SBFC SBFC FINANCE LIMITED



Continued on next page.

from 'MAPE Finserve Private Limited' to 'Small Business Fincredit India Private Limited by the RoC on August 31, 2017, which was thereafter approved by the Shareholders of our Company through their resolution dated August 24, 2017 and a fresh certificate of incorporation, under the Companies Act, 2013, was issued by the RoC on August 31, 2017. Thereafter the Board of our Company approved the change in the name of our Company from 'Small Business Fincredit India Private Limited' by their resolution dated October 24, 2019, for the ease of reference that a shorter name provides, which was thereafter approved by the Shareholders of our Company through their special resolution dated December 11, 2019 and a fresh certificate of incorporation, under the Companies Act, 2013, was issued by the RoC on January 13, 2020. Subsequently, our Company was converted into a public limited company under the Companies Act, 2013 and consequently the name of our Company was changed from 'SBFC Finance Private Limited' to 'SBFC Finance Limited' pursuant to a resolution passed by the Board of our Company on September 21, 2022 and a special resolution passed by the RoC. For details of the change in the name and the registered office of our Company, see "History and"

EMPLOYEES NOT EXCEEDING 5% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER AND THE NET OFFER SHALL CONSTITUTE [1]% AND [1]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

DETAILS OF THE OFFER FOR SALE BY THE PROMOTER SELLING SHAREHOLDERS AND THEIR RESPECTIVE WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE						
NAME OF THE PROMOTER SELLING SHAREHOLDER TYPE NUMBER OF EQUITY SHARES OFFERED/ AMOUNT (IN ₹ MILLION) WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE™® (IN ₹)						
Arpwood Partners Investment Advisors LLP	Promoter Selling Shareholder	Up to [•] Equity Shares aggregating up to ₹ 3,062.50 million	12.69			
Arpwood Capital Private Limited	Promoter Selling Shareholder	Up to [•] Equity Shares aggregating up to ₹ 751.62 million	15.98			
Eight45 Services LLP	Promoter Selling Shareholder	Up to [•] Equity Shares aggregating up to ₹ 435.88 million	12.73			

PRICE BAND: ₹ 54 TO ₹ 57 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH

THE FLOOR PRICE IS 5.4 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 5.7 TIMES THE FACE VALUE OF THE EQUITY SHARES THE PRICE TO EARNING RATIO FOR FISCAL 2023 BASED ON DILUTED EPS AT THE FLOOR PRICE IS 33.33 TIMES AND AT THE CAP PRICE IS 35.19 TIMES BIDS CAN BE MADE FOR A MINIMUM OF 260 EQUITY SHARES AND IN MULTIPLES OF 260 EQUITY SHARES THEREAFTER A DISCOUNT OF ₹ 2 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION

RISKS TO INVESTORS:

Regulatory Risk

- As an NBFC, we are subject to periodic inspections by the RBI. Non-compliance with observations made by the RBI during these inspections could expose us to penalties and restrictions.
- We are subject to laws and regulations governing the financial services industry and our operations in India, including laws in relation to capital adequacy ratios. Changes in regulations governing us could adversely affect our business, results of operations and prospects.
- Our non-convertible debentures are listed on the BSE and we are subject to rules and regulations with respect to such listed non-convertible debentures. We have had instances of non-compliances in the past and if we fail to comply with such rules and regulations, we may be subject to certain penal actions, which may have an adverse effect on our business, results of operations, financial condition and cash flows.

Business Risk

- The risk of non-payment or default by our borrowers may adversely affect our business, results of operations and financial condition.
- The quality of our portfolio may be impacted due to higher levels of NPAs and our business may be adversely affected if we are unable to provide for such higher levels of NPAs. Set forth below are details of our asset quality ratios, as well as provision coverage ratio, as of each of the corresponding periods:

Particulars	As of March 31,				
	2021	2022	2023		
Gross NPA ⁽¹⁾ (₹ million)	666.55	828.94	1,081.65		
Gross NPA ratio ⁽²⁾ (%)	3.16%	2.74%	2.43%		
Net NPA ⁽³⁾ (₹ million)	411.59	493.72	626.88		
Net NPA ratio ⁽⁴⁾ (%)	1.95%	1.63%	1.41%		
Provision Coverage Ratio ⁽⁵⁾ (%)	38.25%	40.44%	42.04%		

