expenses		
a) Advertising	232.13	109.30
b) Auction expenses	39.47	33.80
c) Auditors' Remuneration (Refer Note No. 36.A)	16.88	12.63
d) Banking charges	1.44	1.15
e) Business Development Expenses	2.43	19.66
f) Corporate Social Responsibility Expenses (Refer Note. 36.B)	66.68	53.82
g) Directors' Fees (Refer Note No. 54)	14.39	14.14
h) Directors' commission	15.54	15.99
i) Electricity Charges	118.36	76.91
j) Filing & Other Fees to ROC	1.96	3.93
k) Legal and Professional	641.18	451.56
l) Loss on Sale of PPE	4.17	0.98
m) Membership & Subscription	11.83	8.59
n) Meeting expenses	131.37	22.41
o) Miscellaneous Expenses	234.54	412.05
q) Office Expenses	15.88	11.31
r) Postage, Telephone and Fax	95.98	92.20
s) Printing and Stationery	26.33	20.63
t) Processing Fees on Co Lending	1.36	0.64
u) Recruitment Expenses	37.09	50.27
v) Rent	96.95	96.03
w) Repairs and maintenance expenses	59.26	40.95
x) Security expenses	207.93	184.93
y) Service fees (Input credit)	9.89	14.33
z) Software Expenses	393.88	421.88
aa) Sponsorship Expense	5.70	0.30
ab) Stamp duty paid on investments	11.55	3.08
ac) Travelling and Conveyance	402.97	350.07
ad) Verification charges	11.30	10.22
ae) Write off - CWIP	3.46	-
af) Write off - PPE	0.59	6.43
ag) Write off - Software	9.78	-
ah) Write off - Others	7.35	0.94
Total	**2,929.62**	**2,541.13**

36.A Auditors' Remuneration

To Holding Company Auditors		
a) For Statutory Audit and Limited review	9.00	6.95
b) For Tax Audit	0.31	0.30
c) For other services (Certification Fees and Interim audit Fees)	1.85	1.23
d) For reimbursement of expenses	0.57	0.14
e) GST to the extent of ITC not availed	1.05	0.78
Total	**12.78**	**9.40**
To Subsidiaries Statutory Auditors		
a) For Statutory Audit	3.15	2.16
b) For Tax Audit	0.10	0.10
c) For other services (Certification Fees and Interim audit Fees)	0.47	0.86
d) For reimbursement of expenses	0.23	-
e) GST to the extent of ITC not availed	0.15	0.11
Total	**4.10**	**3.23**

Particulars	For year ended March 31, 2026	For year ended March 31, 2025
36.B Corporate Social Responsibility Expenses		

Amount of CSR spent by Group during the year is for purposes other than construction / acquisition of any asset. Gross amount of CSR required to be spent by the Group for the year aggregates to ₹ 66.68 millions (Previous year ₹ 53.82 millions)

i)	Amount required to be spent during the year	66.68	53.82
ii)	Amount spent during the year		
	a) Construction/acquisition of any asset	-	-
	b) On purposes other than (a) above	66.68	53.82
iii)	Amount offset against CSR Liability	-	-
iv)	Amount of shortfall at the end of the year, out of the amount required to be spent during the year	-	-
v)	Amount spent from unspent CSR A/c during the financial year	-	-
vi)	Total of previous year shortfall	-	-
vii)	Nature of CSR activities	Refer note below	Refer note below
viii)	Details of related party transactions	-	-
ix)	There are no ongoing projects of CSR as on March 31, 2026	-	-

Nature of CSR activities
Sustainable livelihood development, women empowerment initiatives, healthcare programs, education and sports for development ,Environment & Natural Resource Management and Village Development.

(Currency : Indian Rupees in millions)

37. Earning per Share (Ind AS -33)

Particulars	For year ended March 31, 2026	For year ended March 31, 2025
37.A Basic Earnings per Share		
a) Net profit after tax attributable to equity shareholders	9,491.52	4,785.33
b) Weighted average number of equity shares outstanding during the year (Refer note 37.C below)	93,49,12,928	82,49,98,926
c) Nominal value of equity shares (₹) (Refer Note No. 25.C)	1.00	1.00
d) **Basic earnings per share (EPS) (a/b) (₹)**	**10.15**	**5.80**
37.B Diluted Earnings per Share		
a) Net profit after tax attributable to equity shareholders for basic EPS	9,491.52	4,785.33
b) Change due to potential equity share options/right issue	-	-
c) Profit after tax attributable to equity shareholders for diluted EPS	9,491.52	4,785.33
d) Weighted average number of equity shares for calculating diluted EPS (Refer note 37.C below)	93,78,35,464	82,96,08,262
e) Nominal value of equity shares (₹) (Refer Note No. 25.C)	1.00	1.00
f) **Diluted earnings per share (EPS) (c/d) (₹)**	**10.12**	**5.77**
37.C No. of equity shares for calculating diluted EPS		
Weighted average number of equity shares for calculating Basic EPS	93,49,12,928	82,49,98,926
Add : Equity shares for no consideration arising on grant of stock options under ESOP	29,22,536	46,09,336
Weighted average number of equity shares for calculating diluted EPS	**93,78,35,464**	**82,96,08,262**

38. Contingent liabilities

38.A Particulars	As at March 31, 2026	As at March 31, 2025
Income Tax matters under dispute (Refer note no. 38.B)	35.94	37.40
GST matters under dispute (Refer note no. 38.C)	34.72	34.72
Total	**70.66**	**72.12**

38.B

(i) The Assessment Unit, Tax Department vide the assessment order passed under section 143(3) dated 18 December 2018 for AY 2016-17 confirmed disallowance of Rs. 12.84 millions pertaining to 14A. The Holding Company has filed an appeal against the said order before Commissioner of Income-tax (Appeals) which is pending for disposal. The Holding Company, in line with the advice from income tax consultant, is of view that the said disallowance is not tenable and accordingly demand of Rs.5.37 million has been considered as contingent.

(ii) The Assessment Unit, Tax Department vide the assessment order passed under section 143(3) dated 6 December 2019 for AY 2017-18 confirmed disallowance of Rs. 10.20 millions pertaining to 14A. The Holding Company has filed an appeal before Commissioner of Income-tax (Appeals) against the said order which is pending for disposal. The Holding Company, in line with the advice from income tax consultant, is of view that the said disallowance is not tenable and accordingly demand of Rs. 2.40 million has been considered as contingent.

(iii) The Assessment Unit, Tax Department vide the assessment order passed under section 143(3) r.w.s 147 dated 9 March 2022 for AY 2017-18 denied deduction under section 80G of Rs. 4.99 millions in the computation sheet without assigning any reasons. The Holding Company has filed an appeal before Commissioner of Income-tax (Appeals) against the said order which is pending for disposal. The Holding Company, in line with the advice from income tax consultant, is of view that the said disallowance are not tenable and accordingly demand of Rs. 3.04 million has been considered as contingent.

(iv) The Assessment Unit, Tax Department vide the assessment order passed under section 143(3) dated 29 September 2021 for AY 2018-19 confirmed disallowance aggregating to Rs. 10.45 millions pertaining to 14A and also denied deduction under section 80G. The Holding Company has filed an appeal before Commissioner of Income-tax (Appeals) against the said order which is pending for disposal. The Holding Company, in line with the advice from income tax consultant, is of view that the said disallowance are not tenable and accordingly demand of Rs. 3.91 million has been considered as contingent.

(v) The Assessment Unit, Tax Department vide the assessment order passed under section 143(3) dated 9 September 2022 for AY 2020-21 confirmed disallowance aggregating to Rs. 18.31 millions pertaining to 14A and also denied deduction under section 80G. The Holding Company has filed an appeal against the said order which is pending for disposal. The Holding Company, in line with the advice from income tax consultant, is of view that the said demands are not tenable and accordingly demand of Rs. 6.08 million has been considered as contingent.

(vi) The Assessment Unit, Tax Department vide the assessment order passed under section 143(3) dated 30 December 2022 for AY 2021-22 confirmed disallowance aggregating to Rs. 51.73 millions pertaining to provision for bonus and TDS on year end provisions. The Holding Company has filed an appeal against the said order which is pending for disposal. The Holding Company, in line with the advice from income tax consultant, is of view that the said disallowance are not tenable and accordingly demand of Rs. 13.35 million has been considered as contingent.

(vii) The Central Processing Center vide the order passed under section 143(1) dated 24 February 2021 for AY 2019-20 confirmed demand alongwith applicable interest of 0.01 million pertaining to erroneous calcluation of interest under section 234A. The Subsidairy Company has filed a rectification request which is pending for disposal. The Subsidairy Company is of view that the interest so levied is not tenable and accordingly demand of Rs. 0.01 million has been considered as contingent.

(viii) The Central Processing Center vide the order passed under section 143(1) dated 1 April 2022 for AY 2021-22 confirmed demand alongwith applicable interest of 0.01 million pertaining to erroneous calcluation of interest under section 234B. The Subsidairy Company has filed a rectification request which is pending for disposal. The Subsidairy Company is of view that the interest so levied is not tenable and accordingly demand of Rs. 0.01 million has been considered as contingent.

(ix) The Assessment Unit, Tax Department vide the order passed under section 270A dated 18 February 2026 for AY 2017-18 confirmed penalty of Rs. 1.78 millions. The Subsidairy Company has filed an appeal before Commissioner of Income-tax (Appeals) against the said order which is pending for disposal. The Subsidairy Company, in line with the advice from income tax consultant, is of view that the penalty so levied is not tenable and accordingly demand of Rs. 1.78 million has been considered as contingent.

38.C

(i) The Assistant Commissioner (DGST), Ward - 201, Delhi, through an order dated 26 December 2023, has confirmed the GST demand of Rs. 5.89 millions, interest Rs. 5.89 millions and penalty of Rs. 0.59 millions from the Holding Company alleging short reversal of Input Tax Credit ("ITC") with respect to non-business transactions & exempt supplies, excess availment of ITC based on amount not reflected in GSTR 2A and ineligible ITC availed with respect to registration certificate cancelled vendors for the FY 2017-18. In accordance with legal advice, the Holding Company filed an appeal on 22 march 2024 with the Appellate Authority disputing the demands. The Holding Company, in line with the advice from GST consultant, is of view that the said demands are not tenable.

(ii) The State Tax Officer (Ghatak 30), Mehsana, Gujarat, through an order dated 6 March 2024, has confirmed the GST demand of Rs. 026 millions, interest of Rs. 0.26 millions and penalty of Rs. 0.03 millions from the Holding Company alleging that the Holding Company have under declared output tax liability in GSTR for the FY 2018-19. In accordance with legal advice, the Holding Company filed an appeal on 5 April 2024 with the Appellate Authority disputing the demands. The Holding Company, in line with the advice from GST consultant, is of view that the said demands are not tenable.

(iii) The Assistant Commissioner (DGST), Ward - 204, Delhi, through an order dated 31 August 2024 has confirmed the GST demand of Rs. 0.20 millions, interest of Rs. 0.03 millions and penalty of Rs. 0.02 millions from the Holding Company alleging that the Holding Company have made short payment of tax liability basis the comparison of GSTR 1 and GSTR 3B. In accordance with legal advice, the Holding Company filed an appeal on 29 October 2024 with the Appellate Authority disputing the demands. The Holding Company, in line with the advice from GST consultant, is of view that the said demands are not tenable.

(iv) The Principle Commissioner of CGST, Delhi North, through orders dated 3 February 2025 has confirmed the penalty demand of Rs. 21.56 millions from the Holding Company alleging that the Holding Company issued tax invoices without supply of services. In accordance with legal advice, the Holding Company filed the appeals on 22 April 2025 with the Appellate Authorities disputing the demands. The Holding Company, in line with the advice from GST consultant, is of view that the said demands are not tenable.

39. Capital and other commitments

		As at March 31, 2026	As at March 31, 2025
i)	Estimated amount of contracts remaining to be executed on capital account and not provided	327.57	54.32
ii)	Amount payable towards acquisition of Property	-	33.51
iii)	Estimated amount of contracts remaining to be executed on operational expenditure and not provided	75.21	-
iv)	Other Commitments- Pending disbursements of sanctioned loans	22,033.10	26,039.95
	Total	**22,435.88**	**26,127.78**

* It Includes Uncommitted Pending Disbursal amount ₹ 24,141.71 Million (Previous year ₹ 21,807.20 million)

40. The Group has transferred amount ₹ 0.03 million to the Investor Education & Protection Fund during the year within the prescribed due time (Previous year : ₹ 0.03 million). Further there has been no delay in transferring the amount.

41. The Group have long term contracts for which provision is made for the foreseeable losses for Current year.
The Group have long term contracts including derivative contracts for which provision is made for the foreseeable losses for Previous year.

42. Segment reporting (Ind AS 108)

The Group operates mainly in the business segment of fund based financing activity. All other activities revolve around the main business. Further, all activities are carried out within India. As such, there are no separate reportable segments as per the provisions of IND AS 108 on 'Operating Segments'.

(Currency : Indian Rupees in millions)

43 Disclosure pursuant to Ind AS 12 "Income Taxes"

43.A Income Tax recognised in Statement of Profit and Loss

Particulars	For the year ended March 31, 2026	2025
Income-tax related to items recognised directly in the statement of profit and loss		
Current income tax:		
i) Current income tax expense	3,153.38	1,695.65
ii) Short / (Excess) provision for earlier years	(23.42)	(6.02)
Total	**3,129.96**	**1,689.63**
Deferred tax	(47.39)	(141.78)
Total Income tax expense	**3,082.57**	**1,547.85**

43.B Reconciliation of income tax expense for the year:

A reconciliation of income-tax expense applicable to profit before income-tax at statutory rate to income-tax expense at the Group 's effective income-tax rate for the year ended March 31 is as follows :

Particulars	For the year ended March 31, 2026	2025
Profit before tax	**12,574.09**	**6,333.18**
Total tax expense (As per Statement of Profit and loss)		
i) Current tax	3,153.38	1,695.65
ii) Deferred tax	(47.39)	(141.78)
Total Tax Expenses	**3,105.99**	**1,553.87**
Effective tax rate (%)	**24.70**	**24.54**
Adjustments of allowable and not-allowable income and expenses:		
Effect on Effective Tax rate due Permenant Difference		
a) Non allowability of Claim of CSR	66.68	53.83
b) Earlier years provision for ECL / Lease adjustments	-	6.70
c) STT & Brokerage	14.41	10.23
d) Other expense not allowable	16.20	-
e) Deduction under Chapter VI A u/s 80M & 80JJA and Special reserve claimed u/s 36(i)(viii)	(245.44)	(184.86)
Effect on Effective Tax rate due to Different treatment in tax		
a) Reversal on fixed assets / Prior year adjustments	(73.57)	-
b) Property plant and equipment written off and others	4.15	-
c) Others	(7.11)	
Total (A)	**(224.68)**	**(114.10)**
a) Difference due to Tax Rate of STCG	(93.47)	(88.03)
b) Capital Gain on sale of bonds	-	(187.74)
Total (B)	**(93.47)**	**(275.77)**
Total of items affecting tax rate (A+B)	**(318.15)**	**(389.87)**

43.C Reconciliation of income tax rate is as follows:

a) Normal Tax Rate	22.00	22.00
b) Surcharge (@ 10% of Normal Tax Rate)	2.20	2.20
c) Health and Education Cess	0.97	0.97
Total Tax Rate (%)	**25.17**	**25.17**
Effect in Tax rate due to permanent difference and Different treatment in tax	0.45	(0.45)
Difference due to Tax Rate of STCG	0.02	(0.18)
Effective Tax Rate (%)	**24.70**	**24.54**

44 Movement in Deferred Taxes

A. Movement in deferred tax balances For the year ended March 31, 2026

Particulars	As at March 31, 2025	Recognised in profit or loss	Recognised in OCI	As at March 31, 2026
Deferred tax assets / (liabilities)				
a) Difference between WDV as per books and tax books	131.73	68.55	-	200.28
b) Impairment allowance for financial assets	746.64	180.51	-	927.15
c) Provision for Employee benefits	77.87	(44.99)	-	32.88
d) ECL on Interest on NPA	116.66	(5.64)	-	111.02
e) ROU & Lease Liabilities	87.89	28.09	-	115.98
f) Fair Value of Security Deposit	20.68	4.19	-	24.87
g) Amortised Finance Cost	(37.77)	(47.82)	-	(85.59)
h) Unrealised gain on Financial Instruments at FVTPL	(11.66)	27.42	-	15.76
i) Gain on derecognition of financial instruments*	(284.61)	(202.48)	-	(487.09)
j) Cashflow hedging reserve	-	-	(40.62)	(40.62)
k) Preliminary expense and c/f losses	0.01	7.66	-	7.67
Total	**847.44**	**15.49**	**(40.62)**	**822.31**

Note: (i) Deferred Tax assets created on account of past years tax adjustments has been shown and adjusted against tax expenses provided for earlier years amounting ₹ 31.90 millions

B. Movement in deferred tax balances For the year ended March 31, 2025

Particulars	As at April 01, 2024	Recognised in profit or loss	Recognised in OCI	As at March 31, 2025
Deferred tax assets / (liabilities)				
a) Difference between WDV as per books and tax books	82.99	48.74	-	131.73
b) Impairment allowance for financial assets	593.56	153.08	-	746.64
c) Provision for Employee benefits	53.63	24.24	-	77.87
d) ECL on Interest on NPA	104.14	12.52	-	116.66
e) ROU & Lease Liabilities	58.27	29.62	-	87.89
f) Fair Value of Security Deposit	19.36	1.32	-	20.68
g) Amortised Finance Cost	(0.22)	(37.55)	-	(37.77)
h) Unrealised gain on Financial Instruments at FVTPL	(2.30)	(9.36)	-	(11.66)
i) Gain on derecognition of financial instruments *	(203.19)	(81.42)	-	(284.61)
j) Preliminary expense	0.01	-	-	0.01
Total	**706.25**	**141.19**	**-**	**847.44**

*As per Ind AS 109 'Financial Instruments', on derecognition of loans, the Group recognise difference between the carrying amount (measured at the date of derecognition) and consideration received (including new asset obtained less any new liability assumed) as gain in Statement of profit and loss account. Such gain recognised on derecognition of loans is not a real income as per Income tax Act, 1961, hence is offered to tax over the tenure of loans.
Accordingly, deferred tax liability has been created on the Spread receivable on assigned portfolio (Co-lending portfolio).

Note: (ii) Deferred tax assets / liabilities are calculated at the applicable rate of 25.17%

C. Long term Capital Losses

Loss pertaining to AY	AY upto to which carry forward	Amounts (In millions)
2018-19	2026-27	5.12
2019-20	2027-28	27.86
2022-23	2030-31	15.28
2023-24	2031-32	20.89
2024-25	2032-33	1.98
Total		**71.13**







45. Employee benefits - Disclosure pursuant to Ind AS 19 'Employee Benefits'

45.A Defined contribution plans

The Group's state governed provident fund scheme are defined contribution plan for its employees. The contribution by the employer and employee together with interest accumulated there on are payable to the employee at the time of separation from group or retirement whichever is earlier. The benefit vests immediately on rendering of services by the employee.

	For the year ended March 31, 2026	2025
i) Group's contribution to provident fund	426.41	347.17
ii) Group's contribution to National Pension Scheme	16.99	7.90
iii) Employer's contribution to ESIC and LWF	26.91	19.46

45.B Defined Benefit Plan

The Group has a defined benefit gratuity plan in India (funded). The Group's defined benefit gratuity plan is a final salary plan for its employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at separation/retirement. The fund has the form of a trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy.

a) Principal assumptions used for the actuarial valuations are as follows:

Capri Global Capital Limited (CGCL)

	As at March 31, 2026	2025
Discount Rate	6.77 % p.a.	6.59 % p.a.
Rate of return on plan assets	6.59 % p.a.	6.59 % p.a.
Salary Escalation	9.50 % p.a.	9.50 % p.a.
Attrition Rate		
For service 1 years and below	50.00 % p.a.	50.00 % p.a.
For service 2 years and below	30.00 % p.a.	30.00 % p.a.
For service 3 years to 4 years	30.00 % p.a.	30.00 % p.a.
For service 5 years and above	20.00 % p.a.	20.00 % p.a.
Mortality Table	Indian Assured Lives Mortality 2012-14 (Urban)	

Capri Global Housing Finance Limited (CGHFL)

	As at March 31, 2026	2025
Discount Rate	6.89 % p.a.	6.59 % p.a.
Rate of return on plan assets	6.89 % p.a.	6.59 % p.a.
Salary Escalation	8.50 % p.a.	8.50 % p.a.
Attrition Rate		
For service 1 years and below	45.00%	45.00%
For service 2 years	25.00%	25.00%
For service 4 years and below	20.00%	20.00%
For service 5 years and above	20.00%	20.00%
Mortality Table	Indian Assured Lives Mortality 2012-14 (Urban)	

Capri Loan Car Platform Private Limited (CLCPPL)

	As at March 31, 2026	2025
Discount Rate	6.77 % p.a.	6.59 % p.a.
Rate of return on plan assets	NA	NA
Salary Escalation	9.00% p.a.	9.00% p.a.
Attrition Rate	25.00% p.a.	25.00% p.a.
Mortality Table	Indian Assured Lives Mortality 2012-14 Ultimate (Urban)	

	Capri Global Securities Private Limited (CGSPL)	
	As at March 31,	
	2026	2025
Discount Rate	6.89 % p.a.	-
Rate of return on plan assets	NA	-
Salary Escalation	9.50% p.a.	-
Attrition Rate		
For Service 1 year and below	50.00%	-
For service 2 years to 4 years	30.00%	-
For Service 5 years and above	20.00%	-
Mortality Table	Indian Assured Lives Mortality 2012-14 Ultimate	-

	Capri Global Capital Markets Private Limited (CGCMPL)	
	As at March 31,	
	2026	2025
Discount Rate	6.77% p.a.	-
Rate of return on plan assets	N.A.	-
Salary Escalation	9.50% p.a.	-
Attrition Rate		
For service 1 year and below	50% p.a.	-
For services 2 years to 4 years	30% p.a.	-
For services 5 year and above	20% p.a.	-
Mortality Table	Indian Assured Lives Mortality (2012-14) Ultimate	-

	Capri Global Insurance Brokers Private Limited (CGIBPL)	
	As at March 31,	
	2026	2025
Discount Rate	7.14 % p.a.	-
Rate of return on plan assets	N.A.	-
Salary Escalation	9.50% p.a.	-
Attrition Rate		
For service 1 year and below	50% p.a.	-
For services 2 years	30% p.a.	-
For Service 3 Years to 4 Years	30% p.a.	-
For services 5 year and above	20% p.a.	-
Mortality Table	Indian Assured Lives Mortality (2012-14) Ultimate	-

b) The following table sets out the status of the Defined Benefit Gratuity Plan as per the actuarial valuation by the independent Actuary appointed by the Group:-

Change in defined benefit obligations:	For the year ended March 31,	
	2026	2025
Defined benefit obligation, beginning of the year	**249.91**	**130.05**
Current service cost	104.95	55.05
Past service cost	4.78	31.29
Interest cost	16.58	9.29
Remeasurements (gains) / losses		
Actuarial (gains) / losses		
arising from changes in demographic assumptions	-	12.45
arising from changes in financial assumptions	(2.96)	0.81
arising from changes in experience adjustments	64.40	21.87
Benefits paid from Employer	(30.97)	(10.84)
Benefits paid from plan assets	(13.67)	-
Net transfer in / (out) (and effect of any business combinations/ divestures/transfers	(4.82)	(0.06)
Defined benefit obligation, end of the year	**388.20**	**249.91**

Change in plan assets:		
Fair value of plan assets, beginning of the year	118.62	70.94
Interest income	8.57	5.05
Remeasurements gains / (losses)	-	-
Return on plan assets, (excluding amount included in net Interest expense)	3.17	1.29
Employer's contributions	131.29	52.19
Transfer in/(out) of assets	-	-
Net transfer in / (out) (and effect of any business combinations/ divestures/transfers	-	-
Benefits paid	(13.79)	(10.85)
Fair value of plan assets, end of the year	**247.86**	**118.62**

c) Amount recognized in the balance sheet consists of:

	For the year ended March 31, 2026	2025
Present value of defined benefit obligation	388.20	249.91
Fair value of plan assets	247.86	118.62
Net liability / (assets)	**140.34**	**131.29**

d) The amounts recognised in the Statement of Profit and Loss are as follows:

		For the year ended March 31, 2026	2025
Service Cost			
Current service cost		104.95	55.05
Past service cost		4.78	31.29
Total Service cost	(i)	**109.73**	**86.34**
Net interest cost			
Interest expense on Defined Benefit Obligation (DBO)		16.58	9.29
Interest (income) on plan assets		(8.57)	(5.05)
Total Interest cost	(ii)	**8.01**	**4.24**
Defined benefit cost included in Statement of Profit and Loss	**(iii) = (i+ii)**	**117.74**	**90.58**
Remeasurements recognised in other comprehensive income (OCI)			
Actuarial (gains) / losses on defined benefit obligation			
Due to changes in demographic assumptions		-	12.45
Due to changes in financial assumptions		(2.96)	0.81
Due to changes in experience adjustments		64.40	21.87
Return on plan assets (excl. interest income)		(3.17)	(1.29)
Total remeasurement in other comprehensive income (OCI)	**(iv)**	**58.27**	**33.84**
Total Defined benefit cost included in Statement of P&L and OCI	**(v) = (iii + iv)**	**176.01**	**124.42**

e) The fair value of the plan assets for India are as follows:

	As at March 31, 2026	2025
a) Insurer managed funds	247.86	118.62

f) Maturity Analysis of benefit payments

Projected Benefits Payable in Future Years From the Date of Reporting	As at March 31, 2026	2025
1st following year	83.86	47.08
2nd following year	61.25	32.30
3rd following year	55.41	33.29
4th following year	48.38	33.43
5th following year	41.04	30.08
Sum of years 6 To 10	131.89	94.12
Sum of years 11 and above	106.05	75.80

The estimates of future salary growth, factored in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. Such estimates are very long term and are not based on limited past experience / immediate future. Empirical evidence also suggests that in very long term, consistent high salary growth rates are not possible. The said estimates and assumptions have been relied upon by the auditors.

g) Sensitivity analysis

	For the year ended March 31, 2026	2025	2026	2025
Sensitivity Level	1% increase	1% increase	1% decrease	1% decrease
Impact on defined benefit obligation				
i) Discount Rate	(13.71)	(9.76)	15.01	10.71
ii) Future Salary Increases	14.49	10.48	(13.48)	(9.83)
iii) Employee Turnover	(6.02)	(4.59)	6.42	4.82

Note :

(i) The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

(ii) The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

(iii) Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the Balance Sheet.

(iv) There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

MSKA & ASSOCIATES LLP Chartered Accountants
SINGHI & CO. Chartered Accountants
CAPRI GLOBAL CAPITAL LIMITED

46. Leases

A. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

B. Group as a lessee

The Group's lease asset classes primarily consist of leases for premises. The Group assesses whether a contract contains a lease, at inception of a contract. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

C. The details of Right to use Asset of the Group are as follows:

Asset Class	**Leasehold Property As at March 31,**	
	2026	**2025**
Opening Balance as at March 31	**2,243.70**	**2,372.26**
Add: Additions during the year	990.12	346.95
Less: Deductions during the year on account of modification / termination of leases	(264.21)	(52.29)
Less: Depreciation	(506.71)	(423.22)
Closing Balance as at March 31	**2,462.90**	**2,243.70**

D Following is the movement in lease liabilities for the year

Opening Balance as at March 31	**2,589.03**	**2,591.66**
Add: Additions / modification during the year	957.72	309.80
Less: Deductions / modification during the year	(233.71)	(21.48)
Add: Interest Expense	370.02	327.57
Less: Lease Payments	(756.58)	(618.52)
Closing Balance as at March 31	**2,926.48**	**2,589.03**

E. Contractual maturities of lease liabilities on an undiscounted basis

Tenure	**As at March 31,**	
	2026	**2025**
Less than 1 year	786.93	710.07
1-3 years	1,377.30	1,128.69
3-5 years	1,314.13	1,070.02
More than 5 years	721.67	804.56
Total	**4,200.03**	**3,713.34**

F. Right-of-use Assets and Lease liabilities related expenses booked in Statement of Profit and Loss

	For the year ended March 31,	
	2026	**2025**
a. Depreciation on Right-of-use Assets	506.71	423.22
b. Interest on Lease liabilities	370.02	327.57
Total	**876.73**	**750.79**

G. Short term Leases (in Statement of Profit and Loss)

	For the year ended March 31,	
	2026	**2025**
a. Office premises / Branch offices	59.28	55.58
Total	**59.28**	**55.58**

H. Cash outflow of leases

	For the year ended March	
	2026	**2025**
a. Leasehold Property	756.58	618.52
Total	**756.58**	**618.52**

Notes:

(i) The Group has adequate liquidity for payment of lease liabilities. The Group regularly monitor and pays lease rentals on timely manner as per the terms of respective leave and license agreement.

(ii) The Group has right to extend lease term as per mutually agreed terms laid down in respective leave and license agreement. The Group takes into account effect of extended lease term while recording the lease assets and lease liabilities accordingly.

(Currency : Indian Rupees in millions)

47. Credit Risk
47.A MSME Loans

47.A.1 Credit quality of assets

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	43,003.30	-	-	**43,003.30**
Standard grade	1,930.06	-	-	**1,930.06**
Sub-standard grade	-	3,395.07	-	**3,395.07**
Past due but not impaired	-	-	-	**-**
Restructured	-	462.91	-	**462.91**
Credit Impaired	-	-	-	**-**
Non Performing				
Individually impaired	-	-	1,517.43	**1,517.43**
Gross exposure (A)	**44,933.36**	**3,857.98**	**1,517.43**	**50,308.77**
Less: ECL (B)	407.24	671.39	696.22	**1,774.85**
Net exposure (C) = (A - B)	**44,526.12**	**3,186.59**	**821.21**	**48,533.92**

As at March 31, 2025

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	35,698.38	-	-	**35,698.38**
Standard grade	1,973.06	-	-	**1,973.06**
Sub-standard grade	-	2,757.83	-	**2,757.83**
Past due but not impaired	-	-	-	**-**
Restructured	-	646.85	-	**646.85**
Credit Impaired	-	-	-	**-**
Non Performing				
Individually impaired	-	-	1,715.96	**1,715.96**
Gross exposure (A)	**37,671.44**	**3,404.68**	**1,715.96**	**42,792.08**
Less: ECL (B)	211.02	408.41	838.66	**1,458.09**
Net exposure (C) = (A - B)	**37,460.42**	**2,996.27**	**877.30**	**41,333.99**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

47.A.2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**37,671.44**	**3,404.68**	**1,715.96**	**42,792.08**
New Assets Originated or Purchased	18,607.62	156.69	125.02	**18,889.33**
Assets derecognised or repaid (excluding write offs)	(9,471.80)	(801.29)	(882.83)	**(11,155.92)**
Transfer to Stage 1	596.68	(441.63)	(155.05)	**-**
Transfer to Stage 2	(1,840.44)	1,916.29	(75.85)	**-**
Transfer to Stage 3	(622.38)	(346.57)	968.95	**-**
Amounts written off *	(7.76)	(30.19)	(178.77)	**(216.72)**
Gross carrying amount closing balance	**44,933.36**	**3,857.98**	**1,517.43**	**50,308.77**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

As at March 31, 2025

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	36,864.78	3,238.21	1,678.84	**41,781.83**
New Assets Originated or Purchased	13,130.08	100.21	133.61	**13,363.90**
Assets derecognised or repaid (excluding write offs)	(10,623.69)	(733.17)	(887.92)	**(12,244.78)**
Transfer to Stage 1	623.99	(495.56)	(128.43)	**-**
Transfer to Stage 2	(1,623.69)	1,735.82	(112.13)	**(0.00)**
Transfer to Stage 3	(689.04)	(430.10)	1,119.14	**-**
Amounts written off *	(10.99)	(10.73)	(87.15)	**(108.87)**
Gross carrying amount closing balance	**37,671.44**	**3,404.68**	**1,715.96**	**42,792.08**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

47. Credit Risk
47.A MSME Loans

47.A.3 Reconciliation of ECL balance is given below

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	211.02	408.41	838.66	1,458.09
New Assets Originated or Purchased	265.47	121.66	37.31	424.44
Assets derecognised or repaid (excluding write offs)	(50.26)	(89.81)	(291.57)	(431.64)
Transfer to Stage 1	12.02	(46.73)	(58.28)	(92.99)
Transfer to Stage 2	(25.16)	335.39	(34.60)	275.63
Transfer to Stage 3	(5.09)	(41.17)	457.29	411.03
Amounts written off	(0.76)	(16.36)	(252.59)	(269.71)
ECL Allowance - Closing Balance	**407.24**	**671.39**	**696.22**	**1,774.85**

As at March 31, 2025

	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	197.27	507.34	766.94	1,471.55
New Assets Originated or Purchased	94.59	13.46	162.78	270.83
Assets derecognised or repaid (excluding write offs)	(54.35)	(139.98)	(295.68)	(490.01)
Transfer to Stage 1	8.19	(74.95)	(48.85)	(115.61)
Transfer to Stage 2	(19.83)	185.91	(45.21)	120.87
Transfer to Stage 3	(14.44)	(73.26)	416.90	329.20
Amounts written off	(0.41)	(10.11)	(118.22)	(128.74)
ECL Allowance - Closing Balance	**211.02**	**408.41**	**838.66**	**1,458.09**

Note: The movement of ECL balance is due to transfer among the stages

47.A.4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying securities for the assets secured by tangible assets - Properties.

47.A.5 Reconciliation with Note No.7 :

	As at March 31, 2026	As at March 31, 2025
Gross advances as per Note No. 47.A.1	**50,308.77**	**42,792.08**
Reconciliation		
Co lending adjustment	(23.94)	(16.66)
Unamortised fees	(317.83)	(286.71)
Others	(305.68)	(30.86)
Gross advances as per Note No. 7	**49,661.32**	**42,457.85**

(Currency : Indian Rupees in millions)

47. Credit Risk

47.B Construction Finance Loans

47.B.1 Credit quality of assets

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	60,652.73	-	-	60,652.73
Standard grade	-	-	-	-
Sub-standard grade	-	498.47	-	498.47
Past due but not impaired	-	-	-	-
Restructured	-	-	-	-
Non Performing				
Individually impaired	-	-	152.76	152.76
Gross exposure (A)	**60,652.73**	**498.47**	**152.76**	**61,303.96**
Less: ECL (B)	451.66	108.42	76.38	**636.46**
Net exposure (C) = (A - B)	**60,201.07**	**390.05**	**76.38**	**60,667.50**

As at March 31, 2025

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	38,673.38	-	-	38,673.38
Standard grade	2,527.33	-	-	2,527.33
Sub-standard grade	-	862.43	-	862.43
Past due but not impaired	-	-	-	-
Restructured	-	-	-	-
Non Performing				
Individually impaired	-	-	76.33	76.33
Gross exposure (A)	**41,200.71**	**862.43**	**76.33**	**42,139.47**
Less: ECL (B)	124.01	111.81	38.20	**274.02**
Net exposure (C) = (A - B)	**41,076.70**	**750.62**	**38.13**	**41,865.45**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

47.B.2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**41,200.71**	**862.43**	**76.33**	**42,139.47**
New Assets Originated or Purchased	37,108.98	29.25	-	**37,138.23**
Assets derecognised or repaid (excluding write offs)	(17,606.59)	(284.09)	(83.06)	**(17,973.74)**
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	(50.37)	50.37	-	-
Transfer to Stage 3	-	(159.49)	159.49	-
Amounts written off *	-	-	-	-
Gross carrying amount closing balance	**60,652.73**	**498.47**	**152.76**	**61,303.96**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

As at March 31, 2025

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	25,459.85	503.45	249.49	**26,212.79**
New Assets Originated or Purchased	26,547.20	107.73	-	**26,654.93**
Assets derecognised or repaid (excluding write offs)	(10,070.06)	(222.78)	(70.44)	**(10,363.28)**
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	(607.05)	607.05	-	-
Transfer to Stage 3	(129.23)	-	129.23	-
Amounts written off *	-	(133.02)	(231.95)	**(364.97)**
Gross carrying amount closing balance	**41,200.71**	**862.43**	**76.33**	**42,139.47**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

47. Credit Risk
47.B Construction Finance Loans

47.B.3 Reconciliation of ECL balance is given below

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	124.01	111.81	38.20	274.02
New Assets Originated or Purchased	378.90	85.28	-	464.18
Assets derecognised or repaid (excluding write offs)	(51.24)	(7.66)	(38.20)	(97.10)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	(0.01)	0.05	-	0.04
Transfer to Stage 3	-	(81.06)	76.38	(4.68)
Amounts written off	-	-	-	-
ECL Allowance - Closing Balance	**451.66**	**108.42**	**76.38**	**636.46**

As at March 31, 2025

	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	150.91	48.87	200.85	400.63
New Assets Originated or Purchased	69.70	1.21	-	70.91
Assets derecognised or repaid (excluding write offs)	(92.19)	(2.72)	(9.72)	(104.63)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	(3.78)	94.81	-	91.03
Transfer to Stage 3	(0.63)	-	38.20	37.57
Other movements (on account of change in EAD)	-	-	-	-
Amounts written off	-	(30.36)	(191.13)	(221.49)
ECL Allowance - Closing Balance	**124.01**	**111.81**	**38.20**	**274.02**

Note: The movement of ECL balance is due to transfer among the stages

47.B.4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying securities for the assets secured by tangible assets - Properties

47.B.5 Reconciliation with Note No.7 :

	As at March 31, 2026	As at March 31, 2025
Gross advances as per Note No. 47.B.1	**61,303.96**	**42,139.47**
Reconciliation		
Unamortised fees	(1,018.45)	(805.27)
Gross advances as per Note No. 7	**60,285.51**	**41,334.20**







(Currency : Indian Rupees in millions)

47. Credit Risk
47.C Gold Loans

47.C.1 Credit quality of assets

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	1,10,773.08	-	-	**1,10,773.08**
Standard grade	2,924.04	-	-	**2,924.04**
Sub-standard grade	-	1,481.52	-	**1,481.52**
Past due but not impaired	-	483.44	-	**483.44**
Restructured	-	-	-	**-**
Non Performing				
Individually impaired	-	-	298.52	**298.52**
Gross exposure (A)	**1,13,697.12**	**1,964.96**	**298.52**	**1,15,960.60**
Less: ECL (B)	485.31	9.71	74.41	**569.43**
Net exposure (C) = (A - B)	**1,13,211.81**	**1,955.25**	**224.11**	**1,15,391.17**

As at March 31, 2025

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	48,001.55	-	-	**48,001.55**
Standard grade	3,738.01	-	-	**3,738.01**
Sub-standard grade	-	2,323.08	-	**2,323.08**
Past due but not impaired	-	1,098.21	-	**1,098.21**
Restructured	-	-	-	**-**
Non Performing				
Individually impaired	-	-	451.81	**451.81**
Gross exposure (A)	**51,739.56**	**3,421.29**	**451.81**	**55,612.66**
Less: ECL (B)	282.27	21.30	71.09	**374.66**
Net exposure (C) = (A - B)	**51,457.29**	**3,399.99**	**380.72**	**55,238.00**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

47.C.2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**51,739.56**	**3,421.29**	**451.81**	**55,612.66**
New Assets Originated or Purchased	1,11,675.53	1,773.58	198.10	**1,13,647.21**
Assets derecognised or repaid (excluding write offs)	(49,440.44)	(3,435.31)	(413.23)	**(53,288.98)**
Transfer to Stage 1	28.39	(27.66)	(0.73)	**-**
Transfer to Stage 2	(248.68)	248.88	(0.20)	**(0.00)**
Transfer to Stage 3	(54.58)	(14.72)	69.30	**-**
Amounts written off *	(2.66)	(1.10)	(6.53)	**(10.29)**
Gross carrying amount closing balance	**1,13,697.12**	**1,964.96**	**298.52**	**1,15,960.60**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

As at March 31, 2025

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**26,874.09**	**1,093.40**	**268.19**	**28,235.68**
New Assets Originated or Purchased	51,546.75	3,189.69	375.56	**55,112.00**
Assets derecognised or repaid (excluding write offs)	(26,329.74)	(1,114.62)	(266.04)	**(27,710.40)**
Transfer to Stage 1	1.31	(1.19)	(0.12)	**0.00**
Transfer to Stage 2	(265.79)	266.00	(0.21)	**(0.00)**
Transfer to Stage 3	(80.76)	(6.78)	87.54	**-**
Amounts written off *	(6.30)	(5.21)	(13.11)	**(24.62)**
Gross carrying amount closing balance	**51,739.56**	**3,421.29**	**451.81**	**55,612.66**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

MSKA & ASSOCIATES LLP Chartered Accountants

SINGHI & CO. Chartered Accountants

CAPRI GLOBAL CAPITAL LIMITED

47. Credit Risk
47.C Gold Loans

47.C.3 Reconciliation of ECL balance is given below

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	282.27	21.30	71.09	**374.66**
New Assets Originated or Purchased	475.83	8.85	26.22	**510.90**
Assets derecognised or repaid (excluding write offs)	(267.09)	(14.51)	(35.00)	**(316.60)**
Transfer to Stage 1	0.11	(0.10)	(0.05)	**(0.04)**
Transfer to Stage 2	(1.47)	0.81	(0.01)	**(0.67)**
Transfer to Stage 3	(4.02)	(5.76)	15.49	**5.71**
Amounts written off	(0.32)	(0.88)	(3.33)	**(4.53)**
ECL Allowance - Closing Balance	**485.31**	**9.71**	**74.41**	**569.43**

As at March 31, 2025

	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	148.65	4.17	30.21	**183.03**
New Assets Originated or Purchased	281.30	19.12	52.74	**353.16**
Assets derecognised or repaid (excluding write offs)	(145.55)	(4.07)	(24.45)	**(174.07)**
Transfer to Stage 1	-	(0.01)	(0.01)	**(0.02)**
Transfer to Stage 2	(1.63)	2.16	(0.01)	**0.52**
Transfer to Stage 3	(0.45)	(0.03)	17.90	**17.42**
Other movements (on account of change in EAD)	-	-	-	**-**
Amounts written off	(0.05)	(0.04)	(5.29)	**(5.38)**
ECL Allowance - Closing Balance	**282.27**	**21.30**	**71.09**	**374.66**

Note: The movement of ECL balance is due to transfer among the stages

47.C.4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying for the term loans secured by tangible assets are Gold Jewelleries

47.C.5 Reconciliation with Note No.7 :

	As at March 31, 2026	As at March 31, 2025
Gross advances as per Note No. 47.C.1	**1,15,960.60**	**55,612.66**
Reconciliation		
Co lending adjustment	(0.65)	1.02
Unamortised fees	(83.65)	(40.85)
Others	(1,011.85)	(569.23)
Gross advances as per Note No. 7	**1,14,864.45**	**55,003.60**

47. Credit Risk
47.D Indirect Retail Lending (IRL)

47.D.1 Credit quality of assets

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	164.23	-	-	164.23
Standard grade	-	-	-	-
Sub-standard grade	-	-	-	-
Past due but not impaired	-	-	-	-
Restructured	-	-	-	-
Non Performing				
Individually impaired	-	-	4.61	4.61
Gross exposure (A)	**164.23**	-	**4.61**	**168.84**
Less: ECL (B)	0.66	-	2.31	**2.97**
Net exposure (C) = (A - B)	**163.57**	-	**2.30**	**165.87**

As at March 31, 2025

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	1,766.97	-	-	1,766.97
Standard grade	-	-	-	-
Sub-standard grade	-	-	-	-
Past due but not impaired	-	-	-	-
Restructured	-	-	-	-
Non Performing				
Individually impaired	-	-	-	-
Gross exposure (A)	**1,766.97**	-	-	**1,766.97**
Less: ECL (B)	0.73	-	-	**0.73**
Net exposure (C) = (A - B)	**1,766.24**	-	-	**1,766.24**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

47.D.2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**1,766.97**	-	-	**1,766.97**
New Assets Originated or Purchased	0.04	-	-	**0.04**
Assets derecognized or repaid (excluding write offs)	(1,593.96)	-	(4.21)	**(1,598.17)**
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	(8.82)	-	8.82	-
Amounts written off *	-	-	-	-
Gross carrying amount closing balance	**164.23**	-	**4.61**	**168.84**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

As at March 31, 2025

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**4,027.05**	-	-	**4,027.05**
New Assets Originated or Purchased	1,279.70	-	-	**1,279.70**
Assets derecognised or repaid (excluding write offs)	(3,539.78)	-	-	**(3,539.78)**
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off *	-	-	-	-
Gross carrying amount closing balance	**1,766.97**	-	-	**1,766.97**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

47. Credit Risk
47.D Indirect Retail Lending (IRL)

47.D.3 Reconciliation of ECL balance is given below

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	0.73	-	-	0.73
New Assets Originated or Purchased	0.37	-	-	0.37
Assets derecognised or repaid (excluding write offs)	(0.44)	-	-	(0.44)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	2.31	2.31
Amounts written off	-	-	-	-
ECL Allowance - Closing Balance	**0.66**	**-**	**2.31**	**2.97**

As at March 31, 2025

	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	11.93	-	-	11.93
New Assets Originated or Purchased	0.40	-	-	0.40
Assets derecognised or repaid (excluding write offs)	(11.60)	-	-	(11.60)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
ECL Allowance - Closing Balance	**0.73**	**-**	**-**	**0.73**

Note: The movement of ECL balance is due to transfer among the stages

47.D.4 Details of collateral received against loan portfolio :
Nature of security against advances :
Underlying securities for the assets secured by book debts.

47.D.5 Reconciliation with Note No.7 :

	As at March 31, 2026	As at March 31, 2025
Gross advances as per Note No. 47.D.1	**168.84**	**1,766.97**
Reconciliation		
Unamortised fees	0.49	(2.64)
Others	-	0.31
Gross advances as per Note No. 7	**169.33**	**1,764.64**

47. Credit Risk
47.E Unsecured Business Loan

47.E.1 Credit quality of assets

As at March 31, 2026

Particulars		Stage I	Stage II	Stage III	Total
Internal rating grade #					
Performing					
High grade		0.28	-	-	**0.28**
Standard grade		-	-	-	-
Sub-standard grade		-	-	-	-
Past due but not impaired		-	-	-	-
Restructured		-	-	-	-
Non Performing					
Individually impaired		-	-	-	-
Gross exposure	**(A)**	**0.28**	-	-	**0.28**
Less: ECL	**(B)**	0.17	-	-	**0.17**
Net exposure	**(C) = (A - B)**	**0.11**	-	-	**0.11**

As at March 31, 2025

Particulars		Stage I	Stage II	Stage III	Total
Internal rating grade #					
Performing					
High grade		134.58	-	-	**134.58**
Standard grade		61.21	-	-	**61.21**
Sub-standard grade		-	58.10	-	**58.10**
Past due but not impaired		-	0.71	-	**0.71**
Restructured		-	-	-	-
Non Performing					
Individually impaired		-	-	-	-
Gross exposure	**(A)**	**195.79**	**58.81**	-	**254.60**
Less: ECL	**(B)**	2.19	2.58	-	**4.77**
Net exposure	**(C) = (A - B)**	**193.60**	**56.23**	-	**249.83**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

47.E.2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**195.79**	**58.81**	-	**254.60**
New Assets Originated or Purchased	0.28	-	-	**0.28**
Assets derecognised or repaid (excluding write offs)	(165.83)	(30.24)	-	**(196.07)**
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off *	(29.96)	(28.57)	-	**(58.53)**
Gross carrying amount closing balance	**0.28**	-	-	**0.28**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

47.E.2

As at March 31, 2025

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	478.74	-	-	**478.74**
New Assets Originated or Purchased	101.79	25.26	-	**127.05**
Assets derecognised or repaid (excluding write offs)	(299.56)	(51.63)	-	**(351.19)**
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	(85.18)	85.18	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off *	-	-	-	-
Gross carrying amount closing balance	**195.79**	**58.81**	-	**254.60**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

47. Credit Risk
47.E Unsecured Business Loan

47.E.3 Reconciliation of ECL balance is given below

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	2.19	2.58	-	4.77
New Assets Originated or Purchased	0.17	-	-	0.17
Assets derecognised or repaid (excluding write offs)	(0.75)	(0.57)	-	(1.32)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off	(1.44)	(2.01)	-	(3.45)
ECL Allowance - Closing Balance	**0.17**	-	-	**0.17**

As at March 31, 2025

	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	4.75	-	-	4.75
New Assets Originated or Purchased	1.69	1.44	-	3.13
Assets derecognised or repaid (excluding write offs)	(3.40)	-	-	(3.40)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	(0.85)	1.14	-	0.29
Transfer to Stage 3	-	-	-	-
Other movements (on account of change in EAD)	-	-	-	-
Amounts written off	-	-	-	-
ECL Allowance - Closing Balance	**2.19**	**2.58**	-	**4.77**

Note: The movement of ECL balance is due to transfer among the stages

47.E.4 #Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

47.E.4 Details of collateral received against loan portfolio :
Nature of security against advances : Unsecured advances

47.E.5 Reconciliation with Note No.7 :

	As at March 31, 2026	As at March 31, 2025
Gross advances as per Note No. 47.E.1	**0.28**	**254.60**
Reconciliation		
Unamortised fees	-	(0.14)
Others	-	-
Gross advances as per Note No. 7	**0.28**	**254.46**

47. Credit Risk
47.F Home Loans

47.F.1 Credit quality of assets

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	56,707.42	-	-	**56,707.42**
Standard grade	1,381.83	-	-	**1,381.83**
Sub-standard grade	-	1,856.39	-	**1,856.39**
Past due but not impaired	-	-	-	-
Restructured	-	37.77	-	**37.77**
Credit Impaired				
Non Performing				
Individually impaired	-	-	669.92	**669.92**
Gross exposure (A)	**58,089.25**	**1,894.16**	**669.92**	**60,653.33**
Less: ECL (B)	231.04	178.08	239.70	**648.82**
Net exposure (C) = (A - B)	**57,858.21**	**1,716.08**	**430.22**	**60,004.51**

As at March 31, 2025

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	42,100.55	-	-	**42,100.55**
Standard grade	1,122.11	-	-	**1,122.11**
Sub-standard grade	-	1,324.50	-	**1,324.50**
Past due but not impaired	-	-	-	-
Restructured	-	48.37	-	**48.37**
Credit Impaired				
Non Performing				
Individually impaired	-	-	622.88	**622.88**
Gross exposure (A)	**43,222.66**	**1,372.87**	**622.88**	**45,218.41**
Less: ECL (B)	158.38	158.52	248.79	**565.69**
Net exposure (C) = (A - B)	**43,064.28**	**1,214.35**	**374.09**	**44,652.72**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

47.F.2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**43,222.66**	**1,372.87**	**622.88**	**45,218.41**
New Assets Originated or Purchased	26,747.10	29.17	11.84	**26,788.11**
Assets derecognised or repaid (excluding write offs)	(10,893.66)	(143.76)	(193.30)	**(11,230.72)**
Transfer to Stage 1	350.00	(242.60)	(107.40)	-
Transfer to Stage 2	(1,044.02)	1,074.09	(30.07)	**(0.00)**
Transfer to Stage 3	(280.18)	(186.94)	467.12	-
Amounts written off *	(12.65)	(8.67)	(101.15)	**(122.47)**
Gross carrying amount closing balance	**58,089.25**	**1,894.16**	**669.92**	**60,653.33**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group

As at March 31, 2025

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	35,875.23	1,151.79	464.29	**37,491.31**
New Assets Originated or Purchased	17,099.36	48.20	14.76	**17,162.32**
Assets derecognised or repaid (excluding write offs)	(9,009.41)	(154.60)	(188.64)	**(9,352.65)**
Transfer to Stage 1	315.51	(257.90)	(57.61)	-
Transfer to Stage 2	(772.97)	792.06	(19.09)	**(0.00)**
Transfer to Stage 3	(279.84)	(189.21)	469.05	-
Amounts written off *	(5.22)	(17.47)	(59.88)	**(82.57)**
Gross carrying amount closing balance	**43,222.66**	**1,372.87**	**622.88**	**45,218.41**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group

47. Credit Risk
47.F Home Loans

47.F.3 Reconciliation of ECL balance is given below

As at March 31, 2026

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	158 38	158 52	248 79	**565.69**
New Assets Originated or Purchased	86 25	2 69	3 77	**92.71**
Assets derecognised or repaid (excluding write offs)	0 15	(27 30)	(14 28)	**(41.43)**
Transfer to Stage 1	4 35	(27 41)	(37 42)	**(60.48)**
Transfer to Stage 2	(14 48)	97 17	(10 48)	**72.21**
Transfer to Stage 3	(3 10)	(20 24)	149 76	**126.42**
Amounts written off	(0 51)	(5 35)	(100 44)	**(106.30)**
ECL Allowance - Closing Balance	**231.04**	**178.08**	**239.70**	**648.82**

As at March 31, 2025

	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	**105.05**	**185.45**	**204.44**	**494.94**
New Assets Originated or Purchased	85.25	3.34	8.81	**97.40**
Assets derecognised or repaid (excluding write offs)	(27.26)	(37.26)	(25.15)	**(89.67)**
Transfer to Stage 1	4.47	(40.81)	(23.13)	**(59.47)**
Transfer to Stage 2	(6.97)	85.27	(7.72)	**70.58**
Transfer to Stage 3	(1.95)	(28.36)	175.05	**144.74**
Amounts written off	(0.21)	(9.11)	(83.51)	**(92.83)**
ECL Allowance - Closing Balance	**158.38**	**158.52**	**248.79**	**565.69**

Note: The movement of ECL balance is due to transfer among the stages

47.F.4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying securities for the assets secured by tangible assets - Properties

47.F.5 Reconciliation with Note No.7 :

	As at March 31, 2026	As at March 31, 2025
Gross advances as per Note No. 47.F.1	**60,653.33**	**45,218.41**
Reconciliation		
Co lending adjustment	(0.69)	(0.06)
Unamortised fees	(254.58)	(235.51)
Others	(255.44)	(624.89)
Gross advances as per Note No. 7	**60,142.62**	**44,357.95**

(Currency : Indian Rupees in millions)

48. Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. They have been classified to mature and/or be repaid within 12 months. With regards to loans and advances to customers, the Group uses the same basis of expected repayment as used for estimating the EIR.

Particulars	As at March 31, 2026			As at March 31, 2025		
ASSETS	**Within 12 months**	**After 12 months**	**Total**	**Within 12 months**	**After 12 months**	**Total**
Financial assets						
Cash and cash equivalents	20,818.11	-	20,818.11	15,065.47	-	15,065.47
Bank Balances other than cash and cash equivalents	303.44	107.50	410.94	113.14	133.44	246.58
Derivative financial instruments	883.84	-	883.84	-	-	-
Trade receivables	326.72	-	326.72	587.81	-	587.81
Other receivables	231.75	-	231.75	281.72	-	281.72
Loans	71,655.18	2,09,844.03	2,81,499.21	65,170.63	1,17,344.26	1,82,514.89
Investments	11,752.49	608.51	12,361.00	1,393.86	210.31	1,604.17
Other financial assets	1,655.00	2,187.93	3,842.93	1,580.94	458.88	2,039.82
Total financial assets	**1,07,626.53**	**2,12,747.97**	**3,20,374.50**	**84,193.57**	**1,18,146.89**	**2,02,340.46**
Non-Financial assets						
Current tax assets (net)	-	267.00	267.00	-	442.69	442.69
Deferred tax assets (net)	-	822.31	822.31	-	847.44	847.44
Property, plant and equipment	-	3,391.58	3,391.58	-	2,978.65	2,978.65
Capital work-in-progress	1.51	-	1.51	1.15	-	1.15
Intangible assets under development	27.18	-	27.18	29.53	-	29.53
Other intangible assets	-	222.36	222.36	-	435.60	435.60
Other non-financial assets	990.11	663.41	1,653.52	966.20	287.17	1,253.37
Total non financial assets	**1,018.80**	**5,366.66**	**6,385.46**	**996.88**	**4,991.55**	**5,988.43**
Total Assets	**1,08,645.33**	**2,18,114.63**	**3,26,759.96**	**85,190.45**	**1,23,138.44**	**2,08,328.89**
LIABILITIES						
Financial liabilities						
Derivative financial instruments	-	-	-	556.84	-	556.84
Payables						
-Trade payables	1,271.07	-	1,271.07	1,024.31	0.96	1,025.27
-Other payables	1,760.31	-	1,760.31	626.69	-	626.69
Debt securities	13,249.79	9,483.42	22,733.21	3,386.57	1,700.00	5,086.57
Borrowings (other than debt securities)	60,290.86	1,58,096.91	2,18,387.77	38,731.50	1,11,950.04	1,50,681.54
Other financial liabilities	7,312.58	2,104.41	9,416.99	4,256.55	1,944.70	6,201.25
Total financial liabilities	**83,884.61**	**1,69,684.74**	**2,53,569.35**	**48,582.46**	**1,15,595.70**	**1,64,178.16**
Non-financial liabilities						
Current tax liability	387.46	-	387.46	411.90	-	411.90
Provisions	185.02	163.16	348.18	303.51	154.39	457.90
Other non financials liabilities	369.48	50.69	420.17	239.96	-	239.96
Total non-financial liabilities	**941.96**	**213.85**	**1,155.81**	**955.37**	**154.39**	**1,109.76**
Total liabilities	**84,826.57**	**1,69,898.59**	**2,54,725.16**	**49,537.83**	**1,15,750.09**	**1,65,287.92**
Net assets	**23,818.76**	**48,216.04**	**72,034.80**	**35,652.62**	**7,388.35**	**43,040.97**

Classification of assets and liabilities under the maturity buckets is based on the same estimates and assumptions as used by the Group for compiling the return submitted to the RBI. The above is based on the information available with the Group which has been relied upon by the auditors.

