Please scan this QR Code to view the Draft Letter of Offer

DRAFT LETTER OF OFFER
September 30, 2026
For Eligible Equity Shareholders only

CRESCENTIS CAPITAL LIMITED

(FORMERLY KNOWN AS SOM DATT FINANCE CORPORATION LIMITED)

CRESCENTIS CAPITAL
FINANCING INDIA'S GROWTH

Our Company was originally incorporated in Kolkata on October 19, 1993, as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, West Bengal. Our Company was granted the Certificate for Commencement of Business on November 03, 1993 by the Registrar of Companies, West Bengal. The Company's Registered Office was shifted to the National Capital Territory (NCT) of Delhi, and a new CIN: L65921DL1993PLC377542, was issued on February 25, 2021, bearing Registration No. 377542. Further, the Company relocated its Registered Office to Telangana on August 13, 2024. The name of the Company was changed from Som Datt Finance Corporation Limited to Crescentis Capital Limited on January 6, 2026. The current CIN assigned to the Company is L65921TS1993PLC188494, bearing Registration No. 188494. For further details of our Company and further details with respect to change in the Registered Office of the Company, please refer to 'General Information' beginning on page 49 of this Draft Letter of Offer.

Corporate Identity Number: L65921TS1993PLC188494
Registered Office: 8-2-502/1/A, Ground Floor, JIVI Towers, Road No. 7, Banjara Hills, Hyderabad, Telangana - 500 034, India
Contact person: Mr. V.V. Krishna Chaitanya, Company Secretary and Compliance Officer
Telephone: 040 45267248 | **Mobile: 8121110084** | **E-mail id: cs@crescentis.in** | **Website**: www.somdattfin.com

PROMOTERS OF OUR COMPANY: DR. BHASKARA RAO BOLLINENI & MR. BHAVANAM RUTHVIK REDDY

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS AND SPECIFIC INVESTOR(S), AS APPLICABLE OF CRESCENTIS CAPITAL LIMITED (FORMERLY KNOWN AS SOM DATT FINANCE CORPORATION LIMITED) (OUR "COMPANY" OR THE "ISSUER") ONLY

WE HEREBY CONFIRM THAT NONE OF OUR PROMOTERS OR DIRECTORS IS A WILFUL DEFAULTER OR A FRAUDULENT BORROWER AS ON DATE OF THIS DRAFT LETTER OF OFFER

ISSUE OF UP TO (_____)# FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹(_____) PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER RIGHTS EQUITY SHARE) AGGREGATING UP TO ₹8000 LAKHS# ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] EQUITY SHARES FOR EVERY [●] (____) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS (_____) (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO "*TERMS OF THE ISSUE*" BEGINNING ON PAGE 86 OF THIS DRAFT LETTER OF OFFER.

 # Assuming full subscription.

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the offer unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the offering. For taking an investment decision, investors shall rely on their own examination of the issuer and the offer, including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of the investors is invited to the statement of "***Risk Factors***" beginning on page 25 of this Draft Letter of Offer before making an investment in this Issue.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares are listed on BSE Limited ("**BSE**") (hereinafter referred as the "**Stock Exchange**"). Our Company has received 'in-principle' approval from the BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide letter dated **[●]**, 2026. Our Company will also make applications to the Stock Exchange to obtain its trading approval for the Rights Entitlements as required under SEBI master circular HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 09, 2026. For the purpose of this Issue, the Designated Stock Exchange is BSE Limited.

REGISTRAR TO THE ISSUE

RCMC	**RCMC Share Registry Pvt. Ltd.** **CIN: U67120DL1950PTC001854; Address: - B-25/1, 1st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020; Telephone: 8527695125** **Email: investor.services@rcmcdelhi.com, Website: www.rcmcdelhi.com** **Investor grievance e-mail: investor.services@rcmcdelhi.com** **SEBI Registration No.: INR000000429; Contact Person: Mr. Murli Dharan Nair**

ISSUE PROGRAMME

Last Date for Credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last date for On Market Renunciation of Rights Entitlements *	[●]
Issue Closing Date**	[●]
Finalization of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of Listing or Commencement of Trading (on or about)	[●]

** Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

***Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of the Application shall be permitted by any Applicant after the Issue Closing Date.*

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

Table of Contents

SECTION I: GENERAL **4**

DEFINITIONS AND ABBREVIATIONS 4
NOTICE TO INVESTORS 14
PRESENTATION OF FINANCIAL AND OTHER INFORMATION 17
FORWARD LOOKING STATEMENTS 19

SECTION II - SUMMARY OF LETTER OF OFFER **21**

SECTION III – RISK FACTORS **25**

SECTION IV – INTRODUCTION **47**

THE ISSUE 47
GENERAL INFORMATION 49
CAPITAL STRUCTURE 55
OBJECTS OF THE ISSUE 58
STATEMENT OF SPECIAL TAX BENEFITS 64
OUR MANAGEMENT 67

SECTION V – FINANCIAL INFORMATION **76**

FINANCIAL STATEMENTS 76
FINANCIAL INFORMATION 77

SECTION VI - LEGAL AND OTHER INFORMATION **79**

GOVERNMENT AND OTHER STATUTORY APPROVALS 79
OTHER REGULATORY AND STATUTORY DISCLOSURES 80

SECTION VII – ISSUE INFORMATION **86**

TERMS OF THE ISSUE 86
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES 115
RESTRICTIONS ON PURCHASES AND RESALES 117

SECTION VIII – STATUTORY AND OTHER INFORMATION **121**

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION 122
DECLARATION 123

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

References to any legislation, act, regulation, rules, guidelines, clarifications or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

In this Draft Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to 'the/our Company', 'we', 'our', 'us' or similar terms are to Crescentis Capital Limited as the context requires, and references to 'you' are to the Eligible Equity Shareholders and/ or prospective Investors in this Rights Issue of Equity Shares.

The words and expressions used in this Draft Letter of Offer but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act, Takeover Regulations, or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "Statement of Special Tax Benefits" beginning on page 64 of this Draft Letter of Offer, shall have the meaning given to such terms in such sections/chapters.

Company Related Terms

Term	Description
"Our Company" or "the Company" or "the Issuer" or "Crescentis Capital Ltd." or "CCL"	Crescentis Capital Limited incorporated under the Companies Act, 1956, having its registered office at 8-2-502/1/A, Ground Floor, JIVI Towers, Road No. 7, Banjara Hills, Hyderabad, Telangana – 500034, India
"Act" or "Companies Act"	Companies Act, 2013 and Companies Act, 1956 to the extent applicable
"Articles of Association" or "Articles"	The Articles of Association of our Company, as amended from time to time.
"Audit Committee"	The Board of Directors of our Company constituted an audit committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Section 177 of the Companies Act, 2013.
Audited Financial Statements	Unless stated or the context requires otherwise, our financial data as at and for the Financial Year ended March 31, 2026, included in this Draft Letter of Offer
"Board" or "Board of Directors" or "our Board"	The Board of Directors of our Company or a duly constituted committee thereof or its duly authorised individuals. For details, see "*Our Management – Board of Directors*" on page 67.
Chairman	Dr. Bhaskara Rao Bollineni, the Chairman of our Board. For details, see "*Our Management - Board of Directors*" on page 67.
"Chief Executive Officer/ CEO"	Mr. Bhavanam Ruthvik Reddy, the Whole-Time Director & Chief Executive Officer of our Company. For details, see "*Our Management-Board of Directors*" on page 67.
"Chief Financial Officer / CFO"	Mr. Shashank Shankpal, the Chief Financial Officer.
Committee(s)	Duly constituted committee(s) of our Board of Directors
"Company Secretary and Compliance Officer"	Mr. V.V. Krishna Chaitanya is the Company Secretary and the Compliance Officer of our Company and is appointed to perform the functions of a "company secretary" under Section 203 of the Companies Act, 2013. For details, see "*General Information – Company Secretary and Compliance Officer*" on page 49
Directors	Directors on the Board, as may be appointed from time to time, in compliance with the provisions of the Companies Act,2013 and SEBI LODR Regulations. For details, see "*Our Management – Board of Directors*" on page 67.
Equity Shareholders	Holders of Equity Share(s) of our Company, from time to time
Equity Shares	Equity shares of face value of ₹10 each of our Company
Executive Director	Executive Directors of our Company
Independent Director	Independent directors on the Board, who are eligible to be appointed as independent directors under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see "Our Management- Board of Directors" beginning on page 67 of this Draft Letter of Offer

Term	Description
Key Managerial Personnel	The Key Managerial Personnel of our Company as per the definition provided in Regulation 2(1) (bb) of the SEBI ICDR Regulations
"Managing Director" or "MD"	Mr. Subba Rao Veeravenkata Meka (a.k.a. Mr. Venkat Subbarao), Managing Director of our Company.
Materiality Policy	A policy adopted by our Company for identification of material litigation(s) or events
Memorandum of Association or Memorandum or MOA	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The Board of Directors of our Company constituted Nomination and Remuneration Committee in accordance with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Section 178 of the Companies Act, 2013.
Non-executive Director	Non-executive Director(s) on our Board, as described in "***Our Management***" of this Draft Letter of Offer.
Promoter	The promoter is as defined under Regulation 2(1)(oo) of the SEBI (ICDR) Regulations, 2018 and which are disclosed by the Company to the Stock Exchange from time to time. Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy are the promoters of our Company.
Promoter Group	Unless the context requires otherwise, the promoter group of our Company as determined in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations.
Registered and Corporate Office or Registered Office	The Registered Office of our Company which is located at 8-2-502/1/A, Ground Floor, JIVI Towers, Road No. 7, Banjara Hills, Hyderabad, Telangana - 500034.
Registrar of Companies / RoC	The Registrar of Companies, Hyderabad, Telangana.
Fund Raising Committee	The Fund Raising Committee, being the sub-committee of our Board of Directors, consisting of Mr. Venkata Ramana Dhulipala (Independent Director, chairperson of the rights issue committee), Mr. Subba Rao Veeravenkata Meka (Managing Director, member of the rights issue committee), and Mr. Bhavanam Ruthvik Reddy, Whole-Time Director & Chief Executive Officer, member of the rights issue committee).
Senior Management	Senior management personnel of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations.
Stakeholders' Relationship Committee	The Board of Directors of our Company constituted a Stakeholder Relationship Committee in accordance with Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Section 178 of the Companies Act, 2013.
"Statutory Auditors" or Auditors	M/s. D.S. TALWAR & Co**.,** Chartered Accountants are the Auditors of our Company.

Issue and Industry-Related Terms

Term	Description
Additional Rights Equity Shares / Additional Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the rights entitlement of the respective applicant.
"Allotment", "Allot" or "Allotted"	Allotment of Equity Shares pursuant to the Issue
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, into which the Application Money lying in the Escrow Account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [●] Bank.

Term	Description
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Investor who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotment Date/ Date of Allotment	Date on which the Allotment is made pursuant to this Issue
Allottee(s)	Person(s) who are Allotted Equity Shares pursuant to Allotment.
Applicant(s) or Investors	Eligible Equity Shareholder(s) and/or Renounce(s) who are entitled to apply or make an application for the Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Equity Shares at the Issue Price
Application Form/ Common Application Form	Unless the context otherwise requires, an application form or through the website of the SCSBs (if made available by such SCSBs) under the ASBA process used by an Investor to make an application for the Allotment of Equity Shares in the Issue.
Application Money	Aggregate amount payable at the time of application i.e. ₹----/- in respect of the Equity Shares applied for in the Issue at the Issue Price
"Application Supported by Blocked Amount" or "ASBA"	Application (whether physical or electronic) used by an ASBA Investor to make an application authorizing the SCSB to block the Application Money in the ASBA Account maintained with the SCSB
ASBA Account	Account maintained with the SCSB and specified in the Application Form or the plain paper Application by the Applicant for blocking the amount mentioned in the Application Form or the plain paper Application
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
Banker(s) to the Issue	The Allotment Account Bank(s) to the Issue

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

Term	Description
Banker to the Issue Agreement	Agreement dated _____ amongst our Company, the Registrar to the Issue and the Banker(s) to the Issue for collection of the Application Money from Applicants/Investors making an application for the Equity Shares, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in "***Terms of the Issue***" beginning on page 86 of this Draft Letter of Offer
"Controlling Branches" or "Controlling Branches of the SCSBs"	Such branches of the SCSBs which co-ordinate with the Registrar to the Issue and the Stock Exchanges, a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes &intmId=35 i.e. SEBI's website, updated from time to time, or at such other website(s) as may be prescribed by the SEBI from time to time
Demographic Details	Details of Investors including the Investor's address, PAN, DP ID, Client ID, occupation and bank account details, where applicable.
Designated Branches/ Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on the website of SEBI and/or such other website(s) as may be prescribed by the SEBI from time to time i.e. www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId =35
Designated Stock Exchange	BSE Limited
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
Draft Letter of Offer/DLoF/DLOF	This draft letter of offer dated September 30, 2026, filed with BSE Limited.
Eligible Equity Shareholder (s)/ Eligible Shareholders	Holder(s) of the Equity Shares of our Company as on the Record Date.
Fraudulent Borrower	Company or person, as the case may be, categorized as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrower issued by RBI.
IEPF	Investor Education and Protection Fund
Investor(s)	Eligible Equity Shareholder(s) of our Company on the Record Date, Renouncee(s) and/ or Specific Investor(s), if any, to the extent applicable under the applicable law, who are entitled to make an application for the Rights Equity Shares pursuant to the Issue in terms of the Letter of Offer.
ISIN	International securities identification number. The ISIN of the Company's equity shares is INE754C01010
Issue / Rights Issue	Issue of up to (_____) Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹(____) per Rights Equity Share not exceeding ₹(_____) lakhs on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of (_____) Rights Equity Shares for every (_____) Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date i.e. (_____).
Issue Closing Date	(_____)
Issue Materials	Collectively, Draft Letter of Offer, the Application Form and Rights Entitlement Letter and any other issue material relating to the Issue
Issue Opening Date	(_____)
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their applications, in accordance with the SEBI ICDR Regulations
Issue Price	₹(_____) per Equity Share
Issue Proceeds or Gross Proceeds	Gross proceeds of the Issue

Term	Description
Issue Size	Amount aggregating up to ₹8000 Lakhs[#] [#]*Assuming full subscription*
Letter of Offer or LOF	The final Letter of Offer to be issued by our Company in connection with this Issue
Listing Agreement	The listing agreements entered into between our Company and the BSE Limited in terms of the SEBI Listing Regulations.
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renounce in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple applications.
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, see "***Objects of the Issue*** " beginning on page 58 of this Draft Letter of Offer
Non-Institutional Investor / NII	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1) (jj) of the SEBI ICDR Regulations
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before (_____).
"Qualified Institutional Buyers" or "QIBs"	Qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Eligible Equity Shareholders eligible to apply for Equity Shares, being (_____).
Refund Bank	The Banker to the Issue with whom the refund account will be opened, in this case being (_____)
Registrar to the Issue / Registrar	RCMC Share Registry Private Limited.
Registrar Agreement	Agreement dated June 18, 2026, between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue
Renouncee(s)	Any person(s) who, not being the original recipient has/have acquired the Rights Entitlement from the eligible equity shareholders on renunciation, in accordance with the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on (_____), in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Rights Entitlements ISIN or RE ISIN	ISIN for Rights Entitlement i.e. (_____)
Rights Entitlement(s)	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder being [•] Rights Equity Shares for [•] Equity Shares held on the Record Date. The Rights Entitlements with a separate ISIN (_____) will be credited to the demat account of Eligible Equity Shareholders before the date of opening of the Issue, pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shareholders	Holder of the Rights Equity Shares pursuant to this Issue

Term	Description
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue, on a fully paid-up basis on Allotment
SEBI Rights Issue Circulars	SEBI master circular HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 09, 2026 and any other circulars, any subsequent circulars or notifications issued by SEBI in this regard.
Self-Certified Syndicate Banks or SCSB(s)	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , updated from time to time, or at such other website as may be prescribed by SEBI from time to time and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.
Specific Investor(s)	Regulation 77B of the SEBI ICDR Regulations defines specific investor(s) as any investor who is eligible to participate in the Issue (a) whose name has been disclosed by the Company in terms of regulation 84(1)(f)(i) of the SEBI ICDR Regulations; or (b) whose name has been disclosed by the Company in terms of sub-clause 84(1)(f)(ii) of the SEBI ICDR Regulations
Stock Exchange	Stock exchange where the Equity Shares are presently listed, being BSE.
Transfer Date	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
Wilful Defaulter/ Fraudulent Borrower	A Company or person, as the case may be, categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, including any company whose director or promoter is categorized as such.
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Hyderabad are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Hyderabad are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

Conventional and General Terms/Abbreviations

Term	Description
"₹", "Rs. ", "Rupees" or "INR"	Indian Rupees
Aadhaar	Aadhaar card
A/c	Account
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AGM	Annual General Meeting of the Shareholders of our Company
Arbitration Act	Arbitration and Conciliation Act, 1996.
AUM	Assets under management
AY	Assessment year
Basic EPS	Net Profit for the year attributable to owners of the Company divided by weighted average number of Equity Shares outstanding during the year
BSE	BSE Limited
CAGR	Compound annual growth rate
Calendar Year	Calendar year ending December 31
Category I AIF	AIFs who that are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
CBDT	Central Board of Direct Taxes, Government of India
CDSL	Central Depository Services (India) Limited
Central Government / Government of India / GoI	Central Government of India / Government of India
CICs	Credit Information Companies.
CIN	Corporate Identity Number
Client ID	The client identification number maintained with one of the Depositories in relation to the demat account
Companies Act, 1956	Erstwhile Companies Act, 1956 along with the rules made thereunder
Companies Act, 2013	Companies Act, 2013 along with the rules made thereunder
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CRAR/ CAR	Capital to risk assets ratio/ Capital adequacy ratio.
CSE	The Calcutta Stock Exchange Limited
CSR	Corporate social responsibility
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
Depository Participant / DP	A depository participant as defined under the Depositories Act
DP ID	Depository participant's identification
DPIT / DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, earlier known as Department of Industrial Policy and Promotion.
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India.
EBIT	Earnings before interest and taxes
DIN	Director Identification Number
EBITDA	Earnings before interest, tax, depreciation and amortisation. Calculated by using the Profit/(loss) after tax for the year/ period adjusted for income tax expense, finance costs, depreciation and amortisation expense, as presented in the statement of profit and loss.
ECS	Electronic Clearance Service
EGM	Extraordinary General Meeting
EMIs	Equated monthly instalments
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per Equity Share

Term	Description
ETF	Exchange Traded Fund
ESI Act	Employees' State Insurance Act, 1948
FDI	Foreign Direct Investment.
FDI Policy	Consolidated Foreign Direct Investment Policy notified by DPIIT through notification dated October 28, 2020 issued by DPIIT, effective from October 15, 2020
FCNR Account	Foreign currency non-resident account
FDI Circular 2020	Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations thereunder
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year", "Fiscal Year" or "Fiscal"	Period of 12 months ended March 31 of that particular year, unless otherwise stated
FIFP	The Foreign Investment Facilitation Portal
FIR	First information report
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign venture capital investors as defined under and registered with SEBI pursuant to the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 registered with SEBI
GAAP	Generally accepted accounting principles
GDP	Gross domestic product
GST	Goods and Services Tax
HFC	Housing finance companies
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IEPF	Investor Education and Protection Fund
IT	Information Technology
Income Tax Act	Income-Tax Act, 2025
India	Republic of India.
Ind AS or Accounting Standards	Indian accounting standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, as Amended, as issued by the ICAI
IFRS	International Financial Reporting Standards
IRDAI	Insurance Regulatory and Development Authority of India
ISIN	International securities identification number
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
ITAT	Income Tax Appellate Tribunal
LTV	Loan to value ratio
MCA	Ministry of Corporate Affairs
MICR	Magnetic Ink Character Recognition.
MSME	Micro Small and Medium Enterprises
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NACH	National Automated Clearing House.
"Net Asset Value per Equity Share" or "NAV per Equity Share"	Net Worth/ Number of Equity shares subscribed and fully paid outstanding as at March 31.
NEFT	National Electronic Fund Transfer.
Net Worth	Aggregate of Equity Share capital and other equity (including statutory reserves and reserves and surplus)
NBFC	Non-banking financial company(ies)

Term	Description
NCD(s)	Non-convertible debentures
NHB	National Housing Bank
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect.
NPA(s)	Non-performing assets
NR	Non-resident or person(s) resident outside India, as defined under the FEMA
NRE	Non-resident external
NRE Account	Non-resident external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO	Non-resident ordinary
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
OCI	Overseas citizen of India
p.a.	Per annum
P/E Ratio	Price / Earnings Ratio
PAN	Permanent account number
PBT	Profit Before Tax.
PAT	Profit after tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
QP	Qualified purchaser as defined in the U.S. Investment Company Act
RBI	Reserve Bank of India
RBI Act, 1934	Reserve Bank of India Act, 1934, as amended
RTGS	Real-Time Gross Settlement.
Regulation S	Regulation S under the U.S. Securities Act
REPO	Repurchase Agreement rate or Repurchasing Option rate
RONW	Return on Net Worth
RoC	Registrar of Companies, Hyderabad, Telangana
Rule 144A	Rule 144A under the U.S. Securities Act
SAT	Securities Appellate Tribunal.
SCN	Show Cause Notice.
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Master Circular	SEBI master circular HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 09, 2026.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations or "SEBI LODR"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Relaxation Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circulars bearing reference numbers

Term	Description
	SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 01, 2021.
SEBI Rights Issue Circulars	SEBI master circular HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 09, 2026 and any other circular(s) issued by SEBI in this regard
SEBI Takeover Regulations / SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as repealed and replaced by the SEBI AIF Regulations
SME	Small and Medium Enterprise
SMS	Short Message Service
Stock Exchange	BSE
STT	Securities transaction tax
State Government	The Government of a State in India
Supreme Court	Supreme Court of India
TPAP	Third party application provider
Trademarks Act	Trademarks Act, 1999
TDS	Tax Deducted at Source.
TAT	Turnaround time
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
U. K.	United Kingdom
UPI	Unified Payments Interface
"U.S.$ ", "USD" or "U.S. dollar"	United States Dollar, the legal currency of the United States of America
US GAAP	Generally accepted accounting principles in the U.S.
U.S. Investment Company Act	Investment Company Act of 1940, as amended
U.S. Person	U.S. persons as defined in Regulation S under the U.S. Securities Act or acting for the account or benefit of U.S. persons (not relying on Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i) of Regulation S)
U.S. QIB	Qualified institutional buyer as defined in Rule 144A under the U.S. Securities Act
"USA", "U.S. " or "United States"	United States of America, its territories or possessions, any state of the United States, and the District of Columbia
U.S. SEC	U.S. Securities and Exchange Commission
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VAT	Value Added Tax
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
w.e.f.	With effect from.
WHO	World Health Organization
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve-month period ending December 31.

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, the Letter of Offer, Application Form and Rights Entitlement Letter, any other offering material (collectively, the "**Issue Materials**") and the issue of Rights Entitlement and Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. For more details, see "*Restrictions on Purchases and Resales*" beginning on page 117.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch, through email and/or courier this Draft Letter of Offer, Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company and have provided an email address to our Company. Further, this Draft Letter of Offer, the Letter of Offer, will be provided, through email and/ or courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and/or RTA who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and have provided an email address to our Company and in each case who make a request in this regard. Investors can also access this Draft Letter of Offer, the Letter of Offer, and the Application Form from the websites of the Company, Registrar of our Company and the Stock Exchanges.