- (1) 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
- (2) Gross NPA ratio (%) represents the Gross NPA to the Gross Loan Book as of the last day of the relevant
- (3) Net NPA represents Gross NPA reduced by NPA provisions as of the last day of relevant period.
- Net NPA ratio (%) represents the Net NPA to the Gross Loan Book as of the last day of the relevant period. 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 period.
- Our inability to assess and recover the full value of collateral, or amounts outstanding under defaulted loans in a timely manner, or at all, could adversely affect our business, results of operations and financial condition.
- We require substantial capital for our business and any disruption in our sources of capital could have an adverse effect on our business, results of operations and financial
- Our business is particularly vulnerable to interest rate risk, and volatility in interest rates for both lending and treasury operations, could have an adverse effect on our net interest income and net interest margin, thereby affecting our results of operations and cash flows.

The Weighted Average Cost of acquisition of all Equity Shares transacted in last three vears. 18 months and one year:

, , , ,						
Period	Weighted	Cap Price is	Range of			
	Average Cost	'x' times	Acquisition price			
	of Acquisition	the weighted	per Equity Share:			
	per Equity	average cost	Lowest Price -			
	Share (in ₹)	of acquisition^	Highest Price (in ₹)			
Last one year	44.95	1.27	12.50 to 60.00			
Last 18 months	43.02	1.32	12.50 to 60.00			
Last three years	41.57	1.37	12.50 to 60.00			

As certified by M/s Suresh Surana & Associates LLP, Statutory Auditors, vide their certificate dated July 28, 2023.

Weighted average cost of acquisition compared to Floor Price and Cap Price:

Past	Weighted Average	Floor	Cap
Transactions	Cost of	price of	price of
	Acquisition (in ₹)	₹ 54	₹ 57
WACA of primary issuance	40.00	1.35	1.43
in last 18 months		times	times
WACA of secondary issuance	55.00	0.98	1.04
in last 18 months		times	times

As certified by M/s Suresh Surana & Associates LLP, Statutory Auditors, pursuant to a certificate dated July 28, 2023.

- Average cost of acquisition of Equity Shares for the Promoters and Promoter Selling Shareholders namely, SBFC Holdings Pte. Ltd. is ₹ 16.08, Arpwood Partners Investment Advisors LLP is ₹ 12.69, Arpwood Capital Private Limited is ₹ 15.98 and Eight45 Services LLP is ₹ 12.73 and the Offer Price at the upper end of the Price Band is ₹57 per Equity Share.
- The Price/Earnings ratio based on diluted EPS for Fiscal 2023 for our Company at the upper end of the price band is 35.19 times and Price/Earningsratio of the average industry peer group as on the date of the RHP is 30.44 times.
- Weighted Average Return on Net Worth for Fiscals 2023, 2022 and 2021:

Weighted Average Retail of Net Worth for 1 3cais 2025, 2022 and 2021.					
Year ended	RoNW (%)	Weight			
As on March 31, 2023	9.93	3			
As on March 31, 2022	5.18	2			
As on March 31, 2021	7.67	1			
Weighted Average	7.97				

- Our market capitalisation at the lower end and higher end of price band to revenue from operations for Fiscal 2023 is 7.88 times and 8.28 times respectively.
- The three BRLMs associated with the Offer have handled 88 public issues in the past three Fiscal Years, out of which 30 issues closed below the Offer price on the listing date

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Name of the BRLM	Total	Issues closed below			
	Issues	IPO price on listing date			
ICICI Securities Limited*	15	4			
Axis Capital Limited*	19	6			
Kotak Mahindra Capital Company Limited*	13	3			
Common Issues of above BRLMs	41	17			
Total	88	30			

*Issues handled where there were no common BRLMs

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE WEDNESDAY, AUGUST 2, 2023

BID/OFFER OPENS ON THURSDAY, AUGUST 3, 2023(1)

BID/OFFER CLOSES ON MONDAY, AUGUST 7, 2023⁽²⁾

⁽¹⁾ Our Company and the Promoter Selling Shareholders may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.

