



(Please scan the QR code to view the RHP)



## AYE FINANCE LIMITED

**(The Equity Shares of our Company will get listed on the Main Board Platforms of BSE and NSE.)**

Our Company was incorporated on August 12, 1993, as a private limited company under the Companies Act 1956, under the name "Doda Finance Private Limited", at Jalandhar, Punjab pursuant to a certificate of incorporation issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh. The name of our Company was changed to "Aye Finance Private Limited" pursuant to resolutions dated February 17, 2014 and March 15, 2014, passed by our Board and our Shareholders respectively, and a fresh certificate of incorporation dated March 28, 2014, was issued to our Company by the Registrar of Companies, Punjab and Chandigarh consequent to the change of name. Subsequent to a change in our registered office from the state of Punjab to the National Capital Territory of Delhi pursuant to resolutions dated July 22, 2014 and August 18, 2014 passed by our Board and our Shareholders, respectively, and a fresh certificate of registration dated August 10, 2015, was issued by the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"). Upon the conversion of our Company to a public limited company, pursuant to resolutions dated October 16, 2024 and October 17, 2024 passed by our Board and our Shareholders respectively, the name of our Company was changed to "Aye Finance Limited". A fresh certificate of incorporation dated December 10, 2024 was issued by the RoC consequent to our Company's conversion into a public limited company. For details of changes in registered office of our Company, see "History and Certain Corporate Matters - Changes in our Registered Office" on page 275 of the red herring prospectus dated February 03, 2026 ("Red Herring Prospectus" or "RHP") filed with the RoC.

Prior to the change of name of our Company from Doda Finance Private Limited to Aye Finance Private Limited, the Reserve Bank of India ("RBI") had granted a certificate of registration dated December 15, 2000 bearing no. B-06.00369 for registration as a non-banking financial company ("NBFC") under Section 45-IA of the Reserve Bank of India Act, 1934 ("RBI Act"). Subsequently, the RBI granted a certificate of registration dated November 27, 2015, bearing no. B-14.03323 to our Company, for registration as an NBFC under Section 45-IA of the RBI Act. Additionally, RBI granted a certificate of registration dated March 25, 2025, bearing no. B-14.03323, to our Company, for registration as an NBFC under Section 45-IA of the Reserve Bank of India Act, 1934, post change of name of Company from Aye Finance Private Limited to Aye Finance Limited.

Corporate Identity Number: U65921DL1993PLC283660

Registered Office: M-5, Magnum House-1, Community Centre Karampura, West Delhi, New Delhi - 110 015, India; Tel: +91 124 484 4000

Corporate Office: Unit No. 701-711, 7th floor, Unitech Commercial Tower-2, Sector-45, Arya Samaj Road, Gurugram 122 003, Haryana, India; Tel: +91 124 484 4000; Contact Person: Vipul Sharma, Company Secretary and Compliance Officer; E-mail: secretarial@ayefin.com; Website: https://www.ayefin.com/

### OUR COMPANY DOES NOT HAVE AN IDENTIFIABLE PROMOTER

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH (THE "EQUITY SHARES") OF AYE FINANCE LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING TO ₹10,100.00 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF [●] EQUITY SHARES AGGREGATING UP TO ₹7,100.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING TO ₹3,000.00 MILLION (THE "OFFER FOR SALE"), COMPRISING AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING TO ₹2,822.63 MILLION BY CORPORATE SELLING SHAREHOLDERS (AS DEFINED HEREINAFTER) AND UP TO [●] EQUITY SHARES AGGREGATING TO ₹177.37 MILLION BY INDIVIDUAL SELLING SHAREHOLDER (AS DEFINED HEREINAFTER) (TOGETHER, THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES, THE "OFFERED SHARES"). THE OFFER WOULD CONSTITUTE [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

#### DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

Name of the Selling Shareholder	Type	Number of Equity Shares of face value ₹2 each offer/ Amount (₹ in million)	Weighted average cost of acquisition per Equity Share <sup>A19a*</sup> (in ₹)
Alpha Wave India I LP	Corporate Selling Shareholder	[●] Equity Shares bearing face value of ₹2 each aggregating up to ₹300.00 million	89.62
MAJ Invest Financial Inclusion Fund II K/S	Corporate Selling Shareholder	[●] Equity Shares bearing face value of ₹2 each aggregating up to ₹1,397.63 million	72.57
CapitalG LP	Corporate Selling Shareholder	[●] Equity Shares bearing face value of ₹2 each aggregating up to ₹825.00 million	58.01
LGT Capital Invest Mauritius PCC with Cell E/VP	Corporate Selling Shareholder	[●] Equity Shares bearing face value of ₹2 each aggregating up to ₹300.00 million	52.17
Vikram Jetley	Individual Selling Shareholder	[●] Equity Shares bearing face value of ₹2 each aggregating up to ₹177.37 million	2.00

<sup>A</sup> Calculated on a fully diluted basis. <sup>B</sup> As certified by B.B. & Associates, Chartered Accountants, bearing firm registration number 023670N, by way of their certificate dated February 03, 2026. <sup>C</sup> Adjusted for sub-division of face value of ₹10 per equity share to ₹2 per equity share pursuant to the resolution passed by the Board dated October 16, 2024 and resolution passed by the Shareholders dated October 17, 2024. <sup>D</sup> Cash consideration for equity shares acquired pursuant to conversion of Preference Shares into Equity Shares has been paid at the time of issuance of relevant Preference Shares.

**PRICE BAND: ₹122 TO ₹129 PER EQUITY SHARE OF FACE VALUE OF ₹2 EACH.**

**THE FLOOR PRICE IS 61 TIMES OF THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 64.5 TIMES THE FACE VALUE OF THE EQUITY SHARES.**

**THE PRICE TO EARNINGS RATIO ("P/E") BASED ON DILUTED EPS FOR FISCAL 2025 FOR THE COMPANY AT**

**THE UPPER END OF THE PRICE BAND IS 13.81 TIMES AND AT THE LOWER END OF THE PRICE BAND IS 13.06 TIMES FOR FISCAL 2025.**

**BIDS CAN BE MADE FOR A MINIMUM OF 116 EQUITY SHARES AND IN MULTIPLES OF 116 EQUITY SHARES THEREAFTER.**

**WEIGHTED AVERAGE RETURN ON NET WORTH FOR THE LAST THREE FINANCIAL YEAR IS 12.73%.**

Particulars	At the Floor Price of ₹122		At the Cap Price of ₹129	
	Up to No. of Equity Shares of Face Value of ₹2 each	Up to Amount (₹ in million)	Up to No. of Equity Shares of Face Value of ₹2 each	Up to Amount (₹ in million)
Offer For Sale	2,45,90,163	3,000.00	2,32,55,813	3,000.00
Fresh Issue	5,81,96,721	7,100.00	5,50,38,759	7,100.00
<b>Total Offer Size</b>	<b>8,27,86,884</b>	<b>10,100.00</b>	<b>7,82,94,572</b>	<b>10,100.00</b>
Post-Offer market capitalization of the Company	24,99,42,228	30,492.95	24,67,84,266	31,835.17

**BID/OFFER PERIOD**

**ANCHOR INVESTOR BIDDING DATE FRIDAY, FEBRUARY 06, 2026**

**BID/OFFER OPENS ON MONDAY, FEBRUARY 09, 2026**

**BID/OFFER CLOSES ON WEDNESDAY, FEBRUARY 11, 2026<sup>(1)</sup>**

<sup>(1)</sup>UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

Our Company is a non-banking financial company – middle layer focused on providing loans to micro scale MSMEs across India. Our Company offers a range of business loans for working capital and business expansion needs, against hypothecation of working assets or against security of property to customers across manufacturing, trading, service and allied agriculture sectors.