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. In case such Eligible Equity Shareholders, have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e- mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials.

The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see "*Restrictions on Purchases and Resales*" beginning on page 117.

Our Company, and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter and the Application Form, in the event the Issue Materials have been sent on the registered email addresses of such Eligible Equity Shareholders, available with the Registrar in their records.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in (i) the United States, or (ii) any jurisdiction other than India, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Issue Materials must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer, or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer, the Letter of Offer, or to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Draft Letter

of Offer, the Letter of Offer, or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer, the Letter of Offer, or the Application Form.

Any person who purchases or renounces the Rights Entitlements or makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is outside the United States and is eligible to subscribe and authorized to purchase or sell the Rights Entitlements or acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India). In addition, each purchaser or seller of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in the "*Restrictions on Purchases and Resales*" section beginning on page 117. Our Company, the Registrar or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of this Draft Letter of Offer, the Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer, the Letter of Offer, and the Application Form and Rights Entitlement Letter or the date of such information.

THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE ISSUE OF RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE ISSUE OF EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions.

The Issue Materials are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. ACCORDINGLY, THE RIGHTS EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD IN "OFFSHORE TRANSACTIONS" AS DEFINED IN, AND IN RELIANCE ON, REGULATION S UNDER THE U.S. SECURITIES ACT TO ELIGIBLE EQUITY SHAREHOLDERS, LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE IS PERMITTED UNDER THE LAWS OF SUCH JURISDICTIONS. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Draft Letter of Offer, the Letter of Offer, and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of

Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and this Draft Letter of Offer, the Letter of Offer, and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Rights Entitlements may not be transferred or sold to any person in the United States.

The Rights Entitlements and the Equity Shares have not been approved or disapproved by the US Securities and Exchange Commission (the "**US SEC**"), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Equity Shares or the accuracy or adequacy of this Draft Letter of Offer.

Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under the applicable laws or regulations.

In making an investment decision, investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain Conventions

All references to "India" contained in this Draft Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

Financial Data

Unless stated otherwise, the financial data in this Draft Letter of Offer is derived from the Audited Financial Statements.

Our Company's Financial Year commences on April 1 of each Calendar Year and ends on March 31 of the following Calendar Year. Unless otherwise stated, references in this Draft Letter of Offer to a particular 'Financial Year' or 'Fiscal Year' or 'Fiscal' are to the financial year ended March 31 of that year. For details of the financial statements, see "*Financial Statements*" beginning on page 76 of this Draft Letter of Offer.

Our Company prepares its financial statements in accordance with Ind AS, Companies Act and other applicable statutory and/or regulatory requirements. Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Unless stated otherwise, throughout this Draft Letter of Offer, all figures have been expressed in Rupees, in Lakhs.

Non-GAAP Measures

We have included certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance (collectively "**Non-GAAP Financial Measures**", and each, a "**Non-GAAP Financial Measure**") in this Draft Letter of Offer, which are Net Worth, Return on Net Worth, Net Asset Value per Equity Share. These Non-GAAP Financial Measures are not required by or presented in accordance with Ind AS. 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 other companies in our industry. Further, these Non-GAAP Financial Measures are not a measurement of our financial performance or liquidity under Ind AS, GAAP, IFRS or US GAAP and 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, GAAP, IFRS or US GAAP. Other companies may calculate these Non-GAAP Financial Measures differently from us, limiting its usefulness as a comparative measure. However, these Non-GAAP Financial Measures 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 companies. Accordingly, such Non-GAAP Financial Measures have important limitations as analytical tools, and you should not consider them

in isolation or as substitutes for analysis of our financial position or results of operations as reported under GAAP.

Currency of Presentation

All references to:

- 'INR', '₹', 'Indian Rupees' and 'Rupees' are to the legal currency of the Republic of India;
- 'US$', 'USD', '$' and 'U.S. Dollars' are to the legal currency of the United States of America;

Please note:

- One crore is equal to 100 lakhs; and
- One lakh is equal to 100,000.

Conversion Rates for Foreign Currency:

The conversion rate for the following foreign currencies is as follows:

Sr. No.	Currency	As of March 30, 2026 (in ₹)
1.	1 USD	94.6543

Source: www.fbil.org.in
Note: In the event that any of the abovementioned dates of any of the respective financial years is a public holiday, the previous calendar day not being a public holiday has been considered.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

FORWARD LOOKING STATEMENTS

This Draft Letter of Offer contains certain "forward-looking statements". Forward looking statements appear throughout this Draft Letter of Offer, including, without limitation, under the chapters titled "Risk Factors", Forward-looking statements include statements concerning our Company's plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our Company's competitive strengths and weaknesses, our Company's business strategy and the trends our Company anticipates in the industries and the political and legal environment, and geographical locations, in which our Company operates, and other information that is not historical information. These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "continue", "can", "could", "expect", "estimate", "intend", "likely", "may", "objective", "plan", "potential", "project", "pursue", "shall", "seek to", "will", "will continue", "will pursue", "forecast", "target", or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements.

However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, the competition in our industry and markets, technological changes, our exposure to market risks, general economic and political conditions in India and globally 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 laws, regulations and taxes, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

1. We may not be able to obtain, renew or maintain statutory and regulatory permits and approvals required to operate our business, which may materially and adversely affect our business, results of operations, cash flows and financial condition.

2. We are subject to downtimes or failures of our information technology ("IT") systems. Such events may damage our reputation and adversely impact our business and financial results.

3. Our investments are subject to market and credit risk. Any decline in value of these investments may have an adverse effect on our business, results of operations, cash flows and financial condition.

4. Our business will require substantial funds and any disruption in funding sources would have a material adverse effect on our liquidity and financial condition.

5. High levels of customer defaults or delays in repayment of loans could adversely affect our business, financial condition and results of operations.

6. We may not be able to recover, on a timely basis or at all, the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans.

7. We may face asset-liability mismatches, which could affect our liquidity and consequently may adversely affect our operations and profitability.

8. We have had negative cash flows in the past and may have negative cash flows in the future.

9. System failures or inadequacy and security breaches in computer systems may adversely affect our business.

10. 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.

11. As the Equity Shares of our Company are listed on the Stock Exchange, our Company is subject to certain obligations and reporting requirements under the SEBI (LODR) Regulations and to comply with other SEBI Regulations. Any non-compliances/delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.

12. We outsource certain operational activities to third-party IT service providers. Any lapse by such third-party service providers may have adverse consequences on our business and reputation.

13. Any failure, or perceived failure, by us to comply with the applicable regulations on personal information protection could expose us to proceedings and fines which may adversely affect our reputation, business, results of operations, cash flows and financial condition.

14. Any non-compliance with mandatory anti-money laundering ("AML"), combating-terrorism financing ("CFT") and know your customer ("KYC") laws could expose us to liability and harm our reputation.

15. We depend on the accuracy and completeness of information about customers and counterparties for certain key elements of our credit assessment and risk management process. Any misrepresentation, errors in or incompleteness of such information could adversely affect our business and financial performance.

16. We are exposed to operational and credit risks which may result in NPAs, and we may be unable to control or reduce the level of NPAs in our portfolio.

17. Our business is subject to various operational risks associated with the financial industry, including fraud.

18. The new bankruptcy code in India may affect our rights to recover loans from borrowers.

19. Any failure or disruption or change of our information technology systems may adversely impact our business and operations.

20. As an NBFC, we are subject to periodic inspections by the RBI. Non-compliance with observations made by RBI during these inspections could expose us to penalties and restrictions.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "***Risk Factors***", beginning on page 25, of this Draft Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

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

In accordance with the SEBI (ICDR) Regulations, our Company will ensure that investors are informed of material developments from the date of this Draft Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

SECTION II - SUMMARY OF LETTER OF OFFER

The following is a general summary of the terms of this Issue, and should be read in conjunction with and is qualified by the more detailed information appearing in this Draft Letter of Offer, including the sections titled "***Risk Factors***", "***The Issue***", "***Capital Structure***", "***Objects of the Issue***", and "***Financial Statements***" beginning on pages 25, 47, 55, 58 and 76 respectively of this Draft Letter of Offer.

1. Summary of Business

The Company is a Non-Banking Financial Company – Base Layer (NBFC-BL) non-deposit company, categorized as an Investment and Credit Company (NBFC-ICC), and is registered with the Reserve Bank of India ("RBI") under Section 45-IA of the Reserve Bank of India Act, 1934. The Company was originally granted a Certificate of Registration by the RBI on March 29, 2005, bearing Registration No. B.05-02987. Subsequently, pursuant to changes in the RBI's registration numbering system, the Company was issued a revised Certificate of Registration on September 23, 2021, bearing Registration No. B-14.03556. Thereafter, pursuant to the approval of the shareholders by way of a Special Resolution passed through Postal Ballot on December 26, 2025, for changing the name of the Company from Som Datt Finance Corporation Limited to Crescentis Capital Limited, a fresh Certificate of Registration bearing Registration No. N-09.00492 was issued by the RBI in the name of Crescentis Capital Limited, in lieu of the earlier Certificate of Registration, enabling the Company to continue carrying on the business of a non-banking financial institution without accepting public deposits.

2. Our Promoter

The present Promoters of our Company are Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy.

3. Objects of the Issue

The Net Proceeds are proposed to be used in the manner set out in the following table:

S. No.	Particulars	Total estimated amount to be utilized (₹ in lakhs)
1.	To augment our capital base and for increasing our operational scale with respect to our NBFC activities	[●]
2.	Repayment or prepayment, in full or in part, of all or a portion of certain borrowing availed by our Company	1,500.00
3.	General Corporate Purposes	[●]
Total Net Proceeds		**[●]**

For further details, please see chapter titled "Objects of the Issue" beginning on page no 58 of this Draft Letter of Offer.

4. Intention and extent of participation by our Promoter and Promoter Group in the Issue

Both our Promoters have vide their respective letters dated September 26, 2026. (the "Subscription Intent Letters") have confirmed that they (i) will subscribe to the full extent of their respective Rights Entitlements in the Rights Issue and that they shall not renounce the Rights Entitlements (except to the extent of Rights Entitlements renounced between the Promoters); (ii) will subscribe to additional Rights Entitlements over and above their respective Rights Entitlements, if any, which are renounced in their favour by the other Promoter and (iii) may subscribe to additional Rights Equity Shares, if any, which may remain unsubscribed in the Issue, each as may be applicable, subject to the subscription to additional Rights Equity Shares under (ii) and (iii) above, shall be made to the extent that: (a) it does not result in any obligation on them as Promoters to make an "open offer" in accordance with the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 2011; and (b) the aggregate shareholding of the Promoters being compliant with the minimum public shareholding requirements under the Securities Contracts (Regulations) Rules 1957 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Accordingly, our Promoters have no intention to renounce their Rights Entitlement in the Issue in favour of any investor including Specific Investor(s).

The Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding

requirements under applicable law, pursuant to this Issue.

As on the date of this Draft Letter of Offer, members of our Promoter Group do not hold any Equity Shares of our Company. The acquisition of Rights Equity Shares by our Promoter and other members of our Promoter Group, shall be eligible for exemption from open offer requirements, subject to our Company meeting the pricing criteria and other conditions, if any in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI Takeover Regulations, and the Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations.

Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Allotment of the under-subscribed portion of the Issue

Our Company may allot the under-subscribed portion, if any, of the Rights Equity Shares in this Issue to one or more Specific Investor(s). In case our Company proposes to make such allotment to any specific investor(s), our Company shall disclose the name(s) of the specific investor(s) in a public advertisement two days prior to the Issue Opening Date in accordance with the provision of SEBI ICDR Regulation 84 (1)(f).

Details of our Company, Promoter and Directors being Wilful Defaulters or a Fraudulent Borrower

Neither our Company nor our Promoter or Directors have been identified as Wilful Defaulters or Fraudulent Borrowers as defined under the SEBI ICDR Regulations.

5. Summary of Financial Information

Following are the details as per the Limited Reviewed Financial Statements as at and for the period ended June 30, 2026, and the Audited Financial Statements for the Financial Years ended March 31, 2026, March 31, 2025, and March 31, 2024:

(₹ in lakhs)

Particulars	June 30, 2026	March 31, 2026	March 31, 2025	March 31, 2024
Authorised Share Capital	5,000.00	5,000.00	2,500.00	2,500.00
Paid-up Capital	1,701.35	1,701.35	1,000.80	1,000.80
Net Worth attributable to Equity Shareholders	8,391.96	7,604.32	2,977.47	3,545.26
Total Revenue*	1,094.42	154.60	(302.21)	1,502.95
Profit / (Loss) after tax	781.85	(252.63)	(542.24)	1,209.73
Other comprehensive income/(loss) for the year, net of tax	11.24	2.73	(0.48)	(0.18)
Total Comprehensive income/(loss) for the year	793.09	(249.90)	(542.72)	1,209.56
Earnings per Share (basic & diluted) (in ₹)	4.60	(1.57)	(4.48)	12.09
Net Asset Value per Equity Share (in ₹)	49.33	44.70	29.75	35.42
Total Borrowings	500.00	1,448.65	Nil	Nil

**Total revenue includes other income of ₹0.08 lakhs, ₹6.22 lakhs, ₹0.27 lakhs, and Nil for the period June 30, 2026, March 31, 2026, March 31, 2025, and March 31, 2024, respectively.*

6. Summary of Outstanding Litigations:

As on the date of this Draft Letter of Offer, neither our Company nor our Promoter or Directors have been issued any show cause notice(s) by SEBI or the Adjudicating Officer in a proceeding for imposition of penalty, nor have any prosecution proceedings been initiated against them by SEBI.

A summary of outstanding litigation proceedings involving our Company as on the date of this Draft Letter of Offer is provided below:

(₹ in lakhs)

Nature of Cases	Number of outstanding cases	Amount Involved*
Litigation involving our Company		
Criminal	Nil	Nil
Proceedings involving material violations of statutory regulations by our Company	Nil	Nil
Matters involving economic offences where proceedings have been initiated against our Company	Nil	Nil
Civil proceedings where the amount involved is equivalent to or in excess of the Materiality Threshold	Nil	Nil
Any other pending matters which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company	Nil	Nil

** To the extent quantifiable.*

The Company does not have any Subsidiary and hence no disclosure related thereto is required.

7. Other confirmations

Our Company has been in compliance with the equity listing agreement with BSE Limited and the SEBI LODR Regulations, during the three years immediately preceding the date of this draft Letter of Offer.

During the three years immediately preceding the date of this draft Letter of Offer, no monetary penalties have been imposed for any regulatory non-compliances. Our Company has redressed over 95% of the complaints received from the investors until the end of the quarter ended June 30, 2026.

8. Risk Factors:

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares of the Company, material litigations which impact the business of the Company and other economic factors, please see "***Risk Factors***" beginning on page 25 of this Draft Letter of Offer.

9. Summary of Contingent Liabilities

Following are the details as per the Financial Statements for the year ended March 31, 2026.

(₹ in lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Claims against the Company not acknowledged as debt	Nil	Nil	Nil
Guarantees	Nil	Nil	Nil
Other money for which the Company is contingently liable	Nil	Nil	Nil

10. Summary of Related Party Transactions

There are no loans outstanding against any borrowings availed by the related parties from the Company, as on the year ended March 31, 2026, and quarter ended June 30, 2026. The related party transactions during the year ended March 31, 2026, and quarter ended June 30, 2026, comprise payments made by the Company towards rent, office maintenance, Director's sitting fees and remuneration to Key and Senior Management Personnel. For more details, please refer "*Financial Information*" beginning on page 76 of the Financial Information in this Draft Letter of Offer.

11. Issue of equity shares made in last one year for consideration other than cash

Our Company has not made any issuances of Equity Shares in the last one year for consideration other than cash.

12. Split or consolidation of Equity Shares in the last one year

Our Company has not carried any split or consolidation of Equity Shares in the last one year.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

SECTION III – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue, including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate.

Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

The industry-related information disclosed in this section has been derived from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Neither our Company, nor any other person connected with the Issue, has independently verified the information in the industry report or other publicly available information cited in this section. This Draft Letter of Offer also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled "Forward-Looking Statements" on page 19 of this Draft Letter of Offer.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Financial Information, prepared in accordance with Ind AS, the Companies Act and SEBI ICDR Regulations.

Materiality:

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively; and*
- *Some events may not be material at present but may have a material impact in future.*

The financial and other related implications of risks concerned, wherever quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Draft Letter of Offer, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to Crescentis Capital Limited

The risk factors are classified as under for the sake of better clarity and increased understanding.

RISK FACTORS

RISKS MATERIAL TO THE ISSUER AND ITS BUSINESS

1. **We may have to comply with regulations and guidelines issued by regulatory authorities in India, including the Reserve Bank of India, which may subject us to penalties or business restrictions and increase our compliance costs.**

   We are subject to strict regulations prescribed by the RBI, and the RBI exercises a supervisory role over our business. Our business and financial performance could be adversely affected by changes in the laws, rules, regulations or directions applicable to us and the non-banking financial companies, or the interpretations of such existing laws, rules and regulations, or the promulgation of new laws, rules and regulations governing our business, operations and investments.

   Applicable regulations set forth various requirements in relation to, among other things, the manner in which a company carries out its business and internal operations, and various periodical compliances and filings, including but not limited to filing of forms and declarations with the relevant registrar of companies, the RBI and other relevant authorities. Further, notification of new regulations and policies may require us to obtain approvals and licences from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations. New regulation may also change the manner in which we conduct KYC or authenticate our customers. Any such changes and the related uncertainties with respect to the implementation of new regulations may have an adverse effect on our business, results of operations, cash flows and financial condition. If we fail to comply with such requirements, we may be subject to penalties, business restrictions or compounding proceedings.

   The regulatory and legal framework governing us differs in certain material aspects from that in effect in other countries and may continue to change as India's economy and commercial and financial markets evolve.

   Furthermore, our Company is categorized in the "Base Layer" under the SBR Regulations, and accordingly, we are subject to certain additional capital, prudential guidelines, regulatory changes and governance requirements, based on the bracket we fall within.

   Uncertainty in the applicability, interpretation or implementation of the above regulations may impact the viability of our current business or restrict our ability to grow our business in the future. If the interpretation of regulations by the regulators and authorities varies from our interpretation, we may be subject to penalties and our business could be adversely affected. Any changes in the existing regulatory framework, including any increase in the compliance requirements, may require us to divert additional resources, including management time and costs such as legal consultations or staff training required for such increased compliance. Such an increase in costs could have an adverse effect on our business, prospects, financial condition and results of operations. Additionally, our management may be required to divert substantial time and effort towards meeting such enhanced compliance requirements and may be unable to devote adequate time and efforts towards our business, which may have an adverse effect on our future business, results of operations, cash flows and financial condition.

2. **Our loan portfolio is relatively new and highly concentrated, which exposes us to borrower concentration risk**.

   Our lending operations are at an early stage, with a loan portfolio that is less than one year old and comprises a limited number of borrowers concentrated in Hyderabad and the State of Telangana. Certain of our lending exposures represent a substantial proportion of our present net worth and overall loan portfolio. Our current lending portfolio primarily comprises working capital and receivables-backed loans with significant exposure to sectors such as healthcare, solar and MSMEs. Our business is managed by a relatively small team, which may constrain our ability to manage increased business volumes.
   Any adverse economic, political, regulatory, climatic or other regional developments affecting Telangana or any default or deterioration in the creditworthiness of one or more large borrowers, could have a disproportionate impact on our business, asset quality and financial performance.

3. **We are subject to downtimes or failures or security breaches of our information technology ("IT") systems. Such events may damage our reputation and adversely impact our business and financial results.**

   We are highly dependent on our IT systems supported by third-party Software-as-a-Service platforms rather than proprietary technology, which cover all key areas and stages of our business, including customer sourcing, onboarding, underwriting as well as collections. We also rely on external vendors for services such as our Loan Management System, Loan Origination System, and for maintaining accounts. Failures or

breaches in our or our vendors' systems, including due to unauthorised access, computer viruses, malicious code, or disruption of electrical/communications services, could lead to information loss, legal liabilities, delays in payment obligations, disruption of operations and reputational harm.

Although we shall have IT disaster action plans in place, we cannot assure you that we can prevent such downtimes, failures or intrusions, or that our current security levels are adequate. Our ability to remain competitive also depends on timely and cost-effective upgrades to our IT systems; we may not always succeed in migrating to new systems, and doing so may require significant capital expenditure without immediate benefit. Any prolonged or large-scale disruption could have a material adverse effect on our business, results of operations, cash flows, financial condition and reputation.

4. **Our investments are subject to market and credit risk. Any decline in value of these investments may have an adverse effect on our business, results of operations, cash flows and financial condition.**

Some of our investments, which include listed equity shares, mutual funds, and derivative financial instruments, are subject to market risks. The following table sets forth our total investments, as at the dates indicated:

Particulars	Unit	As at 30-Jun-2026	As at 31-Mar-26	As at 31-Mar-25	As at 31-Mar-24
Total assets	₹ lakhs	9,041.22	9,125.02	3,022.17	3,569.13
Investments	₹ lakhs	5,066.87	3,980.35	2,693.85	3,220.26
Investments to Total assets	%	56.04%	43.62%	89.14%	90.23%

The value of these investments and future investments depends upon several factors beyond our control, including the domestic and international economic and political scenario, volatility in interest rates and securities market, inflationary expectations and the RBI's monetary policies. Further, investment in debt mutual funds and fixed deposits also carry credit risk and any inability of the counterparty in repaying the funds invested in timely manner may adversely affect our business, results of operations, cash flows and financial condition. Any decline in the value of these investments may have an adverse effect on our business, results of operations, cash flows and financial condition.

5. **Our business will require substantial funds and any disruption in funding sources would have a material adverse effect on our liquidity and financial condition.**

Our liquidity and profitability are, in large part, dependent upon our timely access to, and costs associated with raising capital including both debt and equity. Our business depends and will continue to depend on our ability to access diversified low-cost funding sources. As a financial services company, we face certain additional regulatory restrictions on our ability to obtain financing from banks. Further, under Indian Law, foreign investors are subject to investment restrictions that may limit our ability to attract foreign investors or capital from overseas investors.

Pursuing our growth strategy and introducing new product offerings to our customers will have an impact on our long-term capital requirements. With the growth of our business, we may be increasingly reliant on funding from debt capital markets. The market for such funds is competitive and our ability to obtain funds at competitive rates will depend on various factors. If we are unable to access funds at an effective cost that is comparable to or lower than our competitors, we may not be able to offer competitive interest rates for our loans. Our ability to raise funds on acceptable terms and at competitive rates continues to depend on various factors, including the regulatory environment and policy initiatives in India, lack of liquidity in the market, developments in the international markets affecting the Indian economy, investors' and/or lenders' perception of demand for debt and equity securities of NBFCs, and our current and future results of operations and financial condition. If we are unable to obtain adequate financing or financing on terms satisfactory to us and in a timely manner, our ability to grow or support our business and to respond to business challenges could be limited and our business prospects, financial condition and results of operations would be materially and adversely affected.

Our business is highly dependent upon our timely access to, and the costs associated with, various sources of funding. Our business will depend on our ability to access diversified borrowing and funding sources from within and outside India. Our ability to borrow on acceptable terms and at competitive rates continues to depend on various factors, including, but not limited to, (i) our credit ratings; (ii) policy initiatives and the regulatory environment; (iii) liquidity in the markets; (iv) the attractiveness of debt of our Company to investors and lenders; (v) our current and future results of operations and financial condition as well as (vi) general access to liquidity for NBFCs.

6. High levels of customer defaults or delays in repayment of loans could adversely affect our business, financial condition and results of operations.