(2) Our Company and the Promoter Selling Shareholders may, in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. UPI mandate end time and date shall be 5:00 p.m. on the Bid/Offer Closing Date

This is in relation to the directive dated July 4, 2023, issued through e-mail from SEBI pursuant to which, we are required to send intimation to the Stock Exchanges and make the public announcement in the event our Company has undertaken pre-IPO placement and transfer of shares aggregating up to 1% or more of the paid-up equity share capital of our Company by our Promoters

This is in relation to the red herring prospectus of the Company dated July 26, 2023 ("RHP") filed by the Company with the Registrar of Companies, Maharashtra at Mumbai ("SeBI"), BSE Limited and National Stock Exchange Limited ("Stock Exchanges") on July 27, 2023, in connection with the Offer. The Promoters of the Company, have sold 15,789,473 Equity Shares, aggregating to 1.65 % of the pre-Offer Equity Share Capital of the Company at a price of ₹57 per Equity Share, to certain investors through the:

(i) share purchase agreement dated July 25, 2023 between the Company, SBFC Holdings Pte. Ltd. and SBI Funds Management Company to the following mutual fund schemes, namely, SBI Retirement Benefit Fund - Aggressive Plan, SBI Retirement Benefit Fund - Aggressive Hybrid Plan: SBI Retirement Benefit Fund - Conservative Hybrid Plan, and SBI Retirement Benefit Fund - Conservative Plan):

(ii) share purchase agreement dated July 25, 2023 between the Company, SBFC Holdings Pte. Ltd. and ICICI Prudential Banking and Financial Services Fund; ((i) and (ii) together the "Clermont SPAs") (iii) share purchase agreement dated July 25, 2023 between the Company, Arpwood Partners Investment Advisors LLP and SBI Funds Management Limited (in its capacity as an investment manager of SBI Optimal Equity Fund – Long Term);

(iv) share purchase agreement dated July 25, 2023 between the Company, Arpwood Partners Investment Advisors LLP and ICICI Prudential Banking and Financial Services Fund; ((iii) and (iv) together the "Arpwood Partners SPAs") and

(v) share purchase agreement dated July 25, 2023 between the Company, Arpwood Partners Investment Advisors LLP, Arpwood Capital Private Limited, (in its capacity as an investment manager of HDFC Banking and Financial Services Fund) (the

(together the Arpwood Partners SPAs, the Arpwood Group SPA and the Clermont SPAs, the "Promoter Secondary Transactions") Date of transfer of Equity Shares No. of Equity Shares Respective Purchase Consideration (at INR 57 per Equity Share) SBFC Holdings Pte. Ltd. SBI Retirement Benefit Fund - Aggressive Plan 2,728,420 ₹ 250,000,005 July 28, 2023 SBI Retirement Benefit Fund - Aggressive Hybrid Plan 1,439,210 July 28, 2023 SBI Retirement Benefit Fund - Conservative Hybrid Plan 163.510 July 28, 2023 July 28, 2023 SBI Retirement Benefit Fund - Conservative Plan 54,825 ICICI Prudential Banking and Financial Services Fund 4,385,964 ₹ 249,999,948 July 28, 2023 877.193 Arpwood Partners Investment Advisors LLP SBI Optimal Equity Fund – Long Term ₹ 50.000.001 July 28, 2023 ICICI Prudential Banking and Financial Services Fund 877,193 ₹ 50,000,001 July 28, 2023 HDFC Banking and Financial Services Fund 3.456.551 ₹ 197.023.407 July 28, 2023 1,278,901 Arpwood Capital Private Limited HDFC Banking and Financial Services Fund ₹ 102,976,599 July 28, 2023 Eight45 Services LLP 527,706 July 28, 2023

The consideration required to be paid by all the acquirers to the selling shareholders, for the purchase of the Equity Shares (as mentioned above) has been completed

ADDENDUM TO THE RED HERRING PRSOPECTUS DATED JULY 26, 2023 ("RHP") ("ADDENDUM")

This is with reference to the RHP filed with the Registrar of Companies, Maharashtra at Mumbai ("RoC") on July 27, 2023, in connection with the Offer, Attention of investors is drawn to the following

The Promoters of the Company, have sold 15,789,473 Equity Shares, aggregating to 1.65 % of the pre-Offer Equity Share Capital of the Company at a price of ₹57 per Equity Share, to certain investors through the:

- (i) share purchase agreement dated July 25, 2023 between the Company, SBFC Holdings Pte. Ltd. and SBI Funds Management Company to the following mutual fund schemes, namely, SBI Retirement Benefit Fund Aggressive Hybrid Plan: SBI Retirement Benefit Fund - Conservative Hybrid Plan, and SBI Retirement Benefit Fund - Conservative Plan):
- (ii) share purchase agreement dated July 25, 2023 between the Company, SBFC Holdings Pte. Ltd. and ICICI Prudential Banking and Financial Services Fund; ((i) and (ii) together the "Clermont SPAs")
- (iii) share purchase agreement dated July 25, 2023 between the Company, Arpwood Partners Investment Advisors LLP and SBI Funds Management Limited (in its capacity as an investment manager of SBI Optimal Equity Fund Long Term);
- (iv)share purchase agreement dated July 25, 2023 between the Company, Arpwood Partners Investment Advisors LLP and ICICI Prudential Banking and Financial Services Fund; ((iii) and (iv) together the "Arpwood Partners SPAs") and
- (v) share purchase agreement dated July 25, 2023 between the Company, Arpwood Partners Investment Advisors LLP, Arpwood Capital Private Limited, Eight45 Services LLP and HDFC Asset Management Company Limited (in its capacity as an investment manager of HDFC Banking and Financial Services Fund) (the "Arpwood Group SPA")

(together the Arpwood Partners SPAs, the Arpwood Group SPA and the Clermont SPAs, the "Promoter Secondary Transactions")

Transferor	Transferee	No. of	Percentage of the pre-Offer Equity Share	Date of share	Date of transfer	Number of Equity Shares held	Percentage of the pre-Offer Equity Share
		Equity Shares	Capital, prior to completion of transfers	purchase agreement	of Equity Shares	post completion of the transfers	Capital, post completion of the transfers
SBFC Holdings Pte. Ltd.	SBI Retirement Benefit Fund - Aggressive Plan	2,728,420	65.87 %	July 25, 2023	July 28, 2023	622,813,525	64.95 %
	SBI Retirement Benefit Fund - Aggressive Hybrid Plan	1,439,210			July 28, 2023		
	SBI Retirement Benefit Fund - Conservative Hybrid Plan	163,510			July 28, 2023		
	SBI Retirement Benefit Fund - Conservative Plan	54,825			July 28, 2023		
	ICICI Prudential Banking and Financial Services Fund	4,385,964		July 25, 2023	July 28, 2023		
Arpwood Partners Investment Advisors LLP	SBI Optimal Equity Fund – Long Term	877,193	10.85 %	July 25, 2023	July 28, 2023	98,837,596	10.31 %
	ICICI Prudential Banking and Financial Services Fund	877,193		July 25, 2023	July 28, 2023		
	HDFC Banking and Financial Services Fund	3,456,551		July 25, 2023	July 28, 2023		
Arpwood Capital Private Limited		1,278,901	2.66 %		July 28, 2023	24,257,337	2.53 %
Eight45 Services LLP		527,706	1.10 %		July 28, 2023	10,009,170	1.04 %

Corresponding changes will be made in "Capital Structure - (viii) Details of Equity Shareholding of our Promoters and members of the Promoter Group in our Company - Build-up of Promoters' Equity Shareholding in our Company" on page 85 and other relevant sections of the Prospectus.

The abovementioned changes along with the Bid cum Application Form, the abridged prospectus, the price band advertisement and the statutory advertisement are to be read in conjunction with the Red Herring Prospectus and accordingly their references in the Red Herring Prospectus stand updated pursuant to this Addendum. The information in this Addendum supplements and updates the information in the RHP, as applicable. However, this Addendum does not reflect all the changes that have occurred between the date of filling of the Red Herring Prospectus and the date hereof, and does not include all the changes and/or updates that will be included in the Prospectus. Please note that the information in the Red Herring Prospectus will be suitably updated, including to the extent stated in this Addendum, as may be applicable, in the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges. Investors should read this Addendum along with the Red Herring Prospectus, filed with the RoC, SEBI and the Stock Exchanges before making an investment decision with respect to the Offer. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the members of the Syndicate and by an intimation to Designated Intermediaries and the Sponsor Banks, as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended, ("SCRR") read with Regulation 31 of the SEBI ICDR Regulations The Offer is being made through the Book Building Process, pursuant to Regulation 6(1) of the SEBI ICDR Regulations, where not more than 50% of the Net Offer is being made available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") ("QIB Category"), of which our Company and the Promoter Selling Shareholders, in consultation with the Book Running Lead Managers, allocated 60% of the QIB Category to Anchor Investors, on a discretionary basis ("Anchor Investor Portion"), of which one-third will be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares will be allocated to Anchor Investors. Post allocation to the Anchor Investors, the QIB Category will be reduced by such number of Equity Shares. Further, 5% of the Net QIB Category (excluding the Anchor Investor Portion) will be made available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Category will be made available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price, Further, not less than 15% of the Net Offer will be made available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Offer was made available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. One-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Investors with a Bid size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Investors with a Bid size of more than ₹1,000,000 provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Investors in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid bids being received at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids being received from them at or above the Offer Price. All Bidders (other than Anchor Investors) are mandatorily required to participate in this Offer through the Application Supported by Block Amount ("ASBA") process, and are required to provide details of their respective bank account (including UPI ID in case of UPI Bidders using UPI Mechanism) in which the Bid Amount was blocked by the SCSBs or the Sponsor Bank, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, see "Offer Procedure" on page 466 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 and Client ID 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.