**THE OFFER IS BEING MADE THROUGH THE BOOK BUILDING PROCESS IN COMPLIANCE WITH REGULATION 6(2) OF THE SEBI ICDR REGULATIONS.**

**THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON THE MAIN BOARD PLATFORMS OF BSE AND NSE.**

**NSE SHALL BE THE DESIGNATED STOCK EXCHANGE.**

- QIB PORTION: ATLEAST 75% OF THE OFFER • NON-INSTITUTIONAL PORTION: NOT MORE THAN 15% OF THE OFFER
- RETAIL PORTION: NOT MORE THAN 10% OF THE OFFER

**IN MAKING AN INVESTMENT DECISION POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RHP AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.**

**In accordance with the recommendation of Committee of Independent Directors of our Company, pursuant to their resolution dated February 03, 2026, the above provided price band is justified based on quantitative factors/KPIs disclosed in the "Basis for Offer Price" section on page 130 of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in the "Basis for Offer Price" section beginning on the page 130 of the RHP and provided below in this advertisement.**

**In relation to Price Band, potential Investors should only refer to this pre-Offer and price band advertisement for the Offer and should not rely on any media articles/reports in relation to the valuation of the Company as these are not endorsed, published or confirmed either by the Company or the BRLMs.**

### RISK TO INVESTORS

**For details refer to section titled "Risk Factors" on page 33 of the RHP.**

#### 1. Risk of non-payment or default by our borrowers:

Non-payment or default by our customers may adversely affect our business, results of operations and financial condition. The figures below are the product-wise Gross NPAs ("GNPAs"):

Particulars	As of September 30,		As of March 31,		
	2025	2024	2025	2024	2023
<b>Hypothecation Loans</b>					
Outstanding amount that are Stage 3 assets (₹ million)	2,370.77	1,421.43	1,916.30	1,228.70	557.20
Percentage of total outstanding amount (%)	5.16%	3.49%	4.36%	3.34%	2.28%
<b>Loans against Property (Mortgage Loans and 'SaraI' Property Loans)</b>					
Outstanding amount that are Stage 3 assets (₹ million)	353.41	126.01	254.10	87.70	95.24
Percentage of total outstanding amount (%)	3.45%	2.14%	3.32%	1.93%	5.70%

#### 2. Customer Data Reliability Risk:

Our operations depend heavily on the accuracy of information provided by customers

and third-party service providers. Reliance on potentially erroneous data or fraudulent misrepresentation may lead to inaccurate creditworthiness judgments, impacting the value of and title to the collateral and resulting in higher-than-forecasted losses.

#### 3. Increase in Non-performing assets risk:

Incorrect estimation of risks may result in our provisions not being adequate to cover any further increase in the amount of NPAs. We may also be required to write-off NPAs when we have no reasonable expectations of recovering the underlying amounts, and such derecognitions can affect our balance sheet.

Below are details of our asset quality ratios, as well as provision coverage ratio, as of each of the corresponding periods:

Particulars	As of September 30,		As of March 31,		
	2025	2024	2025	2024	2023
Gross NPA <sup>(1)</sup> (₹ million)	2,724.18	1,547.44	2,170.40	1,316.30	653.90
Gross NPA ratio <sup>(2)</sup> (%)	4.85%	3.32%	4.21%	3.19%	2.49%
Net NPA <sup>(3)</sup> (₹ million)	968.07	525.47	704.00	366.70	328.10
Net NPA ratio <sup>(4)</sup> (%)	1.78%	1.15%	1.40%	0.91%	1.28%
Provision Coverage Ratio <sup>(5)</sup> (%)	64.47%	66.07%	67.56%	72.14%	49.82%
Bad Debts Write-Offs <sup>(6)</sup>	1,489.50	773.68	2,064.19	546.01	525.00

<sup>(1)</sup> Gross NPA represents Gross Loan Book pertaining to loans which are required to be classified as NPA as per

the Income Recognition, Asset Classification and Provisioning Norms issued and modified by RBI from time to time.

- (2) Gross NPA ratio (%) represents the Gross NPA to the Gross Loan Book as of the last day of the relevant period, as per the Income Recognition, Asset Classification and Provisioning Norms issued and modified by RBI from time to time.
- (3) Net NPA represents Gross NPA reduced by NPA provisions as of the last day of the relevant period.
- (4) Net NPA ratio represents the ratio of our Net NPA to Net Loan portfolio as of last day of the relevant period/year. Net Loan portfolio represents total loan portfolio reduced by impairment allowance, as per the Income Recognition, Asset Classification and Provisioning Norms issued and modified by RBI from time to time.
- (5) Provision Coverage Ratio represents total provisions held on Gross NPA as of the last day of the period, as a percentage of total Gross NPAs as of the last day of the year / period.
- (6) Bad Debts Write-offs (net of recovery) includes loss on settlement.

#### 4. Inability to recover the unsecured loans in a timely manner:

Our unsecured loans pose a higher credit risk as they are not supported by realisable collateral. We may be unable to collect our outstanding advances in part or at all in the event of non-payment by a borrower.