MSKA & ASSOCIATES LLP Chartered Accountants

SINGHI & CO. Chartered Accountants

CAPRI GLOBAL CAPITAL LIMITED

49. Capital Management

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Group. The Group determines the amount of capital required on the basis of annual operating plans and other strategic investment plans. The funding requirements if any will be met through bank borrowings and equity if the need arise.

The primary objectives of the Group's capital management policies are to ensure that the Group complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholders value. The Group manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. Capital Management, objectives and processes are under constant review by the Board.

50. Change in liabilities arising from financing activities

FY 2025-26	As at April 01, 2025	Cash flows	Foreign exchange fluctuation (Non Cash)	Other -non cash*	As at March 31, 2026
Debt Securities	5,086.57	17,670.00	-	(23.36)	**22,733.21**
Borrowings other than debt securities	1,50,681.54	67,535.94	945.00	(774.71)	**2,18,387.77**
Lease liability	2,589.03	756.58	-	(419.13)	**2,926.48**
Total liabilities from financing activities	**1,58,357.14**	**85,962.52**	**945.00**	**(1,217.20)**	**2,44,047.46**

FY 2024-25	As at April 01, 2024	Cash flows	Foreign exchange fluctuation (Non Cash)	Other -non cash*	As at March 31, 2025
Debt Securities	1,521.65	3,650.00	-	(85.08)	**5,086.57**
Borrowings other than debt securities	1,02,547.48	48,267.41	(482.08)	348.73	**1,50,681.54**
Lease liability	2,591.66	618.52	-	(621.15)	**2,589.03**
Total liabilities from financing activities	**1,06,660.79**	**52,535.93**	**(482.08)**	**(357.50)**	**1,58,357.14**

*includes the effect of amortisation of borrowing cost, interest accrued on borrowings, conversation factor of derivative instruments.

51. Fair value measurements

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Group determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method, market comparable method, recent transactions happened in the Group and other valuation models

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, regardless of whether that price is directly observable or estimated using a valuation technique.

Ind AS 107, 'Financial Instrument - Disclosure' requires classification of the valuation method of financial instruments measured at fair value in the balance Sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to un-adjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair-value-hierarchy under Ind AS 107 are described below:

51.A Financial instruments by category

51.A.1 As at March 31, 2026

Particulars	FVTPL	Amortised cost	FVTOCI	Total Carrying Value	Fair Value
Financial assets					
Investments					
- Mutual funds	3,002.92	-	-	3,002.92	3,002.92
- Debt Instrument	5,621.99	-	-	5,621.99	5,621.99
- Equity instruments	19.01	-	-	19.01	19.01
- Security Receipt	608.51	-	-	608.51	-
- Investments in Govt Securities	3,108.57	-	-	3,108.57	3,108.57
Trade receivables	-	326.72	-	326.72	-
Other receivables	-	231.75	-	231.75	-
Loans	-	2,74,096.92	7,402.29	2,81,499.21	-
Cash and cash equivalents	-	20,818.11	-	20,818.11	-
Bank Balances other than above	-	410.94	-	410.94	-
Derivative financial instruments	-	-	883.84	883.84	883.84
Other financial Assets	-	3,842.93	-	3,842.93	-
Total financial assets	**12,361.00**	**2,99,727.37**	**8,286.13**	**3,20,374.50**	**12,636.33**
Financial liabilities					
Derivative financial instruments	-	-	-	-	-
Borrowings (including Debt Securities)	-	2,41,120.98	-	2,41,120.98	-
Trade payables and Other payables	-	3,031.38	-	3,031.38	-
Other financial liabilities	-	9,416.99	-	9,416.99	-
Total financial liabilities	**-**	**2,53,569.35**	**-**	**2,53,569.35**	**-**

51.A.2 As at March 31, 2025

Particulars	FVTPL	Amortised cost	FVTOCI	Total Carrying Value	Fair Value
Financial assets					
Investments					
- Mutual funds	500.75	-	-	500.75	500.75
- Equity instruments	599.30	-	-	599.30	599.30
- Debt Instrument	293.81	-	-	293.81	293.81
- Security Receipt	-	210.31	-	210.31	-
Derivative financial instruments	-	-	-	-	
Trade receivables	-	587.81	-	587.81	-
Other receivables	-	281.72	-	281.72	-
Loans	-	1,82,514.89	2,417.55	1,82,514.89	-
Cash and cash equivalents	-	15,065.47	-	15,065.47	-
Bank Balances other than above	-	246.58	-	246.58	-
Other financial Assets	-	2,039.82	-	2,039.82	-
Total financial assets	**1,393.86**	**2,00,946.60**	**2,417.55**	**2,02,340.46**	**1,393.86**
Financial liabilities					
Derivative financial instruments	-	-	556.84	556.84	556.84
Borrowings (including Debt Securities)	-	1,55,768.11	-	1,55,768.11	-
Trade payables	-	1,651.96	-	1,651.96	-
Other financial liabilities	-	6,201.25	-	6,201.25	-
Total financial liabilities	**-**	**1,63,621.32**	**556.84**	**1,64,178.16**	**556.84**

51.B Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the- counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. The mutual funds are valued using the closing NAV.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Short-term financial assets and liabilities: For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include cash and cash equivalents, trade receivables, balances other than cash and cash equivalents and trade payables without a specific maturity.

51.B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements

As at March 31, 2026	Carrying Amount	Fair Value			Total
		Level 1	Level 2	Level 3	
Financial assets					
Financial Investments at FVTPL					
Listed equity investments	19.01	19.01	-	-	19.01
Mutual funds	3,002.92	-	3,002.92	-	3,002.92
Debt Instrument	5,621.99	-	5,621.99	-	5,621.99
Investments in Govt Securities	3,108.57	-	3,108.57	-	3,108.57
Derivative financial instruments	883.84	-	883.84	-	883.84
Security Receipt	608.51	-	-	608.51	608.51
Loans at FVTOCI					
Loans	7,402.29	-	7,402.29	-	7,402.29
Total financial assets	**20,647.13**	**19.01**	**20,019.61**	**608.51**	**20,647.13**
Financial liabilities					
Derivative financial instruments	-	-	-	-	-
Total financial liabilities	**-**	**-**	**-**	**-**	**-**

As at March 31, 2025	Carrying Amount	Fair Value			Total
		Level 1	Level 2	Level 3	
Financial assets					
Financial Investments at FVTPL					
Listed equity investments	599.30	599.30	-	-	599.30
Mutual funds	500.75	-	500.75	-	500.75
Debt Instrument	293.81	-	293.81	-	293.81
Derivative financial instruments	-	-	-	-	-
Security Receipt	210.31	-	-	210.31	210.31
Loans at FVTOCI					
Loans	2,417.55	-	2,417.55		2,417.55
Total financial assets	**4,021.72**	**599.30**	**3,212.11**	**210.31**	**4,021.72**
Financial liabilities					
Derivative financial instruments	556.84	-	556.84	-	556.84
Total financial liabilities	**556.84**	**-**	**556.84**	**-**	**556.84**

51.B.2 Assets and liabilities which are measured at amortised cost for which fair values are disclosed

As at March 31, 2026	Carrying Amount	Fair Value			Total Fair Value
		Level 1	Level 2	Level 3	
Financial assets					
Cash and cash equivalents	20,818.11	-	-	-	20,818.11
Bank Balance other than above	410.94	-	-	-	410.94
Trade Receivable	326.72	-	-	-	326.72
Other Receivable	231.75	-	-	-	231.75
Loans					
Loans to employees	8.40	-	-	-	8.40
Loans - SME,CF,IRL,HL,GL&UBL etc.	2,77,721.22	-	-	2,82,033.93	2,82,033.93
Derivative financial instruments	-	-	-	-	-
Other financial assets	3,842.93	-	-	-	3,842.93
Total financial assets	**3,03,360.07**	**-**	**-**	**2,82,033.93**	**3,07,672.78**
Financial Liabilities					
Trade Payable	3,031.38	-	-	-	3,031.38
Debt Securities	22,733.21	-	22,733.21	-	22,733.21
Borrowings other than Debt Securities	2,18,387.77	-	-	2,18,387.77	2,18,387.77
Other Financial Liabilities	9,416.99	-	-	-	9,416.99
Total financial liabilities	**2,53,569.35**	**-**	**22,733.21**	**2,18,387.77**	**2,53,569.35**

As at March 31, 2025	Carrying Amount	Fair Value			Total Fair Value
		Level 1	Level 2	Level 3	
Financial assets					
Cash and cash equivalents	15,065.47	-	-	-	15,065.47
Bank Balance other than above	246.58	-	-	-	246.58
Trade Receivable	587.81	-	-	-	587.81
Other Receivable	281.72	-	-	-	281.72
Loans					
Loans to employees	20.15	-	-	-	20.15
Loans - SME,CF,IRL,GL&HL	1,85,172.70	-	-	1,64,019.71	1,64,019.71
Other financial assets	2,039.82	-	-	-	2,039.82
Total financial assets	**2,03,414.25**	**-**	**-**	**1,64,019.71**	**1,82,261.26**
Financial Liabilities					
Trade Payable	1,651.96	-	-	-	1,651.96
Debt Securities	5,086.57	-	5,086.57	-	5,086.57
Borrowings other than Debt Securities	1,50,681.54	-	-	1,50,681.54	1,50,681.54
Other Financial Liabilities	6,201.25	-	-	-	6,201.25
Total financial liabilities	**1,63,621.32**	**-**	**5,086.57**	**1,50,681.54**	**1,63,621.32**

52. Risk Disclosures

Group's risk is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities. The Group is exposed to credit risk, liquidity risk and interest rate risk. It is the Group's policy to ensure that a robust risk awareness is embedded in its organizational risk culture.

52.A Credit risk

Credit risk is the risk that the Group will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties.

52.A.1 Impairment assessment

a) Exposure at Default

The Exposure at Default (EAD) is an estimate of the exposure at a future default date including the undrawn commitments. EAD is taken as the gross exposure under a facility upon default of an obligor. The principal outstanding, overdue principal, accrued interest, overdue interest is considered as EAD for the purpose of ECL computation.

The advances have been bifurcated into following three stages:
Stage 1- All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The Group classifies all standard advances (past due for 0 to30 days) under this category. Stage 1 loans also include facilities where the credit risk has reduced and the loan has been reclassified from Stage 2 or Stage 3

Stage 2 – All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. Financial assets with days past due for 31 to 90 days are classified under this stage and lifetime ECL is recognised on such financial assets. Stage 2 loans also include facilities where the credit risk has reduced, and the loan has been reclassified from Stage 3.

Stage 3 – All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. More than 90 days Past Due is considered as default for classifying a financial instrument as credit impaired.

b) Significant increase in credit risk

The Group continuously monitors all assets subject to ECLs. In order to determine whether an instrument or a portfolio of instruments is subject to 12 months ECL or lifetime ECL, the Group assesses whether there has been a significant increase in credit risk since initial recognition. The Group considers an exposure to have significantly increased in credit risk if contractual payments are more than 30 days past due.

c) Definition of default and cure

The Group considers a financial instrument defaulted and therefore Stage 3 (credit impaired) for ECL calculations in all cases when the borrower becomes more than 90 days past due on its contractual payments.
As a part of a qualitative assessment of whether a customer is in default, the Group also considers a variety of instances that may indicate inability to pay. When such events occur, the Group carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate. Such events include:

a) Significant financial difficulty of the borrower or issuer;
b) A breach of contract such as a default or past due event;
c) The restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise; or
d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganization

52. Risk Disclosures

It is the Group's policy to consider a financial instrument as 'cured' and therefore re-classified out of Stage 3 when the borrower makes necessary payments & the borrower is not 90 days past due after such payments. The decision whether to classify an asset as Stage 2 or Stage 1 once cured depends on the updated credit grade, at the time of the cure, and whether this indicates there has been a significant increase in credit risk compared to initial recognition.

d) Probability of Default ("PD") estimation process

Probability of default ("PD") is defined as the likelihood of default over a particular time horizon. The PD of an obligor is a fundamental risk parameter in credit risk analysis and depends on obligor specific as well as macroeconomic risk factors.

a) The Group has applied 12 months PD to stage 1 advances
b)The Lifetime PD is computed using basic exponentiation technique after considering the residual maturity of the respective loan.
c) PD of 100% is considered for Stage 3 assets.

Days past due are a primary input for the determination of the PD for exposures. The Group collects performance and default information about its credit risk exposures analyzed by portfolio. For some portfolios, rating based published information is used.

The Group employs statistical models to analyze the data collected and generate estimates of the remaining lifetime PD of exposures and how these are expected to change as a result of the passage of time. Such statistical models are selected considering the availability of information related to the probability of default for each product. This analysis includes the identification and calibration of relationships between changes in default rates and changes in key macro-economic factors.

For the purpose of determination of impact of forward looking information, the Group applies various macro economic (ME) variables as stated above to each portfolio and assess the trend of the historical probability of defaults as compared to the forecasted probability of default. Based on the directional trend of output, management applies an overlay if required. Overtime, new ME variable may emerge to have a better correlation and may replace ME being used now.

The loans are segmented into homogenous product categories to determine the historical PD/LGD as per similar risk profiles, this segmentation is subject to regular review For portfolios in respect of which the Group has limited historical data, external benchmark information is used to supplement the internally available data.

The Group Till November 2025, the PD of the gold loan had been applied based on the average PD of published data from competitors. Effective December 2025, the business transitioned to using its internally developed Probability of Default (PD) model, based on historical data. The historical PD data was transformed into a probability-weighted Point-in-Time (PIT) PD using a linear regression model.

e) Loss Given Default ("LGD")

Loss Given Default ("LGD") is defined as the loss rate on the exposure, given the borrower has defaulted. LGD is being calculated for all financial instruments under risk parameter approach by way of evaluation of historical data on defaults, recovery amounts, collateral liquidation, direct expenses, and opportunity cost for each default. LGD has been computed using the volatility-based model in case of Gold Loan portfolio. LGD has been computed by using the FIRB (Foundation Internal Rating Based) in case of Unsecured business loan

f) Forward looking information

In its ECL models, the Group relies on a broad range of forward looking information as economic inputs, such as. GDP growth, Consumer Price Index, Unemployment rate, Lending Interest Rate etc The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material.

52. Risk Disclosures

52.A.2 Collateral and other credit enhancements

The Group holds collateral and other credit enhancements against certain of its credit exposures. The loans are collateralized against equitable mortgage of property, pledge of shares, hypothecation of assets, physical gold jewellery, undertaking to create security.

Management monitors the market value of collateral and will request additional collateral in accordance with the underlying agreement. In case of defaults by customers, where the Group is unable to recover the dues, the Group through a legal process enforces the security and recovers the dues.

52.B Liquidity risk and funding management

Liquidity risk is defined as the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Group might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances. Such scenarios could occur when funding needed for illiquid asset positions is not available to the Group on acceptable terms. To limit this risk, management has arranged for diversified funding sources and adopted a policy of managing assets by monitoring future cash flows and liquidity on a daily basis.

Liquidity risk is managed in accordance with Asset Liability Management Policy. This policy is framed as per the current regulatory guidelines and is approved by the Board of Directors of the NBFC's entity. The Asset Liability Management Policy is reviewed periodically to incorporate changes as required by regulatory stipulation or to realign the policy with changes in the economic landscape. The Asset Liability Committee (ALCO) of the Group formulates and reviews strategies and provides guidance for management of liquidity risk within the framework laid out in the Asset Liability Management Policy.

52. Risk Disclosures

52.B.1 The table below summarises the maturity profile of the undiscounted cash flow of the Group's financial liabilities

As at March 31, 2026

	Debt Securities	Borrowings	Trade Payable	Lease liability	Other Financial Liability
1 upto 30/31 days	5,109.07	5,936.83	3,031.38	66.99	6,490.51
2 Over 1 month upto 2 months	80.04	4,769.70	-	67.29	-
3 Over 2 months upto 3 months	1,542.00	9,181.71	-	67.57	-
4 Over 3 months to 6 months	6,647.97	23,239.97	-	198.89	-
5 Over 6 months to 1 year	753.13	34,142.59	-	386.19	-
6 Over 1 year to 3 years	6,840.18	1,16,803.35	-	1,377.30	-
7 Over 3 year to 5 years	3,326.94	54,598.17	-	1,314.13	-
8 Over 5 years	1,833.58	15,090.89	-	721.67	-
Total	**26,132.91**	**2,63,763.21**	**3,031.38**	**4,200.03**	**6,490.51**

As at March 31, 2025

	Debt Securities	Borrowings	Trade Payable	Lease liability	Other Financial Liability
1 upto 30/31 days	747.39	2,751.42	1,651.96	54.18	3,612.22
2 Over 1 month upto 2 months	454.69	3,023.99	-	54.11	-
3 Over 2 months upto 3 months	981.05	6,564.91	-	93.89	-
4 Over 3 months to 6 months	809.75	15,573.28	-	176.05	-
5 Over 6 months to 1 year	563.57	23,642.93	-	331.85	-
6 Over 1 year to 3 years	344.46	77,952.57	-	1,128.69	-
7 Over 3 year to 5 years	1,767.19	46,484.50	-	1,070.02	-
8 Over 5 years	294.00	9,538.55	-	804.55	-
Total	**5,962.10**	**1,85,532.15**	**1,651.96**	**3,713.34**	**3,612.22**

52.C Market risk

Market risk is the risk that the fair value of future cash flow of financial instruments will fluctuate due to changes in the market variables such as interest rates, foreign exchange rates and equity prices and credit spreads on investment and borrowings

52.C.1 Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The core business of the Group is providing loans to MSME, Construction Finance, Indirect lending, Gold loan, Housing Loan and Unsecured business loan. The Group borrows through various financial instruments to finance its core lending activity. These activities expose the Group to interest rate risk.

Interest rate risk is measured through earnings at risk from an earnings perspective and through duration of equity from an economic value perspective. Further, exposure to fluctuations in interest rates is also measured by way of gap analysis, providing a static view of the maturity and re-pricing characteristic of Balance sheet positions. An interest rate sensitivity gap report is prepared by classifying all rate sensitive assets and rate sensitive liabilities into various time period categories according to contracted/behavioral maturities or anticipated re-pricing date. The difference in the amount of rate sensitive assets and rate sensitive liabilities maturing or being re-priced in any time period category, gives an indication of the extent of exposure to the risk of potential changes in the margins on new or re-priced assets and liabilities.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being considered as constant) of the Group's statement of profit and loss and equity.

FY 2025-26

Financial Instruments Type	Increase / (decrease) in basis points (bps)	Sensitivity of profit or loss		Sensitivity of equity	
a. Loans	50 bps Up	Impact on Profit before Tax	626.25	Impact on equity	468.62
	100 bps Up		1,252.48		937.24
	50 bps Down		(626.25)		(468.62)
	100 bps Down		(1,252.48)		(937.24)
b. Borrowings	50 bps Up	Impact on Profit before Tax	521.93	Impact on equity	390.55
	100 bps Up		1,043.86		781.11
	50 bps Down		(521.93)		(390.55)
	100 bps Down		(1,043.86)		(781.11)

52.C.2 FY 2024-25

Financial Instruments Type	Increase / (decrease) in basis points (bps)	Sensitivity of profit or loss		Sensitivity of equity	
a. Loans	50 bps Up	Impact on Profit before Tax	649.77	Impact on equity	487.51
	100 bps Up		1,299.55		975.03
	50 bps Down		(649.77)		(487.51)
	100 bps Down		(1,299.55)		(975.03)
b. Borrowings	50 bps Up	Impact on Profit before Tax	(714.47)	Impact on equity	(536.22)
	100 bps Up		(1,428.93)		(1,072.44)
	50 bps Down		714.47		536.22
	100 bps Down		1,428.93		1,072.44

52.C.2 Price risk

The Group quoted equity investments and mutual funds carry a risk of change in prices. To manage its price risk arising from investments in equity securities, the Group periodically monitors the sectors it has invested in, performance of the investee companies and measures mark-to-market gains/(losses).

FY 2025-26

Particulars	Carrying value	Fair value	Impact in Statement of Profit and	
			10% Increase	10% decrease
Investment in equity share and Mutual fund	3,021.93	3,021.93	302.19	(302.19)

FY 2024-25

Particulars	Carrying value	Fair value	Impact in Statement of Profit and	
			10% Increase	10% decrease
Investment in equity share and Mutual fund	1,100.05	1,100.05	110.01	(110.01)

52.C.3 Foreign currency risk

The Group exposure to currency risk relates primarily to the Group's foreign currency borrowings where the transactions are denominated in foreign currencies. The Group's foreign currency exposures are managed within approved parameters. The Group hedges its foreign currency risk mainly by way of forward contracts.

The carrying amounts of the Group foreign currency exposure at the end of the reporting period are as follows:

Financial liabilities- Borrowings

Particulars	As at March 31,	
	2026	2025
US Dollar	288.85	317.80
Total foreign currency exposure	**288.85**	**317.80**

Foreign currency sensitivity analysis

A 5% strengthening / weakening of the respective foreign currencies with respect to functional currency of the Group would result in increase or decrease in profit or loss and equity as shown in table below. This analysis assumes that all other variables, in particular interest rates, remain constant. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

FY 2025-26

Particulars	Carrying value	Fair value	Impact in Statement of Profit and	
			10% Increase	10% decrease
US Dollar in (INR)	27,365.87	27,365.87	(2,736.59)	2,736.59

FY 2024-25

Particulars	Carrying value	Fair value	Impact in Statement of Profit and	
			10% Increase	10% decrease
US Dollar in (INR)	27,164.29	27,164.29	(2,716.43)	2,716.43

Foreign exchange derivative contracts

The Group uses derivative financial instruments exclusively for hedging the financial risks that arise from its financing activities. The Group's finance team manages its foreign currency risk by hedging transactions that are expected to occur within 12 months for hedges for repayment foreign currency loans. When a derivative contract is entered for the purpose of hedging, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of projected transactions, the derivatives cover the period of exposure from the point the cash flows of the said transactions are projected to the point of settlement of the resulting payable that is denominated in the foreign currency. All identified exposures are managed as per the policy duly approved by the Board of Directors.

52.D 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 Group 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 maker-checker controls, effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit.

52.E Capital Management :

Group's capital management objective is primarily to safeguard business continuity. The Group's cashflows are regularly monitored in sync with annual operating plans and long-term and other strategic investment plans. The operational funding requirements are met through debt and operating cash flows generated. The Group believes this approach would create shareholder value in long run. Also, the Group has adopted a conservative approach for ALM management with primacy to adequate liquidity. At present a large portion of the Group's resource base is equity.

The Group maintains its capital structure in line with economic conditions and the risk characteristics of its activities and the board reviews the capital position on a regular basis.

Gearing ratio :

The gearing ratio at each date were as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
a. Debt (I)*	2,44,047.46	1,58,357.14
b. Cash and bank balances (II)#	17,436.37	13,803.65
c. Net debt (I - II)	2,26,611.09	1,44,553.49
d. Total equity	72,034.80	43,040.97
e. **Net debt to equity ratio**	**3.15**	**3.36**

* Debt includes debt securities, borrowings and lease liabilities
\# Cash and bank balances is net of book overdraft

53. Additional information pursuant to para 2 of general instructions for the preparations of Consolidated Financial Statements as at March 31, 2026

	Net Assets #		Share in Profit or Loss		Share in Other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	Amount *	As % of Consolidated Profit or Loss	Amount *	As % of Consolidated other comprehensive income	Amount *	As % of total Comprehensive income	Amount *
Holding								
1 Capri Global Capital Limited	81.73%	58,876.46	86.91%	8,249.19	825.46%	(35.66)	86.57%	8,213.53
Subsidiaries (Indian)								
1 Capri Global Housing Finance Limited	16.36%	11,781.69	12.94%	1,227.97	-770.37%	33.28	13.29%	1,261.25
2 Capri Loans Car Platform Private Limited	0.91%	654.67	0.42%	39.88	44.44%	(1.92)	0.40%	37.96
3 Capri Global Securities Private Limited	0.13%	93.29	-0.07%	(6.72)	0.00%	-	-0.07%	(6.72)
4 Capri Global Capital Markets Private Limited	0.81%	585.82	-0.15%	(14.17)	0.46%	(0.02)	-0.15%	(14.19)
5 Capri Global Insurance Brokers Private Limited	0.06%	42.87	-0.05%	(4.63)	0.00%	-	-0.05%	(4.63)
Total	**100.00%**	**72,034.80**	**100.00%**	**9,491.52**	**100.00%**	**(4.32)**	**100.00%**	**9,487.20**

Additional information pursuant to para 2 of general instructions for the preparations of Consolidated Financial Statements as at March 31, 2025

	Net Assets #		Share in Profit or Loss		Share in Other Comprehensive		Share in total Comprehensive	
	As % of consolidated net assets	Amount *	As % of Consolidated Profit or Loss	Amount *	As % of Consolidated other comprehensive income	Amount *	As % of total Comprehensive income	Amount *
Holding								
1 Capri Global Capital Limited	78.78%	33,906.38	86.71%	4,149.42	96.78%	(76.75)	86.54%	4,072.67
Subsidiaries (Indian)								
1 Capri Global Housing Finance Limited	19.79%	8,519.94	12.93%	618.72	0.40%	(0.32)	13.14%	618.40
2 Capri Loans Car Platform Private Limited	1.43%	614.65	0.36%	17.19	2.81%	(2.23)	0.32%	14.96
Total	**100.00%**	**43,040.97**	**100.00%**	**4,785.33**	**100.00%**	**(79.30)**	**100.00%**	**4,706.03**

Net Assets = total assets minus total liability
* - Amounts net off elimination







54. Related Party Disclosure

54.A List of Related parties

List of related parties and relationship with related parties where control exists or transactions have taken place during the current and previous year:

No	Name of the Related Party	Entity	Relationship
I	**Enterprises over which Management, Director and/or their relatives have control**		
	Capri Global Ventures Private Limited (Formerly known as Capri Global Holdings Private Limited)		
	Parshwanath Buildcon Private Limited		
	Carlelo Private Ltd		
	Infomerics Valuation And Rating Private Limited		
II	**Key Management Personnel**	**Entity**	**Relationship**
	Mr. Rajesh Sharma		Managing Director
	Mr. Monu Ratra		Chief Executive Officer (appointed as CEO w.e.f. October 07,2025 and ceased to be CEO w.e.f. January 19,2026)
	Mr. Partha Chakraborti		Chief Financial Officer (ceased to be CFO w.e.f. August 01,2025)
	Mr. Kishore Kumar Lodha		Chief Financial Officer (appointed w.e.f. August 01,2025)
	Mr. Yashesh Bhatt	Capri Global Capital Limited (Holding Company)	Company Secretary
	Mr. Ajit Mohan Sharan		Independent Director
	Mr. Desh Raj Dogra		Independent Director (ceased to be director w.e.f. January 31,2026)
	Mr. L V Prabhakar		Independent Director
	Ms. Nupur Sunil Mukherjee		Independent Director
	Mr. Subramanian Ranganathan		Independent Director
	Mr. Shishir Priyadarshi		Independent Director
	Mr. Rajesh Sharma		Managing Director (Chief Financial Officer upto October 30, 2023)
	Mr. Partha Chakraborti		Chief Financial Officer (upto w.e.f April 30, 2025 and reappointed w.e.f July 25, 2025
	Mr. T.R. Bajalia		Independent Director (upto March 31, 2025)
	Mr. Yashesh Bhatt		Company Secretary (upto February 28, 2025)
	Ms. Shreya Saxena	Capri Global Housing Finance Limited (Subsidiary Company)	Company Secretary (w.e.f. April 30, 2025)
	Mr. Subramanian Ranganathan		Independent Director
	Mr. Shrimohan Yadav		Independent Director
	Mr. Murali Talasila		Independent Director
	Ms. Divya Sutar		Whole time Director (w.e.f 30.04.2025)
	Mr. Debasish Panda		Independent Director (w.e.f. 28.07.2025)
	Mr. Amit Setia		Non - Executive Director (upto May 14, 2024) and Whole Time Director (w.e.f. May 15, 2024)
	Mr. Vinod Hiran		Non - Executive Director (w.e.f. October 16, 2023)
	Mr. Gaurav Aggarwal	Capri Loan Car Platform Private Limited (Subsidiary Company)	Non - Executive Director (upto Feb 03, 2026)
	Ms. Khushi Shah		Company Secretary (upto Jan 30, 2026)
	Mr. Sanjay Kumar		Non - Executive Director (w.e.f. March 12, 2026)
	Mr. Ankit Mittal		CFO (w.e.f. May 5, 2025)
	Mr. Yashesh Bhatt		Company Secretary (w.e.f. Jan 30, 2026)
	Mr. Rajesh sharma		Director (Appointed w.e.f 08.07.2025 - Incorporation)
	Mr. Ajay Manglunia	Capri Global Capital Markets Private Limited (Subsidiary Company)	Director (Appointed w.e.f 08.07.2025 - Incorporation)
	Ms. Vanee Dhupar		Chief Financial Officer (Appointed w.e.f 12.03.2026 - Incorporation)
	Ms. Khushi Nilesh Shah		Company Secretary (Appointed w.e.f 25.11.2025)
	Mr. Vinay Surana	Capri Global Insurance Brokers Private Limited (Subsidiary Company)	Director (Appointed w.e.f 02.12.2025 - Incorporation)
	Mr. Rohit Chugh		Director (Appointed w.e.f 02.12.2025 - Incorporation)
	Ms. Divya Sutar		Director (Appointed w.e.f 02.12.2025 - Incorporation)
	Mr. Rajesh sharma		Director (Appointed w.e.f 15.07.2025)
	Mr. Ajay Manglunia		Director (Appointed w.e.f 15.07.2025)
	Mr. Nitin Gilda	CGSPLCapri Global Securities Private Limited (Subsidiary Company)	Director (Appointed w.e.f 05.02.2026)
	Mr. Priyansh Agiwal		Director (Appointed w.e.f 05.02.2026)
	Mr. Kalpesh Rathod		Company Secretary (Appointed w.e.f 25.11.2025)
III	**Relative of Key Management Personnel**		
	Ms. Jinisha Sharma		Daughter of Rajesh Sharma
	Ms.Aadhya Dhupar		Relative of Capri Global Capital Markets Private Limited CFO
IV	**Trust under common control**		
	Capri Foundation		
	CGCL Employees Group Gratuity Assurance Scheme		
	CGHFL Employees Group Gratuity Assurance Scheme		
	CLCPPL Employees Gratuity Assurance Scheme		

54. Related Party Disclosure

54.B Transactions with Related parties during the year

No.	Nature of Transaction	Relationship	Name of Party	For the year Ended March 31, 2026	For the year Ended March 31, 2025
I.	EXPENSES				
1	Rent Paid	Enterprises over which Management, Director and/or their relatives have control	Parshwanath Buildcon Private Limited (Refer note no. 36)	0.20	0.20
		Enterprises over which Management, Director and/or their relatives have control	Capri Global Ventures Private Limited (Formerly known as Capri Global Holdings Private Limited)	0.96	0.71
2	Commission Paid	Enterprises over which Management, Director and/or their relatives have control	Carlelo Private Ltd	0.03	7.06
3	Interest expenses	Enterprises over which Management, Director and/or their relatives have control	Capri Global Ventures Private Limited (Formerly known as Capri Global Holdings Private Limited)	33.70	54.21
4	Salaries, commission and other benefits (Including ESOP Grant)	Key Management Personnel	Mr. Rajesh Sharma	51.70	36.87
			Mr. Partha Chakraborti	24.36	61.20
			Mr. Yashesh Bhatt	7.47	6.88
			Ms. Divya Sutar	57.91	-
			Mr. Kishore Kumar Lodha	18.02	-
			Mr. Ajay Manglunia	16.23	-
			Mr. Ankit Mittal	3.98	-
			Mr. Vinay Surana	23.47	-
			Mr. Rohit Chugh	4.04	-
			Mr. Kalpesh Dhirajbhai Rathod	0.41	-
			Mr. Monu Ratra	14.73	-
			Ms. Shreya Saxena	0.34	-
			Mr. Kaustubh R Natu	2.19	-
			Mr. Amit Setia	9.17	24.18
			Ms. Khushi Nilesh Shah	0.73	0.10
			Mr. Sanjay Kumar Nihalani	0.27	-
			Ms. Vanee Dhupar	0.17	-
			Mr. Nitin Gilda	1.08	-
			Mr. Priyansh Agiwal	0.88	-
		Relative of Key Management Personnel	Ms. Jinisha Sharma	6.45	4.37
			Ms.Aadhya Dhupar	0.06	-
5	Re-imbursement of expenses	Enterprises over which Management, Director and/or their relatives have control	Carlelo Private Ltd	-	3.26
		Key Management Personnel	Mr. Ajay Manglunia	0.05	-
			Mr. Rohit Chugh	0.04	-
			Mr. Nitin Gilda	0.07	-
6	Rating & Survilliance chargers	Enterprises over which Management, Director and/or their relatives have control	Infomerics Valuation And Rating Private Limited (Refer note no. 36)	-	22.28

No.	Nature of Transaction	Relationship	Name of Party	For the year Ended March 31, 2026	For the year Ended March 31, 2025
7	Director Sitting Fees	Key Management Personnel	Mr. Beni Prasad Rauka*	-	0.11
			Ms. Bhagyam Ramani*	-	1.17
			Mr. Desh Raj Dogra	1.63	1.53
			Mr. Ajit Sharan	1.80	1.69
			Mr. L V Prabhakar	2.01	1.63
			Ms. Nupur Sunil Mukherjee	1.36	1.41
			Mr. S Ranganathan	3.67	3.35
			Mr. Shishir Priyadarshi	1.58	1.53
			Mr. T.R. Bajalia	-	0.90
			Mr. Murali Talasila	0.76	0.57
			Mr. Shrimohan Yadav	1.06	0.25
			Mr. Debashish Panda	0.52	-
8	Director Commission	Key Management Personnel	Mr. Desh Raj Dogra	1.36	1.64
			Mr. Ajit Sharan	1.64	1.64
			Mr. L V Prabhakar	2.73	2.73
			Ms. Nupur Sunil Mukherjee	1.64	1.64
			Mr. S Ranganathan	2.73	2.64
			Mr. Shishir Priyadarshi	1.64	1.64
			Mr. T.R. Bajalia	-	1.00
			Ms. Bhagyam Ramani*	-	1.00
			Mr. Murali Talasila	1.09	1.00
			Mr. Shrimohan Yadav	1.09	0.67
			Mr. Debashish Panda	1.64	-
8	Employee Benefits	Trust under common control	CGCL Employees Group Gratuity Assurance Scheme	80.80	42.49
			CGHFL Employees Group Gratuity Assurance Scheme	29.85	-
			CLCPPL Employees Gratuity Assurance Scheme	20.64	-

MSKA & ASSOCIATES LLP Chartered Accountants

SINGHI & CO. Chartered Accountants

CAPRI GLOBAL CAPITAL LIMITED

54. Related Party Disclosure

III. Balance Sheet Items (Transaction during year):

				For the year Ended March 31,	
				2026	2025
1	Borrowing through ICD	Enterprises over which Management, Director and/or their relatives have control	Capri Global Ventures Private Limited (Formerly known as Capri Global Holdings Private Limited) (Refer Note No. 21)	725.00	730.00
2	Borrowing through ICD (Repayment)	Enterprises over which Management, Director and/or their relatives have control	Capri Global Ventures Private Limited (Formerly known as Capri Global Holdings Private Limited) (Refer Note No. 21)	685.00	790.00
3	Transfer of Assets	Relative of KMP	Mrs. Purva Yashesh Bhatt	0.62	-
4	Defined benefit obligation (Transfer In-Asset)	Enterprises over which Management, Director and/or their relatives have control	Capri Global Ventures Private Limited (Formerly known as Capri Global Holdings Private Limited)	0.11	0.13

54.C Closing balances with Related parties as at year end

	Nature of Transaction	Relationship	Name of Party	As at March 31, 2026	2025
1	Inter corporate deposit	Enterprises over which Management, Director and/or their relatives have control	Capri Global Ventures Private Limited (Formerly known as Capri Global Holdings Private Limited) (Refer Note No. 21)	310.00	270.00
2	Rent	Enterprises over which Management, Director and/or their relatives have control	Capri Global Ventures Private Limited (Formerly known as Capri Global Holdings Private Limited)	0.31	-
3	Provisions	Key Management Personnel	Ms. Divya Sutar	0.03	-
		Key Management Personnel	Mr. Kishore Kumar Lodha	0.05	-
		Key Management Personnel	Mr. Rohit Chugh	0.03	-
		Key Management Personnel	Mr. Vinay Surana	0.03	-
		Key Management Personnel	Mr. Partha Chakraborthy	0.03	-
		Key Management Personnel	Mr. Ajay Manglunia	0.03	-
		Enterprises over which Management, Director and/or their relatives have control	Parshwanath Buildcon Private Limited (Refer note no. 35)	0.14	-
					-

54.D (i) The above related party transactions are at Arm's length and in the ordinary course of business.

*** These were Independent Director upto March 31, 2024**

Mr. Beni Prasad Rauka

Ms. Bhagyam Ramani

55. Fraud Reporting

Particulars	For the year ended March 31, 2026	2025
a. Fraud reported by Holding Company to Reserve Bank of India (RBI) through prescribed returns.	17.42	82.36
b. Fraud reported by a subsidiary Company to National Housing Bank (NHB) through prescribed returns.	11.01	24.08

56. Details of all collateral used as security for liabilities

Particulars	Carrying amount of financial assets pledged as at March 2026	2025
Assets type		
a. Loans receivable as collateral under lending agreements (Stage I and Stage II)	2,85,752.54	1,84,917.21
b. Receivables from investment in securities excluding security receipt as collateral	11,752.49	1,393.86
c. Cash and other bank balance collateral under lending agreements*	17,436.37	13,803.65
* Cash and other bank balance net of book overdraft		

57. Employee Stock Option

The Holding company has granted Employee Stock Options (ESOP) under the Employee Stock Option Scheme 2009 (ESOP 2009) to employees of the Holding and a subsidiaries company spread over a period 1 to 5 years.

Employee Stock Option Plans
A Summary of the general terms of grants under stock options plans are as under: -

Name of Plan	As at March 31, 2026		As at March 31, 2025	
	No. of options under the Plan	Range of Exercise Price	No. of options under the Plan	Range of Exercise Price
Employee Stock Option Plan (CGCL)	51,07,800	₹ 0.50 to ₹ 200	71,81,600	₹ 0.50 to ₹ 187.50
Employee Stock Option Plan (CGHFL)	1,00,000	₹ 150	-	-
Employee Stock Option Plan (CGCPPL)	6,00,182	₹ 40	-	-

The activity of the Stock Plans is summarised below: no. of shares & price reclassified based on ₹ 1 after split of shares and issue of bonus shares

Particulars	Year ended			
	As at March 31, 2026		As at March 31, 2025	
	Numbers	Exercise Price/ Vesting Price (₹)	Numbers	Exercise Price/ Vesting Price (₹)
Outstanding at the beginning of the year	6,35,600	0.50	15,90,794	0.50
	5,44,000	1.00	96,000	17.50
	32,000	32.50	3,30,400	25.00
	56,000	48.73	32,000	32.50
	56,000	56.25	1,40,000	43.50
	28,58,000	62.50	80,000	48.73
	14,00,000	75.00	2,80,000	56.25
	3,00,000	106.25	33,40,000	62.50
	4,00,000	112.50	16,00,000	75.00
	1,00,000	125.00	3,00,000	106.25
	80,000	127.50	4,00,000	112.50
	40,000	130.00	1,00,000	125.00
	2,40,000	163.00	80,000	127.50
	2,40,000	185.00	40,000	130.00
	2,00,000	187.50	2,40,000	185.00
	-	-	2,00,000	187.50
Granted	21,000	1.00	5,44,000	1.00
	6,37,682	40.00		
	1,00,000	150.00	-	-
	1,15,000	180.00	2,40,000	163.00
	15,000	185.00	-	-
	25,000	190.00	-	-
	1,05,000	200.00	-	-
Exercised	77,040	0.50	1,37,980	0.50
	12,800	32.50	24,000	25.00
	12,000	48.73	4,800	32.50
	24,000	56.25	3,600	48.73
	3,93,000	62.50	6,000	56.25
Forfeited, expired and cancelled	3,29,760	0.50	8,12,414	0.50
	19,200	32.50	96,000	17.50
	37,500	40.00		
	12,000	48.73	3,06,400	25.00
	9,95,000	62.50	1,40,000	43.50
	40,000	130.00	20,400	48.73
	2,40,000	185.00	2,18,000	56.25
	2,00,000	187.50	4,82,000	62.50
	-	-	2,00,000	75.00

57. Employee Stock Option

Outstanding at the end of the year	2,28,800	0.50	6,35,600	0.50
	5,65,000	1.00	5,44,000	1.00
	-	32.50	32,000	32.50
	6,00,182	40.00		
	32,000	48.73	56,000	48.73
	32,000	56.25	56,000	56.25
	14,70,000	62.50	28,58,000	62.50
	14,00,000	75.00	14,00,000	75.00
	3,00,000	106.25	3,00,000	106.25
	4,00,000	112.50	4,00,000	112.50
	1,00,000	125.00	1,00,000	125.00
	80,000	127.50	80,000	127.50
	-	130.00	40,000	130.00
	1,00,000	150.00	-	-
	2,40,000	163.00	2,40,000	163.00
	1,15,000	180.00	2,40,000	185.00
	15,000	185.00	2,00,000	187.50
	-	187.50	-	-
	25,000	190.00	-	-
	1,05,000	200.00	-	-
Of the above, Options exercisable	2,28,800	0.50	32,000	32.50
	1,05,000	1.00	2,58,000	0.50
	-	-	24,000	48.73
	32,000	48.73	24,000	56.25
	32,000	56.25	24,000	62.50
	6,30,000	62.50	8,04,000	62.50
	4,60,000	75.00	-	-
	90,000	106.25	-	-
	1,20,000	112.50	-	-
	30,000	125.00	-	-
	24,000	127.50	-	-

	For the year Ended March 31, 2026	2025
The weighted average fair value of the new ESOPs granted during the year (CGCL)	₹ 74.04 per share	₹ 178.43 per share
The weighted average fair value of the new ESOPs granted during the year (CGCL)	₹ 182.89 per share	-
The weighted average fair value of the new ESOPs granted during the year (CLCPPL)	₹ 24.58 per share	-

The following table summarises information about stock option plans

Exercise Price (₹)	As at March 31, 2026		As at March 31, 2025	
	Numbers	Weighted Average Remaining Life (Months)	Numbers	Weighted Average Remaining Life (Months)
0.50	2,28,800	0.03	6,35,600	2.19
1.00	5,65,000	19.42	5,44,000	31.73
32.50	-	-	32,000	0.03
40.00	6,00,182	39.33	-	-
48.73	32,000	0.03	56,000	5.63
56.25	32,000	0.03	56,000	6.41
62.50	14,70,000	4.61	28,58,000	10.69
75.00	14,00,000	6.43	14,00,000	15.88
106.25	3,00,000	6.28	3,00,000	15.38
112.50	4,00,000	6.42	4,00,000	15.58
125.00	1,00,000	6.35	1,00,000	15.48
127.50	80,000	7.26	80,000	16.78
130.00	-	-	40,000	17.15
150.00	1,00,000	34.38	-	-
163.00	2,40,000	23.66	2,40,000	35.83
185.00	15,000	47.05	2,40,000	38.20
187.50	-	-	2,00,000	27.23
190.00	25,000	41.95	-	-
200.00	1,05,000	44.61	-	-
180.00	1,15,000	47.49	-	-

57. Employee Stock Option

Fair value methodology

The fair value of ESOP are measured using Black-scholes-merton formula. Measurement input includes share price on measurement date, exercise date of the instrument, exercise price, expected life, risk free interest rate, expected dividend yield, expected volatility.

The following table summarizes the assumptions used in calculating the grant date fair value.

CGCL

Particulars	As at March 31, 2026	As at March 31, 2025
Expected life of the options	1.50 to 5.45 Years	3 to 5 Years
Expected volatility	39.16% to 52.00%	40%
Expected dividend yield	0.07% to 0.09% p.a	0.09% to 0.12% p.a
Risk-free interest rate	5.93% to 6.72% p.a	6.78% to 7.19% p.a

CGHFL

Particulars	As at March 31, 2026	As at March 31, 2025
Expected life of the options	2.40 to 4.40 Years	-
Expected volatility	31.16% to 32.84%	-
Expected dividend yield	0.00%	-
Risk-free interest rate	5.73% to 6.36% p.a	-

CLCPPL

Particulars	As at March 31, 2026	As at March 31, 2025
Expected life of the options	3.18 to 5.50 Years	-
Expected volatility	39.44% to 43.00%	-
Expected dividend yield	0.00%	-
Risk-free interest rate	5.97% to 6.69% p.a	-

Expected life of the options: Expected life of the options is the period for which the company expects the options to be live. The minimum life of a stock option is the minimum period before which the options cannot be exercised, and the maximum life is the period after which the options cannot be exercised.

Expected volatility: The measure of volatility used in ESOP pricing model is the annualised standard deviation of the continuously compounded rates of return (calculated by log function) on the share over a period prior to the date of grant corresponding to the expected life of the option.

Expected dividend yield: Expected dividend yield has been calculated as an average of dividend yields of six financial years preceding the date of grant. The expected dividend yield for the year is derived by dividing the dividend per share by the share price as on dividend effective date.

Risk-free interest rate: The rate used to discount employee benefit obligations reflects the estimated timing of benefit payments and the currency in which the benefits are to be paid. We have used the Discount Rate which relates to the par-yield rate available on ZYC Government Securities (G. Sec.) for the tenure of the expected life of options. (Ref: G Sec. rates available through www.fbil.org.in with prices/yields published by FBIL).

	For the year Ended March 31, 2026	2025
a. Weighted average market price of the ESOPs exercised	₹ 195.54 per share	₹ 205.90 per share
b. ESOP cost recognised in the Statement of Profit and Loss (₹ in millions)	53.10	91.63

	As at March 31, 2026	As at March 31, 2025
Receivable from the subsidiary company with which employees are employed (Amount receivable is difference between the exercise price and fair value of the options)	-	-

	As at March 31, 2026	As at March 31, 2025
Rembursement of cost incurred by the holding company	-	-

(Currency : Indian Rupees in millions)

58. Expenditure in Foreign Currency

	FY 2025-26	FY 2024-25
a. Software expenses	21.12	5.70
b. Professional expenses	27.22	13.74

59. Disclosure for insurance commission as required unde Insurance Regulatory and Development Authority (IRDA) Regulation

Name of the Insurance Company	FY 2025-26	FY 2024-25
a. Care Health Insurance Limited	572.34	135.68
b. ICICI Lombard General Insurance Company Limited	25.66	56.17
c. Niva Bupa Health Insurance Company Limited	56.75	21.12
d. ICICI Prudential Life Insurance Company Limited	94.83	164.68
e. Hdfc Life Insurance Company Limited	91.16	111.12
f. Pnb Metlife India Insurance Company Limited	126.98	105.01
g. Go Digit General Insurance Limited	8.07	6.04
h. Bajaj Allianz Life Insurance Company Limited	3.61	14.72
i. Go Digit Life Insurance Limited	25.44	11.16
j. Reliance General Insurance Company Limited	3.90	2.42
k. Bajaj Life Insurance Limited	0.78	-
l. IndusInd General Insurance Company Limited	6.08	-
m. Shriram Life Insurance Company Limited	1.75	-
n. AGEAS Federal Life Insurance Co. Ltd	11.37	-
o. SBI General Life Insurance Company Limited	26.85	-
Total	**1,055.57**	**628.12**

60. Other Statutory Information:

60.1 The Group had not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

60.2 The Group does not have any benami property held in its name. 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 thereunder.

60.3 The Group has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

60.4 The Group did not have transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the year March 31, 2026.

Details of transaction with Struck off company during the year March 31, 2025 as below:

No.	Name of the struck off company	Nature of Transactions	FY 2024-25	
			Balance outstanding Amount in ₹	Relationship with Struck off Company
1	Kothari Intergroup Limited	Equity shares investor	0.00	Shareholder of the Holding Company

60.5 The Group did not have any charges or satisfaction which were yet to be registered with ROC beyond the statutory period.

60.6 The Group has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries), with the understanding that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

60.7 The Group has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

60.8 The Group did not have any transaction which had not been recorded in the books of account that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

60.9 The Group has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.

60.10 The Group has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

60.11 The Group has not revalued Intangible assets during the year.

60.12 Quarterly returns or statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.

60.13 Compliance with approved Scheme(s) of Arrangements: Not applicable

60.14 Borrowed funds have been utilised for the purpose they have been sanctioned and share premium has been utilised in working capital.

60.15 The title deeds of immovable properties are held in the name of the Holding Company.

60.16 The Group has not traded or invested in crypto currency or virtual currency during the financial year.

60.17 The Holding Company has registered with Insurance Regulatory and Development Authority of India (IRDAI) as Corporate agent vide CA0881 dated December 07, 2023.

60.18 On November 21, 2025, the Government of India notified four Labour Codes~ the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020, collectively referred to as the 'New Labour Codes', consolidating 29 existing labour Laws. The Ministry of Labour & Employment has published draft Central Rules and FAQs on December 30, 2025, to facilitate assessment of the financial impact arising from these regulatory changes. Accordingly, the Group has recognised an incremental impact of ₹ 4.78 millions under 'Employees cost' in the Statement of Profit and Loss during the year ended March 31, 2026, considering best information available. The Group continues to monitor the finalisation of Central and State Rules and clarifications from the Government on the New Labour Codes and would provide appropriate accounting effect on the basis of such developments, as needed.

61. **Accounting Software Used for maintenance of Books of Accounts**

The Holding Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, there are no instances of audit trail feature being tampered with. Additionally, the audit trail of current year and prior years has been preserved by the Group as per the statutory requirements for record retention.

(Currency : Indian Rupees in millions)

62. Figures for the previous years have been regrouped/rearranged wherever considered necessary to conform to the figures presented in the current year.

In terms of our report attached

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
Firm's Registration Number: 105047W / W101187

Prateek Khandelwal
Partner
Membership Number: 139144

Place : Ujjain
Date: April 30, 2026

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Rajesh Sharma
Managing Director
DIN 00020037

Place : Mumbai
Date: April 30, 2026

Subramanian Ranganathan
Independent Director
DIN 00125493

Place : Mumbai
Date: April 30, 2026

For Singhi & Co.
Chartered Accountants
ICAI Firm Registration Number: 302049E

Milind Agal
Partner
Membership Number: 123314

Place : Mumbai
Date: April 30, 2026

Yashesh Bhatt
Company Secretary
ACS-20491

Place: Mumbai
Date: April 30, 2026

Kishore Kumar Lodha
Chief Financial Officer

Place : Mumbai
Date: April 30, 2026

Consolidated Financial Statements

Independent Auditor's Report

To the Members of **Capri Global Capital Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Capri Global Capital Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2025, and of consolidated profit (including other comprehensive income),consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("the ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and on consideration of audit reports of other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2025 (current year). These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sr. No	Key Audit Matters	How the Key Audit Matters was addressed in our audit
1	**Impairment of loans including Expected Credit Losses ("ECL"):** Total Loans as at March 31, 2025: ₹ 1,82,515.02 millions (net of ECL) Impairment Provision as at March 31, 2025: ₹ 2,677.96 millions (Refer Note 7 of the Consolidated Financial Statements) As per Ind AS 109 - Financial Instruments ("Ind AS 109") requires the Company to provide for impairment of its financial assets using ECL approach involving an estimation of probability of loss on such financial assets, considering reasonable and supportable information about past events, current conditions and forecasts of future economic conditions which could impact the credit quality of the Company's financial assets	The audit procedures performed by us to assess the appropriateness of the impairment allowance based on ECL on loans included the following • Understood and evaluated the design and tested the operating effectiveness of the key controls put in place by the management over: i. the assumptions used in the calculation of ECL and its various aspects such as determination of Probability of Default, Loss Given Default, Exposure at Default, Staging of Loans, etc; ii. the completeness and accuracy of source data used by the Management in the ECL computation; and iii. ECL computations for their reasonableness

Sr. No	Key Audit Matters	How the Key Audit Matters was addressed in our audit
	The estimation of impairment loss allowance on loan assets involves significant judgement and estimates, which are subject to uncertainty, and involves applying appropriate measurement principles in case of loss events ECL is calculated using the percentage of probability of default ("PD"), loss given default ("LGD") and exposure at default ("EAD") for each of the stages of loan portfolio. Significant management judgment and assumptions involved in measuring ECL is required with respect to: • Segmentation of loan book in buckets based on common risk characteristics; • Staging of loans and in particular determining the criteria, which includes qualitative factors for identifying a significant increase in credit risk (i.e. Stage 2) and credit-impaired (i.e. Stage 3); • factoring in future macro-economic and industry specific estimates and forecasts; • past experience and forecast data on customer behaviour on repayments and; • varied statistical modelling techniques to determine probability of default, loss given default and exposure at default basis, the default history of loans, subsequent recoveries made and other relevant factors using probability weighted scenarios Considering the significance of the above matter to the Financial Statements and since the matter required significant attention to test the calculation of ECL, we identified this as a key audit matters for current year audit	• We, along with the assistance of the auditor's expert, verified the appropriateness of methodology and models used by the Company and reasonableness of the assumptions used within the computation process to estimate the impairment provision. • We test-checked the completeness and accuracy of source data used. • We recomputed the impairment provision for a sample of loans across the loan portfolio to verify the arithmetical accuracy and compliance with the requirements of Ind AS 109 • We evaluated the reasonableness of the judgement involved in management overlays that form part of the impairment provision, and the related approvals.. • We evaluated the adequacy of presentation and disclosures in relation to impairment loss allowance in the consolidated financial statements
2	**Information Technology ("IT") systems and controls impacting financial controls** The Company key financial accounting and reporting processes are highly dependent on information systems including automated controls in systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being misstated. Amongst its multiple IT systems, we scoped in systems that are key for overall financial reporting. Appropriate IT general controls and application controls are required to ensure that such IT systems are able to process the data, as required, completely, accurately and consistently for reliable financial reporting. We have identified 'IT systems and controls' as a key audit matter considering the high level of automation, significant number of systems being used by Management and the complexity of the IT architecture and its impact on overall financial reporting process and regulatory expectation on automation	Key IT audit procedures performed included the following, but not limited to: • For testing the IT general controls, application controls and IT dependent manual controls, we involved IT specialists as part of the audit. The team also assisted in testing the accuracy of the information produced by the Company IT systems. • Obtained a comprehensive understanding of IT applications landscape implemented at the Company. It was followed by process understanding, mapping of applications to the same and understanding financial risks posed by people-process and technology.

Sr. No	Key Audit Matters	How the Key Audit Matters was addressed in our audit
		• Key IT audit procedures includes testing design and operating effectiveness of key controls operating over user access management (which includes user access provisioning, de-provisioning, access review, password configuration review, segregation of duties and privilege access), change management (which include change release in production environment are compliant to the defined procedures and segregation of environment is ensured), program development (which include review of data migration activity), computer operations (which includes testing of key controls pertaining to, backup, Batch processing (including interface testing), incident management and data centre security), System interface controls. This included testing that requests for access to systems were appropriately logged, reviewed, and authorized. • In addition to the above, the design and operating effectiveness of certain automated controls, that were considered as key internal system controls over financial reporting were tested. Using various techniques such as inquiry, review of documentation / record / reports, observation, and re-performance. We also tested few controls using negative testing technique. • Tested compensating controls and performed alternate procedures, where necessary. In addition, understood where relevant changes made to the IT landscape during the audit period

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and Board of Directors.

- Conclude on the appropriateness of the management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended March 31, 2025 (current year) and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 5,0104.00 millions (before consolidation adjustments) as at March 31, 2025, total revenues of ₹ 8,463.38 millions (before consolidation adjustments) and net cash flow (net) amounting to ₹ (1,757.72) millions (before consolidation adjustments) for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

b. The consolidated financial statements of the Company for the year ended March 31, 2024, were audited by another auditor whose report dated May 08, 2024 expressed an unmodified opinion on those statements.