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, investors are

requested to see "History and Certain Corporate Matters" beginning on page 240 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" beginning on page 555 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 ₹ 13 000 000 000 divided into 1,300,000,000 Equity Shares of face value of ₹ 10 each. The issued, subscribed and paid-up Equity share capital of our Company is ₹ 9,589,089,060.00 divided into

958,908,906 Equity Shares of face value of ₹ 10 each. For details of the capital structure of our Company, see "Capital Structure" beginning on page 80 of the RHP NAMES OF THE INITIAL SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF OUR 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 1,999,999 equity shares allotted to MAPE Advisory Group Private Limited and 1 equity share allotted to M. Ramprasad. For details of the share capital history and capital structure of our Company see "Capital Structure" beginning on page 80 of the RHP

LISTING: The Equity Shares offered through the RHP are proposed to be listed on the Stock Exchanges. We have received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated May 10, 2023. For the purpose of the Offer, NSE is the Designated Stock Exchange. A copy of the RHP was filed, and the Prospectus shall be filed, with the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents that were made available for inspection from the date of the RHP up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 555 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 Document. The investors are advised to refer to pages 435 of the RHP for the full text of the disclaimer clause of

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 pages 449-450 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 450 of the RHP for the full text of the disclaimer clause of NSE.

DISCLAIMER CLAUSE OF RBI: The Company has a valid certificate of registration dated October 19, 2022 issued by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinion expressed by the Company and for the repayment of deposits/discharge of liabilities by the Company

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

ASBA* | Simple, Sale, Sindic way of Application!!!

*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to offers by simply blocking the fund in the bank account. For further details, check section on ASBA.

Mandatory in public issues. No cheque will be accepted.



UPI-Now available in ASBA for all individual investors 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.

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Investors in the Retail Portion; (ii) Non-Institutional Investors with an application size of up to ₹ 500,000 in the Non-Institutional Portion and the (iii) Eligible Employees bidding under the Employee Reservation 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 404 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&intmld=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. 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 ICICI 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 Book Running Lead Managers ("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.



CICI Securities ICICI Securities Limited

ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025 Maharashtra, India Tel: +91 22 6807 7100; E-mail: sbfc.ipo@icicisecurities.com

Website: www.icicisecurities.com

Investor Grievance E-mail: customercare@icicisecurities.com Contact person: Sameer Purohit/ Sumit Singh SEBI Registration No: INM000011179

BOOK RUNNING LEAD MANAGERS AXIS CAPITAL

Axis Capital Limited 1" Floor, Axis House, C-2, Wadia International Centre P. B. Marg, Worli, Mumbai - 400 025 Maharashtra, India Tel: +91 22 4325 2183; E-mail: sbfc.ipo@axiscap.in Website: www.axiscapital.co.in

Investor Grievance E-mail: complaints@axiscap.in Contact person: Mayuri Arya/Harish Patel SEBI Registration No: INM000012029



Kotak Mahindra Capital Company Limited
1" Floor, 27 BKC, Plot No. 27, "G" Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051 Maharashtra, India
Tel: +91 22 4336 0000; Website: https://investmentbank.kotak.com

E-mail: sbfcfinance.ipo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com

Contact Person: Ganesh Rane SEBI Registration No.: INM000008704

KFin Technologies Limited

Selenium, Tower-B, Plot 31 & 32, Financial District,
Nanakramguda, Serillingampally
Hyderabad, Rangareddi 500 032, Telangana, India
Tel: +91 40 6716 2222 / 7961 1000; E-mail: Sbfc.ipo@kfintech.com Investor grievance e-mail: einward.ris@kfintech.com
Website: www.kfintech.com; Contact person: M. Muralikrishna
SEBI Registration No: INR00000221

receipt of letters of Allotment, 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, investors may also write to the BRLMs.