The table below provides an overview of unsecured business:

Particulars	As of	As of	As of	As of	As of
	September 30, 2025	September 30, 2024	March 31, 2025	March 31, 2024	March 31, 2023
	(₹ million)				
AUM of Unsecured Loans (₹ million)	22,888.82	20,651.66	21961.00	16,921.44	8,236.06
AUM (₹ million)	60,276.22	49,797.64	55,338.96	44,632.91	27,215.51
AUM of Unsecured Loans as a percentage of AUM (%)	37.97%	41.47%	39.68%	37.91%	30.26%
Gross NPA Ratio of Unsecured Loans (%) <sup>(1)</sup>	5.70%	3.05%	4.33%	3.05%	3.70%
Net NPA Ratio of Unsecured Loans (%) <sup>(2)</sup>	1.95%	0.79%	0.98%	0.30%	2.12%

Notes:

- (1) Gross NPA ratio represents the gross NPA of unsecured loans (which represents gross loan book pertaining to unsecured loans which are required to be classified as NPA as per the Income Recognition, Asset Classification and Provisioning Norms issued and modified by RBI from time to time) to the gross loan book of unsecured loans as of the last day of the relevant period, as per the Income Recognition, Asset Classification and Provisioning Norms issued and modified by RBI from time to time.
- (2) Net NPA ratio represents the ratio of net NPA (which represents gross NPA of unsecured loans reduced by NPA provisions as of the last day of the relevant period) to the net loan portfolio of unsecured loans as of the last day of the relevant period/year. Net loan portfolio of unsecured loans represents total loan portfolio of unsecured loans reduced by impairment allowance, as per the Income Recognition, Asset Classification and Provisioning Norms issued and modified by RBI from time to time.

#### 5. Negative cash flows from operating activities in the past:

We have experienced negative cash flows from operating activities from Fiscal 2022 onwards as a result on increase in the volume of disbursements in line with business requirements. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans.

The following table sets forth certain information relating to our cash flows for the periods indicated:

Particulars	Six Months Ended	Six Months Ended	Fiscal	Fiscal	Fiscal
	September 30, 2025	September 30, 2024	2025	2024	2023
	(₹ million)				
Net cash flows from/ (used in) operating activities	(4,548.76)	(4,188.45)	(8,117.78)	(13,228.26)	(7,203.90)

#### 6. Interest rate risk:

Our business is vulnerable to interest rate risk. Any increase in the rate of interest at which we borrow from our lenders, without a corresponding increase in the interest rates we are able to charge our borrowers, could expose us to interest rate risk. Volatility in interest rates could have an adverse effect on our net interest income and net interest margin, thereby affecting our results of operations and cash flows.

#### 7. Funding Access Constraint Risk:

If we cannot obtain adequate financing when needed or on reasonable terms, our business, results of operations, cash flows, and financial condition may be adversely affected.

#### 8. Growth risk:

Our inability to expand our current operations or the sub-optimal performance of our existing/ new branches may adversely affect our business, financial condition, results of operations and cash flows.

#### 9. Debt Covenants Default Risk:

Our financing agreements impose covenants to maintain NPA, asset-coverage and security-cover ratios and permit cross-default/ acceleration, limiting certain transactions. Non-compliance could trigger defaults and constraints, adversely affecting our business, results of operations and financial condition.

#### 10. Asset Liability Mismatch risk:

As of September 30, 2025, ₹53,823.30 million, or 75.64% of our overall assets is derived from our lending business. These assets have an average maturity period of 29.23 months, compared to our borrowings tenor of 23.43 months. Any mismatch in the maturity profile of our assets and liabilities may lead to a liquidity risk, particularly if our liabilities mature before our assets or if there is a significant change in interest rates.

#### 11. The Price/Earnings Ratio based on diluted EPS for Financial Year 2025 for the Company at the upper end of the Price band is as high as 13.81 as compared to the average industry peer group PE ratio of 19.70 for Fiscal 2025.

#### 12. Weighted Average Return on Net Worth for Financial Year ended 2025, 2024 and 2023 is 12.73%.

#### 13. Average cost of acquisition per Equity Share for the Selling Shareholders as on the date of the Red Herring Prospectus is given below and offer price at upper end of the price band is ₹129.

S. No.	Name of the Selling Shareholder	Number of Equity Shares held as of date of the Red Herring Prospectus	Average cost of acquisition per Equity Share (in ₹) <sup>^#</sup>
<b>Corporate Selling Shareholders</b>			
1.	Alpha Wave India I LP	21,514,185	89.62
2.	CapitalG LP	19,686,685	58.01
3.	LGT Capital Invest Mauritius PCC with Cell E/VP	27,120,090	52.17
4.	Maj Invest Financial Inclusion Fund II K/S	11,456,000	72.57
<b>Individual Selling Shareholder</b>			
5.	Vikram Jetley	2,890,000	2.00

<sup>#</sup>Cash consideration for equity shares acquired pursuant to conversion of Preference Shares into equity shares has been paid at the time of issuance of relevant Preference Shares.

<sup>\$</sup>As certified by B.B. & Associates, Chartered Accountants, bearing firm registration number 023670N, by way of their certificate dated February 03, 2026.

<sup>^</sup>Adjusted for sub-division of face value of ₹10 per equity share to ₹2 per equity share pursuant to the resolution passed by the Board dated October 16, 2024 and resolution passed by the Shareholders dated October 17, 2024.

#### 14. Weighted average cost of acquisition for all shares transacted in the last one year, 18 months and 3 years preceding the date of the Red Herring Prospectus is as follows:

Period	Weighted Average Cost of Acquisition (in ₹) <sup>^</sup>	Cap Price is 'X' times the Weighted Average Cost of Acquisition*	Range of acquisition price: Lowest Price – Highest Price (in ₹) <sup>^\$</sup>
Last one year	12.24	10.54	INR 5.80 - INR 123.17
Last eighteen months	85.92	1.50	INR 5.80 - INR 175.73
Last three years	85.79	1.50	Nil** - INR 175.73

\*\*Acquisition price of Equity Shares acquired pursuant to gifts is Nil.

<sup>^</sup>Adjusted for sub-division of face value of ₹10 per equity share to ₹2 per equity share pursuant to the Board resolution dated October 16, 2024 and Shareholders resolution dated October 17, 2024. The Board has approved the sub-division of equity shares from face value of ₹10 per share to ₹2 per share.

<sup>\$</sup>As certified by B.B. & Associates, Chartered Accountants, bearing firm registration number 023670N, by way of their certificate dated February 03, 2026.