Our business involves lending money and accordingly we will be subject to customer default risks including default or delay in repayment of principal and/or interest on our loans. Customers may default on their obligations to us as a result of various factors including bankruptcy, lack of liquidity, lack of business and operational failure. If borrowers fail to repay loans in a timely manner or at all, our financial condition and results of operations will be adversely impacted. Although we believe that our risk management controls will be sufficient, we cannot be certain that they will continue to be sufficient or that additional risk management policies for individual borrowers will not be required. Failure to continuously monitor the loan contracts, could adversely affect our credit portfolio, which could have a material and adverse effect on our results of operations and financial condition.

7. We may not be able to recover, on a timely basis or at all, the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans.

The value of the security provided to us, may be subject to reduction in value on account of other extraneous reasons. Consequently, the realizable value of the security for the loans provided by us, when liquidated, may be lower than principal amount outstanding along with interest and other costs recoverable from such customers.

Although we believe that we will generally maintain a sufficient margin in the collateral value, if we have to enforce such pledges and if at the time of such enforcement, due to adverse market conditions, the market value of the pledged securities has fallen to a level where we will be unable to recover the monies lent by us, along with interest accrued thereon and associated costs, the results of our operations would be adversely affected. In case of any shortfall in margins in connection with the securities pledged as collaterals, we will typically call upon the relevant customer to provide further collateral to make up for the deficit in such margins. Furthermore, enforcing our legal rights by litigating against defaulting customers will be generally a slow and potentially expensive process in India. Accordingly, it may be difficult for us to recover amounts owed by defaulting customers in a timely manner or at all.

8. We may face asset-liability mismatches, which could affect our liquidity and consequently may adversely affect our operations and profitability.

Assets and liability mismatch ("ALM") represents a situation when financial terms of an institution's assets and liabilities do not match. ALM is a key financial parameter indicative of an NBFC's performance. We cannot assure you that we will be able to maintain a positive ALM always. We may rely on funding options with short term maturity periods for extending long term loans, which may lead to a negative ALM. Further, mismatches between our assets and liabilities are compounded in case of prepayment of financing facilities we grant to customers. Any mismatch in our ALM, may lead to a liquidity risk and have an adverse effect on our business prospects, financial condition, results of operations and profitability.

9. We have had negative cash flows from the investment activities of our Company

We have experienced negative cash flows from the investment activities of our Company in the past. There is no assurance that our investment activities will generate positive cash flows in the future, or that, if positive cash flow is achieved, we will be able to sustain it over time. This could adversely affect our growth, expansion plans, results of operations and overall financial performance.

10. 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.

Our policies and procedures to identify, monitor and manage risks may not be fully effective and may be subject to human error. Some of our risk measuring criteria are based on the use of monitored 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.

Further, some of our risk management strategies may not be effective in a difficult or less liquid market environment, where other market participants may be attempting to use the same or similar strategies to deal with the difficult market conditions. In such circumstances, it may be difficult for us to reduce our risk positions due to the activity of such other market participants. Other risk management methods depend upon an evaluation of information regarding markets, customers or other matters. This information may not in all cases be accurate, complete, up-to-date or properly evaluated.

Additionally, management of operational, legal or regulatory risk requires, among other things, policies and procedures to ensure certain prohibited actions are not taken and to properly record and verify a number of transactions and events. Although we have established such policies and procedures, they may not be fully effective, and we cannot guarantee that our employees will follow these policies and procedures as envisaged in all circumstances. Unexpected shortcomings in these policies and procedures or a failure of our employees to follow them may have a material adverse effect on our business, results of operations, cash flows and financial condition.

Our earnings are dependent upon the effectiveness of our management of 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.

11. **As the Equity Shares of our Company are listed on the Stock Exchange, our Company is subject to certain obligations and reporting requirements under the SEBI (LODR) Regulations and comply with other SEBI Regulations. Any non-compliances/delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.**

The Equity Shares of our Company are listed on Stock Exchange; therefore, we are subject to the obligations and reporting requirements prescribed under the SEBI (LODR) Regulations to the extent applicable, and have to adhere to and comply with other applicable Regulations framed by SEBI. Our Company endeavors to comply with all such obligations and reporting requirements, any non- compliance which might have been committed by us, may result into Stock Exchange and/or SEBI imposing penalties, issuing warnings and show cause notices against us and/or taking actions as provided under the SEBI Act and the rules and regulations made thereunder and applicable SEBI Circulars. The Company has made certain delayed submissions during 2014 to 2019 relating to Listing Agreements and Regulations 13(3), 27(2) 33, 34 of the SEBI (LODR) Regulations and was fined for non-compliance of standard operating procedure related to suspension and revocation of suspension for trading in specified securities. A consolidated fine has been levied by the exchange and the company has paid the fine amount of ₹14.74 Lakhs during the financial years 2014, 2015, 2016, 2018 and 2019. Any such adverse regulatory action or development could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares.

12. **We outsource certain operational activities to third-party IT service providers. Any lapse by such third-party service providers may have adverse consequences on our business and reputation.**

We rely on third-party service providers for certain IT-related services including, among others, data centers, IT maintenance, payment interface platforms, cloud and data analytics platforms and document storage. We also rely on collection agents and any deficiency or failure by such third parties in performing their services or any events that affect our collection network could adversely affect our business, results of operations, financial condition and cash flows.

Our internal teams regularly assess the financial and operational health of our service providers to ensure they can fulfill their obligations. This review includes checking performance standards, confidentiality and security. Our internal audit team also regularly audits all our businesses and functions and ensures their compliance with the RBI regulations that govern outsourcing arrangements, such as the restriction to outsource software licences and storage of data outside India. We sometimes have external firms conduct on-site vendor audits for critical functions. However, there can be no assurance that such measures would prevent the risk of our service providers failing to meet their contractual duties, committing fraud, making operational mistakes, or having inadequate business continuity and data security systems. Any such lapse by our third-party service providers may have adverse consequences on our business and reputation.

Furthermore, while our contracts with third-party service providers often include indemnification for statutory payments, fines and employee benefits, they do not cover losses or damages caused by their

personnel's actions or inactions. In the event of any such occurrence, we may incur losses, and to that extent, our business, results of operations, cash flows and financial condition may be adversely affected. Further, these contracts are generally subject to unilateral termination by either party. Any such termination by the service providers and our inability to appoint suitable replacements may adversely affect our business, results of operations and financial condition.

13. **Any failure, or perceived failure, by us to comply with the applicable regulations on personal information protection could expose us to proceedings and fines which may adversely affect our reputation, business, results of operations, cash flows and financial condition.**

Regulators in various jurisdictions are increasingly scrutinizing how companies collect, process, use, store, share and transmit personal data. This increased scrutiny may result in new interpretations of existing laws, thereby further impacting our business. In India, the Digital Personal Data Protection Act, 2023 (the "**Data Protection Act**") has been enacted (but is yet to be made effective) for implementing organisational and technical measures in processing personal data, laying down norms for cross- border transfer of personal data to ensure the accountability of entities processing personal data. The Data Protection Act introduced stricter data protection norms for an entity such as ours and may impact our processes. The Data Protection Act is instituted to maintain the highest level of security and protection for all such information regarding our various customers. Any failure, or perceived failure, by us to comply with any applicable regulatory requirements, including but not limited to privacy, data protection, information security, or consumer protection related privacy laws and regulations, could result in proceedings or actions against us by governmental entities or individuals who may subject us to fines, penalties, and/or judgments, which may adversely affect our reputation, business, results of operations, cash flows and financial condition.

Furthermore, despite our efforts to comply with applicable laws, regulations and other obligations relating to privacy, data protection and information security, it is possible that our interpretations of the law or practices could be inconsistent with, or fail, or be alleged to fail to meet all requirements of, such laws, regulations or contractual obligations, which may adversely affect our reputation, business, results of operations, cash flows and financial condition.

14. **Any non-compliance with mandatory anti-money laundering ("AML"), combating-terrorism financing ("CFT") and know your customer ("KYC") laws could expose us to liability and harm our reputation.**

In accordance with the requirements applicable to our Company, we are mandated to comply with AML, CFT and 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 networks for illegal money- laundering and terrorism financing activities, there may be instances where we collected information that may be used by other parties in attempts to engage in money-laundering, terrorism financing and other illegal or improper activities. In addition, a number of jurisdictions (including India) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA. Pursuant to these provisions, as part of our KYC processes, we are required to collect and report certain information regarding U.S. persons having accounts with us.

We have not had instances of breach of any applicable AML, CFT or KYC regulations and we consider that we have adequate internal policies, processes and controls in place to prevent and detect AML activity and ensure KYC compliance (including FATCA compliance). We may however not be able to fully control instances of any potential or attempted violation by other parties and 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 are required to comply with the customer due diligence, customer identification, anti-money laundering and know your customer requirements prescribed under the Prevention of Money Laundering Act, 2002, the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the Reserve Bank of India (Non-Banking Financial Companies – Know Your Customer) Directions, 2025, as amended from time to time. These requirements include, among other things, identification and verification of customers and beneficial owners using reliable and independent sources, verification of officially valid documents,

obtaining information regarding the purpose and intended nature of the business relationship, undertaking risk-based customer due diligence, ongoing monitoring of customer transactions, periodic updating of KYC records and compliance with applicable reporting and record-keeping requirements. In relation to secured lending, we may also obtain and rely upon representations, declarations and supporting documents, including valuation reports, title reports and other information relating to the security offered, wherever applicable. Any failure to comply with the applicable KYC, anti-money laundering or other regulatory requirements, may expose us to regulatory action, penalties, restrictions on our operations, reputational damage and loss of customer confidence, which could materially and adversely affect our business, results of operations, cash flows and financial condition.

15. **We depend on the accuracy and completeness of information about our customers and counterparties for certain key elements of our credit assessment and risk management process. Any misrepresentation, errors in or incompleteness of such information could adversely affect our business, results of operations, cash flows and financial conditions .**

    In deciding whether to extend credit or enter into other transactions with customers and counterparties, we rely on information furnished to us by or on behalf of them (including their personal information, financial transactions, collateral-related information and past credit history). We may also rely on certain representations from our customers and counterparties as to the accuracy and completeness of that information, and in relation to financial statements, on reports of their independent auditors.

    For ascertaining the creditworthiness, we may depend on the credit information companies or credit bureaus; and for encumbrances on valuation of collateral, we depend on the respective registrars and sub-registrars of assurances, and on independent valuers. Our reliance on any misleading information furnished to us, may affect our judgement of creditworthiness of potential borrowers, and the value of and title to the collateral, which may affect our business, prospects, results of operations and financial condition.

    We may also have customers who are unable to comprehensively document their entire income. Although we follow the Know Your Customer ("KYC") guidelines prescribed by the RBI, we may still receive inaccurate or incomplete information as a result of negligence or fraudulent misrepresentation, and may not receive updated information regarding changes in the financial condition of our customers or counterparties. Our risk management measures may not be adequate, or may fail, to detect or prevent such activities in all cases. Difficulties in assessing credit risks associated with our day-to-day lending operations may lead to an increase in our non-performing and restructured assets, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

16. **Our operational framework is relatively new and has not been tested across a full economic cycle.**

    Although we have established credit underwriting policies and procedures, our lending operations are at an early stage and our underwriting framework has not yet been tested under varying economic conditions. Any weaknesses in our underwriting standards could result in increased delinquencies and credit losses as the portfolio matures.

    Due to the limited historical credit data available, we have not developed a statistically validated Expected Credit Loss model under Ind AS 109. Accordingly, impairment provisioning has been determined using RBI's IRACP norms as an interim benchmark. Once an ECL model is implemented, our provisioning requirements may change materially, and current estimates may not accurately reflect future credit losses.

17. **We are exposed to operational and credit risks which may result in NPAs, and we may be unable to control or reduce the level of NPAs in our portfolio.**

    Our Company's inability to control the number and value of its NPAs may lead to deterioration of the quality of its loan portfolio and may adversely impact its business. Further, if our customers default in their repayment obligations, our business, results of operations, financial condition and cash flows may be adversely affected.

18. Our business is subject to various operational risks associated with the financial industry, including fraud.

Our business is subject to various operational and other risks associated with the financial industry, including:

- inadequate procedures and controls;
- failure to obtain proper internal authorisations;
- misreporting or non-reporting with respect to statutory, legal or regulatory reporting and disclosure obligations;
- improperly documented transactions;
- customer or third-party fraud, such as impersonation or identity theft or approval of loans on false pretences or inflated property values;
- failure of operational and information security procedures, computer systems, software or equipment;
- the risk of fraud or other misconduct by employees;
- failure to detect money laundering and other illegal or improper activities;
- unauthorised transactions or embezzlement by employees; and
- inadequate training and operational errors, including record keeping errors or errors resulting from faulty computer or communications systems.

19. The new bankruptcy code in India may affect our rights to recover loans from borrowers.

The Insolvency and Bankruptcy Code, 2016 ("**Bankruptcy Code**") was notified on August 5, 2016. The Bankruptcy Code offers a 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 a new 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 invocation 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 that the Corporate Insolvency Resolution Process is generally required to be completed within 180 days from the insolvency commencement date, which may be extended by a further period of up to 90 days by the Adjudicating Authority. The Bankruptcy Code also prescribes an overall outer limit of 330 days, including any extension granted and the time taken in legal proceedings, for completion of the Corporate Insolvency Resolution Process. Subsequently, the insolvency resolution plan prepared by the insolvency professionals has to be approved by 66% of voting share of financial creditors, which requires sanction by the adjudicating authority and, if rejected, 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. 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 realise their security interests in priority. 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 Further, the GoI vide notification dated March 24, 2020 ("**Notification**") has amended section 4 of the Bankruptcy Code due to the lingering impact of the COVID-19 pandemic. Pursuant to the said Notification, GoI has increased the minimum amount of default under the insolvency matters from ₹1,00,000 to ₹1,00,00,000. Therefore, the ability of our Company to initiate insolvency proceedings against the defaulters where the amount of default in an insolvency matter is less than ₹1,00,00,000 may impact the recovery of outstanding loans and profitability of our Company.

20. As an NBFC, we are subject to periodic inspections by the RBI. Non-compliance with observations made by RBI during these inspections could expose us to penalties and restrictions

Under section 45N of the Reserve Bank of India Act, 1934 ("RBI Act") we are subject to periodic inspections by the RBI to verify the correctness or completeness of any statement, information, or particulars furnished to the RBI to obtain any information or particulars which our Company has failed to furnish on being called

upon to do so. While we may respond to RBI and address such observations; there can be no assurance that the RBI will not make similar or other observations in the future. If we are unable to resolve such deficiencies to RBI's satisfaction, our ability to conduct our business may be adversely affected. Imposition of any penalty or adverse findings by the RBI during the ongoing or any future inspections may have an adverse impact on our business prospects, financial condition, and results of operations. NBFCs in India are subject to strict regulation and supervision by the RBI. We require certain approvals, licenses, registrations, and permissions for operating our business. Such approvals, licenses, registrations and permissions must be maintained/renewed over time and we may have to comply with certain conditions in relation to these approvals. Moreover, the applicable requirements may change over time. We are required to obtain and maintain a license for carrying on business as an NBFC. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. RBI has the authority to change these norms/ criteria as and when required. Inability to meet the prescribed norms/ criteria can adversely affect the operations and profitability of our Company.

21. 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, results of operations, cash flows and financial condition.

We are responsible for establishing and maintaining adequate internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and preparation and fair presentation of our financial statements and disclosures. We are exposed to risks arising from the inadequacy or failure of internal systems or processes, and any actions we may take to mitigate these risks may not be sufficient to ensure an effective internal control environment. In particular, given the increase in the volume of our transactions, errors may be repeated or compounded before they are discovered and rectified. Although we have taken appropriate measures to develop our internal control systems and policies to address those issues, we cannot assure you that our systems and policies will be sufficient or that deficiencies will not arise in the future.

Further, our management information systems and internal control procedures may not be able to identify non-compliance or suspicious transactions in a timely manner, or at all. Where internal control weaknesses are identified, our actions may not be sufficient to fully correct such weaknesses. 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, results of operations, cash flows and financial condition.

22. We are impacted by volatility in interest rates for both our fund raisings activities and any potential future lending operations, which could result in a decline in our net interest income and negatively affect our financial performance and profitability.

A substantial portion of our revenue come from interest earned on loans and other financing activity. Our net interest margins would be sensitive to fluctuations in interest rates within our lending activities. Interest rates are influenced by various factors beyond our control, including competition from other banks and NBFCs, the monetary policies of the RBI, deregulation of India's financial sector, as well as domestic and global economic and political conditions, all of which contribute to significant volatility in interest rates in India. Persistently high inflation may discourage the Government from adopting policies that would reduce interest rates. Additionally, if interest rates rise on our borrowings and we are unable to pass on those increases to our customers, we may find it difficult to compete with our competitors, who may have access to funds at a lower cost or lower cost deposits. If our borrowings are tied to market interest rates, we could end up paying higher interest rates compared to lenders with fixed-rate borrowings. Furthermore, our ability to pass on higher interest rates to borrowers may be limited by government regulations or RBI policies. In a falling interest rate environment, if our cost of funds does not decrease in line with or as significantly as the yield on our interest-earning assets, it may result in a reduction in our net interest income and net interest margin.

23. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures, restrictive covenants of our financing arrangements and compliance with applicable laws.

There is no assurance that we will declare or pay dividends in the future. The declaration and payment of dividends will depend on a number of internal and external factors, including our future business plans, financial performance, capital requirements, cash flows, and applicable legal and regulatory requirements Our ability to pay dividends may also be restricted by the terms of financing arrangements that we may enter into. As a Non-Banking Financial Company, the declaration of dividends by our Company is subject to the applicable Reserve Bank of India directions and will depend on compliance with the prescribed regulatory

and prudential requirements. External factors that may influence our dividend policy include business cycles, domestic and global economic conditions, government policies, regulatory and taxation changes, inflation, interest rates and the cost and availability of funds. Any dividend proposed by our Board of Directors will be subject to the provisions of our Articles of Association, applicable law, and the approval of our Shareholders, where required.

24. The lending services industry in India is highly competitive and our inability to compete effectively could adversely affect our business, results of operations, cash flows and financial condition.

The success of our business depends on our ability to compete with NBFCs, banks, micro-finance companies, digital lending platforms, small finance banks and private unorganised and informal financiers in the geographies in which we operate.

Our competitors may have greater resources, higher brand recognition among customers, greater customer loyalty, a wider branch and distribution network, access to less costly funding, more attractive financial products or superior technology. Our competitors may also make more significant investments in digital and innovation strategies to expand and achieve enhanced customer reach and engagement and economies of scale, making it more difficult for us to compete effectively. In addition, our competitors may be able to rely on the reach of the retail presence of their affiliated group companies or banks. If we fail to compete effectively, it could affect the performance of our product offerings and services and reduce our attractiveness to existing and potential customers and we may be unable to successfully execute our growth strategy, thereby adversely affecting our business, results of operations, cash flows and financial condition.

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

We are a retail focused non-banking financial company ("NBFC") offering a diversified portfolio of lending products. All of our operations and assets are located in India, all our customers are located in India and all of our revenue from operations is derived from our business in India. As such, our financial performance is dependent on the condition of the Indian economy.

Factors that may adversely impact the Indian economy, and hence our results of operations, may include:

- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian corporations;
- changes in India's tax, trade, fiscal or monetary policies;
- geopolitical tensions;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements, which may in turn adversely impact our access to capital, fund raising avenues and increase our borrowing costs;
- occurrence of natural or man-made disasters or outbreak of an infectious disease or epidemic such as COVID-19 or any other force majeure events in the region or globally, including in India's neighboring countries;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- prevailing regional or global economic conditions;
- any liquidity crisis affecting the financial services industry or NBFCs;
- any decline in India's foreign exchange reserves which may affect liquidity in the Indian economy; and
- any downgrading of India's debt rating by a domestic or international rating agency.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could reduce demand for our loans, increase loan default rates amongst our customers and generally adversely affect our business, results of operations, cash flows and financial condition as well as price of the Equity Shares.

26. We may experience challenges in expanding products portfolio and operational infrastructure.

Expanding our products portfolio with new or existing products can be costly and require significant management time and attention. Additionally, as our operations grow in size, scope and complexity and our product offerings increase, we will need to enhance and upgrade our systems and infrastructure to offer an increasing number of enhanced solutions, features and functionality. The expansion of our systems and infrastructure will require us to commit substantial financial, operational and technical resources in advance of an increase in the volume of business, with no assurance that the volume of business will increase. We

will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high -risk credit and impose significant costs on us.

27. Our business is based on the trust and confidence of our customers; any damage to that trust and confidence may materially and adversely affect our business, future financial performance and results of operations.

We are dedicated to earning and maintaining the trust and confidence of our customers and we believe that the good reputation is essential to our business. The reputation of our Company could be adversely affected by any threatened and/or legal proceedings and/or any negative publicity or news articles in connection with our Company. As such, any damage to our reputation could substantially impair our ability to maintain or grow our business. If we fail to maintain brand recognition with our target customers due to any issues with our product offerings, a deterioration in service quality, or otherwise, declines our market perception and customer acceptance of our brands may also decline.

28. Our success depends in large part upon key personnel and our ability to attract, train and retain such persons.

Our ability to sustain our rate of growth depends significantly on our ability to manage key issues such as selecting and retaining key operations personnel, developing managerial experience to address emerging business challenges, and maintaining high standards of client service. We believe our employees' experience has been key to our consistent growth, profitability, and strong liquidity and capital position.

Hiring and retaining qualified personnel, particularly in credit appraisal, asset valuation, SME finance, is a significant challenge. We also face attrition due to increasing competition and other industry factors. If we fail to attract or retain skilled employees, our ability to expand could be hindered, and revenue may decline. We would need to recruit and train new hires while also ensuring existing employees adhere to internal controls and risk management procedures. Failure to properly train and motivate our workforce could lead to higher attrition, reduced customer service quality, and increased hiring costs, potentially diverting management resources and increasing exposure to high-risk credit. The loss of key management or failure to retain talented personnel could have a material adverse effect on our business and future financial performance.

29. Our Promoters have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.

Our Promoters have significant control over the Company and have the ability to direct our business and affairs. So long as the Promoters have a majority holding, they will be able to elect the entire Board and control most matters affecting us, including the appointment and removal of the officers of our Company, our business strategy and policies and financing. Further, the extent of the Promoters' shareholding in our Company may result in the delay or prevention of a change of management or control of our Company, even if such a transaction may be beneficial to the other shareholders of our Company.

30. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

We have entered into various transactions with related parties. While we believe that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties.

31. Our Promoters and certain of our directors hold Equity Shares in our Company and are therefore interested in our performance in addition to their remuneration and reimbursement of expenses.

Certain of our Directors including our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take actions with respect to our business which may conflict with the best interests

of our Company or that of minority shareholders.

32. Lack of Significant Experience of the Promoters in the Industry Segment

The promoters may lack significant experience in the specific industry segment for which this issue is being made. This limited expertise could pose challenges in effectively managing business operations, responding to market dynamics, and driving growth. The absence of a proven track record in this sector may result in operational inefficiencies, difficulties in implementing business strategies, or potential delays in achieving profitability. Investors should carefully consider the risks associated with this lack of industry experience, which could negatively impact the issuer's ability to meet its business objectives and create value for shareholders. However, the issuer has experienced personnel in key roles and management teams with an average experience of about 16 years.

33. Our borrowers may transfer loan balances to other banks or financial institutions, resulting in a loss of expected interest income expected from such loans.