Tel: 022 6787 5344; E-mail: complianceofficer@sbfc.com; Website: www.sbfc.com

Investors 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-

COMPANY SECRETARY AND COMPLIANCE OFFICER

103, 1st Floor, C&B Square, Sangam Complex, Andheri Kurla Road,

Village Chakala, Andheri (East), Mumbai 400 059 Maharashtra, India

Jay Mistry, SBFC FINANCE LIMITED

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 26 of the RHP before applying in the Offer. A copy of the RHP will be made available on the website of SEBI at www.sebi.gov.in and is available on the websites of the BRLMs, ICICI Securities Limited at www.aciscapital.co.in and Kotak Mahindra Capital Company Limited at the websites of the Stock Exchanges, for BSE at www.bseindia.com

AVAILABILITY OF BID CUM APPLICATION FORM: Bid cum Application Form can be obtained from the Registered Office of our Company, SBFC FINANCE LIMITED: Tel: +91 22 67875344; BRLMs; ICICI Securities Limited, Tel; +91 22 6807 7100; Axis Capital Limited, Tel; +91 22 4325 2183 and Kotak Mahindra Capital Company Limited, Tel; +91 22 4336 0000 and Syndicate Member: Kotak Securities Limited, Tel: +91 22 62185410 and at selected locations of Sub-Syndicate Members (as given below), 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 and 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: Anand Rathi Share & Stock Brokers Limited; Anand Share Consultancy; ANS Pvt Limited; Ashwani Dandia & Co; Axis Securities Limited; Centrum Broking Limited; Choice Equity Broking Private Limited; Dalal & Broacha Stock Broking Pvt Limited; DB(International) Stock Brokers Ltd.; Eureka Stock & Share Broking Services Ltd.; Finwizard Technology private Limited: G Rai & Co. (Consultants) Limited: HDFC Securities Ltd.: IDBI Capital Markets & Securities Limited: HIFL Securities Ltd.: Jhaveri Securities: JM Financial Services Limited; Jobanputra Fiscal Services Private Limited; Kalpataru Multiplier Limited; Keynote Capitals Limited; KJMC Capital Market Services Limited; Lakshmishree Investment & Securities Pvt Limited; LKP Securities Limited; Normal Bang Securities Ltd.; Marwadi Shares & Finance; Motifal Oswal Securities Limited; Nirmal Bang Securities

Pvt Limited; Nuvama Wealth and Investment Limited (Edelweiss Broking Limited); Patel Wealth Advisors Pvt Limited; Prabhudas Liladhar Pvt Ltd.; Pravin Ratilal Share & Stock Brokers Limited; RR Equity Brokers Private Limited; SBIcap Securities Limited; Sharekhan Ltd.; SMC Global Securities Ltd.; Systematix Shares and Stocks (India) Limited; Tanna Financial Services; Trade Bulls Securities (P) Ltd.; Way2wealth brokers Pvt Ltd. and YES Securities (India) Limited.

ESCROW COLLECTION BANKS: Axis Bank Limited and Kotak Mahindra Bank Limited

PUBLIC OFFER ACCOUNT BANK: ICICI Bank Limited REFUND BANK: Axis Bank Limited.

SPONSOR BANKS: Axis Bank Limited and ICICI 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.

For SBFC FINANCE LIMITED On behalf of the Board of Directors Sd/-Jay Mistry

Place: Mumba Date: July 28, 2023

Company Secretary & Compliance Officer

of the SEBI at www.sebi.gov.in as well as on the website of the BRLMs i.e., ICICI Securities Limited at www.axiscapital.co.in and Kotak Mahindra Capital Company Limited at https://investmentbank.kotak.com, the website of the BRLMs i.e., ICICI Securities Limited at www.bseindia.com. Any potential The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act of 1943, as are being offered and sold (a) only to persons reasonably believed to be (i) "qualified institutional buyers" (as defined in Section 2(a)(51) of the U.S. Investment Company Act of 1940, and (b) outside the United States.

SBFC 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 draft red herring prospectus dated March 21, 2023 with SEBI (the "DRHP") and a red herring prospectus dated July 26, 2023 with the RoC. The RHP is made available on the website