Our opinion on the Consolidated Financial Statements is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the Consolidated Financial Statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A".

   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 38 to the consolidated financial statements.

      ii. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 7 and 17 to the consolidated financial statements in respect of such items as it relates to the Group.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.

      iv. i. The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that such parties shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Refer Note 60.6 to the Consolidated Financial Statements.

ii. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, and according to the information and explanations provided to us by the Management of the Holding company in this regard nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement. Refer Note 60.7 to the Consolidated Financial Statements.

iii. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, and according to the information and explanations provided to us by the Management of the Holding company in this regard nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (i) and (ii) above, contain any material mis-statement.

v. On the basis of our verification and on consideration of the reports of the statutory auditors of subsidiaries, we report that the final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

vi. Based on our examination which included test checks, and based on the other auditor's reports of its subsidiary companies whose financial statements have been audited under the Act, the holding Company and it's subsidiary Companies have used accounting softwares for maintaining their respective books of account for the year ended March 31, 2025, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares, and further, during the course of audit we and above referred subsidiaries did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior years has been preserved by the Holding Company and above referred subsidiaries as per the statutory requirements for record retention.

Instances where audit trail has not been enabled at the database level in case of old ERP application until November 30, 2024 to log any direct data changes for certain accounting software	In respect of holding company and two subsidiary companies
Instances where audit trail has not been enabled at the database level from April 1, 2024 to July 07, 2024 to log any direct data changes for one accounting software	In respect of Holding Company
Instances where audit trail has not been enabled at the application level to log any direct data changes for one accounting software	In respect of Holding Company
Instances where audit trail is not preserved at database level in case of one accounting software where audit trail is enabled on July 08, 2024	In respect of Holding Company

2. In our opinion, according to information, explanations given to us, the remuneration paid by the Group to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

3. According to the information and explanations given to us and based on the CARO reports issued by us for the Holding Company and on consideration of CARO reports issued by the statutory auditors of subsidiaries included in the consolidated financial statements of the Group to which reporting under CARO is applicable, we report that there are no Qualifications/adverse remarks.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration Number: 105047W

Prateek Khandelwal
Partner
Membership Number: 139144
UDIN: 25139144BMOJTT1629

Mumbai
May 05, 2025

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF CAPRI GLOBAL CAPITAL LIMITED

Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Capri Global Capital Limited on the consolidated Financial Statements for the year ended

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls reference to consolidated financial statements of Capri Global Capital Limited (hereinafter referred to as "the Holding Company") which includes the internal financial controls over financial reporting of the Holding Company's and its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Group have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI").

Management's and Board of Director's Responsibility for Internal Financial Controls

The respective Management and the Board of Directors of the Group are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Group based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Group.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with

generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to two subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration Number: 105047W

Prateek Khandelwal
Partner
Membership Number: 139144
UDIN: 25139144BMOJTT1629

Mumbai
May 05, 2025

Consolidated Balance Sheet

as at March 31, 2025

(₹ in millions)

	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
(I) Financial Assets			
(a) Cash and cash equivalents	3	15,065.48	6,396.49
(b) Bank balances other than cash and cash equivalents	4	246.57	349.72
(c) Derivative financial instruments	17	-	41.05
(d) Receivables			
(i) Trade receivables	5	587.81	1,366.85
(ii) Other receivables	6	276.20	52.78
(e) Loans	7	1,82,515.02	1,34,211.83
(f) Investments	8	1,604.17	2,162.29
(g) Other financial assets	9	1,333.07	1,007.70
		2,01,628.32	**1,45,588.71**
(II) Non Financial Assets			
(a) Current tax assets (net)	10	441.47	279.24
(b) Deferred tax assets (net)	11	847.44	706.25
(c) Property, plant and equipment	12	2,978.65	3,210.06
(d) Capital work-in-progress	13	1.15	0.79
(e) Intangible assets under development	14	29.53	190.37
(f) Intangible assets	15	435.60	285.54
(g) Other non financial assets	16	1,950.95	1,240.73
		6,684.79	**5,912.98**
Total Assets		2,08,313.11	**1,51,501.69**
LIABILITIES AND EQUITY			
LIABILITIES			
(I) Financial Liabilities			
(a) Derivative financial instruments	17	556.84	-
(b) Payables	18		
i) Trade payables			
Total outstanding dues of micro and small enterprises		7.70	5.44
Total outstanding dues of creditors other than micro and small enterprises		1,017.57	1,297.18
ii) Other Payables	19		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		626.69	196.80
(c) Debt securities	20	5,086.57	1,521.65
(d) Borrowings (other than debt securities)	21	1,50,681.54	1,02,547.48
(e) Other financial liabilities	22	6,200.97	6,994.40
		1,64,177.88	**1,12,562.95**
(II) Non-Financial Liabilities			
(a) Current tax liabilities (net)	10	410.69	24.53
(b) Provisions	23	457.90	274.91
(c) Other non-financial liabilities	24	225.67	273.60
		1,094.26	**573.04**
EQUITY			
(a) Equity share capital	25	825.12	824.94
(b) Other equity	26	42,215.85	37,540.76
		43,040.97	**38,365.70**
Total Liabilities and Equity		2,08,313.11	**1,51,501.69**

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached

For **M S K A & Associates**
Chartered Accountants
(Firm's Registration No. 105047W)

Prateek Khandelwal
Partner
Membership No. - 139144
Place : Mumbai
May 05, 2025

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 05, 2025

Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 05, 2025

Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 05, 2025

Partha Chakraborti
Chief Financial Officer

Place : Mumbai
May 05, 2025

Consolidated Statement of Profit and Loss

for the year ended March 31, 2025

(₹ in millions)

Particulars	Note No.	For year ended March 31, 2025	For year ended March 31, 2025
(I) Revenue from operations			
a) Interest income	27	26,055.64	18,228.58
b) Dividend income		2.53	-
c) Fee and commission income	28	3,279.28	2,306.35
d) Net gain on fair value change	29	641.71	412.61
e) Net gain on derecognition of financial instruments under amortised cost category	30	1,650.77	1,018.10
f) Sale of services		-	630.99
g) Other operating income	31	845.07	532.69
Total revenue from operations		**32,475.00**	**23,129.32**
(II) Other income	32	33.36	13.40
Total income		**32,508.36**	**23,142.72**
(III) Expenses			
(a) Finance costs	33	12,735.98	8,371.92
(b) Fees and commission expense		1,444.17	1,093.48
(c) Impairment on financial instruments	34	1,008.16	913.66
(d) Employee Benefits Expenses	35	7,429.62	6,236.92
(e) Depreciation, amortization and impairment	12 & 15	1,017.13	878.70
(f) Others expenses	36	2,540.12	1,991.64
Total expenses		**26,175.18**	**19,486.32**
(IV) Profit before tax for the year (I + II - III)		**6,333.18**	**3,656.40**
(V) Tax Expense :			
(a) Current tax		1,695.65	1,099.90
(b) Deferred tax		(141.78)	(227.54)
(c) Short / (Excess) provision for earlier years		(6.02)	(10.02)
		1,547.85	**862.34**
(VI) Net profit after tax for the year (IV - V)		**4,785.33**	**2,794.06**
(VII) Other Comprehensive Income			
(a) Items that will not be reclassified to profit and loss			
(i) Remeasurement on defined benefit plans		(33.84)	(28.77)
(ii) Income Tax impact on above		8.06	7.24
Total (a)		**(25.78)**	**(21.53)**
(b) Items that will be reclassified to profit and loss			
(i) Fair Value Gain on time value of forward element of forward contract in hedging relationship		61.89	(39.46)
(ii) Fair Value Gain on loans measured at Fair value through OCI		(105.36)	-
Income Tax impact on above (i & ii)		(10.05)	9.93
Total (b)		**(53.52)**	**(29.53)**
Other Comprehensive income (a+b)		**(79.30)**	**(51.06)**
(VIII) Total Comprehensive Income for the year (VI + VII)		**4,706.03**	**2,743.00**
(IX) Earnings per equity share in Rupees (Face value ₹ 1 each)			
Basic	37	5.80	3.39
Diluted	37	5.77	3.36

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached

For **M S K A & Associates**
Chartered Accountants
(Firm's Registration No. 105047W)

Prateek Khandelwal
Partner
Membership No. - 139144
Place : Mumbai
May 05, 2025

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 05, 2025

Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 05, 2025

Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 05, 2025

Partha Chakraborti
Chief Financial Officer

Place : Mumbai
May 05, 2025

Consolidated Statement of Cash Flow

for the year ended March 31, 2025

(₹ in millions)

	Particulars	For year ended March 31, 2025	For year ended March 31, 2024
A	**Cash flow from operating activities**		
	Profit before tax	6,333.18	3,656.40
	Adjustments for		
	Depreciation & amortisation	1,017.13	878.70
	Impairment on financial instruments	1,008.16	913.66
	Net Gain on Fair Valuation of Financial Instruments	(641.71)	(412.61)
	Net Gain on Derecognition of Financial Instruments	(1,650.77)	(1,009.98)
	Loss/(Gain) on sale of Fixed Assets	0.61	(2.89)
	Write off - Fixed Assets	6.43	2.55
	Write off - Others	0.65	1.82
	Gain on early termination of Lease	(4.84)	(4.07)
	Gain on sale of Assets held for sale	(2.11)	(2.91)
	Share Based Payments to employees	91.63	85.70
	Dividend income	(2.53)	-
	Operational Loss	29.02	-
	Interest on Lease liability	327.57	342.25
	Interest income	(26,055.64)	(18,221.65)
	Finance cost	12,408.41	8,029.68
	Interest received	25,332.50	17,549.33
	Interest Paid	(12,626.83)	(8,450.64)
	Dividend received	-	-
	Operating cash flow before working capital changes	**5,570.86**	**3,355.34**
	Add / (Less): Adjustments for working capital changes		
	(Increase)/Decrease in		
	Loans	(48,367.64)	(39,822.18)
	Trade receivables	649.59	(825.52)
	Other Financial Assets	1,134.32	946.51
	Other Non-financial Assets	(730.12)	(584.52)
	Increase/(Decrease) in		
	Trade payables	152.56	410.47
	Other financial liability	(792.36)	633.36
	Derivative instrument	659.78	(156.23)
	Other Non-financial liability	(47.92)	127.19
	Provision	121.69	77.85
	Cash used in operations	**(41,649.24)**	**(35,837.73)**
	Income taxes paid (Net of Refunds Received)	(1,467.11)	(1,147.92)
	Net cash used in operating activities -A	**(43,116.35)**	**(36,985.65)**
B	**Cash flow from investing activities**		
	Increase/(decrease) in Fixed deposits not considered as cash and cash equivalent	109.37	(7.23)
	Purchase of property, plant and equipment and intangible assets	(653.89)	(635.75)
	Intangible Assets Under Development	160.85	(42.33)
	Capital work-in-progress	(0.37)	24.44
	Proceeds from sale of property and equipment	2.89	73.31
	Purchase of Mutual Fund units	(1,56,252.19)	(410.42)
	Proceed from sale of mutual fund units	1,57,595.36	497.58
	Purchase of shares/bonds	(7,055.89)	112.51
	Proceed from sale of shares & bonds	6,619.94	-
	Purchase of Security Receipt	(542.39)	-
	Proceeds from Sale of investment (PTC)	580.40	807.65
	Purchase of Investment (PTC)	-	(602.36)
	Interest received on PTC	33.87	112.10
	Dividend received	2.53	-
	Net cash generated from / (used in) investing activities - B	**600.48**	**(70.50)**

Consolidated Statement of Cash Flow

for the year ended March 31, 2025

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
C Cash flow from financing activities		
Debt securities Issued	10,880.00	-
Debt securities Redeemed (Net)	(7,230.00)	(2,666.67)
Proceed from Borrowings other than debt securities	86,199.52	57,086.82
Repayment of Borrowings other than debt securities Repaid	(38,077.23)	(28,194.39)
Other short term loan (net)	145.13	3,151.36
Payments for the principal portion of the lease liability	(282.59)	(226.87)
Payments for the interest portion of the lease liability	(327.57)	(342.25)
Dividends paid	(123.74)	(103.08)
Proceed from issue of equity Shares	6.63	11.74
Right issue expenses	-	(18.81)
Proceeds from ESOP	(5.29)	(10.35)
Net cash generated from financing activities - C	**51,184.86**	**28,687.50**
Net increase / (Decrease) in cash and cash equivalents (A+B+C)	**8,668.99**	**(8,368.65)**
Cash and cash equivalent as at the beginning of the year	6,396.49	14,765.14
Cash and cash equivalent as at the end of the year	15,065.48	6,396.49
Components of cash and cash equivalents		
a) Cash on hand	84.76	97.81
b) Balances with Banks (of the nature of cash and cash equivalents)		
i) In current accounts	14,916.92	4,455.38
ii) Fixed deposits with original maturity of 3 Months or less	-	1,750.83
c) Cheques on hand	63.80	92.47
Total cash and cash equivalents	**15,065.48**	**6,396.49**

Notes:

1 Cash flows arising on account of taxes on income are not specifically bifurcated with respect to investing & financing activities.

2 Figures in brackets represent outflows.

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached

For **M S K A & Associates**
Chartered Accountants
(Firm's Registration No. 105047W)

Prateek Khandelwal
Partner
Membership No. - 139144
Place : Mumbai
May 05, 2025

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 05, 2025

Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 05, 2025

Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 05, 2025

Partha Chakraborti
Chief Financial Officer

Place : Mumbai
May 05, 2025

Consolidated of Changes in Equity

for the year ended March 31, 2025

A. Equity Share Capital

(₹ in millions)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Issued, subscribed and fully paid up equity shares outstanding				
As at the beginning of the year	82,49,39,972	824.94	20,61,52,844	412.31
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balance as at the beginning of the year	**82,49,39,972**	**824.94**	**20,61,52,844**	**412.31**
Add: Shares Issued during the year	1,76,380	0.18	82,149	0.16
Add: Shares issued for Split of face value	-	-	20,62,34,993	-
Add: Bonus Shares Issued during the year	-	-	41,24,69,986	412.47
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	**82,51,16,352**	**825.12**	**82,49,39,972**	**824.94**

B. Other Equity

(₹ in millions)

Particulars	Reserves and Surplus						Other Comprehensive Income			Total
	General Reserve	Securities Premium Account	Retained Earnings Account	Employee Share Option Outstanding	Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934	Statutory Reserve Section 29C of the National Housing Bank Act, 1987	Remeasurement of defined benefit plans	Fair Value Gain on time value of forward element of forward contract in hedging relationship	Fair Value Gain on loans measured at Fair value through OCI	
Balance as at April 01, 2023	642.05	18,834.53	12,085.00	253.45	3,014.80	409.68	7.40	(4.57)	-	35,242.34
Changes in accounting policy/ prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 01, 2023	**642.05**	**18,834.53**	**12,085.00**	**253.45**	**3,014.80**	**409.68**	**7.40**	**(4.57)**	**-**	**35,242.34**
Profit for the year	-	-	2,794.06	-	-	-	-	-	-	2,794.06
Other comprehensive income / (losses) for the year	-	-	-	-	-	-	(21.53)	(29.53)	-	(51.06)
Dividends	-	-	(103.08)	-	-	-	-	-	-	(103.08)
On account of ESOP exercised/ lapsed	17.29	11.58	-	60.91	-	-	-	-	-	89.78
Transfer from / (to) retained earnings	-	-	(539.52)	-	396.12	143.40	-	-	-	-
Utilised for issue of Bonus shares	-	(412.47)	-	-	-	-	-	-	-	(412.47)
Unamortised right issue expenses amortised	-	(18.81)	-	-	-	-	-	-	-	(18.81)
Balance as at March 31, 2024	**659.34**	**18,414.83**	**14,236.46**	**314.36**	**3,410.92**	**553.08**	**(14.13)**	**(34.10)**	**-**	**37,540.76**

Consolidated of Changes in Equity

for the year ended March 31, 2025

(₹ in millions)

Particulars	Reserves and Surplus						Other Comprehensive Income			Total
	General Reserve	Securities Premium Account	Retained Earnings Account	Employee Share Option Outstanding	Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934	Statutory Reserve Section 29C of the National Housing Bank Act, 1987	Remeasurement of defined benefit plans	Fair Value Gain on time value of forward element of forward contract in hedging relationship	Fair Value Gain on loans measured at Fair value through OCI	
Changes in accounting policy/ prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance as at March 31, 2024	**659.34**	**18,414.83**	**14,236.46**	**314.36**	**3,410.92**	**553.08**	**(14.13)**	**(34.10)**	**-**	**37,540.76**
Profit for the year	-	-	4,785.33	-	-	-	-	-	-	4,785.33
Other comprehensive income / (losses) for the year	-	-	-	-	-	-	(25.78)	25.32	(78.84)	(79.30)
Dividends	-	-	(123.74)	-	-	-	-	-	-	(123.74)
On account of ESOP exercised/ lapsed	24.93	6.46	-	61.41	-	-	-	-	-	92.80
Transfer from / (to) retained earnings	-	-	(953.53)	-	829.79	123.74	-	-	-	-
Balance as at March 31, 2025	**684.27**	**18,421.29**	**17,944.52**	**375.77**	**4,240.71**	**676.82**	**(39.91)**	**(8.78)**	**(78.84)**	**42,215.85**

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached

For **M S K A & Associates**
Chartered Accountants
(Firm's Registration No. 105047W)

Prateek Khandelwal
Partner
Membership No. - 139144
Place : Mumbai
May 05, 2025

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 05, 2025

Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 05, 2025

Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 05, 2025

Partha Chakraborti
Chief Financial Officer

Place : Mumbai
May 05, 2025

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

1 Corporate Information

Capri Global Capital Limited ("the Company/Holding Company") having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 is engaged in the business of providing loans to Micro, Small and Medium Enterprises (MSMEs), Micro Lap, Home loans, Gold Loans, Construction Finance. The Holding Company is NBFC – Investment and Credit Company (NBFC-ICC), holding a Certificate of Registration No. B-13.01882 from the Reserve Bank of India ("RBI") dated November 05, 2007, having CIN: L65921MH1994PLC173469.

Capri Global Housing Finance Limited (the Subsidiary Company) having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 is engaged in the business of providing loans primarily to customers for purchase / construction / repair and renovation of residential property. The Company holds registration certificate No. 07.0139.16 with National Housing Bank under section 29A of the National Housing Bank Act, 1987 dated July 18, 2016.

Capri Loans Car Platform Private Limited (the Subsidiary Company) having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 is engaged primarily in the business of car loan distribution. The Company holds certificate of incorporation vide No. U66190MH2023PTC412270 in pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014 with effect from October 16, 2023.

The consolidated financial statements relate to the Holding Company and its subsidiary companies (together referred as the "Group").

The consolidated financial statements as at and for the year ended March 31, 2025 were authorised for issue in accordance with a resolution of the Board of Directors on May 05, 2025.

2 Material accounting policies

2.01 Basis of Consolidation

A The following subsidiary companies have been considered in the preparation of the consolidated financial statements:

Capri Global Housing Finance Limited - 100% wholly owned subsidiary (CGHFL)

Capri Loans Car Platform Private Limited – 100% wholly owned subsidiary incorporated on October 16, 2023 (CLCPPL)

For details of the subsidiary companies considered for consolidation refer note 53

B Principles of Consolidation:

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) 110 - "Consolidated Financial Statements" notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognised in the consolidated financial statements as at March 31, 2025.

b) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Holding Company's separate financial statements. Appropriate adjustments have been made in the financial statements of the subsidiaries with respect to different accounting policies for like transaction and events in similar circumstances for the purpose of preparation of consolidated financial statements.

c) The financial statements of the subsidiaries used in consolidation are drawn up to the same reporting date as that of the Holding Company i.e. as at / for the year ended March 31, 2025.

2.02 Statement of compliance and basis of preparation and presentation

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per 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, Master Direction – Reserve Bank of India (Non-Banking Financial Company Scale Based Regulation) Directions, 2023 with the circular No. RBI/DoR/2023-24/105 DoR.FIN.REC. No.45/03.10.119/2023-24 Dated October 19, 2023 and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR (NBFC). CC.PD. No.109/22.10.106/2019-20 dated 13 March

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

2020 ('RBI Notification for Implementation of Ind AS') and Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 issued by RBI. (Previously Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 as amended ('the RBI Master Directions') and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR (NBFC). CC.PD. No.109/22.10.106/2019-20 dated 13 March 2020 ('RBI Notification for Implementation of Ind AS') issued by RBI.) The Group uses accrual basis of accounting except in case of significant uncertainties [Refer note 2.04 (A),(C),(D),(E)]. Accounting policies have been consistently applied to all periods presented unless otherwise stated.

The consolidated financial statement has been prepared in accordance with and comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principles generally accepted in India 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 accounting policies below and the relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The preparation of consolidated financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Group are discussed in Note 2.13 Significant accounting judgements, estimates and assumptions.

2.03 Presentation of financial statement

The Group presents its balance sheet in the order of liquidity.

The Group prepares and present its Consolidated Financial Statements in the format prescribed by Division III of Schedule III to the Act as amended from time to time.

Financial assets and financial liabilities are generally reported on a gross basis except when there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in the following circumstances:

i. The normal course of business

ii. The event of default

iii. The event of insolvency or bankruptcy of the Group and/or its counterparties

2.04 Revenue from operations

A Interest Income

Interest income is recognised by applying Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at Fair Value Through Profit and Loss (FVTPL) taking into account the amount outstanding and the applicable interest rate. In case of credit-impaired financial assets (as set out in note no. 2.06 (G) regarded as 'Stage 3'), the Group recognises interest income on the amortised cost net of impairment loss of the financial asset. If the financial asset is no longer credit impaired, the Group reverts to calculating interest income on a gross basis.

The EIR is computed

a. As the rate that exactly discounts estimated future cash payments or receipts through the weighted average behaviorial life of the financial asset to the gross carrying amount of a financial asset.

b. By considering all the contractual terms of the financial instrument (for example prepayment, extension, call and similar options) in estimating the cash flows.

c. Including all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction cost, and all other premiums or discounts.

Loan processing fees on loans is collected towards processing of loan. These are amortised on EIR basis over the weighted average behaviorial life of the loan for MSME, Gold loan, Home Loan and Unsecured business loan and over the contractual tenure for Construction Finance and Indirect Lending.

B Dividend Income

Dividend income is recognised when the right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entiry and the amount of the dividend can be measured reliably.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

C Fees & Commission Income

The Group recognises the fee and commission income not integral to EIR under Ind AS 109 in accordance with the terms of the relevant customer contracts / agreement and when it is probable that the Group will collect.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

The Group recognises revenue from contracts with customers based on a five-step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation. Fees for sale of services are accounted as and when the service is rendered, provided there is reasonable certainty of its ultimate realisation.

Bounce/ penal charges levied on customers for non-payment/delayed in payment of instalment on the contractual date & Foreclosure charges collected from loan customers for early payment / closure of loan are recognised on a point in time basis and are recorded when realised.

Distribution income is earned by selling of services and products of other entities under distribution arrangements. The income so earned is recognised on successful distribution on behalf of other entities subject to there being no significant uncertainty of its recovery.

Commission on Insurance Policies sold is recognised on accrual basis when the Holding Company under its agency code sells the insurance policies.

D Sale of service

Sale of services includes advertising income, representing income earned from the activities incidental to the business and is recognised when the service is performed. Revenue is net of applicable indirect taxes as per the terms of the contract.

E Net gain on Fair value changes

Any differences between the fair values of financial assets classified as FVTPL held by the Group on the balance sheet date is recognised as an unrealised gain / loss. In case there is a net gain in the aggregate, the same is recognised in "Net gains on fair value changes" under Revenue from operations and if there is a net loss, the same is disclosed as "Net loss on fair value changes" under Expenses in the Statement of Profit and Loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at FVOCI is recognised in net gain / loss on fair value changes.

However, Net gain / loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss.

F Assignment transactions

In accordance with Ind AS 109, in case of assignment transactions with significant transfer of risks and rewards without any retention of residual interest, gain arising on such assignment transactions is recorded upfront in the Statement of Profit and Loss and the corresponding asset is derecognized from the Balance Sheet immediately upon execution of such transaction. Further, the transfer of financial assets qualifies for derecognition to the extent of portion transferred.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

The whole of the interest spread is at its present value (discounted over the life of the asset) is recognized on the date of derecognition itself as interest only strip receivable (interest strip on assignment) and correspondingly recognized as profit on derecognition of financial asset.

2.05 Expenses

A Finance costs

Finance costs on borrowings paid towards availing of loan is amortised on EIR basis over the contractual life of loan.

The EIR in case of a financial liability is computed

a. As the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of the amortised cost of a financial liability.

b. By considering all the contractual terms of the financial instrument in estimating the cash flows

c. Including all fees paid between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts

Any subsequent changes in the estimation of the future cash flows is recognised in interest expense with the corresponding adjustment to the carrying amount of the liability.

Interest expense includes issue costs that are initially recognized as part of the carrying value of the financial liability and amortized over the expected life using the effective interest method. These include fees and commissions payable to advisers and other expenses such as external legal costs, rating fee, etc. provided these are incremental costs that are directly related to the issue of a financial liability.

B Retirement and other employee benefits

Short term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service.

Post-employment employee benefits

a) Defined contribution schemes

The Group provides a defined contribution plan for all the eligible employees of the Group who have opted to receive benefits under the Provident Fund and Employees State Insurance Scheme, defined contribution plans in which both the employee and the Company contribute monthly at a stipulated rate. The Group has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

b) Defined Benefit schemes

The Group provides a defined benefit retirement plan for gratuity covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary at each Balance Sheet date using the Projected Unit Credit Method which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

Net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the planed assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income. An actuarial valuation involves making various assumptions that

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

may differ from actual developments in the future. These include the determination of the discount rate, attrition rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at half yearly intervals.

The Group fully contributes all ascertained liabilities to The Trustees – CGCL Employees Group Gratuity Assurance Scheme (Formerly known as Money Matters Financial Services Limited Employee Group Gratuity Assurance Scheme)" and CGHFL Employees Group Gratuity Assurance Scheme (Formerly known as Money Matters Securities Private Limited Employee Group Gratuity Assurance Scheme. Trustees administer contributions made to the trust and contributions are invested in a scheme of insurance with the Insurance Regulatory and Development Authority (IRDA) approved Insurance Companies.

Re-measurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.

C Leases Rent

The Group leases most of its office facilities under operating lease agreements that are renewable on a periodic basis at the option of the lessor and the lessee. The lease agreements contain rent free periods and rent escalation clauses.

The Group assesses whether a contract contains a lease at the inception of the contract. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether (i) the contract involves the use of an identified asset, (ii) the Group has substantially all of the economic benefits from the use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a Right-of-Use (ROU) assets and a corresponding lease liability for all lease arrangements under which it is a lessee, except for short-term leases and low value leases. ROU assets represent the Group's right to use an underlying asset for the lease term and lease liabilities represent the Group's obligation to make lease payments arising from the lease. For short-term leases and low value leases, the Group recognizes the lease payments as an expense on a straight-line basis over the term of the lease.

The lease arrangements include options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the date of commencement of the lease on a straight-line basis over the lease term.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. For leases under which the rate implicit in the lease is not readily determinable, the Group uses its incremental borrowing rate based on the information available at the date of commencement of the lease in determining the present value of lease payments. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset, if the Group changes its assessment as to whether it will exercise an extension or a termination option.

At initial recognition the carrying value of the refundable deposits is taken at present value of all expected future principal repayments discounted using market rates prevailing at the time of inception. For Interest expenses, the difference between present market value and deposit made is recognised as prepayment and amortised in the Statement of Profit and Loss over the benefit period on systematic basis. Interest income is recognised at the prevailing market rates.

D Impairment of non-financial assets

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets,

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

E Taxes

Income Tax

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in the Statement of Profit and Loss, other comprehensive income or directly in equity when they relate to items that are recognized in the respective line items.

Current Tax

Current tax comprises the expected tax payable or receivable on the taxable profit or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty if any related to income taxes. It is measured using tax rates (and tax law) enacted or substantively enacted by the reporting date.

Deferred tax

Deferred tax assets and liabilities are recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are only recognised for temporary differences, unused tax losses and unused tax credits if it is probable that future taxable amounts will arise to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity.

Goods and Services Tax /Service Tax/Value Added Taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax/service tax/value added taxes paid, except:

i. When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

ii. When receivables and payables are stated with the amount of tax included.

The net amount of tax recoverable from or payable to the taxation authority is included as part of receivables or payables in the balance sheet.

2.06 Financial instruments

Financial assets and financial liabilities are recognised in the Group's Balance Sheet on trade date, i.e. when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues of financial assets or financial liabilities carried at fair value through the profit or loss account are recognised immediately in the Statement of Profit or Loss. Trade Receivables are measured at transaction price.

A (i) **Classification of financial instruments**

The Group classifies its financial assets into the following measurement categories:

1. Financial assets to be measured at amortised cost.

2. Financial assets to be measured at fair value through profit or loss account.

The classification depends on the contractual terms of the financial assets, cash flows and the Group's business model for managing financial assets which are explained below:

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Business model assessment

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel.
- The risks that affect the performance of the business model (and the financial assets held within that business model) and the way those risks are managed.
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

The Solely Payments of Principal and Interest (SPPI) test

As a second step of its classification process, the Group assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

In making this assessment, the Group considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

The Group classifies its financial liabilities at amortised costs unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

B Financial assets measured at amortised cost

These financial assets comprises of bank balances, receivables, investments and other financial assets.

Financial assets

Financial assets are measured at amortised cost where they have:

a) contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding; and

b) are held within a business model whose objective is achieved by holding to collect contractual cash flows.

These Financial assets are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost.

C Items at Fair Value Through Profit or Loss (FVTPL)

Items at Fair Value Through Profit or Loss comprise:

- Investments (including equity shares) held for trading;
- debt instruments with contractual terms that do not represent solely payments of principal and interest.

Financial instruments held at FVTPL are initially recognised at fair value with transaction costs recognised in the statement of profit and loss as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the statement of profit and loss as they arise.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Financial instruments designated as measured at FVTPL

Upon initial recognition, financial instruments may be designated FVTPL. A financial asset may only be designated at FVTPL if doing so eliminates or significantly reduces measurement or recognition inconsistencies (i.e. eliminates an accounting mismatch) that would otherwise arise from measuring financial assets or liabilities on a different basis.

A financial liability may be designated at FVTPL if it eliminates or significantly reduces an accounting mismatch or:

- if a host contract contains one or more embedded derivatives; or
- if financial assets and liabilities are both managed, and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Where a financial liability is designated at FVTPL, the movement in fair value attributable to changes in the Group's own credit quality is calculated by determining the changes in credit spreads above observable market interest rates and is presented separately in other comprehensive income. As at the reporting date, the Group has not designated any financial instruments as measured at fair value through profit or loss.

D Debt securities and other borrowed funds

After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds and costs that are an integral part of the Effective Interest Rate (EIR).

E Reclassification

If the business model under which the Group holds financial assets undergoes changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Group's financial assets. Changes in contractual cash flows are considered under the accounting policy on modification and derecognition of financial assets described in subsequent paragraphs.

F Recognition and Derecognition of financial assets and liabilities

Recognition:

a) Loans and Advances are initially recognised when the Financial Instruments are transferred to the customers.

b) Investments are initially recognised on the settlement date.

c) Debt securities and borrowings are initially recognised when funds are received by the Group.

d) Other Financial assets and liabilities are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. This includes regular purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place.

Derecognition of financial assets due to substantial modification of terms and conditions:

The Group derecognises a financial asset such as a loan to a customer when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes unless the new loan is deemed to be Purchased or Originated as Credit Impaired (POCI). In case of an existing exposure to the borrower in the Group, the newly recognised loans are classified as per the staging of the existing exposure.

If the modification does not result in cash flows that are substantially different, the modification does not result in derecognition. Based on the change in cash flows discounted at the original EIR, the Group records a modification gain or loss, to the extent that an impairment loss has not already been recorded.

Derecognition of financial assets other than due to substantial modification

a) Financial assets:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the rights

Notes to the Consolidated Financial Statements

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to receive cash flows from the financial asset have expired. The Group also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Group has transferred the financial asset if the Group has transferred its contractual rights to receive cash flows from the financial asset.

A transfer only qualifies for derecognition, if either:

i. The Group has transferred substantially all the risks and rewards of the asset, or

ii. The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

The Group considers control to be transferred if and only if the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

When the Group has neither transferred nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognised only to the extent of the Group's continuing involvement, in which case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

b) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in the Statement of Profit or Loss.

G Impairment of financial assets

Overview of the ECL principles

The Group records allowance for expected credit losses for all loans, other debt financial assets not held at FVTPL, referred to in 'financial instruments' section. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss) unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both Lifetime ECLs and 12-month ECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments. The Group has grouped its loan portfolio into Micro, Small and Medium Enterprises (MSMEs), Construction Finance, Indirect Lending, Gold Loan, Home Loan and Unsecured business loan

The Group 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. The Group does the assessment of significant increase in credit risk at a borrower level. If a borrower has various facilities having different past due status, then the highest Days Past Due (DPD) is considered to be applicable for all the facilities of that borrower.

Based on the above, the Group categorises its loans into Stage 1, Stage 2 and Stage 3 as described below:

Stage 1

All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified

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for the year ended March 31, 2025

under this stage. The Group classifies all standard advances (past due for 0 to30 days) under this category. Stage 1 loans also include facilities where the credit risk has reduced and the loan has been reclassified from Stage 2 or Stage 3.

Stage 2

All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. Financial assets past due for 31 to 90 days are classified under this stage and lifetime ECL is recognised on such financial assets. Stage 2 loans also include facilities where the credit risk has reduced, and the loan has been reclassified from Stage 3.

Stage 3

All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. More than 90 days Past Due is considered as default for classifying a financial instrument as credit impaired.

Credit-impaired financial assets:

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt financial assets carried at FVTOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

a) Significant financial difficulty of the borrower or issuer;

b) A breach of contract such as a default or past due event;

c) It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

d) The disappearance of an active market for a security because of financial difficulties.

The mechanics of ECL:

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro economic factors.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

Probability of Default (PD)

Probability of Default (PD) is defined as the likelihood of default over a particular time horizon. The PD of an obligor is a fundamental risk parameter in credit risk analysis and depends on obligor specific as well as macroeconomic risk factors.

Loss Given Default (LGD)

Loss Given Default (LGD) is defined as the loss rate on the exposure, given the borrower has defaulted. LGD is being calculated for all financial instruments under risk parameter approach by way of evaluation of historical data on defaults, recovery amounts, collateral liquidation, direct expenses, and opportunity cost for each default.

Exposure at Default (EAD)

The Exposure at Default (EAD) is an estimate of the exposure at a future default date including the undrawn commitments. EAD is taken as the gross exposure under a facility upon default of an obligor. The principal outstanding, overdue principal, accrued interest, overdue interest less excess received from the customers is considered as EAD for the purpose of ECL computation.

Forward looking information

While estimating the expected credit losses, the Group reviews macro-economic developments occurring in the economy and market it operates in. On a periodic basis, the Group analyses if there is any relationship between key economic trends like GDP, unemployment rates, benchmark rates set by the

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Reserve Bank of India, inflation etc. with the estimate of PD determined by the Group based on its internal data/external data. While the internal estimates of PD rates by the Group may not be always reflective of such relationships, temporary overlays, if any, are embedded in the methodology to reflect such macro-economic trends reasonably.

Collateral repossessed

In its normal course of business, Group repossess assets under SARFAESI/ Arbitration Act, but do not transfer these assets in its book of accounts. The Group continues to show these loans account as Non-Performing Assets (NPA) in the books till the liquidation of the secured assets through public auction and realise actual payment against these loans.

H Write-offs

The Group reduces the gross carrying amount of a financial asset when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the Statement of Profit and Loss.

I Determination of fair value

On initial recognition, all the financial instruments are measured at fair value. For subsequent measurement, the Group measures certain categories of financial instruments (as explained in note) at fair value on each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i. In the principal market for the asset or liability, or

ii. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1 financial instruments - Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Group has access to at the measurement date. The Group considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments - Those where the inputs that are used for valuation are significant and are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Group will classify the instruments as Level 3.

Level 3 financial instruments - Those that include one or more unobservable input that is significant to the measurement as whole.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

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Difference between transaction price and fair value at initial recognition

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price (i.e. the fair value of the consideration given or received) unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets. When such evidence exists, the Group recognises the difference between the transaction price and the fair value in profit or loss on initial recognition (i.e. on day one).

When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the Group recognises the difference between the transaction price and fair value in net gain on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is not recognised at the initial recognition stage.

J Derivative Financial Instruments

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if certain criteria are met.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain/loss is recognised in the statement of profit and loss immediately unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedge relationship.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with its floating rate borrowings arising from changes in interest rates and exchange rates at inception of designated hedging relationships.

The Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flows hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item determined on a present value basis from inception of the hedge. Any ineffective portion of changes in fair value of the derivative is recognised immediately in profit or loss.

The Group designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedge relationships. Change in fair value of the forward element of the forward exchange contracts ('forward points') is separately accounted for as cost of hedging and recognised separately within equity.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

2.07 Cash and cash equivalents

Cash and cash equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes).

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits, as defined above.

2.08 Property, plant and equipment

Property, Plant and Equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment,if any. The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate and treated as changes in accounting estimates.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress.

Depreciation

Depreciation is calculated using the Written Down Value (WDV) method to write down the cost of property and equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II of the Act. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

ROU assets are depreciated from the date of commencement of the lease on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset.

2.09 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Group.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either finite or infinite. Intangible assets with finite lives are amortised over the useful economic life. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year-end.

Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortisation period or methodology, as appropriate, which are then treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is presented as a separate line item in the statement of profit and loss. Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from / upto the date of acquisition/sale.

Amortisation is calculated using the straight–line method to write down the cost of intangible assets to their residual values over their estimated useful lives. Intangible assets comprising of software are amortised on a straight-line basis over a period of 3 years unless it has a shorter useful life.

Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible under development"

Estimated useful life of assest is as below:

(a) Lease bold improvements and Lease Premises - As per lease period

(b) Computer - 3 years

(c) Furniture & fixtures 10 years

(d) Office Equipments - 5 years

(e) Vechicles - 10 years (Motor cycles, scooters) and & years (Motor cars)

(f) Electric installations - 10 years

(g) Computer Software - 3 years

(h) Trademarks - 10 years

2.10 Provisions

Provisions are recognised when the enterprise has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle

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for the year ended March 31, 2025

the obligation, and a reliable estimate can be made of the amount of the obligation.

When the effect of the time value of money is material, the enterprise determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

2.11 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

2.12 Earning Per Share

The Group reports basic and diluted Earnings Per Share (EPS) in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.13 Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

A Defined employee benefit assets and liabilities - Refer 2.05.B

B Impairment of loans portfolio - Refer 2.06.G

C Effective Interest Rate (EIR) method - Refer 2.04.A and 2.05.A

D Lease accounting - Refer 2.05.C

E Impairment test of non-financial assets - Refer 2.05.D

F Useful life of property, plant, equipment and intangibles - Refer 2.08 and 2.09

G Provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions - Refer 2.05.E

H Recognition and Measurement of Provision and Contingencies - Refer 2.10 and 2.11

I Determination of the fair value of financial instruments - Refer 2.06.I

J Business Model Assessment - Refer 2.06.A

2.14 Recent accounting pronouncements

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. During the year ended March 31, 2024, MCA has not notified new standards or amendments to the existing standards applicable to the Group for current reporting period.

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3. Cash and cash equivalents

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Cash on hand	84.76	97.81
b) Balances with Banks (of the nature of cash and cash equivalents)		
i) in current accounts (Refer Note no. 1 below)	14,916.92	4,455.38
ii) in deposit accounts having original maturity less than 3 months	-	1,750.83
c) Cheques, drafts on hand	63.80	92.47
Total	**15,065.48**	**6,396.49**
Of the above, the balances that meet the definition of Cash and Cash equivalent as per Ind AS 7 "Statement of Cash Flows":	15,065.48	6,396.49

1 Balances with Bank in Current Account includes Escrow Bank Balance of ₹ 383.57 million As at March 31, 2025 (₹ 14.97 million As at March 31, 2024)

4. Bank balances other than cash and cash equivalents

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Other Bank balances		
a) In fixed deposit accounts		
i) Fixed deposit accounts with maturity more than 3 months (Refer Note no. 1 and 2 below)	246.44	349.57
b) In earmarked balance with banks		
i) Unclaimed dividend account	0.13	0.15
Total	**246.57**	**349.72**

Notes :

1 Out of the above ₹ 244.83 millions (as at March 31, 2023: ₹ 320.46 millions) balance in deposit accounts with banks are being earmarked towards overdraft facilities, bank guarantee and against customer advance.

2 Deposits are made for varying period from 7 days to 10 years and earn interest from 4.9% to 8.7% p.a.

5. Trade receivables

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Trade receivables considered good - Secured	-	-
b) Trade receivables considered good - Unsecured	587.81	1,366.85
c) Trade receivables which have significant increase in credit risk		
i) Secured, considered doubtful	-	-
i) Unsecured, considered doubtful	-	-
d) Trade receivables - Credit impaired	72.44	9.92
	660.25	1,376.77
Less: Impairment loss allowance	(72.44)	(9.92)
Total	**587.81**	**1,366.85**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

A Reconciliation of impairment loss allowance on trade receivables

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Impairment loss allowance as at beginning of the year	(9.92)	(11.40)
b) Net increase/(decrease) during the year	(62.52)	1.48
c) Impairment loss allowance as at the end of the year	(72.44)	(9.92)

Note :

1 Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

2 No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

B Trade receivables - Ageing Schedule

As at March 31, 2025

(₹ in millions)

	Unbilled due	Outstanding for the following period from due date of payments: Current but Not due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 Years	more than 3 years	Total
a) Undisputed - Considered Good	0.43	123.13	464.25	0.00	0.00	-	-	587.81
b) Undisputed - considered credit impaired	-	-	-	-	-	-	-	-
c) Disputed - Considered Good	-	-	-	-	-	-	-	-
d) Disputed - considered credit impaired	-	-	62.94	7.39	2.11	-	-	72.44
Total (Gross)	**0.43**	**123.13**	**527.19**	**7.39**	**2.11**	**-**	**-**	**660.25**
Less: Loss allowance for doubtful debts.	-	-	(62.94)	(7.39)	(2.11)	-	-	(72.44)
Total Trade Receivables (Net)	**0.43**	**123.13**	**464.25**	**-**	**-**	**-**	**-**	**587.81**

As at March 31, 2024

(₹ in millions)

Particulars	Unbilled due	Outstanding for the following period from due date of payments: Current but Not due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 Years	more than 3 years	Total
Trade Receivables								
a) Undisputed - Considered Good	-	461.08	905.77	0.00	0.00	-	-	1366.85
b) Undisputed - considered credit impaired	-	-	-	-	-	-	-	-
c) Disputed - Considered Good	-	-	-	-	-	-	-	-
d) Disputed - considered credit impaired	-	-	8.89	0.93	0.10	-	-	9.92
Total (Gross)	**-**	**461.08**	**914.66**	**0.93**	**0.10**	**-**	**-**	**1,376.77**
Less: Loss allowance for doubtful debts.	-	-	(8.89)	(0.93)	(0.10)	-	-	(9.92)
Total Trade Receivables (Net)	**-**	**461.08**	**905.77**	**-**	**-**	**-**	**-**	**1,366.85**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

6. Other receivables

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Other Receivables considered good - Secured	-	-
b) Other Receivables considered good - Unsecured	276.20	52.78
c) Other Receivables which have significant increase in credit risk	-	-
d) Other Receivables - Credit impaired	-	-
	276.20	52.78
Less: Allowance for expected credit losses	-	-
Total	276.20	52.78

A Other receivables - Ageing Schedule

(₹ in millions)

	Unbilled due	Outstanding for the following period from due date of payments:						Total
		Current but Not due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 Years	more than 3 years	
As at March 31, 2025								
a) Undisputed - Considered Good	-	-	276.20	-	-	-	-	276.20
As at March 31, 2024								
a) Undisputed - Considered Good	-	-	52.78	-	-	-	-	52.78

7. Loans

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
A. Category of loans wise details		
I. At amortised cost		
Term loans	1,82,727.78	1,36,714.04
Loan to employees	20.15	11.00
II. At Fair value through profit or loss		
Secured		
Term loans	-	-
III. At Fair value through OCI		
Secured		
Term loans	2,417.55	-
IV. Purchased or Originated as Credit Impaired (POCI)		
Secured		
Term loans	27.50	53.62
Total (i) - Gross	1,85,192.98	1,36,778.66
Less: Impairment loss allowance		
a at Amortised cost	(2,677.96)	(2,566.83)
b at Fair value through profit or loss	-	-
c at Fair value through OCI	-	-
	(2,677.96)	(2,566.83)
Total (A) - Net	1,82,515.02	1,34,211.83
B. Nature of Security wise details		
I. At Amortised cost		
i) Secured by Tangible Assets	1,80,714.08	1,33,631.72
ii) Secured by Book Debts	1,764.64	2,662.55
iii) Unsecured	296.71	484.39
II. At Fair value through profit or loss		
i) Secured by Tangible Assets	-	-
ii) Secured by Book Debts	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
III. At Fair value through OCI		
i) Secured by Tangible Assets	2,417.55	-
ii) Secured by Book Debts	-	-
Total (B) - Gross	**1,85,192.98**	**1,36,778.66**
Less: Impairment loss allowance	(2,677.96)	(2,566.83)
Total (B) - Net	**1,82,515.02**	**1,34,211.83**
C. Location wise details		
i) Loans in India		
a. Public Sector	-	-
b. Others	1,85,192.98	1,36,744.27
Total	**1,85,192.98**	**1,36,744.27**
ii) Loans outside India	-	-
Total (C) - Gross	**1,85,192.98**	**1,36,744.27**
Less: Impairment loss allowance	(2,677.96)	(2,566.83)
Total (C) - Net	**1,82,515.02**	**1,34,177.44**

Notes:

1 The Group business model is to hold contractual cash flows, being the payment of Principal and Interest till maturity and accordingly the loans are measured at amortised cost.

Eligible pool of co-lending loans are valued at fair value through OCI.

2 Underlying for the term loans secured by tangible assets are properties and gold jewellery.

3 The Group does not have any loans outside India.

8. Investments

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
A.		
Investments Carried at fair value through profit and loss		
a) Mutual Fund (Quoted/ Unquoted)	500.75	1,553.35
b) Investments in Debt Securities		
i) Debt Instrument	293.81	-
c) Equity Shares - Listed	599.30	24.32
d) Security Receipt	210.31	-
a) Investments in Debt Securities		
i) Pass Through Certificates	-	584.62
	1,604.17	**2,162.29**
B.		
i. Investments outside India	-	-
ii. Investments in India	1,604.17	2,162.29
	1,604.17	**2,162.29**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

C. Script wise details of investments

(₹ in millions)

Particulars	Face Value	As at March 31, 2025		As at March 31, 2024	
		Quantity	Amount	Quantity	Amount
a. Investment in Pass Through Certificates (Unquoted)					
1 Indian Receivable Trust 2019 Series 5 - Series A2 PTC 01 Mar 2019		-	-	2,318	584.62
b. Investment in Mutual Fund units (Quoted)					
1 Axis Mutual Fund		-	-	37,312	100.13
2 Aditya Birla Sunlife Money Manager Fund		-	-	5,90,305	201.17
3 Nippon Liquid Fund		-	-	16,945	100.13
4 DSP Liquid Fund		-	-	29,012	100.13
5 Tata Money Market Fund		-	-	34,442	150.43
6 SBI Savings Fund		-	-	74,30,107	300.48
7 SBI Liquid Fund		-	-	26,495	100.13
8 Mirae Liquid Fund		-	-	39,262	100.13
9 ICICI Prudential Liquid Fund		-	-	2,80,163	100.13
10 ICICI Prudential Money Market Fund		-	-	8,60,399	300.49
11 SBI Liquid Fund Regular Growth		1,24,698	500.75		
c. Investments in Equity shares (Quoted)					
1 Alpex Solar Limited	10	-	-	73,200.00	24.32
2 Capital Numbers Infortech Limited		1,14,400	18.34	-	-
3 Quadrant Future Tek Limited		1,10,000	57.79	-	-
4 Central Bank of India		19,61,470	83.89	-	-
5 Punjab & Sind Bank		39,09,304	170.37	-	-
6 UCO Bank		56,80,508	202.80	-	-
7 Investurus Knowledge Solutions		43,241	66.11	-	-
d. Investment in Debt Securities					
1 Mancherial Repallewada Road Private Limited		3,000	293.81	-	-
e. Investment in Security Receipt (Net)			210.31		
Total			**1,604.17**		**2,162.29**

D. Investment in Security Receipt

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
i. Gross Security Receipt	542.38	-
ii. Less:- Impairment Allowances	(332.07)	-
iii. Net Security Receipt	210.31	-

9. Other financial assets

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
a) Security Deposits	107.02	118.79
b) Spread receivable on assigned portfolio	1,130.85	807.33
c) Accrued Income	89.24	65.89

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
d) Others	5.96	15.69
	1,333.07	1,007.70
Less: Impairment loss allowance	-	-
Total	**1,333.07**	**1,007.70**

10. Current tax assets and Current tax liabilities

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
A Current tax assets (net)	441.47	279.24
[Advance tax net of provision for tax ₹ 5,219.95 millions (March 31, 2024 : ₹ 3,836.61 millions)]		
Total	**441.47**	**279.24**
B Current tax liabilities (Net)	410.69	24.53
[Provision for tax net of Advance tax ₹ 1,309.82 millions (March 31, 2024 : ₹ 1,394.56 millions)]		
Total	**410.69**	**24.53**

11. Deferred tax assets (net)

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
A. Deferred tax assets / (Deferred tax liabilities)		
a) Difference between WDV as per books and tax books	131.73	82.99
b) Provision for loans	745.72	593.56
c) Provision for compensated absences	77.87	53.63
d) ECL on interest on NPA	116.66	104.14
e) Others (net)	109.50	77.62
f) Unrealised gain on Financial Instruments at FVTPL	0.40	1.71
Total Deferred Tax Assets	**1,181.87**	**913.67**
a) Amortised Finance Cost	(37.77)	(0.23)
b) Unrealised gain on financial instruments at FVTPL	(12.06)	(4.00)
c) Gain on derecognition of financial instruments	(284.61)	(203.19)
Total Deferred tax liabilities	**(334.43)**	**(207.42)**
Net Deferred tax assets / (Deferred tax liabilities)	**847.44**	**706.25**
Net deferred tax asset	**847.44**	**706.25**
Net deferred tax liabilities	**-**	**-**

B. For yearly movement in balances of deferred tax assets/(liabilities) refer Note no. - 44

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

12. Property, plant and equipment

(₹ in millions)

Particulars	Property, plant and equipment								Right-of-use assets			
	Buildings	Leasehold Premises	Computer Hardware	Furniture and Fixtures	Office Equipments	Vehicles	Electrical Installation	Total	Premises	Other Assets	Right-of-use assets	Total
	(A)	(B)	(C)	(D)	(E)	(F)	(G)	H = A+B+C+ D+E+F+G				
A. Gross carrying amount												
Balance as at April 01, 2023	2.70	186.71	292.14	415.84	251.57	66.33	150.45	1,365.74	2,174.50	-	2,174.50	3540.24
Addition	-	124.16	81.48	83.79	110.18	11.60	(77.84)	333.37	931.59	-	931.59	1,264.96
Disposal	-	-	2.64	3.33	8.73	18.53	62.42	95.65	65.98	-	65.98	161.63
Balance as at March 31, 2024	**2.70**	**310.87**	**370.98**	**496.30**	**353.02**	**59.40**	**10.19**	**1,603.46**	**3,040.11**	**-**	**3,040.11**	**4,643.57**
Addition	-	34.52	70.69	60.62	49.86	44.30	-	259.99	346.95	-	346.95	606.94
Disposal	-	2.66	19.19	0.93	3.19	10.71	-	36.68	73.52	-	73.52	110.20
Balance as at March 31, 2025	**2.70**	**342.73**	**422.48**	**555.99**	**399.69**	**92.99**	**10.19**	**1,826.77**	**3,313.54**	**-**	**3,313.54**	**5,140.31**
B. Accumulated Depreciation / amortisation												
Balance as at April 01, 2023	0.70	36.89	152.38	76.33	66.23	42.38	22.18	397.09	303.22	-	303.22	700.31
Depreciation / Amortisation expense	0.10	68.64	127.81	88.92	111.98	7.78	(13.52)	391.71	400.93	-	400.93	792.64
Disposal	-	-	2.23	2.48	2.85	15.53	0.05	23.14	36.30	-	36.30	59.44
Balance as at March 31, 2024	**0.80**	**105.53**	**277.96**	**162.77**	**175.36**	**34.63**	**8.61**	**765.66**	**667.85**	**-**	**667.85**	**1,433.51**
Depreciation / Amortisation expense	0.09	72.07	81.41	92.45	89.86	17.01	0.41	353.30	423.22	-	423.22	776.52
Disposal	-	1.54	18.13	0.48	2.77	4.19	-	27.11	21.26	-	21.26	48.37
Balance as at March 31, 2025	**0.89**	**176.06**	**341.24**	**254.74**	**262.45**	**47.45**	**9.02**	**1,091.85**	**1,069.81**	**-**	**1,069.81**	**2,161.66**
C. Net carrying amount (A-B)												
As at March 31, 2023	2.00	149.82	139.76	339.51	185.34	23.95	128.27	968.65	1,871.28	-	1,871.28	2,839.93
As at March 31, 2024	**1.90**	**205.34**	**93.02**	**333.53**	**177.66**	**24.77**	**1.58**	**837.80**	**2,372.26**	**-**	**2,372.26**	**3,210.06**
As at March 31, 2025	**1.81**	**166.67**	**81.24**	**301.25**	**137.24**	**45.54**	**1.17**	**734.92**	**2,243.73**	**-**	**2,243.73**	**2,978.65**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

13 Capital work-in-progress

(₹ in millions)

Particulars	Property, plant and equipment							
	Buildings	Leasehold Premises	Computer Hardware	Furniture and Fixtures	Office Equipments	Vehicles	Electrical Installation	Total
	(A)	(B)	(C)	(D)	(E)	(F)	(G)	H = A+B+C+ D+E+F+G
Balance as at April 01, 2023	-	-	5.33	15.06	4.83	-	-	25.22
Addition	-	-	13.34	125.90	74.25	-	-	213.49
Disposal	-	-	18.66	140.58	78.68	-	-	237.92
Balance as at March 31, 2024	**-**	**-**	**0.01**	**0.38**	**0.40**	**-**	**-**	**0.79**
Addition	-	-	0.23	0.80	0.22	-	-	1.25
Disposal	-	-	0.23	0.38	0.28	-	-	0.89
Balance as at March 31, 2025	**-**	**-**	**0.01**	**0.80**	**0.34**	**-**	**-**	**1.15**

14 Intangible assets under development

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance as at April 1	190.37	148.04
Addition	39.90	171.47
Deduction	(200.74)	(129.14)
Closing balance as at March 31	**29.53**	**190.37**

Aging of Capital work-in-progress & Intangible assets under development

As at March 31, 2025

(₹ in millions)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1 Intangible Assets under development	29.53	-	-	-	29.53
2 Capital work in progress	1.15	-	-	-	1.15

As at March 31, 2024

(₹ in millions)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1 Intangible Assets under development	169.25	15.76	5.36	-	190.37
2 Capital work in progress	0.47	0.32	-	-	0.79

15. Intangible assets

(₹ in millions)

Particulars	Computer Software	Trade Mark	Total
	(A)	(B)	C = (A+B)
A. Gross carrying amount			
Balance as at April 01, 2023	186.48	-	186.48
Addition	302.18	0.17	302.35
Disposal	16.22	-	16.22
Balance as at March 31, 2024	**472.44**	**0.17**	**472.61**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars	Computer Software (A)	Trade Mark (B)	Total C = (A+B)
Addition	393.77	0.12	393.89
Disposal	46.92	-	46.92
Balance as at March 31, 2025	**819.29**	**0.29**	**819.58**
B. Accumulated Depreciation / amortisation			
Balance as at April 01, 2023	116.82	-	116.82
Depreciation / Amortisation expense	86.05	-	86.05
Disposal	15.80	-	15.80
Balance as at March 31, 2024	**187.07**	**-**	**187.07**
Depreciation / Amortisation expense	240.59	0.02	240.61
Disposal	43.70	-	43.70
Balance as at March 31, 2025	**383.96**	**0.02**	**383.98**
C. Net carrying amount (A-B)			
As at March 31, 2023	69.66	-	69.66
As at March 31, 2024	**285.37**	**0.17**	**285.54**
As at March 31, 2025	**435.33**	**0.27**	**435.60**

12A &15A Depreciation and Amortisations for the year

(₹ in millions)

	FY 2024-25	FY 2023-24
a) Depreciation on property, plant and equipments	353.30	391.73
b) Depreciation on right-of-use assets	423.22	400.91
c) Amortisation of intangible assets	240.61	86.06
Total	**1,017.13**	**878.70**

16. Other non financial assets

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
I. Unsecured, considered good		
a) Prepaid Expenses	112.08	110.53
b) Accrued Income	711.84	215.20
c) Advance to vendor	526.58	388.49
d) Balances with Statutory Authorities	73.37	58.63
e) Other Assets	37.36	4.13
f) Capital Advances	282.73	253.81
Less: Provision on Capital Advances	(3.83)	-
Net Capital Advances	**278.90**	**253.81**
g) Assets Held for sale	220.16	248.04
Less: Provision on Assets held for sale	(9.34)	(38.10)
Net Assets Held for sale	**210.82**	**209.94**
Total	**1,950.95**	**1,240.73**

A Reconciliation of impairment loss allowance on Capital Advances

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Impairment loss allowance as at beginning of the year	-	-
b) Net increase/(decrease) during the year	3.83	-
c) Impairment loss allowance as at the end of the year	(3.83)	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

B Reconciliation of impairment loss allowance on Assets Held for sale

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Impairment loss allowance as at beginning of the year	(38.10)	(42.98)
b) Net increase/(decrease) during the year	28.76	4.88
c) Impairment loss allowance as at the end of the year	(9.34)	(38.10)

17. Derivative financial instruments

A Fair value derivative assets / (liabilities)

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Currency derivatives - forwards	(556.84)	41.05
Total Net	**(556.84)**	**41.05**

(₹ in millions)

Particulars		As at March 31, 2025	As at March 31, 2024
Derivative Assets (net)	(A)	-	41.05
Derivative Liabilities (net)	(B)	556.84	-
Total Net	**(A-B)**	**(556.84)**	**41.05**

Fair value liabilities

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Embedded Derivatives on market linked debentures	-	-
Total (B)	**-**	**-**
Total (A-B)	**(556.84)**	**41.05**
Derivative Assets	-	41.05
Derivative Liabilities	556.84	-

B As at March 31, 2025

(₹ in millions)

	Notional Amounts *	Fair Value - Assets	Fair Value - Liabilities
Part I			
(i) Currency Derivatives:			
Forwards	27,164.29	(478.31)	109.76
Total Derivative financial instruments	**27,164.29**	**(478.31)**	**109.76**
Part II			
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:			
(i) Cashflow Hedging:			
Currency derivatives : forwards	27,164.29	(478.31)	109.76
(ii) Others			
Total Derivative financial instruments	**27,164.29**	**(478.31)**	**109.76**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

C As at March 31, 2024

(₹ in millions)

Particulars	Notional Amounts *	Fair Value - Assets	Fair Value - Liabilities
Part I			
(i) Currency derivatives:			
Forwards	26,471.16	9.82	478.31
Total derivative financial instruments	**26,471.16**	**9.82**	**478.31**
Part II			
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:			
(i) Cashflow Hedging:			
Currency Derivatives : Forwards	26,471.16	9.82	478.31
(ii) Others			
Total derivative financial instruments	**26,471.16**	**9.82**	**478.31**

Note: * Notional amount of the respective currency has been converted at exchange rate of March 31 of the respective year.