If interest rates rise, borrowers with variable interest rates on their loans are exposed to increased equated monthly instalments ("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 to avoid increased EMIs that result from an upwards adjustment of the loans' interest rate. 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. Loan balance transfers result in a loss of interest income expected from such loans over the course of their tenure. 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.

34. Our indebtedness and the conditions and restrictions imposed by our financing agreements could restrict our ability to conduct our business and operations in the manner we desire.

We may incur additional indebtedness in the future. Many of our financing agreements include various restrictive conditions and covenants restricting certain corporate actions, and our Company may be required to take the prior approval of the lender before carrying out such activities. Our indebtedness could have several important consequences, including our cash flows being used towards repayment of our existing debt, which will reduce the availability of our cash flow to fund our working capital, capital expenditures and other general corporate requirements. Moreover, our ability to obtain additional financing or renewal of existing facilities, in the future at reasonable terms may be restricted or our cost of borrowings may increase due to sudden adverse market conditions, including decreased availability of credit or fluctuations in interest rates. There could be a material adverse effect on our business, financial condition and results of operations if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements and we may be more vulnerable to economic downturns, which may limit our ability to withstand competitive pressures and may reduce our flexibility in responding to changing business, regulatory and economic conditions.

35. Our Company has filed/applied for the registration of the logo and the intellectual property that it uses with the registrar of Trademarks.

Our Company has filed trademark applications bearing Application Nos. 7735181 and 7735182 on May 16, 2026, for registration of its trademark "CRESCENTIS CAPITAL – FINANCING INDIA'S GROWTH" under Class 36, which are presently pending registration. There can be no assurance that these trademark applications will proceed to registration or that they will not be opposed, challenged or otherwise delayed. Any refusal, delay in registration or adverse outcome in relation to these applications, or any claim alleging infringement of third-party intellectual property rights, may result in litigation, additional costs, restrictions on the use of our brand or other adverse consequences, which could adversely affect our business operations and reputation. Even if our trademarks are ultimately registered, we may not be able to detect or prevent any unauthorised use or infringement of our intellectual property or enforce our rights effectively or in a timely

manner, and any such unauthorised use or infringement may adversely affect our business, reputation and prospects

36. We operate on leased premises and we may lose possession of leased properties and related buildings and other improvements.

We operate primarily from leased premises, including our Registered Office, under lease and license agreements with third parties. In the future, we may enter into additional similar arrangements. Any issues related to the title, ownership rights, or development rights of the properties from which we operate could negatively affect our business. This includes potential breaches of the terms of our lease agreements, such as delays in rent payments, improper use of the properties, or unauthorized transfer or assignment of the land by the lessor. Such issues could disrupt our operations. Additionally, if these leases or licenses are not renewed, it could significantly impact our ability to operate, which may, in turn, adversely affect our profitability, although the exact extent of this impact is difficult to quantify.

37. In the past, there have been instances of delayed or erroneous filing of certain forms that were required to be filed as per the reporting requirements under the Companies Act, 1956 and Companies Act, 2013 to RoC by our Company.

In the past, there have been certain instances of delay in filing of statutory forms and transferring funds to IEPF account as per the reporting requirements under the Companies Act, 1956 and Companies Act, 2013 with the RoC, which have been subsequently filed by our Company together with payment of an additional fee as specified by RoC.

No show cause notice in respect to the above has been received by our Company till date and except as stated in this Draft Letter of Offer, no penalty or fine has been imposed by any regulatory authority in respect to the same. The occurrence of instances of delayed or erroneous filings in future may impact our results of operations and financial position.

38. We face cybersecurity threats, such as hacking, phishing and trojans, attempting to exploit our network to disrupt services to customers or theft or leaking of sensitive internal data or customer information. Such events may damage our reputation and adversely impact our business and financial results.

We rely on digital banking and other digital services including mobile products and other web-and cloud-based products and applications, whether directly owned or through external vendors. We expect to continue investing in digital services and channels in the future. We are therefore exposed to various cybersecurity threats, such as:
(i) phishing and trojans targeting our employees or customers, wherein fraudsters send unsolicited emails seeking account- sensitive information, (ii) hacking, wherein hackers seek to hack into our website with the primary intention of causing reputational damage to us, (iii) data theft, wherein cyber criminals may intrude into our network with the intention of stealing our internal data or our customer information or to extort money and (iv) data leakage, wherein sensitive internal bank data or customer information is inappropriately disclosed by parties entitled to access it.

While we continue to enhance our protective measures, investigate and remediate any vulnerability due to cybersecurity incidents, any such cybersecurity incident could lead to loss of customer data and damage our reputation and have a material adverse effect on our business, financial condition and results of operations. Any cybersecurity incident could also subject us to additional regulatory scrutiny and expose us to civil litigation and related financial liability.

Pursuant to RBI's Master Direction—Information Technology Framework for the NBFC Sector dated July 31, 2026, we have a Board approved Information Technology Policy. Our implemented processes may however fail and cyber incidents may go undetected, potentially causing customer loss and regulatory scrutiny.

As cybersecurity threats increase and become more sophisticated, we may face increased costs to continue to modify or enhance our protective measures or to investigate and remediate any vulnerability to cybersecurity incidents. We may also face operational risks and increased costs if new technologies we use in cybersecurity management, such as the artificial intelligence and machine learning capabilities we have deployed in connection with our security incident event management, are not used appropriately, are defective or inadequate, or are not fully integrated into our solutions, systems or controls.

39. **Our insurance coverage may not be sufficient or may not adequately protect us against losses, and successful claims that exceed our insurance coverage could harm our business, results of operations, cash flows and financial condition**

We shall maintain insurance coverage of the type and in the amounts that we believe are commensurate with our operations. There can be no assurance that our current insurance policies will insure us fully against all risks and losses that may arise in the future, or that we will be able to maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable. Even if such losses are insured, we may be subject to certain deductibles, exclusions and limits on coverage, and our insurance claims may not be successful. While such instances have not materialised in the last three Fiscals, the occurrence of a serious uninsured loss or a successful assertion of one or more large claims against us that exceeds our available insurance coverage or results in changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, results of operations, cash flows and financial condition. If we are unable to pass the effects of increased insurance costs on to our customers, the costs of higher insurance premiums could have a material adverse effect on our costs and profitability. In addition, our insurance coverage expires from time to time. While we apply for the renewal of our insurance coverage in the normal course of our business, we cannot assure you that such renewals will be granted in a timely manner, at acceptable costs or at all. Further, we do not have insurance coverage for losses that we incur from our loan portfolio or investments due to non-payment and delinquency.

ISSUE AND OBJECT SPECIFIC RISKS

1. **Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.**

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency. Further, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control. For details, see "Objects of the Issue" on page 58 of this Draft Letter of Offer.

2. **We have in this Draft Letter of Offer included certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial condition. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the financial services industry and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies.**

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Draft Letter of Offer. These non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit and loss for the respective Fiscals or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. These non-GAAP measures and such other industry-related statistical and operational information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry- related statistical information of similar nomenclature that may be computed and presented by other similar companies.

Further, due to the limited historical credit data available, we have not made provisions for loan losses as per Expected Credit Loss model under Ind AS 109, and the provisions have been made on the basis of the RBI's IRACP norms for NBFCs as an interim benchmark. The migration to Expected Credit Loss model under Ind AS 109 may result in additional provisions for loan losses and could adversely affect the profitability.

In addition, these non-GAAP measures are not standardised 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. Such supplemental financial

and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our Financial Information disclosed elsewhere in this Draft Letter of Offer.

3. We will not distribute this Draft Letter of Offer, Application Form and Rights Entitlement Letter to overseas Shareholders who have not provided an address in India for service of documents.

In accordance with the SEBI (ICDR) Regulations and SEBI Rights Issue Circulars our Company will send, only through email, this Draft Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares permitted under laws of such jurisdictions and in each case who make a request in this regard. The Issue Materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. However, the Companies Act, 2013 requires companies to serve documents at any address which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act, 2013 and the rules made thereunder with respect to distribution of Issue Materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdictions. While we have requested all the shareholders to provide an address in India for the purposes of distribution of Issue Materials, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act, 2013 and may subject us to fines or penalties.

4. SEBI has, by way of Rights Issue Circulars streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft Letter of Offer.

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has been introduced by the SEBI in 2020. Accordingly, the process for streamlining the Rights Entitlements process has been devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI Rights Issue Circular and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see "***Terms of the Issue***" beginning on page 86 of this Draft Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise of Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

5. The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their demat account to the Registrar.

In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

6. **Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.**

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, see "Terms of the Issue" beginning on page 86 of this Draft Letter of Offer.

7. **Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoter or members of our Promoter Group may adversely affect the trading price of the Equity Shares.**

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

8. **Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.**

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

9. **Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.**

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation, cash flows or financial condition, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity

Shares after this Issue or cause the trading price of our Equity Shares to decline.

10. There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchanges until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

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

Under the Companies Act, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

12. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

13. The sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

14. Investors will not have the option of getting the allotment of Equity Shares in physical form.

In accordance with the SEBI ICDR Regulations, the Equity Shares shall be issued only in dematerialized form. Investors will not have the option of getting the allotment of Equity Shares in physical form. The Equity Shares Allotted to the Applicants who do not have demat accounts or who have not specified their demat details, will be kept in abeyance till receipt of the details of the demat account of such Applicants. For details, see "Terms of the Issue" beginning on page 86 of this Draft Letter of Offer. This may impact the ability of our shareholders to receive the Equity Shares in the Issue.

15. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as

shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

16. The Issue Price of our Rights Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.

The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that the Investors will be able to sell their Equity Shares at or above the Issue Price. The factors that could affect our share price are:

- quarterly variations in the rate of growth of our financial indicators such as earnings per share;
- changes in revenue or earnings estimates or publication of research reports by analysts;
- speculation in the press or investment community;
- general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

17. **Market Risks Until Listing and Trading Approval**

Investors will be subject to market risks from the date of payment for the Equity Shares until the shares are credited to their demat accounts and listed for trading. Although the Equity Shares are intended to be listed on the Stock Exchange, there is no guarantee that the shares will be credited to investors' demat accounts or that trading will commence promptly. Until such time as the shares is credited and trading is approved, investors may face fluctuations in the market value of their shares, which could impact their investment. As a result, investors must bear the risk associated with any delays in the listing or commencement of trading, which could affect the liquidity and price of their shares.

EXTERNAL RISK FACTORS

1. Significant differences exist between Ind AS, Indian GAAP and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.

Summary statements of assets and liabilities as at March 31, 2026 and summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the Fiscals 2026 and 2025 have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Ind AS Rules and, the SEBI Circular and the Prospectus Guidance Note. We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Letter of Offer, nor do we provide a reconciliation of our restated financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Financial Information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

2. Political, economic or other factors that are beyond our control may adversely affect our business and results of operations.

The Indian economy is influenced by economic developments in other countries. These factors could depress economic activity which could have an adverse effect on our business, financial condition and results of operations. Any financial disruption could have an adverse effect on our business and future financial performance.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional and global economies.

Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

3. A slowdown in economic growth in India could cause our business to suffer.

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- Any increase in Indian interest rates or inflation;
- Any scarcity of credit or other financing in India;
- Prevailing income conditions among Indian consumers and Indian corporations;
- Changes in India's tax, trade, fiscal or monetary policies;
- Political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- Prevailing regional or global economic conditions; and
- Other significant regulatory or economic developments in or affecting India

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

4. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards ("ICDS"), thereby creating a new framework for the computation of taxable income. The ICDS became applicable from the assessment year for Fiscal 2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

- The General Anti Avoidance Rules ("**GAAR**") have been made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.
- A comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure, which came into effect from July 1, 2017. We cannot provide any assurance as to any aspect of the tax regime following implementation of the GST.

Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We 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. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Any increase in taxes and levies, or the imposition of new taxes and levies in the future, could increase the cost of production and operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

5. Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging markets in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long- term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

6. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GOI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

7. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

8. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. 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 and financial performance and the price of our Equity Shares.

9. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect the Banking and Financial Services industry, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the GoI and other regulatory bodies, or impose onerous requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could lead to fluctuation of price points of various input costs and thereby increase our operational cost.

The Taxation Laws (Amendment) Act, 2019, also prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate (on gross basis) for Indian companies from 34.94% to approximately 25.17%. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us.

There can be no assurance that we will not be required to comply with additional procedures or obtain additional approvals and licenses from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations in connection with GST. While we are and will comply with the GST rules and regulations, any failure to comply with the same may result in noncompliance with the GST and may adversely affect our business and results of operations. Any changes in the Income Tax Act 2025 or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws that are applicable to our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

10. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concerns regarding regional stability which could adversely affect the price of the Equity Shares. 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 and the market price of the Equity Shares.

11. We are subject to regulatory, economic, 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 will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

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;
- 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;
- Hostile or war like situations with the neighbouring countries;
- Macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- Decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- Downgrading of India's sovereign debt rating by rating agencies; and
- Difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.
- Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

SECTION IV – INTRODUCTION

THE ISSUE

This Issue has been authorized through a resolution passed by our Board at its meeting held on September 30, 2026 to raise funds by issuance and allotment of equity shares for an aggregate amount of up to ₹8,000 Lakhs (Rupees Eight Thousand Lakhs), by way of Rights Issue, on such terms to be decided by the Board or a duly constituted committee of the Board at a later date.

The terms and conditions of the Issue including the rights entitlement ratio, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Board of Directors / Funds Rasing Committee at its meeting held on (_____). The following is a summary of this Issue, and should be read in conjunction with and is qualified entirely by, the information detailed in the chapter titled "***Terms of the Issue***" on page 86 of this Draft Letter of Offer.

Particulars	Details of Equity Shares
Equity Shares proposed to be issued	Up to (_____) Equity Shares
Rights Entitlement	(_____) (_____) Equity Share for every ___ (___) fully paid-up Equity Share(s) held on the Record Date
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than __ (__) Equity Shares, the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored (as noted above) will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.
Record Date	(_____)
Face value per Equity Share	₹10/-
Issue Price per Rights Equity Shares	₹(_____)./- per Equity Share (including a premium of ₹---/- per Equity Share)
Issue Size	Issue of up to ₹(_____) lakhs # #*Assuming full subscription, to be adjusted as per the Rights Entitlement ratio*
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank *pari passu* in all respects with the Equity Shares of our Company
Equity Shares issued, subscribed and paid up prior to the Issue	1,70,13,549 Equity Shares. For details, see "Capital Structure" beginning on page 55 of this Draft Letter of Offer
Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	Up to (_____) Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	(_____)
Money payable at the time of Application	₹(_____)/-
Scrip Details	**ISIN**: INE754C01010 **Rights Entitlement ISIN**: INE_____ **BSE**: 511571
Use of Issue Proceeds	For details, please refer to the chapter titled "***Objects of the Issue***" on page 58 of this Draft Letter of Offer.

Particulars	Details of Equity Shares
Terms of the Issue	For details, please refer to the chapter titled "***Terms of the Issue***" on page 86 of this Draft Letter of Offer.

Please refer to the chapter titled "***Terms of the Issue***" on page 86 of this Draft Letter of Offer.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Last Date for Credit of Rights Entitlements	(_____)
Issue Opening Date	(_____)
Last date for On Market Renunciation of Rights Entitlements #	(_____)
Last Date for Receiving Requests for Application Form and Rights Entitlement Letter	(_____)
Issue Closing Date*	(_____)
Finalization of Basis of Allotment (on or about)	(_____)
Date of Allotment (on or about)	(_____)
Date of credit (on or about)	(_____)
Date of listing or Commencement of trading (on or about)	(_____)

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or before the Issue Closing Date.

* *Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of the Application shall be permitted by any Applicant after the Issue Closing Date.*

The above schedule is indicative and does not constitute any obligation on our Company.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

GENERAL INFORMATION

The Company was originally incorporated as Som Datt Finance Corporation Limited, a public limited company under the Companies Act, 1956, with the Certificate of Incorporation issued by the Registrar of Companies, West Bengal, on October 19, 1993, bearing Registration No. 060507. The Company commenced its business on November 3, 1993, and was initially assigned the Corporate Identification Number (CIN) L65921WB1993PLC060507.

On May 11, 2019, Mr. Kuldip Rathee and Mrs. Vijay Rathee entered into a Share Purchase Agreement with certain sellers who were part of the previous promoter group viz Mrs. Usha Datt, Mrs. Latika Datt Abbott, Mrs. Anuradha Datt Munjal, Mrs. Charu Datt Bhatia, Mrs. Sadhana Singh, Mrs. Anjali Anand, Som Datt Enterprises Pvt. Ltd., Som Datt Power Ltd., and Som Datt Investments and Finance Co. Pvt. Ltd to acquire 69.19% of the outstanding shares of the Company resulting in a change of control in compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations") and subject to the prior approval of Reserve Bank of India ("RBI"). After receipt of the approval from RBI and after completing the process of open offer in terms of the SEBI SAST Regulations, the Share Purchase Agreement dated May 11, 2019 was consummated. Thereafter, the Company started the process for change of promoters from the previous promoter group to Mr. Kuldip Rathee and Mrs. Vijay Rathee. The BSE Limited ("BSE") approved this reclassification and change of control vide its letter dated September 22, 2021.

After the acquisition by Mr. Kuldip Rathee and Mrs. Vijay Rathee, the Company's Registered Office was relocated to the National Capital Territory (NCT) of Delhi, and a new CIN: L65921DL1993PLC377542, was issued on February 25, 2021, bearing Registration No. 377542.

In November 2022, Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy entered into a Share Purchase Agreement with Mr. Kuldip Rathee and Mrs. Vijay Rathee to acquire 69.34% shares of the Company resulting in a change of control. This acquisition, formalized through a Share Purchase Agreement (SPA) dated November 9, 2022, was in compliance with the SEBI SAST Regulations and was subject to prior approval of RBI. After receipt of the approval from RBI and after completing the process of open offer in terms of the SEBI SAST Regulations, the Share Purchase Agreement dated November 9, 2022 was consummated. Thereafter the Company started the process for deletion of earlier promoters Mr. Kuldip Rathee and Mrs. Vijay Rathee, which was approved by BSE vide letter dated March 28, 2024.

Further, the Company relocated its Registered Office to Telangana on August 13, 2024. The current CIN assigned to the Company is L65921TS1993PLC188494, bearing Registration No. 188494.

In order to reflect the Company's new identity, business vision and strategic direction under the present management, and considering that the erstwhile "Som Datt" promoter group was no longer associated with the Company, the Board of Directors proposed changing the name of the Company from "Som Datt Finance Corporation Limited" to "Crescentis Capital Limited". The proposal was approved by the shareholders through a Special Resolution passed by way of Postal Ballot on December 26, 2025, after obtaining the requisite No Objection Certificate from the Reserve Bank of India and approval for name availability from the Central Registration Centre, Registrar of Companies.

Consequently, the Ministry of Corporate Affairs issued a Fresh Certificate of Incorporation pursuant to change of name on January 6, 2026, certifying that the name of the Company stood changed from Som Datt Finance Corporation Limited to Crescentis Capital Limited. The Company continues as the same legal entity, and the change of name does not affect any of its rights, obligations or liabilities.

Further, consequent upon the change of name, the Reserve Bank of India, Department of Regulation, Bengaluru Regional Office, issued a Fresh Certificate of Registration dated February 10, 2026, under Section 45IA of the Reserve Bank of India Act, 1934, recognizing the Company in its new name, Crescentis Capital Limited (formerly known as Som Datt Finance Corporation Limited), thereby enabling the Company to continue carry on the business of a Non-Banking Financial Company (NBFC) without accepting public deposits.

The Company is a Base Layer Non-Deposit Taking NBFC Company, categorized as an Investment and Credit Company (ICC), and is registered with the Reserve Bank of India (RBI) under Section 45-IA of the RBI Act, 1934. The Company was initially granted a Certificate of Registration by the RBI on March 29, 2005, under Registration No. B.05-02987. This certificate was later updated, and a new Certificate of Registration was issued on September 23, 2021, with Registration No. B-14.03556, allowing the Company to continue operating as a Non-Banking Financial Company (NBFC). This certificate was later further updated, and a new Certificate of Registration was issued on February 27, 2025, with Registration No. N-09.00492, allowing the Company to

continue operating as a Non-Banking Financial Company (NBFC). Subsequently, following the change in the name of the Company from Som Datt Finance Corporation Limited to Crescentis Capital Limited, the Reserve Bank of India issued a Fresh Certificate of Registration on February 10, 2026, retaining Registration No. N-09.00492, thereby recognizing the Company in its new name and authorizing it to continue carrying on the business of a Base Layer Non-Deposit Taking Non-Banking Financial Company (Investment and Credit Company).

Registered Office, CIN, and Registration number of our Company

Reg. Office: 8-2-502/1/A, Ground Floor, JIVI Towers, Road No.7, Banjara Hills, Hyderabad, Telangana -500034, India
CIN: L65921TS1993PLC188494
Tel: +91 8121110084;
E-mail: **cs@crescentis.in**
Website: www.somdattfin.com
Registration Number: 188494

Details of Changes in the Registered Office:

Date of Change	***From***	***To***
September 01, 2024	Flat No. 210, Ravi Satvika Residency, Journalist Colony, Nizampet, Hyderabad, Telangana – 500090	8-2-502/1/A, Ground Floor, JIVI Towers, Road No.7, Banjara Hills, Hyderabad, Telangana -500034, India
August 13, 2024	516, Suneja Towers -I, District Centre, Janakpuri, Delhi- 110058	Flat No. 210, Ravi Satvika Residency, Journalist Colony, Nizampet, Hyderabad, Telangana – 500090
February 25, 2021	Gajraj Chamber, 2B, 2nd Floor 86B/2, Topsia Road, (South) Kolkata-700046	516, Suneja Towers -I, District Centre, Janakpuri, Delhi- 110058
August 26, 2015	Flat No-24-25, 10, Old Post Office Street Calcutta-700001	Gajraj Chamber, 2B, 2nd Floor 86B/2, Topsia Road, (South) Kolkata-700046

Address of the Registrar of Companies:-

Our Company is registered with the Registrar of Companies, Hyderabad situated at the following address:
Address: Registrar of Companies, Hyderabad, 2nd Floor, Corporate Bhawan, GSI Post, Nagole, Bandlaguda, Hyderabad - 500 068.

Board of Directors of our Company

Name	Age	Designation	Address	DIN
Mr. Bhaskara Rao Bollineni	72	Non-Executive Director & Chairman	R/o H. No 21-26/4 survey No. 611, 612 and 613, Mission compound, Near RGI Police station, Shamshabad, KV Rangareddy, Telangana – 501218	00008985
Mr. Subba Rao Veeravenkata Meka (a.k.a. Venkat Subbarao)	66	Managing Director	G402, Trendset, Winz, Nanakramguda, Hyderabad 500032	07173955
Mr. Bhavanam Ruthvik Reddy	31	Whole-Time Director & Chief Executive Officer	8-2-293/82/HE/4, Huda Enclave, Near Andhra Jyothi Office, Jubilee Hills, Hyderabad, Telangana – 500096.	08372627
Mr. Rajvir Singh Chhillar	69	Independent Director	EC-176, Maya Enclave, Hari Nagar, Delhi-110064	08651668

Name	Age	Designation	Address	DIN
Ms. Jayanthi Talluri	53	Independent Director	Flat No. 303, Plot No 87 Sailok Bhaniraj Residency, Gautami Enclave, Kondapur, Hyderabad Telangana- 500084	09272993
Mr. Venkata Ramana Dhulipala	66	Independent Director	Flat No. 501, 5th Floor, Road no-3, Venkateswara Heights Building, Near Radhika Theater, A.S Rao Nagar, Secunderabad, Hyderabad, Telangana- 500040	10669584

For a detailed profile of our directors, please refer to the chapter titled "***Our Management***" beginning on page 67 of this Draft Letter of Offer.