#### 15. The 4 BRLMs associated with the Offer have handled 141 public Issues in the past three financial years, out of which 36 Issues closed below the offer price on listing date:

Name of the BRLMs	Total Issues	Issues closed below IPO Price on listing date
Axis Capital Limited*	25	2
IIFL Capital Services Limited (formerly known as IIFL Securities Limited)*	24	9
JM Financial Limited*	20	5
Nuvama Wealth Management Limited*	18	7
Common	54	13
<b>Total</b>	<b>141</b>	<b>36</b>

\*Issues handled where there were no common BRLMs

## Additional Information for Investors

- The Company has not undertaken a pre-IPO placement.
- Our company does not have an identifiable promoter. Set out below are details of the shareholding of our top 10 Shareholders in our Company, as at the date of the Pre-Offer and Price Band Advertisement and as at the date of Allotment:

Sr. No.	Pre-Offer shareholding as at the date of the Red Herring Prospectus			Post-Offer shareholding as at the date of Allotment <sup>A</sup>			
	Name of the shareholder	Number of Equity Shares*	Shareholding (in %)*	At the lower end of the price band (₹122)		At the upper end of the price band (₹129)	
				Number of Equity Shares*	Shareholding (in %)*	Number of Equity Shares*	Shareholding (in %)*
1	Elevation Capital V Limited (formerly known as SAIF Partners India V Limited)	3,10,67,645	16.03%	3,10,67,645	12.43	3,10,67,645	12.59
2	LGT Capital Invest Mauritius PCC with Cell E/VP	2,71,20,090	13.99%	2,46,61,074	9.87	2,47,94,509	10.05
3	Alpha Wave India I LP (formerly known as Falcon Edge India I LP)	2,15,14,185	11.10%	1,90,55,169	7.62	1,91,88,604	7.78
4	CapitalG LP	1,96,86,685	10.16%	1,29,24,390	5.17	1,32,91,337	5.39
5	British International Investment plc	1,82,62,595	9.42%	1,82,62,595	7.31	1,82,62,595	7.40
6	A91 Emerging Fund I LLP	1,77,15,595	9.14%	1,77,15,595	7.09	1,77,15,595	7.18
7	IMP2 Assets Pte. Ltd.	1,36,57,490	7.05%	1,36,57,490	5.46	1,36,57,490	5.53
8	MAJ Invest Financial Inclusion Fund II K/S	1,14,56,000	5.91%	0	0.00	6,21,644	0.25
9	CapitalG International LLC	57,84,485	2.98%	57,84,485	2.31	57,84,485	2.34
10	Sanjay Sharma	55,45,630	2.86%	55,45,630	2.22	55,45,630	2.25

\* Calculated on the basis of total Equity Shares of face value of ₹2 each held and vested options under the Employee Stock Option Plans. Includes all options that have been exercised until date of Prospectus and any transfers of equity shares by existing shareholders after the date of the pre-Offer advertisement and Red Herring Prospectus until date of Prospectus. Assuming all vested ESOPs as on date of the Red Herring Prospectus are exercised.

<sup>A</sup> Assuming full subscription in the Offer. The post-Offer shareholding details as at Allotment will be based on the actual subscription and the Offer Price and updated in the Prospectus, subject to finalization of the Basis of Allotment. Further, assuming that there is no transfer of shares by the Shareholders between the date of the Price Band advertisement and Allotment, and if any such transfers occur prior to the date of Prospectus, it will be updated in the shareholding pattern in the Prospectus. The post-Offer shareholding shall be updated in the Prospectus based on ESOPs exercised until such date.

### BASIS FOR OFFER PRICE

The "Basis for Offer Price" section on page 130 of the RHP has been updated with the above Price Band. Please refer to the websites of the BRLMs: [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.iifcapital.com](http://www.iifcapital.com), [www.jmf.com](http://www.jmf.com) and [www.nuvama.com](http://www.nuvama.com), respectively for the "Basis for Offer Price" updated for the above. (You may scan the QR code for accessing the website of Axis Capital Limited)

The Price Band and Offer Price will be determined by our Company in consultation with the BRLMs, and in accordance with applicable law, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹2 each and the Offer Price is 61 times the face value at the lower end of the Price Band and 64.5 times the face value at the higher end of the Price Band. Investors should also refer to the sections "Risk Factors", "Our Business", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 33, 218, 304 and 410 of the RHP, respectively, to have an informed view before making an investment decision.

#### I. Qualitative Factors

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

- Leading small-ticket lender in MSME ecosystem with focus on serving large and untapped market of micro enterprises;
- Comprehensive portfolio of lending products for micro enterprises resulting in high customer retention;
- Strong underwriting method;
- Robust multi-tiered collections capabilities;
- Building resilience through technological prowess;
- Access to diversified lender base and cost-effective financing; and
- Experienced and professional management team backed by marquee investors with a committed employee base.

For further details, see "Risk Factors" and "Our Business – Competitive Strengths" on pages 33 and 226 of the RHP, respectively.

#### II. Quantitative Factors

Certain information presented below relating to our Company is based on the Restated Financial Statements. For details, see "Restated Financial Statements" on page 304 of the RHP.

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

##### 1. Basic and diluted earnings per Equity Share ("EPS") for continuing operations:

As derived from the Restated Financial Statements:

For the period ended as at	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2025	9.51	9.34	3
March 31, 2024	10.62	10.50	2
March 31, 2023	2.57	2.54	1
<b>Weighted Average</b>	<b>8.72</b>	<b>8.59</b>	-
Six months ended September 30, 2025*	3.37	3.32	-
Six months ended September 30, 2024*	6.09	5.97	-

\*Not annualized.

Notes:

- Basic EPS amounts are calculated by dividing the profit for the year/period attributable to equity Shareholders of the Company by the weighted average number of equity shares outstanding during the year/period (adjusted for sub-division of face value of equity shares from ₹10 to ₹2 as listed below).
- Diluted EPS amounts are calculated by dividing the profit attributable to equity Shareholders by the weighted average number of equity shares outstanding during the year/period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares (as adjusted for sub-division of face value of equity shares from ₹10 to ₹2 as listed below).
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x weight) for each year/Total of weights
- EPS has been calculated in accordance with the Ind AS 33 – "Earnings per share" notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).
- Pursuant to a resolution passed by our Board on October 16, 2024, and a resolution passed by our Shareholders on October 17, 2024, the face value of equity shares of our Company was sub-divided from face value of ₹10 each to face value of ₹2 each. Sub-division of equity shares is retrospectively considered for the computation of basic EPS and diluted EPS in accordance with Ind AS 33 for previous years/periods ended September 30, 2024, March 31, 2024, March 31, 2023 presented.

##### 2. Price/Earning ("P/E") ratio in relation to the Price Band of ₹122 to ₹129 per Equity Share:

Particulars	P/E ratio at the Floor Price (no. of times)*	P/E at the Cap Price (no. of times)*
Based on basic EPS for Fiscal 2025	12.83	13.56
Based on diluted EPS for Fiscal 2025	13.06	13.81

\* To be updated at the Price Band stage.

##### 3. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company) given below in this section, the highest, lowest and industry average P/E ratio are set forth below:

Particulars	Name of the Company	P/E	Face value per equity share (₹)
Highest	SBFC Finance Limited	27.32	10
Lowest	Five-Star Business Finance Limited	12.07	1
<b>Average</b>		<b>19.70</b>	

Notes:

- The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.
- P/E ratio has been computed based on the closing market price of the equity shares of the peers identified above, as on February 02, 2026, on [www.nseindia.com](http://www.nseindia.com), divided by the Diluted EPS as on March 31, 2025.
- All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Fiscal 2025, as available on the websites of the Stock Exchanges.