18. Payables

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Micro and small enterprises	7.70	5.44
b) Due to related parties	-	-
c) Due to Others	1,017.57	1,297.18
Total	**1,025.27**	**1,302.62**

19. Other Payables

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Micro and small enterprises	-	-
b) Due to related parties	-	-
c) Due to Others	626.69	196.80
Total	**626.69**	**196.80**

Notes:

1 The amounts due to Micro and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

A Dues to Micro and Small Enterprises

The details of amounts outstanding to Micro and Small enterprises based on information available with the Company is as under:

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
i) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
- Principal amount due to micro and small enterprises (Not overdue)	7.70	5.44
- Principal amount due to micro and small enterprises (Overdue)	-	-
- Interest due on overdue	-	-
ii) The 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.	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
iii) The 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 Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of Micro, Small and Medium Enterprises Development Act, 2006.	-	-

18B & 19A Trade and other payables ageing schedule

As at March 31, 2025

(₹ in millions)

Particulars	Unbilled	Outstanding for the following period from due date of payments					Total
		Not due	Less than 1 year	1 - 2 years	2 - 3 Years	More than 3 years	
a) Micro and small enterprises	-	6.43	1.22	0.05	-	-	7.70
b) Others	681.38	492.75	461.33	6.61	2.19	-	1,644.26
c) Disputed - Micro and small enterprises	-	-	-	-	-	-	-
d) Disputed - Others	-	-	-	-	-	-	-
Total	681.38	499.18	462.55	6.66	2.19	-	1,651.96

As at March 31, 2024

(₹ in millions)

Particulars	Unbilled	Outstanding for the following period from due date of payments					Total
		Not due	Less than 1 year	1 - 2 years	2 - 3 Years	More than 3 years	
a) Micro and small enterprises	-	4.62	0.82	-	-	-	5.44
b) Others	242.05	786.16	464.08	1.63	0.06	-	1,493.98
c) Disputed - Micro and small enterprises	-	-	-	-	-	-	-
d) Disputed - Others	-	-	-	-	-	-	-
Total	242.05	790.78	464.90	1.63	0.06	-	1,499.42

Ageing of the trade and other payable is determined from the date of transaction.

20. Debt securities

A At amortised cost

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
A. Secured		
a) Non convertible debentures (listed, fully paid and privately placed)	1,721.10	1,521.65
B. Unsecured		
a) Commercial Paper	3,365.47	-
Total	5,086.57	1,521.65

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

B	Particulars	As at March 31, 2025	As at March 31, 2024
i)	Debt securities in India	5,086.57	1,521.65
ii)	Debt securities outside India	-	-
	Total	**5,086.57**	**1,521.65**

C Terms of repayment, nature of security & rate of interest - Non convertible debentures

- Non convertible debentures

(₹ in millions)

No.	Name of Security	Maturity date	Terms of repayment	Coupon / Interest rate	As at March 31, 2025	As at March 31, 2024
1	Series 4 (FV ₹ 10 Lacs)	09-Aug-29	Bullet payment on maturity	10.23%	1,500.00	1,500.00
2	Series 11 (FV ₹ 1 Lacs)	09-Aug-35	Bullet payment on maturity	9.40%	200.00	-
Sub Total (A)					**1,700.00**	**1,500.00**
Add: Interest accrued but not due (B)					21.10	21.65
Less: Unammortised borrowing cost (C)					-	-
Total (A+B-C)					**1,721.10**	**1,521.65**

D Terms of repayment, nature of security & rate of interest

(₹ in millions)

No.	Name of Security	Maturity date	Terms of repayment	Coupon / Interest rate	As at March 31, 2025	As at March 31, 2024
1	INE180C14300 (Listed)	17-Jun-25	Bullet payment on maturity	9.40%	1,000.00	-
2	INE180C14318 (Unlisted)	30-Dec-25	Bullet payment on maturity	8.85%	500.00	-
3	INE180C14334 (Unlisted)	07-Jul-25	Bullet payment on maturity	9.15%	250.00	-
4	INE180C14359 (Listed)	11-Apr-25	Bullet payment on maturity	8.50%	100.00	-
5	INE180C14367 (Unlisted)	15-Apr-25	Bullet payment on maturity	9.00%	50.00	-
6	INE180C14375 (Unlisted)	16-Apr-25	Bullet payment on maturity	9.10%	345.00	-
7	INE180C14375 (Unlisted)	16-Apr-25	Bullet payment on maturity	9.10%	120.00	-
8	INE180C14375 (Unlisted)	16-Apr-25	Bullet payment on maturity	9.10%	135.00	-
9	INE180C14383 (Unlisted)	08-May-25	Bullet payment on maturity	9.10%	400.00	-
10	INE180C14391 (Unlisted)	25-Sep-25	Bullet payment on maturity	9.10%	50.00	-
11	INE180C14409 (Listed)	24-Sep-25	Bullet payment on maturity	9.10%	500.00	-
Sub Total (A)					**3,450.00**	**-**
Add: Interest accrued but not due (B)					-	-
Less: Unammortised borrowing cost (C)					(84.53)	-
Total (A+B-C)					**3,365.47**	**-**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

D Disclosure under regulation 53(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Debenture Trustees:

Name : Catalyst Trusteeship Limited

Address : 604, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai - 400098 Contact : + 91 (022) 49220555

E Disclosure under regulation 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Related party transaction - Refer Note 54

F Disclosure under regulation 54(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Asset Cover

The above NCD's are secured against first pari-passu charge by way of hypothecation on the immovable property, loan receivables/book debts, bank balances and investments of the Holding Company with asset cover range of 1.26 times.

The Holding Company has not defaulted in the repayment of debt securities and interest thereon for the year ended March 31, 2025 and March 31, 2024 respectively.

21 Borrowings (Other than debt securities)

(₹ in millions)

A

Particulars	As at March 31, 2025	As at March 31, 2024
I At amortised cost		
a) Term Loans (Secured)		
i) from banks	1,18,562.63	85,867.41
ii) from other financial institutions	19,123.92	5,002.05
iii) from National Housing Bank	8,784.99	7,553.15
b) Loans repayable on demand from Banks		
i) Cash credit facility	3,940.00	3,794.87
ii) Overdraft facility	-	-
c) Loans from related parties	-	-
Inter corporate deposits (Refer note no. 54 B)	270.00	330.00
Total	**1,50,681.54**	**1,02,547.48**
II a) Borrowings in India	1,50,681.54	1,02,547.48
b) Borrowings outside India	-	-
Total	**1,50,681.54**	**1,02,547.48**

B Security and cost

a) Term loans from banks

First pari-passu charge by way of hypothecation of the Group's loan receivables / book debts, bank balances and investments with asset cover of 1.10 to 1.33 times.

Exclusive charge by way of hypothecation of Capri Global Housing Finance limited (CGHFL) loan receivables, bank balances with asset cover of 1.20 times in favour of borrowing from SBI of ₹ 766.90 millions

Weighted average cost for FY 2024-25 is 9.58% p.a. and for FY 2023-24 is 9.24% p.a.

b) Term loans from others

Exclusive charge by way of hypothecation of Group's loan receivables with minimum assets cover of 1.25 times in favour of borrowing from NABARD of ₹ 1200 millions and asset cover of 1.11 to 1.35 times in favour of borrowing from NHB of ₹ 8784.991 millions.

First pari-passu charge by way of hypothecation of the Group's loan receivables / book debts, bank balance and investments with asset cover in the range of 1.11 to 1.33 times.

Weighted average cost for FY 2024-25 is 8.12% p.a. and for FY 22023-24 is 7.24% p.a.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

c) Other borrowings

First pari-passu charge by way of hypothecation of the Group's loan receivables / book debts, bank balance and investments with asset cover of 1.25 times.

Weighted average cost for FY 2024-25 is 9.12% p.a. and for FY 2023-24 is 9.69% p.a.

C Terms of repayment & rate of interest in case of Borrowings (Other than debt securities)

(₹ in millions)

No.	Nature of Facility	Maturity Range	Interest Range	No. and Amt. of installments Due	As at March 31, 2025	As at March 31, 2024
1	Term Loans	0 - 3 years	8.05% - 10.65%	1 to 19	13,303.21	14,712.47
2	Term Loans	3 - 5 years	8.90% - 10.55%	13 to 39	67,368.09	31,177.06
3	Term Loans	5 - 7 years	8.80% - 10.15%	21 to 60	28,525.25	20,315.30
4	Term Loans	0 - 3 years	8.96% - 10.10%	1 - 12	2,617.85	3,952.15
5	Term Loans	3 - 5 years	8.84% - 10.25%	13 - 20	6,329.07	5,191.70
6	Term Loans	5 - 7 years	8.95% - 9.85%	21 - 28	16,539.83	13,438.48
7	Term Loans	Beyond 7 years	8.37% - 9.90%	28 - 32	-	2,685.20
8	Other Financial Institution	5-7 years	9.25%	73 - 82	3,743.56	-
9	Refinance from NHB	0-3 years	3.00%	0-8	285.58	94.40
10	Refinance from NHB	3-5 years	2.8% - 8.60%	15 - 20	2,480.01	434.18
11	Refinance from NHB	5-7 years	5.5% - 8.60%	21 - 27	2,133.47	2,950.87
12	Refinance from NHB	Beyond 7 years	8.25% - 8.60%	30 - 39	3,885.93	4,073.70
13	Inter corporate deposits	0 -18 months	10%	1 and 270	270.00	330.00
14	Cash Credit	NA	9.20% - 10.65%	NA	3,940.00	3,794.87
Sub Total (A)					**1,51,421.85**	**1,03,150.38**
Less: Term loans EIR (B)					(819.83)	(668.62)
Add: Interest accrued but not due (C)					79.52	65.72
Total (A-B-C+D)					**1,50,681.54**	**1,02,547.48**

Notes:

The Group has not defaulted in the repayment of borrowings (other than debt) and interest thereon for the year ended March 31, 2025 and March 31, 2024 respectively.

The quarterly returns/statements of current assets filed by the Group with the banks or financial institutions are in agreement with the books of accounts

22. Other financial liabilities

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Unpaid unclaimed dividends	0.14	0.15
b) Margin Money from customers	1.82	142.60
c) Book overdraft	1,261.82	3,633.88
d) Excess money received	647.66	50.96
e) Advances from customers	167.11	139.00
f) Lease liability	2,589.03	2,591.66
g) Auction surplus refundable	7.04	5.62
h) Others	1,526.35	430.53
Total	**6,200.97**	**6,994.40**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

23. Provisions

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Provision for Employee Benefits - Gratuity	131.29	59.11
b) Provision for Employee Benefits - Compensated absences	279.48	192.39
c) Provision on non-fund exposure / undrawn commitments	21.85	23.41
d) Other Provisions	25.28	-
Total	**457.90**	**274.91**

24. Other non-financial liabilities

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Statutory dues payable	216.75	210.95
b) Others	8.92	62.65
Total	**225.67**	**273.60**

25. Equity share capital

A Share capital authorised, issued, subscribed and paid up

(₹ in millions)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Authorised				
Equity Shares of ₹ 1 each (Previous year - ₹ 1 each)	2,00,00,00,000	2,000.00	2,00,00,00,000	2,000.00
Issued, Subscribed And Fully Paid Up				
Equity Shares of ₹ 1 each (Previous year - ₹ 1 each)	82,51,16,352	825.12	82,49,39,972	824.94

B Reconciliations of the number of equity shares and share capital

(₹ in millions)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	82,49,39,972	824.94	20,61,52,844	412.31
Shares Issued during the year	1,76,380	0.18	82,149	0.16
Shares issued for Split of face value	-	-	20,62,34,993	-
Bonus Shares Issued during the year	-	-	41,24,69,986	412.47
Balance at the end of the year	**82,51,16,352**	**825.12**	**82,49,39,972**	**824.94**

Notes:

i During the previous year, on March 5, 2024, the Parent Company has issued 20,62,34,993 equity shares of ₹ 1/- each as as result of split of face value from ₹ 2 per share to ₹ 1 per share.

ii During the previous year, on March 5, 2024, the Parent Company has allotted 41,24,69,986 equity shares of ₹ 1/- each as bonus shares.

iii During the year, the Holding Company has allotted 176,380 equity shares of ₹ 1/- each for consideration of ₹ 1.34 million as ESOPs.

During the previous year, the Holding Company had allotted 328,596 equity shares of ₹ 1/- each for consideration of ₹ 11.75 million as ESOPs.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

C Terms/rights attached to equity shares:

i The Holding Company has only one class of equity share having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian Rupees.

ii In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

D Shareholder holding more than 5% of equity shares as at the end of the year:

(₹ in millions)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	% Holding	No. of Shares	% Holding
i Capri Global Holdings Pvt. Ltd.	39,54,03,656	47.92%	39,29,03,656	47.63%
ii Rajesh Sharma	18,11,00,140	21.95%	18,36,00,140	22.26%
iii Life Insurance Corporation Of India	7,58,48,401	9.19%	7,79,55,556	9.45%

E Details of shares held by promoters

(₹ in millions)

No.	Particulars	As at March 31, 2025		As at March 31, 2024	
		No. of shares	% Holding	No. of shares	% Holding
Individuals / Hindu Undivided Family					
1	Ramesh Chandra Sharma	1,112	0.00%	1,112	0.00%
2	Rajesh Sharma	4,000	0.00%	4,000	0.00%
3	Jahnavi Sharma	800	0.00%	800	0.00%
4	Jinisha Sharma	800	0.00%	800	0.00%
5	Raghav Sharma	800	0.00%	800	0.00%
Promoter Trust					
1	Rajesh Sharma	18,11,00,140	21.95%	18,36,00,140	22.26%
Bodies Corporate					
1	Capri Global Holdings Private Limited	39,54,03,656	47.92%	39,29,03,656	47.63%
	Total	**57,65,11,308**	**69.87%**	**57,65,11,308**	**69.89%**

F Shares reservation :

As at March 31, 2025, 71,81,600 (Previous year - 88,49,194) equity shares of ₹ 1 each towards outstanding employee stock options granted (Refer Note - 57).

G Objective for managing capital:

The Holding Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements of the regulator, Reserve Bank of India (RBI). The adequacy of the Holding Company's capital is monitored using, among other measures, the regulations issued by the RBI.

There are no shares reserved for issue under options, contracts, commitments for the sale of shares or divestments.

There are no shares in the preceding 5 years allotted as fully paid up without payment being received in cash/bonus shares/ bought back except back except as mentioned in note no. 25B(ii)

26. Other equity

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934		
Opening balance as at beginning of the year	3,410.92	3,014.80
Add: Amount transferred from surplus balance in the Statement of Profit and Loss	829.79	396.12

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Add/Less: Other changes	-	-
Closing balance	**4,240.71**	**3,410.92**
b) Statutory Reserve Section 29C of the National Housing Bank Act, 1987		
Opening balance as at beginning of the year	553.08	409.68
Add: Amount transferred from surplus balance in the Statement of Profit and Loss	123.74	143.40
Add/Less: Other changes	-	-
Closing balance	**676.82**	**553.08**
c) Securities Premium		
Opening balance as at beginning of the year	18,414.83	18,834.53
Add: On account of ESOP exercised	6.46	11.58
Add: Proceed from right issue	-	-
Less: Utilised for issue of Bonus shares	-	(412.47)
Less: Unamortised right issue expenses amortised	-	(18.81)
Closing balance	**18,421.29**	**18,414.83**
d) General Reserve		
Opening balance as at beginning of the year	659.34	642.05
Add: Changes during the period	24.93	17.29
Closing balance	**684.27**	**659.34**
e) Other reserves & surplus - Employee stock option outstanding		
Opening balance as at beginning of the year	314.36	253.45
Add: Changes during the period	61.41	60.91
Closing balance	**375.77**	**314.36**
f) Retained earnings		
Opening balance as at beginning of the year	14,188.23	12,087.83
Add: Profit for the period	4,785.33	2,794.06
Add: Other Comprehensive Income for the period	(79.30)	(51.06)
Less: transfer to statutory reserve @ 20%	(953.53)	(539.52)
Less: Dividend paid	(123.74)	(103.08)
Closing balance	**17,816.99**	**14,188.23**
Total	**42,215.85**	**37,540.76**

g) Dividend Payment

During the current year the Holding company has paid dividend of ₹ 0.15 per share amounting to ₹ 123.74 millions

During the previous year the Holding company has paid dividend of ₹ 0.50 per share amounting to ₹ 103.08 millions

Notes:

a) Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934

Every non-banking financial company is required to create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss before any dividend is declared.

b) Statutory Reserve Section 29C of the National Housing Bank Act, 1987

Every housing finance company is required to create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss before any dividend is declared.

c) Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

d) General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

e) Employee stock option outstanding

This reserve is used to record the employee stock options which are outstanding. The said reserve will be utilised for issuance of share to the eligible employees.

f) Proposed Dividend

The Board of Directors have recommended final dividend of 20% i.e. ₹ 0.20 per equity share on face value of ₹ 1/- each for the year 2024-25 (Previous year ₹ 0.15 per equity share) subject to the approval of the members at the ensuing Annual General Meeting. In terms of Ind AS 10 - "Events after the Reporting Period" the Holding Company has not appropriated proposed dividend aggregating to ₹ 165.02 million from the Statements of Profit and Loss Accounts for the year ended March 31, 2025.

27. Interest income

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
On Financial Assets measured at Amortised Cost *		
a) Interest on Loans	25,607.59	17,884.23
b) Interest income from investments	111.38	111.57
c) Interest on deposits	169.32	223.31
d) Interest on Others	16.21	9.47
On Financial Assets measured at FVOCI		
a) Interest on Loans	151.14	-
Total	**26,055.64**	**18,228.58**

* - As per effective interest rate - Refer Note No. - 2.04.A

28. Fee and commission income

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
a) Application fees	144.95	96.02
b) Commission on loan sourcing	2,407.21	2,169.16
c) Other Commission Income	727.12	41.17
Total	**3,279.28**	**2,306.35**

29. Net gain on fair value change

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
a) Profit/(loss) on Trading portfolio - investment in shares	312.19	134.37
b) Profit/(loss) on Trading portfolio - Mutual Fund & Bonds	329.52	275.78
c) Profit/(loss) on REITs	-	2.46
Total Net Gain / (loss)	**641.71**	**412.61**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
Of the above		
Realised	602.94	407.07
Unrealised	38.77	5.54
Total	**641.71**	**412.61**

30. Net gain on derecognition of financial instruments under amortised cost category

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
a) Net gain on derecognition of financial instruments	1,632.60	1,002.45
b) Gain/(loss) on sale of investments not designated at fair value	18.17	15.65
Total	**1,650.77**	**1,018.10**

31. Other operating income

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
a) Foreclosure Fees	325.40	226.13
b) Other Charges	493.66	277.79
c) Legal charges received	26.01	25.12
d) Other operating revenue	-	3.65
Total	**845.07**	**532.69**

32. Other income

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
a) Profit on sale of assets (net)	0.37	3.02
b) Credit balance / Provision no longer required written back	0.73	0.52
c) Profit on sale of Investment Property	2.11	2.91
d) Other income	30.15	6.95
Total	**33.36**	**13.40**

33. Finance costs

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
On Financial liabilities measured at Amortised Cost		
a) Interest on borrowings (other than debt securities)	11,998.84	7,798.89
b) Interest on debt securities	347.57	191.29
c) Interest on bank CC	3.74	2.88
d) Interest - lease liabilities	327.57	342.25
e) Other finance Charges	58.26	36.61
Total	**12,735.98**	**8,371.92**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

34. Impairment on financial instruments

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
a) Impairment on loans		
i) At amortised cost	111.13	772.36
ii) At FVTPL	-	-
iii) At FVOCI	-	-
iv) At POCI	-	-
b) Impairment on Investment	332.07	-
c) Impairment on Trade receivables	79.88	-
d) Impairment / (write back) on Undrawn commitments	(1.56)	(46.69)
e) Impairment / (write back) on Others	43.00	(11.34)
f) Write off of Loans	372.75	199.33
g) Loss on sale of assets	70.89	-
Total	1,008.16	913.66

35. Employee Benefits Expenses

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
a) Salaries, allowances and bonus	6,680.19	5,713.50
b) Contribution to Provident fund and other funds		
i) Contribution to Provident fund and funds other than gratuity	374.57	304.37
ii) Contribution to Gratuity	90.58	30.33
c) Share Based Payments to employees	91.63	85.70
d) Staff welfare expenses	186.64	101.61
e) Ex-gratia payments	6.01	1.41
Total	7,429.62	6,236.92

36. Others expenses

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
a) Advertising	109.30	171.40
b) Auditors' Remuneration (Refer note 36.A below)	12.63	9.66
c) Banking charges	1.15	1.36
d) Business Development Expenses	19.66	28.25
e) Corporate Social Responsibility Expenses (Refer note 36.B below)	53.82	47.31
f) Directors' Fees	14.14	11.15
g) Electricity Charges	76.91	94.02
h) Filing & Other Fees to ROC	4.05	10.55
i) Legal and Professional Expenses	456.64	363.68
j) Loss On Sale of Fixed Assets	0.98	0.13
k) Membership & Subscription Expenses	8.59	6.25
l) Miscellaneous Expenses	729.24	471.87
m) Postage, Telephone and Fax	94.60	89.37
n) Printing and Stationery	20.63	45.06
o) Processing Fees on Co Lending	0.64	1.56
p) Recruitment Expenses	49.31	26.08
q) Rent	87.45	41.97
r) Service fees Subsidiary	14.33	11.34
s) Software Expenses	428.61	241.76
t) Travelling and Conveyance	350.07	314.50
u) Write off - Fixed Assets	6.43	2.55
v) Write off - Others	0.94	1.82
Total	2,540.12	1,991.64

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for the year ended March 31, 2025

A Auditors' Remuneration

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
To Holding Company Auditors		
a) For Statutory Audit	6.50	4.50
b) For Tax Audit	0.30	0.35
c) For Limited Review	-	-
d) For other services (Certification Fees and Interim audit Fees)	1.23	0.92
e) For reimbursement of expenses	0.14	0.24
f) GST to the extent of ITC not availed	0.78	0.54
Total	**9.40**	**6.60**

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
To Subsidiaries Statutory Auditors		
a) For Statutory Audit	2.16	1.12
b) For Tax Audit	0.20	0.08
c) For Limited Review	-	-
d) For other services (Certification Fees and Interim audit Fees)	0.87	1.85
e) For reimbursement of expenses	-	0.01
f) GST to the extent of ITC not availed	-	-
Total	**3.23**	**3.06**

B Corporate Social Responsibility Expenses

Amount of CSR spent by Group during the year is for purposes other than construction / acquisition of any asset. Gross amount of CSR required to be spent by the Group for the year aggregates to ₹ 53.82 millions (Previous year ₹ 47.31 millions)

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
i) Amount required to be spent during the year	53.82	47.31
ii) Amount spent during the year	-	-
a) Construction/acquisition of any asset	-	-
b) On purposes other than (a) above	53.82	47.31
iii) Amount offset against CSR Liability	-	-
iv) Amount of shortfall at the end of the year, out of the amount required to be spent during the year	-	-
v) Amount spent from unspent CSR A/c during the financial year	-	-
vi) Total of previous year shortfall	-	-
vii) Nature of CSR activities	Refer note below	Refer note below
viii) Details of related party transactions	-	-
ix) Capri Foundation (refer note no. 54B)	-	0.40

Nature of CSR activities

Women Empowerment, Village Development and Sustainable Environment

There are no ongoing projects of CSR as on March 31, 2025

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

37. Earning per Share (Ind AS -33)

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
A. Basic Earnings per Share		
a) Profit after tax attributable to equity shareholders	4,785.33	2,794.06
b) Weighted average number of equity shares outstanding during the year (Nos) (Refer note no. 37.C)	82,49,98,926	82,48,93,735
c) Nominal value of equity shares (₹) (Refer Note No. 25.C)	1.00	1.00
d) **Basic earnings per share (EPS) (₹)**	**5.80**	**3.39**
B. Diluted Earnings per Share		
a) Profit after tax attributable to equity shareholders for basic EPS	4,785.33	2,794.06
b) Change due to potential equity share options/right issue	-	-
c) Profit after tax attributable to equity shareholders for diluted EPS	4,785.33	2,794.06
d) Weighted average number of equity shares for calculating diluted EPS (Nos) (Refer note no. 37.C)	82,96,08,262	83,09,35,245
e) Nominal value of equity shares (₹) (Refer Note No. 25.C)	1.00	1.00
f) **Diluted earnings per share (EPS) (₹)**	**5.77**	**3.36**
C. No. of equity shares for calculating diluted EPS		
Weighted average number of equity shares for calculating Basic EPS	82,49,98,926	82,48,93,735
Add : Equity shares for no consideration arising on grant of stock options under ESOP	46,09,336	60,41,510
Weighted average number of equity shares for calculating diluted EPS	**82,96,08,262**	**83,09,35,245**

38. Contingent liabilities

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Income Tax matters under dispute	37.40	37.30
GST matters under dispute	34.72	13.47
Total	**72.12**	**50.77**

39. Capital and other commitments

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
i) Estimated amount of contracts remaining to be executed on capital account and not provided	54.32	69.84
ii) Amount payable towards acquisition of Property	33.51	76.89
iii) Other Commitments- Pending disbursements of sanctioned loans	26,039.95	19,049.25
Total	**26,127.78**	**19,195.98**

40. The Group has transferred amount ₹ 0.02 million to the Investor Education & Protection Fund during the year pertains to the unclaimed dividend within due time. (Previous year : Nil)

41. The Group did have any long term contracts including derivative contracts for which any provision is required for the foreseeable losses.

42. Segment reporting (Ind AS 108)

The Group operates mainly in the business segment of fund based financing activity. All other activities revolve around the main business. Further, all activities are carried out within India. As such, there are no separate reportable segments as per the provisions of IND AS 108 on 'Operating Segments'.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

43 Disclosure pursuant to Ind AS 12 "Income Taxes"

A Income Tax recognised in statement of profit and loss

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
Income-tax related to items recognised directly in the statement of profit and loss		
Current income tax:		
i) Current income tax expense	1,695.65	1,099.90
ii) (Excess) / Short provision for tax relating to prior years	(6.02)	(10.02)
Total	**1,689.63**	**1,089.88**
Deferred tax (benefit) / charge	(141.78)	(227.54)
Total Income tax expense recognised in the current year	**1,547.85**	**862.34**

B Reconciliation of income tax expense for the year:

A reconciliation of income-tax expense applicable to profit before income-tax at statutory rate to income-tax expense at the Group 's effective income-tax rate for the year ended March 31 is as follows :

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
Profit before tax	**6,333.18**	**3,656.40**
Total tax expense (As per Statement of Profit and loss)		
i) Current tax	1,695.65	1,099.90
ii) Deferred tax	(141.78)	(227.54)
Total Tax Expenses	**1,553.87**	**872.36**
Effective tax rate (%)	**24.54**	**23.86**
Adjustments of allowable and non-allowable income and expenses:		
Effect on Effective Tax rate due Permenant Difference		
a) Non allowability of Claim of CSR	(53.83)	47.31
b) Earlier years provision for ECL / Lease adjustments	(6.70)	-
c) STT & Brokerage	(10.23)	1.28
d) Asset write off, operational loss and other expenses not allowable	-	8.43
e) OCI on Gratuity	-	(24.83)
f) Deduction under Chapter VI A u/s 80M & 80JJA	184.86	(55.49)
g) Income considered separately and other allowable deductions	-	(125.07)
Total (A)	**114.10**	**(148.37)**
a) Difference due to Tax Rate of STCG	88.03	(132.29)
b) Capital Gain on sale of bonds	187.74	(13.57)
Total (B)	**275.77**	**(145.86)**
Total of items affecting tax rate (A+B)	**389.87**	**(294.23)**

C Reconciliation of income tax rate is as follows:

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
a) Normal Tax Rate	22.00	22.00
b) Surcharge (@ 10% of Normal Tax Rate)	2.20	2.20
c) Health and Education Cess	0.97	0.97
Total Tax Rate (%)	**25.17**	**25.17**
Effect in Tax rate due to permenant difference	0.45	(1.02)
Difference due to Tax Rate of STCG	0.18	(0.29)
Effecttive Tax Rate (%)	**24.54**	**23.86**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

44 Movement in Deferred Taxes

A. Movement in deferred tax balances For the year ended March 31, 2025

(₹ in millions)

Particulars	As at March 31, 2024	Recognised in profit or loss	Recognised in OCI	As at March 31, 2025
Deferred tax assets / (liabilities)				
a) Difference between WDV as per books and tax books	82.99	48.74	-	131.73
b) Impairment allowance for financial assets	593.56	152.16	-	745.72
c) Provision for Employee benefits	53.63	24.24	-	77.87
d) Amortised Fees Income	-	-	-	-
e) ECL on Interest on NPA	104.14	12.52	-	116.66
f) Others (net)	77.64	31.86	-	109.50
g) Amortised Finance Cost	(0.22)	(37.55)	-	(37.77)
h) Unrealised gain on Financial Instruments at FVTPL	(2.30)	(9.36)	-	(11.66)
i) Gain on derecognition of financial instruments*	(203.19)	(81.42)	-	(284.61)
Total	**706.25**	**141.19**	**-**	**847.44**

(₹ in millions)

Particulars	As at April 01, 2023	Recognised in profit or loss	Recognised in OCI	As at March 31, 2024
Deferred tax assets / (liabilities)				
a) Difference between WDV as per books and tax books	39.16	43.83	-	82.99
b) Impairment allowance for financial assets	464.91	128.65	-	593.56
c) Provision for Employee benefits	29.73	23.90	-	53.63
d) Amortised Fees Income	1.55	(1.55)	-	-
e) ECL on Interest on NPA	66.56	37.58	-	104.14
f) Others (net)	32.46	45.18	-	77.64
g) Amortised Finance Cost	(0.69)	0.47	-	(0.22)
h) Unrealised gain on Financial Instruments at FVTPL	(1.04)	(1.26)	-	(2.30)
i) Gain on derecognition of financial instruments *	(156.55)	(46.64)	-	(203.19)
Total	**476.09**	**230.18**	**-**	**706.25**

*As per Ind AS 109 'Financial Instruments', on derecognition of loans, the Group recognise difference between the carrying amount (measured at the date of derecognition) and consideration received (including new asset obtained less any new liability assumed) as gain in Statement of profit and loss account. Such gain recognised on derecognition of loans is not a real income as per Income tax Act, 1961, hence is offered to tax over the tenure of loans.

Accordingly, deferred tax liability has been created on the Spread receivable on assigned portfolio (Co-lending portfolio).

Deferred Tax assets created on account of past years tax adjustments has been shown and adjusted against tax expenses provided for earlier years.

Deferred Tax Assets / Liabilities are calculated at the applicable rate of 25.17% for the year ended March 31, 2024 and 2025

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

45. Employee benefits - Disclosure pursuant to Ind AS 19 'Employee Benefits'

A Defined contribution plans

The Group's state governed provident fund scheme are defined contribution plan for its employees. The contribution by the employer and employee together with interest accumulated there on are payable to the employee at the time of separation from group or retirement whichever is earlier. The benefit vests immediately on rendering of services by the employee.

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
i) Group's contribution to provident fund	347.17	278.66
ii) Group's contribution to National Pension Scheme	7.90	6.26

B Defined Benefit Plan

The Group has a defined benefit gratuity plan in India (funded). The Group's defined benefit gratuity plan is a final salary plan for its employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at separation/retirement. The fund has the form of a trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy.

a) Principal assumptions used for the actuarial valuations are as follows:

(₹ in millions)

Particulars	Capri Global Capital Limited (CGCL)	
	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.59 % p.a.	7.14 % p.a.
Rate of return on plan assets	6.59 % p.a.	7.14 % p.a.
Salary Escalation	9.50 % p.a.	10.20 % p.a.
Attrition Rate		
For service 1 years and below	50.00 % p.a.	29.6% (Attrition rate for all service group)
For service 2 years and below	30.00 % p.a.	
For service 3 years to 4 years	30.00 % p.a.	
For service 5 years and above	20.00 % p.a.	
Mortality Table	Indian Assured Lives Mortality 2012-14 (Urban)	

(₹ in millions)

Particulars	Capri Global Housing Finance Limited (CGHFL)	
	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.59 % p.a.	7.14 % p.a.
Rate of return on plan assets	6.59 % p.a.	7.14 % p.a.
Salary Escalation	8.50 % p.a.	8.50 % p.a.
Attrition Rate		
For service 1 years and below	45.00%	-
For service 2 years	25.00%	-
For service 4 years and below	20.00%	35.00%
For service 5 years and above	20.00%	20.00%
Mortality Table	Indian Assured Lives Mortality 2012-14 (Urban)	

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars	Capri Loan Car Platform Private Limited (CLCPPL)	
	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.59 % p.a.	7.16 % p.a.
Rate of return on plan assets	NA	NA
Salary Escalation	9.00% p.a.	9.00% p.a.
Attrition Rate	25.00% p.a.	NIL
Mortality Table	Indian Assured Lives Mortality 2012-14 Ultimate (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

b) The following table sets out the status of the Defined Benefit Gratuity Plan as per the actuarial valuation by the independent Actuary appointed by the Group:-

(₹ in millions)

Change in defined benefit obligations:	For year ended March 31, 2025	For year ended March 31, 2024
Defined benefit obligation, beginning of the year	130.05	78.86
Current service cost	55.05	28.26
Past service cost	31.29	-
Interest cost	9.29	5.68
Remeasurements (gains) / losses		
Actuarial (gains) / losses		
arising from changes in demographic assumptions	12.45	8.29
arising from changes in financial assumptions	0.81	4.35
arising from changes in experience adjustments	21.87	16.70
Benefits paid from plan assets	(10.84)	(12.09)
Net transfer in / (out) (and effect of any business combinations/ divestures/transfers)	(0.06)	-
Defined benefit obligation, end of the year	249.91	130.05

(₹ in millions)

Change in plan assets:	For year ended March 31, 2025	For year ended March 31, 2024
Fair value of plan assets, beginning of the year	70.94	50.15
Interest income	5.05	3.61
Remeasurements gains / (losses)	-	-
Return on plan assets, (excluding amount included in net Interest expense)	1.29	0.56
Employer's contributions	52.19	28.71
Transfer in/(out) of assets	-	-
Net transfer in / (out) (and effect of any business combinations/ divestures/transfers)	-	-
Benefits paid	(10.85)	(12.09)
Fair value of plan assets, end of the year	118.62	70.94

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

c) Amount recognized in the balance sheet consists of:

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Present value of defined benefit obligation	249.91	130.05
Fair value of plan assets	118.62	70.94
Net liability / (assets)	**131.29**	**59.11**

d) The amounts recognised in the Statement of Profit and Loss are as follows:

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
Service Cost		
Current service cost	55.05	28.26
Past service cost	31.29	-
Total Service cost (i)	**86.34**	**28.26**
Net interest cost		
Interest expense on Defined Benefit Obligation (DBO)	9.29	5.68
Interest (income) on plan assets	(5.05)	(3.61)
Total Interest cost (ii)	**4.24**	**2.07**
Defined benefit cost included in Statement of Profit and Loss (iii) = (i+ii)	**90.58**	**30.33**
Remeasurements recognised in other comprehensive income (OCI)		
Actuarial (gains) / losses on defined benefit obligation		
Due to changes in demographic assumptions	12.45	8.29
Due to changes in financial assumptions	0.81	4.35
Due to changes in experience adjustments	21.87	16.70
Return on plan assets (excl. interest income)	(1.29)	(0.56)
Total remeasurement in other comprehensive income (OCI) (iv)	**33.84**	**28.78**
Total Defined benefit cost included in Statement of P&L and OCI (v) = (iii + iv)	**124.42**	**59.11**

e) The fair value of the plan assets for India are as follows:

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Insurer managed funds	118.62	70.94

f) Maturity Analysis of benefit payments

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
1st Following Year	47.08	21.15
2nd Following Year	32.30	16.95
3rd Following Year	33.29	17.26
4th Following Year	33.43	21.24
5th Following Year	30.08	20.73
Sum of Years 6 To 10	94.12	54.53
Sum of Years 11 and above	75.80	25.34

The estimates of future salary growth, factored in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. Such estimates are very long term and are not based on limited past experience / immediate future. Empirical evidence also suggests that in very long term, consistent high salary growth rates are not possible. The said estimates and assumptions have been relied upon by the auditors.

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for the year ended March 31, 2025

g) Sensitivity analysis

(₹ in millions)

Sensitivity Level	For year ended March 31, 2025 1% increase	For year ended March 31, 2024 1% increase	For year ended March 31, 2025 1% decrease	For year ended March 31, 2024 1% decrease
Impact on defined benefit obligation				
i) Discount Rate	(9.76)	(4.63)	10.71	5.00
ii) Future Salary Increases	10.48	4.62	(9.83)	(4.39)
iii) Employee Turnover	(4.59)	(2.45)	4.82	2.53

Note :

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

46. Leases

A. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

B. Group as a lessee

The Group's lease asset classes primarily consist of leases for premises. The Group assesses whether a contract contains a lease, at inception of a contract. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

C. The details of Right to use Asset of the Group are as follows:

(₹ in millions)

Asset Class	Leasehold Property	
	As at March 31, 2025	As at March 31, 2024
Balance as at beginning of the year (net)	2,372.26	1,871.28
Reclassified on account of adoption of Ind AS 116	-	
Add: Additions during the year	346.95	931.59
Less: Deductions during the year on account of modification / termination of leases	(52.26)	(29.68)
Less: Depreciation	(423.22)	(400.93)
Closing Balance as at March 31	2,243.73	2,372.26

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

D Following is the movement in lease liabilities for the period

(₹ in millions)

	Leasehold Property	
	As at March 31, 2025	As at March 31, 2024
Balance as at beginning of the year	**2,591.66**	**1,928.86**
Add: Additions / modification during the year	309.80	902.76
Less: Deductions / modification during the year	(29.84)	(13.09)
Add: Interest Expense	327.57	342.25
Less: Lease Payments	(610.16)	(569.12)
Closing Balance as at March 31	**2,589.03**	**2,591.66**

E. Contractual maturities of lease liabilities on an undiscounted basis

(₹ in millions)

Tenure	As at March 31, 2025	As at March 31, 2024
Less than 1 year	**710.07**	**571.47**
1-3 years	1,128.69	1,169.47
3-5 years	1,070.02	1,003.33
More than 5 years	804.56	1,282.47
Total	**3,713.34**	**4,026.74**

F. Right-of-use Assets and Lease liabilities related expenses booked in Statement of Profit and Loss

(₹ in millions)

	For year ended March 31, 2025	For year ended March 31, 2024
a. Depreciation on Right-of-use Assets	423.22	400.91
b. Interest on Lease liabilities	327.57	342.25
Total	**750.79**	**743.16**

G. Short term Leases (in Statement of Profit and Loss)

(₹ in millions)

	For year ended March 31, 2025	For year ended March 31, 2024
i) Office premises / Branch offices	63.16	24.62
Total	**63.16**	**24.62**

Notes:

The entity has adequate liquidity for payment of lease liabilities. The Group regularly monitor and pays lease rentals on timely manner as per the terms of respective leave and license agreement.

The Group has right to extend lease term as per mutually agreed terms laid down in respective leave and license agreement. The Group takes into account effect of extended lease term while recording the lease assets and lease liabilities accordingly.

47. Credit Risk

A MSME Loans

1 Credit quality of assets

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	35,698.38	-	-	35,698.38
Standard grade	1,973.06	-	-	1,973.06

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Sub-standard grade	-	2,757.83	-	2,757.83
Past due but not impaired	-	-	-	-
Restructured	-	646.85	-	646.85
Credit Impaired	-	-	-	-
Non Performing				
Individually impaired	-	-	1,715.96	1,715.96
Gross exposure (A)	**37,671.44**	**3,404.68**	**1,715.96**	**42,792.08**
Less: ECL (B)	211.02	408.41	838.66	1,458.09
Net exposure (C) = (A - B)	**37,460.42**	**2,996.27**	**877.30**	**41,333.99**

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	35,102.30	-	-	35,102.30
Standard grade	1,762.48	-	-	1,762.48
Sub-standard grade	-	1,206.54	-	1,206.54
Past due but not impaired	-	1,209.80	-	1,209.80
Restructured	-	821.87	-	821.87
Credit Impaired	-	-	-	-
Non Performing				
Individually impaired	-	-	1,678.84	1,678.84
Gross exposure (A)	**36,864.78**	**3,238.21**	**1,678.84**	**41,781.83**
Less: ECL (B)	197.27	507.34	766.94	1,471.55
Net exposure (C) = (A - B)	**36,667.51**	**2,730.87**	**911.90**	**40,310.28**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

2 **An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:**

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**36,864.78**	**3,238.21**	**1,678.84**	**41,781.83**
New Assets Originated or Purchased	13,130.08	100.21	133.61	13,363.90
Assets derecognised or repaid (excluding write offs)	(10,623.69)	(733.17)	(887.92)	(12,244.78)
Transfer to Stage 1	623.99	(495.56)	(128.43)	-
Transfer to Stage 2	(1,623.69)	1,735.82	(112.13)	(0.00)
Transfer to Stage 3	(689.04)	(430.10)	1,119.14	-
Amounts written off *	(10.99)	(10.73)	(87.15)	(108.87)
Gross carrying amount closing balance	**37,671.44**	**3,404.68**	**1,715.96**	**42,792.08**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**34,031.72**	**3,281.60**	**1,305.84**	**38,619.16**
New Assets Originated or Purchased	12,522.57	198.23	104.75	12,825.55
Assets derecognised or repaid (excluding write offs)	(8,611.97)	(512.48)	(312.31)	(9,436.76)
Transfer to Stage 1	624.39	(489.83)	(134.56)	-
Transfer to Stage 2	(1,255.72)	1,377.91	(122.19)	-
Transfer to Stage 3	(426.60)	(576.96)	1,003.56	-
Amounts written off *	(19.61)	(40.26)	(166.25)	(226.12)
Gross carrying amount closing balance	**36,864.78**	**3,238.21**	**1,678.84**	**41,781.83**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

3 Reconciliation of ECL balance is given below

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	197.27	507.34	766.94	1,471.55
New Assets Originated or Purchased	94.59	13.46	162.78	270.83
Assets derecognised or repaid (excluding write offs)	(54.35)	(139.98)	(295.68)	(490.01)
Transfer to Stage 1	8.19	(74.95)	(48.85)	(115.61)
Transfer to Stage 2	(19.83)	185.91	(45.21)	120.87
Transfer to Stage 3	(14.44)	(73.26)	416.90	329.20
Amounts written off	(0.41)	(10.11)	(118.22)	(128.74)
ECL Allowance - Closing Balance	**211.02**	**408.41**	**838.66**	**1,458.09**

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	164.58	638.22	338.34	1,141.14
New Assets Originated or Purchased	84.65	24.12	243.51	352.28
Assets derecognised or repaid (excluding write offs)	(44.69)	(140.30)	(28.47)	(213.46)
Transfer to Stage 1	15.91	(94.92)	(33.26)	(112.27)
Transfer to Stage 2	(14.60)	208.31	(34.12)	159.59
Transfer to Stage 3	(7.82)	(100.93)	362.21	253.46
Amounts written off	(0.76)	(27.16)	(81.27)	(109.19)
ECL Allowance - Closing Balance	**197.27**	**507.34**	**766.94**	**1,471.55**

4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying securities for the assets secured by tangible assets - Properties.

5 Reconciliation with Note No.7 :

(₹ in millions)

	As at March 31, 2025	As at March 31, 2024
Gross advances as per Note No. 47.A.1	**42,792.08**	**41,781.83**
Reconciliation		
Co lending adjustment	(16.66)	(17.11)
Interest accrued and overdue on NPA	-	359.47

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

	As at March 31, 2025	As at March 31, 2024
Provision for ECL on Interest income on NPA Loan	-	(354.22)
Unamortised fees	(286.71)	(282.57)
Others	(30.95)	(23.99)
Gross advances as per Note No. 7	**42,457.76**	**41,463.41**

B Construction Finance Loans

1 Credit quality of assets

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	38,673.38	-	-	38,673.38
Standard grade	2,527.33	-	-	2,527.33
Sub-standard grade	-	862.43	-	862.43
Past due but not impaired	-	-	-	-
Restructured	-	-	-	-
Non Performing				
Individually impaired	-	-	76.33	76.33
Gross exposure (A)	**41,200.71**	**862.43**	**76.33**	**42,139.47**
Less: ECL (B)	124.01	111.81	38.20	274.02
Net exposure (C) = (A - B)	**41,076.70**	**750.62**	**38.13**	**41,865.45**

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	25,459.85	-	-	25,459.85
Standard grade	-	-	-	-
Sub-standard grade	-	503.45	-	503.45
Past due but not impaired	-	-	-	-
Restructured	-	-	-	-
Non Performing				
Individually impaired	-	-	249.49	249.49
Gross exposure (A)	**25,459.85**	**503.45**	**249.49**	**26,212.79**
Less: ECL (B)	150.92	48.87	200.85	400.64
Net exposure (C) = (A - B)	**25,308.93**	**454.58**	**48.64**	**25,812.15**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**25,459.85**	**503.45**	**249.49**	**26,212.79**
New Assets Originated or Purchased	26,547.20	107.73	-	26,654.93
Assets derecognised or repaid (excluding write offs)	(10,070.06)	(222.78)	(70.44)	(10,363.28)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	(607.05)	607.05	-	-
Transfer to Stage 3	(129.23)	-	129.23	-
Amounts written off *	-	(133.02)	(231.95)	(364.97)
Gross carrying amount closing balance	**41,200.71**	**862.43**	**76.33**	**42,139.47**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**18,085.71**	**170.38**	**44.98**	**18,301.07**
New Assets Originated or Purchased	15,697.67	148.61	0.26	15,846.54
Assets derecognised or repaid (excluding write offs)	(7,630.83)	(233.48)	(25.53)	(7,889.84)
Transfer to Stage 1	54.35	(54.35)	-	-
Transfer to Stage 2	(472.29)	472.29	-	-
Transfer to Stage 3	(274.76)	-	274.76	-
Amounts written off *	-	-	(44.98)	(44.98)
Gross carrying amount closing balance	**25,459.85**	**503.45**	**249.49**	**26,212.79**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

3 Reconciliation of ECL balance is given below

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	150.92	48.87	200.85	400.64
New Assets Originated or Purchased	69.69	1.21	-	70.90
Assets derecognised or repaid (excluding write offs)	(92.19)	(2.72)	(9.72)	(104.63)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	(3.78)	94.81	-	91.03
Transfer to Stage 3	(0.63)	-	38.20	37.57
Other movements (on account of change in EAD)	-	-	-	-
Amounts written off	-	(30.36)	(191.13)	(221.49)
ECL Allowance - Closing Balance	**124.01**	**111.81**	**38.20**	**274.02**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	150.46	9.70	44.98	205.14
New Assets Originated or Purchased	82.53	0.44	-	82.97
Assets derecognised or repaid (excluding write offs)	(64.81)	(7.54)	-	(72.35)
Transfer to Stage 1	0.26	(2.16)	-	(1.90)
Transfer to Stage 2	(9.46)	48.43	-	38.97
Transfer to Stage 3	(8.06)	-	200.85	192.79
Other movements (on account of change in EAD)	-	-	-	-
Amounts written off	-	-	(44.98)	(44.98)
ECL Allowance - Closing Balance	**150.92**	**48.87**	**200.85**	**400.64**

4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying securities for the assets secured by tangible assets - Properties

5 Reconciliation with Note No.7 :

(₹ in millions)

	As at March 31, 2025	As at March 31, 2024
Gross advances as per Note No. 47.B.1	**42,139.47**	**26,212.79**
Reconciliation		
Unamortised fees	(805.27)	(438.01)
Others	-	-
Gross advances as per Note No. 7	**41,334.20**	**25,774.78**

C Gold Loans

1 Credit quality of assets

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	48,001.55	-	-	48,001.55
Standard grade	3,738.01	-	-	3,738.01
Sub-standard grade	-	2,323.08	-	2,323.08
Past due but not impaired	-	1,098.21	-	1,098.21
Restructured	-	-	-	-
Non Performing				
Individually impaired	-	-	451.81	451.81
Gross exposure (A)	**51,739.56**	**3,421.29**	**451.81**	**55,612.66**
Less: ECL (B)	282.27	21.30	71.09	374.66
Net exposure (C) = (A - B)	**51,457.29**	**3,399.99**	**380.72**	**55,238.00**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

As at March 31, 2024

(₹ in millions)

Particulars		Stage I	Stage II	Stage III	Total
Internal rating grade #					
Performing					
High grade		25,782.12	-	-	25,782.12
Standard grade		1,091.97	-	-	1,091.97
Sub-standard grade		-	724.36	-	724.36
Past due but not impaired		-	369.04	-	369.04
Restructured		-	-	-	-
Non Performing					
Individually impaired		-	-	268.19	268.19
Gross exposure	**(A)**	**26,874.09**	**1,093.40**	**268.19**	**28,235.68**
Less: ECL	(B)	148.65	4.17	30.21	183.03
Net exposure	**(C) = (A - B)**	**26,725.44**	**1,089.23**	**237.98**	**28,052.65**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

2 **An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:**

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**26,874.09**	**1,093.40**	**268.19**	**28,235.68**
New Assets Originated or Purchased	51,546.75	3,189.69	375.56	55,112.00
Assets derecognised or repaid (excluding write offs)	(26,329.74)	(1,114.62)	(266.04)	(27,710.40)
Transfer to Stage 1	1.31	(1.19)	(0.12)	0.00
Transfer to Stage 2	(265.79)	266.00	(0.21)	(0.00)
Transfer to Stage 3	(80.76)	(6.78)	87.54	-
Amounts written off *	(6.30)	(5.21)	(13.11)	(24.62)
Gross carrying amount closing balance	**51,739.56**	**3,421.29**	**451.81**	**55,612.66**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**10,533.39**	**709.54**	**12.78**	**11,255.71**
New Assets Originated or Purchased	26,873.00	1,085.87	257.51	28,216.38
Assets derecognised or repaid (excluding write offs)	(10,512.25)	(708.53)	(13.32)	(11,234.10)
Transfer to Stage 1	0.16	(0.16)	-	-
Transfer to Stage 2	(7.66)	7.66	-	-
Transfer to Stage 3	(12.42)	(0.70)	13.12	-
Amounts written off *	(0.13)	(0.28)	(1.90)	(2.31)
Gross carrying amount closing balance	**26,874.09**	**1,093.40**	**268.19**	**28,235.68**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

3 Reconciliation of ECL balance is given below

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	148.65	4.17	30.21	183.03
New Assets Originated or Purchased	281.30	19.12	52.74	353.16
Assets derecognised or repaid (excluding write offs)	(145.55)	(4.07)	(24.45)	(174.07)
Transfer to Stage 1	-	(0.01)	(0.01)	(0.02)
Transfer to Stage 2	(1.63)	2.16	(0.01)	0.52
Transfer to Stage 3	(0.45)	(0.03)	17.90	17.42
Amounts written off	(0.05)	(0.04)	(5.29)	(5.38)
ECL Allowance - Closing Balance	**282.27**	**21.30**	**71.09**	**374.66**

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	57.01	3.51	0.67	61.19
New Assets Originated or Purchased	148.65	4.14	29.12	181.91
Assets derecognised or repaid (excluding write offs)	(56.89)	(3.49)	(0.66)	(61.04)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	(0.05)	0.01	-	(0.04)
Transfer to Stage 3	(0.07)	-	1.08	1.01
Other movements (on account of change in EAD)	-	-	-	-
Amounts written off	-	-	-	-
ECL Allowance - Closing Balance	**148.65**	**4.17**	**30.21**	**183.03**

4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying for the term loans secured by tangible assets are Gold Jewelleries

5 Reconciliation with Note No.7 :

(₹ in millions)

	As at March 31, 2025	As at March 31, 2024
Gross advances as per Note No. 47.C.1	**55,612.66**	**28,235.68**
Reconciliation		
Co lending adjustment	1.02	0.17
Unamortised fees	(40.85)	(5.21)
Others	(569.23)	(267.10)
Gross advances as per Note No. 7	**55,003.60**	**27,963.54**

D Indirect Retail Lending (IRL)

1 Credit quality of assets

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	1,766.97	-	-	1,766.97
Standard grade	-	-	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars		Stage I	Stage II	Stage III	Total
Sub-standard grade		-	-	-	-
Past due but not impaired		-	-	-	-
Restructured		-	-	-	-
Non Performing					
Individually impaired		-	-	-	-
Gross exposure	**(A)**	**1,766.97**	**-**	**-**	**1,766.97**
Less: ECL	(B)	0.73	-	-	0.73
Net exposure	**(C) = (A - B)**	**1,766.24**	**-**	**-**	**1,766.24**

As at March 31, 2024

(₹ in millions)

Particulars		Stage I	Stage II	Stage III	Total
Internal rating grade #					
Performing					
High grade		4,027.05	-	-	4,027.05
Standard grade		-	-	-	-
Sub-standard grade		-	-	-	-
Past due but not impaired		-	-	-	-
Restructured		-	-	-	-
Non Performing					
Individually impaired		-	-	-	-
Gross exposure	**(A)**	**4,027.05**	**-**	**-**	**4,027.05**
Less: ECL	(B)	11.93	-	-	11.93
Net exposure	**(C) = (A - B)**	**4,015.12**	**-**	**-**	**4,015.12**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

2 **An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:**

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**4,027.05**	**-**	**-**	**4,027.05**
New Assets Originated or Purchased	1,279.70	-	-	1,279.70
Assets derecognized or repaid (excluding write offs)	(3,539.78)	-	-	(3,539.78)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off *	-	-	-	-
Gross carrying amount closing balance	**1,766.97**	**-**	**-**	**1,766.97**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**3,392.28**	**-**	**15.90**	**3,408.18**
New Assets Originated or Purchased	3,335.74	-	-	3,335.74
Assets derecognised or repaid (excluding write offs)	(2,700.97)	-	(1.79)	(2,702.76)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off *	-	-	(14.11)	(14.11)
Gross carrying amount closing balance	**4,027.05**	**-**	**-**	**4,027.05**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

3 Reconciliation of ECL balance is given below

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	11.93	-	-	11.93
New Assets Originated or Purchased	0.40	-	-	0.40
Assets derecognised or repaid (excluding write offs)	(11.60)	-	-	(11.60)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
ECL Allowance - Closing Balance	**0.73**	**-**	**-**	**0.73**

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	5.61	-	15.90	21.51
New Assets Originated or Purchased	10.31	-	-	10.31
Assets derecognised or repaid (excluding write offs)	(3.99)	-	-	(3.99)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off	-	-	(15.90)	(15.90)
ECL Allowance - Closing Balance	**11.93**	**-**	**-**	**11.93**

4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying securities for the assets secured by book debts.