Company Secretary and Compliance Officer of the Company

Mr. V.V. Krishna Chaitanya:

Address:- 8-2-502/1/A, Ground Floor, JIVI Towers, Road No.7, Banjara Hills, Hyderabad, Telangana 500034.
Telephone: +91 8121110084
Email: cs@crescentis.in

Chief Financial Officer of the Company

Mr. Shashank Shankpal
Address:- 8-2-502/1/A, Ground Floor, JIVI Towers, Road No.7, Banjara Hills, Hyderabad, Telangana 500034.
Telephone: +91 8121141493
Email: shashank@crescentis.in

Details of Key Intermediaries pertaining to this Issue of our Company: -

Registrar to the Company and the Issue:

RCMC Share Registry Pvt. Ltd.

Address:- B-25/1, 1st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020
Telephone: 8527695125
Email: investor.services@rcmcdelhi.com
Website: www.rcmcdelhi.com
Investor grievance e-mail: investor.services@rcmcdelhi.com
Contact person: Mr Murli Dharan Nair
CIN:- U67120DL1950PTC001854
SEBI Registration No.: INR000000429

Banker to the Issue: [●]
Address: [●]
Contact Person: [●]
Telephone: [●]
Email: [●]
Website: [●]

Statutory and Peer Review Auditor of the Issuer:
M/s. D.S. TALWAR & CO. Chartered Accountants,
Address: S - 58, Greater Kailash-II, New Delhi – 110048
Contact Person: Ms. Shradha Talwar
Firm Registration Number: 000993N
Membership No.: 514698
Telephone Number: 011-46109229
E-mail: v_dst@yahoo.co.in
Peer Review Certificate Number: 014232

Legal Advisor to the Issue:
Sterling Law Partners
Regd. office: A604, Mangalya Commercial Premises Society, Off. Marol Maroshi Road, Andheri (East), Mumbai 400 059
Tel: +91-9820537617
E-mail: narendra.joshi@sterlinglawpartners.com
Contact Person: Mr. Narendra Joshi
Website: https://sterlingpartners.law/

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs or the ASBA Process is provided at the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. On allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

Inter-se Allocation of Responsibilities

The Company is not required to appoint a Merchant Banker in connection with this Issue, and hence there is no Merchant Banker appointed for this Issue. Accordingly, there is no inter-se allocation of responsibilities among Merchant Banker(s). The Company has undertaken this Issue in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

Expert Opinion

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

Our Company has received a written consent dated August 26, 2026 from our Statutory Auditors, M/s. D.S. TALWAR & CO. Chartered Accountants, to include their name in this Draft Letter of Offer as an "expert", as defined under applicable laws, to the extent of and in their capacity as statutory auditors, and in respect of the Statement of Tax Benefits, included in this Draft Letter of Offer. Such consent has not been withdrawn as on the date of this Draft Letter of Offer.

Investor Grievances

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-issue or post-issue related matters such as non-receipt of Letters of Allotment/ share certificates/ DEMAT credit/ Refund Orders/unblocking of ASBA Accounts, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or DEMAT account, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSB where the application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgment slip (in case of ASBA process). For details on the ASBA process, "***Terms of the Issue***" beginning on page 86 of this Draft Letter of Offer

Credit Rating

This being a Rights Issue of Equity Shares, credit rating is not required.

Debenture Trustees

This is an issue of Equity Shares; the appointment of debenture trustees is, therefore, not required.

Monitoring Agency
Our Company has appointed Acuite Ratings & Research Limited as the monitoring agency, in accordance with Regulation 82 of the SEBI ICDR Regulations, prior to issue of the Letter of Offer to the shareholders and prior to filing the same with the Stock Exchange.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2025 has amended Regulation 71 of the SEBI ICDR Regulations with effect from April 7, 2025 as per which the company is required to file the Draft Letter of Offer with the stock exchange for issue process and after receipt of the in-principle approval from BSE, the company will file the Letter of Offer with SEBI for information and dissemination on Board's website. Further, in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of the Letter of Offer to the e-mail address: cfddil@sebi.gov.in.

Underwriting Agreement and Details

This Issue will not be underwritten, and our Company has, therefore, not entered into an underwriting arrangement.

Changes in Auditors during the last three years: -

No change in auditors during the past three years.

Issue Schedule

Last Date for Credit of Rights Entitlements	(_____).
Issue Opening Date	(_____).
Last date for On Market Renunciation of Rights Entitlements #	(_____).
Last Date for Receiving Requests for Application Form and Rights Entitlement Letter	(_____).
Issue Closing Date*	(_____).
Finalization of Basis of Allotment (on or about)	(_____).
Date of Allotment (on or about)	(_____).
Date of credit (on or about)	(_____).
Date of listing or Commencement of trading (on or about)	(_____).

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or before the Issue Closing Date.

* *Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of the Application shall be permitted by any Applicant after the Issue Closing Date.*

The above schedule is indicative and does not constitute any obligation on our Company.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., (_____)., to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., (_____).

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company, or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. For details on submitting Application Forms, see "***Terms of the Issue***" beginning on page 86 of this Draft Letter of Offer.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholder can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at www.rcmcdelhi.com after keying in their respective details along with other security control measures implemented thereat. For further details, see ***"Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders***" beginning on page 100 of this Draft Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before the Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from the market and the purchaser will lose the premium paid to acquire the Rights Entitlements. Persons whose demat accounts are credited with the Rights Entitlements, are required to make an application to apply/ subscribe for Equity Shares offered under the Rights Issue.

Minimum Subscription

As the object of the Company is other than capital expenditure for a project, our Company would not be required to comply with the requirements of minimum subscription. Both our Promoters have vide their respective Subscription Intent Letters confirmed that they (i) will subscribe to the full extent of their respective Rights Entitlements in the Rights Issue and that they shall not renounce the Rights Entitlements (except to the extent of Rights Entitlements renounced between the Promoters); (ii) will subscribe to additional Rights Entitlements over and above their respective Rights Entitlements, if any, which are renounced in their favour by the other Promoter and (iii) may subscribe to additional Rights Equity Shares, if any, which may remain unsubscribed in the Issue, each as may be applicable, subject to the subscription to additional Rights Equity Shares under (ii) and (iii) above, shall be made to the extent that: (a) it does not result in any obligation on them as Promoters to make an "open offer" in accordance with the SEBI SAST Regulations and (b) the aggregate shareholding of the Promoters being compliant with the minimum public shareholding requirements under the Securities Contracts (Regulations) Rules and SEBI LODR Regulations.

The Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI SAST Regulations. Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Further, the unsubscribed portion of the Issue may be allotted to any Specific Investor(s) recognised by the Company.

Appraising Entity

None of the purposes for which the Net Proceeds are proposed to be utilized have been appraised by any bank or financial institution or any other independent agency.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Letter of Offer and after giving effect to the Issue is set forth below:

#	Particulars	Amount (₹)	
		Aggregate nominal value	Aggregate value at Offer Price
A.	**Authorised Share Capital***		
	4,50,00,000 Equity Shares of ₹10/- each	45,00,00,000	-
	50,00,000 Preference Shares of ₹10/- each	5,00,00,000	-
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	1,70,13,549 Equity Shares of ₹10/- each	17,01,35,490	-
C.	**Present Issue in terms of this Draft Letter of Offer**		
	Offer of Equity Shares of Face Value ₹10/- each at a Price of ₹-----per Equity Share		
D.	***Issued, subscribed and paid-up Equity Share Capital after the Issue***		
	Equity Shares ₹10/- each		
E.	**Securities Premium Account**		
	Before the Issue	42,03,34,740	
	After the Issue		

 # Assuming full subscription for and Allotment of the Equity Shares

(1) The present Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 30, 2026.

(2) The Equity Share Capital after the Issue includes the full value of the Rights Equity Shares allotted in the Issue.

Notes to Capital Structure

1. **Details of outstanding instruments as on the date of this Draft Letter of Offer:**

Except as stated below, there are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments into Equity Shares of our Company, as on the date of this Draft Letter of Offer.

Crescentis Capital Limited Employees' Stock Option Scheme, 2025 ("CCL ESOS 2025")

Pursuant to the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the shareholders of our Company approved the Crescentis Capital Limited Employees' Stock Option Scheme, 2025 ("CCL ESOS 2025") by way of a Special Resolution passed through Postal Ballot on December 26, 2025. Under the Scheme, our Company is authorized to grant up to 13,00,000 Equity Shares of face value ₹10 each upon exercise of stock options. BSE Limited has granted in-principle approval for the listing of such Equity Shares vide its letter dated April 2, 2026.

The Company instituted the CCL ESOS 2025 for granting Employee Stock Options to eligible employees. Pursuant to the Scheme, the Nomination and Remuneration Committee (“NRC”), recommended the grant of 5,00,000 Employee Stock Options (“ESOPs”) to the Managing Director. Since the proposed grant exceeded 1% of the issued share capital of the Company, the requisite approval of the members was obtained in accordance with Regulation 6(3)(d) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

As on the date of this Draft Letter of Offer, the details of options granted pursuant to the ESOS 2025 are as follows:

Particulars	CCL ESOS 2025*
Total number of stock options granted	500,000
Stock options vested	NIL
Stock options exercised	NIL
Stock options forfeited/lapsed	NIL
Money realized by exercise of options (*in ₹ Lakhs*)	NIL
Total number of options outstanding	500,000

Pursuant to resolution of the NRC and of the Board of Directors in their respective meetings held on May 29, 2026, 500,000 stock options, have been granted to the eligible employee.

Note: As per CCL ESOS 2025 approved by the shareholders, in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organisation including merger/demerger, the ceiling in terms of number of Equity shares reserved under the CCL ESOS 2025, may be adjusted, if required, with a view to facilitate fair and reasonable adjustment to the eligible employees as per the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, and other applicable laws and such adjusted number of Shares shall be deemed to be the ceiling as originally approved by the Members of the Company.

2. **Details of Equity Shares held by the promoters and promoter group including the details of lock-in pledge of and encumbrance on such Equity Shares**

The details of the Equity Shares held by our Promoters and members of our Promoter Group, including details of Equity Shares which are locked-in, pledged or encumbered can be accessed on the website of BSE https://www.bseindia.com/corporates/pledge_new.

3. **Details of Equity Shares acquired by the promoters and promoter group in the last one year prior to the filing of this Draft Letter of Offer**

Except as mentioned below, no Equity Shares have been acquired by the Promoters or members of Promoter Group in the last (1) one year immediately preceding the date of filing of this Draft Letter of Offer:

Name of the Promoter & Promoter Group	Pre-holding	Date and Mode of Acquisition	No. of Equity Shares (Present shareholding)
Mr. Bhavanam Ruthvik Reddy	10,50,528	June 26, 2026, by way of gift from Dr. Bhaskara Rao Bollineni	13,50,528

Consequent to upon said gift, the Shareholding of the promoters in the Company is as follows:

Name of the Promoter	No. of Equity Shares Held
Dr. Bhaskara Rao Bollineni	1,14,05,819
Mr. Bhavanam Ruthvik Reddy	13,50,528

4. **Intention and extent of participation by our Promoter and Promoter Group in the Issue:**

Both our Promoters have vide their respective Subscription Intent Letters confirmed that they (i) will subscribe to the full extent of their respective Rights Entitlements in the Rights Issue and that they shall not renounce the Rights Entitlements (except to the extent of Rights Entitlements renounced between the Promoters); (ii) will subscribe to additional Rights Entitlements over and above their respective Rights Entitlements, if any, which are renounced in their favour by the other Promoter and (iii) may subscribe to additional Rights Equity Shares, if any, which may remain unsubscribed in the Issue, each as may be applicable, subject to the subscription to additional Rights Equity Shares under (ii) and (iii) above, shall be made to the extent that: (a) it does not result in any obligation on them as Promoters to make an "open offer" in accordance with the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 2011; and (b) the aggregate shareholding of the Promoters being compliant with the minimum public shareholding requirements under the Securities Contracts (Regulations) Rules, 1957 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The additional subscription, if any, by our Promoters shall be made subject to such additional subscription not resulting in the minimum public shareholding of our Company falling below the level prescribed in SEBI Listing Regulations and SCRR. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

5. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is Rs ------per equity share.

6. Shareholding Pattern of our Company as per the last filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations

   (i) The shareholding pattern of our Company, as on 30th June, 2026, can be accessed on the website of the BSE https://www.bseindia.com/stock-share-price/crescentis-capital-ltd/crescentis/511571/qtrid/130.00/shareholding-pattern/jun-2026.

   (ii) The statement showing holding of securities (including Equity Shares, warrants, convertible securities) of persons belonging to the category "Public" including Equity Shareholders holding more than 1% of the total number of Equity Shares as on 30th June, 2026, as well as details of shares which remain unclaimed for public can be accessed on the website of the BSE www.bseindia.com.

7. At any given time, there shall be only one denomination of the Equity Shares of our Company.

8. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. Further, the Equity Shares allotted pursuant to the Issue, shall be fully paid up.

9. Our Company has not made issuance of equity shares for consideration other than cash in the last one year immediately preceding the date of this Draft Letter of Offer.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

OBJECTS OF THE ISSUE

The Issue comprises an issue of up to (_____) Equity Shares, aggregating up to ₹[●] lakhs by our Company. For details see "***The Issue***" beginning on page 47 of this Draft Letter of Offer.

Our Company intends to utilize the proceeds of the Issue towards the following objects:

1. To augment our capital base and for increasing our operational scale with respect to our NBFC activities.
2. Repayment or prepayment, in full or in part, of all or a portion of certain borrowing availed by our Company
3. General Corporate Purposes.

(Collectively, referred to hereinafter as the "**Objects**")

We intend to utilize the gross proceeds raised through the Issue (the "**Issue Proceeds**") after deducting the Issue related expense ("**Net Proceeds**") for the above-mentioned Objects.

The main Object Clause of the Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Net Proceeds

The details of objects of the Issue

Particulars	Amount (₹ in lakhs)
Gross proceeds from the Issue	[●] *
Less: Issue related expenses	[●]
Net Proceeds of the Issue	[●]

**The issue size will not exceed ₹8,000 lakhs. If there is any reduction in the Issue Size on account of or at the time of finalisation of issue price and Rights Entitlements Ratio the same will be adjusted against the amount for General Corporate Purposes.*

Requirement of Funds:

S.No.	Particulars	Amounts (₹ in lakhs)	% of gross proceeds	% of Net proceeds
1.	To augment our capital base and provide for our fund requirements for increasing our operational scale with respect to our NBFC activities	Up to [●]	[●]%	[●]%
2.	Repayment or prepayment, in full or in part, of all or a portion of certain borrowing availed by our Company	1,500.00	[●]%	[●]%
3.	General Corporate Purposes**	[●]	[●]%	[●]%
4.	Issue Related Expenses	[●]	[●]%	
	Total	**Up to [●]**	**100.0%**	**100.0%**

*** The amount utilized towards general corporate purposes shall not exceed 25% of the Gross Proceeds.*

Means of Finance

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Utilization of Net Proceeds

Our Company proposes to deploy the Net Proceeds in the aforesaid objects as follows:

(₹ in lakhs)

S. No.	Particulars	Total estimated amount to be utilized
1.	To augment the capital base of our Company	[•]
2.	Repayment or prepayment, in full or in part, of all or a portion of certain borrowing availed by our Company	1,500.00
3.	General Corporate Purposes	[•]
Total		[•]

Schedule of Implementation and Deployment of Gross Proceeds (₹ in lakhs)

Objects of the Issue	Amount Proposed to be Funded from Net Proceeds	For FY 2026-27
To augment our capital base and for increasing our operational scale with respect to our NBFC activities	[•]	[•]
Repayment or prepayment, in full or in part, of all or a portion of certain borrowing availed by our Company	1,500.00	1,500.00
General corporate purposes	[•]	[•]
Issue expenses	[•]	[•]
Total *	**[•]**	**[•]**

**Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.*

In view of the competitive environment of the industry in which we operate, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

The fund requirement and deployment are based on internal management estimates and our Company's current business plan and is subject to change considering changes in external circumstances or costs, other financial conditions or business strategy.

Any amount, deployed by our Company out of internal accruals towards the aforementioned objects till the date of receipt of Issue Proceeds shall be recouped by our Company from the Issue Proceeds of the Issue. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above- mentioned Objects through a combination of Internal Accruals or Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Loans or recouping of Internal Accruals. We confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

Details of the Objects of the Issue

The details in relation to objects of the Issue are set forth herein below.

1. ***To augment our capital base and for increasing our operational scale with respect to our NBFC activities.***

   Our Company is a non-deposit taking Non-Banking Finance Company categorized as Investment and Credit Company i.e. ICC – NBFC – Base Layer (BL) primarily involved in the business of equity and debt

investments, trading in securities and providing credit facility to MSME and individuals.

We propose to augment our capital base by ₹[•] lakhs through this Issue and utilize the funds raised to further increase the operational scale of its business of NBFC activities, including but not limited to lending and investment businesses.

Further, our Company may invest in the form of debt and equity in various companies. We are not bound by predefined restrictions in regard to our search for investment opportunities. We invest in companies in a variety of markets and stages both listed and unlisted, strategic investments, debt, derivatives, and other instruments/ securities. Our investment scope and strategy depend upon the opportunities and market conditions; both long term and short term and we invest in variety of sectors. There are no prefixed criteria or predefined limitations to the Company's investments.

No portion of the amount earmarked towards this object will be utilised for giving loans to our Promoters, Group Companies and Promoter Group Companies.

2. Repayment or prepayment, in full or in part, of all or a portion of certain borrowings availed by our Company

Our Company has, in the ordinary course of business, entered into financing arrangements in the nature of loan against securities ("LAS") facilities with financial institutions to meet our short-term liquidity requirements. These facilities are revolving in nature, and the amount drawn and outstanding under them varies from time to time based on our liquidity position. As on March 31, 2026 and June 30, 2026, the aggregate amount outstanding under our LAS facilities was ₹1,448.65 lakhs and ₹500.00 lakhs, respectively, against an aggregate sanctioned limit of ₹2,000.00 lakhs.

The selection of borrowings proposed to be repaid/prepaid/redeemed by us shall be based on various factors including: (i) Cost of borrowings (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements, (ii) levy of any prepayment penalties and the quantum thereof, (iii) provisions of any laws, rules and regulations governing such borrowings; and (iv) other commercial considerations including, among others, the interest/ coupon rate on the borrowings, the amount of the borrowings outstanding, the prepayment / redemption charges, terms and conditions of consents and waivers, presence of onerous terms and conditions and the remaining tenor of the borrowings. We may utilise the Net Proceeds for part or full repayment of any such additional borrowings or borrowings obtained to refinance any of our existing borrowings. Given the nature of these borrowings and the terms of repayment/ pre-payment, the aggregate outstanding borrowing amounts may vary from time to time.

The following table provides the details of the borrowings availed by our Company which were availed for business purposes, and our Company has utilised said loan towards business purposes, which are proposed to be repaid out of the Net Issue Proceeds. We propose to repay the following loans out of the net issue proceeds:

Name of the Lender	**Bajaj Finance Limited**	**Aditya Birla Capital Limited**
Date of Sanction	April 11, 2025	March 23, 2026
Nature of Facility	Loan Against Securities	Line of Credit (security: pledge of securities)
Tenure/ Validity of the Loan	36 months	March 23, 2027
Nature/ purpose of the Loan	Working capital	Onward lending, working capital, investments and general corporate purposes
Amount sanctioned/ total limit	₹1,000.00 lakhs	₹1,000.00 lakhs
Amount outstanding as on September 30, 2026	₹1,000.00 lakhs	₹500.00 lakhs
Amount outstanding as on June 30, 2026	Nil	₹500.00 lakhs

Name of the Lender	Bajaj Finance Limited	Aditya Birla Capital Limited
Amount outstanding as on March 31, 2026	₹950.00 lakhs	₹498.65 lakhs
Repayment schedule	Interest payment: monthly Principal payment: within tenure/ validity of loan	Interest payment: monthly Principal payment: within tenure/ validity of loan
Pre-payment clauses	0% charges for both part and full pre-payments	May prepay or foreclose at any time without charges

Given the revolving nature of these facilities, the amount outstanding may increase from time to time, up to the sanctioned limit of ₹2,000.00 lakhs. Depending on our liquidity position and the amount outstanding at the relevant time, we may utilise a part of the Net Proceeds towards repayment/prepayment, in full or in part, of the amounts then outstanding under such LAS facilities, which may accordingly be higher than the amount outstanding as on June 30, 2026, but shall not exceed the sanctioned limit of ₹2,000.00 lakhs. Any such repayment/prepayment shall be subject to the terms of the relevant facility documents.

In addition to the above, we may, from time to time, enter into further financing arrangements and draw down funds thereunder. In such cases or in case any of the above loans are prepaid, repaid, redeemed (earlier or scheduled), refinanced or further drawn down prior to the completion of the Offer, we may utilise Net Proceeds towards prepayment, repayment or redemption (earlier or scheduled), including any recoupment and/ or of such additional indebtedness availed by us.

3. *General Corporate Purpose*

In terms of Regulation 62(2) of the SEBI (ICDR) Regulations, the extent of the Issue Proceeds proposed to be used for General Corporate Purposes shall not in the aggregate exceed 25% of the Gross Proceeds of the Issue. Our Board will have flexibility in applying the balance amount towards General Corporate Purposes, including repayment of outstanding loans, meeting our working capital requirements, capital expenditure, funding our growth opportunities, including strategic initiatives, meeting expenses incurred in the ordinary course of business including salaries and wages, administration expenses, insurance related expenses, meeting of exigencies which our Company may face in course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013.

Our management will have flexibility in utilizing any amounts for General Corporate Purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount available under this head and the business requirements of our Company, from time to time.

4. *Expenses for the issue*

The Issue related expenses consist of fees payable to Legal Counsel, processing fee to the SCSBs, Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Rights Equity Shares on the Stock Exchanges. Our Company will need approximately ₹[●] lakhs towards these expenses, a break-up of the same is as follows:

(₹ in lakhs)

Activity	Estimated Expense	% of Total Expenses	As a % of Issue size
Fees of the intermediaries (including Registrar to the Issue, Legal Advisors and other professional service providers, etc.)	[●]	[●]%	[●]%
Advertising, marketing, and shareholder outreach expenses	[●]	[●]%	[●]%
Regulators including stock exchange, SEBI, Depositories and other statutory fees			
Printing, stationery, distribution and postage, etc.	[●]	[●]%	[●]%

Activity	Estimated Expense	% of Total Expenses	As a % of Issue size
Other expenses (including bank charges, out of pocket expenses and miscellaneous expenses, etc.)			
Total	[•]	**100.0%**	[•]%

Appraisal

None of the Objects of the Issue has been appraised by any bank or financial institution.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Letter of Offer, which are proposed to be repaid from the Issue Proceeds.

Monitoring of Utilization of Funds

Our Company has appointed Acuité Ratings & Research Limited as the Monitoring Agency for the Issue to monitor the utilization of Gross Proceeds. The Monitoring Agency shall submit a report to our Board, until 100% of the Gross Proceeds have been utilised, as required under the SEBI ICDR Regulations. Our Company will disclose the utilization of the Gross Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate instances, if any, of unutilized Gross Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) of the SEBI LODR Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. Further, pursuant to Regulation 32(5) of the SEBI LODR Regulations, our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Letter of Offer and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor(s) of our Company or a peer-reviewed independent chartered accountant, which shall be submitted by our Company to the Monitoring Agency.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company intends to deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or make any such investment as may be allowed by SEBI from time to time.