##### 4. Return on Net Worth ("RoNW")

As derived from the Restated Financial Statements:

For the period ended as at	RoNW (%)	Weight
March 31, 2025	12.12	3
March 31, 2024	17.28	2
March 31, 2023	5.46	1
<b>Weighted Average</b>	<b>12.73</b>	-
Six months ended September 30, 2025*	3.82	-
Six months ended September 30, 2024*	7.63	-

\*Not annualized.

Notes:

- Net worth represents total equity as of the last day of the relevant year / period.
- The Weighted Average Return on Net Worth is a product of Return on Net Worth and respective assigned weight, dividing the resultant by total aggregate weight.
- Return on Net Worth = Net profit/(loss) after tax for the years/ periods attributable to the owners of the Company divided by Average Net Worth of the Company for the respective year/period.

##### 5. Net Asset Value per Equity Share

NAV per Equity Share	NAV per Equity Share (Diluted)(₹)	NAV per Equity Share (Basic)(₹)
As on September 30, 2025*	88.66	90.09
As on March 31, 2025	88.38	90.00
<i>After the Offer</i>		
- At the Floor Price**	96.34	97.68
- At the Cap Price**	97.59	98.97
At Offer Price	●	●

\*Not annualized. \*\*as on March 31, 2025.

Notes:

- Basic Net Asset Value per Equity Share = Net worth as per the Restated Financial Statements / Weighted Average number of Equity Shares as at the end of year/period.
- Diluted Net Asset Value per Equity Share = Net worth as per the Restated Financial Statements / weighted average number of equity shares outstanding during the year/period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.
- Net worth represents Total equity as of the last day of the relevant year / period.
- Pursuant to a resolution passed by our Board on October 16, 2024, and a resolution passed by our Shareholders on October 17, 2024, the face value of equity shares of our Company was sub-divided from face value of ₹10 each to face value of ₹2 each. Sub-division of equity shares is retrospectively considered for the computation of NAV for previous years/periods ended September 30, 2024, March 31, 2024, March 31, 2023 presented.

#### IV. Comparison with listed industry peers

The following peer group has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our businesses in terms of our size and our business model:

Name of the company	Face value (₹ per equity share)	Closing price as on February 02, 2026 (₹ per equity share)	Revenue from operations for Financial Year 2025 (in ₹ million)	Earnings per share for Financial Year 2025 (₹)		Net asset value as at March 31, 2025 (₹ per equity share)		Price/earnings ratio for the Financial Year 2025*	Return on net worth for the Financial Year 2025 (%)	Market capitalisation (in ₹ billion)
				Basic	Diluted	Basic	Diluted			
Company	2	NA	14,597.32	9.51	9.34	90.00	88.38	NA	12.12	NA
<b>Listed peers</b>										
SBFC Finance Limited	10	86.07	13,061.57	3.21	3.15	29.61	29.10	27.32	11.57	93.47
Five-Star Business Finance Limited	1	440.45	28,478.40	36.61	36.50	215.22	214.58	12.07	18.65	129.68

Source: All the financial information for our Company mentioned above is based on the Restated Financial Statements for the year ended March 31, 2025/ signed financial statement. For SBFC Finance Limited and Five-Star Business Finance Limited, financial information is taken from consolidated financial statements and financial statements respectively of the annual report for Fiscal 2025.

\* To be included in respect of our Company in the Prospectus based on the Offer Price.

For further details, please refer to "Basis for Offer Price - Quantitative Factors - IV. Comparison with Listed Peers" on page 137 of the RHP.

#### VII. Weighted average cost of acquisition, Floor Price and Cap Price

- Price per share of the Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under Employee Stock Option Plans and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

Date of Issuance	Name of Allottee	Nature of Transaction	No. of Equity Shares ^	% of paid up capital (fully diluted prior to allotment)	Cost per Equity Share (including securities premium) (₹)**^A
September 23, 2024	Elevation Capital V Limited	Conversion of Series A CCPS into equity shares	5,171,910	2.86	5.80
September 23, 2024	MAJ Invest Financial Inclusion Fund II K/S	Conversion of Series A CCPS into equity shares	5,171,910	2.86	56.13
September 23, 2024	Elevation Capital V Limited	Conversion of Series A1 CCPS into equity shares	7,339,315	4.05	13.63
September 23, 2024	MAJ Invest Financial Inclusion Fund II K/S	Conversion of Series A1 CCPS into equity shares	2,201,795	1.22	56.13
September 23, 2024	A91 Emerging Fund I LLP	Conversion of Series A1 CCPS into equity shares	5,137,520	2.84	110.48
September 23, 2024	Elevation Capital V Limited	Conversion of Series B CCPS into equity shares	10,303,010	5.69	21.35
September 23, 2024	LGT Capital Invest Mauritius PCC with Cell E/VP	Conversion of Series B CCPS into equity shares	14,049,055	7.76	21.35
September 23, 2024	A91 Emerging Fund I LLP	Conversion of Series B CCPS into equity shares	8,429,735	4.66	110.48
September 23, 2024	Elevation Capital V Limited	Conversion of Series C CCPS into equity shares	7,985,025	4.41	51.25
September 23, 2024	LGT Capital Invest Mauritius PCC with Cell E/VP	Conversion of Series C CCPS into equity shares	4,917,265	2.72	51.25
September 23, 2024	CapitalG LP	Conversion of Series C CCPS into equity shares	15,781,255	8.72	51.25
September 23, 2024	LGT Capital Invest Mauritius PCC with Cell E/VP	Conversion of Series D CCPS into equity shares	3,421,610	1.89	85.34
September 23, 2024	CapitalG LP	Conversion of Series D CCPS into equity shares	3,904,930	2.16	85.34
September 23, 2024	MAJ Invest Financial Inclusion Fund II K/S	Conversion of Series D CCPS into equity shares	1,824,540	1.01	85.34
September 23, 2024	Alpha Wave India I LP	Conversion of Series D CCPS into equity shares	18,224,365	10.07	85.34
September 23, 2024	Alpha Wave India I LP	Conversion of Series E CCPS into equity shares	2,435,570	1.35	123.17
September 23, 2024	LGT Capital Invest Mauritius PCC with Cell E/VP	Conversion of Series E CCPS into equity shares	4,566,695	2.52	123.17
September 23, 2024	CapitalG International LLC	Conversion of Series E CCPS into equity shares	5,784,485	3.20	123.17
September 23, 2024	MAJ Invest Financial Inclusion Fund II K/S	Conversion of Series E CCPS into equity shares	1,826,680	1.01	123.17
September 23, 2024	A91 Emerging Fund I LLP	Conversion of Series E CCPS into equity shares	2,435,570	1.35	123.17
September 23, 2024	British International Investment plc	Conversion of Series F CCPS into equity shares	17,124,410	9.46	145.99
September 23, 2024	Waterfield Alternative Investments Fund I	Conversion of Series F CCPS into equity shares	2,397,370	1.32	145.99
September 23, 2024	A91 Emerging Fund I LLP	Conversion of Series F CCPS into equity shares	1,712,445	0.95	145.99
September 26, 2024	British International Investment plc	Allotment of equity shares	1,138,135	0.63	175.73
September 26, 2024	IMP2 Assets Pte. Ltd.	Allotment of equity shares	9,557,490	5.28	175.73
<b>Weighted average price<sup>A</sup></b>					<b>82.59</b>

\*\*As certified by B.B. & Associates, Chartered Accountants, bearing firm registration number 023670N, by their certificate dated February 03, 2026.