5 Reconciliation with Note No.7 :

(₹ in millions)

	As at March 31, 2025	As at March 31, 2024
Gross advances as per Note No. 47.D.1	**1,766.97**	**4,027.05**
Reconciliation		
Unamortised fees	(2.64)	(9.19)
Others	0.31	-
Gross advances as per Note No. 7	**1,764.64**	**4,017.86**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

E Unsecured Business Loan

1 Credit quality of assets

As at March 31, 2025

(₹ in millions)

Particulars		Stage I	Stage II	Stage III	Total
Internal rating grade #					
Performing					
High grade		134.58	-	-	134.58
Standard grade		61.21	-	-	61.21
Sub-standard grade		-	58.10	-	58.10
Past due but not impaired		-	0.71	-	0.71
Restructured		-	-	-	-
Non Performing					
Individually impaired		-	-	-	-
Gross exposure	**(A)**	**195.79**	**58.81**	**-**	**254.60**
Less: ECL	(B)	2.19	2.58	-	4.77
Net exposure	**(C) = (A - B)**	**193.60**	**56.23**	**-**	**249.83**

As at March 31, 2024

(₹ in millions)

Particulars		Stage I	Stage II	Stage III	Total
Internal rating grade #					
Performing					
High grade		478.74	-	-	478.74
Standard grade		-	-	-	-
Sub-standard grade		-	-	-	-
Past due but not impaired		-	-	-	-
Restructured		-	-	-	-
Non Performing					
Individually impaired		-	-	-	-
Gross exposure	**(A)**	**478.74**	**-**	**-**	**478.74**
Less: ECL	(B)	4.75	-	-	4.75
Net exposure	**(C) = (A - B)**	**473.99**	**-**	**-**	**473.99**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**478.74**	**-**	**-**	**478.74**
New Assets Originated or Purchased	101.79	25.26	-	127.05
Assets derecognised or repaid (excluding write offs)	(299.56)	(51.63)	-	(351.19)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	(85.18)	85.18	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off *	-	-	-	-
Gross carrying amount closing balance	**195.79**	**58.81**	**-**	**254.60**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**478.74**	**-**	**-**	**478.74**
New Assets Originated or Purchased	-	-	-	-
Assets derecognised or repaid (excluding write offs)	-	-	-	-
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off *	-	-	-	-
Gross carrying amount closing balance	**478.74**	**-**	**-**	**478.74**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

3 Reconciliation of ECL balance is given below

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	4.75	-	-	4.75
New Assets Originated or Purchased	1.69	1.44	-	3.13
Assets derecognised or repaid (excluding write offs)	(3.40)	-	-	(3.40)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	(0.85)	1.14	-	0.29
Transfer to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
ECL Allowance - Closing Balance	**2.19**	**2.58**	**-**	**4.77**

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	-	-	-	-
New Assets Originated or Purchased	4.75	-	-	4.75
Assets derecognised or repaid (excluding write offs)	-	-	-	-
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Other movements (on account of change in EAD)	-	-	-	-
Amounts written off	-			-
ECL Allowance - Closing Balance	**4.75**	**-**	**-**	**4.75**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

4 Details of collateral received against loan portfolio :

Nature of security against advances : Unsecured advances

5 Reconciliation with Note No.7 :

(₹ in millions)

	As at March 31, 2025	As at March 31, 2024
Gross advances as per Note No. 47.E.1	**254.60**	**478.74**
Reconciliation		
Unamortised fees	(0.14)	(3.46)
Others	-	(1.89)
Gross advances as per Note No. 7	**254.46**	**473.39**

F Home Loans

1 Credit quality of assets

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	42,130.22	-	-	42,130.22
Standard grade	1,092.44	-	-	1,092.44
Sub-standard grade	-	1,324.50	-	1,324.50
Past due but not impaired	-	-	-	-
Restructured	-	48.37	-	48.37
Credit Impaired				
Non Performing				
Individually impaired	-	-	622.88	622.88
Gross exposure (A)	**43,222.66**	**1,372.87**	**622.88**	**45,218.41**
Less: ECL (B)	158.38	158.52	248.79	565.69
Net exposure (C) = (A - B)	**43,064.28**	**1,214.35**	**374.09**	**44,652.72**

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	35,025.50	-	-	35,025.50
Standard grade	849.73	-	-	849.73
Sub-standard grade	-	569.80	-	569.80
Past due but not impaired	-	489.15	-	489.15
Restructured	-	92.84	-	92.84
Credit Impaired				

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Non Performing				
Individually impaired	-	-	464.29	464.29
Gross exposure (A)	**35,875.23**	**1,151.79**	**464.29**	**37,491.31**
Less: ECL (B)	105.05	185.45	204.44	494.94
Net exposure (C) = (A - B)	**35,770.18**	**966.34**	**259.85**	**36,996.37**

#Internal rating grades are classified on below basis

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**35,875.23**	**1,151.79**	**464.29**	**37,491.31**
New Assets Originated or Purchased	17,099.36	48.20	14.76	17,162.32
Assets derecognised or repaid (excluding write offs)	(9,009.41)	(154.60)	(188.64)	(9,352.65)
Transfer to Stage 1	315.51	(257.90)	(57.61)	-
Transfer to Stage 2	(772.97)	792.06	(19.09)	(0.00)
Transfer to Stage 3	(279.84)	(189.21)	469.05	-
Amounts written off *	(5.22)	(17.47)	(59.88)	(82.57)
Gross carrying amount closing balance	**43,222.66**	**1,372.87**	**622.88**	**45,218.41**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**24,876.92**	**946.87**	**324.46**	**26,148.25**
New Assets Originated or Purchased	15,948.67	26.72	1.21	15,976.60
Assets derecognised or repaid (excluding write offs)	(4,342.21)	(99.11)	(81.46)	(4,522.78)
Transfer to Stage 1	230.25	(198.08)	(32.17)	-
Transfer to Stage 2	(620.80)	629.21	(8.41)	0.00
Transfer to Stage 3	(202.82)	(135.59)	338.41	-
Amounts written off *	(14.78)	(18.23)	(77.75)	(110.76)
Gross carrying amount closing balance	**35,875.23**	**1,151.79**	**464.29**	**37,491.31**

* The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

3 Reconciliation of ECL balance is given below

As at March 31, 2025

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	105.05	185.45	204.44	494.94
New Assets Originated or Purchased	85.25	3.34	8.81	97.40
Assets derecognised or repaid (excluding write offs)	(27.26)	(37.26)	(25.15)	(89.67)
Transfer to Stage 1	4.47	(40.81)	(23.13)	(59.47)
Transfer to Stage 2	(6.97)	85.27	(7.72)	70.58
Transfer to Stage 3	(1.95)	(28.36)	175.05	144.74
Amounts written off	(0.21)	(9.11)	(83.51)	(92.83)
ECL Allowance - Closing Balance	**158.38**	**158.52**	**248.79**	**565.69**

As at March 31, 2024

(₹ in millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	82.97	155.97	126.54	365.48
New Assets Originated or Purchased	35.98	3.30	0.42	39.70
Assets derecognised or repaid (excluding write offs)	(7.33)	(1.67)	15.02	6.02
Transfer to Stage 1	2.40	(31.51)	(12.39)	(41.50)
Transfer to Stage 2	(6.27)	87.87	(3.28)	78.32
Transfer to Stage 3	(2.34)	(20.36)	132.77	110.07
Amounts written off	(0.36)	(8.15)	(54.64)	(63.15)
ECL Allowance - Closing Balance	**105.05**	**185.45**	**204.44**	**494.94**

4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying securities for the assets secured by tangible assets - Properties

5 Reconciliation with Note No.7 :

(₹ in millions)

	As at March 31, 2025	As at March 31, 2024
Gross advances as per Note No. 47.F.1	**45,218.41**	**37,491.31**
Reconciliation		
Co lending adjustment	(0.06)	(2.02)
Interest accrued and overdue on NPA	105.79	91.20
Provision for ECL on Interest income on NPA Loan	(105.79)	(85.64)
Unamortised fees	(235.51)	(295.21)
Others	(624.67)	(124.96)
Gross advances as per Note No. 7	**44,358.17**	**37,074.68**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

48. Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. They have been classified to mature and/or be repaid within 12 months. With regards to loans and advances to customers, the Group uses the same basis of expected repayment as used for estimating the EIR.

(₹ in millions)

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
Financial assets						
Cash and cash equivalents	15,065.48	-	15,065.48	6,396.49	-	6,396.49
Bank Balances other than cash and cash equivalents	113.13	133.44	246.57	135.76	213.96	349.72
Derivative financial instruments	-	-	-	41.05	-	41.05
Trade receivables	587.81	-	587.81	1,366.85	-	1,366.85
Other receivables	276.20	-	276.20	52.78	-	52.78
Loans	65,170.54	1,17,344.48	1,82,515.02	37,387.21	96,824.62	1,34,211.83
Investments	1,393.86	210.31	1,604.17	1,659.58	502.71	2,162.29
Other financial assets	869.79	463.28	1,333.07	528.62	479.08	1,007.70
Total financial assets	**83,476.81**	**1,18,151.51**	**2,01,628.32**	**47,568.34**	**98,020.37**	**1,45,588.71**
Non-Financial assets						
Current tax assets (net)	441.47	-	441.47	279.24	-	279.24
Deferred tax assets (net)	-	847.44	847.44	(0.00)	706.25	706.25
Property, plant and equipment	-	2,978.65	2,978.65	-	3,210.06	3,210.06
Capital work-in-progress	1.15	-	1.15	0.79	-	0.79
Intangible assets under development	29.53	-	29.53	190.37	-	190.37
Other intangible assets	-	435.60	435.60	-	285.54	285.54
Other non-financial assets	1,663.79	287.16	1,950.95	771.12	469.61	1,240.73
Total non financial assets	**2,135.94**	**4,548.85**	**6,684.79**	**1,241.52**	**4,671.46**	**5,912.98**
Total Assets	**85,612.75**	**1,22,700.36**	**2,08,313.11**	**48,809.86**	**1,02,691.83**	**1,51,501.69**
LIABILITIES						
Financial liabilities						
Derivative financial instruments	556.84	-	556.84	-	-	-
Payables						
- Trade payables	1,024.31	0.96	1,025.27	1,302.62	-	1,302.62
- Other payables	626.69	-	626.69	196.80	-	196.80
Debt securities	3,386.57	1,700.00	5,086.57	21.65	1,500.00	1,521.65
Borrowings (other than debt securities)	38,731.50	1,11,950.04	1,50,681.54	28,443.30	74,104.18	1,02,547.48
Other financial liabilities	4,256.27	1,944.70	6,200.97	2,864.21	4,130.19	6,994.40
Total financial liabilities	**48,582.18**	**1,15,595.70**	**1,64,177.88**	**32,828.58**	**79,734.37**	**1,12,562.95**
Non-financial liabilities						
Current tax liability	410.69	-	410.69	24.53	-	24.53
Provisions	303.51	154.39	457.90	115.98	158.93	274.91
Other non financials liabilities	225.67	-	225.67	273.60	-	273.60
Total non-financial liabilities	**939.87**	**154.39**	**1,094.26**	**414.11**	**158.93**	**573.04**
Total liabilities	**49,522.05**	**1,15,750.09**	**1,65,272.14**	**33,242.69**	**79,893.30**	**1,13,135.99**
Net assets	**36,090.70**	**6,950.27**	**43,040.97**	**15,567.17**	**22,798.53**	**38,365.70**

Classification of assets and liabilities under the maturity buckets is based on the same estimates and assumptions as used by the Group for compiling the return submitted to the RBI. The above is based on the information available with the Group which has been relied upon by the auditors.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

49. Capital Management

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Group. The Group determines the amount of capital required on the basis of annual operating plans and other strategic investment plans. The funding requirements if any will be met through bank borrowings and equity if the need arise.

The primary objectives of the Group's capital management are to ensure that the Group complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholders value. The Group manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. Capital Management, objectives and processes are under constant review by the Board.

50. Change in liabilities arising from financing activities

(₹ in millions)

FY 2024-25	As at April 01, 2024	Cash flows	Other -non cash*	As at March 31, 2025
Debt Securities	1,521.65	3,650.00	(85.08)	5,086.57
Borrowings other than debt securities	1,02,547.48	48,267.42	(133.36)	1,50,681.54
Total liabilities from financing activities	**1,04,069.13**	**51,917.42**	**(218.44)**	**1,55,768.11**

(₹ in millions)

FY 2023-24	As at April 01, 2023	Cash flows	Other -non cash*	As at March 31, 2024
Debt Securities	4,386.14	(2,666.67)	(197.82)	1,521.65
Borrowings other than debt securities	70,726.87	32,043.79	(223.18)	1,02,547.48
Total liabilities from financing activities	**75,113.01**	**29,377.12**	**(421.00)**	**1,04,069.13**

*includes the effect of amortisation of borrowing cost, interest accrued on borrowings, conversation factor of derivative instruments.

51. Fair value measurements

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, regardless of whether that price is directly observable or estimated using a valuation technique.

Ind AS 107, 'Financial Instrument - Disclosure' requires classification of the valuation method of financial instruments measured at fair value in the balance Sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to un-adjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair-value-hierarchy under Ind AS 107 are described below:

A Financial instruments by category

1 As at March 31, 2025

(₹ in millions)

Particulars	FVTPL	Amortised cost	FVTOCI	Total Carrying Value	Fair Value
Financial assets					
Investments					
- Mutual funds	500.75	-	-	500.75	500.75
- Equity instruments	599.30	-	-	599.30	599.30
- Debt Instrument	293.81	-	-	293.81	293.81
- Pass Through Certificates	-	-	-	-	-
- Security Receipt	210.31	-	-	210.31	
Trade receivables	-	587.81	-	587.81	-
Other receivables	-	276.20	-	276.20	-
Loans	-	1,80,097.47	2,417.55	1,82,515.02	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

Particulars	FVTPL	Amortised cost	FVTOCI	Total Carrying Value	Fair Value
Cash and cash equivalents	-	15,065.48	-	15,065.48	-
Bank Balances other than above	-	246.57	-	246.57	-
Derivative financial instruments	-	-	-	-	-
Other financial Assets	-	1,333.07	-	1,333.07	-
Total financial assets	**1,604.17**	**1,97,606.60**	**2,417.55**	**2,01,628.32**	**1,393.86**

(₹ in millions)

Particulars	FVTPL	Amortised cost	FVTOCI	Total Carrying Value	Fair Value
Financial liabilities					
Derivative financial instruments	-	-	556.84	556.84	556.84
Borrowings (including Debt Securities)	-	1,55,768.11	-	1,55,768.11	-
Trade payables	-	1,651.96	-	1,651.96	-
Other financial liabilities	-	6,200.97	-	6,200.97	-
Total financial liabilities	**-**	**1,63,621.04**	**556.84**	**1,64,177.88**	**556.84**

2 **As at March 31, 2024**

(₹ in millions)

Particulars	FVTPL	Amortised cost	FVTOCI	Total Carrying Value	Fair Value
Financial assets					
Investments					
- Mutual funds	1,553.35	-	-	1,553.35	1,553.35
- Commercial Paper	-	-	-		-
- Equity instruments	24.32	-	-	24.32	24.32
- Debt Instrument	-	-	-	-	-
- Pass Through Certificates	-	584.62	-	584.62	-
Derivative financial instruments	-	-	41.05	41.05	
Trade receivables	-	1,366.85	-	1,366.85	-
Other receivables	-	52.78	-	52.78	-
Loans	-	1,34,211.83	-	1,34,211.83	-
Cash and cash equivalents	-	6,396.49	-	6,396.49	-
Bank Balances other than above	-	349.72	-	349.72	-
Other financial Assets	-	1,007.70	-	1,007.70	-
Total financial assets	**1,577.67**	**1,43,969.99**	**41.05**	**1,45,588.71**	**1,577.67**

(₹ in millions)

Particulars	FVTPL	Amortised cost	FVTOCI	Total Carrying Value	Fair Value
Financial liabilities					
Derivative financial instruments	-	-	-	-	-
Borrowings (including Debt Securities)	-	1,04,069.13	-	1,04,069.13	-
Trade payables	-	1,499.42	-	1,499.42	-
Other financial liabilities	-	6,994.40	-	6,994.40	-
Total financial liabilities	**-**	**1,12,562.95**	**-**	**1,12,562.95**	**-**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

B Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

1 Financial assets and liabilities measured at fair value - recurring fair value measurements

(₹ in millions)

As at March 31, 2025	Carrying Amount	Fair Value			Total
		Level 1	Level 2	Level 3	
Financial assets					
Financial Investments at FVTPL					
Listed equity investments	599.30	599.30	-	-	599.30
Mutual funds	500.75	500.75	-	-	500.75
Debt Instrument	293.81	293.81	-	-	293.81
Derivative financial instruments	-	-	-	-	-
Security Receipt	210.31	210.31	-	-	210.31
Loans at FVTOCI					
Loans	2,417.55	-	2,417.55	-	2,417.55
Total financial assets	**4,021.72**	**1,604.17**	**2,417.55**	**-**	**4,021.72**
Financial liabilities					
Derivative financial instruments	556.84	-	556.84	-	556.84
Total financial liabilities	**556.84**	**-**	**556.84**	**-**	**556.84**

(₹ in millions)

As at March 31, 2024	Carrying Amount	Fair Value			Total
		Level 1	Level 2	Level 3	
Financial assets					
Financial Investments at FVTPL					
Listed equity investments	24.32	24.32	-	-	24.32
Mutual funds	1,553.35	1,553.35	-	-	1,553.35
Total financial assets	**1,577.67**	**1,577.67**	**-**	**-**	**1,577.67**
Financial liabilities					
Derivative financial instruments	-	-	-	-	-
Total financial liabilities	**-**	**-**	**-**	**-**	**-**

2 Assets and liabilities which are measured at amortised cost for which fair values are disclosed

(₹ in millions)

As at March 31, 2025	Carrying Amount	Fair Value			Total Fair Value
		Level 1	Level 2	Level 3	
Financial assets					
Cash and cash equivalents	15,065.48	-	-	-	15,065.48
Bank Balance other than above	246.57	-	-	-	246.57
Trade Receivable	587.81	-	-	-	587.81
Other Receivable	276.20	-	-	-	276.20
Loans					
Loans to employees	20.15	-	-	-	20.15
Loans - SME,CF,IRL,HL,GL&UBL etc.	1,82,755.28	-	-	44,343.57	44,343.57
Investments					
Commercial Paper					-
Debt Instrument	-	-	-	-	-
Pass Through Certificates	-	-	-	-	-
Security Receipt	-			-	
Other financial assets	1,333.07	-	-	-	1,333.07
Total financial assets	**2,00,284.56**	**-**	**-**	**44,343.57**	**61,872.85**

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(₹ in millions)

As at March 31, 2025	Carrying Amount	Fair Value			Total Fair Value
		Level 1	Level 2	Level 3	
Financial Liabilities					
Trade Payable	1,651.96	-	-	1,651.96	1,651.96
Debt Securities	5,086.57	-	5,086.57	-	5,086.57
Borrowings other than Debt Securities	1,50,681.54	-	-	1,50,681.54	1,50,681.54
Other Financial Liabilities	6,200.97	-	-	-	6,200.97
Total financial liabilities	**1,63,621.04**	**-**	**5,086.57**	**1,52,333.50**	**1,63,621.04**

(₹ in millions)

As at March 31, 2024	Carrying Amount	Fair Value			Total Fair Value
		Level 1	Level 2	Level 3	
Financial assets					
Cash and cash equivalents	6,396.49	-	-	-	6,396.49
Bank Balance other than above	349.72	-	-	-	349.72
Trade Receivable	1,366.85	-	-	-	1,366.85
Other Receivable	52.78	-	-	-	52.78
Loans					
Loans to employees	11.00	-	-	-	11.00
Loans - SME,CF,IRL,GL&HL	1,36,767.66	-	-	1,36,818.47	1,36,818.47
Investments					
Debt Instrument	-	-	-	-	-
Pass Through Certificates	584.62	-	-	584.62	584.62
Other financial assets	1,007.70	-	-	1,007.70	1,007.70
Total financial assets	**1,46,536.82**	**-**	**-**	**1,38,410.79**	**1,46,587.63**
Financial Liabilities					
Trade Payable	1,499.42	-	-	1,499.42	1,499.42
Debt Securities	1,521.65	-	1,521.65	-	1,521.65
Borrowings other than Debt Securities	1,02,547.48	-	-	1,02,547.48	1,02,547.48
Other Financial Liabilities	6,994.40	-	-	6,994.40	6,994.40
Total financial liabilities	**1,12,562.95**	**-**	**1,521.65**	**1,11,041.30**	**1,46,587.63**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the- counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Short-term financial assets and liabilities For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include cash and cash equivalents, trade receivables, balances other than cash and cash equivalents and trade payables without a specific maturity

52. Risk Disclosures

Group's risk is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities. The Group is exposed to credit risk, liquidity risk and interest rate risk. It is the Group's policy to ensure that a robust risk awareness is embedded in its organizational risk culture.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

A Credit risk

Credit risk is the risk that the Group will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties.

1 Impairment assessment

a) Exposure at Default

The Exposure at Default is an estimate of the exposure at a future default date including the undrawn commitments. EAD is taken as the gross exposure under a facility upon default of an obligor. The principal outstanding, overdue principal, accrued interest, overdue interest is considered as EAD for the purpose of ECL computation.

The advances have been bifurcated into following three stages:

Stage 1- All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The Group classifies all standard advances (past due for 0 to30 days) under this category. Stage 1 loans also include facilities where the credit risk has reduced and the loan has been reclassified from Stage 2 or Stage 3

Stage 2 – All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. Financial assets with days past due for 31 to 90 days are classified under this stage and lifetime ECL is recognised on such financial assets. Stage 2 loans also include facilities where the credit risk has reduced, and the loan has been reclassified from Stage 3.

Stage 3 – All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. More than 90 days Past Due is considered as default for classifying a financial instrument as credit impaired.

b) Significant increase in credit risk

The Group continuously monitors all assets subject to ECLs. In order to determine whether an instrument or a portfolio of instruments is subject to 12 months ECL or lifetime ECL, the Group assesses whether there has been a significant increase in credit risk since initial recognition. The Group considers an exposure to have significantly increased in credit risk if contractual payments are more than 30 days past due.

c) Definition of default and cure

The Group considers a financial instrument defaulted and therefore Stage 3 (credit impaired) for ECL calculations in all cases when the borrower becomes more than 90 days past due on its contractual payments.

As a part of a qualitative assessment of whether a customer is in default, the Group also considers a variety of instances that may indicate inability to pay. When such events occur, the Group carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate. Such events include:

a) Significant financial difficulty of the borrower or issuer;

b) A breach of contract such as a default or past due event;

c) The restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise; or

d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganization

It is the Group's policy to consider a financial instrument as 'cured' and therefore re-classified out of Stage 3 when the borrower makes necessary payments & the borrower is not 90 days past due after such payments. The decision whether to classify an asset as Stage 2 or Stage 1 once cured depends on the updated credit grade, at the time of the cure, and whether this indicates there has been a significant increase in credit risk compared to initial recognition.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

d) Probability of Default ("PD") estimation process

Probability of default ("PD") is defined as the likelihood of default over a particular time horizon. The PD of an obligor is a fundamental risk parameter in credit risk analysis and depends on obligor specific as well as macroeconomic risk factors.

a) The Group has applied 12 months PD to stage 1 advances

b) The Lifetime PD is computed using basic exponentiation technique after considering the residual maturity of the respective loan.

c) PD of 100% is considered for Stage 3 assets.

Days past due are a primary input for the determination of the PD for exposures. The Group collects performance and default information about its credit risk exposures analyzed by portfolio. For some portfolios, rating based published information is used.

The Group employs statistical models to analyze the data collected and generate estimates of the remaining lifetime PD of exposures and how these are expected to change as a result of the passage of time. Such statistical models are selected considering the availability of information related to the probability of default for each product. This analysis includes the identification and calibration of relationships between changes in default rates and changes in key macro-economic factors.

For the purpose of determination of impact of forward looking information, the Group applies various macro economic (ME) variables as stated above to each portfolio and assess the trend of the historical probability of defaults as compared to the forecasted probability of default. Based on the directional trend of output, management applies an overlay if required. Overtime, new ME variable may emerge to have a better correlation and may replace ME being used now.

The loans are segmented into homogenous product categories to determine the historical PD/LGD as per similar risk profiles, this segmentation is subject to regular review For portfolios in respect of which the Company has limited historical data, external benchmark information is used to supplement the internally available data.

The Group does not have any historic data of default in case of Gold Loan portfolio, so it has relied upon the published data of competitors. In case of Unsecured business loan, it has relied upon the public data of partners with their existing customers of the similar behavioral vintage

e) Loss Given Default ("LGD")

Loss Given Default ("LGD") is defined as the loss rate on the exposure, given the borrower has defaulted. LGD is being calculated for all financial instruments under risk parameter approach by way of evaluation of historical data on defaults, recovery amounts, collateral liquidation, direct expenses, and opportunity cost for each default. LGD has been computed using the volatility-based model in case of Gold Loan portfolio. LGD has been computed by using the FIRB (Foundation Internal Rating Based) in case of Unsecured business loan

f) Forward looking information

In its ECL models, the Group relies on a broad range of forward looking information as economic inputs, such as. GDP growth, Consumer Price Index, Unemployment rate, Lending Interest Rate etc The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material.

2 Collateral and other credit enhancements

The Group holds collateral and other credit enhancements against certain of its credit exposures. The loans are collateralized against equitable mortgage of property, pledge of shares, hypothecation of assets, physical gold jewellery, undertaking to create security.

Management monitors the market value of collateral and will request additional collateral in accordance with the underlying agreement. In case of defaults by customers, where the Group is unable to recover the dues, the Group through a legal process enforces the security and recovers the dues.

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for the year ended March 31, 2025

B Liquidity risk and funding management

Liquidity risk is defined as the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Group might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances. Such scenarios could occur when funding needed for illiquid asset positions is not available to the Group on acceptable terms. To limit this risk, management has arranged for diversified funding sources and adopted a policy of managing assets by monitoring future cash flows and liquidity on a daily basis.

Liquidity risk is managed in accordance with Asset Liability Management Policy. This policy is framed as per the current regulatory guidelines and is approved by the Board of Directors of the NBFC's entity. The Asset Liability Management Policy is reviewed periodically to incorporate changes as required by regulatory stipulation or to realign the policy with changes in the economic landscape. The Asset Liability Committee (ALCO) of the Group formulates and reviews strategies and provides guidance for management of liquidity risk within the framework laid out in the Asset Liability Management Policy.

1 The table below summarises the maturity profile of the undiscounted cash flow of the Group's financial liabilities:

As at March 31, 2025

(₹ in millions)

		Debt Securities	Borrowings	Trade Payable	Lease liability	Other Financial Liability
1	upto 30/31 days	747.39	2,751.42	1,646.31	54.18	2,345.33
2	Over 1 month upto 2 months	454.69	3,024.00	2.14	54.11	-
3	Over 2 months upto 3 months	981.05	6,564.91	0.92	93.89	-
4	Over 3 months to 6 months	809.75	15,573.27	1.39	176.05	-
5	Over 6 months to 1 year	563.57	23,642.93	0.24	331.85	-
6	Over 1 year to 3 years	344.46	77,952.57	0.96	1,128.69	1,266.61
7	Over 3 year to 5 years	1,767.19	46,484.50	-	1,070.02	-
8	Over 5 years	294.00	9,538.55	-	804.55	-
	Total	5,962.10	1,85,532.15	1,651.96	3,713.34	3,611.94

As at March 31, 2024

(₹ in millions)

		Debt Securities	Borrowings	Trade Payable	Lease liability	Other Financial Liability
1	upto 30/31 days	-	2,169.47	1,504.48	47.66	4,343.96
2	Over 1 month upto 2 months	59.38	2,293.78	-	47.67	-
3	Over 2 months upto 3 months	-	4,138.04	-	47.66	58.78
4	Over 3 months to 6 months	38.57	11,785.88	-	143.05	-
5	Over 6 months to 1 year	77.19	16,434.79	-	285.44	-
6	Over 1 year to 3 years	306.90	51,544.09	-	1,169.45	-
7	Over 3 year to 5 years	306.90	28,719.47	-	1,003.34	-
8	Over 5 years	1,576.09	8,223.98	-	1,282.47	-
	Total	2,365.03	1,25,309.50	1,504.48	4,026.74	4,402.74

C Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The core business of the Group is providing loans to MSME, Construction Finance, Indirect lending, Gold loan, Housing Loan and Unsecured business loan. The Group borrows through various financial instruments to finance its core lending activity. These activities expose the Group to interest rate risk.

Interest rate risk is measured through earnings at risk from an earnings perspective and through duration of equity from an economic value perspective. Further, exposure to fluctuations in interest rates is also measured by way of gap analysis, providing a static view of the maturity and re-pricing characteristic of Balance sheet positions. An interest rate sensitivity gap report is prepared by classifying all rate sensitive assets and rate sensitive liabilities into various time period categories according to contracted/behavioral maturities or anticipated re-pricing date. The difference in the amount of rate sensitive

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for the year ended March 31, 2025

assets and rate sensitive liabilities maturing or being re-priced in any time period category, gives an indication of the extent of exposure to the risk of potential changes in the margins on new or re-priced assets and liabilities.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being considered as constant) of the Group's statement of profit and loss and equity.

1 FY 2024-25

(₹ in millions)

Financial Instruments Type	Increase / (decrease) in basis points (bps)	Sensitivity of profitor loss		Sensitivity of equity	
a. Loans	50 bps Up	Impact on Profit before Tax	649.77	Impact on equity	487.51
	100 bps Up		1,299.55		975.03
	50 bps Down		(649.77)		(487.51)
	100 bps Down		(1,299.55)		(975.03)
b. Borrowings	50 bps Up	Impact on Profit before Tax	(714.47)	Impact on equity	(536.22)
	100 bps Up		(1,428.93)		(1,072.44)
	50 bps Down		714.47		536.22
	100 bps Down		1,428.93		1,072.44

2 FY 2023-24

(₹ in millions)

Financial Instruments Type	Increase / (decrease) in basis points (bps)	" Sensitivity of profit or loss "		Sensitivity of equity	
a. Loans	50 bps Up	Impact on Profit before Tax	544.46	Impact on equity	409.15
	100 bps Up		1,088.92		818.29
	50 bps Down		(544.46)		(409.15)
	100 bps Down		(1,088.92)		(818.29)
b. Borrowings	50 bps Up	Impact on Profit before Tax	(514.10)	Impact on equity	(386.42)
	100 bps Up		(1,028.21)		(772.84)
	50 bps Down		514.10		386.42
	100 bps Down		1,028.21		772.84

D 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 Group 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 maker-checker controls, effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit.

E Capital Management :

Group's capital management objective is primarily to safeguard business continuity. The Group's cashflows are regularly monitored in sync with annual operating plans and long-term and other strategic investment plans. The operational funding requirements are met through debt and operating cash flows generated. The Group believes this approach would create shareholder value in long run. Also, the Group has adopted a conservative approach for ALM management with primacy to adequate liquidity. At present a large portion of the Group's resource base is equity.

The Group maintains its capital structure in line with economic conditions and the risk characteristics of its activities and the board reviews the capital position on a regular basis.

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for the year ended March 31, 2025

Gearing ratio :

The gearing ratio at each date were as follows :

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
a. Debt (I)*	1,58,357.14	1,06,660.79
b. Cash and bank balances (II)#	13,803.66	2,762.61
c. Net debt (I - II)	1,44,553.48	1,03,898.18
d. Total equity	43,040.97	38,365.70
e. Net debt to equity ratio	**3.36**	**2.71**

* Debt includes debt securities, borrowings and lease liabilities.

Cash and bank balances is net of book overdraft

53. Additional information pursuant to para 2 of general instructions for the preparations of Consolidated Financial Statements

	Net Assets #		Share in Profit or Loss		Share in Other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	Amount *	As % of Consolidated Profit or Loss	Amount *	As % of Consolidated other comprehensive income	Amount *	As % of total Comprehensive income	Amount *
Holding								
1 Capri Global Capital Limited	78.78%	33,906.38	86.71%	4,149.42	96.78%	(76.75)	86.54%	4,072.67
Subsidiaries (Indian)								
1 Capri Global Housing Finance Limited	19.79%	8,519.94	12.93%	618.72	0.40%	(0.32)	13.14%	618.40
2 Capri Loans Car Platform Private Limited	1.43%	614.65	0.36%	17.19	2.81%	(2.23)	0.32%	14.96
Total	**100.00%**	**43,040.97**	**100.00%**	**4,785.33**	**100.00%**	**(79.30)**	**100.00%**	**4,706.03**

: Net Assets = total assets minus total liability

* - Amounts net off elimination

54. Related Party Disclosure

A List of Related parties

List of related parties and relationship with related parties where control exists or transactions have taken place during the year:

No.	Name of the Related Party	Relationship
I	**Holding Company**	
	Capri Global Holdings Private Limited	
II	**Enterprises over which Management, Director and/or their relatives have control**	
	Parshwanath Buildcon Private Limited	
	Carlelo Private Limited	
	Infomerics Valuation And Rating Private Limited	

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

No.	Name of the Related Party	Relationship
III	**Key Management Personnel**	
	Mr. Rajesh Sharma	Managing Director
	Mr. Partha Chakraborti	Chief Financial Officer
	Mr. Yashesh Bhatt	Company Secretary
	Mr. Amit Setia	Whole Time Director (w.e.f. May 15, 2024)
	Mr. Ajit Mohan Sharan	Independent Director
	Mr. Desh Raj Dogra	Independent Director
	Mr. T.R. Bajalia	Independent Director
	Mr. L. V. Prabhakar	Independent Director
	Ms. Nupur Sunil Mukherjee	Independent Director
	Mr. Subramanian Ranganathan	Independent Director
	Mr. Shishir Priyadarshi	Independent Director
	Mr. Shrimohan Yadav	Independent Director
	Mr. Murali Talasila	Independent Director
IV	**Relative of Key Management Personnel**	
	Ms. Jinisha Sharma	Daughter of Rajesh Sharma
V	**Trust under common control**	
	Capri Foundation	
	CGCL Employees Group Gratuity Assurance Scheme (Formerly known as Money Matters Financial Services Limited Employee Group Gratuity Assurance Scheme)	
	CGHFL Employees Group Gratuity Assurance Scheme (Formerly known as Money Matters Financial Services Limited Employee Group Gratuity Assurance Scheme)	

B Transactions with Related parties during the year

(₹ in millions)

No.	Nature of Transaction	Relationship	Name of Party	For year ended March 31, 2025	For year ended March 31, 2024
I.	**EXPENSES**				
1	**Rent Paid**	Enterprises over which management and/or their relatives have control	Parshwanath Buildcon Private Limited (Refer Note no. 36)	0.20	0.34
			Capri Global Holding Private Limited	0.71	0.47
2	**Commission Paid**	Enterprises over which management and/or their relatives have control	Carlelo Private Ltd	1.09	0.08
3	**Interest expenses**	Enterprises over which management and/or their relatives have control	Capri Global Holding Private Limited (Refer Note no. 33)	54.21	2.35
4	**Salaries, Commission and other benefits**	Key Management Personnel	Mr. Rajesh Sharma	36.87	3.60
			Mr. Partha Chakraborti	61.20	9.90
			Mr. Yashesh Bhatt	6.88	6.65
			Mr. Amit Setia	24.18	-
		Relative of Key Management Personnel	Mr. Pranay Rauka	-	2.11
			Ms. Jinisha Sharma	4.37	2.40
5	**Re-imbursement of expenses**	Enterprises over which Management and/or their relatives have control	Carlelo Private Ltd	3.26	-
6	**Rating & Survilliance chargers**	Enterprises over which Management and/or their relatives have control	Infomerics Valuation and Rating Private Limited (Refer note no. 36)	22.28	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in millions)

No.	Nature of Transaction	Relationship	Name of Party	For year ended March 31, 2025	For year ended March 31, 2024
7	**Director Sitting Fees**	Key Management Personnel	Mr. Beni Prasad Rauka*	0.11	2.93
			Ms. Bhagyam Ramani*	1.17	4.19
			Mr. Mukesh Kacker*	-	0.87
			Mr. Desh Raj Dogra	1.53	0.87
			Mr. Ajit Sharan	1.69	0.71
			Mr. L V Prabhakar	1.63	0.11
			Ms. Nupur Sunil Mukherjee	1.41	0.11
			Mr. S. Ranganathan	3.35	0.38
			Mr. Shishir Priyadarshi	1.53	0.11
			Mr. T.R. Bajalia	0.90	0.87
			Mr. Murali Talasila	0.57	-
			Mr. Shrimohan Yadav	0.25	-
	Director Commission	Key Mamagernment Personnel	Mr. Desh Raj Dogra	1.64	-
			Mr. Ajit Sharan	1.64	-
			Mr. L. V. Prabhakar	2.73	-
			Ms. Nupur Sunil Mukherjee	1.64	-
			Mr S. Ranganathan	2.64	-
			Mr. Shishir Priyadarshi	1.64	-
			Mr. T.R. Bajalia	1.00	-
			Ms. Bhagyam Ramani	1.00	-
			Mr. Murali Talasila	1.00	-
			Mr. Shrimohan Yadav	0.67	-
8	**Employee Benefits**	Trust under common control	Money Matters Financial Services Limited Employees Group Gratuity Assurance Scheme (Refer Note no. 23)	42.49	28.73
9	**Donation - Corporate Social Responsibility**	Trust under common control	Capri Foundation	-	0.40
III.	**Balance Sheet Items (Transaction during year):**				
1	**Borrowing through ICD**	Enterprises over which Management and/or their relatives have control	Capri Global Holdings Private Limited (Refer Note no. 8)	730.00	330.00
2	**Borrowing through ICD (Repayment)**	Enterprises over which Management and/or their relatives have control	Capri Global Holdings Private Limited (Refer Note no. 8)	790.00	-

C Closing balances with Related parties as at year end

(₹ in millions)

	Nature of Transaction	Relationship	Name of Party	As at March 31, 2025	As at March 31, 2024
1	**Borrowing through ICD**	Enterprises over which Management and/or their relatives have control	Capri Global Holdings Private Limited (Refer Note no. 8)	270.00	330.00

* These were Independent Director upto March 31, 2024

Mr. Beni Prasad Rauka

Ms. Bhagyam Ramani

Mr. Mukesh Kacker

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

55. Fraud Reporting

(₹ in millions)

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
Fraud reported by Holding Company to Reserve Bank of India (RBI) through prescribed returns.	82.36	22.08
Fraud reported by a subsidiary Company to National Housing Bank (NHB) through prescribed returns.	27.90	-

56. Details of all collateral used as security for liabilities

(₹ in millions)

Particulars	Carrying amount of financial assets pledged as at March 31,	
	2025	2024
Assets type		
a. Loans receivable as collateral under lending agreements	1,84,917.21	1,35,566.59
b. Loans receivable as collateral under PTC agreements	-	584.62
c. Receivables from investment in securities as collateral	1,393.86	1,577.67
d. Cash and other bank balance collateral under lending agreements	12,476.45	3,804.83

57. Employee Stock Option

The Holding company has granted Employee Stock Options (ESOP) under the Employee Stock Option Scheme 2009 (ESOP 2009) to employees of the Holding and a subsidiary company (CGHFL) spread over a period 1 to 4 years.

Employee Stock Option Plans

A Summary of the general terms of grants under stock options plans are as under: -

(₹ in millions)

Name of Plan	As at March 31, 2025		As at March 31, 2024	
	No. of options under the Plan	Range of Exercise Price	No. of options under the Plan	Range of Exercise Price
Employee Stock Option Plan	71,81,600	₹ 0.50 to ₹ 187.50	88,49,194	₹ 0.50 to ₹ 187.50

The activity of the Stock Plans is summarised below: No. of shares & price reclassified based on ₹ 1 after split of shares and issue of bonus shares

(₹ in millions)

Particulars	Year ended			
	As at March 31, 2025		As at March 31, 2024	
	Numbers	Exercise Price/ Vesting Price (₹)	Numbers	Exercise Price/ Vesting Price (₹)
Outstanding at the beginning of the year	15,90,794	0.50	20,98,400	0.50
	96,000	17.50	1,68,000	17.50
	3,30,400	25.00	10,39,200	25.00
	32,000	32.50	56,000	32.50
	1,40,000	43.50	2,00,000	43.50
	80,000	48.73	80,000	48.73
	2,80,000	56.25	2,80,000	56.25
	33,40,000	62.50	34,00,000	62.50
	16,00,000	75.00	40,00,000	75.00
	3,00,000	106.25	3,00,000	106.25
	4,00,000	112.50	4,00,000	112.50
	1,00,000	125.00	1,00,000	125.00

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for the year ended March 31, 2025

(₹ in millions)

Particulars	Year ended			
	As at March 31, 2025		As at March 31, 2024	
	Numbers	Exercise Price/ Vesting Price (₹)	Numbers	Exercise Price/ Vesting Price (₹)
	80,000	127.50	80,000	127.50
	40,000	130.00	40,000	130.00
	2,40,000	185.00	-	-
	2,00,000	187.50	-	-
Granted	5,44,000	1.00	3,20,000	185.00
	2,40,000	163.00	2,00,000	187.50
Exercised	1,37,980	0.50	1,61,136	0.50
	-	-	36,000	17.50
	24,000	25.00	1,10,460	25.00
	4,800	32.50	12,000	32.50
	-	-	9,000	43.50
	3,600	48.73	-	-
	6,000	56.25	-	-
Forfeited, expired and cancelled	8,12,414	0.50	3,46,470	0.50
	96,000	17.50	36,000	17.50
	3,06,400	25.00	5,98,340	25.00
	-	-	12,000	32.50
	1,40,000	43.50	51,000	43.50
	20,400	48.73	-	-
	2,18,000	56.25	-	-
	4,82,000	62.50	60,000	62.50
	2,00,000	75.00	24,00,000	75.00
	-	-	80,000	185.00
Outstanding at the end of the year	6,35,600	0.50	15,90,794	0.50
	5,44,000	1.00	96,000	17.50
	32,000	32.50	3,30,400	25.00
	56,000	48.73	32,000	32.50
	56,000	56.25	1,40,000	43.50
	28,58,000	62.50	80,000	48.73
	14,00,000	75.00	2,80,000	56.25
	3,00,000	106.25	33,40,000	62.50
	4,00,000	112.50	16,00,000	75.00
	1,00,000	125.00	3,00,000	106.25
	80,000	127.50	4,00,000	112.50
	40,000	130.00	1,00,000	125.00
	2,40,000	163.00	80,000	127.50
	2,40,000	185.00	40,000	130.00
	2,00,000	187.50	2,40,000	185.00
	-	-	2,00,000	187.50
Of the above, Options excercisable	32,000	32.50	8,23,594	0.50
	2,58,000	0.50	96,000	17.50
	24,000	48.73	3,30,400	25.00
	24,000	56.25	60,000	43.50
	24,000	62.50	24,000	48.73
	8,04,000	62.50	24,000	56.25

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Employee Stock Option

(₹ in millions)

	For year ended March 31, 2025	For year ended March 31, 2024
The weighted average fair value of the new ESOPs granted during the year	₹ 178.43 per share	₹ 178.43 per share

The following table summarises information about stock option plans

(₹ in millions)

Exercise Price (₹)	As at March 31, 2025		As at March 31, 2024	
	Numbers	Weighted Average Remaining Life (Months)	Numbers	Weighted Average Remaining Life (Months)
0.50	6,35,600.00	2.19	15,90,794.00	5.14
1.00	5,44,000.00	31.73	-	-
17.50	-	-	96,000.00	0.03
25.00	-	-	3,30,400.00	0.03
32.50	32,000.00	0.03	32,000.00	5.67
43.50	-	-	1,40,000.00	3.25
48.73	56,000.00	5.63	80,000.00	11.76
56.25	56,000.00	6.41	2,80,000.00	19.38
62.50	28,58,000.00	10.69	33,40,000.00	21.49
75.00	14,00,000.00	15.88	16,00,000.00	27.30
106.25	3,00,000.00	15.38	3,00,000.00	27.55
112.50	4,00,000.00	15.58	4,00,000.00	27.75
125.00	1,00,000.00	15.48	1,00,000.00	27.65
127.50	80,000.00	16.78	80,000.00	28.95
130.00	40,000.00	17.15	40,000.00	29.32
163.00	2,40,000.00	35.83	-	-
185.00	2,40,000.00	38.20	2,40,000.00	50.37
187.50	2,00,000.00	27.23	2,00,000.00	39.40

Fair value methodology

The fair value of ESOP are measured using Black-scholes-merton formula. Measurement input includes share price on measurement date, exercise date of the instrument, exercise price, expected life, risk free interest rate, expected dividend yield, expected volatility.

The following table summarizes the assumptions used in calculating the grant date fair value.

(₹ in millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Expected life of the options	3 to 5 Years	3 to 5 Years
Expected volatility	40%	40%
Expected dividend yield	0.09% to 0.12% p.a	0.18% p.a
Risk-free interest rate	6.78% to 7.19% p.a	7.00% to 7.08%

Expected life of the options: Expected life of the options is the period for which the company expects the options to be live. The minimum life of a stock option is the minimum period before which the options cannot be exercised, and the maximum life is the period after which the options cannot be exercised.

Expected volatility: The measure of volatility used in ESOP pricing model is the annualised standard deviation of the continuously compounded rates of return (calculated by log function) on the share over a period prior to the date of grant corresponding to the expected life of the option.

Expected dividend yield: Expected dividend yield has been calculated as an average of dividend yields of six financial years preceding the date of grant. The expected dividend yield for the year is derived by dividing the dividend per share by the share price as on dividend effective date.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Risk-free interest rate: The rate used to discount employee benefit obligations reflects the estimated timing of benefit payments and the currency in which the benefits are to be paid. We have used the Discount Rate which relates to the par-yield rate available on ZYC Government Securities (G. Sec.) for the tenure of the expected life of options. (Ref: G Sec. rates available through www.fbil.org.in with prices/yields published by FBIL).

(₹ in millions)

	For year ended March 31, 2025	For year ended March 31, 2024
a. Weighted average market price of the ESOPs exercised	₹ 205.90 per share	₹ 186.73 per share
b. ESOP cost recognised in the Statement of Profit and Loss (₹ in millions)	100.74	70.63

(₹ in millions)

	As at March 31, 2025	As at March 31, 2024
Receivable from the subsidiary company (CGHFL) with which employees are employed (Amount receivable is difference between the exercise price and fair value of the options)	-	1.47

(₹ in millions)

	As at March 31, 2025	As at March 31, 2024
Rembursement of cost incurred by the holding company	-	-

58. Expenditure in Foreign Currency

(₹ in millions)

	FY 2024-25	FY 2023-24
a. Software expenses	5.70	5.22
b. Professional expenses	13.74	7.69

59. Disclosure for insurance commission as required unde Insurance Regulatory and Development Authority (IRDA) Regulation

(₹ in millions)

Name of the Insurance Company	FY 2024-25	FY 2023-24
i) Care Health Insurance Limited	135.68	22.75
ii) ICICI Lombard General Insurance Company Limited	56.17	12.90
iii) Niva Bupa Health Insurance Company Limited	21.12	3.10
iv) ICICI Prudential Life Insurance Company Limited	164.68	2.43
v) Hdfc Life Insurance Company Limited	111.12	-
vi) Pnb Metlife India Insurance Company Limited	105.01	-
vii) Go Digit General Insurance Limited	6.04	-
viii) Bajaj Allianz Life Insurance Company Limited	14.72	-
ix) Go Digit Life Insurance Limited	11.16	-
x) Reliance General Insurance Company Limited	2.42	-
Total	628.12	41.18

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

60. Other Statutory Information:

1 The Group had not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

2 The Group does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

3 The Group has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

4 The Group did not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, during the year 31, 2025.

(₹ in millions)

No.	Name of the struck off company	Nature of Transactions	FY 2023-24	
			Balance outstanding Amount in ₹	Relationship with Struck off Company
1	Kothari Intergroup Limited	Equity shares investor	40.00	Shareholder of the company

5 The Group did not have any charges or satisfaction which were yet to be registered with ROC beyond the statutory period.

6 The Group has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries), with the understanding that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

7 The Group has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

8 The Group did not have any transaction which had not been recorded in the books of account that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

9 The Group has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.

10 The Group has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

11 The Group has not revalued Intangible assets during the year.

12 Quarterly returns or statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.

13 Compliance with approved Scheme(s) of Arrangements: Not applicable

14 Borrowed funds have been utilised for the purpose they have been sanctioned and share premium has been utilised in working capital.

15 The title deeds of immovable properties are held in the name of the Holding Company.

16 The Group has not traded or invested in crypto currency or virtual currency during the financial year.

17 The Holding Company has registered with Insurance Regulatory and Development Authority of India (IRDAI) as Corporate agent vide CA0881 dated December 07, 2023.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

61. Accounting Software Used for maintenance of Books of Accounts

The Group has used certain accounting softwares (including one new ERP implemented w.e.f. December 1, 2024) for maintaining its books of account which has a feature of recording audit trail (edit log) facility except that no audit trail feature was enabled at database level in respect of one accounting software (the old ERP discontinued on November 30, 2024) for the Group and was not enabled at the database level from April 1, 2024 to July 07, 2024 in respect of another accounting software for the holding company. Further the audit trail feature was not enabled at the application level in respect of one accounting software to log any direct data changes for holding company.

Further, to the extent enabled, audit trail feature has operated throughout the year for all relevant transactions recorded in the accounting softwares Further, we did not come across any instance of audit trail feature being tampered. Additionally, where enabled, the audit trail has been preserved by the holding company and its subsidiary companies as per the statutory requirements for record retention to the extent it was enabled and recorded except for one application the audit trail is not preserved where audit trail feature was enabled on July 08, 2024 at database level for holding company.

62. Figures for the previous years have been regrouped/rearranged wherever considered necessary to conform to the figures presented in the current year.

In terms of our report attached

For **M S K A & Associates**
Chartered Accountants
(Firm's Registration No. 105047W)

Prateek Khandelwal
Partner
Membership No. - 139144
Place : Mumbai
May 05, 2025

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 05, 2025

Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 05, 2025

Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 05, 2025

Partha Chakraborti
Chief Financial Officer

Place : Mumbai
May 05, 2025

Annexure A

Form AOC -1

(Pursuant to first proviso to Sub Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part "A": Subsidiaries

(₹ in millions)

Particulars	Capri Global Housing Finance Limited	Capri Loans Car Platform Private Limited
Reporting Period of the Subsidiary if Different from the Holding Company's Reporting Period	NA	NA
Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	NA	NA
Share Capital	788.08	500
Reserves & Surplus	7731.88	114.7
Total Assets	48567.1	1537
Total Liabilities	48567.1	1537
Investments	359.92	0
Turnover	6068.81	2394
Profit/(Loss) Before Taxation	787.72	22.71
Provision for Taxation	169	5.52
Profit after Taxation*	618.72	17.19
Proposed Dividend	-	-
% of Shareholding	100	100

***PAT without considering the Other Comprehensive Income.**

Notes:

1.	Names of subsidiaries which are yet to commence operations:	NIL	NIL
2.	Names of subsidiaries which have been liquidated or sold during the year :	NIL	NIL

Part "B": Associate and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: **Not Applicable**

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: L65921MH1994PLC173469

Sd/-
Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 05, 2025

Sd/-
Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 05, 2025

Sd/-
Yashesh Bhatt
Company Secretary
Place: Mumbai
May 05, 2025

Sd/-
Partha Chakraborti
Chief Financial Officer ACS-20491
Place : Mumbai
May 05, 2

Notes to the Standalone Financial Statements

For the year ended March 31, 2024

63. Accounting Software Used for maintenance of Books of Accounts

As per the requirements of rule 3(1) of the Companies (Accounts) Rules 2014, the company uses only such accounting software for maintaining its books of account that have a feature of recording audit trail of each and every transaction creating an edit log of each change made in the books of account along with the date when such changes were made within such accounting software. This feature of recording audit trail has operated throughout the year and was not disabled or tampered with during the year, except for the situations noted below wherein during the year the audit trail feature was not enabled for –

a) Customer masters in two accounting software;

b) Databases maintained in accounting software;

Further, in case of one accounting software, where though the audit trails are maintained by the Company, the Company could not generate audit log to substantiate that the audit trail feature has not been tempered anytime during the year.

Further, for two accounting software, which have been discontinued/sunset during the year, the Company could not extract the data to substantiate that the feature of recording audit trail was operated throughout the year.

64. Figures for the previous years have been regrouped/rearranged wherever considered necessary to conform to the figures presented in the current year.

In terms of our report attached
For **M M Nissim & Co LLP**
Chartered Accountants
(Firm's Registration No. 107122W/W100672)

Sd/-
Manish Singhania
Partner
Membership No. - 155411
Place : Mumbai
May 08, 2024

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: L65921MH1994PLC173469

Sd/-
Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 08, 2024

Sd/-
Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 08, 2024

Sd/-
Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 08, 2024

Sd/-
Partha Chakraborti
Chief Financial Officer
Place : Mumbai
May 08, 2024

Independent Auditor's Report

To the Members of Capri Global Capital Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Capri Global Capital Limited ('the Holding Company') and its subsidiaries, i.e., Capri Global Housing Finance Limited & Capri Loans Car Platform Private Limited (the Holding Company and its subsidiaries together referred to as the 'Group'), which comprise the Consolidated Balance Sheet as at 31 March 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year/period then ended, and notes to the consolidated financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as the 'consolidated financial statements').

2. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditor on separate financial statements of a subsidiary, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, the relevant circulars, guidelines and directions issued by the Reserve Bank of India (RBI) from time to time ('RBI Guidelines') and other accounting principles generally accepted in India of the consolidated state of affairs of the Group as at 31 March 2024, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditor referred to in the 'Other Matter' paragraph below is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
Impairment of loans and advances to customers	
(Refer Note 2.06G for material accounting policies and Note 52.A for credit risk disclosures)	
As at 31 March 2024, the Group has reported gross loan assets of ₹ 1,36,778.66 millions against which an impairment loss of ₹ 2,566.83 millions has been recorded. The Group recognized impairment provision for loan assets based on the Expected Credit Loss ("ECL") approach laid down under 'Ind AS 109 – Financial Instruments'. The estimation of ECL on financial instruments involves significant management judgement and estimates and the use of different modelling techniques and assumptions which could have a material impact on reported profits. Significant management judgement and assumptions involved in measuring ECL is required with respect to: • ensuring completeness and accuracy of the data considered for assumptions used in the model.	Our audit focused on assessing the appropriateness of management's judgment and estimates used in the impairment analysis through procedures that included, but were not limited to, the following: • Obtained an understanding of the modelling techniques adopted by the Group including the key inputs and assumptions; • Considered the Group's accounting policies for estimation of expected credit loss on loans and assessing compliance with the policies in terms of Ind AS 109; • Understanding management's updated processes, systems and controls implemented in relation to impairment allowance process.