Interest of Promoters, Promoter Group and Directors, as applicable to the objects of the Issue

None of our Promoter, members of the Promoter Group and Directors have any interest in the objects of the Issue. No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group, Directors and Key Managerial Personnel of our Company.

Clause for Promoter Subscription

Both our Promoters have, vide their respective Subscription Intent Letters, confirmed that they (i) will subscribe to the full extent of their respective Rights Entitlements in the Rights Issue and that they shall not renounce the Rights Entitlements (except to the extent of Rights Entitlements renounced between the Promoters); (ii) will subscribe to additional Rights Entitlements over and above their respective Rights Entitlements, if any, which are renounced in their favour by the other Promoter and (iii) may subscribe to additional Rights Equity Shares, if any, which may remain unsubscribed in the Issue, each as may be applicable, subject to the subscription to additional Rights Equity Shares under (ii) and (iii) above, shall be made to the extent that: (a) it does not result

in any obligation on them as Promoters to make an "open offer" in accordance with the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011; and (b) the aggregate shareholding of the Promoters being compliant with the minimum public shareholding requirements under the Securities Contracts (Regulations) Rules, 1957 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The additional subscription, if any, by our Promoter shall be made subject to such additional subscription not resulting in the minimum public shareholding of our Company falling below the level prescribed in SEBI Listing Regulations and SCRR. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

Strategic or financial partners

There are no strategic or financial partners attributed to the Objects of the Issue.

Variation in objects

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the 'Notice') shall specify the prescribed details as required under the Companies Act and applicable rules. The Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in the vernacular language of the jurisdiction where the Registered Office is situated.

Key Industry Regulations for the objects of the issue

No additional provisions of any acts, regulations, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS AS PER THE CERTIFICATE ISSUED BY STATUTORY AUDITORS OF THE COMPANY

To,
The Board of Directors,
Crescentis Capital Limited
8-2-502/1/A, Ground Floor, JIVI Towers
Road No. 7, Banjara Hills
Hyderabad – 500 034, Telangana

Dear Sir/Madam

Subject: Statement of Special Tax Benefits Available to Crescentis Capital Limited (formerly known as Som Datt Finance Corporation Limited) (the "Company") and Its Shareholders Under the Direct & Indirect Tax Laws ("Statement")

Regarding: Proposed Rights Issue of Equity Shares with a Face Value of Rs. 10.00/- each by Crescentis Capital Limited (formerly known as Som Datt Finance Corporation Limited) (the "Company") (the "Issue")

We hereby confirm that the enclosed statement states the possible special direct tax benefits available to the Company and the shareholders of the Company in a summary manner only and is not complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares, under the current tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil. Further, certain tax benefits may be optional, and it would be at the discretion of the Company or the shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the tax laws.

This statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the rights issue of equity shares of the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor are we advising the investor to invest money based on this statement.

The contents of the enclosed statement are based on the information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company. We do not express any opinion or provide any assurance as to whether:

(i) the Company or its shareholders will continue to obtain these benefits in future; or
(ii) the conditions prescribed for availing the benefits have been/would be met with; or
(iii) the revenue authorities/ courts will concur with the view expressed herein.

The statement showing the current position of special tax benefits available to the Company, and the shareholders of the Company as per the provisions of the Income Tax Act, 2025 (the "I-T Act") read with rules, circulars, and notifications i.e., applicable for the tax year 2026-27 and The Central Goods and Services Tax Act, 2017 ("CGST"), The Integrated Goods and Services Tax Act, 2017 ("IGST") and the applicable State's Goods and Services Tax Acts ("SGST"), read with rules, circulars, and notifications relevant to the tax year 2026-27 for inclusion in this Draft Letter of Offer ("DLOF")/ Letter of Offer ("LOF") in connection with the proposed rights issue is annexed herewith.

This statement is intended solely for information and for inclusion in the DLOF/ LOF in relation to the Issue of equity shares of the Company and is not to be used, circulated or referred to for any other purpose without our

prior written consent. Our views are based on the existing provisions of law referred to earlier and its interpretation, which are subject to change from time to time.

We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

For M/s. D.S. TALWAR & Co.
Chartered Accountants
Firm Registration No.: 000993N

Sd/-
Shradha Talwar
(Partner)
Membership No.: 514698
Place: New Delhi
Date: August 26, 2026
UDIN: 26514698NWNMHA1153

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

Annexure

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Sr. No.	Tax Law	Tax Type	Special Tax Benefits available to the Company	Special Tax Benefits available to the Shareholders
1	Income Tax Act, 2025	Direct	No benefits	No benefits
2	The Central Goods and Services Tax Act, 2017	Indirect	No benefits	No benefits
3	The Integrated Goods and Services Tax Act, 2017	Indirect	No benefits	No benefits
4	The Applicable State's Goods and Services Tax Acts	Indirect	No benefits	No benefits

Note:

a) The above statement provides a summary and is not a comprehensive analysis or exhaustive list.

b) This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice.

c) This statement covers only certain specified direct and indirect tax laws and does not cover benefits under any other law. Additionally, it does not discuss tax implications outside India for investments in the shares of an Indian company.

d) For the purpose of reporting here, we have not considered the general tax benefits available to the Company or shareholders under the GST law and neither nor any special tax benefits available to the Company or shareholders under the GST law other than for the Issue.

e) No assurance is given that the revenue authorities or courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

f) This statement has been prepared solely in connection with the Rights Issue under the Regulations as amended.

For M/s. D.S. TALWAR & Co.
Chartered Accountants
Firm Registration No.: 000993N

Sd/-
Shradha Talwar
(Partner)
Membership No: 514698
Place: New Delhi
Date: August 26, 2026

OUR MANAGEMENT

The composition of our Board is governed by the provisions of the Companies Act, the rules prescribed thereunder, the SEBI Listing Regulations, the norms of the Code of Corporate Governance as applicable to listed companies in India, and the Articles of Association. As of the date of filing this Draft Letter of Offer, we have six (6) Directors on our Board, comprising 2 (two) Executive Directors, 1 (one) Non-Executive Non-Independent Director and 3 (three) Non-Executive Independent Directors including 1 (one) Woman Independent Director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and the constitution of committees thereof.

Set forth below are details regarding our Board as of the date of this Draft Letter of Offer:

Sr. No.	Name	DIN	Category	Designation
1.	Dr. Bhaskara Rao Bollineni	00008985	Non- Executive	Chairman
2.	Mr. Subba Rao Veeravenkata Meka (a.k.a. Venkat Subbarao)	07173955	Executive	Managing Director
3.	Mr. Bhavanam Ruthvik Reddy	08372627	Executive	Whole-Time Director & Chief Executive Officer
4.	Mr. Rajvir Singh Chhillar	08651668	Non-Executive	Independent Director
5.	Ms. Jayanthi Talluri	09272993	Non- Executive	Independent Director
6.	Mr. Venkata Ramana Dhulipala	10669584	Non- Executive	Independent Director

The following table sets forth certain details regarding the members of our Company's Board as of the date of this Draft Letter of Offer:

S.No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
1.	**Dr. Bhaskara Rao Bollineni** **DIN**: 00008985 **Date of Birth**: 01-01-1954 **Address**: H.No: 21-26/4, Survey No: 611, 612 and 613, Mission Compound, Near RGI Police Station, Shamshabad, KV Ranga Reddy, Telangana – 501218. **Qualification**: MBBS - Rangaraya Medical College. Kakinada, Andhra University 1981 M.S - Madras Medical college, Madras university 1984 DNB CT Surgery - National Board of Examination, Christian Medical College, Vellore, Tamil Nadu 1987 FIMSA Honorary Fellow - International Medical Sciences Academy, New Delhi. 2008 FRCS - (Glasg) Royal College of Physicians & Surgeons, Glasgow, U.K (Awarded without Examination) 2009	72	1. Krishna Institute of Medical Sciences Limited 2. KIMS Hospitals Private Limited 3. KIMS Swastha Private Limited 4. KIMS Hospital Bengaluru Private Limited 5. Bluebridge Capital Private Limited 6. DocTutorials Edutech Private Limited 7. SPANV Medisearch Lifesciences Private Limited 8. Prakara Learning Private Limited 9. Sarvejana Healthcare Private Limited 10. Bhaskara Ventures Private Limited. 11. 12. RAB Ventures LLP (designated partner) 13. BRS Medical LLP 14. Davhale Projects LLP 15. Bharas Ventures LLP

S.No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
	Designation: Chairman & Non-Executive Non-Independent Director **Address**: R/o H. No 21-26/4 survey No. 611, 612 and 613, Mission compound, Near RGI Police station, Shamshabad, KV Rangareddy, Telangana – 501218 **Occupation**: Doctor **Nationality**: Indian **Tenure:** Liable to retire by rotation ***Period of Directorship:*** *Since July 2023*		
2.	**Mr. Subba Rao Veeravenkata Meka** **(a.k.a. Venkat Subbarao)** **DIN**: 07173955 **Date of Birth**: 19-06-1960 **Address**: R/o G 403, Trenset Winz, Nanakaramguda, Hyderabad, 500032, Telangana. **Qualification**: • Masters of Business Administration with specialization in Marketing from Andhra University, Waltair (1982) • Bachelor of Commerce from Osmania University, Hyderabad (1980) **Designation**: Managing Director **Address**: G402, Trendset Winz, Nanakramguda, Hyderabad 500032 **Occupation**: Service **Nationality**: Indian **Tenure: "The Members, at the 33rd Annual General Meeting of the Company held on August 26, 2026, approved the re-appointment of Mr. Subba Rao Veeravenkata Meka (a.k.a Venkat Subbarao) as the Managing Director of the Company for a further period of five (5) consecutive years commencing from September 12, 2026 and ending on September 11, 2031, liable to retire by rotation."** ***Period of Directorship:*** *Reappointed for five years from September 12, 2026*	66	1. Tiffinease Foods Private Limited 2. Rx Foods (OPC) Private Limited

S.No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
3.	**Mr. Bhavanam Ruthvik Reddy** **DIN**: 08372627 **Date of Birth**: 10-09-1994 **Qualification**: Bachelor of Technology in Civil Engineering from SRM University, Chennai, India 2016 **Designation**: Whole-Time Director and CEO **Address**: 8-2-293/82/HE/4, Huda Enclave, Near Andhra Jyothi Office, Jubilee Hills, Hyderabad, Telangana – 500096. **Occupation**: Service **Nationality**: Indian **Tenure** "The Members, at the 33rd Annual General Meeting of the Company held on August 26, 2026, approved the re-appointment of Mr. Bhavanam Ruthvik Reddy as the Whole-Time Director & Chief Executive Officer of the Company for a further period of five (5) consecutive years commencing from September 12, 2026 and ending on September 11, 2031, liable to retire by rotation.". ***Period of Directorship:*** *Since July 2023*	32	NIL
4.	**Mr. Rajvir Singh Chhillar** **DIN**: 08651668 **Date of Birth**: 12-08-1956 **Qualification**: BA **Designation**: Non-Executive Independent Director **Address**: EC-176, Maya Enclave,Hari Nagar, Delhi- 110064 **Occupation**: Service. **Nationality**: Indian **Term**: From December 27, 2019, to December 26, 2024 and 3 years from December 27, 2024, to December 26, 2027 ***Period of Directorship:*** *Since December 2019*	70	NIL

S.No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
5.	**Ms. Jayanthi Talluri** **DIN**: 09272993 **Date of Birth**: 17-12-1972 **Qualification**: LLB **Designation**: Non-Executive Independent Director **Address**: Flat No. 303, Plot No 87 Sailok Bhaniraj Residency, Gautami Enclave, Kondapur, Hyderabad, Telangana- 500084 **Occupation**: Legal Professional **Nationality**: Indian **Term**: Ms. Jayanthi Talluri was initially appointed as Independent Director for a term of two (2) years, from September 12, 2023 to September 11, 2025. Subsequently, she has been re-appointed for a further term of two (2) years, effective from September 12, 2025 to September 11, 2027. The said re-appointment was approved by the shareholders of the Company through a postal ballot conducted between July 1, 2025 and July 30, 2025, the results of which were declared on July 31, 2025. ***Period of Directorship:*** *Since September 2023*	53	1. International Conveyors Limited 2. Refex Renewables & Infrastructure Limited 3. Securekloud Technologies Limited 4. Talluri Law Consultancy (OPC) Private Limited 5. Talluri's Kitchen Temple Private Limited
6.	**Mr. Venkata Ramana Dhulipala** **DIN**: 10669584 **Date of Birth:** 22-06-1960 **Qualification**: Bachelor of Science degree, CAIIB certification, and Diplomas in Financial Services and Bank Management **Designation:** Non-Executive Independent Director **Address**: Flat No. 501, 5th Floor, Road no-3, Venkateswara Heights Building, Near Radhika Theater, A.S Rao Nagar, Secunderabad, Hyderabad, Telangana- 500040 **Occupation**: Service **Nationality**: Indian **Term**: 3 Years from July 29, 2024 to July 28, 2027 ***Period of Directorship:*** *Since July 2024*	66	Nil

1. **Dr. Bhaskara Rao Bollineni – Non-Executive Director and Chairman.**

Dr. Bhaskara Rao Bollineni is a distinguished cardiothoracic surgeon and the founder of Krishna Institute of Medical Sciences (KIMS), a leading healthcare institution in India. He holds a Bachelor of Medicine, Bachelor of Surgery (MBBS) degree from Rangaraya Medical College, Andhra University (1981), and a Master of Surgery (MS) from Madras Medical College, Madras University (1984). He further specialized in Cardio Thoracic Surgery, earning a DNB from the National Board of Examinations, New Delhi (1987).

With over 25 years of experience, Dr. Rao has performed more than 30,000 surgeries and is a pioneer in the field of cardiac surgery in India. His entrepreneurial vision led to the establishment of KIMS, providing world-class healthcare services across Telangana and Andhra Pradesh. He has played a key role in making healthcare more accessible to low-income populations through initiatives like the Rajiv Gandhi Aarogyasri scheme.

Dr. Rao has been instrumental in the growth of KIMS, which has earned several prestigious awards, including the 'Best Hospital of the Year' at the Times Healthcare Achievers Awards, 2017. As the Chairman and Managing Director of KIMS, he continues to drive innovation in healthcare while maintaining a focus on quality and affordability.

2. **Mr. Bhavanam Ruthvik Reddy – Whole-time director & Chief Executive Officer**

Mr. Bhavanam Ruthvik Reddy holds a Bachelor of Technology (B.Tech.) degree in Civil Engineering from SRM University, Chennai, obtained in 2016. He possesses over nine years of experience in business strategy, financial analysis, corporate planning, healthcare operations, and financial services.

He has been associated with Krishna Institute of Medical Sciences (KIMS) since 2017 as a Business Analyst, where he has gained extensive experience in business strategy, acquisitions, financial planning, and operational management. He has been actively involved in evaluating acquisition opportunities, implementing digital transformation initiatives, and driving business growth across the healthcare sector.

Mr. Reddy has been serving as the Whole-Time Director & Chief Executive Officer of Crescentis Capital Limited since September 12, 2023. During his tenure, he has been actively involved in obtaining the necessary regulatory approvals, establishing the operational framework, developing business processes, and strengthening governance systems for the Company's Non-Banking Financial Company (NBFC) operations. Under his leadership, the Company successfully commenced its NBFC business operations in June 2025 and continues to focus on sustainable growth, risk management, and regulatory compliance.

His experience in strategic planning, mergers and acquisitions, financial management, business development, and NBFC operations enables him to provide valuable leadership and direction to the Company.

3. **Mr. Subba Rao Veeravenkata Meka (Mr. Venkat Subbarao) – Managing Director**

Mr. Subba Rao Veeravenkata Meka (known professionally as Mr. Venkat Subbarao) brings over four decades of leadership experience across domestic and international banking and financial services.

He began his career at Syndicate Bank, gaining foundational insights into Indian credit culture and banking operations. He later transitioned to multinational banking with ABN AMRO and The Royal Bank of Scotland (RBS) / NatWest Group. At RBS, he rose to the Global Leadership Teams for both the Retail and Corporate businesses, serving as Senior Vice President and Head of Corporate and Retail Operations, Group Operations, India. Throughout his tenure with ABN AMRO and RBS, Mr. Venkat successfully spearheaded complex cross-border operational migrations, multi-jurisdictional business integrations, global payments transformations, and large-scale technology implementations across diverse geographies.

This extensive global and domestic expertise directly drives the strategic direction of Crescentis Capital. Since his appointment as Managing Director in September 2023, Mr. Venkat has institutionalized the company’s governance framework, established its core lending architecture, and successfully steered its

transition from an investment-holding company into an active NBFC. Under his leadership, the company is actively deploying capital into growth sectors, including Healthcare Finance, MSME, and Renewable Energy lending.

Combining rigorous regulatory discipline with corporate agility, Mr. Venkat provides the balanced leadership necessary to steer Crescentis Capital through its next phase of scale and growth.

4. Mr. Rajvir Singh Chhillar- Independent Director

Mr. Rajvir Singh Chhillar is a retired officer from the Army Ordnance Corps, bringing over 30 years of experience in general management and logistics. Throughout his distinguished career, he has developed expertise in strategic planning, process optimization, and organizational management. Mr. Chhillar has demonstrated strong leadership and strategic decision-making skills, driving operational efficiency and enhancing productivity. His ability to optimize processes has contributed to the success of various organizations. With a solid foundation in governance, he has a deep understanding of organizational structures and management practices. His comprehensive experience equips him to make significant contributions to leadership roles, decision-making, and overall organizational growth.

5. **Ms. Jayanthi Talluri – Independent Director**

Ms. Jayanthi Talluri is a seasoned legal professional with over 25 years of experience in litigation and corporate counsel across various sectors, including healthcare, IT & ITES, infrastructure, real estate, airports, and commercial corporate matters. She is an alumna of the prestigious National Law School of India University (NLSIU), Bangalore, and comes from a family of renowned lawyers.

Under the mentorship of her late father, Mr. T.S. Haranath, a senior advocate at the High Court of Andhra Pradesh, she honed her expertise in law. Ms. Talluri is also a registered Insolvency Professional II, AM-certified International Business Negotiator and a Six Sigma Green Belt holder in Contract Management.

She has served as a corporate trainer on the Prevention of Sexual Harassment at the Workplace (POSH) and has been an External Member and Inquiry Officer for IC Committees across several corporates. With her diverse expertise and leadership, Ms. Talluri has significantly contributed to corporate legal affairs and the advancement of workplace policies.

6. Mr. Venkataramana Dhulipala– Independent Director

Mr. Venkataramana Dhulipala, born on June 22, 1960, is a seasoned banking professional with over 40 years of experience in various capacities. His academic background includes a Bachelor of Science degree, CAIIB certification, and diplomas in Financial Services and Bank Management.

Mr. Ramana's career started with the State Bank of India in 1980. Later, he moved to the Indian Overseas Bank ("IOB") as a Probationary Officer in 1984. His last assignment was in Chennai as General Manager at Indian Overseas Bank from October 2018 to June 2020, where he oversaw the Corporate Credit and International Departments. His responsibilities included IOB's Country portfolio for Corporate Credit and overseeing (P&L responsibility) all the overseas Branches of IOB (Hong Kong, Singapore, Sri Lanka, Malaysia, and Thailand), demonstrating his comprehensive understanding of the banking industry.

Before this, Mr. Ramana was General Manager at Indian Overseas Bank from May 2017 to October 2018, where he was responsible for the P&L and the overall growth and development of the Hyderabad zone comprising Telangana, Andhra Pradesh, Chhattisgarh and Madhya Pradesh.

From July 2016 to April 2017, he was the Chief Regional Manager at IOB, Chandigarh, managing, with P &L responsibility, a region comprising Punjab, Haryana, Chandigarh, Himachal Pradesh and Jammu & Kashmir. Mr. Ramana's previous roles include serving as Deputy General Manager from December 2013 to June 2016, where he led the Corporate Finance Branch, Nariman Point, Mumbai with a business mix of ₹ 19,000 crores. His responsibilities encompassed credit monitoring, NPA management, and customer service.

Earlier in his career, he was the Assistant General Manager, H.O. Chennai, IOB in charge of the Risk Management Department, managing operational risks and regulatory reporting, and the Chief Manager in Bangkok, Thailand, where he was responsible for credit management and regulatory compliance.

Throughout his extensive career, Mr. Ramana has demonstrated strong expertise in credit, risk, regulatory compliance, and performance optimization.

KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGEMENT PERSONNEL (SMP)

Set forth below are the details of our senior management and key managerial personnel:

Name	Designation	Associated with the Company since
Mr. Subba Rao Veeravenkata Meka (a.k.a. Venkat Subbarao)	Managing Director	July 21, 2023
Mr. Bhavanam Ruthvik Reddy	Whole-Time Director & Chief Executive Officer	July 21, 2023
Mr. V.V. Krishna Chaitanya	Company Secretary & Compliance Officer	August 1, 2025
Mr. Shashank Shankpal	Chief Financial Officer	April 5, 2024

Confirmations

1. Neither the Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

2. None of the Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company. However, Mr. Rajvir Singh Chhillar was a director in the Company when its shares were suspended from trading on the CSE. The Company applied for voluntary delisting from CSE in 2007, and due to this, did not submit compliance documents thereafter. In 2021, the Company paid the necessary fees to CSE for revocation of the suspension, and CSE delisted the shares effective December 20, 2021. Since then, the Company's shares have been listed and traded exclusively on the BSE.

3. None of the Directors of our Company are or were associated in the capacity of a director with any listed company that has been delisted from any stock exchange(s) at any time in the past. However, Mr. Rajvir Singh Chhillar was a director in the Company when its shares got delisted from Calcutta Stock Exchange Limited (CSE) effective December 20, 2021.

4. None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are, or were, associated with any other company that is debarred from accessing the capital market by the Securities and Exchange Board of India.

5. None of our Directors have been identified as a wilful defaulter or fraudulent borrower, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.