<sup>A</sup> Adjusted for sub-division of face value of ₹10 per equity share to ₹2 per equity share pursuant to the resolution passed by the Board dated October 16, 2024 and resolution passed by the Shareholders dated October 17, 2024.

<sup>A</sup> Cash consideration for equity shares acquired pursuant to conversion of Preference Shares into equity shares has been paid at the time of issuance of relevant Preference Shares.

- Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Selling Shareholders or other Shareholders of the Company with rights to nominate directors during the 18 months preceding the date of filing of the Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

N.A.

- If there are no such transactions to report under 1 and 2 above, the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Selling Shareholders or other shareholders with the right to nominate directors on our Board, are a party to the transaction), not older than three years prior to the date of filing of the Red Herring Prospectus irrespective of the size of transactions

N.A.

- The Floor Price is 1.48 times and the Cap Price is 1.56 times the weighted average cost of acquisition at which the Equity Shares were issued by our Company or sold by our Selling Shareholders or other shareholders with the right to nominate directors on our Board are disclosed below:

Past transactions	Weighted average cost of acquisition per Equity Share (₹)†	Floor Price (₹)*	Cap Price (₹)*
Weighted average cost of acquisition of Primary Issuances	82.59	1.48	1.56
Weighted average cost of acquisition of Secondary Transactions	NA	NA	NA

\* To be updated at the Prospectus stage.

<sup>A</sup> As certified by B.B. & Associates, Chartered Accountants, bearing firm registration number 023670N, by their certificate dated February 03, 2026.

- Detailed explanation for Cap Price being ₹129 per Equity Share along with our Company's KPIs and financial ratios for and Fiscal 2025, 2024 and 2023 and for the six months ended September 30, 2024 and September 30, 2025:

- We are among the leading non-banking financial companies ("NBFs") providing business loans to the largely underserved micro scale enterprises in India, with 586,825 active unique customers across 18 states and 3 union territories and with assets under management ("AUM") of ₹60,276.22 million, as of September 30, 2025. (Source: CRISIL Report)
- We are a leading lender of small-ticket loans to Micro Scale MSMEs with Comprehensive Product Offerings and Focus on Serving Large and Unaddressed TAM
- We have strong Sourcing Capabilities Supported by a Diversified Pan-India Presence and High Customer Retention
- We have Effective Underwriting Methodology and our underwriting expertise gives us a key competitive advantage that has been honed over the years
- We have Robust Multi-Tiered Collection Capabilities. Our ratio of Stage 2 assets to total gross loans was 1.65% and 1.82% as of September 30, 2025 and March 31, 2025, respectively, which was the lowest among the Peer MSME Focused NBFs in those periods. (Source: CRISIL Report)
- We have Building Resilience through Technological Prowess. We follow a 'phygital' business model that combines the strengths of physical and digital channels to optimize operations.
- We have access to Diversified Lender Base and Cost-Effective Financing. Our debt to equity ratio was 3.02, 2.56, 2.73, 2.84 and 3.04 as of September 30, 2025 and September 30, 2024 and March 31, 2025, March 31, 2024 and March 31, 2023, respectively.
- We have experienced and Professional Management Team backed by Marquee Investors with a Committed Employee Base

Investors should read the above-mentioned information along with "Risk Factors" and "Our Business" on pages 33 and 218 of the Red Herring Prospectus, respectively and "Restated Financial Statements" on page 304 of the Red Herring Prospectus, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" on page 33 of the Red Herring Prospectus and you may lose all or part of your investments.

# ASBA\* | Simple, Safe, Smart way of Application!!!



**UPI-Now available in ASBA for Retail Individual Investors and Non Institutional Investor applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. Retail Individual Investors and Non-Institutional Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021, CBDT Circular No. 3 of 2023 dated March 28, 2023.**

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Investors in the Retail Category; (ii) Non-Institutional Investors with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section "Offer Procedure" on page 521 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intml=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intml=35) and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intml=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: [www.sebi.gov.in](http://www.sebi.gov.in). UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited and HDFC Bank Limited have been appointed as the Sponsor Banks for the Offer, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For Offer related queries, please contact the BRLMs on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: [ipo.upi@npci.org.in](mailto:ipo.upi@npci.org.in).

AN INDICATIVE TIMETABLE IN RESPECT OF THE OFFER IS SET OUT BELOW:	
<b>Submission of Bids (other than Bids from Anchor Investors):</b>	<b>Bid/Offer Period</b>
<b>Bid/Offer Period (except the Bid/Offer Closing Date)</b>	<b>EVENT</b>
Submission and Revision in Bids	<b>BID/OFFER OPENS ON<sup>(1)</sup></b>
Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))	<b>BID/OFFER CLOSES ON<sup>(2)(3)</sup></b>
<b>Bid/Offer Closing Date*</b>	<b>INDICATIVE DATE</b>
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RILs, other than QIBs and Non-Institutional Investors	<b>MONDAY, FEBRUARY 09, 2026</b>
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	<b>WEDNESDAY, FEBRUARY 11, 2026</b>
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	<sup>(1)</sup> UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.
Submission of Physical Applications (Bank ASBA)	<b>BID/OFFER PROGRAMME</b>
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and Non-Institutional Investors)	<b>EVENT</b>
<b>Modification/ Revision/cancellation of Bids</b>	<b>INDICATIVE DATE</b>
Upward Revision of Bids by QIBs and Non-Institutional Investors categories <sup>4</sup>	<b>FINALIZATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE</b>
Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 4.00 p.m. IST on Bid/Offer Closing Date	<b>On or about Thursday, February 12, 2026</b>
Upward or downward Revision of Bids or cancellation of Bids by RILs	<b>INITIATION OF REFUNDS (IF ANY, FOR ANCHOR INVESTORS)/UNBLOCKING OF FUNDS FROM ASBA ACCOUNT*</b>
Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 5.00 p.m. IST on Bid/Offer Closing Date	<b>On or about Friday, February 13, 2026</b>
<i>Our Company and Selling Shareholders in consultation with the BRLMs, may decide to close the Bid/ Offer Closing Period for QIBs one Working Day prior to the Bid/ Offer Closing Date, in accordance with the SEBI ICDR Regulations.</i>	<b>CREDIT OF EQUITY SHARES TO DEMAT ACCOUNTS OF ALLOTTEES*</b>
<i>*UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.</i>	<b>On or about Friday, February 13, 2026</b>
<i>*QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/ withdraw their Bids.</i>	<b>COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGES</b>
<b>On the Bid/Offer Closing Date, the Bids shall be uploaded until:</b>	<b>On or about Monday, February 16, 2026</b>
(i) 4:00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors, and	*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher, from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated by the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the SEBI ICDR Master Circular, which has also prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. RIBs and individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹ 200,000 and up to ₹ 500,000 using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.
(ii) until 5:00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RILs.	
On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RILs after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.	