Key Audit Matter	How our audit addressed the key audit matter
• determining the criteria for a significant increase in credit risk. • factoring of future economic variables • techniques used to determine probability of default, loss given default and exposure at default. These parameters are derived from the Group's internally developed statistical models and other historical data. On the basis of an estimate made by the management, an overlay of ₹ 208.12 millions has been recognized by the Holding Company as at 31 March 2024 on loans basis their performance and outstanding position. The basis of estimates and assumptions involved in arriving at the overlay are monitored by the Holding Company periodically and significantly depend on future developments in the economy. **Disclosure** The disclosures regarding the Group's application of Ind AS 109 are key to explaining the key judgements and material inputs to the ECL results. Further, disclosures to be provided as per RBI circulars with regards to non-performing assets and provisions is also an area of focus. Considering the significance of the above matter to the overall financial statements, and extent of management's estimates and judgements involved, it required auditor's significant attention. Accordingly, we have identified this as a key audit matter.	• Accuracy of the computation of the ECL estimate including reasonableness of the methodology and assumption used to determine macro-economic overlays; • Tested the design and operating effectiveness of key controls over completeness and accuracy of the key inputs and assumptions considered for calculation, recording, monitoring of the impairment loss recognized and staging of assets. Also evaluated the controls over the modelling process, validation of data and related approvals; • Assessed the critical assumptions and input data used in the estimation of expected credit loss models for specific key credit risk parameters, such as the movement logic between stages, Exposure at default (EAD), probability of default (PD) or loss given default (LGD); • Performed test of details over calculation of ECL, in relation to the completeness and accuracy of the data; • Obtained written representations from management on whether they believe significant assumptions used in calculation of expected credit losses are reasonable; and • Assessed the appropriateness and adequacy of the related presentation and disclosures of Note 39 "Financial risk management" disclosed in the accompanying financial statements in accordance with the applicable accounting standards and related RBI circulars and Resolution Framework.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's management & the Board of Directors are responsible for the other information. The other information comprises the information to be included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Board of Director's Responsibilities for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Management and the Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, RBI Guidelines and other accounting principles generally accepted in India. The respective Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of respective Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

9. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    • Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    • Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on the internal financial controls system with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit;

    • Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and the Board of Directors;

    • Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

    • Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and

    • Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entity included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance of the Holding Company, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe

these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. The consolidated financial statements include the audited financial statements of a subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 44,820.20 million as at 31 March 2024, total revenue (before consolidation adjustments) of ₹ 4,871.90 million and net profit after tax (before consolidation adjustments) of ₹ 716.99 million and net cash inflows of ₹ 3,909.20 million for the year ended on that date, as considered in the consolidated financial statements, which has been audited by its independent auditor. The independent auditor's report on the financial statements of this entity has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of such auditor and the procedures performed by us are as stated in paragraph above.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act based on our audit and the report of the statutory auditor of a subsidiary company incorporated in India which was not audited by us, we report that the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

17. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and a subsidiary included in the consolidated financial statements of the Company, we report that there are no qualifications or adverse remarks in these CARO reports.

18. As required by section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements of a subsidiary, as noted in 'other matters paragraph', we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Group so far as it appears from our examination of those books and the report of the other auditor, except for the matters stated in paragraph 18(g)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules");

c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

e) On the basis of the written representations received from the directors of the Holding Company, and taken on record by the Board of Directors of the Holding Company and reports of the statutory auditor of its subsidiary companies incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I' wherein we have expressed an unmodified opinion; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of the other auditor on the separate financial statements of the subsidiaries as noted in other matter paragraph:

    i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 38 to the consolidated financial statements;

    ii. The Group has made provision as at 31 March 2024, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

    iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2024;

    iv. a. The management has represented that, to the best of its knowledge and belief as disclosed in note 60.6 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

    b. The management, as disclosed in the note 60.7 to the accompanying consolidated financial statements has represented that, to the best of its knowledge and belief, no funds have been received by the Holding Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

    c. Based on such audit procedures performed, as considered reasonable and appropriate in the circumstances, nothing has come to our attention that causes us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement;

    v. The dividend declared during the year ended 31 March 2024 by the Holding Company is in compliance with section 123 of the Act; and

    vi. Based on our examination, which included test checks, the Group has used various accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility, which have operated throughout the year for all relevant transactions recorded in the software, except in the case of the Holding Company in respect of customer masters in two accounting software and databases maintained in accounting software where the audit trail feature was not enabled throughout the year and non-availability of sufficient appropriate audit evidence regarding recording of audit trail in respect of two sunset software which were discontinued during the year. Based on our procedures performed, we did not notice any instance of the audit trail feature being tampered with except in respect of one accounting software where the Holding Company could not provide sufficient appropriate audit evidence that audit trail feature has not been tempered anytime during the year. In respect of the aforesaid masters, databases and software, in the absence of audit trail for the said period, the question of our commenting on whether the audit trail was tampered with, does not arise. Refer note 62 to the consolidated financial statements.

For **M M Nissim & Co LLP**
Chartered Accountants
Firm's Registration No: 107122W/W100672

Manish Singhania
Partner
Membership No. 155411
ICAI UDIN: 24155411BKGYBW5134
Mumbai
08 May 2024

Annexure I

Independent Auditor's Report on the internal financial controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

(Referred to in paragraph 18 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. In conjunction with our audit of the consolidated financial statements of Capri Global Capital Limited ('the Holding Company') and its subsidiary (collectively referred as 'Group') as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to the consolidated financial statements of Group, as at that date.

Board of Director's Responsibilities for Internal Financial Controls

2. The respective Board of Directors of the companies included in the Group, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to the consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

3. Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the consolidated financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements includes obtaining an understanding of such internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in the subsidiary company in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to the consolidated financial statements.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

6. A company's internal financial controls with reference to the consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the consolidated financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with Reference to the Consolidated Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to the consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to the consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Group, have in all material respects, adequate internal financial controls with reference to the consolidated financial statements and such controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to the consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

9. Our aforesaid report under Section 143 (3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to the consolidated financial statements insofar as it relates to a subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

For **M M Nissim & Co LLP**
Chartered Accountants
Firm's Registration No: 107122W/W100672

Manish Singhania
Partner
Membership No. 155411
ICAI UDIN: 24155411BKGYBW5134
Mumbai
08 May 2024

Consolidated Balance Sheet

As at March 31, 2024

(₹ in Millions)

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
ASSETS			
(I) Financial Assets			
(a) Cash and cash equivalents	3	6,396.49	14,765.14
(b) Bank balances other than cash and cash equivalents	4	349.72	335.07
(c) Derivative financial instruments	17	41.05	-
(d) Receivables			
(i) Trade receivables	5	1,366.85	322.34
(ii) Other receivables	6	52.78	6.92
(e) Loans	7	134,211.83	94,816.23
(f) Investments	8	2,162.29	2,155.15
(g) Other financial assets	9	948.51	778.91
		145,529.52	**113,179.76**
(II) Non Financial Assets			
(a) Current tax assets (net)	10	279.24	195.04
(b) Deferred tax assets (net)	11	706.25	476.09
(c) Property, plant and equipment	12	3,210.08	2,839.92
(d) Capital work-in-progress	13	0.79	25.22
(e) Intangible assets under development	14	190.37	148.05
(f) Intangible assets	15	285.55	69.67
(g) Other non financial assets	16	1,295.17	1,079.44
		5,967.45	**4,833.43**
Total Assets		**151,496.97**	**118,013.19**
LIABILITIES AND EQUITY			
LIABILITIES			
(I) Financial Liabilities			
(a) Derivative financial instruments	17	-	75.72
(b) Payables	18		
i) Trade payables			
Total outstanding dues of micro and small enterprises		5.44	6.52
Total outstanding dues of creditors other than micro and small enterprises		1,305.32	960.95
ii) Other Payables	19		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		211.32	144.99
(c) Debt securities	20	1,521.65	4,386.14
(d) Borrowings (other than debt securities)	21	102,547.48	70,726.87
(e) Other financial liabilities	22	6,994.44	5,696.67
		112,585.65	**81,997.86**
(II) Non-Financial Liabilities			
(a) Current tax liabilities (net)	10	24.53	12.92
(b) Provisions	23	274.90	214.96
(c) Other non-financial liabilities	24	246.18	132.79
		545.61	**360.67**
EQUITY			
(a) Equity share capital	25	824.94	412.31
(b) Other equity	26	37,540.77	35,242.35
		38,365.71	**35,654.66**
Total Liabilities and Equity		**151,496.97**	**118,013.19**

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached

For **M M Nissim & Co LLP**
Chartered Accountants
(Firm's Registration No. 107122W/W100672)

Sd/-
Manish Singhania
Partner
Membership No. - 155411
Place : Mumbai
May 08, 2024

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Sd/-
Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 08, 2024

Sd/-
Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 08, 2024

Sd/-
Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 08, 2024

Sd/-
Partha Chakraborti
Chief Financial Officer
Place : Mumbai
May 08, 2024

Consolidated Statement of Profit and Loss

For the year ended March 31, 2024

(₹ in Millions)

Particulars	Note No.	For year ended March 31, 2024	For year ended March 31, 2023
(I) Revenue from operations			
a) Interest income	27	18,227.83	11,681.95
b) Fee and commission income	28	2,306.35	1,540.97
c) Net gain on fair value change	29	412.61	213.41
d) Net gain on derecognition of financial instruments under amortised cost category	30	1,018.10	557.90
e) Sale of services		630.99	265.07
f) Other operating income	31	532.69	383.18
Total revenue from operations		**23,128.57**	**14,642.48**
(II) Other income	32	13.40	16.53
Total income		**23,141.97**	**14,659.01**
(III) Expenses			
(a) Finance costs	33	8,359.01	5,330.37
(b) Fees and commission expense		1,093.48	257.76
(c) Impairment on financial instruments	34	912.78	650.87
(d) Employee Benefits Expenses	35	6,236.92	4,060.77
(e) Depreciation, amortization and impairment	12 & 15	878.70	439.13
(f) Others expenses	36	2,004.68	1,237.27
Total expenses		**19,485.57**	**11,976.17**
(IV) Profit before tax for the year (I + II - III)		**3,656.40**	**2,682.84**
(V) Tax Expense :			
(a) Current tax		1,099.90	653.96
(b) Deferred tax		(227.54)	(6.41)
(c) Short / (Excess) provision for earlier years		(10.02)	(11.25)
		862.34	**636.30**
(VI) Net profit after tax for the year (IV - V)		**2,794.06**	**2,046.54**
(VII) Other Comprehensive Income			
(a) Items that will not be reclassified to profit and loss			
(i) Remeasurement on defined benefit plans		(28.77)	(12.50)
(ii) Income Tax impact on above		7.24	3.15
Total (a)		**(21.53)**	**(9.35)**
(b) Items that will be reclassified to profit and loss			
(i) Fair Value Gain on time value of forward element of forward contract in hedging relationship		(39.46)	(29.53)
(ii) Fair Value Gain on loans measured at Fair value through OCI		-	-
Income Tax impact on above (i & ii)		9.93	7.43
Total (b)		**(29.53)**	**(22.10)**
Other Comprehensive income (a+b)		**(51.06)**	**(31.45)**
(VIII) Total Comprehensive Income for the year (VI + VII)		**2,743.00**	**2,015.09**
(IX) Earnings per equity share in Rupees (Face value ₹ 1 each)			
Basic	37	3.39	2.55
Diluted	37	3.36	2.54

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached

For **M M Nissim & Co LLP**
Chartered Accountants
(Firm's Registration No. 107122W/W100672)

Sd/-
Manish Singhania
Partner
Membership No. - 155411
Place : Mumbai
May 08, 2024

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Sd/-
Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 08, 2024

Sd/-
Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 08, 2024

Sd/-
Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 08, 2024

Sd/-
Partha Chakraborti
Chief Financial Officer
Place : Mumbai
May 08, 2024

Consolidated Statement of cash flow

For the year ended March 31, 2024

(₹ in Millions)

Particulars		For year ended March 31, 2024	For year ended March 31, 2023
A	**Cash flow from operating activities**		
	Profit before tax	3,656.40	2,682.84
	Adjustments for		
	Depreciation & amortisation	878.70	439.13
	Impairment on financial instruments	896.32	640.39
	Net Gain on Fair Valuation of Financial Instruments	(412.61)	(213.40)
	Net Gain on Derecognition of Financial Instruments	(1,009.98)	(546.63)
	Loss/(Gain) on sale of Fixed Assets	(2.89)	1.07
	Write off - Fixed Assets	2.55	1.75
	Gain on early termination of Lease	(0.90)	(0.37)
	Gain on sale of Investment Property	(1.35)	(12.56)
	Gain on sale of Investments	(2.91)	-
	Share Based Payments to employees	70.63	141.75
	Interest on Lease liability	342.25	147.62
	Interest income	(18,220.90)	(11,670.64)
	Finance cost	8,016.76	5,182.75
	Interest received	17,541.17	11,495.92
	Interest Paid	(8,437.73)	(5,377.49)
	Operating cash flow before working capital changes	**3,315.51**	**2,912.13**
	Add / (Less): Adjustments for working capital changes		
	(Increase)/Decrease in		
	Loans	(39,797.56)	(32,672.70)
	Trade receivables	(67.45)	295.85
	Other Financial Assets	(171.29)	(531.25)
	Other Non-financial Assets	(212.82)	(737.32)
	Increase/(Decrease) in		
	Trade payables	412.48	699.35
	Other financial liability	633.37	673.47
	Derivative instrument	(156.23)	33.76
	Other Non-financial liability	113.39	42.07
	Provision	77.86	59.95
	Cash used in operations	**(35,852.74)**	**(29,224.69)**
	Income taxes paid (Net of Refunds Received)	(1,147.92)	(844.63)
	Net cash used in operating activities -A	**(37,000.66)**	**(30,069.32)**
B	**Cash flow from investing activities**		
	Increase/(decrease) in Fixed deposits not considered as cash and cash equivalent	(7.23)	(23.56)
	Purchase of property, plant and equipment and intangible assets	(635.74)	(1,160.75)
	Intangible Assets Under Development	(42.33)	(124.83)
	Capital work-in-progress	24.43	(25.22)
	Proceeds from sale of property and equipment	73.32	1.41
	Purchase of Mutual Fund units	(410.43)	(17,194.60)
	Proceed from sale of mutual fund units	497.58	18,332.29
	Purchase of shares/bonds	112.51	311.20
	Investment in shares of subsidiaries	-	207.77
	Proceeds from Sale of investment (PTC)	807.65	181.18
	Purchase of Investment (PTC)	(602.37)	-
	Interest received on PTC	112.10	138.37
	Proceeds from sale of Investment Properties	-	10.76
	Net cash generated from / (used in) investing activities - B	**(70.51)**	**654.02**

Consolidated Statement of cash flow

For the year ended March 31, 2024

(₹ in Millions)

Particulars		For year ended March 31, 2024	For year ended March 31, 2023
C	**Cash flow from financing activities**		
	Debt securities Issued	-	-
	Debt securities Redeemed (Net)	(2,666.67)	(176.79)
	Proceed from Borrowings other than debt securities	57,086.81	40,517.96
	Repayment of Borrowings other than debt securities Repaid	(28,194.44)	(13,297.40)
	Other short term loan (net)	3,151.37	(58.05)
	Payments for the principal portion of the lease liability	(226.88)	(156.08)
	Payments for the interest portion of the lease liability	(342.25)	(147.62)
	Dividends paid	(103.08)	(79.83)
	Proceed from issue of equity Shares	11.75	14,347.89
	Right issue expenses	(18.81)	-
	Proceeds from ESOP	4.72	5.09
	Net cash generated from financing activities - C	**28,702.52**	**40,955.17**
	Net increase / (Decrease) in cash and cash equivalents (A+B+C)	**(8,368.65)**	**11,539.87**
	Cash and cash equivalent as at the beginning of the year	**14,765.14**	**3,225.27**
	Cash and cash equivalent as at the end of the year	**6,396.49**	**14,765.14**
Components of cash and cash equivalents			
a)	Cash on hand	97.81	164.66
b)	Balances with Banks (of the nature of cash and cash equivalents)		
	i) In current accounts	4,455.38	3,220.67
	ii) Fixed deposits with original maturity of 3 Months or less	1,750.83	11,352.23
c)	Cheques on hand	92.47	27.58
Total cash and cash equivalents		**6,396.49**	**14,765.14**

Notes:

1 *Cash flows arising on account of taxes on income are not specifically bifurcated with respect to investing & financing activities.*

2 *Figures in brackets represent outflows.*

The accompanying notes are an integral part of the financial statements

In terms of our report attached
For **M M Nissim & Co LLP**
Chartered Accountants
(Firm's Registration No. 107122W/W100672)

Sd/-
Manish Singhania
Partner
Membership No. - 155411
Place : Mumbai
May 08, 2024

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Sd/-
Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 08, 2024

Sd/-
Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 08, 2024

Sd/-
Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 08, 2024

Sd/-
Partha Chakraborti
Chief Financial Officer
Place : Mumbai
May 08, 2024

Consolidated of changes in equity
As at March 31, 2024

A. Equity Share Capital

(₹ in Millions)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Amount	Number of Shares	Amount
Issued, subscribed and fully paid up equity shares outstanding				
As at the beginning of the year	206,152,844	412.31	175,654,055	351.31
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balance as at the beginning of the year	206,152,844	412.31	175,654,055	351.31
Add: Shares issued during the year	82,149	0.16	30,498,789	61.00
Add: Shares issued for split of face value	206,234,993	-	-	-
Add: Bonus Shares issued during the year	412,469,986	412.47	-	-
Less: Shares bought back during the year	-	-	-	-
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	**824,939,972**	**824.94**	**206,152,844**	**412.31**

B. Other Equity

(₹ in Millions)

Particulars	Reserves and Surplus						Other Comprehensive Income		Total
	General Reserve	Securities Premium	Retained Earnings	Employee Share Option Outstanding	Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934	Statutory Reserve Section 29C of the National Housing Bank Act, 1987	Remeasurement of defined benefit plans	Fair Value Gain on time value of forward element of forward contract in hedging relationship	
Balance as at April 01, 2022	642.05	4,541.13	10,605.88	105.08	2,731.73	244.70	7.40	(4.57)	18,873.40
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-
Restated balance as at April 01, 2022	**642.05**	**4,541.13**	**10,605.88**	**105.08**	**2,731.73**	**244.70**	**7.40**	**(4.57)**	**18,873.40**
Profit for the year	-	-	2,046.54	-	-	-	-	-	2,046.54
Other comprehensive income / (losses) for the year	-	-	-	-	-	-	(9.35)	(22.10)	(31.45)
Dividends	-	-	(87.91)	-	-	-	-	-	(87.91)
Securities premium proceeds received on rights issue of equity shares	-	14,268.06	-	-	-	-	-	-	14,268.06
On account of ESOP exercised/ lapsed	-	25.34		148.37			-	-	173.71
Transfer from / (to) retained earnings	-	-	(448.06)	-	283.08	164.98		-	-
Balance as at March 31, 2023	**642.05**	**18,834.53**	**12,116.45**	**253.45**	**3,014.81**	**409.68**	**(1.95)**	**(26.67)**	**35,242.35**
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-
Restated balance as at March 31, 2023	**642.05**	**18,834.53**	**12,116.45**	**253.45**	**3,014.81**	**409.68**	**(1.95)**	**(26.67)**	**35,242.35**
Profit for the year	-	-	2,794.06	-	-	-	-	-	2,794.06
Other comprehensive income / (losses) for the year	-	-	-	-	-	-	(21.53)	(29.53)	(51.06)
Dividends	-	-	(103.08)	-	-	-	-	-	(103.08)
Securities premium proceeds received on rights issue of equity shares	-	-	-	-	-	-	-	-	-

Consolidated of changes in equity
As at March 31, 2024

(₹ in Millions)

Particulars	Reserves and Surplus						Other Comprehensive Income		Total
	General Reserve	Securities Premium	Retained Earnings	Employee Share Option Outstanding	Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934	Statutory Reserve Section 29C of the National Housing Bank Act, 1987	Remeasurement of defined benefit plans	Fair Value Gain on time value of forward element of forward contract in hedging relationship	
On account of ESOP exercised/ lapsed	17.29	11.58	-	60.91	-	-	-	-	89.78
Transfer from / (to) retained earnings	-	-	(539.52)	-	396.12	143.40	-	-	-
Utilised for issue of Bonus shares	-	(412.47)	-	-	-	-	-	-	(412.47)
Unamortised right issue expenses amortised	-	(18.81)	-	-	-	-	-	-	(18.81)
Balance as at March 31, 2024	**659.34**	**18,414.83**	**14,267.91**	**314.36**	**3,410.93**	**553.08**	**(23.48)**	**(56.20)**	**37,540.77**

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached
For **M M Nissim & Co LLP**
Chartered Accountants
(Firm's Registration No. 107122W/W100672)

Sd/-
Manish Singhania
Partner
Membership No. - 155411
Place : Mumbai
May 08, 2024

For and on behalf of the Board of Directors of Capri Global Capital Limited
CIN: U65990MH2006PLC161153

Sd/-
Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 08, 2024

Sd/-
Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 08, 2024

Sd/-
Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 08, 2024

Sd/-
Partha Chakraborti
Chief Financial Officer
Place : Mumbai
May 08, 2024

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

1 Corporate Information

Capri Global Capital Limited ("the Company/Holding Company") having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 is engaged in the business of providing loans to Micro, Small and Medium Enterprises (MSMEs) long term finance for construction of residential houses in India, Indirect Lending, Gold Loan and Unsecured Business Loan in India and in providing ancillary services related to the said business activities. The Holding Company is NBFC – Investment and Credit Company (NBFC-ICC), holding a Certificate of Registration No. B-13.01882 from the Reserve Bank of India ("RBI") dated November 05, 2007, having CIN: L65921MH1994PLC173469.

Capri Global Housing Finance Limited (the Subsidiary Company) having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 is engaged in the business of providing loans primarily to customers for purchase / construction / repair and renovation of residential property. The Company holds registration certificate No. 07.0139.16 with National Housing Bank under section 29A of the National Housing Bank Act, 1987 dated July 18, 2016.

Capri Loans Car Platform Private Limited (the Subsidiary Company) having principal place of business at Registered office, 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 is engaged primarily in the business of car loan distribution. The Company holds certificate of incorporation vide No. U66190MH2023PTC412270 in pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014 with effect from October 16, 2023.

The consolidated financial statements relate to the Holding Company and its subsidiary companies (together referred as the "Group").

The consolidated financial statements as at and for the year ended March 31, 2024 were authorised for issue in accordance with a resolution of the Board of Directors on May 08, 2024.

2 Material accounting policies

2.01 Basis of Consolidation

2.01.A The following subsidiary companies have been considered in the preparation of the consolidated financial statements:

Capri Global Housing Finance Limited - 100% wholly owned subsidiary (CGHFL)

Capri Loans Car Platform Private Limited – 100% wholly owned subsidiary incorporated on October 16, 2023 (CLCPPL)

For details of the subsidiary companies considered for consolidation refer note 53

2.01.B Principles of Consolidation:

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) 110 - "Consolidated Financial Statements" notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The consolidated financial statements have been prepared on the following basis:

a) The financial statements of Group have been combined on a line by line basis of like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with those of its subsidiaries.

For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognised in the consolidated financial statements as at March 31, 2024.

b) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Holding Company's separate financial statements. Appropriate adjustments have been made in the financial statements of the subsidiaries with respect to different accounting policies for like transaction and events in similar circumstances for the purpose of preparation of consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

c) Elimination of the carrying amount of the Holding Company's investment in each subsidiary and the Holding Company's portion of equity of each subsidiary.

d) The financial statements of the subsidiaries used in consolidation are drawn up to the same reporting date as that of the Holding Company i.e. as at / for the year ended March 31, 2024.

2.02 Statement of compliance and basis of preparation and presentation

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per 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, Master Direction – Reserve Bank of India (Non-Banking Financial Company Scale Based Regulation) Directions, 2023 with the circular No. RBI/DoR/2023-24/105 DoR.FIN.REC.No.45/03.10.119/2023-24 Dated October 19, 2023 and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR (NBFC).CC.PD. No.109/22.10.106/2019-20 dated 13 March 2020 ('RBI Notification for Implementation of Ind AS') and Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 issued by RBI. (Previously Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 as amended ('the RBI Master Directions') and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR (NBFC).CC.PD. No.109/22.10.106/2019-20 dated 13 March 2020 ('RBI Notification for Implementation of Ind AS') issued by RBI.) The Group uses accrual basis of accounting except in case of significant uncertainties [Refer note 2.04 (A),(C),(D),(E)]. Accounting policies have been consistently applied to all periods presented unless otherwise stated.

Any application of guidance / clarification / directions issued by RBI / NHB or other regulations are implemented prospectively when they become applicable.

The consolidated financial statement has been prepared in accordance with and comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principles generally accepted in India 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 accounting policies below and the relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The preparation of consolidated financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Group are discussed in Note 2.13 Significant accounting judgements, estimates and assumptions.

The consolidated financial statements are presented in Indian Rupees (₹) millions and all values are rounded to two decimal, except when otherwise indicated.

2.03 Presentation of financial statement

The Group presents its balance sheet in the order of liquidity.

The Group prepares and present its Consolidated Financial Statements in the format prescribed by Division III of Schedule III to the Act as amended from time to time.

Financial assets and financial liabilities are generally reported on a gross basis except when there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in the following circumstances:

i. The normal course of business

ii. The event of default

iii. The event of insolvency or bankruptcy of the Group and/or its counterparties

2.04 Revenue from operations

2.04.A Interest Income

Interest income is recognised by applying Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

classified as measured at Fair Value Through Profit and Loss (FVTPL) taking into account the amount outstanding and the applicable interest rate. In case of credit-impaired financial assets (as set out in note no. 2.06 (G) regarded as 'Stage 3'), the Group recognises interest income on the amortised cost net of impairment loss of the financial asset. If the financial asset is no longer credit impaired, the Group reverts to calculating interest income on a gross basis.

The EIR is computed

a. As the rate that exactly discounts estimated future cash payments or receipts through the weighted average behavioral life of the financial asset to the gross carrying amount of a financial asset.

b. By considering all the contractual terms of the financial instrument (for example prepayment, extension, call and similar options) in estimating the cash flows.

c. Including all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction cost, and all other premiums or discounts.

Loan processing fees on loans is collected towards processing of loan. These are amortised on EIR basis over the weighted average behaviorial life of the loan for MSME, Gold loan, Home Loan and Unsecured business loan and over the contractual tenure for Construction Finance and Indirect Lending.

2.04.B Fees & Commission Income

The Group recognises the fee and commission income not integral to EIR under Ind AS 109 in accordance with the terms of the relevant customer contracts / agreement and when it is probable that the Group will collect.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

The Group recognises revenue from contracts with customers based on a five-step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation. Fees for sale of services are accounted as and when the service is rendered, provided there is reasonable certainty of its ultimate realisation.

Bounce/ penal charges levied on customers for non-payment/delayed in payment of instalment on the contractual date & Foreclosure charges collected from loan customers for early payment / closure of loan are recognised on a point in time basis and are recorded when realised.

Distribution income is earned by selling of services and products of other entities under distribution arrangements. The income so earned is recognised on successful distribution on behalf of other entities subject to there being no significant uncertainty of its recovery.

Commission on Insurance Policies sold is recognised on accrual basis when the Holding Company under its agency code sells the insurance policies.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

2.04.C Sale of service

Sale of services includes advertising income, representing income earned from the activities incidental to the business and is recognised when the service is performed. Revenue is net of applicable indirect taxes as per the terms of the contract.

2.04.D Net gain on Fair value changes

Any differences between the fair values of financial assets classified as FVTPL held by the Group on the balance sheet date is recognised as an unrealised gain / loss. In case there is a net gain in the aggregate, the same is recognised in "Net gains on fair value changes" under Revenue from operations and if there is a net loss, the same is disclosed as "Net loss on fair value changes" under Expenses in the Statement of Profit and Loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at FVOCI is recognised in net gain / loss on fair value changes.

However, Net gain / loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss.

2.04.E Assignment transactions

In accordance with Ind AS 109, in case of assignment transactions with significant transfer of risks and rewards without any retention of residual interest, gain arising on such assignment transactions is recorded upfront in the Statement of Profit and Loss and the corresponding asset is derecognized from the Balance Sheet immediately upon execution of such transaction. Further, the transfer of financial assets qualifies for derecognition to the extent of portion transferred. The whole of the interest spread is at its present value (discounted over the life of the asset) is recognized on the date of derecognition itself as interest only strip receivable (interest strip on assignment) and correspondingly recognized as profit on derecognition of financial asset.

2.05 Expenses

2.05.A Finance costs

Finance costs on borrowings paid towards availing of loan is amortised on EIR basis over the contractual life of loan.

The EIR in case of a financial liability is computed

a. As the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of the amortised cost of a financial liability.

b. By considering all the contractual terms of the financial instrument in estimating the cash flows

c. Including all fees paid between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts

Any subsequent changes in the estimation of the future cash flows is recognised in interest expense with the corresponding adjustment to the carrying amount of the liability.

Interest expense includes issue costs that are initially recognized as part of the carrying value of the financial liability and amortized over the expected life using the effective interest method. These include fees and commissions payable to advisers and other expenses such as external legal costs, rating fee, etc. provided these are incremental costs that are directly related to the issue of a financial liability.

2.05.B Retirement and other employee benefits

Short term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ ex-gratia are recognised in the period in which the employee renders the related service.

Post-employment employee benefits

a) Defined contribution schemes

The Group provides a defined contribution plan for all the eligible employees of the Group who have opted to receive

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

benefits under the Provident Fund and Employees State Insurance Scheme, defined contribution plans in which both the employee and the Company contribute monthly at a stipulated rate. The Group has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

b) Defined Benefit schemes

The Group provides a defined benefit retirement plan for gratuity covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary at each Balance Sheet date using the Projected Unit Credit Method which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

Net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the planed assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, attrition rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at half yearly intervals.

The Group fully contributes all ascertained liabilities to The Trustees – CGCL Employees Group Gratuity Assurance Scheme (Formerly known as Money Matters Financial Services Limited Employee Group Gratuity Assurance Scheme)" and CGHFL Employees Group Gratuity Assurance Scheme (Formerly known as Money Matters Securities Private Limited Employee Group Gratuity Assurance Scheme. Trustees administer contributions made to the trust and contributions are invested in a scheme of insurance with the Insurance Regulatory and Development Authority (IRDA) approved Insurance Companies.

Re-measurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.

2.05.C Leases Rent

The Group leases most of its office facilities under operating lease agreements that are renewable on a periodic basis at the option of the lessor and the lessee. The lease agreements contain rent free periods and rent escalation clauses.

The Group assesses whether a contract contains a lease at the inception of the contract. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether (i) the contract involves the use of an identified asset, (ii) the Group has substantially all of the economic benefits from the use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a Right-of-Use (ROU) assets and a corresponding lease liability for all lease arrangements under which it is a lessee, except for short-term leases and low value leases. ROU assets represent the Group's right to use an underlying asset for the lease term and lease liabilities represent the Group's obligation to make lease payments arising from the lease. For short-term leases and low value leases, the Group recognizes the lease payments as an expense on a straight-line basis over the term of the lease.

The lease arrangements include options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the date of commencement of the lease on a straight-line basis over the lease term.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. For leases under which the rate implicit in the lease is not readily determinable, the Group uses its incremental borrowing rate based on the information available at the date of commencement of the lease in determining the present value of lease payments. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset, if the Group changes its assessment as to whether it will exercise an extension or a termination option.

At initial recognition the carrying value of the refundable deposits is taken at present value of all expected future principal repayments discounted using market rates prevailing at the time of inception. For Interest expenses, the difference between present market value and deposit made is recognised as prepayment and amortised in the Statement of Profit and Loss over the benefit period on systematic basis. Interest income is recognised at the prevailing market rates.

2.05.D Impairment of non-financial assets

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

2.05.E Taxes

Income Tax

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in the Statement of Profit and Loss, other comprehensive income or directly in equity when they relate to items that are recognized in the respective line items.

Current Tax

Current tax comprises the expected tax payable or receivable on the taxable profit or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty if

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

any related to income taxes. It is measured using tax rates (and tax law) enacted or substantively enacted by the reporting date.

Deferred tax

Deferred tax assets and liabilities are recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are only recognised for temporary differences, unused tax losses and unused tax credits if it is probable that future taxable amounts will arise to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity.

Goods and Services Tax /Service Tax/Value Added Taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax/ service tax/value added taxes paid, except:

i. When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

ii. When receivables and payables are stated with the amount of tax included.

The net amount of tax recoverable from or payable to the taxation authority is included as part of receivables or payables in the balance sheet.

2.06 Financial instruments

Financial assets and financial liabilities are recognised in the Group's Balance Sheet on trade date, i.e. when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues of financial assets or financial liabilities carried at fair value through the profit or loss account are recognised immediately in the Statement of Profit or Loss. Trade Receivables are measured at transaction price.

2.06.A (i) Classification of financial instruments

The Group classifies its financial assets into the following measurement categories:

1. Financial assets to be measured at amortised cost.

2. Financial assets to be measured at fair value through profit or loss account.

The classification depends on the contractual terms of the financial assets, cash flows and the Group's business model for managing financial assets which are explained below:

Business model assessment

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel.
- The risks that affect the performance of the business model (and the financial assets held within that business model) and the way those risks are managed.
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

The Solely Payments of Principal and Interest (SPPI) test

As a second step of its classification process, the Group assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

In making this assessment, the Group considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

The Group classifies its financial liabilities at amortised costs unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

2.06.B Financial assets measured at amortised cost

These financial assets comprises of bank balances, receivables, investments and other financial assets.

Financial assets

Financial assets are measured at amortised cost where they have:

a) contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding; and

b) are held within a business model whose objective is achieved by holding to collect contractual cash flows.

These Financial assets are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost.

2.06.C Items at Fair Value Through Profit or Loss (FVTPL)

Items at Fair Value Through Profit or Loss comprise:

- Investments (including equity shares) held for trading;
- debt instruments with contractual terms that do not represent solely payments of principal and interest.

Financial instruments held at FVTPL are initially recognised at fair value with transaction costs recognised in the statement of profit and loss as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the statement of profit and loss as they arise.

Financial instruments designated as measured at FVTPL

Upon initial recognition, financial instruments may be designated FVTPL. A financial asset may only be designated at FVTPL if doing so eliminates or significantly reduces measurement or recognition inconsistencies (i.e. eliminates an

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

accounting mismatch) that would otherwise arise from measuring financial assets or liabilities on a different basis.

A financial liability may be designated at FVTPL if it eliminates or significantly reduces an accounting mismatch or:

- if a host contract contains one or more embedded derivatives; or
- if financial assets and liabilities are both managed, and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Where a financial liability is designated at FVTPL, the movement in fair value attributable to changes in the Group's own credit quality is calculated by determining the changes in credit spreads above observable market interest rates and is presented separately in other comprehensive income. As at the reporting date, the Group has not designated any financial instruments as measured at fair value through profit or loss.

2.06.D Debt securities and other borrowed funds

After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds and costs that are an integral part of the Effective Interest Rate (EIR).

2.06.E Reclassification

If the business model under which the Group holds financial assets undergoes changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Group's financial assets. Changes in contractual cash flows are considered under the accounting policy on modification and derecognition of financial assets described in subsequent paragraphs.

2.06.F Recognition and Derecognition of financial assets and liabilities

Recognition:

a) Loans and Advances are initially recognised when the Financial Instruments are transferred to the customers.

b) Investments are initially recognised on the settlement date.

c) Debt securities and borrowings are initially recognised when funds are received by the Group.

d) Other Financial assets and liabilities are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. This includes regular purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place.

Derecognition of financial assets due to substantial modification of terms and conditions:

The Group derecognises a financial asset such as a loan to a customer when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes unless the new loan is deemed to be Purchased or Originated as Credit Impaired (POCI). In case of an existing exposure to the borrower in the Group, the newly recognised loans are classified as per the staging of the existing exposure.

If the modification does not result in cash flows that are substantially different, the modification does not result in derecognition. Based on the change in cash flows discounted at the original EIR, the Group records a modification gain or loss, to the extent that an impairment loss has not already been recorded.

Derecognition of financial assets other than due to substantial modification

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

a) Financial assets:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the rights to receive cash flows from the financial asset have expired. The Group also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Group has transferred the financial asset if the Group has transferred its contractual rights to receive cash flows from the financial asset.

A transfer only qualifies for derecognition, if either:

i. The Group has transferred substantially all the risks and rewards of the asset, or

ii. The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

The Group considers control to be transferred if and only if the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

When the Group has neither transferred nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognised only to the extent of the Group's continuing involvement, in which case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

b) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in the Statement of Profit or Loss.

2.06.G Impairment of financial assets

Overview of the ECL principles

The Group records allowance for expected credit losses for all loans, other debt financial assets not held at FVTPL, referred to in 'financial instruments' section. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss) unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both Lifetime ECLs and 12-month ECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments. The Group has grouped its loan portfolio into Micro, Small and Medium Enterprises (MSMEs), Construction Finance, Indirect Lending, Gold Loan, Home Loan and Unsecured business loan

The Group 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. The Group does the assessment of significant increase in credit risk at a borrower level. If a borrower has various facilities having different past due status, then the highest Days Past Due (DPD) is considered

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For the year ended March 31, 2024

to be applicable for all the facilities of that borrower.

Based on the above, the Group categorises its loans into Stage 1, Stage 2 and Stage 3 as described below:

Stage 1

All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The Group classifies all standard advances (past due for 0 to30 days) under this category. Stage 1 loans also include facilities where the credit risk has reduced and the loan has been reclassified from Stage 2 or Stage 3.

Stage 2

All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. Financial assets past due for 31 to 90 days are classified under this stage and lifetime ECL is recognised on such financial assets. Stage 2 loans also include facilities where the credit risk has reduced, and the loan has been reclassified from Stage 3.

Stage 3

All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. More than 90 days Past Due is considered as default for classifying a financial instrument as credit impaired.

Credit-impaired financial assets:

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt financial assets carried at FVTOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

a) Significant financial difficulty of the borrower or issuer;

b) A breach of contract such as a default or past due event;

c) It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

d) The disappearance of an active market for a security because of financial difficulties.

The mechanics of ECL:

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro economic factors.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

Probability of Default (PD)

Probability of Default (PD) is defined as the likelihood of default over a particular time horizon. The PD of an obligor is a fundamental risk parameter in credit risk analysis and depends on obligor specific as well as macroeconomic risk factors.

Loss Given Default (LGD)

Loss Given Default (LGD) is defined as the loss rate on the exposure, given the borrower has defaulted. LGD is being calculated for all financial instruments under risk parameter approach by way of evaluation of historical data on defaults, recovery amounts, collateral liquidation, direct expenses, and opportunity cost for each default.

Exposure at Default (EAD)

The Exposure at Default (EAD) is an estimate of the exposure at a future default date including the undrawn commitments. EAD is taken as the gross exposure under a facility upon default of an obligor. The principal outstanding, overdue principal, accrued interest, overdue interest less excess received from the customers is considered as EAD for the purpose of ECL computation.

Forward looking information

While estimating the expected credit losses, the Group reviews macro-economic developments occurring in the economy and market it operates in. On a periodic basis, the Group analyses if there is any relationship between key economic trends like GDP, unemployment rates, benchmark rates set by the Reserve Bank of India, inflation etc. with the estimate of PD determined by the Group based on its internal data/external data. While the internal estimates of PD rates by the Group may not be always reflective of such relationships, temporary overlays, if any, are embedded in the methodology to reflect such macro-economic trends reasonably.

Collateral repossessed

In its normal course of business, Group repossess assets under SARFAESI/ Arbitration Act, but do not transfer these assets in its book of accounts. The Group continues to show these loans account as Non-Performing Assets (NPA) in the books till the liquidation of the secured assets through public auction and realise actual payment against these loans.

2.06.H Write-offs

The Group reduces the gross carrying amount of a financial asset when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the Statement of Profit and Loss.

2.06.I Determination of fair value

On initial recognition, all the financial instruments are measured at fair value. For subsequent measurement, the Group measures certain categories of financial instruments (as explained in note) at fair value on each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i. In the principal market for the asset or liability, or

ii. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1 financial instruments - Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Group has access to at the measurement date. The Group considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

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For the year ended March 31, 2024

Level 2 financial instruments - Those where the inputs that are used for valuation are significant and are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Group will classify the instruments as Level 3.

Level 3 financial instruments - Those that include one or more unobservable input that is significant to the measurement as whole.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Difference between transaction price and fair value at initial recognition

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price (i.e. the fair value of the consideration given or received) unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets. When such evidence exists, the Group recognises the difference between the transaction price and the fair value in profit or loss on initial recognition (i.e. on day one).

When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the Group recognises the difference between the transaction price and fair value in net gain on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is not recognised at the initial recognition stage.

2.06.J Derivative Financial Instruments

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if certain criteria are met.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain/loss is recognised in the statement of profit and loss immediately unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedge relationship.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with its floating rate borrowings arising from changes in interest rates and exchange rates at inception of designated hedging relationships.

The Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flows hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item determined on a present value basis from inception of the hedge. Any ineffective portion of changes in fair value of the derivative is recognised immediately in profit or loss.

The Group designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedge relationships. Change in fair value of the forward element of the forward exchange contracts ('forward points') is separately accounted for as cost of hedging and recognised separately within equity.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

2.07 Cash and cash equivalents

Cash and cash equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes).

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits, as defined above.

2.08 Property, plant and equipment

Property, Plant and Equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment,if any. The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate and treated as changes in accounting estimates.

Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress.

Depreciation

Depreciation is calculated using the Written Down Value (WDV) method to write down the cost of property and equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II of the Act. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

ROU assets are depreciated from the date of commencement of the lease on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset.

2.09 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Group.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either finite or infinite. Intangible assets with finite lives are amortised over the useful economic life. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year-end.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortisation period or methodology, as appropriate, which are then treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is presented as a separate line item in the statement of profit and loss. Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from / upto the date of acquisition/ sale.

Amortisation is calculated using the straight–line method to write down the cost of intangible assets to their residual values over their estimated useful lives. Intangible assets comprising of software are amortised on a straight-line basis over a period of 3 years unless it has a shorter useful life.

Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible under development"

2.10 Provisions

Provisions are recognised when the enterprise has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When the effect of the time value of money is material, the enterprise determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

2.11 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

2.12 Earning Per Share

The Group reports basic and diluted Earnings Per Share (EPS) in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.13 Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

2.13. A Defined employee benefit assets and liabilities - Refer 2.05.B

2.13. B Impairment of loans portfolio - Refer 2.06.G

2.13. C Effective Interest Rate (EIR) method - Refer 2.04.A and 2.05.A

2.13. D Lease accounting - Refer 2.05.C

2.13. E Impairment test of non-financial assets - Refer 2.05.D

2.13. F Useful life of property, plant, equipment and intangibles - Refer 2.08 and 2.09

2.13. G Provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions - Refer 2.05.E

2.13. H Recognition and Measurement of Provision and Contingencies - Refer 2.10 and 2.11

2.13. I Determination of the fair value of financial instruments - Refer 2.06.I

2.13. J Business Model Assessment - Refer 2.06.A

2.14 Recent accounting pronouncements

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. During the year ended March 31, 2024, MCA has not notified new standards or amendments to the existing standards applicable to the Group for current reporting period.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

3. Cash and cash equivalents

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Cash on hand	97.81	164.66
b) Balances with Banks (of the nature of cash and cash equivalents)		
i) in current accounts	4,455.38	3,220.67
ii) in deposit accounts having original maturity less than 3 months	1,750.83	11,352.23
c) Cheques, drafts on hand	92.47	27.58
Total	**6,396.49**	**14,765.14**
Of the above, the balances that meet the definition of Cash and Cash equivalent as per Ind AS 7 "Statement of Cash Flows":	6,396.49	14,765.14

4. Bank balances other than cash and cash equivalents

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
Other Bank balances		
a) In fixed deposit accounts		
i) Fixed deposit accounts with maturity more than 3 months	349.57	334.88
b) In earmarked accounts		
i) Unclaimed Dividend Account	0.15	0.19
Total	**349.72**	**335.07**

Notes :

1 *Out of the above ₹ 328.03 millions (as at March 31, 2023: ₹ 320.46 millions) balance in deposit accounts with banks are being earmarked towards overdraft facilities, bank guarantee and against customer advance.*

2 *Deposits are made for varying period from 7 days to 10 years and earn interest from 4.9% to 8.7% p.a.*

5. Trade receivables

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Trade receivables considered good - Secured	1,373.10	332.83
Trade receivables considered good - Unsecured	3.67	0.91
b) Trade receivables which have significant increase in credit risk		
i) Secured, considered doubtful	-	-
i) Unsecured, considered doubtful	-	-
d) Trade receivables - Credit impaired	-	-
	1,376.77	333.74
Less: Impairment loss allowance	(9.92)	(11.40)
Total	**1,366.85**	**322.34**

Note :

1 *Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.*

2 *No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.*

Notes to the Consolidated Financial Statements

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A Trade receivables - Ageing Schedule

As at March 31, 2024

(₹ in Millions)

	Unbilled due	Outstanding for the following period from due date of payments: Current but Not due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 Years	more than 3 years	Total
a) Undisputed - Considered Good	-	461.08	914.66	0.93	0.10	-	-	1,376.77
b) Undisputed - considered credit impaired	-	-	-	-	-	-	-	-
c) Disputed - Considered Good	-	-	-	-	-	-	-	-
d) Disputed - considered credit impaired	-	-	-	-	-	-	-	-
Total (Gross)	**-**	**461.08**	**914.66**	**0.93**	**0.10**	**-**	**-**	**1,376.77**
Less: Loss allowance for doubtful debts.	-	-	(8.89)	(0.93)	(0.10)	-	-	(9.92)
Total Trade Receivables (Net)	**-**	**461.08**	**905.77**	**-**	**-**	**-**	**-**	**1,366.85**

As at March 31, 2023

(₹ in Millions)

	Unbilled due	Outstanding for the following period from due date of payments: Current but Not due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 Years	more than 3 years	Total
Trade Receivables								
a) Undisputed - Considered Good	-	0.87	332.87	-	-	-	-	333.74
b) Undisputed - considered credit impaired	-	-	-	-	-	-	-	-
c) Disputed - Considered Good	-	-	-	-	-	-	-	-
d) Disputed - considered credit impaired	-	-	-	-	-	-	-	-
Total (Gross)	**-**	**0.87**	**332.87**	**-**	**-**	**-**	**-**	**333.74**
Less: Loss allowance for doubtful debts.	-	-	(11.40)	-	-	-	-	(11.40)
Total Trade Receivables (Net)	**-**	**0.87**	**321.47**	**-**	**-**	**-**	**-**	**322.34**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

6. Other receivables

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Other Receivables considered good - Secured	52.78	6.92
b) Other Receivables considered good - Unsecured	-	-
c) Other Receivables which have significant increase in credit risk	-	-
d) Other Receivables - Credit impaired	-	-
	52.78	**6.92**
Less: Allowance for expected credit losses	-	-
Total	**52.78**	**6.92**

A Other receivables - Ageing Schedule

(₹ in Millions)

	Unbilled due	Outstanding for the following period from due date of payments: Current but Not due	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 Years	more than 3 years	Total
As at March 31, 2024								
a) Undisputed - Considered Good	-	-	52.78	-	-	-	-	52.78
As at March 31, 2023								
a) Undisputed - Considered Good	-	-	6.92	-	-	-	-	6.92

7. Loans

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
A. Category of Loans wise Details		
I. At Amortised cost		
Term loans	136,714.04	96,563.72
Loan to employees	11.00	3.43
II. At Fair value through profit or loss		
Secured		
Term loans	-	-
III. At Fair value through OCI		
Secured		
Term loans	-	-
IV. Purchased or Originated as Credit Impaired (POCI)		
Secured		
Term loans	53.62	43.55
Total (i) - Gross	**136,778.66**	**96,610.70**
Less: Impairment loss allowance on loans :		
a. at Amortised cost	(2,566.83)	(1,794.47)
b. at Fair value through profit or loss	-	-
c. at Fair value through OCI	-	-
Total (ii) - Impairment loss allowance	**(2,566.83)**	**(1,794.47)**
Total (A) = (i - ii) Net	**134,211.83**	**94,816.23**

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
B. Nature of Security wise details		
I. At Amortised cost		
i) Secured by Tangible Assets	133,631.72	93,152.76
ii) Secured by Book Debts	2,662.55	3,410.96
iii) Unsecured	484.39	3.43
II. At Fair value through profit or loss		
i) Secured by Tangible Assets	-	-
ii) Secured by Book Debts	-	-
III. At Fair value through OCI		
i) Secured by Tangible Assets	-	-
ii) Secured by Book Debts	-	-
Total (B) - Gross	**136,778.66**	**96,567.15**
Less: Impairment loss allowance	(2,566.83)	(1,794.47)
Total (B) - Net	**134,211.83**	**94,772.68**
C. Location wise details		
i) Loans in India		
a. Public Sector	-	-
b. Others	136,778.66	96,589.55
Total	**136,778.66**	**96,589.55**
ii) Loans outside India	-	-
Total (C) - Gross	**136,778.66**	**96,589.55**
Less: Impairment loss allowance	(2,566.83)	(1,794.47)
Total (C) - Net	**134,211.83**	**94,795.08**

Notes:

1 *The Group business model is to hold contractual cash flows, being the payment of Principal and Interest till maturity and accordingly the loans are measured at amortised cost.*

2 *Underlying for the term loans secured by tangible assets are properties and Gold Jewellery.*

3 *The Group does not have any loans outside India.*

8. Investments

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
A.		
Investments Carried at fair value through profit and loss		
a) Mutual Fund (Quoted/ Unquoted)	1,553.35	1,364.72
b) Eqity Shares - Listed	24.32	-
Investments Carried at amortised cost		
a) Investments in Debt Securities		
i) Pass Through Certificates	584.62	790.43
Total	**2,162.29**	**2,155.15**
B.		
i. Investments outside India	-	-
ii. Investments in India	2,162.29	2,155.15
Total	**2,162.29**	**2,155.15**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

C. Script wise details of investments

(₹ in Millions)

Particulars	Face Value	As at March 31, 2024 Quantity	As at March 31, 2024 Amount	As at March 31, 2023 Quantity	As at March 31, 2023 Amount
A. Investment in Pass Through Certificates (Unquoted)					
1 Indian Receivable Trust 2019 Series 5 - Series A2 PTC 01 Mar 2019		2,318	584.62	2,318	790.43
B. Investment in Mutual Fund units (Quoted)					
1 DSP Liquidity Fund - Direct Plan - Growth			-	46,707	150.28
2 ICICI Pru. Floating Interest Fund -Direct Growth			-	452,359	150.71
3 Aditya Birla Sunlife Liquid Fund		-	-	692,366	251.39
4 Axis Mutual Fund		37,312	100.13	80,395	201.06
5 Nippon India Money Market Fund		-	-	100,752	357.42
6 ICICI Prudential Ultra Short Fund		-	-	10,034,017	253.86
7 Aditya Birla Sunlife Money Manager Fund		590,305	201.17	-	-
8 Nippon Liquid Fund		16,945	100.13	-	-
9 DSP Liquid Fund		29,012	100.13	-	-
10 Tata Money Market Fund		34,442	150.43	-	-
11 SBI Savings Fund		7,430,107	300.48	-	-
12 SBI Liquid Fund		26,495	100.13	-	-
13 Mirae Liquid Fund		39,262	100.13	-	-
14 ICICI Prudential Liquid Fund		280,163	100.13	-	-
15 ICICI Prudential Money Market Fund		860,399	300.49	-	-
C. Investments in Equity shares (Quoted)					
1 Alpex Solar Limited	10	73,200	24.32		-
Total			**2,162.29**		**2,155.15**

9. Other financial assets

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
a) Security Deposits	118.79	127.37
b) Spread receivable on assigned portfolio	807.33	622.01
c) Accrued Income	6.70	28.16
d) Others	15.69	1.37
	948.51	**778.91**
Less: Impairment loss allowance	-	-
Total	**948.51**	**778.91**

10. Current tax assets and Current tax liabilities

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
A Current tax assets (Net)	279.24	195.04
[Advance tax net of provision for tax ₹ 3,836.61 millions (March 31, 2023 : ₹ 3,843.80 millions)]		
Total	**279.24**	**195.04**
B Current tax liabilities (Net)	24.53	12.92
[Provision for tax net of Advance tax ₹ 1,394.56 millions (March 31, 2023 : ₹ 323.10 millions)]		
Total	**24.53**	**12.92**

11. Deferred tax assets (net)

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
A. Deferred tax assets / (Deferred tax liabilities)		
a) Difference between WDV as per books and tax books	82.99	39.16
b) Provision for loans	593.57	464.90
c) Provision for compensated absences	53.63	29.73
d) Unamortised fees income	-	1.54
e) ECL on interest on NPA	104.14	66.56
f) Others (net)	77.64	32.47
Total Deferred Tax Assets	**911.97**	**634.36**
a) Amortised Finance Cost	**(0.23)**	**(0.68)**
b) Unrealised gain on financial instruments at FVTPL	(2.29)	(1.05)
c) Gain on derecognition of financial instruments	(203.19)	(156.54)
Total Deferred tax liabilities	**(205.72)**	**(158.27)**
Net Deferred tax assets / (Deferred tax liabilities)	**706.25**	**476.09**

B. For yearly movement in balances of deferred tax assets/(liabilities) refer Note no. - 44

12. Property, plant and equipment

(₹ in Millions)

Particulars	Property, plant and equipment								Right-of-use assets
	Buildings (A)	Leasehold Premises (B)	Computer Hardware (C)	Furniture and Fixtures (D)	Office Equipments (E)	Vehicles (F)	Electrical Installation (G)	Total H = A+B+C+D+E+F+G	Right-of-use assets
A. Gross carrying amount									
Balance as at April 01, 2022	2.70	22.85	128.81	49.36	33.43	62.70	9.82	309.67	352.98
Addition	-	164.29	173.76	367.03	220.77	14.78	140.85	1,081.48	1,885.98
Disposal	-	0.43	10.44	0.55	2.63	11.15	0.22	25.42	64.46
Balance as at March 31, 2023	**2.70**	**186.71**	**292.13**	**415.84**	**251.57**	**66.33**	**150.45**	**1,365.73**	**2,174.50**
Addition	-	124.16	81.48	83.79	110.18	11.60	(77.84)	333.37	931.59
Disposal	-	-	2.64	3.33	8.73	18.53	62.42	95.65	65.98
Balance as at March 31, 2024	**2.70**	**310.87**	**370.97**	**496.30**	**353.02**	**59.40**	**10.19**	**1,603.45**	**3,040.11**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in Millions)

Particulars	Property, plant and equipment								Right-of-use assets
	Buildings	Leasehold Premises	Computer Hardware	Furniture and Fixtures	Office Equipments	Vehicles	Electrical Installation	Total	Right-of-use assets
	(A)	(B)	(C)	(D)	(E)	(F)	(G)	H = A+B+C+D+E+F+G	
B. Accumulated Depreciation / amortisation									
Balance as at April 01, 2022	**0.60**	**17.65**	**82.28**	**36.50**	**27.42**	**42.65**	**7.67**	**214.77**	**129.86**
Depreciation / Amortisation expense	0.10	19.59	79.94	40.23	41.28	7.68	14.70	203.52	200.35
Disposal	-	0.35	9.84	0.40	2.47	7.95	0.19	21.20	26.99
Balance as at March 31, 2023	**0.70**	**36.89**	**152.38**	**76.33**	**66.23**	**42.38**	**22.18**	**397.09**	**303.22**
Depreciation / Amortisation expense	0.10	68.64	127.81	88.92	111.98	7.78	(13.52)	391.71	400.93
Disposal	-	-	2.23	2.48	2.85	15.53	0.05	23.14	36.33
Balance as at March 31, 2024	**0.80**	**105.53**	**277.96**	**162.77**	**175.36**	**34.63**	**8.61**	**765.66**	**667.82**
C. Net carrying amount (A-B)									
As at March 31, 2022	**2.10**	**5.20**	**46.53**	**12.86**	**6.01**	**20.05**	**2.15**	**94.90**	**223.12**
As at March 31, 2023	**2.00**	**149.82**	**139.75**	**339.51**	**185.34**	**23.95**	**128.27**	**968.64**	**1,871.28**
As at March 31, 2024	**1.90**	**205.34**	**93.01**	**333.53**	**177.66**	**24.77**	**1.58**	**837.79**	**2,372.29**

13 Capital work-in-progress

(₹ in Millions)

Particulars	Property, plant and equipment							
	Buildings	Leasehold Premises	Computer Hardware	Furniture and Fixtures	Office Equipments	Vehicles	Electrical Installation	Total
	(A)	(B)	(C)	(D)	(E)	(F)	(G)	H = A+B+C+D+E+F+G
Balance as at April 01, 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Addition	-	-	71.17	207.26	175.23	-	51.77	505.43
Disposal	-	-	65.84	192.20	170.40	-	51.77	480.21
Balance as at March 31, 2023	**-**	**-**	**5.33**	**15.06**	**4.83**	**-**	**-**	**25.22**
Addition	-	-	13.34	125.90	74.25	-	-	213.49
Disposal	-	-	18.66	140.58	78.68	-	-	237.92
Balance as at March 31, 2024	**-**	**-**	**0.01**	**0.38**	**0.40**	**-**	**-**	**0.79**

14 Intangible assets under development

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening as at April 1	148.04	23.20
Addition	171.47	156.85
Deduction	(129.14)	(32.00)
Closing as at March 31	**190.37**	**148.05**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

Aging of Capital work-in-progress & Intangible assets under development

As at March 31, 2024

(₹ in Millions)

Particulars		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	Intangible Assets under development	169.25	15.76	5.36	-	190.37
2	Capital work in progress	0.47	0.32	-	-	0.79

As at March 31, 2023

(₹ in Millions)

Particulars		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	Intangible Assets under development	136.99	11.06	-	-	148.05
2	Capital work in progress	25.22	-	-	-	25.22

15. Intangible assets

A. Gross carrying amount

(₹ in Millions)

Particulars	Computer Software (A)	Trade Mark (B)	Total C = (A+B)
Balance as at April 01, 2022	107.22	-	107.22
Addition	79.27	-	79.27
Disposal	-	-	-
Balance as at March 31, 2023	**186.49**	**-**	**186.49**
Addition	302.18	0.17	302.35
Disposal	16.22	-	16.22
Balance as at March 31, 2024	**472.45**	**0.17**	**472.62**

B. Accumulated Depreciation / amortisation

(₹ in Millions)

Particulars	Computer Software (A)	Trade Mark (B)	Total C = (A+B)
Balance as at April 01, 2022	81.56	-	81.56
Addition	35.26	-	35.26
Disposal	-	-	-
Balance as at March 31, 2023	**116.82**	**-**	**116.82**
Addition	86.05	-	86.05
Disposal	15.80	-	15.80
Balance as at March 31, 2024	**187.07**	**-**	**187.07**

C. Net carrying amount (A-B)

(₹ in Millions)

Particulars	Computer Software (A)	Trade Mark (B)	Total C = (A+B)
Balance as at March 31 2022	**25.66**	**-**	**25.66**
Balance as at March 31, 2023	**69.67**	**-**	**69.67**
Balance as at March 31, 2024	**285.38**	**0.17**	**285.55**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

D. Depreciation and Amortisations for the year

(₹ in Millions)

Particulars	FY 2023-24	FY 2022-23
(a) Depreciation on property, plant and equipments	391.73	203.52
(b) Depreciation on right-of-use assets	400.91	200.35
(c) Amortisation of intangible assets	86.06	35.26
Total	**878.70**	**439.13**

16. Other non financial assets

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
I. Unsecured, considered good		
a) Prepaid Expenses	110.53	78.36
b) Accrued Income	274.39	419.04
c) Advance to vendor	388.48	236.34
d) Balances with Statutory Authorities	53.88	-
e) Other Assets	4.13	22.00
f) Capital Advances	253.81	178.75
Less: Provision on Capital Advances	-	-
Net Capital Advances	253.81	178.75
g) Assets Held for sale	248.05	187.93
Less: Provision on Assets held for sale	(38.10)	(42.98)
Net Assets Held for sale	209.95	144.95
Total	**1,295.17**	**1,079.44**

17. Derivative financial instruments

A Fair value derivative assets / (Liabilities)

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Currency Derivatives - Forwards	41.05	(75.72)
Total Net	**41.05**	**(75.72)**

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
Derivative Assets (Net) (A)	41.05	-
Derivative Liabilities (Net) (B)	-	75.72
Total Net (A-B)	**41.05**	**(75.72)**

B As at March 31, 2024

(₹ in Millions)

	Notional Amounts *	Fair Value - Assets	Fair Value - Liabilities
Part I			
(i) Currency Derivatives:			
Forwards	19,812.31	41.05	-
Total Derivative Financial Instruments	**19,812.31**	**41.05**	**-**
Part II			
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:			
(i) Cashflow Hedging:			
Currency Derivatives : Forwards	19,812.31	41.05	-
(ii) Others	-	-	
Total Derivative Financial Instruments	**19,812.31**	**41.05**	**-**

C As at March 31, 2023

(₹ in Millions)

	Notional Amounts *	Fair Value - Assets	Fair Value - Liabilities
Part I			
(i) Currency Derivatives:			
Forwards	14,162.86	-	75.72
Total Derivative Financial Instruments	**14,162.86**	**-**	**75.72**
Part II			
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:			
(i) Cashflow Hedging:			
Currency Derivatives : Forwards	14,162.86	-	75.72
(ii) Others	-	-	-
Total Derivative Financial Instruments	**14,162.86**	**-**	**75.72**

Note: ** Notional amount of the respective currency has been converted at exchange rate of March 31 of the respective year.*

18. Payables

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Micro and small enterprises	5.44	6.52
(b) Due to related parties	-	-
(c) Due to Others	1,305.32	960.95
Total	**1,310.76**	**967.47**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

A Dues to Micro and Small Enterprises

The details of amounts outstanding to Micro and Small enterprises based on information available with the Company is as under:

(₹ in Millions)

Particulars		As at March 31, 2024	As at March 31, 2023
i)	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
	- Principal amount due to micro and small enterprises (Not overdue)	5.44	6.52
	- Principal amount due to micro and small enterprises (Overdue)	-	-
	- Interest due on overdue	-	-
ii)	The 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.	-	-
iii)	The 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 Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of Micro, Small and Medium Enterprises Development Act, 2006.	-	-

18B & 19A Trade and other Payables Ageing Schedule

As at March 31, 2024

(₹ in Millions)

		Unbilled	Outstanding for the following period from due date of payments					Total
			Not due	Less than 1 year	1 - 2 years	2 - 3 Years	More than 3 years	
(a)	Micro and small enterprises	-	4.62	0.82	-	-	-	5.44
(b)	Others	-	1,022.38	492.56	1.63	0.07	-	1,516.64
(c)	Disputed - Micro and small enterprises	-	-	-	-	-	-	-
(d)	Disputed - Others	-	-	-	-	-	-	-
Total		**-**	**1,027.00**	**493.38**	**1.63**	**0.07**	**-**	**1,522.08**

As at March 31, 2023

(₹ in Millions)

		Unbilled	Outstanding for the following period from due date of payments					Total
			Not due	Less than 1 year	1 - 2 years	2 - 3 Years	More than 3 years	
(a)	Micro and small enterprises	-	6.16	0.36	-	-	-	6.52
(b)	Others	-	1,051.24	54.44	0.12	0.14	-	1,105.94
(c)	Disputed - Micro and small enterprises	-	-	-	-	-	-	-
(d)	Disputed - Others	-	-	-	-	-	-	-
Total		**-**	**1,057.40**	**54.80**	**0.12**	**0.14**	**-**	**1,112.46**

Ageing of the trade and other payable is determined from the date of transaction.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

19. Other Payables

(₹ in Millions)

Particulars		As at March 31, 2024	As at March 31, 2023
(a)	Micro and small enterprises	-	-
(b)	Due to related parties	-	-
(c)	Due to Others	211.32	144.99
Total		**211.32**	**144.99**

Notes:

1 The amounts due to Micro and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

20. Debt securities

A At amortised cost

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
A. Secured		
a) Non convertible debentures (listed, fully paid and privately placed)	1,521.65	4,386.14
B. Unsecured	-	-
a) Commercial Paper	-	-
Total	**1,521.65**	**4,386.14**

B

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
i) Debt securities in India	1,521.65	4,386.14
ii) Debt securities outside India	-	-
Total	**1,521.65**	**4,386.14**

C Terms of repayment, nature of security & rate of interest

(₹ in Millions)

No.	Name of Security	Maturity date	Terms of repayment	Coupon / Interest rate	As at March 31, 2024	As at March 31, 2023
1	Series 5 (FV ₹ 10 Lacs)	22-May-23	Bullet payment on maturity	8.80%	-	2,000.00
2	Series 6 (FV ₹ 10 Lacs)	5-Jun-23	Bullet payment on maturity	9.00%	-	500.00
3	Series 8 (FV ₹ 10 Lacs)	23-Jul-23	Payable in 3 equal annual instalments	8.80%	-	166.67
4	Series 4 (FV ₹ 10 Lacs)	9-Aug-29	Bullet payment on maturity	10.23%	1,500.00	1,500.00
Sub Total (A)					**1,500.00**	**4,166.67**
Add: Interest accrued but not due (B)					21.65	219.85
Less: Unammortised borrowing cost (C)					-	(0.38)
Total (A+B-C)					**1,521.65**	**4,386.14**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

D Disclosure under regulation 53(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Debenture Trustees:

Name : Catalyst Trusteeship Limited

Address : 604, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai - 400098 Contact : + 91 (022) 49220555

E Disclosure under regulation 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Related party transaction - Refer Note 54

F Disclosure under regulation 54(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Asset Cover

The above NCD's are secured against first pari-passu charge by way of hypothecation on the immovable property, loan receivables/book debts, bank balances and investments of the Holding Company with asset cover range of 1.34 times.