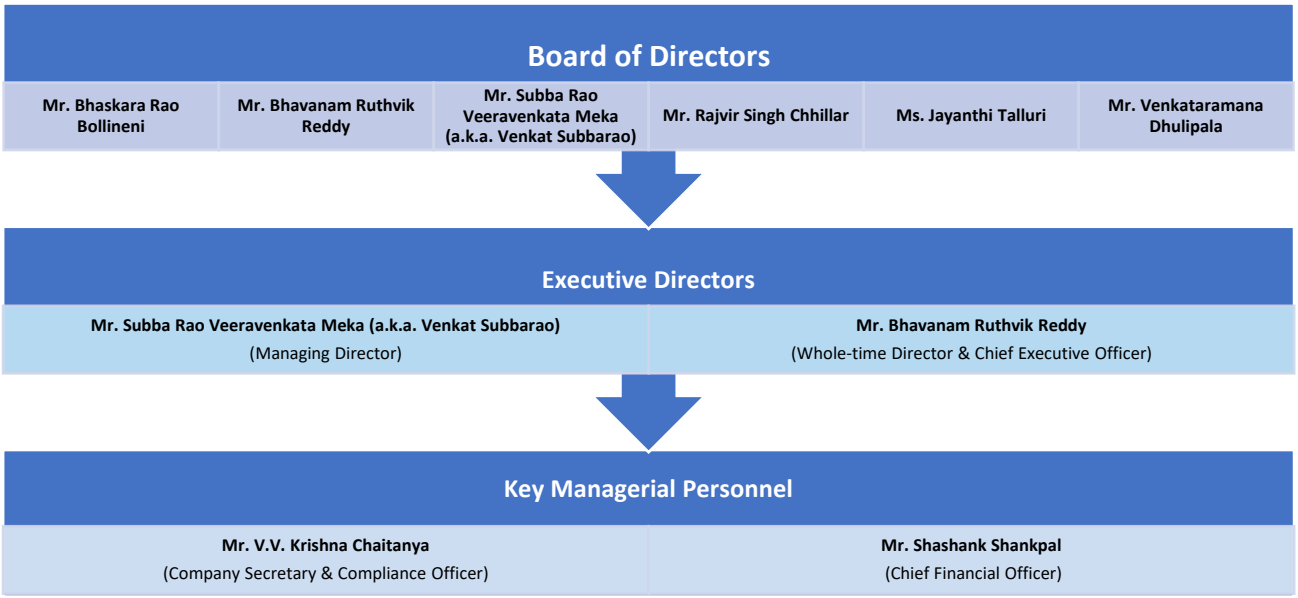
6. Company's equity shares were suspended from trading by the Calcutta Stock Exchange ("CSE") between March 21, 2014 to August 18, 2021, due to certain non-compliances with the listing agreement. Post revocation of suspension, Company applied for voluntary delisting from the CSE and its equity shares were subsequently voluntarily delisted from the CSE on December 20, 2021.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

Management Organisation Structure

The Management Organisation Structure of the Company is depicted in the following chart;

Management Organisation Structure



Our Key Managerial Personnel:

In addition to our Executive Director and Whole-Time Director, whose details have been provided under the paragraph above titled 'Brief Profile of our Directors', set forth below are the details of our Key Managerial personnel as of the date of filing of this Draft Letter of Offer:

Mr. Shashank Shankpal, Chief Financial Officer

Mr. Shashank Shankpal is the Chief Financial Officer of our Company, appointed in April 2024. He brings over 17 years of extensive expertise in corporate finance, strategy, fundraising (debt and equity), treasury management, investor relations, and financial planning within the financial services sector.

Before joining our Company, Mr. Shashank served as the Head of Strategic Projects & Risk Support at IDFC FIRST Bharat Limited. He also played a pivotal role as the Head of Fundraising and Treasury at Vaya Finserv Private Limited, where he was responsible for developing the company's borrowing profile and establishing relationships with various lenders to create a diversified liability franchise. Earlier in his career, he worked with Vistaar Financial Services Private Limited, overseeing corporate finance, investor relations, business planning, and budgeting. Mr. Shashank began his career at Bharat Financial Inclusion Limited (formerly SKS Microfinance Limited), where he gained valuable experience in raising funds through both debt and equity, including active involvement in IPO and QIP initiatives.

Mr. Shashank holds an MBA in Finance and a Bachelor's degree in Commerce. As CFO, he oversees the financial operations and strategic financial planning of the company, contributing to its continued growth and financial stability.

Mr. V. V. Krishna Chaitanya, Company Secretary and Compliance Officer

Mr. V. V. Krishna Chaitanya (Membership No. A49417) (*a.k.a. Krishna Chaitanya*) is the Company Secretary & Compliance Officer of the Company. He is a qualified Company Secretary with over 9 years of experience in corporate secretarial, legal, regulatory compliance, corporate governance, capital markets and financial services. Prior to joining the Company in August 2025, he was associated with Shilpa Medicare Limited and Maximus ARC Limited, where he handled fund-raising transactions, listing compliances, RBI regulatory compliances, mergers and acquisitions, subsidiary compliances, due diligence processes, and corporate governance matters. He has also completed CA Intermediate (Group I) and internship and possesses sound knowledge of accounting, finance and business operations. His expertise includes corporate laws, securities laws, RBI regulations, fund raising, corporate restructuring and governance frameworks.

Status of each Key Managerial Personnel

All the Key Managerial Personnel of our Company are permanent employees.

Relationship of Key Managerial Personnel with our Directors, Promoter, and/or other Key Managerial Personnel

None of the Directors or Key Managerial Personnel are related to each other except Mr. Bhavanam Ruthvik Reddy who is a relative of Dr. Bhaskara Rao Bollineni.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Sr. No.	Particulars	Website link
1.	Fiscal 2026 Audited Standalone Financial Statements (as part of the Annual Report)	https://somdattfin.com/disclosure-under-regulation-46/annual-report/
2.	Unaudited Standalone Financial Results for the quarter ended June 30, 2026, along with a comparative period ended June 30, 2025 and March 31, 2026	https://somdattfin.com/disclosure-under-regulation-46/financial-result/

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

FINANCIAL INFORMATION

Extract of the Fiscal 2026 Audited Standalone Financial Statements (with the comparative prior full year/period), the unaudited limited reviewed financial statements for the quarter ended June 30, 2026, with the comparative prior year period, prepared in accordance with applicable accounting standards, disclosed to the Stock Exchanges:

(*all amounts are in ₹ lakhs, except otherwise stated*)

Particulars	June 30, 2026 (Un-Audited)	June 30, 2025 (Un-Audited)	Fiscal 2026 (Audited)	Fiscal 2025 (Audited)
Total revenue from operations	1,094.34	495.10	148.38	(302.48)
Net profit/(loss) before tax and exceptional items	962.22	411.42	(320.37)	(581.89)
Net profit/(loss) after tax and exceptional items	781.85	335.44	(252.63)	(542.24)
Equity share capital	1,701.35	1,000.80	1,701.35	1,000.80
Reserves and surplus (excluding statutory reserve)	5,913.11	1,614.31	5,281.84	1,355.54
Net worth	8,391.96	3,303.33	7,604.32	2,977.47
Basic Earnings per share (*in ₹*) (1 & 3)	4.60	2.77	(1.57)	(4.48)
Diluted Earnings per share (*in ₹*) (2 & 3)	4.60	2.77	(1.57)	(4.48)
Return on net worth (%) (4)	39.10%	42.73%	-4.77%	-16.63%
Net Asset Value per Share (*in ₹*) (5)	49.33	33.01	44.70	29.75

Notes:

(1) Basic EPS: Net Profit/Loss for the period attributable to owners of our Company divided by weighted average number of Equity Shares outstanding during the period.

(2) Diluted EPS: Net Profit/Loss for the period attributable to owners of our Company divided by weighted average number of Equity Shares outstanding during the period, as adjusted for the effect of dilutive Equity Shares.

(3) Basic and Diluted EPS for prior periods have been recomputed to reflect the increase in share capital from the Rights Issue dated July 15, 2025, and restated for the bonus element in accordance with Ind AS 33.

(4) Return on net worth: Net Profit/Loss for the period attributable to owners of our Company divided by Average Net Worth. Annualised for the quarters ended June 30, 2026 and June 30, 2025.

(5) Net Asset value per share: Net Worth divided by number of Equity Shares issued, subscribed and fully paid outstanding as at the end of the period.

The Fiscal 2026 Audited Standalone Financial Statements of our Company is uploaded on the website of our Company at (as part of the Annual Report): https://somdattfin.com/disclosure-under-regulation-46/annual-report/

DETAILED RATIONALE FOR THE ISSUE PRICE

The Issue Price will be determined by our Company on the basis of various qualitative and quantitative factors as described below:

Qualitative factors

Some of the qualitative factors which form the basis for computing the Issue Price are set forth below:

- **Strong promoter backing** supported by experienced leadership and management.
- **Dual-Engine Business Model:** The Company operates a dual-engine business comprising listed equity investments and a growing lending portfolio, providing diversified revenue streams and reducing dependence on a single line of operating segment.
- **Entry into High-Demand Lending Segments:** With the commencement of lending operations in FY26, the Company has entered segments with strong structural credit demand, including MSMEs, renewable-energy financing and healthcare-ecosystem players. These sectors benefit from formalisation, digital adoption and supportive policy trends, creating a favourable environment for disciplined, secured lending.
- **Prudent Lending Approach:** The Company's lending strategy emphasises secured exposures, prudent underwriting, and disciplined portfolio monitoring to manage credit risk effectively.
- **Supportive Macroeconomic and Sectoral Environment:** India's resilient economic growth, rising credit penetration, and sector-specific tailwinds create a favourable environment for both the Company's investment portfolio and lending activities.

- **Issue Pricing Approach:** The Issue Price has been determined after evaluating historical market performance, trading liquidity and industry benchmarks, and incorporates a reasonable discount to prevailing market prices to ensure fairness and encourage shareholder participation. The Issue Price represents:
    - a discount of **[●] %** to the closing market price of the Equity Shares on **BSE** one trading day prior to the announcement of the Rights Issue Price (i.e., **[●]**);
    - a discount of **[●] %** to the 10 trading days' volume weighted average price ("VWAP") of the Equity Shares on BSE, preceding the announcement of the Rights Issue Price (i.e., **[●]**).

Quantitative factors

Some of the quantitative factors which may form the basis for calculating the Issue Price are as follows:

1. Basic and diluted earnings per Equity Share ("EPS") (face value of each Equity Share is ₹10):

Period	Basic EPS (₹)[(a)]	Diluted EPS (₹) [(b)]
Quarter ended June 30, 2026 (Un-audited)[(d)]	4.60	4.60
Quarter ended June 30, 2025 (Un-audited)[(c) & (d)]	2.77	2.77
Financial year ended March 31, 2026	(1.57)	(1.57)
Financial year ended March 31, 2025[(c)]	(4.48)	(4.48)

Notes:

(a) Basic EPS: Net Profit/Loss for the period attributable to owners of our Company divided by weighted average number of Equity Shares outstanding during the period.

(b) Diluted EPS: Net Profit/Loss for the period attributable to owners of our Company divided by weighted average number of Equity Shares outstanding during the period, as adjusted for the effect of dilutive Equity Shares.

(c) Basic and Diluted EPS for prior periods, viz. June 30, 2025, and March 31, 2025, have been recomputed to reflect the increase in share capital from the Rights Issue dated July 15, 2025, and restated for the bonus element in accordance with Ind AS 33.

(d) Not annualised for quarters.

1. Return on Net Worth ("RoNW")

Period	RoNW (%)[(a)]
Quarter ended June 30, 2026 (Un-audited)[(b)]	39.10%
Quarter ended June 30, 2025 (Un-audited)[(b)]	42.73%
Financial year ended March 31, 2026	-4.77%
Financial year ended March 31, 2025	-16.63%

Notes:

(a) Return on net worth: Net Profit/Loss for the period attributable to owners of our Company divided by Average Net Worth.

(b) Ratios are annualised for quarters.

2. Net Asset Value ("NAV") per Equity Share

Period	NAV (₹)
Quarter ended June 30, 2026 (Un-audited)	49.33
Quarter ended June 30, 2025 (Un-audited)	33.01
Financial year ended March 31, 2026	44.70
Financial year ended March 31, 2025	29.75

Note: Net Asset value per share: Net Worth divided by number of Equity Shares issued, subscribed and fully paid outstanding as at the end of the period.

The ex-rights price of the Equity Shares as per regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ [●] per Equity Share.

The Issue Price is [●] times the face value of the Equity Share.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

SECTION VI - LEGAL AND OTHER INFORMATION

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has obtained necessary consents, licenses, permissions and approvals from governmental and regulatory authorities that are material for carrying on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

We are not required to obtain any licenses or approvals from any government or regulatory authority for the objects of this Issue. For further details, please refer to the chapter titled "***Objects of the Issue***" beginning on page 58 of this Draft Letter of Offer.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board of Directors of our Company at its meeting held on May 29, 2026 considered raising funds by issuance and allotment of equity shares for aggregate amount of up to ₹8,000 Lakhs (Rupees Eight Thousand Lakhs) by a Rights Issue. At the said meeting, the Board has constituted a Fund-Raising Committee which has been authorised to take steps for preparation of the draft letter of offer, seek in-principal approval of BSE Limited, determine and finalise the detailed terms and conditions of the Rights Issue.

The Fund-Raising Committee has taken steps to prepare and finalise this Draft Letter of Offer which has been presented at the Board Meeting held on September 30, 2026. This Rights Issue has been authorized through a resolution passed by our Board at its meeting held on September 30, 2026 to raise funds by issuance and allotment of equity shares for aggregate amount of up to ₹8,000 Lakhs (Rupees Eight Thousand Lakhs) by a Rights Issue(s), on such terms to be decided by the Board or a duly constituted committee of the Board at a later date.

The Board of Directors / Fund Raising Committee, in its meeting held on (_____)., has resolved to issue the Equity Shares on rights basis in the ratio of --(-------) Rights Equity Shares for ----(----) Equity Shares held by the Eligible Equity Shareholders, at ₹---- per Equity Share (including a premium of ₹---per Equity Share) aggregating up to ₹------- lakhs. The Issue Price is ₹----- per Equity Share and has been arrived at by our Company prior to determination of the Record Date.

Our Company has received in-principal approvals from BSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Equity Shares to be allotted in this Issue pursuant to its letter dated (_____). Our Company will also make an application to BSE to obtain its trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN number INE---------- for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see "***Terms of the Issue***" beginning on page 86 of this Draft Letter of Offer.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, our directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

Further, our Promoter and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None of our Directors or Promoters is associated with the securities market in any manner. Further, there is no outstanding action initiated against any of our Directors or Promoters by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither our Promoters nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

No Prohibition by RBI

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoters and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent it may be applicable to them as on the date of this Draft Letter of Offer.

Eligibility for the Issue

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE. Our Company is eligible to undertake the Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI (ICDR) Regulations.

Compliance with Regulations 61 and 62 of the SEBI (ICDR) Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the BSE for listing of the Rights Equity Shares to be issued pursuant to the Issue. BSE Limited is the Designated Stock Exchange for the Issue.

Disclaimer from our Company and our Directors

Our Company accepts no responsibility for statements made otherwise than in this Draft Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company anyone placing reliance on any other source of information would be doing so at his own risk.

Investors who invest in this Issue will be deemed to have represented to our Company and its respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and are relying on independent advice / evaluation as to their ability and quantum of investment in this Issue. Our Company, and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

Disclaimer in respect of Jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Hyderabad only.

Disclaimer Clause of BSE

BSE Limited ("**the Exchange**") has given *vide* its letter dated (_____), permission to this Company to use the Exchange's name in this Draft Letter of Offer as the stock exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Draft Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

i. Warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Letter of Offer; or
ii. Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
iii. Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Draft Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

Listing

Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Consents

Consents in writing of: our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, the legal advisor and the Registrar to the Issue to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

Our Company has received written consent dated August 26, 2026 from our Statutory Auditor to include their name in this Draft Letter of Offer and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to the Statement of Tax Benefits dated August 26, 2026. in the form and context in which it appears in this Draft Letter of Offer. Such consent has not been withdrawn up to the date of this Draft Letter of Offer.

Expert Opinion

Our Company has received written consent dated August 26, 2026 from our Statutory Auditor to include their name as required in this Draft Letter of Offer and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to the Statement of Tax Benefits dated August 26, 2026.and such consent has not been withdrawn as of the date of this Draft Letter of Offer. The term 'expert' and consent thereof, does not represent an expert or consent within the meaning under the U.S. Securities Act.

Except for the abovementioned documents, provided by our Auditors, our Company has not obtained any expert opinions.

Performance vis-à-vis objects – Public/Rights Issue of our Company

The Company had made a rights issue in the previous year. The performance vis-à-vis objects is as under:

(₹ in lakhs)

Objects as per Letter of Offer	Estimated as per Letter of Offer	Amount Actually Utilised
To augment our capital base and provide for our fund requirements for increasing our operational scale with respect to our NBFC activities	4,500.00	4,745.34
General Corporate Purposes	343.91	102.01
Issue Related Expenses	60.00	56.56
Total	**4,903.91**	**4,903.91**

The entire amount of ₹4,903.91 lakhs has been fully utilised during the previous financial year ended March 31, 2026, in accordance with the purposes stated in the Letter of Offer dated June 09, 2025.

Performance vis-à-vis objects – Last issue of listed Subsidiaries or Associates

Our Company does not have any subsidiaries or associate companies as on the date of this Draft Letter of Offer.

Stock Market Data of the Equity Shares

Our Equity Shares are listed and traded on the BSE. For details in connection with the stock market data of the Stock Exchanges, please refer to www.bseindia.com

Selling Restrictions

This Draft Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Draft Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of this Draft Letter of Offer, Application Form, the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch the Draft Letter of Offer, Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of this Draft Letter of Offer, or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that the Draft Letter of Offer had been filed with the BSE and this Draft Letter of Offer will be filed with BSE and will be submitted to SEBI.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Draft Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Draft Letter of Offer is received by any person in any jurisdiction where doing so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Draft Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Draft Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian

address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS DRAFT LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS DRAFT LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS ISSUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS.

Filing This Draft Letter of Offer is being filed with the Stock Exchanges as per the provisions of the SEBI ICDR Regulations. Further, the Letter of Offer will be filed with the Stock Exchanges and with SEBI in accordance with SEBI ICDR Regulations.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for the redressal of investor grievances in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company is registered on the SEBI Complaints Redress System (SCORES) platform and complies with the provisions of **SEBI Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023**, titled *"Redressal of investor grievances through the SEBI Complaints Redress System (SCORES) Platform and linking it to the Online Dispute Resolution (ODR) Platform"*, as amended or updated from time to time. Accordingly, investor grievances are processed and tracked through the SCORES platform.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. RCMC Share Registry Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 21 calendar days from the date of receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "*Terms of the Issue*" beginning on page 86 of this Draft Letter of Offer. The contact details of Registrar to the Issue are as follows:

Registrar to the Company:

Name: RCMC Share Registry Private Limited
Address: - B-25/1, 1st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020
Telephone: 8527695125
Email:investor.services@rcmcdelhi.com
Website: www.rcmcdelhi.com
Contact person: Mr. Murli Dharan Nair

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/ Refund Orders etc.

Company Secretary and Compliance Officer of our Company.

Mr. V.V. Krishna Chaitanya,
Address: 8-2-502/1/A, Ground Floor,
JIVI Towers, Road No. 7,
Banjara Hills, Hyderabad,
Telangana - 500 034, India

Telephone: +91 8121110084
Email: cs@crescentis.in

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Draft Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Letter of Offer. The Eligible Equity Shareholders are advised to make their independent investigations and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and the Draft Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA or through such other mechanism as disclosed in the Draft Letter of Offer.

The Eligible Equity Shareholders are requested to note that application in this issue can only be made through ASBA or any other mode which may be notified by SEBI.

OVERVIEW

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Draft Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA NDI Rules, the SEBI ICDR Regulations, the SEBI ICDR Master Circular and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

Please note that our Company has a separate demat suspense escrow account (namely, "CRESCENTIS CAPITAL LTD-SUSPENSE ESCROW ACCOUNT-RIGHTS ISSUE") ("Demat Suspense Account") and would credit Rights Entitlements on the basis of the Equity Shares: (a) held by Eligible Equity Shareholders which are held in physical form as on Record Date; or (b) which are held in the account of the Investor Education and Protection Fund ("IEPF") authority; or (c) of the Eligible Equity Shareholder whose demat accounts are frozen or where the Equity Shares are lying in the unclaimed suspense account / demat suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation lying in escrow account; or (d) where credit of the Rights Entitlements have returned/reversed/failed for any reason; or (e) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any. Please also note that our Company shall credit Rights Entitlements to the Demat Suspense Account on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlements to the Demat Suspense Account by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.

With respect to the Rights Entitlements credited to the Demat Suspense Account, the Eligible Equity Shareholders are requested to provide relevant details (such as applicable regulatory approvals, self-attested PAN and client master sheet of demat account, details/ records confirming the legal and beneficial ownership of their respective Equity Shares, etc.) to our Company or the Registrar no later than two clear Working Days prior to the Issue Closing Date, i.e., by (_____)to enable credit of their Rights Entitlements by way of transfer from the Demat Suspense Account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer. In the event that the Eligible Equity Shareholders are not able to provide relevant

details to our Company or the Registrar by the end of two clear Working Days prior to the Issue Closing Date, Rights Entitlements credited to the Demat Suspense Account shall lapse and extinguish in due course and such Eligible Equity Shareholder shall not have any claim against our Company and our Company shall not be liable to any such Eligible Equity Shareholder in any form or manner.

Further, with respect to Equity Shares for which Rights Entitlements are being credited to the Demat Suspense Account, the Application Form along with the Rights Entitlement Letter shall not be dispatched till the resolution of the relevant issue/concern and transfer of the Rights Entitlements from the Demat Suspense Account to the respective demat account other than in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date who will receive the Application Form along with the Rights Entitlement Letter. Upon submission of such documents /records no later than two clear Working Days prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

IMPORTANT

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI (ICDR) Regulations, the SEBI Relaxation Circulars, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Draft Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see "*Restrictions on Purchases and Resales*" beginning on page 117. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Draft Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Draft Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Shareholders can access the Draft Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

(i) our Company at www.somdattfin.com

(ii) the Registrar at www.rcmcdelhi.com and

(iii) the Stock Exchange at www.bseindia.com

To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, Eligible Equity Shareholders should visit www.rcmcdelhi.com

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.rcmcdelhi.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.somdattfin.com).

Further, our Company will undertake all adequate steps to reach out to the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible.

Please note that neither our Company nor the Registrar shall be responsible for non-dispatch of physical copies of Issue materials, including the Draft Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Draft Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

The distribution of the Draft Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Draft Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Draft Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of the Draft Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send the Draft Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates or their respective affiliates to any filing or registration requirement (other than in India). If the Draft Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an application or acquire the Rights Entitlements referred to in the Draft Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue, will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or their respective affiliates to make any filing or registration (other than in India).

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send this Draft Letter of Offer, the Application Form and other applicable Issue materials primarily to email addresses of Eligible Equity Shareholders who have provided a valid e-mail addresses and an Indian address to our Company.

This Draft Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Eligible Equity Shareholders who have provided their Indian addresses to our Company / RTA and who make a request in this regard.

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI ICDR Master Circular and the ASBA Circulars, all Shareholders desiring to make an application in this Issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such application before making their application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue as per the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see "**Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**" on page 100 of this Draft Letter of Offer.

Please note that one single Application Form shall be used by Shareholders to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Shareholders who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Shareholders will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Shareholders are required to submit a separate Application Form for each demat account.

Shareholders may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see "**Grounds for Technical Rejection**" below. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "**Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process**" on page 91.

➢ Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

(i) apply for its Equity Shares to the full extent of its Rights Entitlements; or

(ii) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or

(iii) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or

(iv) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or

(v) renounce its Rights Entitlements in full.

- **Making of an Application through the ASBA process**

Shareholders, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

Do's for Shareholders applying through ASBA:

(a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.

(b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.

(c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

(d) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} x {Application Money Per Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch Account of the SCSB.

(e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.

(f) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

(g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.

(h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

(i) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb

13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

Don'ts for Shareholders applying through ASBA:

(a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
(b) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
(c) Do not send your physical Application to the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
(d) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
(e) Do not submit Application Form using third party ASBA account.
(f) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
(g) Do not submit multiple Applications.

- **Application by Specific Investor(s), if any**

In case of allotment of any undersubscribed portion of the Rights Issue to Specific Investor
Our Company may allot any undersubscribed portion (if any) of the Rights Issue to one or more Specific Investor(s) and the names of such Specific Investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date in accordance with Regulation 84(1)(f) of SEBI ICDR Regulations. The Application by such Specific Investor(s) shall be made along with their Application Money before the finalisation of Basis of Allotment for undersubscribed portion of the Rights Issue in co-ordination with our Company and Registrar in accordance with Regulation 77B(4) of SEBI ICDR Regulations.