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

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein at least 75% of the Offer shall be available for allocation on a proportionate basis to QIBs (the "QIB Category"), provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors (as defined hereinafter), on a discretionary basis (the "Anchor Investor Portion"), of which 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds and 6.67% of the Anchor Investor Portion shall be reserved for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Category (excluding the Anchor Investor Portion) ("Net QIB Category"). Further, 5% of the QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Category shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. If at least 75% of the Offer cannot be Allotted to QIBs, then the entire application money will be refunded forthwith. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Investors (the "Non-Institutional Category") of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. Further, not more than 10% of the Offer shall be available for allocation to Retail Individual Investors (the "Retail Category") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders (other than Anchor Investors) shall mandatorily participate in this Offer through the Application Supported by Blocked Amount ("ASBA") process and shall provide details of their respective bank account (including UPI ID for UPI Bidders (defined hereinafter)) in which the Bid Amount will be blocked by the SCSBs or the Sponsor Bank(s), as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, specific attention is invited to "Offer Procedure" on page 521 of the RHP.

**Bidders/Applicants should ensure that DP ID, PAN and the Client ID and UPI ID (for UPI Bidders bidding through UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID and UPI ID available (for UPI Bidders bidding through the UPI Mechanism) in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for UPI Bidders bidding through the UPI mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk. Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.**

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes notification dated February 13, 2020 and read with press releases dated June 25, 2021, September 17, 2021 and March 28, 2023 and any subsequent press releases in this regard.**

**Contents of the Memorandum of Association of our Company as Regards its Objects:** For information on the main objects of our Company, please see "History and Certain Corporate Matters - Main objects of our Company" on page 275 of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, see "Material Contracts and Documents for Inspection" on page 592 of the RHP.

**Liability of the Members of our Company:** Limited by shares.

**Amount of Share Capital of our Company and Capital Structure:** As on the date of the RHP, the authorised share capital of our Company is ₹ 200,000,000.00 divided into 410,000,000 Equity Shares of face value of ₹ 2 each. The issued, subscribed and paid-up Equity share capital of our Company is ₹ 383,491,014.00 divided into 191,745,507 Equity Shares of face value of ₹ 2 each. For details of the capital structure of the Company, see "Capital Structure" beginning on page 95 of the RHP.

**Names of the Initial Signatories to the Memorandum of Association of the Company and the Number of Equity Shares Subscribed by them:** The names of the initial signatories of the Memorandum of Association of our Company along with their allotment are: Allotment of 100 equity shares of face value of ₹ 100 each to Suresh Chander and Rakesh Kumar. For details of the share capital history of our Company please see "Capital Structure" beginning on page 95 of the RHP.

**Listing:** The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated March 5, 2025. For the purpose of this Offer, NSE is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus has been filed with the RoC and a signed copy of the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 32 of the Companies Act 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 592 of the RHP.

**Disclaimer Clause of Securities and Exchange Board of India ("SEBI"):** SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities stated in the Offer Documents. The investors are advised to refer to page 484 of the RHP for the full text of the disclaimer clause of SEBI.

**Disclaimer Clause of BSE:** It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the RHP has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to the page 498 of the RHP for the full text of the disclaimer clause of BSE.

**Disclaimer Clause of NSE (the Designated Stock Exchange):** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 498 of the RHP for the full text of the disclaimer clause of NSE.

**General Risks:** Investments 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 of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 33 of the RHP.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p><b>AXIS CAPITAL</b> Axis Capital Limited 1<sup>st</sup> Floor, Axis House, P.B. Marg, Worli, Mumbai 400 025, Maharashtra, India Tel: +91 22 4325 2183 E-mail: <a href="mailto:ayefinance.ipo@axiscap.in">ayefinance.ipo@axiscap.in</a> Website: <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a> Investor grievance e-mail: <a href="mailto:complaints@axiscap.in">complaints@axiscap.in</a> Contact person: Tosit Agarwal SEBI registration no.: INM000012029</p>	<p><b>IIFL CAPITAL</b> IIFL Capital Services Limited (formerly known as IIFL Securities Limited) 24<sup>th</sup> Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4728 E-mail: <a href="mailto:ayefinance.ipo@iiflcap.com">ayefinance.ipo@iiflcap.com</a> Website: <a href="http://www.iiflcapital.com">www.iiflcapital.com</a> Investor grievance e-mail: <a href="mailto:ig.ib@iiflcap.com">ig.ib@iiflcap.com</a> Contact person: Dhruv Bhavsar/ Pawan Kumar Jain SEBI registration no.: INM000010940</p>	<p><b>JM Financial Limited</b> 7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India Tel: +91 22 6630 3030 E-mail: <a href="mailto:ayefinance.ipo@jmfl.com">ayefinance.ipo@jmfl.com</a> Website: <a href="http://www.jmfl.com">www.jmfl.com</a> Investor grievance e-mail: <a href="mailto:grievance.ibd@jmfl.com">grievance.ibd@jmfl.com</a> Contact person: Prachee Dhuri SEBI registration no.: INM000010361</p>	<p><b>Nuvama Wealth Management Limited</b> 801-804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India Tel: + 91 22 4009 4400 E-mail: <a href="mailto:ayefinance@nuvama.com">ayefinance@nuvama.com</a> Website: <a href="http://www.nuvama.com">www.nuvama.com</a> Investor grievance e-mail: <a href="mailto:customerservice.mb@nuvama.com">customerservice.mb@nuvama.com</a> Contact person: Lokesh Shah SEBI registration no.: INM000013004</p>	<p><b>KFin Technologies Limited</b> 301, The Centrum, 3<sup>rd</sup> Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai – 400 070, Maharashtra, India Tel: +91 40 6716 2222 E-mail: <a href="mailto:ayefinance@kfintech.com">ayefinance@kfintech.com</a> Investor grievance e-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Contact person: M Murali Krishna SEBI registration no.: INR000000221</p>	<p><b>Vipul Sharma</b> <b>AYE FINANCE LIMITED</b> Unit No. 701-711, 7th Floor, Unitech Commercial Tower-2, Sector-45, Arya Samaj Road, Gurugram 122 003, Haryana, India Tel: +91 124 4844000 E-mail: <a href="mailto:secretarial@ayefin.com">secretarial@ayefin.com</a> Website: <a href="https://www.ayefin.com/">https://www.ayefin.com/</a></p> <p>Bidders may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs.</p>