The Holding company has not defaulted in the repayment of debt securities and interest thereon for the year ended March 31, 2024 and March 31, 2023 respectively.

21 Borrowings (Other than debt securities)

A

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
I At amortised cost		
a) Term Loans (Secured)		
i) from banks	85,867.41	61,211.48
ii) from other financial institutions	5,002.05	3,517.78
iii) from National Housing Bank	7,553.15	5,354.11
b) Loans repayable on demand from Banks		
i) Cash credit facility	3,794.87	643.50
ii) Overdraft facility	-	-
c) Loans from related parties	-	-
Inter corporate deposits	330.00	-
Total	**102,547.48**	**70,726.87**
II a) Borrowings in India	102,547.48	70,726.87
b) Borrowings outside India	-	-
Total	**102,547.48**	**70,726.87**

B Security and cost

a) Term loans from banks

First pari-passu charge by way of hypothecation of the Group's loan receivables / book debts, bank balances and investments with asset cover of 1.10 to 1.33 times.

Exclusive charge by way of hypothecation of Capri Global Housing Finance limited (CGHFL) loan receivables, bank balances with asset cover of 1.20 times in favour of borrowing from SBI of ₹ 1,075.34 millions

Weighted average cost for FY 2023-24 is 9.24% p.a. and for FY 2022-23 is 8.51% p.a.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

b) Term loans from others

Exclusive charge by way of hypothecation of Group's loan receivables with minimum assets cover of 1.25 times in favour of borrowing from NABARD of ₹ 2,000 millions and asset cover of 1.11 to 1.35 times in favour of borrowing from NHB of ₹ 7,553.15 millions.

First pari-passu charge by way of hypothecation of the Group's loan receivables / book debts, bank balance and investments with asset cover in the range of 1.10 to 1.33 times.

Weighted average cost for FY 2023-24 is 7.24% p.a. and for FY 2022-23 is 6.93% p.a.

c) Other borrowings

First pari-passu charge by way of hypothecation of the Group's loan receivables / book debts, bank balance and investments with asset cover of 1.25 times.

Weighted average cost for FY 2023-24 is 8.77% p.a. and for FY 2022-23 is 8.32% p.a.

C Terms of repayment & rate of interest in case of Borrowings (Other than Debt Securities)

(₹ in Millions)

No.	Nature of Facility	Maturity Range	Interest Range	No. of installments Due (Range)	As at March 31, 2024	As at March 31, 2023
1	Term Loans	0 - 3 years	8.05% - 10.55%	13- 20	14,712.47	17,640.55
2	Term Loans	3 - 5 years	8.80% - 10.25%	21- 26	31,177.06	17,743.79
3	Term Loans	5 - 7 years	8.80% - 10.25%	21- 26	20,315.30	13,756.79
4	Term Loans	0-3 years	8.37% - 9.90%	3 - 10	3,949.42	3,447.09
5	Term Loans	3-5 years	8.37% - 9.90%	14 - 20	5,191.70	5,169.45
6	Term Loans	5-7 years	8.37% - 9.90%	21 - 28	13,438.48	7,348.57
7	Term Loans	Beyond 7 years	8.37% - 9.90%	28 - 32	2,685.20	-
8	Refinance from NHB	0-3 years	2.8% - 8.10%	0 - 4	94.40	222.69
9	Refinance from NHB	3-5 years	2.8% - 8.10%	0 - 16	434.18	582.78
10	Refinance from NHB	5-7 years	2.8% - 8.10%	20 - 27	2,950.87	2,431.50
11	Refinance from NHB	Beyond 7 years	2.8% - 8.10%	32 - 40	4,073.70	2,117.14
12	Cash Credit	NA	9.20% - 9.70%	21- 26	3,794.87	643.50
13	Inter corporate deposits	0 -18 months	10%	0-18	330.00	-
Sub Total (A)					**103,147.65**	**71,103.85**
Less:	Term loans EIR (B)				(188.06)	(90.09)
Less:	Unammortised borrowing cost (C)				(480.56)	(306.82)
Add:	Interest accrued but not due (D)				68.45	19.93
Total (A+B-C+D)					**102,547.48**	**70,726.87**

Notes:

The Group has not defaulted in the repayment of borrowings (other than debt) and interest thereon for the year ended March 31, 2024 and March 31, 2023 respectively.

The quarterly returns/statements of current assets filed by the Group with the banks or financial institutions are in agreement with the books of accounts

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

22. Other financial liabilities

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Unpaid unclaimed dividends	0.15	0.19
b) Margin Money from customers	142.60	126.14
c) Book overdraft	3,633.88	3,552.60
d) Excess money received	50.96	-
e) Advances from customers	139.00	79.76
f) Lease liability	2,591.66	1,928.87
g) Auction surplus refundable	5.62	-
h) Others	430.57	9.11
Total	**6,994.44**	**5,696.67**

23. Provisions

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Provision for Employee Benefits - Gratuity	59.11	28.74
b) Provision for Employee Benefits - Compensated absences	192.38	116.11
c) Provision on non-fund exposure / undrawn commitments	23.41	70.11
Total	**274.90**	**214.96**

24. Other non-financial liabilities

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Statutory dues payable	183.53	121.52
b) Others	62.65	11.27
Total	**246.18**	**132.79**

25. Equity share capital

A Share capital authorised, issued, subscribed and paid up

(₹ in Millions)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Authorised				
Equity Shares of ₹ 1 each (Previous year - ₹ 2 each)	**2,000,000,000**	**2,000.00**	**360,000,000**	**720.00**
Issued, Subscribed And Fully Paid Up				
Equity Shares of ₹ 1 each (Previous year - ₹ 2 each)	**824,939,972**	**824.94**	**206,152,844**	**412.31**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

B Reconciliations of the number of equity shares and share capital

(₹ in Millions)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	206,152,844	412.31	175,654,055	351.31
Shares Issued during the year	82,149	0.16	30,498,789	61.00
Shares issued for Split of face value	206,234,993	-	-	-
Bonus Shares Issued during the year	412,469,986	412.47	-	-
Balance at the end of the year	**824,939,972**	**824.94**	**206,152,844**	**412.31**

Notes:

i *During the year, the Holding Company has allotted 328,596 equity shares of ₹ 1/- each for consideration of ₹ 11.75 million as ESOPs.*
During the previous year, the Holding Company had allotted 7,32,000 equity shares of ₹ 1/- each for consideration of ₹ 12.49 million as ESOPs.

C Terms/rights attached to equity shares:

i The Holding Company has only one class of equity share having a par value of ₹ 1/- per share. (Previous year par value - ₹ 2 per share). Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian Rupees.

ii In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

iii On March 5, 2024 ("Record Date"), the Holding company has sub-divided/split existing Equity Shares from 1 (One) Equity Share of face value of ₹ 2/- (Rupees Two only) each into 2 (Two) Equity Shares face value of ₹ 1/- (Rupee One only) each.

iv Further, on March 07, 2024, the Holding company has allotted 41,24,69,986 bonus equity shares of ₹ 1 each as fully paid-up bonus equity shares in the ratio of 1 (One) equity share of ₹ 1/- each for every 1 (One) existing equity share of ₹ 1/- each.

D Shareholder holding more than 5% of equity shares as at the end of the year:

(₹ in Millions)

Particulars		As at March 31, 2024		As at March 31, 2023	
		No. of Shares	Amount	No. of Shares	Amount
i	Capri Global Holdings Pvt. Ltd.	392,903,656	47.63%	98,225,914	47.65%
ii	Rajesh Sharma	183,600,140	22.26%	45,900,035	22.27%
iii	Life Insurance Corporation Of India	77,955,556	9.45%	19,975,981	9.69%

E Details of shares held by promoters

(₹ in Millions)

Particulars		As at March 31, 2024		As at March 31, 2023	
		No. of Shares	Amount	No. of Shares	Amount
Individuals / Hindu Undivided Family					
1	Ramesh Chandra Sharma	1,112	0.00%	278	0.00%
2	Rajesh Sharma	4,000	0.00%	1,000	0.00%
3	Jahnavi Sharma	800	0.00%	200	0.00%
4	Jinisha Sharma	800	0.00%	200	0.00%
5	Raghav Sharma	800	0.00%	200	0.00%

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in Millions)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Promoter Trust				
1 Rajesh Sharma	183,600,140	22.26%	45,900,035	22.27%
Bodies Corporate				
1 Capri Global Holdings Private Limited	392,903,656	47.63%	98,225,914	47.65%
Total	**576,511,308**	**69.89%**	**144,127,827**	**69.91%**

F Shares reservation :

As at March 31, 2024, 88,49,194 (Previous year : 1,22,41,600) equity shares of ₹ 1 each towards outstanding employee stock options granted (Refer Note - 57).

G Objective for managing capital:

The Holding Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements of the regulator, Reserve Bank of India (RBI). The adequacy of the Holding Company's capital is monitored using, among other measures, the regulations issued by the RBI.

There are no shares reserved for issue under options, contracts, commitments for the sale of shares or divestments.

There are no shares in the preceding 5 years allotted as fully paid up without payment being received in cash/bonus shares/ bought back.

26. Other equity

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934		
Opening balance as at beginning of the year	3,014.81	2,731.73
Add: Amount transferred from surplus balance in the Statement of Profit and Loss	396.12	283.08
Add/Less: Other changes	-	-
Closing balance	**3,410.93**	**3,014.81**
b) Statutory Reserve Section 29C of the National Housing Bank Act, 1987		
Opening balance as at beginning of the year	409.68	244.70
Add: Amount transferred from surplus balance in the Statement of Profit and Loss	143.40	164.98
Add/Less: Other changes	-	-
Closing balance	**553.08**	**409.68**
c) Securities Premium		
Opening balance as at beginning of the year	18,834.53	4,541.13
Add: On account of ESOP exercised	11.58	25.34
Add: Proceed from right issue	-	14,268.06
Less: Utilised for issue of Bonus shares	(412.47)	
Less: Unamortised right issue expenses amortised	(18.81)	-
Closing balance	**18,414.83**	**18,834.53**
d) General Reserve		
Opening balance as at beginning of the year	642.05	642.05
Add: Changes during the period	17.29	-
Closing balance	**659.34**	**642.05**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
e) Other reserves & surplus - Employee stock option outstanding		
Opening balance as at beginning of the year	253.45	105.08
Add: Changes during the period	60.91	148.37
Closing balance	**314.36**	**253.45**
f) Retained earnings		
Opening balance as at beginning of the year	12,087.83	10,608.71
Add: Profit for the period	2,794.06	2,046.54
Add: Other Comprehensive Income for the period	(51.06)	(31.45)
Less: transfer to statutory reserve @ 20%	(539.52)	(407.16)
Less: transfer to statutory reserve additional amount	-	(40.90)
Less: Dividend paid	(103.08)	(87.91)
Less: Any other adjustments	-	-
Closing balance	**14,188.23**	**12,087.83**
Total	**37,540.77**	**35,242.35**

g) Dividend Payment

During the current year the Holding company has paid dividend of ₹ 0.50 per share amounting to ₹ 103.08 millions
During the previous year the Holding company has paid dividend of ₹ 0.50 per share amounting to ₹ 87.91 millions

Notes:

a) Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934

Every non-banking financial company is required to create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss before any dividend is declared.

b) Statutory Reserve Section 29C of the National Housing Bank Act, 1987

Every housing finance company is required to create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss before any dividend is declared.

b) Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

d) General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

e) Other reserves & surplus - Employee stock option outstanding

This reserve is used to record the employee stock options which are outstanding. The said reserve will be utilised for issuance of share to the eligible employees.

27. Interest income

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
On Financial Assets measured at Amortised Cost *		
a) Interest on Loans	17,883.48	11,451.64
b) Interest income from investments	111.57	137.04
c) Interest on deposits	223.31	88.22
d) Interest on Others	9.47	5.05
Total	**18,227.83**	**11,681.95**

=" - As per effective interest rate - Refer Note No. - "&C23*

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

28. Fee and commission income

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
a) Application fees	96.02	103.91
b) Commission on loan sourcing	2,169.16	1,437.06
c) Other Commission Income	41.17	-
Total	**2,306.35**	**1,540.97**

29. Net gain on fair value change

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
a) Profit/(loss) on Trading portfolio - investment in shares	134.37	15.43
b) Profit/(loss) on Trading portfolio - Mutual Fund & Bonds	275.78	197.98
c) Profit/(loss) on REITs	2.46	-
Total Net Gain / (Loss)	**412.61**	**213.41**
Of the above		
Realised	407.07	212.82
Unrealised	5.54	0.59
Total	**412.61**	**213.41**

30. Net gain on derecognition of financial instruments under amortised cost category

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
a) Net gain on derecognition of financial instruments	1,002.45	557.31
b) Loss on sale of pool through Direct assignment (DA)	-	-
c) Gain/(loss) on sale of investments not designated at fair value	15.65	0.59
Total	**1,018.10**	**557.90**

31. Other operating income

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
a) Foreclosure Fees	194.80	139.64
c) Other Charges	309.12	223.35
d) Legal charges received	25.12	20.19
e) Other operating revenue	3.65	-
Total	**532.69**	**383.18**

32. Other income

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
a) Profit on sale of assets (net)	3.02	-
b) Credit balance / Provision no longer required written back	0.51	1.55
c) Profit on sale of Investment Property	2.91	6.30
d) Other income	6.96	8.68
Total	**13.40**	**16.53**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

33. Finance costs

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
On Financial liabilities measured at Amortised Cost		
a) Interest on borrowings (other than debt securities)	7,798.89	4,742.90
b) Interest on debt securities	191.29	411.50
c) Interest on bank overdraft	-	1.94
d) Interest on bank CC	2.88	7.22
e) Interest - lease liabilities	342.25	147.62
f) Other finance Charges	23.70	19.19
Total	**8,359.01**	**5,330.37**

34. Impairment on financial instruments

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
a) Impairment on Loans		
i) At amortised cost	771.61	87.69
b) Impairment / (write back) on Undrawn commitments	(46.69)	(23.67)
c) Impairment / (write back) on Others	(11.47)	16.38
d) Write off of Loans	199.33	570.47
Total	**912.78**	**650.87**

35. Employee Benefits Expenses

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
a) Salaries and wages	5,713.50	3,599.54
b) Contribution to Provident fund and other funds		
i) Contribution to Provident fund and funds other than gratuity	304.37	182.57
ii) Contribution to Gratuity	30.33	16.40
c) Share Based Payments to employees	85.70	161.59
d) Staff welfare expenses	101.61	100.67
e) Ex-gratia payments	1.41	-
Total	**6,236.92**	**4,060.77**

36. Others expenses

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
a) Advertising	170.71	47.49
b) Auditors' Remuneration (Refer note 36.A below)	9.66	5.49
c) Banking charges	14.27	9.21
d) Business Development Expenses	25.46	43.64
e) Corporate Social Responsibility Expenses (Refer note 36.B below)	47.31	48.43
f) Directors' Fees and Commission	11.15	11.50
g) Electricity Charges	94.02	51.37
h) Filing & Other Fees to ROC	10.55	0.10
i) Legal and Professional Expenses	363.68	334.22

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
j) Loss On Sale of Fixed Assets	0.13	1.07
k) Membership & Subscription Expenses	4.66	3.51
l) Miscellaneous Expenses	478.28	171.89
m) Postage, Telephone and Fax	89.37	53.03
n) Printing and Stationery	45.06	30.57
o) Processing Fees on Co Lending	1.56	7.66
p) Recruitment Expenses	24.87	15.98
q) Rent	41.97	30.45
r) Service fees Subsidiary	11.34	8.71
s) Software Expenses	241.76	133.45
t) Travelling and Conveyance	314.50	226.71
u) Write off - Fixed Assets	2.55	1.76
v) Write off - Others	1.82	1.03
Total	**2,004.68**	**1,237.27**

A Auditors' Remuneration

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
To Holding Company Auditors		
a) For Statutory Audit	3.20	2.23
b) For Tax Audit	0.35	0.33
c) For Limited Review	1.35	1.05
d) For other services (Certification Fees and Interim audit Fees)	0.92	0.34
e) For reimbursement of expenses	0.23	0.15
f) GST to the extent of ITC not availed	0.54	0.35
Total	**6.59**	**4.45**

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
To Subsidiaries Statutory Auditors		
a) For Statutory Audit	0.72	0.25
b) For Tax Audit	0.08	0.07
c) For Limited Review	0.41	0.16
d) For other services (Certification Fees and Interim audit Fees)	1.85	0.47
e) For reimbursement of expenses	0.01	-
f) GST to the extent of ITC not availed	-	0.09
Total	**3.07**	**1.04**

B Corporate Social Responsibility Expenses

Amount of CSR spent by Group during the year is for purposes other than construction / acquisition of any asset. Gross amount of CSR required to be spent by the Group for the year aggregates to ₹ 47.31 millions (Previous year ₹ 48.43 millions)

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
i) Amount required to be spent during the year	47.31	48.43
ii) Amount spent during the year	-	-
a) Construction/acquisition of any asset	-	-
b) On purposes other than (a) above	47.31	48.43
iii) Amount offset against CSR Liability	-	-
iv) Amount of shortfall at the end of the year, out of the amount required to be spent during the year	-	-
v) Amount spent from unspent CSR A/c during the financial year	-	-
vi) Total of previous year shortfall	-	-
vii) Nature of CSR activities	Refer note below	Refer note below
viii) Details of related party transactions	-	-

Nature of CSR activities

Women Empowerment, Village Development and Sustainable Environment

37. Earning per Share (Ind AS -33)

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
A. Basic Earnings per Share		
a) Profit after tax attributable to equity shareholders	2,794.06	2,046.54
b) Weighted average number of equity shares outstanding during the year (Nos)	824,893,735	803,695,385
c) Nominal value of equity shares (₹) (Refer Note No. 25.C)	1.00	1.00
d) Basic earnings per share (EPS) (₹)	**3.39**	**2.55**
B. Diluted Earnings per Share		
a) Profit after tax attributable to equity shareholders for diluted EPS	2,794.06	2,046.54
b) Weighted average number of equity shares for calculating diluted EPS (Nos)	830,935,245	805,803,019
c) Nominal value of equity shares (₹) (Refer Note No. 25.C)	1.00	1.00
d) Diluted earnings per share (EPS) (₹)	**3.36**	**2.54**
C. No. of equity shares for calculating diluted EPS		
Weighted average number of equity shares for calculating Basic EPS	824,893,735	803,695,385
Add : Equity shares for no consideration arising on grant of stock options under ESOP	6,041,510	2,107,634
Weighted average number of equity shares for calculating diluted EPS	**830,935,245**	**805,803,019**

38. Contingent Liabilities

(₹ in Millions)

Particulars	As at March 31,2024	As at March 31,2023
Income Tax matters under dispute	50.77	141.65

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

39. Capital and Other Commitments

(₹ in Millions)

Particulars	As at March 31,2024	As at March 31,2023
i) Estimated amount of contracts remaining to be executed on capital account and not provided	69.84	264.45
ii) Amount payable towards acquisition of Property	76.89	53.15
iii) Other Commitments- Pending disbursements of sanctioned loans	19,049.25	15,441.30

40. There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2024 and March 31, 2023.

41. The Group did not have any long term contracts including derivative contracts for which any provision is required for the foreseeable losses.

42. Segment reporting (Ind AS 108)

The Group operates mainly in the business segment of fund based financing activity. All other activities revolve around the main business. Further, all activities are carried out within India. As such, there are no separate reportable segments as per the provisions of IND AS 108 on 'Operating Segments'.

43 Disclosure pursuant to Ind AS 12 "Income Taxes"

A Income Tax recognised in statement of profit and loss

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
Income-tax related to items recognised directly in the statement of profit and loss		
Current income tax:		
i) Current income tax expense	1,099.90	653.96
ii) (Excess) / Short provision for tax relating to prior years	(10.02)	(11.25)
Total	**1,089.88**	**642.71**
Deferred tax (benefit) / charge	(227.54)	(6.41)
Total Income tax expense recognised relating to continuous operations	**862.34**	**636.30**

B Reconciliation of income tax expense for the year:

A reconciliation of income-tax expense applicable to profit before income-tax at statutory rate to income-tax expense at the Group 's effective income-tax rate for the year ended March 31 is as follows :

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
Profit before tax	**3,656.40**	**2,682.84**
Total tax expense (As per Statement of Profit and loss)		
i) Current tax	1,099.90	653.96
ii) Deferred tax	(227.54)	(6.41)
Total Tax Expenses	**872.36**	**647.55**
Effective tax rate (%)	**23.86**	**24.14**
Adjustments of allowable and non-allowable income and expenses:		
Effect on Effective Tax rate due to Permanent Difference		
a) Non allowability of Claim of CSR	47.31	48.42
b) STT & Brokerage	1.28	0.60
c) Asset write off, operational loss and other expenses not allowable	8.43	-

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
d) OCI on Gratuity	(24.83)	-
e) Deduction under Chapter VI A u/s 80M & 80JJA	(55.49)	(28.78)
f) Income considered separately and other allowable deductions	(125.07)	(125.31)
Total (A)	**(148.37)**	**(105.07)**
a) Difference due to Tax Rate of STCG	(132.29)	(16.02)
b) Capital Gain on sale of bonds	(13.57)	-
Total (B)	**(145.86)**	**(16.02)**
Total of items affecting tax rate (A+B)	**(294.23)**	**(121.09)**

C Reconciliation of income tax rate is as follows:

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
a) Normal Tax Rate	22.00	22.00
b) Surcharge (@ 10% of Normal Tax Rate)	2.20	2.20
c) Health and Education Cess	0.97	0.97
Total Tax Rate (%)	**25.17**	**25.17**
Effect in Tax rate due to permenant difference	(1.02)	(0.99)
Difference due to Tax Rate of STCG	(0.30)	(0.04)
Effective Tax Rate (%)	**23.86**	**24.14**

44 Movement in Deferred Taxes

A. Movement in deferred tax balances For the year ended March 31, 2024

(₹ in Millions)

	As at March 31, 2023	Recognised in profit or loss	Recognised in OCI	As at March 31, 2024
Deferred tax assets / (liabilities)				
a) Difference between WDV as per books and tax books	39.16	43.83	-	82.99
b) Impairment allowance for financial assets	464.91	128.66	-	593.57
c) Provision for Employee benefits	29.73	23.90	-	53.63
d) Amortised Fees Income	1.55	(1.55)	-	-
e) ECL on Interest on NPA	66.56	37.58	-	104.14
f) Others (net)	32.46	45.18	-	77.64
g) Amortised Finance Cost	(0.70)	0.47	-	(0.23)
h) Unrealised gain on Financial Instruments at FVTPL	(1.03)	(1.26)	-	(2.29)
i) Gain on derecognition of financial instruments*	(156.55)	(46.64)	-	(203.19)
Total	**476.09**	**230.17**	**-**	**706.26**

**As per Ind AS 109 'Financial Instruments', on derecognition of loans, the Group recognise difference between the carrying amount (measured at the date of derecognition) and consideration received (including new asset obtained less any new liability assumed) as gain in Statement of profit and loss account. Such gain recognised on derecognition of loans is not a real income as per Income tax Act, 1961, hence is offered to tax over the tenure of loans. Accordingly, deferred tax liability has been created on the Spread receivable on assigned portfolio (Co-lending portfolio).*

Deferred Tax assets created on account of past years tax adjustments has been shown and adjusted against tax expenses provided for earlier years.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

B. Movement in deferred tax balances For the year ended March 31, 2023

(₹ in Millions)

	As at April 01, 2022	Recognised in profit or loss	Recognised in OCI	As at March 31, 2023
Deferred tax assets / (liabilities)				
a) Difference between WDV as per books and tax books	24.25	14.91	-	39.16
b) Impairment allowance for financial assets	359.09	105.82	-	464.91
c) Provision for Employee benefits	15.21	14.52	-	29.73
d) Amortised Fees Income	4.21	(2.66)	-	1.55
e) ECL on Interest on NPA	-	66.56	-	66.56
f) Others (net)	7.11	25.35	-	32.46
g) Amortised Finance Cost	(1.40)	0.70	-	(0.70)
h) Unrealised gain on Financial Instruments at FVTPL	0.76	(1.79)	-	(1.03)
i) Gain on derecognition of financial instruments *	(42.40)	(114.15)	-	(156.55)
Total	**366.83**	**109.26**	**-**	**476.09**

Deferred Tax Assets / Liabilities are calculated at the applicable rate of 25.17% for the year ended March 31, 2023 and 2024

45. Employee benefits - Disclosure pursuant to Ind AS 19 'Employee Benefits'

A Defined contribution plans

The Group's state governed provident fund scheme are defined contribution plan for its employees. The contribution by the employer and employee together with interest accumulated there on are payable to the employee at the time of separation from group or retirement whichever is earlier. The benefit vests immediately on rendering of services by the employee.

(₹ in Millions)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
i) Group's contribution to provident fund	278.66	163.93
ii) Group's contribution to National Pension Scheme	6.26	4.17

B Defined Benefit Plan

The Group has a defined benefit gratuity plan in India (funded). The Group's defined benefit gratuity plan is a final salary plan for its employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at separation/retirement. The fund has the form of a trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

a) Principal assumptions used for the actuarial valuations are as follows:

(₹ in Millions)

	Capri Global Capital Limited (CGCL)	
	As at March 31,2024	As at March 31,2023
Discount Rate	7.14 % p.a.	7.20 % p.a.
Rate of return on plan assets	7.14 % p.a.	7.20 % p.a.
Salary Escalation	10.20 % p.a.	9.00 % p.a.
Attrition Rate		
For service 2 years and below	29.6% (Attrition rate for all service group)	50.00%
For service 3 years to 4 years		30.00%
For service 5 years and above		20.00%
Mortality Table	Indian Assured Lives Mortality 2012-14 (Urban)	

(₹ in Millions)

	Capri Global Housing Finance Limited (CGHFL)	
	As at March 31,2024	As at March 31,2023
Discount Rate	7.14 % p.a.	7.20 % p.a.
Rate of return on plan assets	7.14 % p.a.	7.20 % p.a.
Salary Escalation	8.50 % p.a.	8.50 % p.a.
Attrition Rate		
For service 4 years and below	35.00%	35.00%
For service 5 years and above	20.00%	20.00%
Mortality Table	Indian Assured Lives Mortality 2012-14 (Urban)	

(₹ in Millions)

	Capri Loan Car Platform Private Limited (CLCPPL)	
	As at March 31,2024	As at March 31,2023
Discount Rate	7.16 % p.a	7.16 % p.a
Rate of return on plan assets	NA	NA
Salary Escalation	9.00% p.a	9.00% p.a
Attrition Rate	Nil	Nil
Mortality Table	Indian Assured Lives Mortality 2012-14 (Urban)	

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

b) The following table sets out the status of the Defined Benefit Gratuity Plan as per the actuarial valuation by the independent Actuary appointed by the Group:-

(₹ in Millions)

Change in present value of defined benefit obligations:	For year ended March 31, 2024	For year ended March 31, 2023
Defined benefit obligation, beginning of the year	78.86	54.24
Current service cost	28.26	15.66
Past service cost	-	-
Interest cost	5.68	3.06
Remeasurements (gains) / losses		
Actuarial (gains) / losses		
arising from changes in demographic assumptions	8.29	(13.05)
arising from changes in financial assumptions	4.35	6.40
arising from changes in experience adjustments	16.70	19.76
Benefits paid from plan assets	(12.09)	(7.19)
Net transfer in / (out) (and effect of any business combinations/ divestures/ transfers)	-	-
Defined benefit obligation, end of the year	**130.05**	**78.88**

(₹ in Millions)

Change in plan assets:	For year ended March 31, 2024	For year ended March 31, 2023
Fair value of plan assets, beginning of the year	50.15	41.09
Interest income	3.61	2.32
Remeasurements gains / (losses)	-	-
Return on plan assets, (excluding amount included in net Interest expense)	0.56	0.62
Employer's contributions	28.71	13.30
Transfer in/(out) of assets	-	-
Net transfer in / (out) (and effect of any business combinations/ divestures/ transfers)	-	-
Benefits paid	(12.09)	(7.19)
Fair value of plan assets, end of the year	**70.94**	**50.14**

c) Amount recognized in the balance sheet consists of:

(₹ in Millions)

	As at March 31,2024	As at March 31,2023
Present value of defined benefit obligation	130.05	78.88
Fair value of plan assets	70.94	50.14
Net liability / (assets)	**59.11**	**28.74**

d) The amounts recognised in the Statement of Profit and Loss are as follows:

(₹ in Millions)

	For year ended March 31, 2024	For year ended March 31, 2023
Service Cost		
Current service cost	28.26	15.66
Past service cost	-	-
Total Service cost (i)	**28.26**	**15.66**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in Millions)

	For year ended March 31, 2024	For year ended March 31, 2023
Net interest cost		
Interest expense on Defined Benefit Obligation (DBO)	5.68	3.06
Interest (income) on plan assets	(3.61)	(2.32)
Total Interest cost (ii)	**2.07**	**0.74**
Defined benefit cost included in Statement of Profit and Loss (iii) = (i+ii)	**30.33**	**16.40**
Remeasurements recognised in other comprehensive income (OCI)		
Actuarial (gains) / losses on defined benefit obligation		
Due to changes in demographic assumptions	8.29	(13.05)
Due to changes in financial assumptions	4.35	6.40
Due to changes in experience adjustments	16.70	19.76
Return on plan assets (excl. interest income)	(0.56)	(0.62)
Total remeasurement in other comprehensive income (OCI) (iv)	**28.78**	**12.49**
Total Defined benefit cost included in Statement of P&L and OCI (v) = (iii + iv)	**59.11**	**28.89**

e) The fair value of the plan assets for India are as follows:

(₹ in Millions)

	As at March 31,2024	As at March 31,2023
a) Insurer managed funds	70.94	50.14

f) Maturity Analysis of benefit payments

(₹ in Millions)

Projected Benefits Payable in Future Years From the Date of Reporting	As at March 31,2024	As at March 31,2023
1st Following Year	21.15	12.40
2nd Following Year	16.95	11.72
3rd Following Year	17.26	10.19
4th Following Year	21.24	10.19
5th Following Year	20.73	10.10
Sum of Years 6 To 10	54.53	32.93
Sum of Years 11 and above	25.34	26.40

The estimates of future salary growth, factored in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. Such estimates are very long term and are not based on limited past experience / immediate future. Empirical evidence also suggests that in very long term, consistent high salary growth rates are not possible. The said estimates and assumptions have been relied upon by the auditors.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

g) Sensitivity analysis

(₹ in Millions)

	For the year ended March 31,			
	2024	2023	2024	2023
	1% increase	1% increase	1% decrease	1% decrease
Sensitivity Level				
Impact on defined benefit obligation				
i) Discount Rate	(4.63)	(3.17)	5.00	3.47
ii) Future Salary Increases	4.62	3.11	(4.39)	(2.94)
iii) Employee Turnover	(2.45)	(0.98)	2.53	1.03

Note :

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

46. Leases

A. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

B. Group as a lessee

The Group's lease asset classes primarily consist of leases for premises. The Group assesses whether a contract contains a lease, at inception of a contract. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

C. The details of Right to use Asset of the Group are as follows:

(₹ in Millions)

Asset Class	Leasehold Property	
	As at March 31,2024	As at March 31,2023
Balance as at beginning of the year (net)	**1,871.28**	**223.12**
Add: Additions during the year	931.59	1,885.98
Less: Deductions during the year on account of modification / termination of leases	(29.65)	(37.47)
Less: Depreciation	(400.93)	(200.35)
Closing Balance as at March 31	**2,372.29**	**1,871.28**

D Following is the movement in lease liabilities for the period

(₹ in Millions)

	Leasehold Property	
	As at March 31,2024	As at March 31,2023
Balance as at beginning of the year	**1,928.88**	**248.20**
Add: Additions / modification during the year	902.76	1,815.91
Less: Deductions / modification during the year	(32.11)	(37.59)
Add: Interest Expense	342.25	147.62
Less: Lease Payments	(550.12)	(245.27)
Closing Balance as at March 31	**2,591.66**	**1,928.87**

E. Contractual maturities of lease liabilities on an undiscounted basis

(₹ in Millions)

	Leasehold Property	
	As at March 31,2024	As at March 31,2023
Less than 1 year	571.47	404.82
1-3 years	1,169.47	813.06
3-5 years	1,003.33	733.79
More than 5 years	1,282.47	1,128.80
Total	**4,026.74**	**3,080.47**

F. Right-of-use Assets and Lease liabilities related expenses booked in Statement of Profit and Loss

(₹ in Millions)

	For the year ended March 31, 2024	For the year ended March 31, 2023
a. Depreciation on Right-of-use Assets	400.91	200.35
b. Interest on Lease liabilities	342.25	147.62
Total	**743.16**	**347.97**

G. Short term Leases (in Statement of Profit and Loss)

(₹ in Millions)

	For the year ended March 31, 2024	For the year ended March 31, 2023
i) Office premises / Branch offices	24.62	19.17
Total	**24.62**	**19.17**

Notes:

The entity has adequate liquidity for payment of lease liabilities. The Group regularly monitor and pays lease rentals on timely manner as per the terms of respective leave and license agreement.

The Group has right to extend lease term as per mutually agreed terms laid down in respective leave and license agreement. The Group takes into account effect of extended lease term while recording the lease assets and lease liabilities accordingly.

47. Credit Risk

A MSME Loans

1 Credit quality of assets

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	35,102.30	-	-	**35,102.30**
Standard grade	1,762.48	-	-	**1,762.48**
Sub-standard grade	-	1,206.54	-	**1,206.54**
Past due but not impaired	-	1,209.80	-	**1,209.80**
Credit Impaired	-	821.87	-	**821.87**
Restructured	-	-	-	**-**
Non Performing				
Individually impaired	-	-	1,678.84	**1,678.84**
Gross exposure (A)	**36,864.78**	**3,238.21**	**1,678.84**	**41,781.83**
Less: ECL (B)	197.27	507.34	766.94	**1,471.55**
Net exposure (C) = (A - B)	**36,667.51**	**2,730.87**	**911.90**	**40,310.28**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	32,421.23	-	-	**32,421.23**
Standard grade	1,610.49	-	-	**1,610.49**
Sub-standard grade	-	2,071.71	-	**2,071.71**
Past due but not impaired	-	-	-	**-**
Credit Impaired	-	1,209.89	-	**1,209.89**
Restructured	-	-	-	**-**
Non Performing				
Individually impaired	-	-	1,305.84	**1,305.84**
Gross exposure (A)	**34,031.72**	**3,281.60**	**1,305.84**	**38,619.16**
Less: ECL (B)	160.17	160.17	160.17	**480.51**
Net exposure (C) = (A - B)	**33,871.55**	**3,121.43**	**1,145.67**	**38,138.65**

#Internal rating grades are classified on below basis

(₹ in Millions)

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**34,031.72**	**3,281.60**	**1,305.84**	**38,619.16**
New Assets Originated or Purchased	12,522.57	198.23	104.75	**12,825.55**
Assets derecognised or repaid (excluding write offs)	(8,611.97)	(512.48)	(312.31)	**(9,436.76)**
Transfer to Stage 1	624.39	(489.83)	(134.56)	**-**
Transfer to Stage 2	(1,255.72)	1,377.91	(122.19)	**-**
Transfer to Stage 3	(426.60)	(576.96)	1,003.56	**-**
Amounts written off *	(19.61)	(40.26)	(166.25)	**(226.12)**
Gross carrying amount closing balance	**36,864.78**	**3,238.21**	**1,678.84**	**41,781.83**

** The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.*

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	25,927.74	4,706.16	1,276.66	**31,910.56**
New Assets Originated or Purchased	14,720.12	145.29	20.44	**14,885.85**
Assets derecognised or repaid (excluding write offs)	(6,901.73)	(445.08)	(178.27)	**(7,525.08)**
Transfer to Stage 1	1,363.63	(1,104.51)	(259.12)	**-**
Transfer to Stage 2	(797.03)	876.33	(79.30)	**-**
Transfer to Stage 3	(202.42)	(549.45)	751.87	**-**
Amounts written off *	(78.59)	(347.14)	(226.44)	**(652.17)**
Gross carrying amount closing balance	**34,031.72**	**3,281.60**	**1,305.84**	**38,619.16**

** The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.*

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

3 Reconciliation of ECL balance is given below

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	164.58	638.22	338.34	**1,141.14**
New Assets Originated or Purchased	84.65	24.12	243.51	**352.28**
Assets derecognised or repaid (excluding write offs)	(44.69)	(140.30)	(28.47)	**(213.46)**
Transfer to Stage 1	15.91	(94.92)	(33.26)	**(112.27)**
Transfer to Stage 2	(14.60)	208.31	(34.12)	**159.59**
Transfer to Stage 3	(7.82)	(100.93)	362.21	**253.46**
Other movements (on account of change in EAD)	-	-	-	**-**
Amounts written off	(0.76)	(27.16)	(81.27)	**(109.19)**
ECL Allowance - Closing Balance	**197.27**	**507.34**	**766.94**	**1,471.55**

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	**189.15**	**691.08**	**393.17**	**1,273.40**
New Assets Originated or Purchased	48.15	5.90	0.52	**54.57**
Assets derecognised or repaid (excluding write offs)	(104.15)	(29.25)	(4.64)	**(138.04)**
Transfer to Stage 1	11.51	(100.44)	(70.15)	**(159.08)**
Transfer to Stage 2	(7.27)	158.89	(23.85)	**127.77**
Transfer to Stage 3	(1.59)	(100.30)	194.71	**92.82**
Other movements (on account of change in EAD)	30.55	124.02	(10.17)	**144.40**
Amounts written off	(1.77)	(111.68)	(141.25)	**(254.70)**
ECL Allowance - Closing Balance	**164.58**	**638.22**	**338.34**	**1,141.14**

4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying securities for the assets secured by tangible assets - Properties

5 Advances (LTV band wise) :

(₹ in Millions)

LTV ratio	Gross carrying amount of advances	Cumulative loss allowance
<= 50%	15,268.18	259.53
>50% <= 70%	23,283.96	401.29
>70% <=90%	1,549.28	43.78
>90% <=100%	1.57	0.01

6 Credit impaired advances (LTV band wise) :

(₹ in Millions)

LTV ratio	Gross carrying amount of advances	Cumulative loss allowance
<= 50%	498.70	232.04
>50% <= 70%	1,039.76	468.79
>70% <=90%	140.38	66.11
>90% <=100%	-	-

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

7 Reconciliation with Note No.7 :

(₹ in Millions)

	As at March 31, 2024	As at March 31, 2023
Gross advances as per Note No. 47.A.1	41,781.83	38,619.16
Reconciliation		
Co lending adjustment	(17.11)	(0.28)
Interest accrued and overdue on NPA	359.47	328.80
Provision for ECL on Interest income on NPA Loan	(354.22)	(286.41)
Unamortised fees	(282.57)	(425.63)
Others	(23.99)	(25.45)
Gross advances as per Note No. 7	**41,463.41**	**38,210.19**

B Construction Finance Loans

1 Credit quality of assets

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	25,459.85	-	-	**25,459.85**
Standard grade	-	-	-	**-**
Sub-standard grade	-	503.45	-	**503.45**
Past due but not impaired	-	-	-	**-**
Restructured	**-**	**-**	**-**	**-**
Non Performing				
Individually impaired	-	-	249.49	**249.49**
Gross exposure (A)	**25,459.85**	**503.45**	**249.49**	**26,212.79**
Less: ECL (B)	150.92	48.87	200.85	**400.64**
Net exposure (C) = (A - B)	**25,308.93**	**454.58**	**48.64**	**25,812.15**

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	18,085.71	-	-	**18,085.71**
Standard grade	-	-	-	**-**
Sub-standard grade	-	170.38	-	**170.38**
Past due but not impaired	-	-	-	**-**
Restructured	-	-	-	**-**
Non Performing				
Individually impaired	-	-	44.98	**44.98**
Gross exposure (A)	**18,085.71**	**170.38**	**44.98**	**18,301.07**
Less: ECL (B)	150.46	9.70	44.98	**205.14**
Net exposure (C) = (A - B)	**17,935.25**	**160.68**	**-**	**18,095.93**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

#Internal rating grades are classified on below basis

(₹ in Millions)

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**18,085.71**	**170.38**	**44.98**	**18,301.07**
New Assets Originated or Purchased	15,697.67	148.61	0.26	**15,846.54**
Assets derecognised or repaid (excluding write offs)	(7,630.83)	(233.48)	(25.53)	**(7,889.84)**
Transfer to Stage 1	54.35	(54.35)	-	**-**
Transfer to Stage 2	(472.29)	472.29	-	**-**
Transfer to Stage 3	(274.76)	-	274.76	**-**
Amounts written off *	-	-	(44.98)	**(44.98)**
Gross carrying amount closing balance	**25,459.85**	**503.45**	**249.49**	**26,212.79**

** The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.*

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	12,119.37	557.36	-	**12,676.73**
New Assets Originated or Purchased	10,704.51	54.66	-	**10,759.17**
Assets derecognised or repaid (excluding write offs)	(4,929.74)	(162.85)	(42.24)	**(5,134.83)**
Transfer to Stage 1	292.11	(292.11)	-	**-**
Transfer to Stage 2	(95.54)	95.54	-	**-**
Transfer to Stage 3	(5.00)	(82.22)	87.22	**-**
Amounts written off *	-	-	-	**-**
Gross carrying amount closing balance	**18,085.71**	**170.38**	**44.98**	**18,301.07**

** The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.*

3 Reconciliation of ECL balance is given below

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	150.46	9.70	44.98	**205.14**
New Assets Originated or Purchased	82.53	0.44	-	**82.97**
Assets derecognised or repaid (excluding write offs)	(64.81)	(7.54)	-	**(72.35)**
Transfer to Stage 1	0.26	(2.16)	-	**(1.90)**
Transfer to Stage 2	(9.46)	48.43	-	**38.97**
Transfer to Stage 3	(8.06)	-	200.85	**192.79**
Amounts written off	**-**	**-**	**(44.98)**	**(44.98)**
ECL Allowance - Closing Balance	**150.92**	**48.87**	**200.85**	**400.64**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	91.52	21.23	-	**112.75**
New Assets Originated or Purchased	96.70	2.92	-	**99.62**
Assets derecognised or repaid (excluding write offs)	(49.44)	(7.16)	-	**(56.60)**
Transfer to Stage 1	12.22	(13.34)	-	**(1.12)**
Transfer to Stage 2	(0.51)	6.49	-	**5.98**
Transfer to Stage 3	(0.03)	(0.44)	44.98	**44.51**
Amounts written off	-	-	-	**-**
ECL Allowance - Closing Balance	**150.46**	**9.70**	**44.98**	**205.14**

4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying securities for the assets secured by tangible assets - Properties

5 Reconciliation with Note No.7 :

(₹ in Millions)

	As at March 31, 2024	As at March 31, 2023
Gross advances as per Note No. 47.B.1	26,212.79	18,301.07
Reconciliation		
Unamortised fees	(438.01)	(334.60)
Others	-	(23.41)
Gross advances as per Note No. 7	**25,774.78**	**17,943.06**

C Gold Loans

1 Credit quality of assets

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	25,782.12	-	-	**25,782.12**
Standard grade	1,091.97	-	-	**1,091.97**
Sub-standard grade	-	724.36	-	**724.36**
Past due but not impaired	-	369.04	-	**369.04**
Restructured	**-**	**-**	**-**	**-**
Non Performing				
Individually impaired	-	-	268.19	**268.19**
Gross exposure (A)	**26,874.09**	**1,093.40**	**268.19**	**28,235.68**
Less: ECL (B)	148.65	4.17	30.21	**183.03**
Net exposure (C) = (A - B)	**26,725.44**	**1,089.23**	**237.98**	**28,052.65**

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	9,750.46	-	-	**9,750.46**
Standard grade	782.93	-	-	**782.93**
Sub-standard grade	-	523.63	-	**523.63**
Past due but not impaired	-	185.91	-	**185.91**
Restructured	-	-	-	**-**
Non Performing				
Individually impaired	-	-	12.78	**12.78**
Gross exposure (A)	**10,533.39**	**709.54**	**12.78**	**11,255.71**
Less: ECL (B)	57.01	3.51	0.67	**61.19**
Net exposure (C) = (A - B)	**10,476.38**	**706.03**	**12.11**	**11,194.52**

#Internal rating grades are classified on below basis

(₹ in Millions)

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**10,533.39**	**709.54**	**12.78**	**11,255.71**
New Assets Originated or Purchased	26,873.00	1,085.87	257.51	**28,216.38**
Assets derecognised or repaid (excluding write offs)	(10,512.25)	(708.53)	(13.32)	**(11,234.10)**
Transfer to Stage 1	0.16	(0.16)	-	**-**
Transfer to Stage 2	(7.66)	7.66	-	**-**
Transfer to Stage 3	(12.42)	(0.70)	13.12	**-**
Amounts written off *	(0.13)	(0.28)	(1.90)	**(2.31)**
Gross carrying amount closing balance	**26,874.09**	**1,093.40**	**268.19**	**28,235.68**

** The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.*

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	-	-	-	**-**
New Assets Originated or Purchased	10,533.39	709.54	12.78	**11,255.71**
Assets derecognised or repaid (excluding write offs)	-	-	-	**-**
Transfer to Stage 1	-	-	-	**-**
Transfer to Stage 2	-	-	-	**-**
Transfer to Stage 3	-	-	-	**-**
Amounts written off *	-	-	-	**-**
Gross carrying amount closing balance	**10,533.39**	**709.54**	**12.78**	**11,255.71**

** The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.*

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

3 Reconciliation of ECL balance is given below

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	57.01	3.51	0.67	**61.19**
New Assets Originated or Purchased	148.65	4.14	29.12	**181.91**
Assets derecognised or repaid (excluding write offs)	(56.89)	(3.49)	(0.66)	**(61.04)**
Transfer to Stage 1	-	-	-	**-**
Transfer to Stage 2	(0.05)	0.01	-	**(0.04)**
Transfer to Stage 3	(0.07)	-	1.08	**1.01**
ECL Allowance - Closing Balance	**148.65**	**4.17**	**30.21**	**183.03**

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance				**-**
New Assets Originated or Purchased	57.01	3.51	0.67	**61.19**
Assets derecognised or repaid (excluding write offs)	-	-	-	**-**
Transfer to Stage 1	-	-	-	**-**
Transfer to Stage 2	-	-	-	**-**
Transfer to Stage 3	-	-	-	**-**
ECL Allowance - Closing Balance	**57.01**	**3.51**	**0.67**	**61.19**

4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying for the term loans secured by tangible assets are Gold Jewelleries

5 Advances (LTV band wise) :

(₹ in Millions)

LTV ratio	Gross carrying amount of advances	Cumulative loss allowance
<= 50%	551.31	2.32
>50% <= 70%	3,038.49	16.47
>70% <=90%	24,377.69	134.03
>90% <=100%	-	-

6 Credit impaired advances (LTV band wise) :

(₹ in Millions)

LTV ratio	Gross carrying amount of advances	Cumulative loss allowance
<= 50%	121.09	10.72
>50% <= 70%	5.08	0.64
>70% <=90%	142.02	18.85
>90% <=100%	-	-

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

7 Reconciliation with Note No.7 :

(₹ in Millions)

	As at March 31, 2024	As at March 31, 2023
Gross advances as per Note No. 47.C.1	**28,235.68**	**11,255.71**
Reconciliation		
Co lending adjustment	0.17	-
Unamortised fees	(5.21)	(5.37)
Others	(267.10)	2.34
Gross advances as per Note No. 7	**27,963.54**	**11,252.68**

D Indirect Retail Lending (IRL)

1 Credit quality of assets

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	4,027.05	-	-	**4,027.05**
Standard grade	-	-	-	**-**
Sub-standard grade	-	-	-	**-**
Past due but not impaired	-	-	-	**-**
Restructured	**-**	**-**	**-**	**-**
Non Performing				
Individually impaired	-	-	-	**-**
Gross exposure (A)	**4,027.05**	**-**	**-**	**4,027.05**
Less: ECL (B)	11.93	-	-	**11.93**
Net exposure (C) = (A - B)	**4,015.12**	**-**	**-**	**4,015.12**

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	3,392.27	-	-	**3,392.27**
Standard grade	-	-	-	**-**
Sub-standard grade	-	-	-	**-**
Past due but not impaired	-	-	-	**-**
Restructured	-	-	-	**-**
Non Performing				
Individually impaired	-	-	15.90	**15.90**
Gross exposure (A)	**3,392.27**	**-**	**15.90**	**3,408.17**
Less: ECL (B)	5.60	-	15.90	**21.50**
Net exposure (C) = (A - B)	**3,386.67**	**-**	**-**	**3,386.67**

#Internal rating grades are classified on below basis

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in Millions)

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**3,392.27**	**-**	**15.90**	**3,408.17**
New Assets Originated or Purchased	3,335.75	-	-	**3,335.75**
Assets derecognised or repaid (excluding write offs)	(2,700.97)	-	(1.79)	**(2,702.76)**
Transfer to Stage 1	-	-	-	**-**
Transfer to Stage 2	-	-	-	**-**
Transfer to Stage 3	-	-	-	**-**
Amounts written off *	-	-	(14.11)	**(14.11)**
Gross carrying amount closing balance	**4,027.05**	**-**	**-**	**4,027.05**

** The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.*

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	3,092.86	12.21	23.18	**3,128.25**
New Assets Originated or Purchased	3,064.03	-	-	**3,064.03**
Assets derecognised or repaid (excluding write offs)	(2,764.62)	(12.21)	(7.28)	**(2,784.11)**
Transfer to Stage 1	-	-	-	**-**
Transfer to Stage 2	-	-	-	**-**
Transfer to Stage 3	-	-	-	**-**
Amounts written off *	-	-	-	**-**
Gross carrying amount closing balance	**3,392.27**	**-**	**15.90**	**3,408.17**

** The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.*

3 Reconciliation of ECL balance is given below

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	5.60	-	15.90	**21.50**
New Assets Originated or Purchased	10.32	-	-	**10.32**
Assets derecognised or repaid (excluding write offs)	(3.99)	-	-	**(3.99)**
Transfer to Stage 1	-	-	-	**-**
Transfer to Stage 2	-	-	-	**-**
Transfer to Stage 3	-	-	-	**-**
Amounts written off	**-**	**-**	(15.90)	**(15.90)**
ECL Allowance - Closing Balance	**11.93**	**-**	**-**	**11.93**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	16.39	0.06	4.80	**21.25**
New Assets Originated or Purchased	4.97	-	11.10	**16.07**
Assets derecognised or repaid (excluding write offs)	(15.76)	(0.06)	-	**(15.82)**
Transfer to Stage 1	-	-	-	**-**
Transfer to Stage 2	-	-	-	**-**
Transfer to Stage 3	-	-	-	**-**
Amounts written off	-	-	-	**-**
ECL Allowance - Closing Balance	**5.60**	**-**	**15.90**	**21.50**

4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying securities for the assets secured by book debts.