➢ **Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process**

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an application to subscribe to this Issue on plain paper in terms of Regulation 78 of SEBI ICDR Regulations in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar or Stock Exchange. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that terms of Regulation 78 of SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

Name of the Issuer Company, being **Crescentis Capital Limited**.

(i) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

(ii) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;

(iii) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue

(iv) Number of Equity Shares held as on Record Date;

(v) Allotment option – only dematerialised form;

(vi) Number of Equity Shares entitled to;

(vii) Number of Equity Shares applied for within the Rights Entitlements;

(viii) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);

(ix) Total number of Equity Shares applied for;

(x) Total amount paid at the rate of ___ per Equity Share;

(xi) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;

(xii) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;

(xiii) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

(xiv) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and

(xv) An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at the registered office address given on the cover page; and

(xvi) All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in "*Restrictions on Purchases and Resales - Representations, Warranties and Agreements by Purchasers*" on page 117, and shall include the following:

*"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been or will be registered under the U.S. Securities Act of 1933 as amended (the U.S. Securities Act or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "**United States** except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("**Regulation S**") to Eligible Equity Shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.*

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in ("Regulation S"), and (iii) is/ are acquiring the Rights Entitlement and/or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Draft Letter of Offer titled "Restrictions on Purchases and Resales" on page 117.

I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Shareholders submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company and the Registrar not having any liability to the Shareholders. The plain paper Application format will be available on the website of the Registrar at www.rcmcdelhi.com.

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholders' ASBA Accounts on or before the Issue Closing Date.

- **Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form**

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

(a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either through email to the RTA at investor.services@rcmcdelhi.com or by post, speed post, courier or hand delivery, so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;

(b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;

(c) The remaining procedure for Application shall be same as set out in "- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" mentioned above.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

Application for Additional Equity Shares

Shareholders are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "Basis of Allotment" on page 109.

Eligible Equity Shareholders who renounce their Rights Entitlements, either partly or fully, cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares unless regulatory approvals are submitted.

Intention and extent of participation by our Promoter and Promoter Group with respect to (i) their rights entitlement; (ii) their intention to subscribe over and above their rights entitlement; and (iii) their intention to renounce their rights entitlement, to specific investor(s).

Our Promoters have confirmed that they will (i) subscribe to the full extent of their Rights Entitlements in the Issue, and (ii) subscribe to additional Equity Shares, if any, as well as to any unsubscribed portion in the Issue up to the total Issue Size subject to meeting requirements under the SEBI Takeover Regulations. Accordingly, our Promoters have no intention to renounce their Rights Entitlement in the Issue in favour of any Specific Investor(s).

As on the date of this Draft Letter of Offer, except for our Promoters, members of our Promoter Group do not hold any Equity Shares of our Company.

Allotment of the under-subscribed portion of the Issue

Our Company may allot any undersubscribed portion (if any) of the Rights Issue to one or more Specific Investor(s) and the names of such Specific Investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date in accordance with Regulation 84(1)(f) of SEBI ICDR Regulations. The Application by such Specific Investor(s) shall be made along with their Application Money before the finalisation of Basis of Allotment for undersubscribed portion of the Rights Issue in co-ordination with our Company and Registrar in accordance with Regulation 77B(4) of SEBI ICDR Regulations.

Additional general instructions for Shareholders in relation to making of an application

(a) Please read the Draft Letter of Offer carefully to understand the Application process and applicable settlement process.

(b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Draft Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be

rejected. The Application Form must be filled in English.

(c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" mentioned above.

(d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

(e) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.

(f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Shareholders for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Shareholders.

(g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Shareholders applying under this Issue should note that on the basis of name of the Shareholders, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Shareholders applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Shareholders including mailing of the letters intimating unblocking of bank account of the respective Shareholders and/or refund. The Demographic Details given by the Shareholders in the Application Form would not be used for any other purposes by the Registrar. Hence, Shareholders are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the**

Shareholders as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Shareholders. Please note that any such delay shall be at the sole risk of the Shareholders and none of our Company, the SCSBs or Registrar shall be liable to compensate the Shareholders for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Shareholders (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

(h) By signing the Application Forms, Shareholders would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

(i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Shareholders must sign the Application as per the specimen signature recorded with the SCSB.

(j) Shareholders should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Shareholders will be solely responsible for any error or inaccurate detail provided in the

Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.

(k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

(l) All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

(m) Shareholders are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

(n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

(o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

(p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

(q) Do not pay the Application Money in cash, by money order, pay order or postal order.

(r) Do not submit multiple Applications.

(s) No investment under the FDI route (i.e. any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

(t) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

(u) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

- **Grounds for Technical Rejection**

Applications made in this Issue are liable to be rejected on the following grounds:

(a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.

(b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.

(c) Sending an Application to our Company, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.

(d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

(e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.

(f) Account holder not signing the Application or declaration mentioned therein.

(g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.

(h) Multiple Application Forms, including cases where a Shareholder submits Application Forms along with a plain paper Application.

(i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

(j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.

(k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

(l) Application Forms which are not submitted by the Shareholders within the time periods prescribed in the Application Form and the Draft Letter of Offer.

(m) Physical Application Forms not duly signed by the sole or joint Shareholders, as applicable.

(n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand.

(o) If a Shareholders are (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Shareholders to subscribe to their Rights Entitlements.

(p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in
each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

(q) Applications which have evidence of being executed or made in contravention of applicable securities laws.

(r) Application from Shareholders that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

(s) Applications by non-resident Shareholders are likely to be rejected if the application money has been paid from third party bank accounts.

(t) Applicants not having the requisite approvals to make Application in the Issue.

- **Multiple Applications**

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Shareholders and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see "**Procedure for Applications by Mutual Funds**" mentioned below.

In cases where Multiple Application Forms are submitted, including cases where (a) Shareholders submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoter or members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in "*Summary of this Draft Letter of Offer – Intention and extent of participation by our Promoter and Promoter*

Group in the Issue" on page 21.

An application made by a Specific Investor for Equity Shares – (a) against their existing entitlement and for additional Equity Shares; (b) renounced in their favour in terms of Regulation 77B(2) of SEBI ICDR regulations and (c) for the undersubscribed portion of the Issue in terms of Regulation 77B(4) shall not be treated as multiple applications for the purpose of allotment in this Issue.

- **Procedure for Applications by certain categories of Shareholders**

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its Shareholders group (which means multiple entities registered as foreign portfolio Shareholders and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or Shareholders group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or Shareholders group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the Shareholders will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments is up to the sectoral cap applicable to the sector in which our Company operates.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations,
an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

1. such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that

are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Shareholders"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Shareholders will also require prior approval of the Government of India and each Shareholder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or exchange traded funded or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificates from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is, (_____)., i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Draft Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Basis of Allotment" mentioned below.

Please note that on the Issue Closing Date, applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

Shareholders who have applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Shareholder applying through ASBA facility, may withdraw their application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received/ASBA Accounts of the Shareholders within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

- **Rights Entitlements**

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e.**Error! Hyperlink reference not valid.**) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record

Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.somdattfin.com).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [•]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e. https://www.rcmcdelhi.com). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements are credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by (_____)., to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

- **Renouncees**

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

- **Renunciation of Rights Entitlements**

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circulars, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circulars, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. In accordance with the SEBI ICDR Master Circular, Shareholders holding shares in physical form shall be required to provide their demat account details to our Company and the Registrar for credit of Rights Entitlements not later than two Working Days prior to the Issue Closing Date, such that credit of Rights Entitlements in their demat account takes place at least one day before the Issue Closing Date.

- **Procedure for Renunciation of Rights Entitlements**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. Each Shareholder should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Payment Schedule of Rights Equity Shares

₹ (_____) per Rights Equity Share (including premium of ₹ _____ per Rights Equity Share) shall be payable on Application

Our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders.

(a) On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a

registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE[•] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [•] to [•] (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN [•] and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE754C20010, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

V. MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Shareholders agree to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Shareholders' ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Shareholders in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in the Draft Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Shareholders

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Shareholders

As regards the Application by non-resident Shareholders, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares.

VI. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares

held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of the Issue such as face value, Issue Price, Rights Entitlement ratio, see "**The Issue**" beginning on page no. 47.

- **Fractional Entitlements**

Since the Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [•] ___ (____) Rights Equity Shares for every ____ (-----) Equity Shares held as on the Record Date, there could be a possibility of fractional entitlements arising. As per SEBI Rights Issue Circulars, For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is such that the Rights Entitlement results in a fraction, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any. Further, the Eligible Equity Shareholders holding less than ___ (_____) Equity Shares shall have 'zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

- **Ranking**

The Equity Shares to be issued and allotted pursuant to this Issue shall be subject to the provisions of the Draft Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and Allotted under this Issue shall rank pari-passu with the existing Equity Shares, in all respects including dividends.

- **Listing and trading of the Equity Shares to be issued pursuant to this Issue**

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI (ICDR) Regulations. Our Company has received in-principle approval from the BSE Limited through letter bearing reference number -------(----------) dated (_____). Our Company will apply to BSE for final approvals for the listing and trading of the Equity Shares subsequent to the Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 511571) under the ISIN: INE754C01010. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the regular ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company

shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within fifteen days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/ unblocked within fifteen days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fifteenth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

- **Subscription to this Issue by our Promoter and members of the Promoter Group**

For details of the intent and extent of subscription by our Promoter and members of the Promoter Group, see "*Summary of this Draft Letter of Offer – Intention and extent of participation by our Promoter and Promoter Group with respect to (i) their rights entitlement; (ii) their intention to subscribe over and above their rights entitlement; and (iii) their intention not to renounce their rights entitlement, to specific investor(s)*" on page 21.

- **Rights of Holders of Equity Shares of our Company**

Subject to applicable laws, Shareholders who have been Allotted Equity Shares pursuant to the Issue shall have the following rights:

a. The right to receive dividend, if declared;
b. The right to receive surplus on liquidation;
c. The right to receive offers for rights shares and be allotted bonus shares, if announced;
d. The right to free transferability of Equity Shares;
e. The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in the Draft Letter of Offer; and
f. Such other rights as may be available to a shareholder of a listed public company under the Companies Act,2013, the Memorandum of Association and the Articles of Association.

VII. GENERAL TERMS OF THE ISSUE

- **Market Lot**

The Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Equity Shares in dematerialised mode is One Equity Share.

- **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

- **Nomination**

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholders holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

- **Arrangements for Disposal of Odd Lots**

The Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be One Equity Share and hence, no arrangement for disposal of odd lots is required.

- **Restrictions on transfer and transmission of shares and on their consolidation/splitting**

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to the provisions of the SEBI LODR Regulations 2015, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

- **Notices**

In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Draft Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Draft Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper and one Hindi daily newspaper with wide circulation and one Telugu language national daily newspaper with wide circulation being the regional language of Hyderabad, where our Registered Office is situated.

The Draft Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

- **Offer to Non-Resident Eligible Equity Shareholders/ Shareholders**

As per Rule 7 of the FEMA NDI Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non- resident or NRI Shareholder has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at www.rcmcdelhi.com. It will be the sole responsibility of the Shareholders to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access the Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity

Shares under applicable securities laws) from the websites of the Registrar, our Company, and the Stock Exchanges. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non- residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Shareholders being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self- attested proof of address, passport, etc. at investor.services@rcmcdelhi.com

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY

ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" AS MENTIONED ABOVE.

VIII. ISSUE SCHEDULE

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENT	(_____).
ISSUE OPENING DATE	(_____).
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS#	(_____).
LAST DATE FOR RECEIVING REQUESTS FOR APPLICATION FORM AND RIGHTS ENTITLEMENT LETTER	(_____).
ISSUE CLOSING DATE*	(_____).
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	(_____).
DATE OF ALLOTMENT (ON OR ABOUT)	(_____).
DATE OF CREDIT (ON OR ABOUT)	(_____).
DATE OF LISTING (ON OR ABOUT)	(_____).

 # Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

** Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., (_____)., to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., (_____).

IX. BASIS OF ALLOTMENT

Subject to the provisions contained in the Draft Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.

b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis having due regard to the number of Rights Entitlement held by them as on Issue Closing Date and in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

e) Allotment to any Specific Investor(s) disclosed by our Company and in terms of the SEBI ICDR Regulations before opening of the Issue, provided that there is an unsubscribed portion i.e. a surplus available after making Allotment under (a), (b), (c) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (e) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Shareholders who have been allocated Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

X. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. or such other rate as specified under applicable law from the expiry of such 15 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Shareholders who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as may be prescribed under applicable law.

XI. PAYMENT OF REFUND

- **Mode of making refunds**

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise, refunds would be done through any of the following modes.

(a) Unblocking amounts blocked using ASBA facility.

(b) **NACH** – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition ("**MICR**") code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

(c) **National Electronic Fund Transfer** ("**NEFT**") – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code ("**IFSC Code**"), which can be linked to a MICR, allotted to

that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

(d) **Direct Credit** – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.

(e) **RTGS** – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.

(f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.

(g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

- **Refund payment to non-residents**

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

XII. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

- **Receipt of the Equity Shares in Dematerialized Form**

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement dated August 10, 2015 with NSDL and an agreement dated August 03, 2023 with CDSL which enables the Shareholders to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

a) Tripartite agreement dated December 16, 2005, amongst our Company, NSDL and the Registrar to the Issue; and

b) Tripartite agreement dated December 5, 2005, amongst our Company, CDSL and the Registrar to the Issue.

SHAREHOLDERS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a- vis such information with the Shareholders depository participant, would rest with the Shareholders. Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholders' depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
5. The Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.
7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
8. Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.
9. Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, and who have not provided the details of their demat accounts to our Company or to the Registrar at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue.

XIII. IMPERSONATION

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 0.1 crore or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 0.5 crore or with both.

XIV. UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

A. All monies received out of this Issue shall be transferred to a separate bank account;

B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

XV. UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
2. All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken by our Board of Directors within seven Working Days of finalization of Basis of Allotment.
3. The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
4. No further issue of securities shall be made till the securities offered through the Draft Letter of Offer are listed or till the application moneys are refunded on account of non-listing, undersubscription etc, other than as disclosed in accordance with Regulation 97 of the SEBI ICDR Regulations.
5. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Shareholders within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
6. In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
7. Adequate arrangements shall be made to collect all ASBA Applications.
8. As on date, our Company does not have any convertible debt instruments.
9. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

XVI. SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1) Please read the Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form and the Rights Entitlement Letter are an integral part of the conditions of the Draft Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.

2) All enquiries in connection with the Draft Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and superscribed "CRESCENTIS CAPITAL LIMITED – Rights Issue" on the envelope and postmarked in India or in the e- mail) to the Registrar at the following address:

RCMC SHARE REGISTRY PRIVATE LIMITED
Address:- B-25/1, 1st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020
Telephone: 8527695125 Email: investor.services@rcmcdelhi.com,
Website: www.rcmcdelhi.com
Investor grievance e-mail: investor.services@rcmcdelhi.com
SEBI Registration No.: INR000000429;
Contact Person: Mr. Murli Dharan Nair

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders will be available on the website of the Registrar www.rcmcdelhi.com. Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 8527695125

3) The Shareholders can visit following links for the below-mentioned purposes:

a) Frequently asked questions and online/ electronic dedicated Shareholder helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: www.rcmcdelhi.com

b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.somdattfin.com

c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.rcmcdelhi.com

d) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders at email id at investor.services@rcmcdelhi.com

This Issue will remain open for a minimum of 7 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the Foreign Investment Promotion Board. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors subject to sectoral caps of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/ departments are responsible for granting approval for foreign investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("DPIIT"), Ministry of Finance, Department of Economic Affairs through the FDI Policy (defined below).

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("FDI Policy"), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy will be valid until the DPIIT issues an updated circular. Further, the sectoral cap applicable to the sector in which our Company operates is 100% which is permitted under the automatic route.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI The FDI Policy, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for the issue as an incorporated non-resident must do so in accordance with the FDI Policy and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required,

under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The Issue, if renounced by our shareholders, may include offers within India, to Indian institutional, non-institutional and retail investors as well as offshore transactions as defined in, and made in reliance upon exemptions from the registration requirements under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), including the exemption under Regulation S ("**Regulation S**") of the U.S. Securities Act.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments, modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations. Investors are cautioned to consider any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

RESTRICTIONS ON PURCHASES AND RESALES

Eligibility and Restrictions

General

No action has been taken or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares to occur in any jurisdiction, or the possession, circulation, or distribution of this Draft Letter of Offer or any other Issue Material in any jurisdiction where action for such purpose is required, except that this Draft Letter of Offer will be filed with the Stock Exchanges.

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Draft Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into in (i) the United States or (ii) or any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, renunciation, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares.

This Draft Letter of Offer and its accompanying documents are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out above and below.

No offer in the United States

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the U.S Securities Act and 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 requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Equity Shares are only being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act to Eligible Equity Shareholders located in jurisdictions where such offer and sale is permitted under the laws of such jurisdictions. The offering to which this Draft Letter of Offer or the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Entitlements or Rights Equity Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, you should not forward or transmit this Draft Letter of Offer or the Letter into the United States at any time.

Representations, Warranties and Agreements by Purchasers

The Rights Entitlements and the Rights Equity Shares offered outside the United States are being offered in "offshore transactions" as defined, and in reliance on Regulation S under the U.S. Securities Act.

In addition to the applicable representations, warranties and agreements set forth above, each purchaser outside the United States by accepting the delivery of the Draft Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the "**Purchaser**", which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser (i) is aware that the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act and are being distributed and offered outside the United States in reliance on Regulation S, (ii) is, and the persons, if any, for whose account it is acquiring such Rights Entitlements and/or the Rights Equity Shares are, outside the United States and eligible to subscribe for Rights Entitlements and Rights Equity Shares in compliance with applicable securities laws, and (iii) is acquiring the Rights Entitlements and/or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.

2. No offer or sale of the Rights Entitlements or the Rights Equity Shares to the purchaser is the result of any "directed selling efforts" in the United States (as such term is defined in Regulation S under the U.S. Securities Act).

3. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares, and the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.

4. The purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by the jurisdiction of its residence, and (ii) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

5. The purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.

6. If any Rights Entitlements were bought by the purchaser or otherwise transferred to the purchaser by a third party (other than our Company), the purchaser was in India at the time of such purchase or transfer.

7. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment.

8. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of the Draft Letter of Offer with SEBI and the Stock Exchanges); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements except in India or the Rights Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations.

9. The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an

invitation from our Company, addressed to it and inviting it to participate in this Issue.

10. None of the purchaser, any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of our Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.

11. Prior to making any investment decision to exercise the Rights Entitlements and renounce and/or subscribe for the Rights Equity Shares, the Investor (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of the Draft Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to our Company and our Group and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below); (iv) will have conducted its own due diligence on our Company and this Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company, (including any research reports) (other than, with respect to our Company and any information contained in the Draft Letter of Offer); and (v) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.

12. Without limiting the generality of the foregoing, (i) the purchaser acknowledges that the Equity Shares are listed on BSE Limited and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE Limited (which includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent balance sheet and profit and loss account, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes "Exchange Information"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; and (ii) our Company, any of its affiliates has not made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements, the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.

13. The purchaser acknowledges that any information that it has received or will receive relating to or in connection with this Issue, and the Rights Entitlements or the Rights Equity Shares, including this Draft Letter of Offer and the Letter of Offer and the Exchange Information (collectively, the "Information"), has been prepared solely by our Company.

14. The purchaser will not hold our Company responsible for any misstatements in or omissions to the Information or in any other written or oral information provided by our Company to it.

15. The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Rights Equity Shares will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, agreements and undertakings and other information contained in the Draft Letter of Offer and the Application Form. The purchaser understands that none of our Company, the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is in the United States, or is ineligible to participate in this Issue under applicable securities laws.

16. The purchaser subscribed to the Rights Equity Shares for investment purposes and not with a view to the distribution or resale thereof. If in the future the purchaser decides to offer, sell, pledge or otherwise transfer any of the Rights Equity Shares, the purchaser shall only offer, sell, pledge or otherwise transfer such Rights Equity Shares (i) outside the United States in a transaction complying with Rule 903 or Rule 904 of Regulation S and in accordance with all applicable laws of any other jurisdiction, including India or (ii) in the United States pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

17 The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares.

18. If the purchaser is outside India, the sale of the Rights Equity Shares to it will not require any filing or registration

by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.

19. If the purchaser is outside India, the purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by all jurisdictions applicable to it, and (ii) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of all jurisdictions of residence.

20. The purchaser is authorized to consummate the purchase of the Rights Equity Shares sold pursuant to this Issue in compliance with all applicable laws and regulations.

21. Except for the sale of Rights Equity Shares on one or more of the Stock Exchanges, the purchaser agrees, upon a proposed transfer of the Rights Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Rights Equity Shares being sold.

22. The purchaser shall hold our Company harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of its representations, warranties or agreements set forth above and elsewhere in the Draft Letter of Offer. The indemnity set forth in this paragraph shall survive the resale of the Rights Equity Shares.

23. The purchaser acknowledges that our Company, their affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

SECTION VIII – STATUTORY AND OTHER INFORMATION

Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialized form and to (a) the same depository account/ corresponding PAN in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date.

(THIS SPACE IS INTENTIONALLY LEFT BLANK)

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available on the website of the Company at www.somdattfin.com from the date of this Draft Letter of Offer until the Issue Closing Date.

1. Material Contracts for the Issue

(i) Registrar Agreement dated June 18, 2026 between our Company and the Registrar to the Issue.
(ii) Bankers to the Issue Agreement dated (_____) amongst our Company, the Registrar to the Issue and the Bankers to the Issue/ Refund Bank.
(iii) Monitoring Agency Agreement dated September 1, 2026 between the company and Acuite Ratings & Research Limited.

2. Material Documents

i. Certified true copy of the Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
ii. Resolutions of the Board of Directors dated September 30, 2026 in relation to the Issue and other related matters
iii. Copies of Annual Reports of our Company for the Financial Year ending March 31, 2026, March 31, 2025, March 31, 2024
iv. Copy of the Audit Report of our Company for the quarter and year ended March 31, 2026, and the limited review report for the quarter ended June 30, 2026.
v. Copy of the Resolution of Board of Directors dated (_____), finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio.
vi. Subscription Intent Letters dated September 26, 2026, issued by our Promoters.
vii. Consents of our Promoters, Directors, Company Secretary and Compliance Officer, Statutory Auditors, Legal Advisor to the Issue, and the Registrar to the Issue for inclusion of their names in the Draft Letter of Offer to act in their respective capacities.
viii. Statement of Tax Benefits dated August 26, 2026, for our Company from the Statutory Auditors of our Company.
ix. Letter of Offer dated June 9, 2025.
x. In-principle approval letter issued by BSE dated [•]

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. We further declare that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS AND KEY MANAGERIAL PERSONNEL OF OUR COMPANY

Sd/- Dr Bhaskara Rao Bollineni (Chairman & Non-Executive Director)	Sd/- Subba Rao Veeravenkata Meka (a.k.a. Venkat Subbarao) (Managing Director)
Sd/- Bhavanam Ruthvik Reddy (Whole-Time Director & Chief Executive Officer)	Sd/- Jayanthi Talluri (Non-Executive Independent Director)
Sd/- Venkataramana Dhulipala (Non-Executive Independent Director)	Sd/- Shashank Shankpal (Chief Financial Officer)
Sd/- V. V. Krishna Chaitanya (Company Secretary and Compliance Officer)	

Date: September 30, 2026
Place: Hyderabad

DECLARATION

I hereby declare that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further declare that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Draft Letter of Offer are true and correct

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-
Rajvir Singh Chhillar
(Non-Executive Independent Director)

Date: September 30, 2026
Place: New Delhi