**AVAILABILITY OF THE RHP:** Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 33 of the RHP before applying in the Offer. A copy of the RHP shall be available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and is available on the websites of the BRLMs, Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in), IIFL Capital Services Limited (Formerly known as IIFL Securities Limited) at [www.iiflcapital.com](http://www.iiflcapital.com), JM Financial Limited at [www.jmfl.com](http://www.jmfl.com), Nuvama Wealth Management Limited at [www.nuvama.com](http://www.nuvama.com) and at the website of the Company, AYE Finance Limited at <https://www.ayefin.com/> and the websites of the Stock Exchanges, for BSE at [www.bseindia.com](http://www.bseindia.com) and for NSE Limited at [www.nseindia.com](http://www.nseindia.com).

**AVAILABILITY OF THE ABRIDGED PROSPECTUS:** A copy of the Abridged Prospectus shall be available on the website of the Company, the BRLMs and the Registrar to the Offer at: <https://www.ayefin.com/>, [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.iiflcapital.com](http://www.iiflcapital.com), [www.jmfl.com](http://www.jmfl.com), [www.nuvama.com](http://www.nuvama.com) and [www.kfintech.com](http://www.kfintech.com), respectively.

**AVAILABILITY OF BID CUM APPLICATION FORM:** Bid cum Application Form can be obtained from the Registered Office of our Company, **AYE FINANCE LIMITED:** Tel: +91 124 484 4000; BRLMs: Axis Capital Limited, Tel: +91 22 4325 2183; IIFL Capital Services Limited (Formerly known as IIFL Securities Limited), Tel: +91 22 4646 4728; JM Financial Limited, Tel: +91 22 6630 3030; Nuvama Wealth Management Limited, Tel: + 91 22 4009 4400 and **Syndicate Members:** Nuvama Wealth Management Limited, Telephone: + 91 22 4009 4400 and JM Financial Services Limited, Telephone: +91 22 6136 3400 and Registered Brokers, SCSBs, Designated RTA Locations and Designated CDP Locations for participating in the Offer. Bid cum Application Forms will also be available on the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and at all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

**SUB-SYNDICATE MEMBERS:** Axis Securities Limited, Almondz Global Securities Limited, Amrapali Capital & Finance Services Limited, Anand Rathi Share & Stock Brokers Limited, Anand Share Consultancy, Ans Pvt Limited, Asit C Mehta Investment Intermediates Limited, Centrum Broking Limited, DB (International) Stock Brokers Limited, Equiras Securities Pvt Limited, Eureka Stock & Share Broking Services Limited, Finwizard Technology Pvt. Limited, G Raj & Co. (Consultants) Limited, Globe Capital Markets Limited, HDFC Securities

**AYE FINANCE LIMITED** is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed a red herring prospectus dated February 03, 2026 with the RoC. The RHP is made available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) as well as on the website of the BRLMs i.e., Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in), IIFL Capital Services Limited (Formerly known as IIFL Securities Limited) at [www.iiflcapital.com](http://www.iiflcapital.com), JM Financial Limited at [www.jmfl.com](http://www.jmfl.com), Nuvama Wealth Management Limited at [www.nuvama.com](http://www.nuvama.com), the website of the NSE at [www.nseindia.com](http://www.nseindia.com) and the website of the BSE at [www.bseindia.com](http://www.bseindia.com) and the website of the Company at <https://www.ayefin.com/>. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risks, please see the section "Risk Factors" beginning on page 33 of the RHP. Potential investors should not rely on the DRHP for making any investment decision but should only rely on the information included in the RHP filed by the Company with the RoC.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, 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 Equity Shares are being offered and sold (i) within the United States (a) only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in the Red Herring Prospectus as "U.S. QIBs"), (b) QPs, as defined in Section 2(a)(51) of the U.S. Investment Company Act (persons who are both a U.S. QIB and a QP are referred to as "Entitled QPs"); in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. The Company has not been and will not be registered under the U.S. Investment Company Act and investors will not be entitled to the benefits of the U.S. Investment Company Act. The Company is relying on the exemption provided by Section 3(a)(7) of the U.S. Investment Company Act, and as a result the Equity Shares are being offered and sold in the United States and to U.S. Persons only to persons who are Entitled QPs. The Company may be a "covered fund" for purposes of the "Volcker Rule" contained in the Dodd-Frank Act (Section 619: Prohibitions on Proprietary Trading and Certain Relationships with Hedge Funds and Private Equity Funds). Accordingly, entities that may be "covered banking entities" for the purposes of the Volcker Rule may be restricted from holding the Company's securities and should take specific advice before making an investment in our Company.

Limited, ICICI Securities Limited, IDBI Capital Markets & Securities Limited, Innovate Securities Pvt Limited, Jhaveri Securities, JM Financial Services Limited, Jobanputra Fiscal Services Pvt Limited, Kalpataru Multiplier Limited, Kantilal Chhaganlal Securities P. Limited, Keynote Capital Limited, Kjm Capital Market Services Limited, Kotak Securities Limited, Lakshishree Investment & Securities Pvt Limited, Lkp Securities Limited, Marwadi Shares & Finance, Motilal Oswal Financial Services Limited, Nirmal Bang Securities Pvt Limited, Nuvama Wealth Management Limited, Patel Wealth Advisors Pvt Limited, Prabhudas Lilladher Pvt Limited, Pravin Ratilal Share & Stock Brokers Limited, Religare Broking Limited, Religare Securities Limited, RR Equity Brokers Pvt. Limited, Sbicap Securities Limited, Sharekhan Limited, Smc Global Securities Limited, Systematic Shares And Stock Brokers Limited, Systematic Shares And Stocks India Limited, Tanna Financial Services, Tradebulls Securities Limited and Yes Securities (India) Limited.

**ESCROW COLLECTION BANK(S):** Axis Bank Limited. | **PUBLIC OFFER ACCOUNT BANK:** HDFC Bank Limited.

**REFUND BANK:** Axis Bank Limited. | **SPONSOR BANKS:** Axis Bank Limited and HDFC Bank Limited.

**UPI:** UPI Bidders can also Bid through UPI Mechanism.

**All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.**

**Place:** New Delhi  
**Date:** February 03, 2026

For **AYE FINANCE LIMITED**  
On behalf of the Board of Directors  
Sd/-  
Vipul Sharma  
Company Secretary and Compliance Officer