5 Reconciliation with Note No.7 :

(₹ in Millions)

	As at March 31, 2024	As at March 31, 2023
Gross advances as per Note No. 47.D.1	**4,027.05**	**3,408.17**
Reconciliation		
Unamortised fees	(9.19)	(7.51)
Others	-	(0.03)
Gross advances as per Note No. 7	**4,017.86**	**3,400.63**

E Unsecured business loan

1 Credit quality of assets

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	478.74	-	-	**478.74**
Standard grade	-	-	-	**-**
Sub-standard grade	-	-	-	**-**
Past due but not impaired	-	-	-	**-**
Restructured	**-**	**-**	**-**	**-**
Non Performing				
Individually impaired	-	-	-	**-**
Gross exposure (A)	**478.74**	**-**	**-**	**478.74**
Less: ECL (B)	4.75	-	-	**4.75**
Net exposure (C) = (A - B)	**473.99**	**-**	**-**	**473.99**

#Internal rating grades are classified on below basis

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in Millions)

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**-**	**-**	**-**	**-**
New Assets Originated or Purchased	478.74	-	-	**478.74**
Assets derecognised or repaid (excluding write offs)	-	-	-	**-**
Transfer to Stage 1	-	-	-	**-**
Transfer to Stage 2	-	-	-	**-**
Transfer to Stage 3	-	-	-	**-**
Amounts written off *	**-**	**-**	**-**	**-**
Gross carrying amount closing balance	**478.74**	**-**	**-**	**478.74**

** The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.*

3 Reconciliation of ECL balance is given below

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	-	-	-	**-**
New Assets Originated or Purchased	4.75	-	-	**4.75**
Assets derecognised or repaid (excluding write offs)	-	-	-	**-**
Transfer to Stage 1	-	-	-	**-**
Transfer to Stage 2	-	-	-	**-**
Transfer to Stage 3	-	-	-	**-**
Amounts written off	**-**	**-**	-	**-**
ECL Allowance - Closing Balance	**4.75**	**-**	**-**	**4.75**

4 Details of collateral received against loan portfolio :

Nature of security against advances : Unsecured Advances

5 Reconciliation with Note No.7 :

(₹ in Millions)

	As at March 31, 2024	As at March 31, 2023
Gross advances as per Note No. 47.E.1	**478.74**	**-**
Reconciliation		
Unamortised fees	(3.46)	-
Others	(1.89)	-
Gross advances as per Note No. 7	**473.39**	**-**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

F Home Loans

1 Credit quality of assets

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	35,025.50	-	-	**35,025.50**
Standard grade	849.73	-	-	**849.73**
Sub-standard grade	-	569.80	-	**569.80**
Past due but not impaired	-	489.15	-	**489.15**
Restructured	**-**	92.84	**-**	**92.84**
Credit Impaired				
Non Performing				
Individually impaired	-	-	464.29	**464.29**
Gross exposure (A)	**35,875.23**	**1,151.79**	**464.29**	**37,491.31**
Less: ECL (B)	105.05	185.44	204.45	**494.94**
Net exposure (C) = (A - B)	**35,770.18**	**966.35**	**259.84**	**36,996.37**

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Internal rating grade #				
Performing				
High grade	24,213.99	-	-	**24,213.99**
Standard grade	662.93	-	-	**662.93**
Sub-standard grade	-	841.88	-	**841.88**
Past due but not impaired	-	-	-	**-**
Restructured	-	104.99	-	**104.99**
Credit Impaired				
Non Performing				
Individually impaired	-	-	324.46	**324.46**
Gross exposure (A)	**24,876.92**	**946.87**	**324.46**	**26,148.25**
Less: ECL (B)	82.96	155.98	126.55	**365.49**
Net exposure (C) = (A - B)	**24,793.96**	**790.89**	**197.91**	**25,782.76**

#Internal rating grades are classified on below basis

(₹ in Millions)

Grade	Classification Basis	Stage
High grade	0 DPD	Stage 1
Standard grade	1-30 DPD	Stage 1
Sub-standard grade	31-60 DPD	Stage 2
Past due but not impaired	61-90 DPD	Stage 2
Restructured	<90 DPD & Restructured	Stage 2
Individually impaired	>90 DPD & Restructured	Stage 3

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

2 An analysis of changes in the gross carrying amount (excluding interest) and the corresponding ECL allowances in relation to lending is, as follows:

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**24,876.92**	**946.87**	**324.46**	**26,148.25**
New Assets Originated or Purchased	15,948.67	26.72	1.21	**15,976.60**
Assets derecognised or repaid (excluding write offs)	(4,342.21)	(99.11)	(81.46)	**(4,522.78)**
Transfer to Stage 1	230.25	(198.08)	(32.17)	**-**
Transfer to Stage 2	(620.80)	629.21	(8.41)	**0.00**
Transfer to Stage 3	(202.82)	(135.59)	338.41	**-**
Amounts written off *	(14.78)	(18.23)	(77.75)	**(110.76)**
Gross carrying amount closing balance	**35,875.23**	**1,151.79**	**464.29**	**37,491.31**

** The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.*

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
Gross carrying amount opening balance	**16,114.74**	**1,096.90**	**261.94**	**17,473.58**
New Assets Originated or Purchased	11,819.54	55.91	3.72	**11,879.17**
Assets derecognised or repaid (excluding write offs)	(2,982.21)	(59.40)	(51.10)	**(3,092.71)**
Transfer to Stage 1	411.14	(361.07)	(50.07)	**-**
Transfer to Stage 2	(367.99)	370.37	(2.38)	**(0.00)**
Transfer to Stage 3	(110.84)	(137.26)	248.10	**-**
Amounts written off *	(7.46)	(18.58)	(85.75)	**(111.79)**
Gross carrying amount closing balance	**24,876.92**	**946.87**	**324.46**	**26,148.25**

** The amount written off are subject to enforcement of collaterals and other legal remedies that are available to the Group.*

3 Reconciliation of ECL balance is given below

As at March 31, 2024

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	82.96	155.98	126.55	**365.49**
New Assets Originated or Purchased	35.99	3.28	0.42	**39.69**
Assets derecognised or repaid (excluding write offs)	(7.33)	(1.67)	15.02	**6.02**
Transfer to Stage 1	2.40	(31.51)	(12.39)	**(41.50)**
Transfer to Stage 2	(6.27)	87.87	(3.28)	**78.32**
Transfer to Stage 3	(2.34)	(20.36)	132.77	**110.07**
Amounts written off	(0.36)	(8.15)	(54.64)	**(63.15)**
ECL Allowance - Closing Balance	**105.05**	**185.44**	**204.45**	**494.94**

As at March 31, 2023

(₹ in Millions)

Particulars	Stage I	Stage II	Stage III	Total
ECL Allowance - Opening Balance	80.28	141.29	77.85	**299.42**
New Assets Originated or Purchased	42.33	27.72	8.65	**78.70**
Assets derecognised or repaid (excluding write offs)	(40.79)	(2.13)	1.10	**(41.82)**
Transfer to Stage 1	4.59	(39.79)	(14.38)	**(49.58)**
Transfer to Stage 2	(2.34)	60.90	(0.68)	**57.88**
Transfer to Stage 3	(0.88)	(24.01)	93.19	**68.30**
Amounts written off	(0.23)	(8.00)	(39.18)	**(47.41)**
ECL Allowance - Closing Balance	**82.96**	**155.98**	**126.55**	**365.49**

4 Details of collateral received against loan portfolio :

Nature of security against advances :

Underlying securities for the assets secured by tangible assets - Properties

5 Advances (LTV band wise) :

(₹ in Millions)

LTV ratio	Gross carrying amount of advances	Cumulative loss allowance
<= 50%	12,438.72	90.64
>50% <= 70%	11,409.27	73.31
>70% <=90%	13,179.03	126.54
>90% <=100%	-	-

6 Credit impaired advances (LTV band wise) :

(₹ in Millions)

LTV ratio	Gross carrying amount of advances	Cumulative loss allowance
<= 50%	117.94	48.62
>50% <= 70%	92.67	37.69
>70% <=90%	253.68	118.14
>90% <=100%	-	-

7 Reconciliation with Note No.7 :

(₹ in Millions)

	As at March 31, 2024	As at March 31, 2023
Gross advances as per Note No. 47.F.1	**37,491.31**	**26,148.25**
Reconciliation		
Co lending adjustment	(2.02)	0.01
Interest accrued and overdue on NPA	91.20	55.11
Provision for ECL on Interest income on NPA Loan	(85.64)	(51.83)
Unamortised fees	(295.21)	(338.35)
Others	(124.96)	(12.48)
Gross advances as per Note No. 7	**37,074.68**	**25,800.71**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

48. Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. They have been classified to mature and/or be repaid within 12 months. With regards to loans and advances to customers, the Group uses the same basis of expected repayment as used for estimating the EIR.

(₹ in Millions)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial assets						
Cash and cash equivalents	6,396.49	-	6,396.49	14,765.14	-	14,765.14
Bank Balances other than cash and cash equivalents	135.76	213.96	349.72	213.44	121.63	335.07
Derivative financial instruments	41.05	-	41.05	-	-	-
Trade receivables	1,366.85	-	1,366.85	322.34	-	322.34
Other receivables	52.78	-	52.78	6.92	-	6.92
Loans	37,387.20	96,824.63	134,211.83	19,033.26	75,782.97	94,816.23
Investments	1,659.58	502.71	2,162.29	1,456.58	698.57	2,155.15
Other financial assets	469.43	479.08	948.51	175.65	603.26	778.91
Total financial assets	**47,509.14**	**98,020.38**	**145,529.52**	**35,973.33**	**77,206.43**	**113,179.76**
Non-Financial assets						
Current tax assets (net)	279.24	-	279.24	195.04	-	195.04
Deferred tax assets (net)	-	706.25	706.25	-	476.09	476.09
Property, plant and equipment	-	3,210.08	3,210.08	-	2,839.92	2,839.92
Capital work-in-progress	0.79	-	0.79	-	25.22	25.22
Intangible assets under development	190.37	-	190.37	74.34	73.71	148.05
Other intangible assets	-	285.55	285.55	-	69.67	69.67
Other non-financial assets	825.56	469.61	1,295.17	745.68	333.76	1,079.44
Total non financial assets	**1,295.96**	**4,671.49**	**5,967.45**	**1,015.06**	**3,818.37**	**4,833.43**
Total Assets	**48,805.10**	**102,691.87**	**151,496.97**	**36,988.39**	**81,024.80**	**118,013.19**
LIABILITIES						
Financial liabilities						
Derivative financial instruments	-	-	-	75.72	-	75.72
Payables						
- Trade payables	1,310.76	-	1,310.76	965.82	1.65	967.47
- Other payables	211.32	-	211.32	143.56	1.43	144.99
Debt securities	21.65	1,500.00	1,521.65	2,886.14	1,500.00	4,386.14
Borrowings (other than debt securities)	28,443.30	74,104.18	102,547.48	17,986.49	52,740.38	70,726.87
Other financial liabilities	2,864.25	4,130.19	6,994.44	3,898.08	1,798.59	5,696.67
Total financial liabilities	**32,851.28**	**79,734.37**	**112,585.65**	**25,955.81**	**56,042.05**	**81,997.86**
Non-financial liabilities						
Current tax liability	24.53	-	24.53	12.92	-	12.92
Provisions	115.97	158.93	274.90	83.52	131.44	214.96
Other non financials liabilities	246.18	-	246.18	132.79	-	132.79
Total non-financial liabilities	**386.68**	**158.93**	**545.61**	**229.23**	**131.44**	**360.67**
Total liabilities	**33,237.96**	**79,893.30**	**113,131.26**	**26,185.04**	**56,173.49**	**82,358.53**
Net assets	**15,567.14**	**22,798.57**	**38,365.71**	**10,803.35**	**24,851.31**	**35,654.66**

Classification of assets and liabilities under the maturity buckets is based on the same estimates and assumptions as used by the Group for compiling the return submitted to the RBI. The above is based on the information available with the Group which has been relied upon by the auditors.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

49. Capital Management

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Group. The Group determines the amount of capital required on the basis of annual operating plans and other strategic investment plans. The funding requirements if any will be met through bank borrowings and equity if the need arise.

The primary objectives of the Group's capital management are to ensure that the Group complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholders value. The Group manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. Capital Management, objectives and processes are under constant review by the Board.

50. Change in liabilities arising from financing activities

(₹ in Millions)

FY 2023-24	As at April 01, 2023	Cash flows	Other*	As at March 31, 2024
Debt Securities	4,386.14	(2,666.67)	(197.82)	1,521.65
Borrowings other than debt securities	70,726.87	32,043.74	(223.13)	102,547.48
Total liabilities from financing activities	**75,113.01**	**29,377.07**	**(420.95)**	**104,069.13**

(₹ in Millions)

FY 2022-23	As at April 01, 2022	Cash flows	Other*	As at March 31, 2023
Debt Securities	4,560.88	(176.79)	2.05	4,386.14
Borrowings other than debt securities	43,761.16	27,190.95	(225.24)	70,726.87
Total liabilities from financing activities	**48,322.04**	**27,014.16**	**(223.19)**	**75,113.01**

**includes the effect of amortisation of borrowing cost, interest accrued on borrowings, conversation factor of derivative instruments.*

51. Fair value measurements

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, regardless of whether that price is directly observable or estimated using a valuation technique.

Ind AS 107, 'Financial Instrument - Disclosure' requires classification of the valuation method of financial instruments measured at fair value in the balance Sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to un-adjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair-value-hierarchy under Ind AS 107 are described below:

A Financial instruments by category

1 As at March 31, 2024

(₹ in Millions)

Particulars	FVTPL	Amortised cost	FVTOCI	Total Carrying Value	Fair Value
Financial assets					
Investments					
- Mutual funds	1,553.35	-	-	1,553.35	1,553.35
- Equity instruments	24.32	-	-	24.32	24.32
- Debt Instrument	-	-	-	-	-
- Pass Through Certificates	-	584.62	-	584.62	-
Trade receivables	-	1,366.85	-	1,366.85	-

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in Millions)

Particulars	FVTPL	Amortised cost	FVTOCI	Total Carrying Value	Fair Value
Other Receivables	-	52.78	-	52.78	-
Loans	-	134,211.83	-	134,211.83	-
Cash and cash equivalents	-	6,396.49	-	6,396.49	-
Bank Balances other than above	-	349.72	-	349.72	-
Derivative financial instruments	-	-	41.05	41.05	41.05
Other financial Assets	-	948.51	-	948.51	-
Total financial assets	**1,577.67**	**143,910.80**	**41.05**	**145,529.52**	**1,618.72**
Financial liabilities					
Derivative financial instruments	**-**	**-**	**-**	**-**	**-**
Borrowings (including Debt Securities)	-	104,069.13	-	104,069.13	-
Trade payables	-	1,522.08	-	1,522.08	-
Other financial liabilities	-	6,994.44	-	6,994.44	-
Total financial liabilities	**-**	**112,585.65**	**-**	**112,585.65**	**-**

2 As at March 31, 2023

(₹ in Millions)

Particulars	FVTPL	Amortised cost	FVTOCI	Total Carrying Value	Fair Value
Financial assets					
Investments					
- Mutual funds	1,364.72	-	-	1,364.72	1,364.72
- Commercial Paper	-	-	-		-
- Equity instruments	-	-	-	-	-
- Debt Instrument	-	-	-	-	-
- Pass Through Certificates	-	790.43	-	790.43	-
Trade receivables	-	322.34	-	322.34	-
Other Receivables	-	6.92	-	6.92	-
Loans	-	94,816.23	-	94,816.23	-
Cash and cash equivalents	-	14,765.14	-	14,765.14	-
Bank Balances other than above	-	335.07	-	335.07	-
Other financial Assets	-	778.91	-	778.91	-
Total financial assets	**1,364.72**	**111,815.04**	**-**	**113,179.76**	**1,364.72**
Financial liabilities					
Derivative financial instruments	-	-	75.72	75.72	75.72
Borrowings (including Debt Securities)	-	75,113.01	-	75,113.01	-
Trade payables	-	1,112.46	-	1,112.46	-
Other financial liabilities	-	5,696.67	-	5,696.67	-
Total financial liabilities	**-**	**81,922.14**	**75.72**	**81,997.86**	**75.72**

51.B Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

B. 1 Financial assets and liabilities measured at fair value - recurring fair value measurements

(₹ in Millions)

As at March 31, 2024	Carrying Amount	Fair Value			Total
		Level 1	Level 2	Level 3	
Financial assets					
Financial Investments at FVTPL					
Listed equity investments	24.32	24.32	-	-	24.32
Mutual funds	1,553.35	1,553.35	-	-	1,553.35
Derivative financial instruments	41.05		41.05		41.05
Total financial assets	**1,618.72**	**1,577.67**	**41.05**	**-**	**1,618.72**
Financial liabilities					
Derivative financial instruments	-	-	-	-	-
Total financial liabilities	**-**	**-**	**-**	**-**	**-**

(₹ in Millions)

As at March 31, 2023	Carrying Amount	Fair Value			Total
		Level 1	Level 2	Level 3	
Financial assets					
Financial Investments at FVTPL					
Listed equity investments	-	-	-	-	-
Mutual funds	1,364.72	1,364.72	-	-	1,364.72
Total financial assets	**1,364.72**	**1,364.72**	**-**	**-**	**1,364.72**
Financial liabilities					
Derivative financial instruments	75.72	-	75.72	-	75.72
Total financial liabilities	**75.72**	**-**	**75.72**	**-**	**75.72**

B. 2 Assets and liabilities which are measured at amortised cost for which fair values are disclosed

(₹ in Millions)

As at March 31, 2024	Carrying Amount	Fair Value			Total Fair Value
		Level 1	Level 2	Level 3	
Financial assets					
Cash and cash equivalents	6,396.49	-	-	-	6,396.49
Bank Balance other than above	349.72	-	-	-	349.72
Trade Receivable	1,366.85	-	-	-	1,366.85
Other Receivable	52.78	-	-	-	52.78
Loans					
Loans to employees	11.00	-	-	-	11.00
Loans - SME,CF,IRL,HL,GL&UBL etc.	136,767.66	-	-	136,818.47	136,818.47
Investments					
Debt Instrument	-	-	-	-	-
Pass Through Certificates	584.62	-	-	584.62	584.62
Other financial assets	948.51	-	-	948.51	948.51
Total financial assets	**146,477.63**	**-**	**-**	**138,351.60**	**146,528.44**
Financial Liabilities					
Trade Payable	1,522.08	-	-	1,522.08	1,522.08
Debt Securities	1,521.65	-	1,521.65	-	1,521.65
Borrowings other than Debt Securities	102,547.48	-	-	102,547.48	102,547.48
Other Financial Liabilities	6,994.44	-	-	6,994.44	6,994.44
Total financial liabilities	**112,585.65**	**-**	**1,521.65**	**111,064.00**	**112,585.65**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in Millions)

As at March 31, 2023	Carrying Amount	Fair Value			Total Fair Value
		Level 1	Level 2	Level 3	
Financial assets					
Cash and cash equivalents	14,765.14	-	-	-	14,765.14
Bank Balance other than above	335.07	-	-	-	335.07
Trade Receivable	322.34	-	-	-	322.34
Other Receivable	6.92	-	-	-	6.92
Loans					
Loans to employees	3.43	-	-	-	3.43
Loans - SME,CF,IRL,GL&HL	96,607.27	-	-	92,796.33	92,796.33
Investments					
Debt Instrument	-	-	-	-	-
Pass Through Certificates	790.43	-	-	790.43	790.43
Other financial assets	778.91	-	-	778.91	778.91
Total financial assets	**113,609.51**	**-**	**-**	**94,365.67**	**109,798.57**
Financial liabilities					
Trade Payable	1,112.46	-	-	1,112.46	1,112.46
Debt Securities	4,386.14	-	4,386.14	-	4,386.14
Borrowings other than Debt Securities	70,726.87	-	-	70,726.87	70,726.87
Other Financial Liabilities	5,696.67	-	-	5,696.67	5,696.67
Total financial liabilities	**81,922.14**	**-**	**4,386.14**	**77,536.00**	**81,922.14**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Short-term financial assets and liabilities For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include cash and cash equivalents, trade receivables, balances other than cash and cash equivalents and trade payables without a specific maturity

52. Risk Disclosures

Group's risk is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities. The Group is exposed to credit risk, liquidity risk and interest rate risk. It is the Group's policy to ensure that a robust risk awareness is embedded in its organizational risk culture

A Credit risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

1 Impairment assessment

a) Exposure at Default

The Exposure at Default is an estimate of the exposure at a future default date including the undrawn commitments. EAD is taken as the gross exposure under a facility upon default of an obligor. The principal outstanding, overdue principal, accrued interest, overdue interest less excess received from the customers is considered as EAD for the purpose of ECL computation.

The advances have been bifurcated into following three stages:

Stage 1- All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The Group classifies all standard advances (past due for 0 to30 days) under this category. Stage 1 loans also include facilities where the credit risk has reduced and the loan has been reclassified from Stage 2 or Stage 3

Stage 2 – All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. Financial assets with days past due for 31 to 90 days are classified under this stage and lifetime ECL is recognised on such financial assets. Stage 2 loans also include facilities where the credit risk has reduced, and the loan has been reclassified from Stage 3.

Stage 3 – All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. More than 90 days Past Due is considered as default for classifying a financial instrument as credit impaired.

b) Significant increase in credit risk

The Group continuously monitors all assets subject to ECLs. In order to determine whether an instrument or a portfolio of instruments is subject to 12 months ECL or lifetime ECL, the Group assesses whether there has been a significant increase in credit risk since initial recognition. The Group considers an exposure to have significantly increased in credit risk if contractual payments are more than 30 days past due.

c) Definition of default and cure

The Group considers a financial instrument defaulted and therefore Stage 3 (credit impaired) for ECL calculations in all cases when the borrower becomes more than 90 days past due on its contractual payments.

As a part of a qualitative assessment of whether a customer is in default, the Group also considers a variety of instances that may indicate inability to pay. When such events occur, the Group carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate. Such events include:

a) Significant financial difficulty of the borrower or issuer;

b) A breach of contract such as a default or past due event;

c) The restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise; or

d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganization

It is the Group's policy to consider a financial instrument as 'cured' and therefore re-classified out of Stage 3 when the borrower makes necessary payments & the borrower is not 90 days past due after such payments. The decision whether to classify an asset as Stage 2 or Stage 1 once cured depends on the updated credit grade, at the time of the cure, and whether this indicates there has been a significant increase in credit risk compared to initial recognition.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

d) Probability of Default (PD) estimation process

Probability of default (PD) is defined as the likelihood of default over a particular time horizon. The PD of an obligor is a fundamental risk parameter in credit risk analysis and depends on obligor specific as well as macroeconomic risk factors.

a) The Group has applied 12 months PD to stage 1 advances

b) The Lifetime PD is computed using basic exponentiation technique after considering the residual maturity of the respective loan.

c) PD of 100% is considered for Stage 3 assets.

Days past due are a primary input for the determination of the PD for exposures. The Group collects performance and default information about its credit risk exposures analyzed by portfolio. For some portfolios, rating based published information is used.

The Group employs statistical models to analyze the data collected and generate estimates of the remaining lifetime PD of exposures and how these are expected to change as a result of the passage of time. Such statistical models are selected considering the availability of information related to the probability of default for each product. This analysis includes the identification and calibration of relationships between changes in default rates and changes in key macro-economic factors.

For the purpose of determination of impact of forward looking information, the Group applies various macro economic (ME) variables as stated above to each portfolio and assess the trend of the historical probability of defaults as compared to the forecasted probability of default. Based on the directional trend of output, management applies an overlay if required. Overtime, new ME variable may emerge to have a better correlation and may replace ME being used now.

The loans are segmented into homogenous product categories to determine the historical PD/LGD as per similar risk profiles, this segmentation is subject to regular review For portfolios in respect of which the Company has limited historical data, external benchmark information is used to supplement the internally available data.

The Group does not have any historic data of default in case of Gold Loan portfolio, so it has relied upon the published data of competitors. In case of Unsecured business loan, it has relied upon the public data of partners with their existing customers of the similar behavioral vintage

e) Loss Given Default (LGD)

Loss Given Default (LGD) is defined as the loss rate on the exposure, given the borrower has defaulted. LGD is being calculated for all financial instruments under risk parameter approach by way of evaluation of historical data on defaults, recovery amounts, collateral liquidation, direct expenses, and opportunity cost for each default. LGD has been computed using the volatility-based model in case of Gold Loan portfolio. LGD has been computed by using the FIRB (Foundation Internal Rating Based) in case of Unsecured business loan

f) Forward looking information

In its ECL models, the Group relies on a broad range of forward looking information as economic inputs, such as. GDP growth, Consumer Price Index, Unemployment rate, Lending Interest Rate etc The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material.

A.2 Collateral and other credit enhancements

The Group holds collateral and other credit enhancements against certain of its credit exposures. The loans are collateralized against equitable mortgage of property, pledge of shares, hypothecation of assets, physical gold jewellery, undertaking to create security.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

Management monitors the market value of collateral and will request additional collateral in accordance with the underlying agreement. In case of defaults by customers, where the Group is unable to recover the dues, the Group through a legal process enforces the security and recovers the dues.

B Liquidity risk and funding management

Liquidity risk is defined as the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Group might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances. Such scenarios could occur when funding needed for illiquid asset positions is not available to the Group on acceptable terms. To limit this risk, management has arranged for diversified funding sources and adopted a policy of managing assets by monitoring future cash flows and liquidity on a daily basis.

Liquidity risk is managed in accordance with Asset Liability Management Policy. This policy is framed as per the current regulatory guidelines and is approved by the Board of Directors of the NBFC's entity. The Asset Liability Management Policy is reviewed periodically to incorporate changes as required by regulatory stipulation or to realign the policy with changes in the economic landscape. The Asset Liability Committee (ALCO) of the Group formulates and reviews strategies and provides guidance for management of liquidity risk within the framework laid out in the Asset Liability Management Policy.

1 The table below summarises the maturity profile of the undiscounted cash flow of the Group's financial liabilities:

As at March 31, 2024

(₹ in Millions)

		Debt Securities	Borrowings	Trade Payable	Lease liability	Other Financial Liability
1	upto 30/31 days	-	1,936.12	1,522.08	47.66	4,344.01
2	Over 1 month upto 2 months	59.38	2,054.80	-	47.67	-
3	Over 2 months upto 3 months	-	3,908.63	-	47.66	58.77
4	Over 3 months to 6 months	38.57	11,111.21	-	143.05	-
5	Over 6 months to 1 year	77.19	15,213.53	-	285.44	-
6	Over 1 year to 3 years	306.90	48,049.53	-	1,169.45	-
7	Over 3 year to 5 years	306.90	27,002.83	-	1,003.34	-
8	Over 5 years	1,576.09	7,446.70	-	1,282.47	-
Total		**2,365.03**	**116,723.35**	**1,522.08**	**4,026.74**	**4,402.78**

As at March 31, 2023

(₹ in Millions)

		Debt Securities	Borrowings	Trade Payable	Lease liability	Other Financial Liability
1	upto 30/31 days	-	1,416.58	1,112.46	33.98	3,729.18
2	Over 1 month upto 2 months	2,386.16	1,234.73	-	33.92	-
3	Over 2 months upto 3 months	581.99	3,043.10	-	41.24	38.62
4	Over 3 months to 6 months	230.14	6,077.62	-	94.36	-
5	Over 6 months to 1 year	77.31	11,765.11	-	201.31	-
6	Over 1 year to 3 years	306.94	34,635.23	-	813.06	-
7	Over 3 year to 5 years	306.86	20,279.03	-	733.80	-
8	Over 5 years	1,768.27	8,508.87	-	1,128.80	-
Total		**5,657.67**	**86,960.27**	**1,112.46**	**3,080.47**	**3,767.80**

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

C Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The core business of the Group is providing loans to MSME, Construction Finance, Indirect lending, Gold loan, Housing Loan and Unsecured business loan. The Group borrows through various financial instruments to finance its core lending activity. These activities expose the Group to interest rate risk.

Interest rate risk is measured through earnings at risk from an earnings perspective and through duration of equity from an economic value perspective. Further, exposure to fluctuations in interest rates is also measured by way of gap analysis, providing a static view of the maturity and re-pricing characteristic of Balance sheet positions. An interest rate sensitivity gap report is prepared by classifying all rate sensitive assets and rate sensitive liabilities into various time period categories according to contracted/behavioral maturities or anticipated re-pricing date. The difference in the amount of rate sensitive assets and rate sensitive liabilities maturing or being re-priced in any time period category, gives an indication of the extent of exposure to the risk of potential changes in the margins on new or re-priced assets and liabilities.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being considered as constant) of the Group's statement of profit and loss and equity.

1 FY 2023-24

(₹ in Millions)

Financial Instruments Type	Increase / (decrease) in basis points (bps)	Sensitivity of profit or loss		Sensitivity of equity	
a. Loans	50 bps Up	Impact on Profit before Tax	544.46	Impact on equity	409.15
	100 bps Up		1,088.92		818.29
	50 bps Down		(544.46)		(409.15)
	100 bps Down		(1,088.92)		(818.29)
b. Borrowings	50 bps Up	Impact on Profit before Tax	(514.10)	Impact on equity	(386.42)
	100 bps Up		(1,028.21)		(772.84)
	50 bps Down		514.10		386.42
	100 bps Down		1,028.21		772.84

1 FY 2022-23

(₹ in Millions)

Financial Instruments Type	Increase / (decrease) in basis points (bps)	Sensitivity of profit or loss		Sensitivity of equity	
a. Loans	50 bps Up	Impact on Profit before Tax	429.65	Impact on equity	321.15
	100 bps Up		859.30		642.30
	50 bps Down		(429.65)		(321.15)
	100 bps Down		(859.30)		(642.30)
b. Borrowings	50 bps Up	Impact on Profit before Tax	(355.52)	Impact on equity	(265.74)
	100 bps Up		(711.04)		(531.48)
	50 bps Down		355.52		265.74
	100 bps Down		711.04		531.48

D 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 Group 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 maker-checker controls, effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

E Capital Management :

Group's capital management objective is primarily to safeguard business continuity. The Group's cashflows are regularly monitored in sync with annual operating plans and long-term and other strategic investment plans. The operational funding requirements are met through debt and operating cash flows generated. The Group believes this approach would create shareholder value in long run. Also, the Group has adopted a conservative approach for ALM management with primacy to adequate liquidity. At present a large portion of the Group's resource base is equity. Therefore the Group has a low gearing.

The Group maintains its capital structure in line with economic conditions and the risk characteristics of its activities and the board reviews the capital position on a regular basis.

Gearing ratio :

The gearing ratio at each date were as follows :

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
a. Debt (I)*	106,660.79	77,041.88
b. Cash and bank balances (II)#	2,762.61	11,212.54
c. Net debt (I - II)	103,898.18	65,829.34
d. Total equity	38,365.71	35,654.66
e. Net debt to equity ratio	**2.71**	**1.85**

** Debt includes debt securities, borrowings and lease liability.*

 # Cash and bank balance is net of book overdraft

53. Additional information pursuant to para 2 of general instructions for the preparations of Consolidated Financial Statements

	Net Assets #		Share in Profit or Loss		Share in Other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	Amount *	As % of Consolidated Profit or Loss	Amount *	As % of Consolidated other comprehensive income	Amount *	As % of total Comprehensive income	Amount *
Holding								
1 Capri Global Capital Limited	79.14%	30,364.37	72.37%	2,021.94	86.08%	(43.95)	72.11%	1,977.99
Subsidiaries (Indian)								
1 Capri Global Housing Finance Limited	20.60%	7,901.55	24.07%	672.43	13.92%	(7.11)	24.26%	665.32
2 Capri Loans Car Platform Private Limited	0.26%	99.79	3.57%	99.69	0.00%	-	3.63%	99.69
Total	**100.00%**	**38,365.71**	**100.00%**	**2,794.06**	**100.00%**	**(51.06)**	**100.00%**	**2,743.00**

 # : Net Assets = total assets minus total liability

** - Amounts net off elimination*

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

54. Related Party Disclosure

A List of Related parties

List of related parties and relationship with related parties where control exists or transactions have taken place during the year:

(₹ in Millions)

No.	Name of the Related Party	Relationship
I	**Enterprises over which Management and/or their relatives have control**	
	Capri Global Holdings Private Limited	
	Parshwanath Buildcon Private Limited	
	Carlelo Private Limited (w.e.f. July 01, 2023)	
II	**Key Management Personnel**	
	Mr. Rajesh Sharma	Managing Director (Chief Financial Officer upto October 30, 2023)
	Mr. Partha Chakraborti	Chief Financial Officer (w.e.f. October 31, 2023)
	Mr. Beni Prasad Rauka	Independent Director (upto March 31, 2024)
	Ms. Bhagyam Ramani	Independent Director (upto March 31, 2024)
	Mr. Mukesh Kacker	Independent Director (upto March 31, 2024)
	Mr. Ajit Mohan Sharan	Independent Director
	Mr. Desh Raj Dogra	Independent Director
	Mr. T.R. Bajalia	Independent Director
	Mr. L V Prabhakar	Independent Director (w.e.f. February 02, 2024)
	Ms. Nupur Sunil Mukherjee	Independent Director (w.e.f. February 02, 2024)
	Mr. Subramanian Ranganathan	Independent Director (w.e.f. January 13, 2024)
	Mr. Shishir Priyadarshi	Independent Director (w.e.f. February 02, 2024)
	Mr. Amit Setia	Independent Director (w.e.f. October 16, 2023)
	Mr. Vinod Hiran	Independent Director (w.e.f. October 16, 2023)
	Mr. Gaurav Aggarwal	Independent Director (w.e.f. October 16, 2023)
III	**Relative of Key Management Personnel**	
	Mr. Pranay Rauka	Son of Beni Prasad Rauka
	Ms. Jinisha Sharma	Daughter of Rajesh Sharma
IV	**Trust under common control**	
	Capri Foundation	
	CGCL Employees Group Gratuity Assurance Scheme (Formerly known as Money Matters Financial Services Limited Employee Group Gratuity Assurance Scheme)	
	CGHFL Employees Group Gratuity Assurance Scheme (Formerly known as Money Matters Financial Services Limited Employee Group Gratuity Assurance Scheme)	

B Transactions with Related parties during the year

(₹ in Millions)

No.	Nature of Transaction	Relationship	Name of Party	For the year Ended March 31, 2024	For the year Ended March 31, 2023
I.	**EXPENSES**				
1	**Rent Paid**	Enterprises over which management and/or their relatives have control	Parshwanath Buildcon Private Limited	0.34	0.36
			Capri Global Holding Private Limited	0.47	0.14
2	**Commission Paid**	Enterprises over which management and/or their relatives have control	Carlelo Private Ltd	0.08	-
3	**Interest expenses**	Enterprises over which management and/or their relatives have control	Capri Global Holding Private Limited	2.35	
4	**Salaries, Commission and other benefits**	Key Management Personnel	Mr. Rajesh Sharma	3.60	3.60
			Mr. Partha Chakraborti	9.90	-
		Relative of Key Management Personnel	Mr. Pranay Rauka	2.11	0.88
			Ms. Jinisha Sharma	2.40	0.80
5	**Director Sitting Fees**	Key Management Personnel	Mr. Beni Prasad Rauka	2.82	3.08
			Ms. Bhagyam Ramani	4.10	3.91
			Mr. Mukesh Kacker	0.87	1.42
			Mr. Desh Raj Dogra	0.87	1.25
			Mr. Ajit Sharan	0.71	1.04
			Mr. L V Prabhakar	0.11	-
			Ms. Nupur Sunil Mukherjee	0.11	-
			Mr. S Ranganathan	1.02	-
			Mr. Shishir Priyadarshi	0.11	-
			Mr. T.R. Bajalia	0.15	0.60
6	**Employee Benefits**	Trust under common control	Money Matters Financial Services Limited Employees Group Gratuity Assurance Scheme	28.73	13.30
7	**Donation - Corporate Social Responsibility**	Trust under common control	Capri Foundation	0.40	-
III.	**Balance Sheet Items (Transaction during year):**				
1	**Borrowing through ICD**	Enterprises over which Management and/or their relatives have control	Capri Global Holdings Private Limited	330.00	-

C Closing balances with Related parties as at year end

(₹ in Millions)

No.	Nature of Transaction	Relationship	Name of Party	For the year Ended March 31, 2024	For the year Ended March 31, 2023
1	**Borrowing through ICD**	Enterprises over which Management and/or their relatives have control	Capri Global Holdings Private Limited	330.00	-

55. Fraud Reporting

(₹ in Millions)

Particulars	For the year Ended March 31, 2024	For the year Ended March 31, 2023
Fraud reported by Holding Company to Reserve Bank of India (RBI) through prescribed returns.	22.08	-
Fraud reported by a subsidiary Company to National Housing Bank (NHB) through prescribed returns.	-	-

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

56. Details of all collateral used as security for liabilities

(₹ in Millions)

Particulars		Carrying amount of financial assets pledged as at March 31,	
		2024	2023
Assets type			
a.	Loans receivable as collateral under lending agreements	135,571.37	96,004.98
b.	Loans receivable as collateral under PTC agreements	584.62	790.43
c.	Receivables from investment in securities as collateral	1,553.35	1,364.72
d.	Cash and other bank balance collateral under lending agreements	6,541.77	12,810.08

57. Employee Stock Option

The Holding company has granted Employee Stock Options (ESOP) under the Employee Stock Option Scheme 2009 (ESOP 2009) to employees of the Holding and a subsidiary company (CGHFL) spread over a period 1 to 4 years.

Employee Stock Option Plans

A Summary of the general terms of grants under stock options plans are as under: -

(₹ in Millions)

Name of Plan	As at March 31, 2024		As at March 31, 2023	
	No. of options under the Plan	Range of Exercise Price	No. of options under the Plan	Range of Exercise Price
Employee Stock Option Plan	8,849,194	₹ 0.50 to ₹ 187.50	12,241,600	₹ 0.50 to ₹ 130

The activity of the Stock Plans is summarised below: No. of shares & price reclassified based on ₹ 1 after split of shares and issue of bonus shares

(₹ in Millions)

Particulars	Year ended			
	As at March 31, 2024		As at March 31, 2023	
	Numbers	Exercise Price/ Vesting Price (₹)	Numbers	Exercise Price/ Vesting Price (₹)
Outstanding at the beginning of the year	2,098,400	0.50	2,261,600	0.50
	168,000	17.50	798,000	17.50
	1,039,200	25.00	1,153,600	25.00
	56,000	32.50	90,000	32.50
	200,000	43.50	200,000	43.50
	80,000	48.73	80,000	48.73
	280,000	56.25	280,000	56.25
	3,400,000	62.50	3,500,000	62.50
	4,000,000	75.00	3,800,000	75.00
	300,000	106.25	-	-
	400,000	112.50	-	-
	100,000	125.00	-	-
	80,000	127.50	-	-
	40,000	130.00	-	-
Granted	-	-	800,000	75.00
	-	-	300,000	106.25
	-	-	400,000	112.50
	-	-	100,000	125.00
	-	-	80,000	127.50
	-	-	40,000	130.00
	320,000	185.00	-	-
	200,000	187.50	-	-

(₹ in Millions)

Particulars	Year ended			
	As at March 31, 2024		As at March 31, 2023	
	Numbers	Exercise Price/ Vesting Price (₹)	Numbers	Exercise Price/ Vesting Price (₹)
Exercised	161,136	0.50	51,600	0.50
	36,000	17.50	630,000	17.50
	110,460	25.00	26,400	25.00
	12,000	32.50	24,000	32.50
	9,000	43.50	-	-
Forfeited, expired and cancelled	346,470	0.50	111,600	0.50
	36,000	17.50	88,000	25.00
	598,340	25.00	10,000	32.50
	12,000	32.50	100,000	62.50
	51,000	43.50	600,000	75.00
	60,000	62.50	-	-
	2,400,000	75.00	-	-
	80,000	185.00	-	-
Outstanding at the end of the year	1,590,794	0.50	2,098,400	0.50
	96,000	17.50	168,000	17.50
	330,400	25.00	1,039,200	25.00
	32,000	32.50	56,000	32.50
	140,000	43.50	200,000	43.50
	80,000	48.73	80,000	48.73
	280,000	56.25	280,000	56.25
	3,340,000	62.50	3,400,000	62.50
	1,600,000	75.00	4,000,000	75.00
	300,000	106.25	300,000	106.25
	400,000	112.50	400,000	112.50
	100,000	125.00	100,000	125.00
	80,000	127.50	80,000	127.50
	40,000	130.00	40,000	130.00
	240,000	185.00	-	-
	200,000	187.50	-	-
Of the above, Options excercisable	823,594	0.50	496,200	0.50
	96,000	17.50	72,000	17.50
	330,400	25.00	712,800	25.00
	60,000	43.50	60,000	43.50
	24,000	48.73	-	-
	24,000	56.25	-	-

(₹ in Millions)

Particulars	For the year Ended March 31,	
	2024	2023
The weigted average fair value of the new ESOPs granted during the year	₹ 66.91 per share	₹ 117.68 per share

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

The following table summarises information about stock option plans

(₹ in Millions)

Exercise Price (₹)	As at March 31, 2024		As at March 31, 2023	
	Numbers	Weighted Average Remaining Life (months)	Numbers	Weighted Average Remaining Life (months)
0.50	1,590,794	5.14	2,098,400.00	10.86
17.50	96,000	0.03	168,000.00	4.51
25.00	330,400	0.03	1,039,200.00	2.10
32.50	32,000	5.67	56,000.00	12.64
43.50	140,000	3.25	200,000.00	8.86
48.73	80,000	11.76	80,000.00	23.24
56.25	280,000	19.38	280,000.00	31.50
62.50	3,340,000	21.49	3,400,000.00	33.69
75.00	1,600,000	27.30	4,000,000.00	37.01
106.25	300,000	27.55	300,000.00	39.75
112.50	400,000	27.75	400,000.00	39.95
125.00	100,000	27.65	100,000.00	39.85
127.50	80,000	28.95	80,000.00	41.15
130.00	40,000	29.32	40,000.00	41.52
185.00	240,000	50.37	-	-
187.50	200,000	39.40	-	-

Fair value methodology

The fair value of ESOP are measured using Black-scholes-merton formula. Measurement input includes share price on measurement date, exercise date of the instrument, exercise price, expected life, risk free interest rate, expected dividend yield, expected volatility.

The following table summarizes the assumptions used in calculating the grant date fair value.

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
Expected life of the options	3 to 5 Years	2.5 to 5 Years
Expected volatility	40%	40% to 50%
Expected dividend yield	0.18% p.a	0.18% to 0.30% p.a
Risk-free interest rate	7.00% to 7.08% p.a	7.09% to 7.39% p.a

Expected life of the options: Expected life of the options is the period for which the company expects the options to be live. The minimum life of a stock option is the minimum period before which the options cannot be exercised, and the maximum life is the period after which the options cannot be exercised.

Expected volatility: The measure of volatility used in ESOP pricing model is the annualised standard deviation of the continuously compounded rates of return (calculated by log function) on the share over a period prior to the date of grant corresponding to the expected life of the option.

Expected dividend yield: Expected dividend yield has been calculated as an average of dividend yields of six financial years preceding the date of grant. The expected dividend yield for the year is derived by dividing the dividend per share by the share price as on dividend effective date.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

Risk-free interest rate: The rate used to discount employee benefit obligations reflects the estimated timing of benefit payments and the currency in which the benefits are to be paid. We have used the Discount Rate which relates to the par-yield rate available on ZYC Government Securities (G. Sec.) for the tenure of the expected life of options. (Ref: G Sec. rates available through www.fbil.org.in with prices/yields published by FBIL).

(₹ in Millions)

Particulars		For the year Ended March 31, 2024	For the year Ended March 31, 2023
a.	Weighted average market price of the ESOPs exercised	₹ 186.73 per share	₹ 180.59 per share
b.	ESOP cost recognised in the Statement of Profit and Loss (₹ in million)	85.70	161.59

(₹ in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023
Receivable from the subsidiary company (CGHFL) with which employees are employed (Amount receivable is difference between the exercise price and fair value of the options)	1.47	1.61

58. Expenditure in Foreign Currency

(₹ in Millions)

Particulars		FY 2023-24	FY 2022-23
a.	Software expenses	5.22	5.15
b.	Professional expenses	7.69	9.24

59. Disclosure for insurance commission as required unde Insurance Regulatory and Development Authority (IRDA) Regulation

(₹ in Millions)

Name of the Insurance Company		FY 2023-24	FY 2022-23
i)	Care Health Insurance Limited	22.75	-
ii)	ICICI Lombard General Insurance Company Limited	12.90	-
iii)	Niva Bupa Health Insurance Company Limited	3.10	-
iv)	ICICI Prudential Life Insurance Company Limited	2.43	-
Total		**41.18**	**-**

60. Other Statutory Information:

60.1 The Group had not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

60.2 The Group does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

60.3 The Group has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

60.4 The Group did not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

(₹ in Millions)

No.	Name of the struck off company	Nature of Transactions	FY 2023-24	
			Balance outstanding Amount in ₹	Relationship with the struck-off company
1	Kothari Intergroup Limited	Equity shares investor	40.00	Shareholder of the company
2	Raj Rajeshwari Hotel Limited	Conference Service	-	No
3	Netclick Infocomm Private Limited	Internet Service	3,500.00	No

(₹ in Millions)

No.	Name of the struck off company	Nature of Transactions	FY 2023-23	
			Balance outstanding Amount in ₹	Relationship with the struck-off company
1	Payal Financial Services Private Limited	Professional Fees	-	No
2	Jabalpur Jantantra Diginet Private Limited	Internet Service	-	No
3	Talopp HR Consulting Private Limited	Recruitment Service	-	No
4	Netclick Infocomm Private Limited	Internet Service	-	No

60.5 The Group did not have any charges or satisfaction which were yet to be registered with ROC beyond the statutory period.

60.6 The Group has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries), with the understanding that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

60.7 The Group has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

60.8 The Group did not have any transaction which had not been recorded in the books of account that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

60.9 The Group has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.

60.10 The Group has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

60.11 The Group has not revalued Intangible assets during the year.

60.12 Quarterly returns or statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.

60.13 Compliance with approved Scheme(s) of Arrangements: Not applicable

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

60.14 Borrowed funds have been utilised for the purpose they have been sanctioned and share premium has been utilised in working capital.

60.15 The title deeds of immovable properties are held in the name of the Holding Company.

60.16 The Group has not traded or invested in crypto currency or virtual currency during the financial year.

60.17 The Holding Company has registered with Insurance Regulatory and Development Authority of India (IRDAI) as Corporate agent vide CA0881 dated December 07, 2023.

60.18 Details of loans given, investments made and guarantee given u/s 186 (2) of the Companies Act, 2013.

The Group has not given loan or guarantee and has not made investments u/s 186(2) of the Companies Act 2013.

61. Figures for the previous years have been regrouped/rearranged wherever considered necessary to conform to the figures presented in the current year.

62. Accounting Software Used for maintenance of Books of Accounts

As per the requirements of rule 3(1) of the Companies (Accounts) Rules 2014, the Group uses only such accounting software for maintaining its books of account that have a feature of recording audit trail of each and every transaction creating an edit log of each change made in the books of account along with the date when such changes were made within such accounting software. This feature of recording audit trail has operated throughout the year and was not disabled or tampered with during the year, except for the situations noted below wherein during the year the audit trail feature was not enabled for –

a) Customer masters in two accounting software;

b) Databases maintained in accounting software;

Further, in case of one accounting software, where though the audit trails are maintained by the Group, the Group could not generate audit log to substantiate that the audit trail feature has not been tempered anytime during the year.

Further, for two accounting software, which have been discontinued/sunset during the year, the Group could not extract the data to substantiate that the feature of recording audit trail was operated throughout the year.

In terms of our report attached

For **M M Nissim & Co LLP**
Chartered Accountants
(Firm's Registration No. 107122W/W100672)

Sd/-
Manish Singhania
Partner
Membership No. - 155411
Place : Mumbai
May 08, 2024

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: L65921MH1994PLC173469

Sd/-
Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 08, 2024

Sd/-
Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 08, 2024

Sd/-
Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 08, 2024

Sd/-
Partha Chakraborti
Chief Financial Officer
Place : Mumbai
May 08, 2024

Annexure - A

Form Aoc -1

(Pursuant to first proviso to Sub Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part "A": Subsidiaries

(₹. in millions)

Particulars	Capri Global Housing Finance Limited	Capri Loans Car Platform Private Limited
Reporting Period of the Subsidiary if Different from the Holding Company's Reporting Period	NA	NA
Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	NA	NA
Share Capital	788.08	0.10
Reserves & Surplus	7,113.48	99.69
Total Assets	44,820.20	758.79
Total Liabilities	36,918.64	659.00
Investments	1,596.83	0.00
Turnover	4,871.90	551.04
Profit/(Loss) Before Taxation	906.80	133.22
Provision for Taxation	189.81	33.53
Profit after Taxation*	716.99	99.69
Proposed Dividend	-	-
% of Shareholding	100	100

***PAT without considering the Other Comprehensive Income.**

Notes:	NIL	NIL
1. Names of subsidiaries which are yet to commence operations:	NIL	NIL
2. Names of subsidiaries which have been liquidated or sold during the year :		

Part "B": Associate and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:
Not Applicable

For and on behalf of the Board of Directors of
Capri Global Capital Limited
CIN: L65921MH1994PLC173469

Sd/-
Rajesh Sharma
Managing Director
DIN 00020037
Place : Mumbai
May 08, 2024

Sd/-
Subramanian Ranganathan
Independent Director
DIN 00125493
Place : Mumbai
May 08, 2024

Sd/-
Yashesh Bhatt
Company Secretary
ACS-20491
Place: Mumbai
May 08, 2024

Sd/-
Partha Chakraborti
Chief Financial Officer
Place : Mumbai
May 08, 2024

Corporate Information

BOARD OF DIRECTORS

Mr. L. V. Prabhakar
Chairman and Non-Executive Independent Director
(w.e.f. January 27, 2024)

Mr. Rajesh Sharma
Managing Director

Mr. S. Ranganathan
Non-Executive Independent Director
(w.e.f. October 31, 2023)

Mr. Ajit Mohan Sharan
Non-Executive Independent Director
(Reappointed w.e.f. April 01, 2024)

Mr. Desh Raj Dogra
Non-Executive Independent Director

Ms. Nupur Mukherjee
Non-Executive Independent Director
(w.e.f. January 27, 2024)

Mr. Shishir Priyadarshi
Non-Executive Independent Director
(w.e.f. January 27, 2024)

Mr. Beni Prasad Rauka
Ms.Bhagyam Ramani
Mr. Mukesh Kacker
(Ceased to be the Independent Directors
w.e.f. March 31, 2024)

CHIEF FINANCIAL OFFICER (CFO)

Mr. Partha Chakraborti
(w.e.f. October 31, 2023)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Yahsesh Bhatt
Sr. Vice President & Company Secretary

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. S.Ranganathan - Chairman
Mr. Ajit Sharan - Member
Mr. Shishir Priyadarshi - Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Ms. Nupur Mukherjee - Chairperson
Mr. S. Ranganathan - Member
Mr. Rajesh Sharma - Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Ajit Sharan - Chairman
Mr. S. Ranganathan - Member
Mr. Desh Raj Dogra - Member

RISK MANAGEMENT COMMITTEE

Mr. L.V. Prabhakar - Chairman
Mr. Rajesh Sharma - Member
Mr. S. Ranganathan - Member
Mr. Desh Raj Dogra - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. S. Ranganathan - Chairman
Mr. Rajesh Sharma - Member
Mr. Desh Raj Dogra - Member
Mr. Ajit Sharan - Member

AUDITORS

M/s. M M Nissim & Co. LLP
Chartered Accountants
Barodawala Mansion,
B-Wing, 3rd Floor,
81, Dr. Annie Besant Road,
Worli, Mumbai 400 018
Tel. No.: (022) 2496 9900

BANKERS AND FINANCIAL INSTITUTIONS

Bank of Baroda
Bank of India
Bank of Maharashtra
Canara Bank
Central Bank of India
Dhanlaxmi Bank
HDFC Bank
IDBI Bank
Indian Bank
Indian Overseas Bank
Karnataka Bank
LIC Housing Finance Limited
NABKISAN Finance Limited
National Bank for Agriculture and Rural Development
National Housing Bank
Punjab & Sind Bank
Punjab National Bank
Small Industries Development Bank of India
State Bank of India
UCO Bank
Union Bank of India
Yes Bank

REGISTERED AND CORPORATE OFFICE

502, Tower A, Peninsula Business Park,
S.B. Marg, Lower Parel, Mumbai 400 013
Tel. No. (022) 40888100
Fax No. (022) 40888170

REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited
C 101, 247 Park, LBS Marg,
Vikhroli West, Mumbai 400 083
Tel. No.: +91 (22) 49186270
Fax No.: +91 (22) 49186060

DEBENTURE TRUSTEE

Catalyst Trusteeship Limited
GDA House, Plot No. 85,
Paud Road, Pune 411 038

CORPORATE IDENTIFICATION NUMBER (CIN)

L65921MH1994PLC173469

ISSUER

Capri Global Capital Limited
502, Tower A, Peninsula Business Park, Senapati Bapat Marg
Lower Parel, Mumbai 400 013, Maharashtra, India

ARRANGERS AND DEALERS

Barclays Bank PLC
1 Churchill Place
London E14 5HP
United Kingdom

Citigroup Global Markets Limited
Citigroup Centre,
Canada Square, Canary Wharf,
London E14 5LB, United Kingdom

Deutsche Bank AG, Singapore Branch
One Raffles Quay
#12-00 South Tower
Singapore 048583

LEGAL ADVISERS TO OUR COMPANY

as to English law and U.S. federal securities laws

Mayer Brown Hong Kong LLP.
19th Floor, Prince's Building
10 Charter Road
Central Hong Kong

as to Indian law

Khaitan & Co.
One World Centre
10th, 13th and 14th Floors,
Tower 1C, 841 Senapati Bapat Marg,
Mumbai – 400 013
Maharashtra, India

LEGAL ADVISERS TO THE ARRANGERS

as to English law and U.S. federal securities laws

Linklaters Singapore Pte. Ltd.
2 Central Boulevard #28-01 West Tower
IOI Central Boulevard Towers
Singapore 018916

as to Indian law

Talwar Thakore & Associates
3rd Floor, Kalpataru Heritage, 127,
Mahatma Gandhi Road, Kala Ghoda,
Fort, Mumbai – 400 001
Maharashtra, India

TRUSTEE

Citicorp International Limited
40/F, Champion Tower
3 Garden Road
Central, Hong Kong

PRINCIPAL PAYING AGENT, REGISTRAR, TRANSFER AGENT AND (IF APPLICABLE) CALCULATION AGENT

Citibank, N.A., London Branch
c/o Citibank, N.A., Dublin Branch
1 North Wall Quay
Dublin 1
Ireland

LISTING AGENT

Khaitan & Co
One World Centre
10th, 13th and 14th Floors,
Tower 1C, 841 Senapati Bapat Marg,
Mumbai – 400 013
Maharashtra, India

SECURITY TRUSTEE

Catalyst Trusteeship Limited
901, 9th Floor, Tower – B,
Peninsula Business Park,
Senapati Bapat Marg,
Lower Parel (W),
Mumbai – 400013
Maharashtra, India